

**Pricing Supplement No. 1463  
to Short Form Base Shelf Prospectus dated March 15, 2024**

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*This pricing supplement together with the short form base shelf prospectus dated March 15, 2024, to which it relates, as amended or supplemented, and each document incorporated by reference into such prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.*

*The securities to be issued hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America or for the account or benefit of U.S. persons.*



**Royal Bank of Canada  
Senior Note Program  
Maximum \$40,000,000 (400,000 Securities)  
RBC U.S. Basket Callable Contingent Yield 11.10% Securities (CAD),  
Series 2212, F-Class  
Due March 3, 2028  
Non-Principal Protected Securities**

**February 21, 2025**

Royal Bank of Canada (the “**Bank**”) is offering up to \$40,000,000 of RBC U.S. Basket Callable Contingent Yield 11.10% Securities (CAD), Series 2212, F-Class (the “**Securities**”). **The Securities are non-principal protected securities that offer a return linked to** a notional portfolio (the “**Portfolio**”) of the shares of common stock, common shares, or American depository shares, as applicable, of Coinbase Global, Inc., Arm Holdings plc, Cloudflare, Inc., Palantir Technologies Inc., Block, Inc., Tesla, Inc., NVIDIA Corporation, AppLovin Corporation, Marvell Technology, Inc., and CrowdStrike Holdings, Inc. (the “**Underlying Securities**” and each, an “**Underlying Security**”). The Securities are described in this pricing supplement delivered together with our short form base shelf prospectus dated March 15, 2024 (the “**base shelf prospectus**”).

**The Securities are not fixed income securities and are not designed to be alternatives to fixed income or money market instruments. Since the Securities are not principal protected, you could lose substantially all of your investment. See “Risk Factors”.**

**The Securities will not constitute deposits insured under the *Canada Deposit Insurance Corporation Act* or any other deposit insurance regime.**

**Price: \$100 per Security  
Minimum Subscription: \$5,000 (50 Securities)**

	<b>Price to public</b>	<b>Selling Commission and Dealer’s fee</b>	<b>Net proceeds to the Bank</b>
Per Security	\$100.00	\$0.00	\$100.00
Total	\$40,000,000	\$0.00	\$40,000,000

No selling commission will be paid in connection with this issuance of Securities. An agency fee will be paid, from the Bank’s own funds, to Richardson Wealth Limited in an amount up to 0.15% of the Principal Amount of the Securities issued under this offering for acting as independent agent.

The net proceeds to the Bank reflects the maximum offering size of the Securities. **There is no minimum amount of funds that must be raised under this offering. This means that the issuer could complete this offering after raising only a small proportion of the offering amount set out above.**

The Securities are offered severally by RBC Dominion Securities Inc. (“**RBC DS**”) and Richardson Wealth Limited (collectively, the “**Dealers**”) as agents under a dealer agreement dated March 15, 2024, as amended or supplemented from time to time. **RBC DS is our wholly owned subsidiary. Consequently, we are a related and connected issuer of RBC DS within the meaning of applicable securities legislation.** See “Dealers” in this pricing supplement and “Plan of Distribution” in the base shelf prospectus.

The initial estimated value of the Securities on or about the date of this pricing supplement was \$94.00 per Security, which is less than the price to the public and is not an indication of the actual profit to the Bank or its affiliates. The actual value of the Securities at any time will reflect many factors and may be less than this amount. We describe our determination of the initial estimated value, and certain associated risk factors, in more detail below under “Initial Estimated Value” and in the base shelf prospectus under “Preparation of Initial Estimated Value” and “Risk Factors”.

The Securities will not be listed on any stock exchange. Securities may be resold using the Fundserv network at a price determined at the time of sale by the Calculation Agent (defined below), which price may be lower than the Principal Amount of such Securities. There is no assurance that a secondary market for the Securities will develop or be sustained. See “Secondary Market for Securities”, “Description of the Securities – Calculation Agent” and “Risk Factors” in the base shelf prospectus and “Secondary Market” in this pricing supplement.

Securities described in this pricing supplement will be issued under our Senior Note Program and will be unsecured, unsubordinated debt obligations. The Securities are described in the base shelf prospectus and this pricing supplement, which collectively constitute the “prospectus” for the Securities. See “About this Prospectus for Securities” in the base shelf prospectus. You should read both the base shelf prospectus and this pricing supplement carefully to understand fully the terms of the Securities and other considerations that are important to your investment decision. See Appendix E – Additional Information for more information.

## **Marketing Materials**

The version of the summary for the Securities that was filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada as “marketing materials” (as defined in National Instrument 41-101 – *General Prospectus Requirements*) on February 21, 2025 is deemed to be incorporated by reference into the base shelf prospectus solely for the purpose of our Senior Note Program and the Securities issued hereunder. Any version of marketing materials filed with the securities commission or similar regulatory authority in each of the provinces and territories of Canada in connection with this offering after the date hereof but prior to the termination of the distribution of the Securities under this pricing supplement (including any amendments to, or an amended version of, the marketing materials) is deemed to be incorporated by reference herein and in the base shelf prospectus solely for the purpose of our Senior Note Program and the Securities issued hereunder. Any such marketing materials are not part of this pricing supplement or the base shelf prospectus to the extent that the contents of the marketing materials have been modified or superseded by a statement contained in an amendment to this pricing supplement.

## **Bank Trademarks**

Lion & Globe symbol is a registered trademark of Royal Bank of Canada.

## Description of the Securities

<b>Issuer:</b>	Royal Bank of Canada
<b>Dealers:</b>	RBC Dominion Securities Inc. and Richardson Wealth Limited. Richardson Wealth Limited, an independent dealer, participated in the due diligence performed by the Dealers in respect of the offering, but did not participate in the structuring and pricing of the Securities or the calculation of the initial estimated value of the Securities.
<b>Fundserv Code:</b>	RBC12469
<b>Objective of the Securities:</b>	The objective of the Securities is to make the following payments to investors (all capitalized terms are as defined herein): <ul style="list-style-type: none"><li>(a) while the Securities are outstanding, an Interest Payment on each Interest Payment Date in respect of which the Portfolio Value is greater than or equal to the Coupon Barrier Value on the relevant Observation Date; and</li><li>(b) if the Securities are automatically redeemed by the Bank, the \$100.00 principal amount on the Autocall Redemption Date, in addition to the final Interest Payment; or</li><li>(c) if the Securities are not automatically redeemed by the Bank, the Final Redemption Amount on the Maturity Date, in addition to any final Interest Payment.</li></ul>
<b>Minimum Investment:</b>	50 Securities or \$5,000.
<b>Principal Amount:</b>	\$100 per Security.
<b>Issue Date:</b>	March 3, 2025, or such other date as may be agreed by the Bank and the Dealers.
<b>Issue Size:</b>	The maximum issue size will be \$40,000,000.
<b>Maturity Date:</b>	March 3, 2028, subject to earlier redemption on an Autocall Redemption Event (defined below), or earlier repayment in full following an Extraordinary Event, and provided that if such date is not a Business Day (defined in the base shelf prospectus), the Maturity Date will be the first following day that is a Business Day. See “Description of the Securities – Maturity Date and Amount Payable” and “– Special Circumstances” in the base shelf prospectus.
<b>Underlying Securities:</b>	<p>The return on the Securities is linked to the price performance (excluding any dividends and other distributions) of the Portfolio. The Underlying Securities will be equally weighted in the Portfolio (the “<b>Portfolio Weight</b>”) at the Initial Valuation Date. Such weightings will not be adjusted or rebalanced during the term of the Securities.</p> <p>There is no assurance of the ability of the issuers of the Underlying Securities to declare and pay dividends and distributions or to sustain or increase such dividends and distributions at or above historical levels. As of February 14, 2025, the average annual dividend yield of the Underlying Securities comprising the Portfolio was 0.023% representing an aggregate dividend yield of approximately 0.069% compounded annually over the term of the Securities, assuming the dividend yield remains constant and the dividends are not reinvested.</p> <p>See “Description of the Securities” in the base shelf prospectus. See Appendix B to this pricing supplement for summary information regarding the Underlying Securities. See “Risk Factors” in this pricing supplement and “Risk Factors – Risk Factors Related to the Underlying Interests” in the base shelf prospectus for a discussion of risks relating to the Underlying Securities.</p>
<b>Portfolio Value:</b>	The Portfolio Value on any Exchange Day (as defined in the base shelf prospectus) is calculated by (a) multiplying (i) the official closing price of each Underlying Security, as announced by the NASDAQ Stock Market (the “ <b>NASDAQ</b> ”) or the New York Stock Exchange (the “ <b>NYSE</b> ”), as applicable, on such Exchange Day by (ii) the corresponding Number of Underlying Securities for such Underlying Security; and (b) aggregating the resulting products.
<b>Number of Underlying</b>	The Number of Underlying Securities is calculated by: (i) multiplying the Portfolio Weight

<b>Securities:</b>	<p>for such Underlying Security by the aggregate Principal Amount of Securities issued under this offering, as converted into United States dollars at the CAD/USD Foreign Exchange Rate on the Initial Valuation Date; and (ii) dividing the resulting product by the official closing price of such Underlying Security, as announced by the NASDAQ or the NYSE, as applicable, on the Initial Valuation Date. For purposes of this calculation, the aggregate Principal Amount of Securities issued under this offering will be converted into United States dollars strictly so that such value is denominated in the same currency as the closing price of the Underlying Securities.</p> <p>Once determined, the Number of Underlying Securities for each Underlying Security will not be adjusted during the term of the Securities, except in certain special circumstances. See “Extraordinary Events” below. Consequently, since there will be no further currency conversions during the term of the Securities, holders will not be subject to any foreign currency risk.</p> <p><b>“CAD/USD Foreign Exchange Rate”</b> means the WM/Reuters intraday spot exchange rate between the Canadian dollar and the United States dollar produced by Reuters and published as the 4 p.m. ET rate. The Bank will publish the applicable CAD/USD Foreign Exchange Rates at <a href="http://www.rbcnotes.com">www.rbcnotes.com</a>.</p>
<b>Initial Portfolio Value:</b>	The Portfolio Value on the Initial Valuation Date.
<b>Initial Valuation Date:</b>	February 14, 2025.
<b>Protection Barrier Value:</b>	70.00% of the Initial Portfolio Value.
<b>Coupon Barrier Value:</b>	70.00% of the Initial Portfolio Value.
<b>Final Portfolio Value:</b>	The Portfolio Value on the Final Valuation Date.
<b>Final Valuation Date:</b>	February 14, 2028.
<b>Percentage Change:</b>	<p>The Percentage Change is the amount, expressed as a percentage rounded to three decimal places, equal to:</p> $\frac{(\text{Final Portfolio Value} - \text{Initial Portfolio Value})}{\text{Initial Portfolio Value}}$
	See “Description of the Securities – Special Circumstances” in the base shelf prospectus.
<b>Observation Dates:</b>	The dates set out under “Observation Dates” in Appendix A, provided that if any Observation Date is not an Exchange Day (as defined in the base shelf prospectus), such Observation Date will be the next following day that is an Exchange Day, subject to the occurrence of an Extraordinary Event. See “Description of the Securities – Special Circumstances” in the base shelf prospectus.
<b>Interest Payment Dates:</b>	<p>The dates set out under “Interest Payment Dates” in Appendix A, subject to the occurrence of an Extraordinary Event, and provided that (i) the Securities are not redeemed by the Bank as described below, and (ii) if any Interest Payment Date is not a Business Day, such Interest Payment Date will be the first following day that is a Business Day. See “Description of the Securities – Special Circumstances” in the base shelf prospectus.</p> <p>For greater certainty, the final Interest Payment, if any, will be made on the earlier of the Autocall Redemption Date (defined below), if any, and the Maturity Date.</p>
<b>Interest Payments:</b>	<p>Interest payments, if any, on the Securities will be payable in arrears on each Interest Payment Date at a fixed interest rate of 0.9250% for each monthly period ending on an Interest Payment Date (an “<b>Interest Period</b>”) in which a Digital Payout Event occurs.</p> <p>If a Digital Payout Event does not occur on an Observation Date, no interest will be payable for the relevant Interest Period.</p>
<b>Digital Payout Event:</b>	<p>If the Portfolio Value is greater than or equal to the Coupon Barrier Value on the relevant Observation Date, a Digital Payout Event will occur.</p> <p>RBC DS intends to publish whether there has been a Digital Payout Event on each Observation Date on its website at <a href="http://www.rbcnotes.com">www.rbcnotes.com</a>.</p>
<b>Autocall Redemption Event:</b>	If the Portfolio Value on an Observation Date immediately preceding an Autocall Redemption Date is greater than or equal to 105.00% of the Initial Portfolio Value (the “ <b>Autocall Redemption Value</b> ”), an Autocall Redemption Event will occur.

Following the occurrence of an Autocall Redemption Event, the Securities will be redeemed for an amount equal to the Principal Amount thereof (the “**Autocall Redemption Amount**”) on the applicable Autocall Redemption Date. In addition to the Autocall Redemption Amount, an Interest Payment will be paid on the Autocall Redemption Date.

**Autocall Redemption Dates:** The dates set out under “Autocall Redemption Dates” in Appendix A, subject to the occurrence of an Extraordinary Event and provided that if any Autocall Redemption Date is not a Business Day, such Autocall Redemption Date will be the first following day that is a Business Day. See “Description of the Securities – Special Circumstances” in the base shelf prospectus.

**Payment at Maturity:** If the Securities have not been previously redeemed, the amount payable on the Maturity Date (the “**Final Redemption Amount**”) for each Security will be:

(a) if the Final Portfolio Value is greater than or equal to the Protection Barrier Value, \$100.00; or

(b) if the Final Portfolio Value is less than the Protection Barrier Value, an amount equal to:

$$\$100.00 + (\$100.00 \times \text{Percentage Change}),$$

but in any event not less than \$1.00.

As a result, the Final Redemption Amount will not be determinable before the Final Valuation Date. See “Risk Factors” below. In addition to the Final Redemption Amount, an Interest Payment will be paid on the Maturity Date if a Digital Payout Event occurs on the Final Valuation Date.

**Sample Calculations:** See Appendix C to this pricing supplement for sample calculations of the payments to be made on the Securities.

**Issuer Credit Rating:**

Moody’s:	Aa1
Standard & Poor’s:	AA-
DBRS:	AA

The Securities have not been and will not be rated. See “Risk Factors – Credit Ratings” in the base shelf prospectus.

**Extraordinary Events:** Determination of the Portfolio Value and the Final Redemption Amount may be postponed or the Bank can accelerate determination of the Final Portfolio Value and the Final Redemption Amount and repay the Securities in full prior to their maturity in certain circumstances. If an Extraordinary Event occurs the Calculation Agent may, but is not required to, make such adjustments to any payment or other term of the Securities as it determines to be appropriate, acting in good faith, to account for the economic effect of such event on the Securities and determine the effective date of any such adjustment. See “Description of the Securities – Special Circumstances” in the base shelf prospectus.

**Summary of Fees and Expenses:** No selling commission will be paid in connection with this issuance of Securities. The Bank will pay, from the Bank’s own funds, an agency fee to Richardson Wealth Limited in an amount up to 0.15% of the Principal Amount of the Securities issued under this offering for acting as independent agent. The agency fee is indirectly borne by holders of the Securities. There are no fees directly payable by a holder of Securities. See “Description of the Securities – Summary of Fees and Expenses” in the base shelf prospectus.

**Eligibility for Investment:** Eligible for RRSPs, RRIFs, RESPs, RDSPs, FHSAs, DPSPs and TFSAAs (each as defined in Appendix D). See “Eligibility for Investment” in Appendix D, including the summary of the “prohibited investment” rule.

**Risk Factors:** You should carefully consider all the information set out in this prospectus for any Securities in which you are considering investing. **In particular, you should evaluate the risks described under “Risk Factors” in the base shelf prospectus as well as the risks described below.** The return on the Securities is unknown and subject to many variables including interest rate fluctuations and changes in the prices of the Underlying Securities. You should independently determine, with your own advisors, whether an investment in the Securities is suitable for you having regard to your own investment objectives and expectations.

### *Limited Upside Participation by the Securities*

The return on the Securities is limited. The Securities will not participate in any upside performance of the Underlying Securities. Even if the Portfolio Value is greater than the Coupon Barrier Value but less than the Autocall Redemption Value on each Observation Date and the Final Portfolio Value is greater than or equal to the Protection Barrier Value, the return on an investment in the Securities would be limited to the sum of all Interest Payments made.

### *Uncertain Return until Final Valuation Date*

The return, if any, on the Securities will be uncertain until the Final Valuation Date unless the Securities are called for redemption prior to the Final Valuation Date. Whether there is a return on the Securities will depend on the Portfolio Value on the Observation Dates and the Final Valuation Date. No Interest Payment will be made on an Interest Payment Date unless there is a Digital Payout Event on the immediately preceding Observation Date. There can be no assurance that the Securities will generate a positive return. Holders of the Securities may not be repaid the amount they invested in the Securities (other than \$1.00 per Security), depending on the performance of the Underlying Securities. Historical prices of the Underlying Securities should not be considered as an indication of the future performance of the Underlying Securities. Investors should understand that the risk involved in this type of investment is greater than that normally associated with other types of investments.

### *Volatility May Affect the Return on or Trading Value of the Securities*

Volatility is the term used to describe the size and frequency of price and/or market fluctuations. If the volatility or anticipated volatility of the Underlying Securities changes over the term of the Securities the trading value of the Securities may be adversely affected. In addition, if the Portfolio Value on an Observation Date is less than the Coupon Barrier Value you will not receive an Interest Payment on the relevant Interest Payment Date and if the Final Portfolio Value is less than the Protection Barrier Value the Final Redemption Amount will be reduced such that you will receive less than the Principal Amount on the Maturity Date. In periods of high volatility the likelihood of an investor not receiving some or all of the Interest Payments or a return of the full Principal Amount of the Securities increases.

### *The Securities may be Redeemed prior to the Maturity Date*

The Securities will be automatically redeemed by the Bank on an Autocall Redemption Date if the Portfolio Value on the Observation Date immediately preceding such Autocall Redemption Date is greater than or equal to the Autocall Redemption Value. In such event, investors will receive an Autocall Redemption Amount equal to the Principal Amount of the Securities. If the Securities are redeemed by the Bank investors will not be entitled to receive any further interest that they may have been entitled to receive if the Securities had not been redeemed by the Bank.

### *There are Important Differences Between the Depositary Securities and the Ordinary Equity Securities of a Non-U.S. Issuer*

The Securities are linked to depositary securities of one or more non-U.S. issuers that are listed on a U.S. exchange, as identified in Appendix B. There are important differences between the rights of holders of depositary securities and the non-U.S. stock such depositary security represents. Depositary securities, such as American depositary shares (“ADSs”) and American Depositary Receipts (“ADRs”), are generally issued pursuant to a deposit agreement that sets forth the rights and responsibilities of a depositary, the non-U.S. issuer and holders of the depositary securities, which may be different from the rights of holders of the non-U.S. stock. For example, a company may make distributions with respect to the non-U.S. stock that are not passed on to the holders of its depositary securities. Any such differences between the rights of holders of the depositary securities and the rights of holders of the related equity securities of the non-U.S. company may be significant and may materially and adversely affect the price of the Underlying Securities that are depositary securities, and, as a result, the market value of, and any amounts payable on, your Securities.

### *The Securities are Indirectly Subject to Exchange Rate Risk*

Because ADRs and ADSs are denominated in U.S. dollars but represent non-U.S. equity

securities that are denominated in a non-U.S. currency, changes in currency exchange rates may negatively affect the price of the Underlying Securities that are ADRs or ADSs, and consequently the return on the Securities. The value of the non-U.S. currency may be subject to a high degree of fluctuation due to changes in interest rates, the effects of monetary policies of U.S. and non-U.S. governments and central banks or supranational entities, the imposition of currency controls or other national or global political or economic developments.

#### *Income Tax Considerations*

The full amount of each Interest Payment received or receivable by a Resident Holder (as defined below) and, in the event of a sale of a Security in the secondary market, any interest accrued (or deemed to have accrued) on the Security from the last Interest Payment Date to the time of disposition, will generally be included in the Resident Holder's income, whereas a Resident Holder who holds a Security as capital property will generally realize a capital loss if and to the extent that the Final Redemption Amount or proceeds of disposition in respect of a Security, as the case may be, is less than the Resident Holder's adjusted cost base of such Security. If a Resident Holder realizes a capital loss, such loss is deductible only against capital gains of the Resident Holder (as described in further detail in Appendix D).

The tax consequences to a Holder (as defined below) may be subject to changes in taxation laws, regulations or administrative practices. Any changes to the existing published administrative position of the CRA (as defined below) could result in changes to the tax consequences to a Holder as described herein.

#### *The Securities are Subject to Certain Risks Relating to the Potential Application of U.S. Internal Revenue Code Section 871(m) in the Future*

The U.S. Treasury Department has issued various pieces of guidance under Section 871(m) of the U.S. Internal Revenue Code, including several sets of regulations and notices. The most recent notice amended the effective date of the Section 871(m) regulations. As a result of the effective date amendments, certain portions of the Section 871(m) regulations took effect on January 1, 2017 and other portions currently are scheduled to take effect after December 31, 2026. When effective, the Section 871(m) regulations make certain "dividend equivalent" payments to foreign persons subject to U.S. federal withholding tax. The Bank has determined that initial holders of the Securities will not be subject to withholding tax under Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended, solely as a result of investing in the Securities. However, it is possible that the Securities could be treated as deemed reissued for U.S. federal income tax purposes upon the occurrence of certain events, and following such occurrence the Securities could be treated as subject to withholding on dividend equivalent payments. Non-U.S. holders that enter, or have entered, into other transactions in respect of the Underlying Securities or the Securities should consult their tax advisors as to the application of the dividend equivalent withholding tax in the context of the Securities and their other transactions. If payments are treated as dividend equivalents subject to withholding, we (or the applicable withholding agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld. Moreover, if the Section 871(m) regulations are amended or otherwise interpreted in a manner such that an Extraordinary Event has occurred, then the Bank can accelerate determination of the Final Portfolio Value and the Final Redemption Amount and repay the Securities in full prior to their maturity. In addition, if the Section 871(m) regulations are amended or otherwise interpreted in a manner such that an Extraordinary Event has occurred, the Calculation Agent may, but is not required to, make such adjustments (with limited exceptions) to any payment or other term of the Securities as it determines to be appropriate, acting in good faith, to account for the economic effect of such event on the Securities and determine the effective date of any such adjustment. See "Description of the Securities — Special Circumstances" in the base shelf prospectus. Such adjustments may adversely affect the maturity amount or early repayment amount, and the value of the Securities at or prior to maturity.

#### **Initial Estimated Value:**

The initial estimated value of the Securities set forth on the cover page is an estimate only, calculated on or about the date set forth on the cover page, and does not represent a minimum price at which the Bank, RBC DS or any of our affiliates would be willing to purchase the Securities in any secondary market.

In order to satisfy the Bank's payment obligations under the Securities, the Bank may choose to enter into certain hedging arrangements (which may include call options, put options or other derivatives) on the Issue Date, which may or may not be with RBC DS or one of our other subsidiaries. The terms of these hedging arrangements, if any, take into account a number of factors, including the Bank's creditworthiness, interest rate movements, the volatility of the applicable underlying interest, and the term to maturity and any earlier call date of the Securities. The issue price of the Securities also reflects the selling commission and/or agency fee, if any, disclosed herein, as well as an amount retained by the Bank to compensate it for the creation, issuance and maintenance of the Securities (which may or may not also include any costs of its hedging obligations thereunder). The initial estimated value for the Securities may therefore be less than their issue price.

See "Risk Factors – The Initial Estimated Value of the Securities Is an Estimate Only, Calculated as of the Time the Terms of the Securities Were Set" in the base shelf prospectus.

**Suitability for Investment:**

You should consult with your advisors regarding the suitability of an investment in the Securities. The Securities may be suitable for investors:

- seeking an investment product with exposure to the Underlying Securities;
- who believe that the Portfolio Value will be equal to or above the Coupon Barrier Value on each Observation Date;
- who believe that the Final Portfolio Value will not be below the Protection Barrier Value;
- who are willing and can afford to risk substantially all of the principal amount of their investment;
- looking for the potential to earn a return linked to the price performance of the Portfolio and who are prepared to assume the risks associated with an investment linked to the price performance of the Portfolio;
- with an investment horizon equal to the term to maturity of the Securities who are prepared to hold the Securities until maturity, but who are willing to assume the risk that the Securities will be redeemed prior to the Maturity Date if the Portfolio Value is equal to or exceeds the Autocall Redemption Value on an Observation Date immediately preceding an Autocall Redemption Date;
- who are prepared to take the risk that regular Interest Payments will not be made on the Securities; and
- who understand that the potential return on the Securities is limited to the aggregate sum of Interest Payments made during the term of the Securities.

**Book-entry Only Securities:**

The Securities will be Fundserv Securities (defined in the base shelf prospectus) and will be issued through the "book-entry-only system". See "Description of the Securities – Global Securities" and "– Legal Ownership" in the base shelf prospectus. If the Securities are issued in fully registered and certificated form in the circumstances described in the base shelf prospectus under "Description of the Securities – Legal Ownership – Book-Entry-Only Fundserv Securities", the Autocall Redemption Amount (in the event of an Autocall Redemption Event) and any Interest Payments will be paid by the Bank to the registered holder.

**Listing:**

The Securities will not be listed on any stock exchange. See "Risk Factors" in the base shelf prospectus.

**Secondary Market:**

Securities may be purchased through dealers and other firms that facilitate purchase and related settlement using the Fundserv network. Securities may be resold using the Fundserv network at a sale price equal to the price posted on Fundserv as of the close of business on the Exchange Day on which the order is placed, as determined by and posted to Fundserv by the Calculation Agent, which sale price may be lower than the Principal Amount of such Securities. Generally, to be effective on a Business Day, a redemption request will need to be initiated by 2:00 p.m. (Toronto time) on that Business Day (or such other time as may be established by Fundserv). Any request received after such time will be deemed to be a request sent and received on the next following Business Day. See "Risk Factors – The

Initial Estimated Value of the Securities May be Less than the Price to the Public and May not Reflect the Secondary Market Price, if any, of the Securities” and “Secondary Market for Securities – Fundserv” in the base shelf prospectus.

Many factors will affect the price at which you may be able to sell the Securities prior to maturity. For example, factors similar to those that may impact the value of zero coupon bonds and options may have an impact on the price of the Securities. Such factors include: (i) the Portfolio Value; (ii) the time remaining to the Maturity Date; (iii) the volatility of the Underlying Securities; (iv) interest rates; (v) dividends or other income paid on the Underlying Securities; and (vi) changes in our financial condition, results from operations or credit rating. The effect of any one factor may be offset or magnified by the effect of another factor. It is possible in certain limited circumstances that a particular factor may have a contrary effect with the passage of time.

Ongoing information regarding the Securities, including the Portfolio Value and the daily closing price for the Securities, may be accessed at [www.rbcnotes.com](http://www.rbcnotes.com). There is no assurance that a secondary market for the Securities will develop or be sustained. See “Secondary Market for Securities” in the base shelf prospectus.

**Fiscal Agent:**

RBC DS. See “Description of the Securities – Fiscal Agency, Calculation Agency and Fundserv Depository Agreement” in the base shelf prospectus.

**Calculation Agent:**

RBC DS. See “Description of the Securities – Calculation Agent” and “Risk Factors” in the base shelf prospectus.

**Tax:**

Certain Canadian income tax considerations are described below under “Certain Canadian Income Tax Considerations” in Appendix D. **Potential purchasers of Securities should consult with their own tax advisors having regard to their particular circumstances.**

## APPENDIX A

### Information Regarding the Observation Dates, Interest Payment Dates and Autocall Redemption Dates

Observation Dates	Interest Payment Dates	Autocall Redemption Dates
March 14, 2025	March 19, 2025	-
April 14, 2025	April 17, 2025	-
May 14, 2025	May 20, 2025	-
June 16, 2025	June 19, 2025	-
July 14, 2025	July 17, 2025	-
August 14, 2025	August 19, 2025	August 19, 2025
September 15, 2025	September 18, 2025	-
October 14, 2025	October 17, 2025	-
November 14, 2025	November 19, 2025	November 19, 2025
December 15, 2025	December 18, 2025	-
January 14, 2026	January 19, 2026	-
February 17, 2026	February 20, 2026	February 20, 2026
March 16, 2026	March 19, 2026	-
April 14, 2026	April 17, 2026	-
May 14, 2026	May 20, 2026	May 20, 2026
June 15, 2026	June 18, 2026	-
July 14, 2026	July 17, 2026	-
August 14, 2026	August 19, 2026	August 19, 2026
September 14, 2026	September 17, 2026	-
October 14, 2026	October 19, 2026	-
November 16, 2026	November 19, 2026	November 19, 2026
December 14, 2026	December 17, 2026	-
January 14, 2027	January 19, 2027	-
February 16, 2027	February 19, 2027	February 19, 2027
March 15, 2027	March 18, 2027	-
April 14, 2027	April 19, 2027	-
May 14, 2027	May 19, 2027	May 19, 2027
June 14, 2027	June 17, 2027	-
July 14, 2027	July 19, 2027	-
August 16, 2027	August 19, 2027	August 19, 2027
September 14, 2027	September 17, 2027	-
October 14, 2027	October 19, 2027	-
November 15, 2027	November 18, 2027	November 18, 2027

<b>Observation Dates</b>	<b>Interest Payment Dates</b>	<b>Autocall Redemption Dates</b>
December 14, 2027	December 17, 2027	-
January 14, 2028	January 19, 2028	-
February 14, 2028	March 3, 2028	-

## APPENDIX B

### Certain Information Regarding the Underlying Securities

#### Public Information

Information contained in this pricing supplement with respect to the Underlying Securities and the issuers of the Underlying Securities was obtained from a number of public sources that the Bank believes to be reliable, including filings made with securities regulators. The Bank and the Dealers, as well as their respective affiliates and associates, have not independently verified the accuracy or completeness of any such information and make no representation regarding the accuracy or completeness of such information.

#### Underlying Securities

Entity Name	Symbol	Exchange	Portfolio Weight	Closing Prices (US\$) (as of February 14, 2025)
Coinbase Global, Inc.	COIN	NASDAQ	10.000%	274.31
Arm Holdings plc*	ARM	NASDAQ	10.000%	159.54
Cloudflare, Inc.	NET	NYSE	10.000%	171.16
Palantir Technologies Inc.	PLTR	NASDAQ	10.000%	119.16
Block, Inc.	XYZ	NYSE	10.000%	84.00
Tesla, Inc.	TSLA	NASDAQ	10.000%	355.84
NVIDIA Corporation	NVDA	NASDAQ	10.000%	138.85
AppLovin Corporation	APP	NASDAQ	10.000%	510.13
Marvell Technology, Inc.	MRVL	NASDAQ	10.000%	106.51
CrowdStrike Holdings, Inc.	CRWD	NASDAQ	10.000%	451.74

\*Investors should note that the Underlying Securities of Arm Holdings plc consist of depositary securities denominated in U.S. dollars. See “Risk Factors”. Investors can obtain additional information concerning such depositary securities and the related deposit agreement on the website of the applicable Underlying Security Issuer and under its profile at [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml).

#### Coinbase Global, Inc.

Coinbase Global, Inc. (NASDAQ: COIN) provides financial solutions. Coinbase Global, Inc. offers a platform to buy and sell cryptocurrencies. Coinbase Global, Inc. serves clients worldwide. The annual dividend yield of the Underlying Securities in respect of Coinbase Global, Inc. as of February 14, 2025 was 0.000%.

#### Arm Holdings plc

Arm Holdings plc (NASDAQ: ARM) is a leader in the semiconductor industry. Arm Holdings plc’s principal operations are the licensing, marketing, research and development of microprocessors, systems intellectual property (“IP”), graphics processing units, physical IP and associated systems IP, software, tools and other related services. Arm Holdings plc serves customers worldwide. The annual dividend yield of the Underlying Securities in respect of Arm Holdings plc as of February 14, 2025 was 0.000%.

#### Cloudflare, Inc.

Cloudflare, Inc. (NYSE: NET) designs and develops software solutions. Cloudflare, Inc. offers platform for load balancing, video streaming, security, analysis, and domain registration. Cloudflare, Inc. serves customers worldwide. The annual dividend yield of the Underlying Securities in respect of Cloudflare, Inc. as of February 14, 2025 was 0.000%.

#### Palantir Technologies Inc.

Palantir Technologies Inc. (NASDAQ: PLTR) provides software solutions. Palantir Technologies Inc. offers platforms for integrating, managing, and securing data that helps in interactive human-driven, machine-assisted analysis. Palantir Technologies Inc. serves customers worldwide. The annual dividend yield of the Underlying Securities in respect of Palantir Technologies Inc. as of February 14, 2025 was 0.000%.

**Block, Inc.**

Block, Inc. (NYSE: XYZ) operates as a financial services and digital payments company. The company develops a payments platform aimed at small and medium businesses that allows them to accept credit card payments and use tablet computers as payment registers for a point-of-sale system. Block, Inc. also provides financial and marketing services. The annual dividend yield of the Underlying Securities in respect of Block, Inc. as of February 14, 2025 was 0.000%.

**Tesla, Inc.**

Tesla, Inc. (NASDAQ: TSLA) operates as a multinational automotive and clean energy company. Tesla, Inc. designs and manufactures electric vehicles, battery energy storage from home to grid-scale, solar panels and solar roof tiles, and related products and services. Tesla, Inc. owns its sales and service network and sells electric power train components to other automobile manufacturers. The annual dividend yield of the Underlying Securities in respect of Tesla, Inc. as of February 14, 2025 was 0.000%.

**NVIDIA Corporation**

NVIDIA Corporation (NASDAQ: NVDA) is a full-stack computing infrastructure company with data-center-scale offerings, including software for computationally intensive workloads such as artificial intelligence, model training and inference, data analytics, scientific computing, and 3D graphics, with vertical-specific optimizations to address industries ranging from healthcare and telecom to automotive and manufacturing. The annual dividend yield of the Underlying Securities in respect of NVIDIA Corporation as of February 14, 2025 was 0.025%.

**AppLovin Corporation**

AppLovin Corporation (NASDAQ: APP) develops technologies that help businesses connect to their ideal customers. AppLovin Corporation provides end-to-end software and AI solutions for businesses to reach, monetize, and grow their global audiences. AppLovin Corporation serves clients worldwide. The annual dividend yield of the Underlying Securities in respect of AppLovin Corporation as of February 14, 2025 was 0.000%.

**Marvell Technology, Inc.**

Marvell Technology, Inc. (NASDAQ: MRVL) develops and produces semiconductors and related technology. Marvell Technology, Inc. offers security and networking platform, secure data processing, networking, and storage solutions. Marvell Technology, Inc. serves customers worldwide. The annual dividend yield of the Underlying Securities in respect of Marvell Technology, Inc. as of February 14, 2025 was 0.225%.

**CrowdStrike Holdings, Inc.**

CrowdStrike Holdings, Inc. (NASDAQ: CRWD) provides cybersecurity products and services to stop breaches. CrowdStrike Holdings, Inc. offers cloud-delivered protection across endpoints, cloud workloads, identity and data, and leading threat intelligence, managed security services, IT operations management, threat hunting, Zero Trust identity protection, and log management. CrowdStrike Holdings, Inc. serves customers worldwide. The annual dividend yield of the Underlying Securities in respect of CrowdStrike Holdings, Inc. as of February 14, 2025 was 0.000%.

## APPENDIX C

### Sample Calculations of Final Redemption Amount or Autocall Redemption Amount and Interest Payments

The following examples show how the return on the Securities would be calculated under different scenarios. These examples are included for illustration purposes only. The Portfolio Values used to illustrate the calculation of the Final Redemption Amount or Autocall Redemption Amount and the Interest Payments over the term of the Securities are not estimates or forecasts of the Portfolio Values on which the Percentage Change, and in turn the Final Redemption Amount, Autocall Redemption Amount and Interest Payments, if any, will depend.

#### *Hypothetical Calculation of the Initial Portfolio Value*

It is assumed that the aggregate Principal Amount of Securities issued under this offering is \$16,000,000.00, the (hypothetical) CAD/USD Foreign Exchange Rate is 0.75000 and the (hypothetical) closing prices of the Underlying Securities comprising the Portfolio on the Initial Valuation Date are as illustrated in the table below.

Entity Name	Closing Price (US\$)	Underlying Security Value in Portfolio (US\$)	Portfolio Weight	Number of Underlying Securities
Coinbase Global, Inc.	274.31	1,200,000.00	10.000%	4,374.61266
Arm Holdings plc	159.54	1,200,000.00	10.000%	7,521.62467
Cloudflare, Inc.	171.16	1,200,000.00	10.000%	7,010.98387
Palantir Technologies Inc.	119.16	1,200,000.00	10.000%	10,070.49345
Block, Inc.	84.00	1,200,000.00	10.000%	14,285.71429
Tesla, Inc.	355.84	1,200,000.00	10.000%	3,372.30216
NVIDIA Corporation	138.85	1,200,000.00	10.000%	8,642.41988
AppLovin Corporation	510.13	1,200,000.00	10.000%	2,352.34156
Marvell Technology, Inc.	106.51	1,200,000.00	10.000%	11,266.54774
CrowdStrike Holdings, Inc.	451.74	1,200,000.00	10.000%	2,656.39527

Based on those assumptions, the Initial Portfolio Value would be the sum of the Underlying Security values, which is US\$12,000,000.00 (note that, as described above, this United States dollar value is equivalent to \$16,000,000.00, being the Canadian dollar (hypothetical) aggregate Principal Amount of Securities issued under this offering).

#### *Hypothetical Calculation of the Final Portfolio Value*

For illustration purposes, it is assumed that no Extraordinary Event has occurred and that the (hypothetical) closing prices of the Underlying Securities comprising the Portfolio on the Final Valuation Date are as illustrated in the table below. For the purposes of the following table, certain values have been rounded to two decimal places.

Entity Name	Closing Price (US\$)	Number of Underlying Securities	Underlying Security Value in Portfolio (US\$)
Coinbase Global, Inc.	315.46	4,374.61266	1,380,015.31
Arm Holdings plc	183.47	7,521.62467	1,379,992.48
Cloudflare, Inc.	196.83	7,010.98387	1,379,971.96
Palantir Technologies Inc.	137.03	10,070.49345	1,379,959.72
Block, Inc.	96.60	14,285.71429	1,380,000.00
Tesla, Inc.	409.22	3,372.30216	1,380,013.49
NVIDIA Corporation	159.68	8,642.41988	1,380,021.61

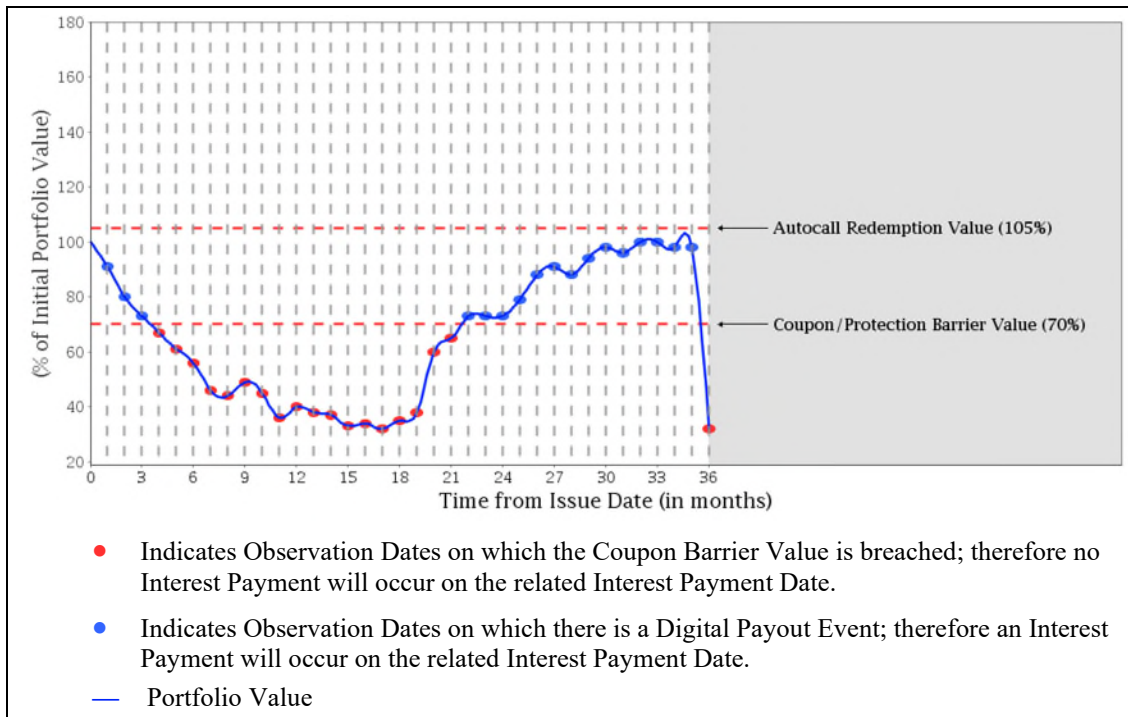
AppLovin Corporation	586.65	2,352.34156	1,380,001.18
Marvell Technology, Inc.	122.49	11,266.54774	1,380,039.43
CrowdStrike Holdings, Inc.	519.50	2,656.39527	1,379,997.34

Based on those assumptions, the Final Portfolio Value would be the sum of the Underlying Security values, which is US\$13,800,012.51 (note that this is the sum of the values from the “Underlying Security Value in Portfolio (US\$)” column; such amount will be used to calculate the (hypothetical) Percentage Change and will not be converted into Canadian dollars for any purpose).

### **Sample Calculations**

All examples below assume that a holder of the Securities has purchased Securities with an aggregate Principal Amount of \$100.00, that no Extraordinary Event has occurred, an Autocall Redemption Value of 105.00% of the Initial Portfolio Value, a Coupon Barrier Value of 70.00% of the Initial Portfolio Value and a Protection Barrier Value of 70.00% of the Initial Portfolio Value. For convenience, each vertical line in the charts below represents a hypothetical Observation Date and the next succeeding Interest Payment Date. The Initial Portfolio Values represent United States dollar values equivalent to \$16,000,000.00, being the Canadian dollar (hypothetical) aggregate Principal Amount of Securities issued under this offering (based on a hypothetical CAD/USD Foreign Exchange Rate of 0.7500). The Final Portfolio Values are denominated in United States dollars and will be used to calculate the (hypothetical) Percentage Changes; such amounts will not be converted into Canadian dollars for any purpose. Where applicable, dollar amounts shown below are rounded to the nearest whole cent for ease of reading, but the amount(s) payable to an investor per Security may reflect more decimal places.

**Example #1 — Loss Scenario with Payment on the Maturity Date at Less Than the Principal Amount**



In this scenario, there is no Observation Date on which the Portfolio Value is at or above the Autocall Redemption Value and, accordingly, the Securities would not be redeemed before the Maturity Date. On the Final Valuation Date, the Final Portfolio Value is below the Protection Barrier Value.

*(i) Interest Payments*

Digital Payout Events occur on 17 of the 36 Observation Dates. Therefore, an Interest Payment would be payable for 17 Interest Periods on the applicable Interest Payment Date, for total Interest Payments of:

$$\text{Principal Amount of Securities} \times 0.9250\% \text{ per Interest Period} \times 17 \text{ Interest Periods}$$

$$\$100.00 \times 0.9250\% \times 17 = \$15.73$$

*(ii) Final Redemption Amount*

In this example, the Initial Portfolio Value is US\$12,000,000.00 and the Final Portfolio Value is US\$3,840,000.00. Therefore, the Percentage Change is calculated as follows:

$$\text{Percentage Change} = (\text{US\$3,840,000.00} - \text{US\$12,000,000.00}) / \text{US\$12,000,000.00} = -0.68000 \text{ or } -68.000\%$$

Since the Final Portfolio Value is below the Protection Barrier Value, the Final Redemption Amount is calculated as follows:

$$\text{Final Redemption Amount} = \$100.00 + (\$100.00 \times -68.000\%) = \$32.00$$

Therefore, the total amounts payable per Security from the Issue Date to the Maturity Date are:

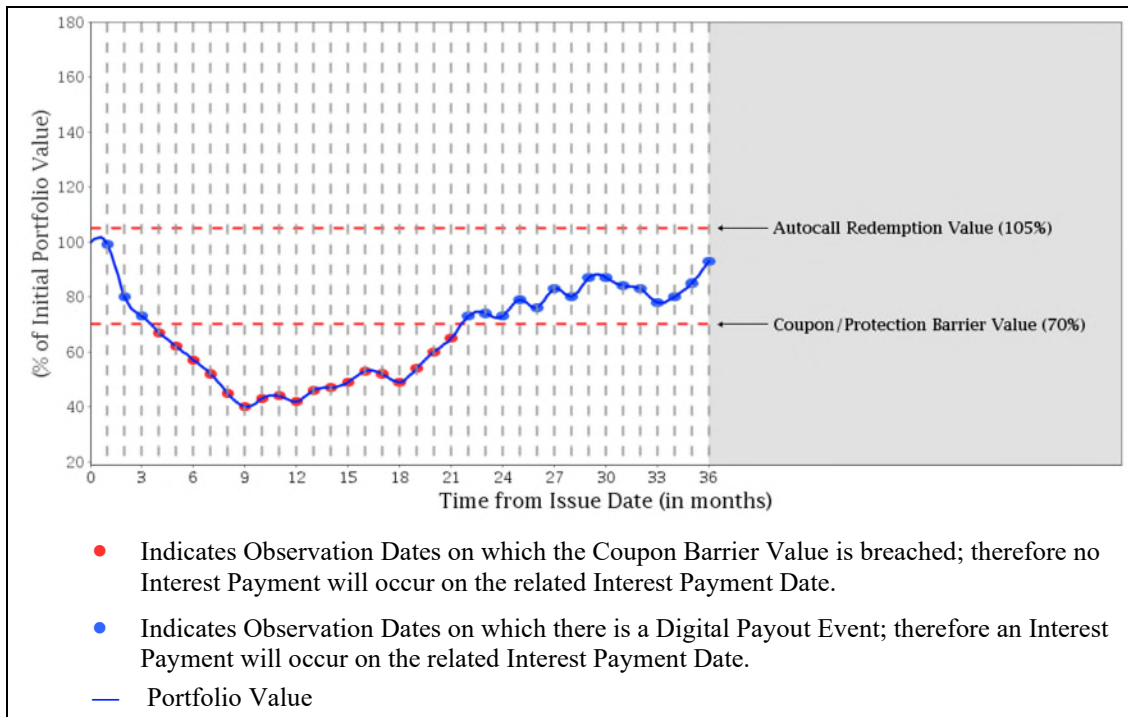
(a) Total Interest Payments: \$15.73

(b) Final Redemption Amount: \$32.00

(c) Total amount paid over the term of the Securities: \$47.73

The equivalent annually compounded rate of return in this example is -21.85%.

**Example #2 — Gain Scenario with Payment on the Maturity Date at the Principal Amount**



In this scenario, the Portfolio Value is below the Autocall Redemption Value on all Observation Dates so the Securities would not be redeemed before the Maturity Date. The Portfolio Value is at or above the Coupon Barrier Value on 18 of the 36 Observation Dates. On the Final Valuation Date, the Final Portfolio Value is at or above the Protection Barrier Value.

*(i) Interest Payments*

Digital Payout Events occur on 18 of the 36 Observation Dates. Therefore, an Interest Payment would be payable for 18 Interest Periods on the applicable Interest Payment Date, for total Interest Payments of:

$$\text{Principal Amount of Securities} \times 0.9250\% \text{ per Interest Period} \times 18 \text{ Interest Periods}$$

$$\$100.00 \times 0.9250\% \times 18 = \$16.65$$

*(ii) Final Redemption Amount*

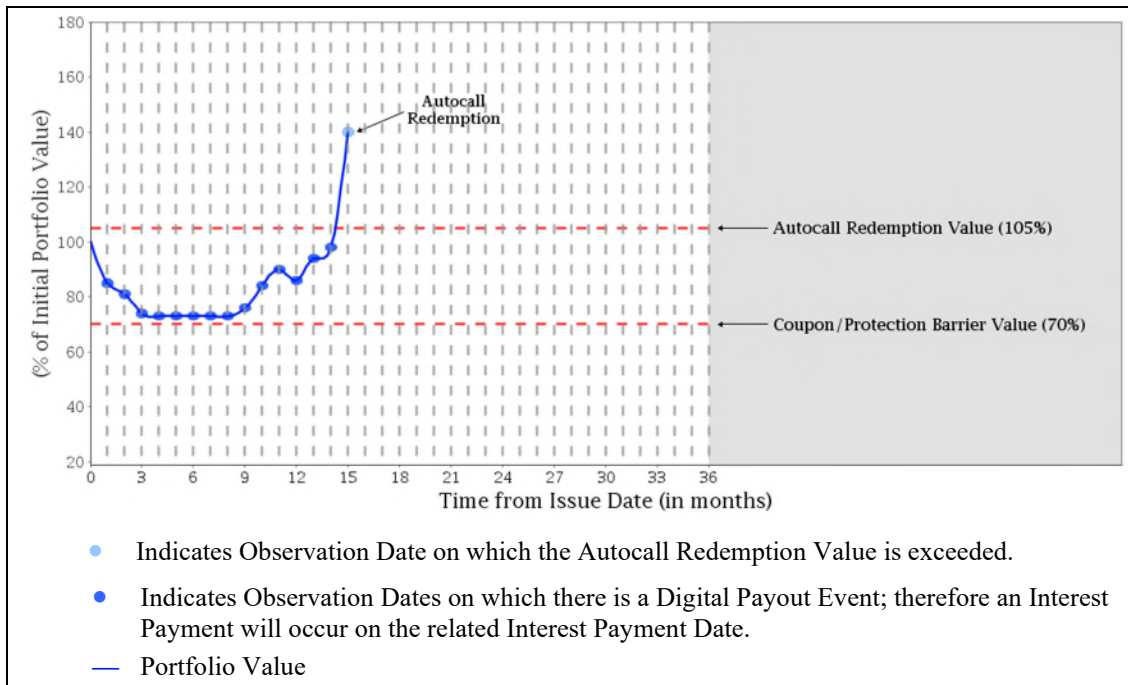
In this example, since the Final Portfolio Value is US\$11,160,000.00, which is above the Protection Barrier Value of 70.00% of the Initial Portfolio Value of US\$12,000,000.00, the Final Redemption Amount per Security is equal to \$100.00.

Therefore, the total amounts payable per Security from the Issue Date to the Maturity Date are:

- (a) Total Interest Payments: \$16.65
- (b) Final Redemption Amount: \$100.00
- (c) Total amount paid over the term of the Securities: \$116.65

The equivalent annually compounded rate of return in this example is 5.27%.

**Example #3 — Gain Scenario with Autocall Redemption Event**



In this scenario, the Portfolio Value is at or above the Autocall Redemption Value on the Observation Date that falls 15 months into the term of the Securities. This would constitute an Autocall Redemption Event and the Bank would redeem the Securities on the next succeeding Autocall Redemption Date. The Portfolio Value is at or above the Coupon Barrier Value on 15 Observation Dates prior to the Autocall Redemption Date.

*(i) Interest Payments*

Digital Payout Events occur on each of the 15 Observation Dates. Therefore, an Interest Payment would be payable for each Interest Period on the applicable Interest Payment Date (including on the Autocall Redemption Date), for total Interest Payments of:

$$\begin{aligned} & \text{Principal Amount of Securities} \times 0.9250\% \text{ per Interest Period} \times 15 \text{ Interest Periods} \\ & \$100.00 \times 0.9250\% \times 15 = \$13.88 \end{aligned}$$

*(ii) Autocall Redemption Amount*

The Autocall Redemption Amount per Security is equal to \$100.00.

Therefore, the total amounts payable per Security from the Issue Date to the Autocall Redemption Date are:

- (a) Total Interest Payments: \$13.88
- (b) Autocall Redemption Amount: \$100.00
- (c) Total amount paid over the term of the Securities: \$113.88

The equivalent annually compounded rate of return in this example is 10.96%.

## APPENDIX D

### Certain Canadian Income Tax Considerations

In the opinion of Blake, Cassels & Graydon LLP, the following summary describes the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) (the “**Tax Act**”) generally applicable as of the date hereof to a purchaser who purchases Securities as beneficial owner at the time of their issuance under this pricing supplement who, at all relevant times, for purposes of the Tax Act, deals at arm’s length with the Bank and the Dealers (a “**Holder**”).

This summary is based upon the current provisions of the Tax Act and the regulations thereunder (the “**Regulations**”), all specific proposals to amend the Tax Act or such Regulations publicly announced by the federal Minister of Finance prior to the date hereof (the “**Proposals**”) and counsel’s understanding of the current administrative and assessing policies and practices of the Canada Revenue Agency (“**CRA**”) made publicly available prior to the date hereof. Except for the Proposals, this summary does not take into account or anticipate any changes in the law or the administrative and assessing policies or practices of the CRA, whether by judicial, regulatory, governmental or legislative action, nor does it take into account tax laws of any province or territory of Canada, or of any jurisdiction outside Canada. Provisions of provincial income tax legislation vary from province to province in Canada and may differ from federal income tax legislation. No assurance can be given that the Proposals will be implemented in their current form, or at all.

**This summary is of a general nature only and is not intended to constitute, nor should it be relied upon or construed as, tax advice to any particular Holder, nor is it exhaustive of all possible Canadian federal income tax considerations. Holders should consult their own tax advisors as to the potential consequences to them of the acquisition, ownership and disposition of Securities having regard to their particular circumstances.**

#### **Holders Resident in Canada**

The following discussion applies to a Holder who, at all relevant times, for the purposes of the Tax Act is an individual (other than a trust) who is resident (or deemed to be resident) in Canada, who acquires and holds the Securities as capital property, who is not affiliated with the Bank or any of the Dealers and who has not entered into a “derivative forward agreement” (as defined in the Tax Act) in respect of the Securities (a “**Resident Holder**”). Generally, Securities will be considered to be capital property to a Resident Holder provided that the Resident Holder does not hold the Securities in the course of carrying on a business (or as part of an adventure or concern in the nature of trade). Certain Resident Holders who might not otherwise be considered to hold their Securities as capital property may, in certain circumstances, have their Securities, and all other “Canadian securities” (as defined in the Tax Act) owned by such Resident Holders in the taxation year and each subsequent taxation year, treated as capital property as a result of having made the irrevocable election permitted by subsection 39(4) of the Tax Act. Resident Holders should note that such an election will not affect the requirement to include in income any interest accrued (or deemed to have accrued) on a Security to the time of a sale, assignment or transfer.

#### *Interest Payments*

The amount of any interest received or receivable (depending on the method regularly followed in computing income under the Tax Act) by a Resident Holder in a taxation year (including the amount of any Interest Payment or the amount of any interest received on an early repayment by the Bank as a consequence of an Extraordinary Event, as described below) will be required to be included in computing the Resident Holder’s income for the taxation year.

#### *Disposition of Securities Other Than to the Bank on the Maturity Date, on an Autocall Redemption Date or as a Consequence of an Extraordinary Event*

On an assignment or other transfer of a Security by a Resident Holder (other than to the Bank on the Maturity Date, or in connection with a redemption on an Autocall Redemption Date or an early repayment as a consequence of an Extraordinary Event), the Resident Holder will be required in the taxation year in which the assignment or transfer occurs to include in income the amount of interest accrued on the Security from the last Interest Payment Date to the time of such assignment or transfer (except to the extent that such amount has already been included in the Resident Holder’s income). For these purposes, the amount of interest accrued to the time of such an assignment or transfer of a Security will be deemed to include an amount equal to the excess, if any, of the price for which the Security is so transferred over its outstanding Principal Amount at the time of the transfer. Resident Holders should consult their own tax advisors as to the amount, if any, required to be included in income on such an assignment or transfer of a Security, and whether or to what extent an offsetting deduction may be available to the extent that the portion of the consideration received or receivable by the Resident Holder for the Security that can reasonably be considered to be in respect of such accrued interest is less than the amount of such inclusion.

The net amount, if any, required to be so included in computing income as described above will be excluded in computing the Resident Holder's proceeds of disposition of the Security and will not give rise to a capital gain. The Resident Holder generally will realize a capital loss to the extent that the proceeds of disposition, net of any reasonable costs of disposition, are less than the Resident Holder's adjusted cost base of the Security.

*Disposition of Securities to the Bank on the Maturity Date, on an Autocall Redemption Date or as a Consequence of an Extraordinary Event*

A Resident Holder will not realize any gain or loss on a disposition of a Security to the Bank on the Maturity Date or on an Autocall Redemption Date if the Final Redemption Amount or Autocall Redemption Amount payable in respect of such Security, as applicable, is equal to the Principal Amount of such Security.

A Resident Holder who disposes of a Security to the Bank in connection with an early repayment as a consequence of an Extraordinary Event will be considered to receive interest in an amount equal to the excess, if any, of the amount paid to the Resident Holder by the Bank over the Principal Amount of the Security.

A Resident Holder who disposes of a Security to the Bank, whether on the Maturity Date or in connection with an early repayment as a consequence of an Extraordinary Event, and who receives repayment proceeds, excluding any Interest Payment, that are less than the Principal Amount of the Security generally will realize a capital loss to the extent that the amount received at such time is less than the Resident Holder's adjusted cost base of such Security.

*Treatment of Capital Losses*

Currently, one-half of any capital loss realized by a Resident Holder in a particular taxation year will constitute an allowable capital loss that must be deducted against taxable capital gains of the Resident Holder realized in such year and may be deductible against taxable capital gains in any of the Resident Holder's three previous taxation years or any subsequent taxation year, subject to and in accordance with the provisions of the Tax Act. Proposals that would amend certain parts of the capital gains regime (the "**Capital Gains Proposals**") would increase a Resident Holder's capital gains inclusion rate, effective January 1, 2026, from one-half to two-thirds. **Resident Holders should consult their own tax advisors with respect to the Capital Gains Proposals.**

**Holders Not Resident in Canada**

The following discussion applies to a Holder who, at all relevant times, for the purposes of the Tax Act: (a) is neither resident nor deemed to be resident in Canada; (b) deals at arm's length with any Canadian resident (or deemed Canadian resident) to whom the Holder disposes of the Securities; (c) is entitled to receive all payments (including any interest and principal) made on the Securities; (d) is not a "specified shareholder" of the Bank or a person who does not deal at arm's length with a specified shareholder of the Bank for purposes of the "thin capitalization" rules in the Tax Act; (e) is not an entity in respect of which the Bank or any transferee resident (or deemed to be resident) in Canada to whom the Holder disposes of, loans or otherwise transfers the Securities is a "specified entity", and is not a "specified entity" in respect of such a transferee, in each case, for purposes of the "hybrid mismatch rules" in the Tax Act (the "**Hybrid Mismatch Rules**"); (f) does not use or hold and is not deemed to use or hold the Securities in the course of carrying on a business in Canada; and (g) is not an insurer carrying on an insurance business in Canada and elsewhere (a "**Non-Resident Holder**").

Interest paid or credited or deemed to be paid or credited on the Securities to a Non-Resident Holder (including the amount of any Interest Payment, any amount paid as a consequence of an Extraordinary Event in excess of the Principal Amount and any interest deemed to be paid in certain cases involving the assignment or other transfer of a Security to a resident or deemed resident of Canada) will not be subject to Canadian non-resident withholding tax unless any portion of such interest is contingent or dependent on the use of or production from property in Canada or is computed by reference to revenue, profit, cash flow, commodity price or any other similar criterion or by reference to dividends paid or payable to shareholders of any class of shares of the capital stock of a corporation ("**Participating Debt Interest**"). Having regard to the terms of the Securities, interest paid or credited or deemed to be paid or credited on the Securities should not be considered to be Participating Debt Interest.

In addition, in certain circumstances, interest that is paid by a resident of Canada to a non-resident of Canada will be a deemed dividend, and therefore subject to Canadian non-resident withholding tax, where the interest constitutes the deduction component of a "structured arrangement" that is a "hybrid mismatch arrangement" as contemplated by the Hybrid Mismatch Rules.

Taking into account the foregoing, the Bank does not intend to withhold Canadian non-resident withholding tax from interest paid or credited or deemed to be paid or credited by the Bank or an affiliate of the Bank on the Securities. **Non-Resident Holders should consult with their own tax advisors before acquiring a Security or disposing of a Security to a resident or deemed resident of Canada other than the Bank or an affiliate of the Bank.**

There should be no other taxes on income (including taxable capital gains) payable by a Non-Resident Holder in respect of a Security.

#### **Eligibility for Investment**

The Securities, if issued on the date of this pricing supplement, would be qualified investments (for purposes of the Tax Act) for trusts governed by registered retirement savings plans (“RRSPs”), registered retirement income funds (“RRIFs”), tax-free savings accounts (“TFSA”), registered disability savings plans (“RDSPs”), first home savings accounts (“FHSA”), registered education savings plans (“RESPs”) and deferred profit sharing plans (“DPSPs”), each within the meaning of the Tax Act (other than a DPSP to which payments are made by the Bank or a corporation or partnership with which the Bank does not deal at arm’s length within the meaning of the Tax Act).

Notwithstanding the foregoing, if Securities are “prohibited investments” (as that term is defined in the Tax Act) for an RRSP, RRIF, TFSA, RDSP, FHSA or RESP, the annuitant of the RRSP or RRIF, the holder of the TFSA, RDSP or FHSA, or the subscriber of the RESP, as the case may be (each a “Plan Holder”), will be subject to a penalty tax as set out in the Tax Act. Securities will be prohibited investments for an RRSP, RRIF, TFSA, RDSP, FHSA or RESP of a Plan Holder who has a “significant interest” (as defined in the Tax Act for purposes of the prohibited investment rules) in the Bank or who does not deal at arm’s length, within the meaning of the Tax Act, with the Bank. Investors should consult their own tax advisors in this regard.

## APPENDIX E

### Additional Information

#### Documents Incorporated by Reference

This pricing supplement is deemed to be incorporated by reference into the base shelf prospectus solely for the purpose of our Senior Note Program and the Securities issued hereunder. The following documents, which have been filed by the Bank with the various securities commissions or similar authorities in Canada, are specifically incorporated by reference into, and form an integral part of, the base shelf prospectus as of the date of this pricing supplement:

- our audited annual consolidated financial statements (the “**2024 Consolidated Financial Statements**”), which comprise the consolidated balance sheets as at October 31, 2024 and 2023, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the years then ended, including the related notes, Management’s Report on Internal Control over Financial Reporting as of December 3, 2024, the Independent Auditor’s Report dated December 3, 2024, the Report of Independent Registered Public Accounting Firm dated December 3, 2024, and our management’s discussion and analysis for the year ended October 31, 2024 (the “**2024 Management’s Discussion and Analysis**”);
- our annual information form dated December 3, 2024; and
- our management proxy circular dated February 13, 2024 for our annual meeting of common shareholders held on April 11, 2024.

#### Caution Regarding Forward-Looking Statements

From time to time, we make written or oral forward-looking statements within the meaning of certain securities laws, including the “safe harbour” provisions of the *United States Private Securities Litigation Reform Act of 1995* and any applicable Canadian securities legislation. We may make forward-looking statements in the base shelf prospectus and in the documents incorporated by reference therein, in this pricing supplement, in other filings with Canadian regulators or the United States Securities and Exchange Commission, in reports to shareholders and in other communications. In addition, our representatives may communicate forward-looking statements orally to analysts, investors, the media and others. Forward-looking statements in, or incorporated by reference in, this prospectus include, but are not limited to, statements relating to our financial performance objectives, priorities, vision and strategic goals, the economic, market and regulatory review and outlook for Canadian, U.S., United Kingdom, European and global economies, the regulatory environment in which we operate, the expected impacts of the HSBC Bank Canada transaction, including transaction and integration costs, the Strategic priorities and Outlook sections for each of our business segments as discussed in our 2024 Management’s Discussion and Analysis the risk environment including our credit risk, market risk, liquidity and funding risk as set out in our 2024 Management’s Discussion and Analysis as well as the effectiveness of our risk monitoring, our climate and sustainability related beliefs, targets and goals and related legal and regulatory developments as set out in our 2024 Management’s Discussion and Analysis, circumstances that impact the value of the Securities, transaction costs in the secondary market and profits that we or our affiliates expect to make in connection with hedging arrangements, and include statements made by our President and Chief Executive Officer and other members of management. The forward-looking statements contained in, or incorporated by reference in, this prospectus represent the views of management and are presented for the purpose of assisting the holders of our securities, potential purchasers of our securities and financial analysts in understanding our financial position and results of operations as at and for the periods ended on the dates presented, as well as our financial performance objectives, vision, strategic goals and priorities and anticipated financial performance, and may not be appropriate for other purposes. Forward-looking statements are typically identified by words such as “believe”, “expect”, “suggest”, “seek”, “foresee”, “forecast”, “schedule”, “anticipate”, “intend”, “estimate”, “goal”, “commit”, “target”, “objective”, “plan”, “outlook”, “timeline” and “project” and similar expressions of future or conditional verbs such as “will”, “may”, “might”, “should”, “could”, “can”, “would” or negative or grammatical variations thereof.

By their very nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties, both general and specific in nature, which give rise to the possibility that our predictions, forecasts, projections, expectations or conclusions will not prove to be accurate, that our assumptions may not be correct, that our financial performance, environmental & social or other objectives, vision and strategic goals will not be achieved and that our actual results may differ materially from such predictions, forecasts, projections, expectations or conclusions. We caution readers not to place undue reliance on our forward-looking statements as a number of risk factors could cause our actual results to differ materially from the expectations expressed in such forward-looking statements. These factors – many of which are beyond our control and the effects of which can be difficult to predict – include, but are not limited to: credit, market, liquidity and funding, insurance, operational, compliance (which could lead to us being subject to various legal and regulatory proceedings, the potential outcome of which could include regulatory restrictions, penalties and fines), strategic, reputation, legal and regulatory environment, competitive and systemic risks and other risks discussed in the risk sections of the 2024 Management’s Discussion

and Analysis incorporated by reference herein; including business and economic conditions in the geographic regions in which we operate, Canadian housing and household indebtedness, information technology, cyber and third-party risks, geopolitical uncertainty, environmental and social risk, digital disruption and innovation, privacy and data related risks, regulatory changes, culture and conduct risks, the effects of changes in government fiscal, monetary and other policies, tax risk and transparency, and our ability to anticipate and successfully manage risks arising from all of the foregoing factors. Additional factors that could cause actual results to differ materially from the expectations in such forward-looking statements can be found in the risk sections of our 2024 Management's Discussion and Analysis, as may be updated by subsequent quarterly reports.

We caution that the foregoing list of risk factors is not exhaustive and other factors could also adversely affect our results. When relying on our forward-looking statements to make decisions with respect to us or the Securities, investors and others should carefully consider the foregoing factors and other uncertainties and potential events, as well as the inherent uncertainty of forward-looking statements. Material economic assumptions underlying the forward-looking statements contained in, or incorporated by reference in, this prospectus are set out in the "Economic, market and regulatory review and outlook" section and for each business segment under the "Strategic priorities" and "Outlook" headings in our 2024 Management's Discussion and Analysis, as such sections may be updated by subsequent quarterly reports. Assumptions about costs related to post-close consolidation and integration activities made in our 2024 Management's Discussion and Analysis and 2024 Consolidated Financial Statements were considered in the estimation of transaction and integration costs. Any forward-looking statements contained in this document, or in a document incorporated by reference herein, represent the views of management only as of the date of the document in which the statements are made, and except as required by law, we do not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by us or on our behalf.

Additional information about these and other factors can be found in the risk sections of our 2024 Management's Discussion and Analysis incorporated by reference in this prospectus, as may be updated by subsequent quarterly reports.