

RBC FUNDS TRUST

PROXY VOTING POLICIES AND PROCEDURES

Introduction

As registered investment management companies, the RBC Funds (each a “Fund” and, collectively, the “Funds”) are required to (i) file proxy voting records with the SEC and make them available to shareholders, (ii) provide disclosure describing how proxies of portfolio securities held by the Funds are voted, and (iii) disclose in shareholder reports how individuals can access the Funds’ description of their policies and procedures.

Since each of the Funds of the RBC Funds Trust (the “Trust”) is the beneficial owner of its portfolio securities, the Funds’ Board of Trustees (“Board”), acting on the Funds’ behalf, is responsible for voting portfolio securities. As a practical matter, the Board has delegated this function to RBC Global Asset Management (U.S) Inc. (“RBC GAM (US) or the “Adviser”), the Funds’ Adviser and co-administrator, subject to the Board’s oversight.

All material amendments to these Procedures must either be approved in advance by the Board or ratified by the Board as determined by the RBC Funds Chief Compliance Officer (“CCO”) upon consultation with Counsel to the Independent Trustees. Non-material amendments to these Procedures may be made by the CCO and reported to the Board at the next scheduled in-person meeting.

Applicable Regulations

See *Disclosure of Proxy Voting Policies and Procedures and Proxy Voting Records by Registered Investment Management Companies*, SEC Release Nos. 33-8188, 34-47304, IC-25922, (January 31, 2003), as further described below.

1. Proxy Voting Record

Rule 30b1-4 of the Investment Company Act of 1940 requires that the Funds file complete proxy voting records on an annual basis on Form N-PX, which contains the complete proxy voting record for the twelve-month period ended June 30, by no later than August 31 of each year.

Pursuant to Form N-1A, the Funds are required to disclose in their Statement of Additional Information (“SAI”) and shareholder reports that proxy voting records are available to shareholders (i) without charge upon request by calling a specified toll-free (or collect) number or through the Funds’ website at a specified address and (ii) on the SEC’s website at <http://www.sec.gov>.

2. Disclosure of Proxy Voting Policies and Procedures

Pursuant to Form N-1A, the Funds are required to disclose in their SAI the policies and procedures that they use for voting proxies. The disclosure must include the policies the Funds use when there is a conflict of interest between shareholders and the Funds’ Adviser, Sub-Advisers, principal underwriter, or other affiliated person. The disclosure should also include general policies and procedures for voting on specific types of issues.

3. Disclosure Regarding Access to the Funds’ Description of Policies and Procedures

Pursuant to Form N-1A, the Funds are required to disclose in their shareholder reports how individuals can access the Funds' description of the policies and procedures that they use to vote proxies (i) without charge upon request by calling a specified toll-free (or collect) number, (ii) on the Funds' website at a specified address, if applicable and (iii) on the SEC's website at <http://www.sec.gov>.

Policies

- The Trust seeks to assure that proxies received by the Trust or its delegate are voted in the best interests of the Trust's shareholders, and has accordingly adopted these policies and procedures on behalf of each Fund.
- Proxies of the Funds' portfolio securities shall generally be voted in accordance with the Adviser's custom proxy guidelines (the "Guidelines"). The Adviser reviews and updates the Guidelines on an ongoing basis as corporate governance best practices evolve. While proxies will generally be voted in accordance with the Guidelines, there may be circumstances where the Adviser believes it is in the best interests of the Funds' shareholders to vote differently than as contemplated by the Guidelines, or to withhold a vote or abstain from voting.
- Institutional Shareholder Services Inc. ("ISS"), owned by VISS Holdings, Inc., an affiliate of Vestar Capital Partners, has been engaged as the Adviser's and Funds' proxy research and voting service. The Adviser has satisfied itself that ISS has implemented adequate policies and procedures, including information barriers, to reasonably guard against and to resolve any conflicts of interest which may arise in connection with its provision of research analyses, vote recommendations, and proxy voting services. The Adviser has no affiliation or material business, professional or other relationship with ISS.
- The Adviser has engaged RBC Global Asset Management Inc., ("RBC GAM Inc."), an affiliate of the Adviser, to review proxy recommendations and votes entered by ISS on the Funds' behalf to confirm adherence to the Guidelines.

Procedures

1. Direction of Ballots to Proxy Voting Agent

The Funds' custodians have been instructed to direct all ballots, meeting notices and other proxy materials to ISS for voting in accordance with the Guidelines. As new Funds under the Trust are established or additional custodial accounts opened for existing Funds, the Funds' Treasurer and Chief Financial Officer shall complete all required documentation to ensure proxy ballots for such Funds and accounts are properly directed to ISS.

2. Proxy Vote Overrides

If a portfolio manager or other personnel of the Adviser would like to recommend that a particular proxy be voted in a manner that is different from the Guidelines, such request must be submitted in writing to the Adviser's Proxy Working Group (the "Working Group") using the Adviser's Proxy Override Request Form. The request shall be submitted to the Working Group, of which the Fund's Treasurer and Chief Financial Officer is a member, and must be approved by the Adviser's CIO. If a portfolio manager or other personnel of an affiliated Sub-Adviser would like to recommend that a particular proxy be voted in a manner that is different from the Guidelines, such request shall be submitted in writing to the Proxy Voting Committee of RBC GAM Inc. for review and approval, of which

a representative of the Adviser is a member. All proxy vote override requests involving a security held by a Fund will be reviewed by the Adviser's CIO or his delegate. The Fund's Treasurer and Chief Financial Officer will also be notified of such proxy vote override requests. If approved, RBC GAM Inc. will instruct ISS to vote the proxy in accordance with the override request.

All proxy vote override requests, whether approved or declined, involving a security held by one or more of the Funds will be reported to the Governance Committee of the Board at its next regularly scheduled meeting.

3. Oversight and Coordination of Form N-PX Filing

The Funds' Treasurer and Chief Financial Officer shall oversee and coordinate the Form N-PX filing process, including the following:

- Identification of respective Funds and Fund accounts held at each Custodian that report to the proxy voting agent and tabulator;
- Maintenance of account groups and/or account identification used in the proxy voting process;
- Review of interim reports, including a review of un-voted meetings and appropriate resolution to such meetings, as necessary;
- Review of voting history for twelve-month reporting period; and
- Review and approval of EDGARized Form N-PX filing and verification that filing was completed within required time frame.

For each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report, and with respect to which the Fund was entitled to vote, Form N-PX requires the following information:

- The name of the issuer of the portfolio security
- The exchange ticker symbol and CUSIP number for the portfolio security
- The shareholder meeting date
- A brief identification of the matter voted on
- Whether the matter was proposed by the issuer or by a security holder
- Whether and how the fund cast its vote on the matter
- Whether the fund cast its vote for or against management

4. Board Oversight

The Board fulfills its oversight responsibilities in a number of ways, including, but not limited to, the following:

- Review and approval of the Funds' Proxy Voting Policies and Procedures
- Annual review and adoption of the Adviser's Proxy Voting Guidelines
- Review of reports provided to the Governance Committee of the Board and/or the Board by the Funds' Treasurer and Chief Financial Officer

Escalation

Exceptions or violations related to these policies and procedures shall be escalated to the Funds' Treasurer and Chief Financial Officer, the Funds' President, and the Funds' Chief Compliance Officer

Reporting

The Funds' Treasurer and Chief Financial Officer will present an annual summary to the Governance Committee of the Board related to proxy voting matters.

The Funds' Treasurer and Chief Financial Officer will provide a summary to the Governance Committee of the Board of all instances in which the Adviser's Proxy Working Group has received and considered requests to vote a proxy in a manner that is different than the Adviser's Proxy Voting Guidelines.

As requested by the Board or the Governance Committee of the Board, other information related to proxy voting activities will be presented by the Funds' Treasurer and Chief Financial Officer.

Recordkeeping

The Fund shall maintain and preserve for a period of not less than seven years (the first two years in an easily accessible place) a copy of these Procedures, as well as any documentation described in these Procedures.

Disclosures

1. Form N-PX

The Funds file Form N-PX annually, which contains complete proxy voting records for the twelve-month period ended June 30, by no later than August 31 of each year.

2. Statement of Additional Information

The Funds disclose in their SAIs the policies and procedures that they use with respect to voting proxies.

The Funds also disclose that voting records are available to shareholders either upon request or through the SEC website.

3. Shareholder Reports

The Funds disclose in their shareholder reports that a description of the Funds' proxy voting policies and procedures is available (i) without charge, upon request; (ii) on the Funds' website; and (iii) on the SEC's website.

The Funds also disclose that voting records are available to shareholders on the Funds' website and on the SEC's website.

Business Owner

RBC Funds Trust Treasurer and Chief Financial Officer

Related Policies and Procedures

- Annual Registration Statement Update Procedures

Annual Review

An annual review of these Policies and Procedures to assess adequacy and effectiveness of implementation is conducted in conjunction with the Funds' Rule 38a-1 annual report.

Approval Date

- September 12, 2008

Material Revision Dates

- February 22, 2010 (approved by the Board on March 23, 2010)
- September 1, 2011 (approved by the Board on September 27, 2011)
- June 9, 2015 (approved by the Board on June 18, 2015)
- March 15, 2016 (approved by the Board on March 30, 2016)

Non-Material Revision Dates

- August 19, 2009 (reported to the Board on September 2, 2009)
- October 31, 2009 (reported to the Board on December 1, 2009)
- June 11, 2012 (reported to the Board on June 26, 2012)
- April 30, 2013 (reported to the Board on June 18, 2013)
- March 12, 2015 (reported to the Board on March 31, 2015)
- June 8, 2016 (reported to the Board on June 28, 2016)