

IMPORTANT NOTICE

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NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC AS AMENDED (THE "PROSPECTUS DIRECTIVE") FOR THIS ISSUE OF COVERED BONDS BEING THE AUSTRALIAN COVERED BONDS (AS DEFINED IN THE INFORMATION MEMORANDUM). THE AUSTRALIAN COVERED BONDS WHICH ARE THE SUBJECT OF THIS PRICING SUPPLEMENT ARE NOT COMPLIANT WITH THE PROSPECTUS DIRECTIVE AND THE UK LISTING AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THE INFORMATION CONTAINED IN THIS PRICING SUPPLEMENT.

Pricing Supplement dated August 7, 2013



ROYAL BANK OF CANADA
(a Canadian chartered bank)

**Issue of AUD 1,250,000,000 Floating Rate Australian Covered Bonds due August 9, 2016
("Australian Covered Bonds")**

under the

€23,000,000,000

Global Covered Bond Programme
unconditionally and irrevocably guaranteed as to payments by
RBC COVERED BOND GUARANTOR
LIMITED PARTNERSHIP
(a limited partnership formed under the laws of Ontario)

Any person making or intending to make an offer of these Australian Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive, in each case, in relation to such offer.

THESE AUSTRALIAN COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION ("CMHC") NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PRICING SUPPLEMENT. THESE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of these Australian Covered Bonds in any other circumstances.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED HEREIN. THE FOLLOWING PRICING SUPPLEMENT MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER, AND IN PARTICULAR, MAY NOT BE FORWARDED TO ANY U.S. PERSON OR TO ANY U.S. ADDRESS. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE **SECURITIES ACT**) OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. THE AUSTRALIAN COVERED BONDS HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES, AND THE AUSTRALIAN COVERED BONDS MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR THE BENEFIT OF, U.S. PERSONS (WITHIN THE MEANING OF REGULATION S UNDER THE SECURITIES ACT) UNLESS AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IS AVAILABLE AND IN ACCORDANCE WITH ALL APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. THE AUSTRALIAN COVERED BONDS ARE SUBJECT TO CERTAIN RESTRICTIONS OF TRANSFER AS DESCRIBED IN THE INFORMATION MEMORANDUM.

PART A – CONTRACTUAL TERMS

The Covered Bonds to which this Pricing Supplement relate comprise Australian Covered Bonds constituted by, and on the terms specified in, the Deed Poll executed by the Issuer and dated August 7, 2013 ("**Australian Deed Poll**"). The conditions set out in Schedule 1 to the Australian Deed Poll (as supplemented or modified by this Pricing Supplement) (the "**Australian Conditions**") apply to the Australian Covered Bonds.

The Issuer is registered in Australia as a "Foreign Company (Overseas)" and is a foreign "authorised deposit-taking institution" ("**foreign ADI**") as that term is defined under the *Banking Act 1959* of the Commonwealth of Australia ("**Banking Act**") in the category of a "Branch of a Foreign Bank". As a foreign ADI, the Issuer is regulated by the Australian Prudential Regulation Authority ("**APRA**") in accordance with the Banking Act. However, the depositor protection provisions of Division 2 of Part II of the Banking Act do not apply to the Issuer. The Issuer's indebtedness in respect of the Australian Covered Bonds is affected by applicable laws which include (but are not limited to) section 11F of the Banking Act and section 86 of the *Reserve Bank Act 1959* of the Commonwealth of Australia ("**Reserve Bank Act**"). Section 11F of the Banking Act provides that, in the event that the Issuer (whether in or outside Australia) suspends payment or becomes unable to meet its obligations, the assets of the Issuer in Australia are to be available to meet its liabilities in Australia in priority to all other liabilities of the Issuer. Section 86 of the Reserve Bank Act provides that, notwithstanding anything contained in any law relating to the winding-up of companies, but subject to subsection 13A(3) of the Banking Act (which does not apply to the Issuer as a foreign ADI), debts due to the Reserve Bank of Australia by an authorised deposit-taking institution ("**ADI**") (including a foreign ADI) shall, in the winding-up of the Issuer, have priority over all other debts of the Issuer.

Terms used herein will be deemed to be defined as such for the purposes of the Australian Conditions. This document constitutes the applicable Pricing Supplement of the Australian Covered Bonds described herein and must be read in conjunction with the Information Memorandum dated July 31, 2013 (the "**Information Memorandum**") in respect of the Australian Covered Bonds. The Information Memorandum should be read in conjunction with the Prospectus dated July 25, 2013 in respect of the Programme (the "**Programme Prospectus**"), a copy of which is annexed to and (together with all documents incorporated by reference therein) deemed to be incorporated in, and form part of, the Information Memorandum. Full information on the Issuer and the Guarantor LP and the offer of the Australian Covered Bonds is only available on the basis of the combination of this Pricing Supplement and the Information Memorandum. Copies of the Information Memorandum are available for viewing at the office of the Australian Agent.

The Guarantor LP is neither a bank nor an ADI authorised to carry on banking business under the Banking Act. The Guarantor LP is a limited partnership formed on October 5, 2007 and existing under the *Limited Partnership Act (Ontario)* (see "*RBC Covered Bond Guarantor Limited Partnership*" in the Programme Prospectus). The Guarantor LP is not supervised by APRA and is not registered as a foreign company or otherwise registered, authorised or qualified to carry on financial services or other business in Australia.

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|----|------|-----------------|------|
| 1. | (i) | Series Number: | CB12 |
| | (ii) | Tranche Number: | 1 |

- (iii) Date on which the Covered Bonds become fungible: Not Applicable
2. Specified Currency or Currencies: Australian Dollars (AUD)
3. Aggregate Principal Amount:
- (i) Series: AUD 1,250,000,000
- (ii) Tranche: AUD 1,250,000,000
4. Issue Price: 100 per cent. of the Aggregate Principal Amount
5. (a) Specified Denominations: AUD 1,000, provided that when issued in Australia, the aggregate consideration payable by each offeree, invitee or transferee in Australia (including any person who receives an offer or invitation or offering materials in Australia) is at least AUD 500,000 (or its equivalent in other currencies, in either case, disregarding moneys lent by the offeror or its associates) or the offer, invitation or transfer otherwise does not require disclosure to investors in accordance with Part 6D.2 or Chapter 7 of the Corporations Act. All transfers must be made in accordance with Condition 2.17.
- (b) Calculation Amount: AUD 1,000
6. (i) Issue Date: August 9, 2013
- (ii) Interest Commencement Date: Issue Date
7. (i) Final Maturity Date: August 9, 2016
- (ii) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: August 9, 2017
- (further particulars specified in paragraph 25 below)*
8. Interest Basis: 3 month AUD BBSW + 0.53 per cent. per annum Floating Rate from and including the Issue Date to but excluding the Final Maturity Date
- 1 month AUD BBSW + 0.53 per cent. per annum Floating Rate from and including the Final Maturity Date to but excluding the Extended Due For Payment Date or, if earlier, the date on which the Australian Covered Bonds are redeemed in full
- (further particulars specified in paragraph 14 below)*
9. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Maturity Date at par.
10. Change of Interest Basis: See paragraph 8

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| 11. | Put Option /Call Option: | Not Applicable |
| 12. | Date of Board approval for issuance of Covered Bonds obtained: | Not Applicable |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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|--------|--|---|
| 13. | Fixed Rate Covered Bond Provisions | Not Applicable |
| 14. | Floating Rate Covered Bond Provisions | Applicable |
| (i) | Interest Period(s): | Not Applicable |
| (ii) | Specified Interest Payment Dates: | 9 th day of February, May, August and November in each year from and including November 9, 2013 to but excluding the Final Maturity Date and the 9 th day of each month, from but excluding the Final Maturity Date to but excluding the Extended Due for Payment Date or, if earlier, the date on which the Australian Covered Bonds are redeemed in full. |
| (iii) | Business Day Convention: | Modified Following Business Day Convention |
| (iv) | Business Centre(s): | Sydney, Australia and Toronto, Canada |
| (v) | Manner in which the Rate(s) of Interest is/are to be determined: | Bank Bill Rate Determination |
| (vi) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s): | The Calculation Agent is
Royal Bank of Canada, London Branch
c/o Royal Bank of Canada, Toronto Branch
RBC Centre, 8th Floor
155 Wellington Street West
Toronto Ontario
Canada M5V 3H1 |
| (vii) | Screen Rate Determination: | Not Applicable |
| (viii) | ISDA Determination: | Not Applicable |
| (ix) | Margin(s): | + 0.53 per cent. per annum |
| (x) | Minimum Rate of Interest: | Not Applicable |
| (xi) | Maximum Rate of Interest: | Not Applicable |
| (xii) | Day Count Fraction: | Actual/365 (Fixed) |
| (xiii) | Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different from those set out in the | |

Conditions: Not Applicable

15. **Zero Coupon Covered Bond** Not Applicable

PROVISIONS RELATING TO REDEMPTION

16. **Call Option** Not Applicable

17. **Put Option** Not Applicable

18. **Final Redemption Amount of each Covered Bond** Par

19. **Early Redemption Amount**

Early Redemption Amount(s) payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor LP Event of Default or other early redemption and method, if any, of calculation of such amount(s): AUD 1,000 per Calculation Amount

Early Redemption Amount includes amount in respect of accrued interest: No: together with the Early Redemption Amount, accrued interest shall also be paid

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

20. Form of the Covered Bonds: Registered Covered Bonds: The Australian Covered Bonds will be in registered, uncertificated form and constituted by the Australian Deed Poll.

Australian Covered Bonds: (AUD 1,250,000,000 face value) to be lodged in the Austraclear System and registered in the name of Austraclear Ltd.

21. New Global Covered Bond: No

22. Financial Centre(s) or other special provisions relating to payment dates: Sydney, Australia and Toronto, Canada

23. Talons for future Coupons to be attached to Definitive Covered Bonds (and dates on which such Talons mature): No

24. Euro Conversion Rate: €1.00 = AUD1.4642

25. **Other Terms and Conditions**


(i) Extended Due for Payment Date: If the Extended Due for Payment Date applies in respect of any Australian Covered Bonds that are held in the Austraclear System, the Austraclear System will require that each person in whose Security Record (as defined in the Austraclear Regulations) such an Australian Covered Bond is recorded ("**Austraclear Participant**") will be required to enter such dealings in the Austraclear System as are then required by the Austraclear System to give effect to the Extended Due for Payment Date (including all dealings as may be required to apply a different ISIN or other security identifier to the Australian Covered Bonds if such a different ISIN or other

security identifier is so required by the Austraclear Systems). The Issuer has obtained an ISIN that will apply to the Australian Covered Bonds for the period commencing on the Maturity Date and lasting until the Extended Due for Payment Date (see item 4 of Part B – Operational Information below). That ISIN has been assigned to the Australian Covered Bonds but will not be activated until needed if the Extended Due for Payment Date is to apply. The Issuer and the Australian Agent have agreed that the Issuer will notify the Australian Agent if the Extended Due for Payment Date will apply and, if so notified, the Australian Agent will apply to Austraclear to activate the ISIN to apply from the Maturity Date and lasting until the Extended Due for Payment Date. Failure of the Austraclear Participant to enter any such dealings will prevent subsequent payments in respect of the Australian Covered Bonds from being effected through the Austraclear System. However, if any dealings are so required and there is a failure to enter any such dealings in a timely manner, the Australian Agent may take such action (including enter such dealings) on behalf of an Austraclear Participant as may be required at the applicable time including the removal of the relevant Australian Covered Bonds from the Austraclear System in accordance with the Australian Conditions. None of the Issuer, Guarantor LP or the Australian Agent are responsible for anything Austraclear or the Austraclear system does or omits to do with respect to the above, which is a matter for Austraclear, its nominees (if any), the Austraclear Participants and the investors.

- (ii) Notice Conditions: Programme Condition 14 will not apply to the Australian Covered Bonds. All references to “Condition 14” in the Programme Conditions which are incorporated into the Australian Conditions shall be deemed to be references to Australian Condition 14.
26. Branch of Account: Main Toronto Branch located at the Executive Offices at the address indicated at the back of the Information Memorandum

[Signature page follows]

Signed on behalf of the Issuer:

By: 
Duly authorized

By: 
Duly authorized

Signed on behalf of the Managing GP for and on behalf of the Guarantor LP:

By: 
Duly authorized

PART B – OTHER INFORMATION

1. LISTING

Listing and admission to trading: Not Applicable

2. RATINGS

Ratings: The Australian Covered Bonds to be issued have been rated:

S&P: AAA
Moody's: Aaa
Fitch: AAA
DBRS: AAA

There are references to credit ratings in this Pricing Supplement.

Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a sophisticated investor, professional investor or other investor in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Information Memorandum (including the Programme Prospectus) and anyone who receives this Information Memorandum (including the Programme Prospectus) must not distribute it to any person who is not entitled to receive it.

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for the fees payable to the Managers, so far as the Issuer is aware, no person involved in the offer of the Australian Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer, the Guarantor LP and their affiliates in the ordinary course of business.

4. OPERATIONAL INFORMATION

- (i) ISIN Code (to apply to the Australian Covered Bonds for the period commencing on the Issue Date and lasting until the Maturity Date): AU3FN0019840 (see below in respect of the ISIN for the period commencing on the Maturity Date and lasting until the Extended Due for Payment Date)
- (ii) Common Code: 095869084
- (iii) CUSIP: Not Applicable
- (iv) CINS: Not Applicable
- (v) Extended Due for Payment ISIN Code (to apply to the Australian Covered Bonds for the period commencing on the Maturity Date and lasting until the Extended Due for Payment Date): AU3FN0019865

- (vi) Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking Société Anonyme, DTC, CDS, their addresses and the relevant identification number(s):
- Austraclear System (being the clearing and settlement system operated by Austraclear Ltd (ABN 94 002 060 773))
- On admission to the Austraclear System, interests in Australian Covered Bonds also may be held through Euroclear Bank S.A./N.V. as operator of the Euroclear System ("**Euroclear**") or Clearstream Banking, société anonyme ("**Clearstream, Luxembourg**"). In these circumstances, entitlements in respect of holdings of interests in the Australian Covered Bonds in Euroclear would be held in the Austraclear System by HSBC Custody Nominees (Australia) Limited as a nominee of Euroclear, while entitlements in respect of holdings of interests in the Australian Covered Bonds in Clearstream, Luxembourg would be held in the Austraclear System by a nominee of J.P. Morgan Chase Bank, N.A. as custodian for Clearstream, Luxembourg.
- The rights of a holder of interests in the Australian Covered Bonds held through Euroclear or Clearstream, Luxembourg are subject to the respective rules and regulations for accountholders of Euroclear and Clearstream, Luxembourg, the terms and conditions of agreements between Euroclear and Clearstream, Luxembourg and their respective nominees and/ or custodians and the rules and regulations of the Austraclear System. In addition, any transfer of interests in an Australian Covered Bond, which is held through Euroclear or Clearstream, Luxembourg will, to the extent such transfer will be recorded on the Austraclear System, be subject to the Corporations Act 2001 (Commonwealth of Australia) and the requirements set out in Australian Condition 2.17.
- Austraclear Series ID (to apply to the Australian Covered Bonds for the period commencing on the Issue Date and lasting until the Maturity Date): ROYD01
 - Austraclear Series ID (to apply to the Australian Covered Bonds for the period commencing on the Maturity Date and lasting until the Extended Due for Payment Date): ROYD02
- (vii) Delivery: Delivery against payment
- (viii) Name(s) and address(es) of Australian Agent and Australian Registrar: BTA Institutional Services Australia Limited (ABN 48 002 916 396)
Level 2
35 Clarence Street
Sydney, NSW 2000
Australia
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: No.

5. DISTRIBUTION

- (i) U.S. Selling Restrictions: Regulation S, compliance Category 2; TEFRA Rules not applicable.
- (ii) Canadian selling restrictions: The Issuer confirms that Australian Covered Bonds may be offered, sold or distributed by the Managers in such provinces of Canada as are agreed with the Issuer and in compliance with any applicable securities laws of Canada or any province, to the extent applicable.
- (iii) Method of distribution: Syndicated
- (iv) If syndicated, names of Managers: Royal Bank of Canada, acting through its Sydney Branch (ABN 86 076 940 880), Australia and New Zealand Banking Group Limited (ABN 11 005 357 522), National Australia Bank Limited (ABN 12 004 044 937) and Westpac Banking Corporation (ABN 33 007 457 141)
- (v) Stabilising Manager(s) (if any): Not Applicable
- (vi) If non-syndicated, name of Dealer: Not Applicable
- (vii) Additional selling restrictions: Australian selling restrictions apply as set out in the Information Memorandum

6. THIRD PARTY INFORMATION

Not Applicable.