

*This pricing supplement, together with the short form base shelf prospectus dated December 20, 2013, the prospectus supplements thereto dated March 9, 2015 in respect of the distribution of Covered Bonds under our Covered Bond Programme, and March 13, 2015, respectively, and each document incorporated by reference therein, constitutes a public offering of securities pursuant to such prospectus only in the jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

*The securities to be issued hereunder have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. The securities to be issued hereunder are being sold only outside the United States to non-U.S. Persons (as defined under Regulation S under the U.S. Securities Act) and, subject to certain exceptions, may not be offered, sold or delivered, directly or indirectly, in the United States of America or to or for the account or benefit of U.S. persons.*

**THESE 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 DISCLOSURE DOCUMENT. THESE COVERED BONDS ARE NOT INSURED OR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.**

**PRICING SUPPLEMENT DATED** March 18, 2015 (to the short form base shelf prospectus dated December 20, 2013 and the prospectus supplements thereto dated March 9, 2015 in respect of the distribution of Covered Bonds under our Covered Bond Programme, and March 13, 2015, respectively)



**ROYAL BANK OF CANADA  
COVERED BOND PROGRAMME**

**ISSUE OF \$700,000,000  
1.59% COVERED BONDS  
DUE MARCH 23 2020**

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

**PART A – CONTRACTUAL TERMS**

This document constitutes the pricing supplement in respect of the Covered Bonds described herein. Full information on the Bank and these Covered Bonds is only available on the basis of the combination of this pricing supplement, the short form base shelf prospectus dated December 20, 2013, the prospectus supplements thereto dated March 9, 2015 in respect of the distribution of Covered Bonds under our Covered Bond Programme, and March 13, 2015, respectively, and each document incorporated by reference therein. References in the Conditions to Final Terms shall be deemed to be references to the terms set out in Part A below.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "Conditions") set forth in the prospectus supplement dated March 13, 2015.

- |    |       |   |   |
|----|-------|---|---|
| 1. | (i)   | Series Number:  | CB20                                      |
|    | (ii)  | Tranche Number:                                       | 1   |
|    | (iii) | Date on which the Covered Bonds become fungible:      | Not Applicable                            |
| 2. |       | Specified Currency or Currencies:<br>(Condition 1.10) | Canadian dollars                          |
| 3. |       | Aggregate Principal Amount                            |   |
|    | (i)   | Series:   | \$700,000,000                             |
|    | (ii)  | Tranche:  | \$700,000,000                             |
| 4. |       | Issue Price:  | 99.986% of the Aggregate Principal Amount |

- |     |  |  |   |
|-----|--|--|---|
| 5.  | (a)  | Specified Denominations:<br>(Condition 1.09)   | \$1,000 and integral multiples of \$1,000 in excess thereof   |
|     | (b)  | Calculation Amount:  | \$1,000   |
| 6.  | (i)  | Issue Date:  | March 23, 2015  |
|     | (ii)   | Interest Commencement Date:  | Issue Date  |
| 7.  | (i)  | Final Maturity Date:   | March 23, 2020  |
|     | (ii)   | Extended Due for Payment Date<br>of Guaranteed Amounts<br>corresponding to the Final<br>Redemption Amount under the<br>Covered Bond Guarantee: | March 23, 2021  |
| 8.  | Interest Basis:  |  | 1.59% Fixed Rate payable semi-annually in arrears from and including the Interest Commencement Date to but excluding the Final Maturity Date;<br>and<br>30 day Bankers' Acceptance Rate (as defined below) plus 0.43% Floating Rate payable monthly in arrears and subject to adjustment from and including the Final Maturity Date to but excluding the Extended Due for Payment Date. |
| 9.  | Redemption/Payment Basis:                                      |  | Subject to any purchase and cancellation or early redemption, the Covered Bonds will be redeemed on the Maturity Date or Extended Due for Payment Date, as applicable, at par.  |
| 10. | Change of Interest Basis:                                      |  | Applicable, see item 8 above.   |
| 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**

- |     |   |  |  |
|-----|---|--|--|
| 13. | <b>Fixed Rate Covered Bond Provisions</b><br>(Condition 5.02) |  | Applicable from and including the Interest Commencement Date to but excluding the Final Maturity Date.   |
|     | (i)   | Rate of Interest:  | 1.59% per annum payable in arrears on each Interest Payment Date.  |
|     | (ii)  | Interest Payment Date(s):  | March 23 and September 23 of each year, commencing September 23, 2015, up to and including the Final Maturity Date.  |
|     | (iii)   | Business Day Conventions:  | Following Business Day Convention without adjustment.  |
|     | (iv)  | Business Centre(s):  | Toronto  |
|     | (v)   | Fixed Coupon Amount(s):  | \$7.95 per Calculation Amount  |
|     | (vi)  | Broken Amount(s):  | Not Applicable   |
|     | (vii)   | Day Count Fraction:  | Actual/Actual (Canadian Compound Method). “ <b>Actual/Actual (Canadian Compound Method)</b> ” means 30/360 for the Fixed Interest Period, and Actual/365 (Fixed) for any period less than the Fixed Interest Period. |
|     | (vii)   | Determination Dates:   | Not Applicable   |
|     | (viii)  | Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: | Not Applicable.  |

14.	<b>Floating Rate Covered Bond Provisions</b>	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date.
	(Condition 5.03)	
(i)	Specified Period(s):	The period from and including each Specified Interest Payment Date to but excluding the following Specified Interest Payment Date with the first such period being the period from and including the Final Maturity Date to but excluding the first Specified Interest Payment Date.
(ii)	Specified Interest Payment Date:	The 23rd day of each month from but excluding the Final Maturity Date to and including the Extended Due for Payment Date.
(iii)	First Interest Payment Date:	April 23, 2020
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Business Centre(s):	Toronto
(vi)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(vii)	Party responsible for calculating the Rate(s) of Interest and Interest Amount(s):	RBC Dominion Securities Inc. shall be the Calculation Agent.
(viii)	Screen Rate Determination:	Applicable
	– Reference Rate:	30 day Bankers' Acceptance Rate in respect of the period from and including the Final Maturity Date to but excluding the Extended Due for Payment Date. " <b>30 day Bankers' Acceptance Rate</b> " means the average bid rate (expressed as an annual percentage rate) rounded to the nearest one-hundred thousandth of 1.00% (with .000005% being rounded up) for Canadian dollar bankers' acceptances with maturities of one month which appear on the Relevant Screen Page at the Relevant Time on the Interest Determination Date (subject to item 14(xv) below).
	– Interest Determination Date(s):	First day of each Interest Period.
	– Relevant Screen Page:	The display designated as CDOR on the Reuters Screen (or such other page as may replace the CDOR page on that Service) for purposes of displaying Canadian dollar bankers' acceptance rates.
	– Relevant Time:	10:00am (Toronto time)
	– Reference Banks:	Not Applicable
	– Relevant Financial Centre:	Not Applicable
	– Principal Financial Centre:	Not Applicable
(ix)	ISDA Determination:	Not Applicable
(x)	Linear Interpolation:	Not Applicable
(xi)	Margin(s):	0.43% per annum
(xii)	Minimum Rate of Interest: (Condition 5.05)	Not Applicable
(xiii)	Maximum Rate of Interest: (Condition 5.05)	Not Applicable
(xiv)	Day Count Fraction:	Actual/365 (Fixed)
(xv)	Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Covered Bonds, if different than those set out in the	

Conditions:

If the 30 day Bankers' Acceptance Rate does not appear on the Relevant Screen Page or the Relevant Screen Page is not available on an Interest Determination Date, the Calculation Agent shall request that the principal Toronto office of each of four major Canadian Schedule I chartered banks nominated by the Calculation Agent provide the Calculation Agent with its bid rate (expressed as a percentage rate per annum) for 30 day bankers' acceptances in Canadian dollars for settlement on such Interest Determination Date and in an amount approximately equal to the Aggregate Principal Amount of the Covered Bonds then outstanding accepted by such banks as at the Relevant Time on such Interest Determination Date. If two or more of such banks provide the Calculation Agent with such bid rates as requested, the Reference Rate for such Interest Determination Date shall be the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 being rounded upwards) of such offered quotations, as determined by the Calculation Agent. If fewer than two quotations are provided as requested, the Reference Rate for such Interest Determination Date shall be the arithmetic mean (rounded if necessary to the fifth decimal place, with 0.000005 rounded upwards) of the bid rates quoted by major banks in Toronto, selected by the Calculation Agent, for 30 day bankers' acceptances in Canadian dollars for settlement on such Interest Determination Date and in an amount approximately equal to the Aggregate Principal Amount of the Covered Bonds accepted by those banks as at the Relevant Time on the Interest Determination Date, as determined by the Calculation Agent.

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

#### PROVISIONS RELATING TO REDEMPTION

16. **Call Option**  
(Condition 6.03) Not Applicable

17. **Put Option**  
(Condition 6.06) Not Applicable

18. **Final Redemption Amount of each Covered Bond** \$1,000 per Calculation Amount

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):

\$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 book-entry only. See "Book-Entry Only Securities" in the base shelf prospectus dated December 20, 2013.

21. New Global Covered Bond: No

22. Financial Centre(s) or other special provisions relating to payment dates: Toronto

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

24. Euro Conversion Rate: The Aggregate Principal Amount of the Covered Bonds issued has been translated into euros at the rate of €1.00 = \$1.3529

25. Branch of Account: Main branch of the Bank located in Toronto

**RESPONSIBILITY**

The Bank and the Guarantor LP accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Bank:

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

(signed)  
"Saqib Nazir"

(signed)  
"David Power"

(signed)  
"David Power"

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing and admission to trading: Not Applicable

### 2. RATINGS

- Ratings: The Covered Bonds to be issued have been rated:  
Moody's: Aaa  
Fitch: AAA  
DBRS: AAA

### 3. INVESTOR REPORT

The most recently published monthly Investor Report is the February 27, 2015 Investor Report hereby incorporated by reference and available on the Bank's website at [http://www.rbc.com/investorrelations/fixed\\_income/covered-bonds-terms.html](http://www.rbc.com/investorrelations/fixed_income/covered-bonds-terms.html) and at [www.sedar.com](http://www.sedar.com).

### 4. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

Save as discussed in "Plan of Distribution" in the prospectus supplement dated March 9, 2015, so far as the Bank is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer.

### 5. FIXED RATE COVERED BONDS ONLY – YIELD

- Indication of yield: 1.593%

### 6. OPERATIONAL INFORMATION

- (i) ISIN Code: CA780086KE32
- (ii) Common Code: 120694367
- (iii) WKN Code: Not Applicable
- (iv) CUSIP: 780086KE3
- (v) CINS: Not Applicable
- (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): The Covered Bonds are settled through CDS which is directly linked to Euroclear and Clearstream through the CDS accounts of their Canadian subcustodians.
- (vii) Delivery: Delivery free of payment
- (viii) Name(s) and address(es) of additional Paying Agent(s) or Transfer Agent(s): Royal Bank of Canada, acting through its offices located at 55 Wellington Street West, 14<sup>th</sup> Floor, South Tower, Toronto, Ontario M5V 3K7, has been appointed as Issuing and Paying Agent in respect of the Covered Bonds.
- (ix) Intended to be held in a manner which would allow Eurosystem eligibility: Not Applicable

## 7. DISTRIBUTION

- |       |                                  |   |
|-------|----------------------------------|---|
| (i)   | U.S. Selling Restrictions:       | Regulation S, compliance Category 2; TEFRA Rules not applicable   |
| (ii)  | Canadian selling restrictions:   | Not Applicable  |
| (iii) | Method of distribution:          | Syndicated.   |
| (iv)  | If syndicated, names of Dealers: | <u>Lead and Bookrunner:</u><br>RBC Dominion Securities Inc.<br><br><u>Canadian Syndicate:</u><br>BMO Nesbitt Burns Inc.;<br>CIBC World Markets Inc.; Desjardins Securities Inc.; National Bank Financial Inc.; Scotia Capital Inc.; TD Securities Inc.; Citigroup Global Markets Canada Inc.; HSBC Securities (Canada) Inc.; UBS Securities Canada Inc.; Wells Fargo Securities Canada, Ltd.; Laurentian Bank Securities Inc.; Manulife Securities Incorporated |

The Bank wholly-owns RBC Dominion Securities Inc., one of the Dealers. The Bank is a related and connected issuer of RBC Dominion Securities Inc. under applicable securities legislation. The decision to distribute the Covered Bonds and the determination of the terms of this offering were made through negotiations between the Bank on the one hand and the Dealers on the other. BMO Nesbitt Burns Inc., a Dealer in respect of which the Bank is not a related or connected issuer, has participated in the structuring and pricing of the offering and in the due diligence activities performed by the Dealers for the offering. RBC Dominion Securities Inc. will not receive any benefit from the Bank in connection with this offering other than a portion of the Dealers' fee.

- |       |                                    |   |
|-------|------------------------------------|---|
| (v)   | Stabilisation Manager(s) (if any): | Not Applicable  |
| (vi)  | If non-syndicated, name of Dealer: | Not Applicable  |
| (vii) | Additional selling restrictions:   | The selling restrictions set out under " <i>Transfer and Selling Restrictions</i> " in the international offering memorandum dated March 18, 2015, that is to accompany the Prospectus for sales outside Canada and the United States, apply to this offering of Covered Bonds. |

## 8. PROSPECTUS FOR THE COVERED BONDS

The Covered Bonds offered hereunder are described in four separate documents (i) the short form base shelf prospectus dated December 20, 2013 (the "**base shelf prospectus**"), (ii) the prospectus supplement dated March 9, 2015 in respect of the distribution of Covered Bonds under our Covered Bond Programme, (iii) the prospectus supplement dated March 13, 2015, and (iv) this pricing supplement, all of which collectively constitute the "prospectus" for the Covered Bonds. Covered Bonds described in this pricing supplement will be issued under the prospectus.

## 9. 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 Covered Bond Programme and the Covered Bonds issued hereunder. Other documents are also incorporated or deemed to be incorporated by reference into the base shelf prospectus and reference should be made to the base shelf prospectus for full particulars. Such documents include but are not limited to:

- |     |   |
|-----|---|
| (i) | the Bank's Annual Information Form dated December 2, 2014 (including information on the Bank's corporate structure at page 1, intercorporate relationships at page 1, reporting segments at page 3 and business at pages 3 to 9); |
|-----|---|



- (ii) the Management’s Discussion and Analysis on pages 10 through 106 of the Bank’s 2014 Annual Report for the year ended October 31, 2014;
- (iii) the audited consolidated financial statements, which comprise the consolidated balance sheets as at October 31, 2014 and October 31, 2013, and the consolidated statements of income, statements of comprehensive income, statements of changes in equity, and statements of cash flows for each of the years in the three-year period ended October 31, 2014, prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, together with the Report of Independent Registered Public Accounting Firm thereon set out on pages 108 through 198 of the Bank’s 2014 Annual Report for the year ended October 31, 2014;
- (iv) the Bank’s material change report dated January 23, 2015;
- (v) the Bank’s unaudited interim condensed consolidated statements Financial Statements, together with Management’s Discussion and Analysis for the three-month period ended January 31, 2015 set out on pages 2 through 77 in the Bank’s First Quarter 2015 Report to Shareholders;
- (vi) the Bank’s management proxy circular dated February 9, 2015 for the Bank’s annual meeting of common shareholders to be held on April 10, 2015; and
- (vii) the Bank’s February 27, 2015 Investor Report.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this pricing supplement or the Prospectus is deemed to be modified or superseded, for purposes of this pricing supplement, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or therein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this pricing supplement.

## Marketing Materials

The indicative term sheet dated March 17, 2015 (the “**Indicative Term Sheet**”) and the final term sheet dated March 17, 2015 (the “**Final Term Sheet**”), in each case both in respect of the Covered Bonds offered hereunder and filed with the securities regulatory authorities in each province and territory of Canada, are specifically incorporated by reference into this pricing supplement, solely for the purpose of the Covered Bonds offered hereunder. Any additional marketing materials (as defined in National Instrument 41-101 – *General Prospectus Requirements*) filed with the securities regulatory authorities in each of the provinces and territories of Canada in connection with the offering of Covered Bonds hereunder on or after the date hereof but prior to the termination of the distribution of the Covered Bonds under this pricing supplement (including any amendments to, or an amended version of, the marketing materials) are deemed to be incorporated by reference herein. Any marketing materials, including the Indicative Term Sheet and the Final Term Sheet, are not part of this pricing supplement 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.

## 10. CAUTION REGARDING FORWARD-LOOKING STATEMENTS

See “Caution Regarding Forward-Looking Statements” in the prospectus supplement dated March 13, 2015.

## 11. OTHER INFORMATION

### The Bank’s Consolidated Ratios of Earnings to Fixed Charges

The tables below set forth the Bank’s consolidated ratios of earnings to fixed charges,:

	For the 3 Months Ended Jan 31, 2015	For the 12 Months Ended Oct 31, 2014
Excluding Interest on Deposits	6.17	6.23
Including Interest on Deposits	2.51	2.43

### Financial Data

The selected consolidated financial data set out below are extracted from the Bank's consolidated financial statements as at and for the year ended October 31, 2014 and as at and for the three month period ended January 31, 2015.

	October 31, 2014 (\$ millions)	January 31, 2015 (\$ millions)
Subordinated debentures	7,859	7,889
Trust capital securities	0	0
RBC Trust capital securities included in non-controlling interest in subsidiaries	1,719	1,662
Preferred share liabilities <sup>(1)</sup>	0	0
Preferred shares	4,075	4,350
Common shares	14,511	14,531
Retained earnings <sup>(1)</sup>	31,615	32,505
Treasury shares – preferred	0	1
– common	71	(57)
Other components of equity	2,418	4,335

(1) After giving effect to the offering of BF preferred shares, preferred shares would have amounted to \$4,650 million and retained earnings would have amounted to approximately \$32,490 million as at January 31, 2015.

### **Canadian bail-in regime**

On August 1, 2014, the Government of Canada proposed a “bail-in” regime for the six Domestic Systemically Important Banks. Bail-in regimes are being implemented in a number of jurisdictions following the 2008 financial crisis in an effort to limit taxpayer exposure to potential losses of a failing institution and ensure the institution's shareholders and creditors remain responsible for bearing such losses. The proposed regime would grant the Government of Canada the power to permanently cancel an institution's existing common shares and/or convert an institution's long-term senior debt into common shares. Either power would only be exercisable once the institution was no longer viable and full conversion of the institution's non-viable contingent capital (NVCC) instruments into common shares had already occurred. As currently proposed, the Covered Bonds would not be subject to conversion or cancellation. However, the precise treatment of covered bonds as well as the entire Canadian “bail-in” regime remains uncertain at this point.

## Certificate of the Dealers

Dated: March 18, 2015

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of the last supplement to the prospectus relating to the securities offered by the prospectus and the supplement, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and the supplement as required by the securities legislation of all provinces and territories of Canada.

BMO NESBITT BURNS INC.

(signed)  
"Richard Sibthorpe"

CIBC WORLD MARKETS  
INC.

(signed)  
"Amber Choudhry"

DESJARDINS  
SECURITIES INC.

(signed)  
"Mark Redmond"

NATIONAL BANK  
FINANCIAL INC.

(signed)  
"Linda Roy"

SCOTIA CAPITAL INC.

(signed)  
"Graham Fry"

TD SECURITIES INC.

(signed)  
"Andrew Becker"

CITIGROUP GLOBAL MARKETS  
CANADA INC.

(signed)  
"Charles Alexander"

HSBC SECURITIES (CANADA)  
INC.

(signed)  
"David W. Loh"

UBS SECURITIES CANADA INC.

(signed)  
"Alain Auclair"

WELLS FARGO SECURITIES  
CANADA, LTD.

(signed)  
"Stephen Shapiro"

LAURENTIAN BANK SECURITIES INC.

(signed)  
"Michel Richard"

MANULIFE SECURITIES INCORPORATED

(signed)  
"David MacLeod"