

Amended and Restated Final Terms dated January 12, 2017
(amending and restating the Final Terms dated January 12, 2016)¹



ROYAL BANK OF CANADA
(a Canadian chartered bank)

Issue of EUR100,000,000 1.625 per cent. Covered Bonds due 14 January 2036
under the

€32,000,000,000

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)

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.

THE COVERED BONDS DESCRIBED IN THESE FINAL TERMS HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR ANY OTHER APPLICABLE U.S. STATE SECURITIES LAWS AND, ACCORDINGLY, MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS.

¹ These Final Terms dated January 12, 2017 are only amended to correct an error in the Fixed Coupon Amount.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Prospectus dated July 31, 2015 and the supplements to it dated September 8, 2015 and December 10, 2015 which together constitute a base prospectus (the “**Prospectus**”) for the purposes of Directive 2003/71/EC, as amended including by Directive 2010/73/EU and includes any relevant implementing measures in a relevant Member State of the EEA (the “**Prospectus Directive**”). This document constitutes the Final Terms of the Covered Bonds described herein for the purposes of Article 5.4 of the Prospectus Directive as implemented in the United Kingdom and must be read in conjunction with the Prospectus. Full information on the Issuer and the offer of the Covered Bonds is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus and all documents incorporated by reference therein are available for viewing on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html> under the name Royal Bank of Canada and the headline “Publication of Prospectus” and copies may be obtained from the offices of the Issuer, Royal Bank Plaza, 200 Bay Street, 8th Floor, South Tower, Toronto, Ontario, Canada M5J 2J5, and the offices of the Issuing and Paying Agent, One Canada Square, London E14 5AL, England.

1.
 - (i) Series Number: CB28
 - (ii) Tranche Number: 1
 - (iii) Date on which the Covered Bonds become fungible: Not Applicable
2. Specified Currency or Currencies: Euro (“EUR”)
3. Aggregate Principal Amount:
 - (i) Series: EUR100,000,000
 - (ii) Tranche: EUR100,000,000
4. Issue Price: 97.65 per cent. of the Aggregate Principal Amount
5.
 - (a) Specified Denominations: EUR100,000
 - (b) Calculation Amount: EUR100,000
6.
 - (i) Issue Date: 14 January 2016
 - (ii) Interest Commencement Date: Issue Date

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|-----|------|---|--|
| 7. | (i) | Final Maturity Date: | 14 January 2036 |
| | (ii) | Extended Due for Payment
Date of Guaranteed Amounts
corresponding to the Final
Redemption Amount under
the Covered Bond
Guarantee: | 14 January 2037 |
| 8. | | Interest Basis: | 1.625 per cent. Fixed Rate |
| 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: | In accordance with paragraphs 13 and 14 |
| 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 | Applicable from and including the Interest Commencement
Date, to but excluding the Final Maturity Date |
| | (i) | Rate(s) of Interest: |
| | | 1.625 per cent per annum payable in arrear on each Interest
Payment Date |
| | (ii) | Specified Interest Payment
Date(s): |
| | | 14 January in each year (not adjusted), commencing on 14
January 2017 up to and including the Final Maturity Date |
| | (iii) | Business Day Convention: |
| | | Not Applicable |
| | (iv) | Business Centre(s): |
| | | Not Applicable |
| | (v) | Fixed Coupon Amount(s): |
| | | EUR 1,625 per Calculation Amount ² |
| | (vi) | Broken Amount(s): |
| | | Not Applicable |
| | (vii) | Day Count Fraction: |
| | | Actual/Actual (ICMA) |

² These Final Terms dated January 12, 2017 are only amended to correct the Fixed Coupon Amount by changing it from "EUR 16.25" to as specified herein.

(vii)	Determination Dates:	14 January in each year
14.	Floating Rate Covered Bond Provisions	Applicable from and including the Final Maturity Date to but excluding the Extended Due for Payment Date to the extent payment of the Final Redemption Amount is deferred until the Extended Due for Payment Date in accordance with Condition 6.01
(i)	Specified Period(s):	Not Applicable
(ii)	Specified Interest Payment Dates:	The date falling on or nearest to the 14 th day of each month from and excluding the Final Maturity Date to and including the Extended Due for Payment Date, subject to adjustment in accordance with the Business Day Convention specified in paragraph 14(iv) below
(iii)	First Interest Payment Date:	The Specified Interest Payment Date falling on or nearest to 14 January 2036
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Business Centre(s):	Toronto, London and TARGET2
(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):	The Bank of New York Mellon, London Branch One Canada Square London E14 5AL England, United Kingdom
(viii)	Screen Rate Determination:	Applicable
–	Reference Rate:	1 month EURIBOR
–	Interest Determination Date(s):	The second TARGET Business Day prior to the start of each Interest Period
–	Relevant Screen Page:	Reuters Screen Page EURIBOR01
–	Relevant Time:	11:00 am (Central European Time)
–	Reference Banks:	Has the meaning given in the ISDA Definitions

	–	Relevant Financial Centre:	Eurozone
	–	Principal Financial Centre:	Not Applicable
(ix)		ISDA Determination:	Not Applicable
(x)		Linear Interpolation:	Not Applicable
(ix)		Margin(s):	+0.29 per cent per annum
(xii)		Minimum Rate of Interest:	Not Applicable
(xiii)		Maximum Rate of Interest:	Not Applicable
(xiv)		Day Count Fraction:	Actual/360
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	EUR100,000 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:	EUR100,000 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

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| 20. | Form of the Covered Bonds: | Registered Covered Bonds:
Regulation S Global Covered Bond registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream (that is, held under the NSS) and exchangeable only after an Exchange Event |
| 21. | New Global Covered Bond: | No |
| 22. | Financial Centre(s) or other special provisions relating to payment dates: | Toronto, London and TARGET2 |
| 23. | Talons for future Coupons to be attached to Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 24. | Euro Conversion Rate: | Not Applicable |
| 25. | Branch of Account: | Main Toronto Branch located at the Executive Offices at the address indicated at the back of the Prospectus |

Third Party Information:

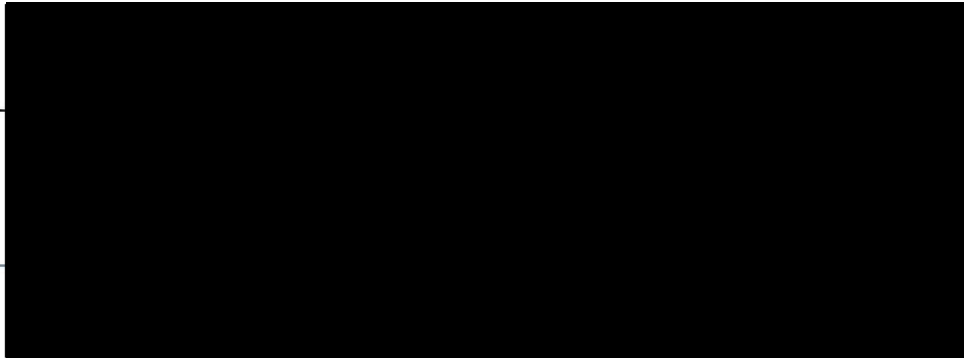
Not Applicable

Signed on behalf of the Issuer:

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

By: _____

By: _____



PART B – OTHER INFORMATION

1. LISTING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Covered Bonds to be admitted to the Official List of the UK Listing Authority and to trading on the Market with effect from 14 January 2016.
- (ii) Estimate of total expenses related to admission to trading: GBP 2,700

2. RATINGS

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

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

Save for the fees payable to the Dealer, so far as the Issuer is aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Dealer and its 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 Covered Bond Guarantor and their affiliates in the ordinary course of business.

4. FIXED RATE COVERED BONDS ONLY – YIELD

- Indication of yield: 1.765 per cent. per annum

5. OPERATIONAL INFORMATION

- (i) Reg S ISIN Code: XS1345321571
- (ii) Reg S Common Code: 134532157

- (iii) Reg S WKN Code: Not Applicable
- (iv) CUSIP: Not Applicable
- (v) CINS: Not Applicable
- (vi) Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking S.A., DTC, CDS, their addresses and the relevant identification number(s): Not Applicable
- (vii) Delivery: Delivery against payment
- (viii) Name(s) and address(es) of additional Paying Agent(s) or Transfer Agent(s): Not Applicable

6. DISTRIBUTION

- (i) U.S. Selling Restrictions: Regulation S, compliance Category 2; TEFRA Rules not applicable
- (ii) Canadian selling restrictions: Not Applicable