

Final Terms dated September 12, 2016



**ROYAL BANK OF CANADA**  
*(a Canadian chartered bank)*

**Issue of GBP100,000,000 Floating Rate Covered Bonds due September 14, 2021**  
**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 EXCEPT THAT THE COVERED BONDS MAY BE OFFERED OR SOLD TO QUALIFIED INSTITUTIONAL BUYERS IN RELIANCE UPON RULE 144A UNDER THE SECURITIES ACT.**

## 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 29, 2016 and the supplement to it dated August 26, 2016 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, 8<sup>th</sup> 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: CB33
  - (ii) Tranche Number: 1
  - (iii) Date on which the Covered Bonds become fungible: Not Applicable
2. Specified Currency or Currencies: United Kingdom Pounds Sterling (“**GBP**”)
3. Aggregate Principal Amount:
  - (i) Series: GBP100,000,000
  - (ii) Tranche: GBP100,000,000
4. Issue Price: 100 per cent. of the Aggregate Principal Amount
5.
  - (a) Specified Denominations: GBP100,000 and integral multiples of GBP1,000 in excess thereof
  - (b) Calculation Amount: GBP1,000
6.
  - (i) Issue Date: September 14, 2016
  - (ii) Interest Commencement Date: Issue Date

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|-----|--|--|---|
| 7.  | (i)  | Final Maturity Date:   | Interest Payment Date falling on or nearest to September 14, 2021   |
|     | (ii)   | Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: | Interest Payment Date falling on or nearest to September 14, 2022   |
| 8.  | Interest Basis:  |  | 3-month GBP ICE LIBOR + 0.40 per cent. per annum Floating Rate from and including the Interest Commencement Date to (but excluding) the Final Maturity Date (further particulars specified below in Paragraph 14)<br><br>1-month GBP ICE LIBOR + 0.40 per cent. per annum Floating Rate from and including the Final Maturity Date to (but excluding) the Extended Due for Payment Date (further particulars specified below in Paragraph 14) |
| 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:                                      |  | Not Applicable (see Paragraphs 8 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**

- |     |  |                                   |   |
|-----|--|-----------------------------------|---|
| 13. | <b>Fixed Rate Covered Bond Provisions</b>    |                                   | Not Applicable  |
| 14. | <b>Floating Rate Covered Bond Provisions</b> |                                   | Applicable  |
|     | (i)  | Specified Period(s):              | Not Applicable  |
|     | (ii)   | Specified Interest Payment Dates: | From (but excluding) the Issue Date to, and including, the Final Maturity Date, the 14 <sup>th</sup> December, 14 <sup>th</sup> March, 14 <sup>th</sup> June and 14 <sup>th</sup> September of each year<br><br>From (but excluding) the Final Maturity Date to, and including, |

the Extended Due for Payment Date (or, if earlier, the Specified Interest Payment Date on which the Covered Bonds are redeemed in full), the 14<sup>th</sup> day of each month

Subject to adjustment in accordance with the Business Day Convention specified in paragraph 14(iv) below

- (iii) First Interest Payment Date: For the period from and including the Issue Date to (but excluding) the Final Maturity Date, the Interest Payment Date falling on or nearest to December 14, 2016
- For the period from and including the Final Maturity Date to (but excluding) the Extended Due for Payment Date, the Specified Interest Payment Date falling on or nearest to October 14, 2021
- (iv) Business Day Convention: Modified Following Business Day Convention
- (v) Business Centre(s): London
- (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): Royal Bank of Canada, Toronto Branch, shall be the Calculation Agent
- (viii) Screen Rate Determination: Applicable
- Reference Rate: From and including the Issue Date to (but excluding) the Final Maturity Date, 3 month GBP ICE LIBOR
- From and including the Final Maturity Date to (but excluding) the Extended Due for Payment Date, 1 month GBP ICE LIBOR
- Interest Determination Date(s): The first London Business Day of each Interest Period
- Relevant Screen Page: Reuters Screen Page LIBOR01
- Relevant Time: 11:00am (London Time)

–	Reference Banks:	Has the meaning given in the ISDA Definitions
–	Relevant Financial Centre:	London
–	Principal Financial Centre:	Not Applicable
(ix)	ISDA Determination:	Not Applicable
(x)	Linear Interpolation:	Not Applicable
(ix)	Margin(s):	From and including the Issue Date to (but excluding) the Final Maturity Date: +0.40 per cent. per annum  From and including the Final Maturity Date to (but excluding) the Extended Due for Payment Date: +0.40 per cent. per annum
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Day Count Fraction:	Actual365 (Fixed)
15.	<b>Zero Coupon Covered Bond</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

16.	<b>Call Option</b>	Not Applicable
17.	<b>Put Option</b>	Not Applicable
18.	<b>Final Redemption Amount of each Covered Bond</b>	GBP1,000 per Calculation Amount
19.	<b>Early Redemption Amount</b>	
	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:	GBP1,000 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**

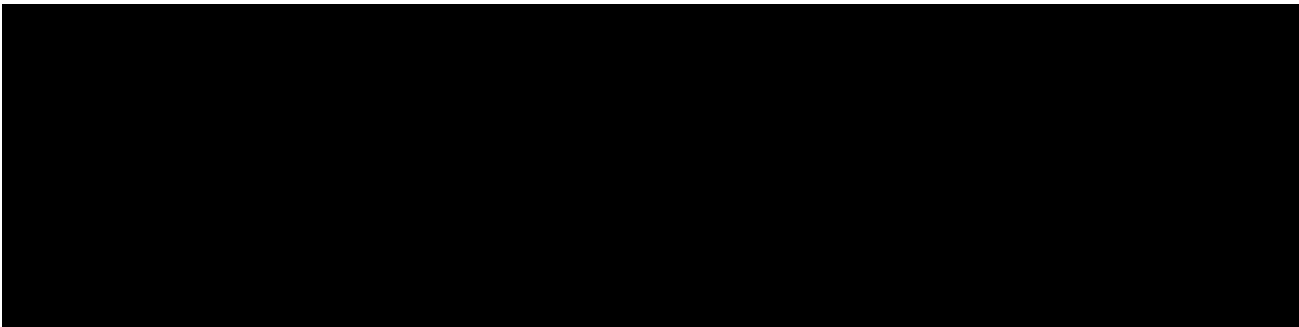
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|-----|---|---|
| 20. | Form of the Covered Bonds:  | Registered Covered Bonds:<br><br>Regulation S Global Covered Bond registered in the name of a nominee for a common safekeeper for Euroclear and Clearstream (that is, held under the NSS) and exchangeable only after an Exchange Event |
| 21. | New Global Covered Bond:  | No  |
| 22. | Financial Centre(s) or other special provisions relating to payment dates:                                    | London  |
| 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 has been translated into Euros at the rate of Euro 1.00 = GBP 0.8403  |
| 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:



## 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 September 14, 2016
- (ii) Estimate of total expenses related to admission to trading: GBP3,600

### 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. OPERATIONAL INFORMATION

- (i) ISIN Code: XS1490221808
- (ii) Common Code: 149022180
- (iii) WKN: 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

**5. DISTRIBUTION**

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