#### **OPERATIONAL INFORMATION DOCUMENT**

This Operational Information Document relates to the Final Terms dated June 26, 2018 (the "Final Terms") in respect of the issue by Royal Bank of Canada of EUR1,500,000,000 0.25 per cent. Covered Bonds due June 28, 2023 (the "Covered Bonds") unconditionally and irrevocably guaranteed as to payments by RBC Covered Bond Guarantor Limited Partnership under the €32 billion Global Covered Bond Programme.

This Operational Information Document has not been reviewed or approved by any competent authority for the purposes of the Prospectus Directive or otherwise and does not form part of the Final Terms for the purposes of the Prospectus Directive. However, for all other purposes this Operational Information Document must be read in conjunction with the Final Terms. Words and expressions which have a defined meaning in the Final Terms or the Prospectus dated September 8, 2017 and the supplemental prospectuses dated December 1, 2017, February 28, 2018 and May 30, 2018 have the same meanings in this Operational Information Document.

MIFID II product governance / Professional investors and ECPs only target market Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Covered Bonds has led to the conclusion that: (i) the target market for the Covered Bonds is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, "MiFID II"); and (ii) all channels for distribution of the Covered Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Covered Bonds (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Covered Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive 2002/92/EC (as amended, "IMD"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

Final Terms dated June 26, 2018



ROYAL BANK OF CANADA (a Canadian chartered bank)

Issue of EUR1,500,000,000 0.25 per cent. Covered Bonds due June 28, 2023 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.

#### **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 September 8, 2017 and the supplements to it dated December 1, 2017, February 28, 2018 and May 30, 2018 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-newshome.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, 13th Floor, 155 Wellington Street West, Toronto, Ontario, Canada M5V 3K7, and the offices of the Issuing and Paying Agent, One Canada Square, London E14 5AL, England.

1. (i) Series Number: CB37

(ii) Tranche Number: 1

(iii) Date on which the Covered Not Applicable

Bonds become fungible:

2. Specified Currency or Currencies: Euro ("EUR")

3. Aggregate Principal Amount:

(i) Series: EUR1,500,000,000

(ii) Tranche: EUR1,500,000,000

4. Issue Price: 99.866 per cent. of the Aggregate Principal Amount

5. (a) Specified Denominations: EUR100,000 and integral multiples of EUR1,000 in excess

thereof

(b) Calculation Amount: EUR1,000

6. (i) Issue Date: June 28, 2018

(ii) Interest Commencement Issue Date

Date:

7. (i) Final Maturity Date: June 28, 2023

(ii) Extended Due for Payment June 28, 2024
Date of Guaranteed Amounts
corresponding to the Final
Redemption Amount under
the Covered Bond
Guarantee:

8. Interest Basis: 0.25 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 below

11. Put Option /Call Option: Not Applicable

12. Date of [Board] approval for issuance Not Applicable

of Covered Bonds obtained:

## PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Covered Bond** Applicable from and including the Interest Commencement

**Provisions** Date, to but excluding the Final Maturity Date

(i) Rate of Interest: 0.25 per cent per annum payable annually in arrear on each

Interest Payment Date

(ii) Interest Payment Date(s): June 28 in each year, commencing on June 28, 2019,

adjusted for payment purposes only in accordance with the Business Day Convention, up to and including the Final

Maturity Date

(iii) Business Day Convention: Following Business Day Convention

(iv) Business Centre(s): Toronto, TARGET2 and London

(v) Fixed Coupon Amount(s): EUR2.50 per Calculation Amount

(vi) Broken Amount(s): Not Applicable

(vii) Day Count Fraction: Actual/Actual (ICMA)

(viii) Default Rate: As set out in Condition 5.07

(ix) Calculation Agent: Not Applicable

(x) Determination Dates: June 28 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 28<sup>th</sup> 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 July 28, 2023

(iv) Business Day Convention: Modified Following Business Day Convention

(v) Business Centre(s): Toronto, TARGET2 and 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):

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 The second TARGET2 Business Day prior to the start of

Determination each Interest Period

Date(s):

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): +0.165 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 EUR1,000 per Calculation Amount

**Covered Bond** 

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:

EUR1,000 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:

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 Toronto, TARGET2 and London provisions relating to payment dates:

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:



#### **PART B - OTHER INFORMATION**

#### 1. LISTING

(i) Listing and admission to Application has been made by the Issuer (or on its behalf)

trading:

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 June 28, 2018

(ii) Estimate of total expenses

related to admission to

trading: GBP4,560

### 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 Managers, 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 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 Covered Bond Guarantor and their affiliates in the ordinary course of business.

### 4. FIXED RATE COVERED BONDS ONLY - YIELD

Indication of yield: 0.277 per cent. per annum

# 5. OPERATIONAL INFORMATION

(i) ISIN Code: XS1847633119

(ii) Common Code: 184763311

(iii) WKN Code: A192S6

(iv) CUSIP: Not Applicable

(v) CINS: Not Applicable

(vi) Any clearing system(s) other Not Applicable than Euroclear Bank SA/NV,
 Clearstream Banking S.A.,
 DTC, CDS, their addresses and the relevant identification number(s):

(vii) Delivery Delivery against payment

(viii) Name(s) and address(es) Not Applicable of additional Paying Agent(s) or Transfer Agent(s):

(ix) Intended to be held in a manner which would allow Eurosystem eligibility:

Yes. Note that the designation "yes" simply means that the Covered Bonds are intended upon issue to be deposited with one of the ICSDs as common safekeeper (and registered in the name of nominee of one of the ICSDs acting as common safekeeper, and does not necessarily mean that the Covered Bonds will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

## 5. DISTRIBUTION

(i) U.S. Selling Restrictions: Regulation S, compliance Category 2; TEFRA Rules not

applicable

(ii) Canadian selling restrictions: Not Applicable

(iii) Prohibition of Sales to EEA Applicable

Retail Investors:

6. USE OF PROCEEDS

As specified in the Base Prospectus