

2nd SUPPLEMENTARY PROSPECTUS DATED FEBRUARY 28, 2018



ROYAL BANK OF CANADA
(a Canadian chartered bank)

€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)

This Supplementary Prospectus (the “**2nd Supplementary Prospectus**”) to the Prospectus dated September 8, 2017, as supplemented by the 1st Supplementary Prospectus dated December 1, 2017 (the “**Prospectus**”), which comprises a base prospectus under Article 5.4 of the Prospectus Directive for Royal Bank of Canada (“**RBC**” or the “**Issuer**”), constitutes a supplementary prospectus in respect of the base prospectus for RBC for purposes of Section 87G of the *Financial Services and Markets Act 2000* (the “**FSMA**”) and is prepared in connection with €32,000,000,000 Global Covered Bond Programme of Royal Bank of Canada, unconditionally and irrevocably guaranteed as to payments by RBC Covered Bond Guarantor Limited Partnership (the “**Guarantor LP**”), established by RBC.

Terms defined in the Prospectus have the same meaning when used in this 2nd Supplementary Prospectus. The 2nd Supplementary Prospectus is supplemental to, and shall be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by RBC.

RBC and the Guarantor LP accept responsibility for the information in this 2nd Supplementary Prospectus. To the best of the knowledge of RBC and the Guarantor LP, having taken reasonable care to ensure that such is the case, the information contained in this 2nd Supplementary Prospectus is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this 2nd Supplementary Prospectus is to (a) incorporate by reference in the Prospectus the Issuer’s unaudited interim condensed consolidated financial statements (the

“First Quarter 2018 Financial Statements”), together with Management’s Discussion and Analysis (the **“First Quarter 2018 MD&A”**) for the three-month period ended January 31, 2018 set out in the Issuer’s First Quarter 2018 Report to Shareholders (the **“First Quarter 2018 Report to Shareholders”**); (b) incorporate by reference in the Prospectus the Investor Report dated January 31, 2018 (the **“Investor Report”**); (c) include a new statement in respect of no significant change; and (d) update paragraph 4 of the section entitled “General Information and Recent Developments” in the Prospectus regarding governmental, legal or arbitration proceedings which may have, or have had, a significant effect on the financial position or profitability of the Issuer or of the Issuer and its subsidiaries taken as a whole.

To the extent that there is any inconsistency between (a) any statement in this 2nd Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this 2nd Supplementary Prospectus; and (b) any other statement in, or incorporated by reference in, the Prospectus, the statements referenced in (a) above will prevail.

Save as disclosed in this 2nd Supplementary Prospectus, no significant new factor, material mistake or inaccuracy relating to the information included in the Prospectus which is capable of affecting the assessment of Covered Bonds issued under the Programme has arisen or been noted, as the case may be, since the 1st Supplementary Prospectus dated December 1, 2017.

DOCUMENTS INCORPORATED BY REFERENCE

The First Quarter 2018 Financial Statements, together with the First Quarter 2018 MD&A, set out on pages 2 through 79 of the First Quarter 2018 Report to Shareholders are, by virtue of this 2nd Supplementary Prospectus, incorporated in, and form part of, the Prospectus. The remainder of the First Quarter 2018 Report to Shareholders is either covered elsewhere in the Prospectus or is not relevant for investors. The Investor Report is, by virtue of this 2nd Supplementary Prospectus, incorporated in, and forms part of, the Prospectus.

The First Quarter 2018 Financial Statements, First Quarter 2018 MD&A and First Quarter 2018 Report to Shareholders and the Investor Report have been filed with Morningstar plc (appointed by the Financial Conduct Authority to act as the National Storage Mechanism), are available for viewing at <http://www.morningstar.co.uk/uk/NSM> and have been announced via the Regulatory News Service operated by the London Stock Exchange.

For the avoidance of doubt, any document incorporated by reference in the First Quarter 2018 Financial Statements, First Quarter 2018 MD&A, First Quarter 2018 Report to Shareholders and Investor Report shall not form part of this 2nd Supplementary Prospectus.

Copies of this 2nd Supplementary Prospectus, the Prospectus and the documents incorporated by reference in either of these can be (i) viewed 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 of the Issuer and the headline “Publication of Prospectus”; and (ii) obtained on written request and without charge from (a) the Issuer at 13th Floor, 155 Wellington Street West, Toronto, Ontario, Canada M5V 3K7, Attention: Senior Vice President, Performance Management and Investor Relations and (b) the office of the Issuing and Paying Agent, The Bank of New York Mellon, London Branch, One Canada Square, London E14 5AL, England, Attention: Manager, EMEA Corporate & Sovereign Department. Certain of the documents incorporated by reference in the Prospectus or this 2nd Supplementary Prospectus may be

viewed by accessing the Issuer's disclosure documents through the Internet (a) at the Canadian System for Electronic Document Analysis and Retrieval at <http://www.SEDAR.com> (an internet based securities regulatory filing system), and (b) at the U.S. Securities and Exchange Commission's website at <http://www.sec.gov> which websites are not incorporated in, and do not form part of, the Prospectus.

STATEMENT OF NO SIGNIFICANT CHANGE

There has been no significant change in the financial position of the Issuer and its consolidated subsidiaries taken as a whole since January 31, 2018, the last day of the financial period in respect of which the most recent unaudited interim condensed consolidated financial statements of the Issuer have been prepared, or of the financial position or trading position of the Guarantor LP since October 5, 2007, being the date of its formation.

AMENDMENT TO STATEMENT REGARDING GOVERNMENTAL, LEGAL OR ARBITRATION PROCEEDINGS

Paragraph 4 of the section entitled "General Information and Recent Developments" on page 271 of the Prospectus is hereby deleted in its entirety and replaced with the following:

"Other than the matters disclosed under the subsection entitled "Tax examinations and assessments" in Note 23 of the Issuer's 2017 Audited Consolidated Financial Statements set out on page 189 of the Issuer's 2017 Annual Report, and the matters disclosed (with the exception of the subsection entitled "Other matters") in Note 26 of the 2017 Audited Consolidated Financial Statements set out on pages 193 and 194 of the Issuer's 2017 Annual Report and incorporated by reference herein, as updated by the matters disclosed under the subsection entitled "Tax examinations and assessments" in Note 8 of the Issuer's First Quarter 2018 Financial Statements set out on page 76 of the Issuer's First Quarter 2018 Report to Shareholders, and the litigation matters disclosed in Note 11 of the Issuer's First Quarter 2018 Financial Statements set out on page 77 of the Issuer's First Quarter 2018 Report to Shareholders and incorporated by reference herein, there are no, nor have there been any governmental, legal or arbitration proceedings involving the Issuer or any of its subsidiaries or the Guarantor LP (including any such proceedings which are pending or threatened of which the Issuer or Guarantor LP is aware) which may have, or have had during the twelve months prior to the date of this document, individually or in the aggregate, a significant effect on the financial position or profitability of the Issuer or of the Issuer and its subsidiaries taken as a whole or the Guarantor LP."