

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC FOR THE ISSUE OF W&C SECURITIES DESCRIBED BELOW.

Amended and Restated Pricing Supplement dated 13 June, 2016

Issue Date 10 June, 2016



ROYAL BANK OF CANADA
(a Canadian chartered bank)

Issue of 10 Warrants Linked to a Basket of Equities due June 2020
under the Programme for the Issuance of Securities

PART A – CONTRACTUAL TERMS

Any person making or intending to make an offer of the W&C Securities may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or to supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of W&C Securities in any other circumstances.

This document constitutes the Pricing Supplement for the W&C Securities described herein. This document must be read in conjunction with the Structured Securities Base Prospectus dated 8 June, 2015 and the supplemental prospectuses dated 30 September, 2015, 20 January, 2016 and 18 March, 2016 which together constitute a base prospectus (the "**Base Prospectus**"). Full information on the Issuer and the offer of the W&C Securities is only available on the basis of the combination of this Pricing Supplement and the Base Prospectus. Copies of the Base Prospectus may be obtained from [the offices of the Issuer, Royal Bank Plaza, 200 Bay Street, 8th Floor, South Tower, Toronto, Ontario, Canada and the offices of the Issuing and Paying Agent, One Canada Square, London E14 5AL, England.

1. Issuer: Royal Bank of Canada
- Branch of Account: Main Toronto Branch located at 200 Bay Street, Toronto, Ontario, Canada
2. (i) Series Number: 26389
- (ii) Tranche Number: 1
3. Type of W&C Securities: (a) Warrants
(b) Equity Linked W&C Securities
4. Issue Date: 10 June, 2016
5. (a) Number of W&C Securities being issued: The number of W&C Securities being issued is 10 at the amount of EUR 140,000.00
6. Business Day Centre(s): The applicable Business Day Centre(s) for the purposes of the definition of "Business Day" in Condition 3 is London and TARGET
7. Settlement: Settlement will be by way of cash payment ("**Cash Settled**")
8. Cash Settlement Amount: The Cash Settlement Amount payable in respect of each Warrant on the Settlement Date in the Settlement Currency shall be determined by the Calculation Agent in accordance with the following formula:

**Multiplier x Specified Denomination x MAX
([Participation x (Average Performance of the Reference Basket – Exercise Price)], 0)**

Where:

"Average Performance of the Reference Basket" means:

The weighted average of the Reference Items performance on the Valuation Date in accordance with the weights detailed below, where Reference Items performance is, in respect of an observation date, a percentage number equal to Final Level / Initial Level (calculated in accordance with the following formula):

$$\frac{1}{8} \sum_{i=1}^8 \frac{\text{Final Level}_i}{\text{Initial Level}_i}$$

The “**Multiplier**” will be equal to 1 if Average Performance of the Reference Basket is equal or greater than 100 per cent; 0 otherwise and the Exercise Price will be equal to 1 (100 per cent)

“**Participation**” means 102.60%

“**Initial Level**” means in respect of a Reference Item, the arithmetic average of its Reference Levels on the Averaging Strike Dates as detailed in the table above (calculated in accordance with the following formula):

$$\frac{1}{6} \sum_{j=1}^6 \text{Reference Level}_j$$

“**Averaging Strike Dates**” means:

7 June, 2016

14 June, 2016

21 June, 2016

28 June, 2016

5 July, 2016

12 July, 2016

“**Final Level**” means in respect of a Reference Item, the arithmetic average of its Reference Levels on the Averaging Valuation Dates as detailed in the table above (calculated in accordance with the following formula):

$$\frac{1}{4} \sum_{j=1}^4 \text{Reference Level}_j$$

“**Averaging Valuation Dates**” means:

9 March, 2020

7 April, 2020

7 May, 2020

8 June, 2020

“Reference Level” means the official closing level of a Reference Item quoted on the relevant Exchange as determined by or on behalf of the Calculation Agent (or if, in the opinion of the Calculation Agent, no such official closing level can be determined at such time and the relevant day is not a Disrupted Day, the Calculation Agent's good faith estimate of the level of such Reference Item as of the actual closing time of the Exchange on the relevant date), or as otherwise determined by the Calculation Agent pursuant to the Conditions.

“Specified Denomination” means EUR 100,000

- | | |
|---|---|
| 9. Issuer's Option to vary settlement: | The Issuer does not have the option to vary settlement in respect of the W&C Securities |
| 10. Settlement Currency: | EUR |
| 11. Relevant RMB Settlement Centre: | Not Applicable |
| 12. Exchange Rate: | Not Applicable |
| 13. Calculation Agent (and address): | Royal Bank of Canada, London Branch
Riverbank House
2 Swan Lane
London, EC4R 3BF |
| 14. RMB Rate Calculation Agent (and address): | Not Applicable |
| 15. Issue Price: | The issue price per Unit is EUR 14,000 |
| 16. Minimum Trading Size: | Not Applicable |

PROVISIONS RELATING TO EXERCISABLE CERTIFICATES AND WARRANTS

- | | |
|------------------------------------|---------------|
| 17. Type of Certificates/Warrants: | Call Warrants |
| 18. Settlement Date: | 22 June, 2020 |

19. Units:	Not Applicable
20. Exercise Price:	Not Applicable
21. Automatic Exercise:	Applicable
22. Minimum Exercise Number:	Not Applicable
23. Maximum Exercise Number:	Not Applicable
24. Additional Amounts:	Not Applicable
25. Issuer Call Option:	Not Applicable
26. Notice periods for Early Cancellation for Taxation Reasons	
(i) Minimum period:	30 days
(ii) Maximum period:	60 days
27. Notice periods for Cancellation for Illegality:	
(i) Minimum period:	30 days
(ii) Maximum period:	60 days
28. Trigger Early Exercise:	Not Applicable

PROVISIONS RELATING TO REDEEMABLE CERTIFICATES

29. Redemption Date:	Not Applicable
30. Additional Amounts:	Not Applicable
31. Issuer Call Option:	Not Applicable
32. Notice periods for Early Cancellation for Taxation Reasons:	Not Applicable
33. Notice periods for Cancellation for Illegality:	Not Applicable
34. Trigger Early Redemption:	Not Applicable

35. Holder Put Option: Not Applicable

PROVISIONS RELATING TO TYPES OF W&C SECURITIES

36. Multi-Reference Item Linked W&C Securities Not Applicable

37. Currency Linked W&C Securities Not Applicable

38. Commodity Linked W&C Securities: Not Applicable

39. Index Linked W&C Security Provisions (Equity Indices only) Not Applicable

40. Equity Linked W&C Security Provisions Applicable

(i) Whether the W&C Securities relate to a Basket of Equities or a single Equity and the identity of the relevant Equity Issuer(s): Basket of Equities

(a) Equity/Equities: Existing ordinary shares or preference shares (Bloomberg code specified below will indicate the type of shares) of the Equity Issuer.

(b) Equity Issuer:

Equity 1: HSBC Holdings Plc. (Bloomberg code: HSBA LN)

Equity 2: Nordea Bank AB (Bloomberg code: NDA SS)

Equity 3: ING Groep NV (Bloomberg code: INGA NA)

Equity 4: Credit Suisse Group AG-REG (Bloomberg code: CSGN VX)

Equity 5: Barclays Plc. (Bloomberg code: BARC LN)

Equity 6: UBS Group AG-REG (Bloomberg code: UBSG VX)

Equity 7: BNP Paribas (Bloomberg code: BNP FP)

Equity 8: Credit Agricole SA (Bloomberg code: ACA FP)

(c) ISIN/Common Code:

Equity 1: GB0005405286

	Equity 2: SE0000427361
	Equity 3: NL0000303600
	Equity 4: CH0012138530
	Equity 5: GB0031348658
	Equity 6: CH0244767585
	Equity 7: FR0000131104
	Equity 8: FR0000045072
(ii) Reference Price:	As set out in Condition 30.05
(iii) Averaging Date(s):	9 March, 2020
	7 April, 2020
	7 May, 2020
	Valuation Date
(iv) Observation Period(s):	Not Applicable
(v) Observation Date(s):	Valuation Date
(vi) Valuation Date(s):	8 June, 2020
(vii) Valuation Time:	Condition 30.05 applies
(viii) Specified Price:	Not Applicable
(ix) Disrupted Day:	Condition 30.05 applies
(x) Common Disrupted Days:	Applicable
(xi) Initial Price:	Equity 1: To be determined on 12 July, 2016
	Equity 2: To be determined on 12 July, 2016
	Equity 3: To be determined on 12 July, 2016
	Equity 4: To be determined on 12 July, 2016
	Equity 5: To be determined on 12 July, 2016
	Equity 6: To be determined on 12 July, 2016
	Equity 7: To be determined on 12 July, 2016
	Equity 8: To be determined on 12 July, 2016
(xii) Trade Date:	31 May, 2016


(xiii) Potential Adjustment Events:	Condition 30.02(i) applies
(xiv) De-listing:	Applicable
(xv) Merger Event:	Applicable
(xvi) Nationalisation:	Applicable
(xvii) Insolvency:	Applicable
(xviii) Tender Offer:	Applicable
(xix) Additional Disruption Events:	Applicable Change in Law Hedging Disruption Increased Cost of Hedging Insolvency Filing
(xx) Equity Substitution:	Applicable
(xxi) Exchange(s):	Equity 1: London Stock Exchange Equity 2: Stockholm Stock Exchange Equity 3: Amsterdam Stock Exchange Equity 4: SIX Swiss Exchange Equity 5: London Stock Exchange Equity 6: SIX Swiss Exchange Equity 7: Euronext Paris Equity 8: Euronext Paris
(xxii) Related Exchange(s):	All Exchanges
(xxiii) Exchange Rate:	Not Applicable
(xxiv) Partial Lookthrough Depositary Receipt Provisions:	Not Applicable
(xxv) Full Lookthrough Depositary Receipt Provisions:	Not Applicable
(xxvi) Hedging Entity:	Not Applicable
(xxvii) Weighting:	Equity 1: 12.50%

	Equity 2: 12.50%
	Equity 3: 12.50%
	Equity 4: 12.50%
	Equity 5: 12.50%
	Equity 6: 12.50%
	Equity 7: 12.50%
	Equity 8: 12.50%
(xxviii) Other terms or special conditions:	Not Applicable
41. Fund Linked W&C Security Provisions	Not Applicable
42. Credit Linked W&C Security Provisions	Not Applicable
43. Interest Rate Linked Warrant Provisions	Not Applicable
PROVISIONS FOR PHYSICAL DELIVERY	Not Applicable
GENERAL	
44. Form of W&C Securities:	Dematerialized and registered uncertificated book-entry form settled in Euroclear Finland
45. Other final terms:	Not Applicable
46. Exchange Date:	On or after 40 calendar days following the Issue Date
47. The net issue proceeds of the Redeemable Certificates / Exercisable Certificates issued (for purposes of the Programme limit) has been translated into U.S. dollars at the rate of U.S.\$1.00 = [●], producing a sum of:	Not Applicable
48. The implied notional amount of the Warrants / Exercisable Certificates (for purposes of the Programme limit) has been translated into U.S. dollars at the rate of U.S.\$1.00 = [●], producing a sum of:	Not Applicable
49. Governing law (if other than the laws of the Province of Ontario and the federal laws of Canada applicable therein):	English Law

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Singed on behalf of the Issuer:


By:
Duly authorised

Ivan Browne
Authorised signatory


By:
Duly authorised

Paul Adams – Authorised Signatory
Managing Director
RBC Capital Markets

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing/Admission to trading: Not Applicable

2. RATINGS

Ratings: Not Applicable

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

The Issue Price may include a fee or commission payable to a distributor or third party. Such fee or commission will be determined by reference to a number of factors including but not limited to the redemption or settlement date of the W&C Securities, hedging costs and legal fees. Further details in respect of the fee or commission are available upon request.

4. OPERATIONAL INFORMATION

- (i) ISIN Code: CAC8008V6088
- (ii) Common Code: 143257177
- (iii) Any clearing system(s) other than Euroclear and Clearstream Luxembourg, their addresses and the relevant identification number(s): Euroclear Finland Limited
- (iv) Delivery: Delivery free of payment
- (v) Clearing Agent: Not Applicable
- (vi) Name(s) and address(es) of Initial Paying Agents: Nordea Bank Finland Plc.
- (vii) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

5. DISTRIBUTION

- | | |
|--|---|
| (i) Method of distribution: | Non-Syndicated |
| (ii) If syndicated, names of Managers: | Not Applicable |
| (iii) If non-syndicated, name of Dealer: | RBC Europe Limited
Riverbank House
2 Swan Lane
London
EC4R 3BF
England |
| (iv) U.S. Selling Restrictions: | TEFRA rules not applicable |
| (v) Canadian Sales: | Canadian Sales Not Permitted |
| (vi) Additional selling restrictions: | Not Applicable |