

**MIFID II PRODUCT GOVERNANCE / TARGET MARKET** - Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes 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 Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (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 Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**PRIIPS REGULATION PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Notes 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), 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 including by Directive 2010/73/EU, the "Prospectus Directive"). Consequently no key information document required by Regulation (EU) No 1286/2014 (the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

**THE NOTES ARE SUBJECT TO CONVERSION IN WHOLE OR IN PART – BY MEANS OF A TRANSACTION OR SERIES OF TRANSACTIONS AND IN ONE OR MORE STEPS – INTO COMMON SHARES OF ROYAL BANK OF CANADA OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE CANADA DEPOSIT INSURANCE CORPORATION ACT (CANADA) ("CDIC ACT") AND TO VARIATION OR EXTINGUISHMENT IN CONSEQUENCE AND SUBJECT TO THE APPLICATION OF THE LAWS OF THE PROVINCE OF ONTARIO AND THE FEDERAL LAWS OF CANADA APPLICABLE THEREIN IN RESPECT OF THE OPERATION OF THE CDIC ACT WITH RESPECT TO THE NOTES.**

Final Terms dated 1 February 2019



ROYAL BANK OF CANADA

(a Canadian chartered bank)

Issue of USD 50,000,000 Callable Zero Coupon Notes due 2049  
under the Programme for the Issuance of Securities

Any person making or intending to make an offer of the Notes 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, 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 Notes in any other circumstances.

### 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 Structured Securities Base Prospectus dated 12 October 2018 as supplemented by the Supplemental Prospectus dated 19 December 2018 (together the "**Base Prospectus**"). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. A summary of the Notes (which comprises the summary in the Base Prospectus as completed to reflect the provisions of these Final Terms) is annexed to these Final Terms. The Base Prospectus has been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)), the Central Bank of Ireland (<http://www.centralbank.ie>) and the Issuer ([rbccm.com/privatebanksolutions](http://rbccm.com/privatebanksolutions)) and copies 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.

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|----|---|--|
| 1. | Issuer:   | Royal Bank of Canada                           |
|    | Branch of Account / Branch:                           | London Branch                                  |
| 2. | (i) Series Number:                                    | 43221  |
|    | (ii) Tranche Number:                                  | 1  |
| 3. | Specified Currency or Currencies:<br>(Condition 1.12) | U.S. Dollar (" <b>USD</b> ")                   |
| 4. | Aggregate Principal Amount:                           |  |
|    | (i) Series:   | USD 50,000,000                                 |
|    | (ii) Tranche:   | USD 50,000,000                                 |
| 5. | Issue Price:  | 100 per cent of the Aggregate Principal Amount |
| 6. | (a) Specified Denominations:                          | USD 1,000,000                                  |

(Condition 1.10, 1.11 or 1.11a)

(b)	Calculation Amount:	USD 1,000,000
(c)	Minimum Trading Size:	Not Applicable
7.	(i) Issue Date:	1 February 2019
	(ii) Interest Commencement Date	Not Applicable
8.	Maturity Date:	1 February 2049, subject to early redemption
9.	Interest Basis:	Zero Coupon
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at their Final Redemption Amount specified below under item 26.
11.	Change of Interest Basis:	Not Applicable
12.	Put Option/ Call Option/ Trigger Early Redemption:	Call Option (further details specified below under item 20)
13.	Date Board approval for issuance of Notes obtained:	Not Applicable
14.	Bail-inable Securities:	Yes
15.	Method of distribution:	Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

16.	<b>Fixed Rate Note Provisions</b> (Condition 4.02/4.02a)	Not Applicable
17.	<b>Floating Rate Note Provisions</b> (Condition 4.03)	Not Applicable
18.	<b>Zero Coupon Note Provisions</b>	Applicable
	(i) Accrual Yield:	5.05 per cent per annum
	(ii) Reference Price:	100 per cent. per Calculation Amount
	(iii) Day Count Fraction:	30/360, Unadjusted
	(iv) Determination Dates:	Not Applicable
	(v) Early Redemption Amount:	Zero Coupon Early Redemption Amount 1
19.	<b>Reference Item Linked Interest Notes</b>	Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

20. **Call Option** (Condition 5.03) Applicable, but Issuer Call on any Optional Redemption Date is only exercisable in whole and not in part.

- (i) Optional Redemption Date(s):
  - 1 February 2024
  - 1 February 2025
  - 1 February 2026
  - 1 February 2027
  - 1 February 2028
  - 1 February 2029
  - 1 February 2030
  - 1 February 2031
  - 1 February 2032
  - 1 February 2033
  - 1 February 2034
  - 1 February 2035
  - 1 February 2036
  - 1 February 2037
  - 1 February 2038
  - 1 February 2039
  - 1 February 2040
  - 1 February 2041
  - 1 February 2042
  - 1 February 2043
  - 1 February 2044
  - 1 February 2045
  - 1 February 2046
  - 1 February 2047
  - 1 February 2048

(ii) Optional Redemption Amount(s) of each Note: The Optional Redemption Amount per Calculation Amount is specified below for each Optional Redemption Date:

1 February 2024	USD1,279,323.22
1 February 2025	USD 1,343,929.05
1 February 2026	USD 1,411,797.46
1 February 2027	USD 1,483,093.24
1 Februray 2028	USD 1,557,989.44
1 February 2029	USD 1,636,667.91
1 February 2030	USD 1,719,319.64
1 February 2031	USD 1,806,145.28
1 February 2032	USD 1,897,355.62
1 February 2033	USD 1,993,172.08
1 February 2034	USD 2,093,827.27
1 February 2035	USD 2,199,565.54
1 February 2036	USD 2,310,643.60
1 February 2037	USD 2,427,331.11
1 February 2038	USD 2,549,911.33
1 February 2039	USD 2,678,681.85
1 February 2040	USD 2,813,955.28
1 February 2041	USD 2,956,060.02
1 February 2042	USD 3,105,341.06
1 February 2043	USD 3,262,160.78
1 February 2044	USD 3,426,899.90
1 February 2045	USD 3,599,958.34
1 February 2046	USD 3,781,756.24
1 February 2047	USD 3,972,734.93
1 February 2048	USD 4,173,358.04

(iii) Redeemable in part:

Not Applicable

	If redeemable in part:	
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
	(iv) Notice period	Minimum period: 5 (five) London and New York Business Days  Maximum period: Not Applicable
21.	<b>Put Option</b> (Condition 5.06)	Not Applicable
22.	<b>Notice periods for Early Redemption for Taxation Reasons:</b>	
	(i) Minimum period:	30 days
	(ii) Maximum period:	60 days
23.	<b>TLAC Disqualificaion Events:</b>	Not Applicable
24.	<b>Notice periods for Redemption for Illegality:</b>	
	(i) Minimum period:	10 days
	(ii) Maximum period:	30 days
25.	<b>Trigger Early Redemption</b> (Condition 5.08 and Condition 30.02)	Not Applicable
26.	<b>Final Redemption Amount</b>	If not redeemed earlier the Final Redemption Amount payable per Calculation Amount on the Maturity Date shall be USD 4,384,112.62
27.	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) payable on redemption for taxation reasons, illegality or on event of default or other early redemption (including, in the case of Index Linked Notes, following an Index Adjustment Event in accordance with Condition 7, or in the case of Equity Linked Notes, following a Potential Adjustment Event and/or De-listing and/or Merger Event and/or Nationalisation and/or	As per Condition 5.09

Insolvency and/or Tender Offer in accordance with Condition 8, or in the case of Equity Linked Notes, Index Linked Notes or Fund Linked Notes (involving ETFs), following an Additional Disruption Event (if applicable) (if required):

- |      |   |   |
|------|---|---|
| (ii) | Early Redemption Amount includes amount in respect of accrued interest: | Yes: no additional amount in respect of accrued interest to be paid |
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**PROVISIONS RELATING TO REFERENCE ITEM LINKED NOTES**

**28. Settlement Method**

Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Delivery:	Cash Settlement
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<b>29. Final Redemption Amount for Reference Item Linked Notes</b>	Not Applicable
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<b>30. Multi-Reference Item Linked Notes</b>	Not Applicable
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<b>31. Currency Linked Note Provisions</b>	Not Applicable
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<b>32. Commodity Linked Note Provisions</b>	Not Applicable
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<b>33. Index Linked Note Provisions (Equity Indices only)</b>	Not Applicable
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<b>34. Equity Linked Note Provisions</b>	Not Applicable
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<b>35. Fund Linked Note Provisions (ETF)</b>	Not Applicable
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<b>36. Non-Exempt Physical Delivery Notes</b>	Not Applicable
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**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

37. (i)	New Global Note:	Yes
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(ii)	Form of Notes:	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
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38.	Financial Centre(s), TARGET or other special provisions relating to payment dates:	London and New York
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39.	Relevant Renminbi Settlement Centre	Not Applicable
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40.	Talons for future Coupons to be attached to Definitive Notes:	No
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41. Name and address of Calculation Agent: Royal Bank of Canada, London Branch  
c/o Royal Bank of Canada, Toronto Branch  
RBC Centre, 8<sup>th</sup> Floor  
155 Wellington Street West  
Toronto, Ontario  
Canada  
M5V 3H1
42. Name and address of RMB Rate Calculation Agent: Not Applicable
43. Issuer access to the register of creditors (Sw. *skuldboken*) in respect of Swedish Notes: Not Applicable
44. Exchange Date: Not earlier than 40 calendar days after the Issue Date
45. The Aggregate Principal Amount of the Notes issued has been translated into U.S. dollars at the rate of U.S.\$1.00 = [●], producing a sum of: Not Applicable
46. Governing law of Notes (if other than the laws of the Province of Ontario and the federal laws of Canada applicable therein): Laws of the Province of Ontario and the federal laws of Canada applicable therein.
- Each Holder or beneficial owner of any Bail-inable Securities is deemed to attorn to the jurisdiction of the courts in the Province of Ontario with respect to the operation of the CDIC Act and the above laws.



**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....  
Duly authorised

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- |      |   |  |
|------|---|--|
| (i)  | Listing/Admission to trading:                               | Application has been made by the Issuer for the Notes to be admitted to trading on the Regulated Market of Euronext Dublin and listing on the official list of Euronext Dublin with effect from 1 February 2019. |
| (ii) | Estimate of total expenses related to admission to trading: | Not Applicable   |

### 2. Ratings

Ratings: Not Applicable

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

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4. OPERATIONAL INFORMATION

- |       |   |   |
|-------|---|---|
| (i)   | ISIN:   | XS1940929463  |
| (ii)  | Common Code:  | 194092946   |
| (iii) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg, their addresses and the relevant identification number(s): | Not Applicable  |
| (iv)  | Delivery:   | Delivery against payment  |
| (v)   | Name(s) and address(es) of Initial Paying Agents, Registrar and Transfer Agents:  | The Bank of New York Mellon, London Branch<br>One Canada Square<br>London E14 5AL   |
| (vi)  | Names and addresses of additional Paying Agent(s), Registrar and Transfer Agents (if any):  | Not Applicable  |
| (vii) | Intended to be held in a manner which would allow Eurosystem eligibility:   | Yes.<br><br>Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the |

ICSDs as common safe-keeper and does not necessarily mean that the Notes 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

- (a) If syndicated, of Managers: Not Applicable
- (b) If non-syndicated, name and address of Dealer: RBC Europe Limited  
Riverbank House  
2 Swan Lane  
London EC4R 3BF
- (c) U.S. Selling Restrictions: Regulation S compliance Category 2;  
TEFRA D rules apply

