

ROYAL BANK OF CANADA
Form 424B2
January 23, 2019

RBC Capital Markets® Filed Pursuant to Rule 424(b)(2)
Registration Statement No. 333-227001

Pricing Supplement

Dated January 18,
2019

To the Product

Prospectus \$340,000

Supplement No. Auto-Callable Contingent Coupon Barrier Notes Linked to the Common Stock of Facebook,

CCBN-1 Dated Inc., Due January 21, 2022

September 10, 2018, Royal Bank of Canada

the Prospectus

Supplement Dated

September 7, 2018

and the Prospectus

Dated September 7,

2018

Royal Bank of Canada is offering Auto-Callable Contingent Coupon Barrier Notes (the “Notes”) linked to the common stock (the “Reference Stock”) of Facebook, Inc. (the “Reference Stock Issuer”). The Notes offered are senior unsecured obligations of Royal Bank of Canada, will pay a quarterly Contingent Coupon at the rate and under the circumstances specified below, and will have the terms described in the documents described above, as supplemented or modified by this pricing supplement.

The Notes do not guarantee any return of principal at maturity. Any payments on the Notes are subject to our credit risk.

Investing in the Notes involves a number of risks. See “Risk Factors” beginning on page PS-5 of the product prospectus supplement dated September 10, 2018, on page S-1 of the prospectus supplement dated September 7, 2018, and “Selected Risk Considerations” beginning on page P-7 of this pricing supplement.

The Notes will not constitute deposits insured by the Canada Deposit Insurance Corporation, the U.S. Federal Deposit Insurance Corporation or any other Canadian or U.S. government agency or instrumentality. The Notes are not subject to conversion into our common shares under subsection 39.2(2.3) of the Canada Deposit Insurance Corporation Act. Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the Notes or determined that this pricing supplement is truthful or complete. Any representation to the contrary is a criminal offense.

Issuer:	Royal Bank of Canada	Stock Exchange Listing:	None
Trade Date:	January 18, 2019	Principal Amount:	\$1,000 per Note
Issue Date:	January 24, 2019	Maturity Date:	January 21, 2022
Observation Dates:	Quarterly, as set forth below	Coupon Payment Dates:	Quarterly, as set forth below
Valuation Date:	January 18, 2022	Contingent Coupon Rate:	8.35% per annum
Initial Stock Price:	\$150.04, which was the closing price of the Reference Stock on the Trade Date.		
Final Stock Price:	The closing price of the Reference Stock on the Valuation Date.		
Call Stock Price:	100% of the Initial Stock Price.		
Trigger Price and Coupon Barrier:	\$97.53, which is 65.00% of the Initial Stock Price (rounded to two decimal places).		

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Contingent Coupon: If the closing price of the Reference Stock is greater than or equal to the Coupon Barrier on the applicable Observation Date, we will pay the Contingent Coupon applicable to that Observation Date. You may not receive any Contingent Coupons during the term of the Notes.

If the Notes are not previously called, we will pay you at maturity an amount based on the Final Stock Price:

For each \$1,000 in principal amount, \$1,000 plus the Contingent Coupon at maturity, unless the Final Stock Price is less than the Trigger Price.

Payment at Maturity (if held to maturity): If the Final Stock Price is less than the Trigger Price, then the investor will receive at maturity, for each \$1,000 in principal amount, a cash payment equal to: \$1,000 + (\$1,000 x Reference Stock Return)

Investors in the Notes will lose some or all of their principal amount if the Final Stock Price of the Reference Stock is less than the Trigger Price.

Call Feature: If the closing price of the Reference Stock is greater than or equal to the Call Stock Price starting on July 18, 2019 and on any Observation Date thereafter, the Notes will be automatically called for 100% of their principal amount, plus the Contingent Coupon applicable to the corresponding Observation Date.

Call Settlement Dates: The Coupon Payment Date corresponding to that Observation Date.

CUSIP: 78013XVK1

	Per Note	Total
Price to public ⁽¹⁾	100.00%	\$340,000
Underwriting discounts and commissions ⁽¹⁾	2.25%	\$7,650
Proceeds to Royal Bank of Canada	97.75%	\$332,350

⁽¹⁾Certain dealers who purchased the Notes for sale to certain fee-based advisory accounts may have foregone some or all of their underwriting discount or selling concessions. The public offering price for investors purchasing the Notes in these accounts was between \$977.50 and \$1,000 per \$1,000 in principal amount.

The initial estimated value of the Notes as of the date of this pricing supplement is \$980.53 per \$1,000 in principal amount, which is less than the price to public. The actual value of the Notes at any time will reflect many factors, cannot be predicted with accuracy, and may be less than this amount. We describe our determination of the initial estimated value in more detail below.

RBC Capital Markets, LLC, which we refer to as RBCCM, acting as agent for Royal Bank of Canada, received a commission of \$22.50 per \$1,000 in principal amount of the Notes and used a portion of that commission to allow selling concessions to other dealers of up to \$22.50 per \$1,000 in principal amount of the Notes. The other dealers may forgo, in their sole discretion, some or all of their selling concessions. See “Supplemental Plan of Distribution (Conflicts of Interest)” below.

RBC Capital Markets, LLC

Auto-Callable Contingent Coupon Barrier Notes

SUMMARY

The information in this “Summary” section is qualified by the more detailed information set forth in this pricing supplement, the product prospectus supplement, the prospectus supplement, and the prospectus.

General: This pricing supplement relates to an offering of Auto-Callable Contingent Coupon Barrier Notes (the “Notes”) linked to the common stock of Facebook, Inc.

Issuer: Royal Bank of Canada (“Royal Bank”)

Trade Date: January 18, 2019

Issue Date: January 24, 2019

Denominations: Minimum denomination of \$1,000, and integral multiples of \$1,000 thereafter.

Designated Currency: U.S. Dollars

We will pay you a Contingent Coupon during the term of the Notes, periodically in arrears on each Coupon Payment Date, under the conditions described below:

Contingent Coupon: · If the closing price of the Reference Stock is greater than or equal to the Coupon Barrier on the applicable Observation Date, we will pay the Contingent Coupon applicable to that Observation Date.

· If the closing price of the Reference Stock is less than the Coupon Barrier on the applicable Observation Date, we will not pay you the Contingent Coupon applicable to that Observation Date. You may not receive a Contingent Coupon for one or more quarterly periods during the term of the Notes.

Contingent Coupon Rate: 8.35% per annum (2.0875% per quarter).

Observation Dates: Quarterly on April 18, 2019, July 18, 2019, October 18, 2019, January 21, 2020, April 20, 2020, July 20, 2020, October 19, 2020, January 19, 2021, April 19, 2021, July 19, 2021, October 18, 2021 and the Valuation Date.

Coupon Payment Dates: The Contingent Coupon, if applicable, will be paid quarterly on April 24, 2019, July 23, 2019, October 23, 2019, January 24, 2020, April 23, 2020, July 23, 2020, October 22, 2020, January 22, 2021, April 22, 2021, July 22, 2021, October 21, 2021 and the Maturity Date.

Record Dates: The record date for each Coupon Payment Date will be one business day prior to that scheduled Coupon Payment Date; provided, however, that any Contingent Coupon payable at maturity or upon a call will be payable to the person to whom the payment at maturity or upon the call, as the case may be, will be payable.

Call Feature: If, starting on July 18, 2019 and on any Observation Date thereafter, the closing price of the Reference Stock is greater than or equal to the Call Stock Price, then the Notes will be automatically called.

Call Settlement Dates: If the Notes are called on any Observation Date starting on July 18, 2019 and thereafter, the Call Settlement Date will be the Coupon Payment Date corresponding to that Observation Date.

Payment if Called: If the Notes are automatically called, then, on the applicable Call Settlement Date, for each \$1,000 principal amount, you will receive \$1,000 plus the Contingent Coupon otherwise due on that Call Settlement Date.

Valuation Date: January 18, 2022

Maturity Date: January 21, 2022

Initial Stock Price: The closing price of the Reference Stock on the Trade Date, as specified on the cover page of this pricing supplement.

Final Stock Price: The closing price of the Reference Stock on the Valuation Date.

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Auto-Callable Contingent Coupon Barrier Notes

Call Stock Price:	100% of the Initial Stock Price.
Trigger Price and Coupon Barrier:	65.00% of the Initial Stock Price, as specified on the cover page of this pricing supplement.
Payment at Maturity (if not previously called to maturity):	<p>If the Notes are not previously called, we will pay you at maturity an amount based on the Final Stock Price of the Reference Stock:</p> <ul style="list-style-type: none"> · If the Final Stock Price is greater than or equal to the Trigger Price, we will pay you a cash payment equal to the principal amount plus the Contingent Coupon otherwise due on the Maturity Date. · If the Final Stock Price is below the Trigger Price, you will receive at maturity, for each \$1,000 called and held in principal amount, a cash payment equal to: $\\$1,000 + (\\$1,000 \times \text{Reference Stock Return})$ <p>The amount of cash that you receive will be less than your principal amount, if anything, resulting in a loss that is proportionate to the decline of the Reference Stock from the Trade Date to the Valuation Date. Investors in the Notes will lose some or all of their principal amount if the Final Stock Price of the Reference Stock is less than the Trigger Price.</p> <p><u>Final Stock Price – Initial Stock Price</u></p>
Reference Stock Return:	Initial Stock Price
Stock Settlement:	Not applicable. Payments on the Notes will be made solely in cash.
Market Disruption Events:	The occurrence of a market disruption event (or a non-trading day) as to the Reference Stock will result in the postponement of an Observation Date or the Valuation Date, as described in the product prospectus supplement.
Calculation Agent:	RBC Capital Markets, LLC (“RBCCM”)
U.S. Tax Treatment:	<p>By purchasing a Note, each holder agrees (in the absence of a change in law, an administrative determination or a judicial ruling to the contrary) to treat the Notes as a callable pre-paid cash-settled contingent income-bearing derivative contract linked to the Reference Stock for U.S. federal income tax purposes. However, the U.S. federal income tax consequences of your investment in the Notes are uncertain and the Internal Revenue Service could assert that the Notes should be taxed in a manner that is different from that described in the preceding sentence. Please see the section below, “Supplemental Discussion of U.S. Federal Income Tax Consequences,” and the discussion (including the opinion of our counsel Morrison & Foerster LLP) in the product prospectus supplement dated September 10, 2018 under “Supplemental Discussion of U.S. Federal Income Tax Consequences,” which apply to the Notes.</p>
Secondary Market:	RBCCM (or one of its affiliates), though not obligated to do so, may maintain a secondary market in the Notes after the Issue Date. The amount that you may receive upon sale of your Notes prior to maturity may be less than the principal amount.
Listing:	The Notes will not be listed on any securities exchange.
Settlement:	DTC global (including through its indirect participants Euroclear and Clearstream, Luxembourg as described under “Description of Debt Securities — Ownership and Book-Entry Issuance” in the prospectus dated September 7, 2018).
Terms Incorporated in the	All of the terms appearing above the item captioned “Secondary Market” on the cover page and pages P-2 and P-3 of this pricing supplement and the terms appearing under the caption “General Terms of the Notes” in the product prospectus supplement dated September 10, 2018, as modified by this pricing

Master Note: supplement.

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Auto-Callable Contingent Coupon Barrier Notes

ADDITIONAL TERMS OF YOUR NOTES

You should read this pricing supplement together with the prospectus dated September 7, 2018, as supplemented by the prospectus supplement dated September 7, 2018 and the product prospectus supplement dated September 10, 2018, relating to our Senior Global Medium Term Notes, Series H, of which these Notes are a part. Capitalized terms used but not defined in this pricing supplement will have the meanings given to them in the product prospectus supplement. In the event of any conflict, this pricing supplement will control. The Notes vary from the terms described in the product prospectus supplement in several important ways. You should read this pricing supplement carefully.

This pricing supplement, together with the documents listed below, contains the terms of the Notes and supersedes all prior or contemporaneous oral statements as well as any other written materials including preliminary or indicative pricing terms, correspondence, trade ideas, structures for implementation, sample structures, brochures or other educational materials of ours. You should carefully consider, among other things, the matters set forth in “Risk Factors” in the prospectus supplement dated September 7, 2018 and in the product prospectus supplement dated September 10, 2018, as the Notes involve risks not associated with conventional debt securities. We urge you to consult your investment, legal, tax, accounting and other advisors before you invest in the Notes. You may access these documents on the Securities and Exchange Commission (the “SEC”) website at www.sec.gov as follows (or if that address has changed, by reviewing our filings for the relevant date on the SEC website):

Prospectus dated September 7, 2018:

<https://www.sec.gov/Archives/edgar/data/1000275/000121465918005973/196181424b3.htm>

Prospectus Supplement dated September 7, 2018:

<https://www.sec.gov/Archives/edgar/data/1000275/000121465918005975/f97180424b3.htm>

Product Prospectus Supplement dated September 10, 2018:

<https://www.sec.gov/Archives/edgar/data/1000275/000114036118038091/form424b5.htm>

Our Central Index Key, or CIK, on the SEC website is 1000275. As used in this pricing supplement, “we,” “us,” or “our” refers to Royal Bank of Canada.

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Auto-Callable Contingent Coupon Barrier Notes

HYPOTHETICAL EXAMPLES

The table set out below is included for illustration purposes only. The table illustrates the Payment at Maturity of the Notes (including the final Contingent Coupon, if payable) for a hypothetical range of performance for the Reference Stock, assuming the following terms and that the Notes are not automatically called prior to maturity:

Hypothetical Initial Stock Price:	\$100.00*
Hypothetical Trigger Price and Coupon Barrier:	\$65.00, which is 65.00% of the hypothetical Initial Stock Price
Contingent Coupon Rate:	8.35% per annum (or 2.0875% per quarter)
Contingent Coupon Amount:	\$20.875 per quarter
Observation Dates:	Quarterly
Principal Amount:	\$1,000 per Note

* The hypothetical Initial Stock Price of \$100 used in the examples below has been chosen for illustrative purposes only and does not represent the actual Initial Stock Price. The actual Initial Stock Price is set forth on the cover page of this pricing supplement.

Hypothetical Final Stock Prices are shown in the first column on the left. The second column shows the Payment at Maturity for a range of Final Stock Prices on the Valuation Date. The third column shows the amount of cash to be paid on the Notes per \$1,000 in principal amount. If the Notes are called prior to maturity, the hypothetical examples below will not be relevant, and you will receive on the applicable Coupon Payment Date, for each \$1,000 principal amount, \$1,000 plus the Contingent Coupon otherwise due on the Notes.

Hypothetical Final Stock Price of the Reference Stock	Payment at Maturity as Percentage of Principal Amount	Payment at Maturity (assuming that the Notes were not previously called)
\$150.00	102.0875%*	\$1,020.875*
\$140.00	102.0875%*	\$1,020.875*
\$125.00	102.0875%*	\$1,020.875*
\$120.00	102.0875%*	\$1,020.875*
\$110.00	102.0875%*	\$1,020.875*
\$100.00	102.0875%*	\$1,020.875*
\$90.00	102.0875%*	\$1,020.875*
\$80.00	102.0875%*	\$1,020.875*
\$70.00	102.0875%*	\$1,020.875*
\$65.00	102.0875%*	\$1,020.875*
\$64.99	64.99%	\$649.90
\$60.00	60.00%	\$600.00
\$50.00	50.00%	\$500.00
\$40.00	40.00%	\$400.00
\$30.00	30.00%	\$300.00
\$20.00	20.00%	\$200.00
\$10.00	10.00%	\$100.00
\$0.00	0%	\$0.00

*Including the final Contingent Coupon, if payable.

Auto-Callable Contingent Coupon Barrier Notes

Hypothetical Examples of Amounts Payable at Maturity

The following hypothetical examples illustrate how the payments at maturity set forth in the table above are calculated, assuming the Notes have not been called.

Example 1: The price of the Reference Stock increases by 25% from the Initial Stock Price of \$100.00 to the Final Stock Price of \$125.00. Because the Final Stock Price is greater than the Trigger Price and its Coupon Barrier, the investor receives at maturity, in addition to the final Contingent Coupon otherwise due on the Notes, a cash payment of \$1,000 per Note, despite the 25% appreciation in the price of the Reference Stock.

Example 2: The price of the Reference Stock decreases by 10% from the Initial Stock Price of \$100.00 to the Final Stock Price of \$90.00. Because the Final Stock Price is greater than the Trigger Price and its Coupon Barrier, the investor receives at maturity, in addition to the final Contingent Coupon otherwise due on the Notes, a cash payment of \$1,000 per Note, despite the 10% decline in the price of the Reference Stock.

Example 3: The price of the Reference Stock decreases by 60% from the Initial Stock Price of \$100.00 to the Final Stock Price of \$40.00. Because the Final Stock Price is less than the Trigger Price and its Coupon Barrier, the final Contingent Coupon will not be payable on the Maturity Date, and we will pay only \$400.00 for each \$1,000 in the principal amount of the Notes, calculated as follows:

Principal Amount + (Principal Amount x Reference Stock Return)
= \$1,000 + (\$1,000 x -60.00%) = \$1,000 - \$600.00 = \$400.00

* * *

The Payments at Maturity shown above are entirely hypothetical; they are based on theoretical prices of the Reference Stock that may not be achieved on the Valuation Date and on assumptions that may prove to be erroneous. The actual market value of your Notes on the Maturity Date or at any other time, including any time you may wish to sell your Notes, may bear little relation to the hypothetical Payments at Maturity shown above, and those amounts should not be viewed as an indication of the financial return on an investment in the Notes.

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Auto-Callable Contingent Coupon Barrier Notes

SELECTED RISK CONSIDERATIONS

An investment in the Notes involves significant risks. Investing in the Notes is not equivalent to investing directly in the Reference Stock. These risks are explained in more detail in the section “Risk Factors,” in the product prospectus supplement. In addition to the risks described in the prospectus supplement and the product prospectus supplement, you should consider the following:

Principal at Risk — Investors in the Notes could lose all or a substantial portion of their principal amount if there is a decline in the trading price of the Reference Stock between the Trade Date and the Valuation Date. If the Notes are not automatically called and the Final Stock Price on the Valuation Date is less than the Trigger Price, the amount of cash that you receive at maturity will represent a loss of your principal that is proportionate to the decline in the closing price of the Reference Stock from the Trade Date to the Valuation Date. Any Contingent Coupons received on the Notes prior to the Maturity Date may not be sufficient to compensate for any such loss.

The Notes Are Subject to an Automatic Call — If on any Observation Date, beginning in July 2019, the closing price of the Reference Stock is greater than or equal to the Call Stock Price, then the Notes will be automatically called. If the Notes are automatically called, then, on the applicable Call Settlement Date, for each \$1,000 in principal amount, you will receive \$1,000 plus the Contingent Coupon otherwise due on the applicable Call Settlement Date. You will not receive any Contingent Coupons after the Call Settlement Date. You may be unable to reinvest your proceeds from the automatic call in an investment with a return that is as high as the return on the Notes would have been if they had not been called.

You May Not Receive Any Contingent Coupons — We will not necessarily make any coupon payments on the Notes. If the closing price of the Reference Stock on an Observation Date is less than the Coupon Barrier, we will not pay you the Contingent Coupon applicable to that Observation Date. If the closing price of the Reference Stock is less than the Coupon Barrier on each of the Observation Dates and on the Valuation Date, we will not pay you any Contingent Coupons during the term of, and you will not receive a positive return on, your Notes. Generally, this non-payment of the Contingent Coupon coincides with a period of greater risk of principal loss on your Notes. Accordingly, if we do not pay the Contingent Coupon on the Maturity Date, you will also incur a loss of principal, because the Final Stock Price will be less than the Trigger Price.

The Call Feature and the Contingent Coupon Feature Limit Your Potential Return — The return potential of the Notes is limited to the pre-specified Contingent Coupon Rate, regardless of the appreciation of the Reference Stock. In addition, the total return on the Notes will vary based on the number of Observation Dates on which the Contingent Coupon becomes payable prior to maturity or an automatic call. Further, if the Notes are called due to the Call Feature, you will not receive any Contingent Coupons or any other payment in respect of any Observation Dates after the applicable Call Settlement Date. Since the Notes could be called as early as July 2019, the total return on the Notes could be minimal. If the Notes are not called, you may be subject to the full downside performance of the Reference Stock even though your potential return is limited to the Contingent Coupon Rate. As a result, the return on an investment in the Notes could be less than the return on a direct investment in the Reference Stock.

Your Return May Be Lower than the Return on a Conventional Debt Security of Comparable Maturity — The return that you will receive on the Notes, which could be negative, may be less than the return you could earn on other investments. Even if your return is positive, your return may be less than the return you would earn if you bought a conventional senior interest bearing debt security of Royal Bank.

Payments on the Notes Are Subject to Our Credit Risk, and Changes in Our Credit Ratings Are Expected to Affect the Market Value of the Notes — The Notes are our senior unsecured debt securities. As a result, your receipt of any Contingent Coupons, if payable, and the amount due on any relevant payment date is dependent upon our ability to repay its obligations on the applicable payment dates. This will be the case even if the price of the Reference Stock increases after the Trade Date. No assurance can be given as to what our financial condition will be during the term of the Notes.

There May Not Be an Active Trading Market for the Notes-Sales in the Secondary Market May Result in Significant Losses — There may be little or no secondary market for the Notes. The Notes will not be listed on any securities exchange. RBCCM and our other affiliates may make a market for the Notes; however, they are not required to do so. RBCCM or any other affiliate of ours may stop any market-making activities at any time. Even if a secondary market for the Notes develops, it may not provide significant liquidity or trade at prices advantageous to you. We expect that transaction costs in any secondary market would be high. As a result, the difference between bid and asked prices for your Notes in any secondary market could be substantial.

Owning the Notes Is Not the Same as Owning the Reference Stock — The return on your Notes is unlikely to reflect the return you would realize if you actually owned the Reference Stock. For instance, you will not receive or be entitled to receive any dividend payments or other distributions on the Reference Stock during the term of your Notes. As an owner of the Notes, you will not have voting rights or any other rights that holders of the Reference Stock may have. Furthermore, the Reference Stock may appreciate substantially during the term of the Notes, while your potential return will be limited to the applicable Contingent Coupon payments.

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Auto-Callable Contingent Coupon Barrier Notes

There Is No Affiliation Between the Reference Stock Issuer and RBCCM, and RBCCM Is Not Responsible for any Disclosure by the Reference Stock Issuer — We are not affiliated with the Reference Stock Issuer. However, we and our affiliates may currently, or from time to time in the future, engage in business with the Reference Stock Issuer. Nevertheless, neither we nor our affiliates assume any responsibilities for the accuracy or the completeness of any information that any other company prepares. You, as an investor in the Notes, should make your own investigation into the Reference Stock. The Reference Stock Issuer is not involved in this offering and has no obligation of any sort with respect to your Notes. The Reference Stock Issuer has no obligation to take your interests into consideration for any reason, including when taking any corporate actions that might affect the value of your Notes.

Our Business Activities May Create Conflicts of Interest — We and our affiliates expect to engage in trading activities related to the Reference Stock that are not for the account of holders of the Notes or on their behalf. These trading activities may present a conflict between the holders' interests in the Notes and the interests we and our affiliates will have in their proprietary accounts, in facilitating transactions, including options and other derivatives transactions, for their customers and in accounts under their management. These trading activities, if they influence the prices of the Reference Stock, could be adverse to the interests of the holders of the Notes. We and one or more of our affiliates may, at present or in the future, engage in business with the Reference Stock Issuer, including making loans to or providing advisory services. These services could include investment banking and merger and acquisition advisory services. These activities may present a conflict between our or one or more of our affiliates' obligations and your interests as a holder of the Notes. Moreover, we and our affiliates may have published, and in the future expect to publish, research reports with respect to the Reference Stock. This research is modified from time to time without notice and may express opinions or provide recommendations that are inconsistent with purchasing or holding the Notes. Any of these activities by us or one or more of our affiliates may affect the price of the Reference Stock, and, therefore, the market value of the Notes.

The Initial Estimated Value of the Notes Is Less than the Price to the Public — The initial estimated value set forth on the cover page of this pricing supplement does not represent a minimum price at which we, RBCCM or any of our affiliates would be willing to purchase the Notes in any secondary market (if any exists) at any time. If you attempt to sell the Notes prior to maturity, their market value may be lower than the price you paid for them and the initial estimated value. This is due to, among other things, changes in the price of the Reference Stock, the borrowing rate we pay to issue securities of this kind, and the inclusion in the price to the public of the underwriting discount and the estimated costs relating to our hedging of the Notes. These factors, together with various credit, market and economic factors over the term of the Notes, are expected to reduce the price at which you may be able to sell the Notes in any secondary market and will affect the value of the Notes in complex and unpredictable ways. Assuming no change in market conditions or any other relevant factors, the price, if any, at which you may be able to sell your Notes prior to maturity may be less than your original purchase price, as any such sale price would not be expected to include the underwriting discount and the hedging costs relating to the Notes. In addition to bid-ask spreads, the value of the Notes determined by RBCCM for any secondary market price is expected to be based on the secondary rate rather than the internal funding rate used to price the Notes and determine the initial estimated value. As a result, the secondary price will be less than if the internal funding rate was used. The Notes are not designed to be short-term trading instruments. Accordingly, you should be able and willing to hold your Notes to maturity.

The Initial Estimated Value of the Notes on the Cover Page of this Pricing Supplement Is an Estimate Only, Calculated as of the Time the Terms of the Notes Were Set — The initial estimated value of the Notes is based on the value of our obligation to make the payments on the Notes, together with the mid-market value of the derivative embedded in the terms of the Notes. See "Structuring the Notes" below. Our estimate is based on a variety of assumptions, including our credit spreads, expectations as to dividends, interest rates and volatility, and the expected term of the Notes. These assumptions are based on certain forecasts about future events, which may prove to be incorrect. Other entities may value the Notes or similar securities at a price that is significantly different than we do.

The value of the Notes at any time after the Trade Date will vary based on many factors, including changes in market conditions, and cannot be predicted with accuracy. As a result, the actual value you would receive if you sold the Notes in any secondary market, if any, should be expected to differ materially from the initial estimated value of your Notes.

Market Disruption Events and Adjustments — The payment at maturity, each Observation Date and the Valuation Date are subject to adjustment as described in the product prospectus supplement. For a description of what constitutes a market disruption event as well as the consequences of that market disruption event, see “General Terms of the Notes — Market Disruption Events” in the product prospectus supplement.

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	80,000	
B. Dean Elledge		-0-
Mark S. Hauf		-0-

- (1) Market Price of our common stock was \$0.07 at the end of fiscal year 2002.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Relationship with Metromedia Company.

Metromedia Company and its affiliates are collectively the Company's largest stockholder, beneficially holding 19,050,994 shares of the Company's common stock, representing approximately 20.3% of the Company's outstanding common stock at December 31, 2002. The Company is party to certain agreements and arrangements with Metromedia Company and its affiliates, the material terms of which are summarized below.

Consulting Agreement. Metromedia Company provided certain consulting services to the Company on an hourly basis as requested by the Company in the areas of tax, legal and investor relations pursuant to a Consulting Services Agreement ("CSA") that became effective on January 1, 2002. For the year ended December 31, 2002, the Company paid Metromedia Company a consulting fee of \$0.8 million pursuant to the CSA. In early September 2002, the existing CSA between the Company and Metromedia Company was amended to provide that the term of the CSA would continue in effect until September 15, 2002 and would continue, thereafter unless and until Metromedia Company or the Company provided written notice of termination to the other party, whereupon the CSA would immediately terminate. Metromedia Company has not given any notice of termination as of the date of filing of this Proxy Statement.

The services provided by Metromedia Company pursuant to the CSA have been provided as requested by us and have been invoiced to us at agreed-upon hourly rates. There is no minimum required level of services. We have also been obligated to reimburse Metromedia Company for all of its out-of-pocket costs and expenses incurred and advances paid by Metromedia Company in connection with the agreement. Pursuant to the agreement, we agreed to indemnify and hold Metromedia Company harmless from and against any and all damages, liabilities, losses, claims, actions, suits, proceedings, fees, costs or expenses (including reasonable attorneys' fees and other costs and expenses incident to any suit, proceeding or investigation of any kind) imposed on, incurred by or asserted against Metromedia Company in connection with the agreement, other than those in any way relating to or resulting from the gross negligence or willful misconduct of Metromedia Company, its employees, consultants or other representatives.

Prior to January 1, 2002, the Company was party to a management agreement ("Management Agreement") with Metromedia Company, pursuant to which Metromedia Company provided the Company with management services, including legal, insurance, payroll and financial accounting systems

and cash management, tax and benefit plans. Under the Management Agreement, the Company paid Metromedia Company approximately \$3.8 million for each of the years ended December 31, 2001 and 2000.

Trademark License Agreement. We are party to a license agreement with Metromedia Company, dated November 1, 1995 as amended on June 13, 1996 and in early September 2002, pursuant to which Metromedia Company has granted us a non-exclusive, non-transferable, non-assignable right and license, without the right to grant sublicenses, to use the trade name, trademark and corporate name "Metromedia" in the United States and, with respect to Metromedia International Telecommunications, Inc., worldwide, royalty-free for a term of 10 years. This license agreement may be terminated by Metromedia Company upon three months prior written notice to the Company or, upon the occurrence of certain specified events, upon one month's prior written notice by Metromedia Company to the Company.

In addition, Metromedia Company has reserved the right to terminate the license agreement in its entirety immediately upon written notice to us if, in Metromedia Company's sole judgment, our continued use of "Metromedia" as a trade name would jeopardize or be detrimental to the goodwill and reputation of Metromedia Company.

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Pursuant to the License Agreement, the Company has agreed to indemnify and hold Metromedia Company harmless against any and all losses, claims, suits, actions, proceedings, investigations, judgments, deficiencies, damages, settlements, liabilities and reasonable legal (and other expenses related thereto) arising in connection with the license agreement.

We believe that the terms of each of the transactions described above were no less favorable to us than could have been obtained from non-affiliated parties.

Indemnification Agreements

In accordance with Section 145 of the General Corporation Law of the State of Delaware, pursuant to the Company's Restated Certificate of Incorporation, the Company has agreed to indemnify its officers and directors against, among other things, any and all judgments, fines, penalties, amounts paid in settlements and expenses paid or incurred by virtue of the fact that such officer or director was acting in such capacity to the extent not prohibited by law.

We have entered into indemnification agreements with certain directors. These indemnification agreements provide for indemnification of such directors to the fullest extent authorized or permitted by law. They also provide for:

advancement by us of expenses incurred by the director in defending certain litigation;

the appointment in certain circumstances of an independent legal counsel to determine whether the director is entitled to indemnification; and

the continued maintenance by us of directors' and officers' liability insurance which currently consists of \$15 million of primary coverage.

The indemnification agreements were approved by our stockholders at our 1993 Annual Meeting of Stockholders.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than 10% of our outstanding common stock, to file with the Securities and Exchange Commission initial reports of beneficial ownership and reports of changes in beneficial ownership of our common stock. Such officers, directors and stockholders are required by the regulations of the Securities and Exchange Commission to furnish us with copies of all reports that they file under Section 16(a). Based on our records and other information, the Company believes that the

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required Section 16(a) reports in 2002 for our directors, executive officers and beneficial holders of 10% or more were timely filed, except that a Form 3 report was inadvertently filed late for Dean Elledge.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee of the Company's Board of Directors consists of Messrs. Johnson, White, Pompadur and Greene. Mr. Imlay was a member of the Compensation Committee until his resignation from his position as a director of the Company. Mr. Shaffer replaced him as a member of the Compensation Committee from his nomination and until his resignation from his position as a director of the Company. Mr. Greene replaced him as a member of the Compensation Committee upon his appointment as a director. The Compensation Committee is comprised entirely of independent directors and is responsible for developing and making recommendations to our Board of Directors with respect to our executive compensation policies.

Compensation Committee Report on Compensation

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The following report of the compensation committee discusses our executive compensation policies:

Background. The Board of Directors created the Compensation Committee (the "Compensation Committee") to have the responsibility for implementing and administering the Company's compensation policies and programs for its executive officers.

Compensation Policies.

The Company's compensation policies for executive officers are designed to (a) provide competitive compensation packages that will attract and retain superior executive talent, (b) link a significant portion of compensation to financial results, so as to reward successful performance, and (c) provide long-term equity compensation, to further align the interests of executive officers with those of stockholders and further reward successful performance. The principal components of the Company's executive officer compensation program are base salary, annual cash incentive awards and grants of stock options.

Base Salary.

Base salaries for the Company's executive officers other than the Chief Executive Officer, including any annual or other adjustments, are based upon recommendations by the Chief Executive Officer, taking into account such factors as competitive industry salaries, a subjective assessment of the nature of the position and the contribution and experience of the officer and the length of the officer's service. The current base salaries for Messrs Pyle and Elledge have been set in their respective employment agreements with the Company.

Stock Options.

The Compensation Committee administers the Company's Incentive Stock Plan. The Compensation Committee believes that the grant of stock options will motivate executives to create long-term growth in shareholder value. Pursuant to our 1996 Stock Option Plan, options are granted at the discretion of the Compensation Committee periodically. The number of option shares covered by such grants is determined based upon assessment of the individual's performance. The Compensation Committee considers the recommendation of and relies on information provided by our Chief Executive Officer in determining the number of option shares to be granted to the non-CEO executive officers. The Compensation Committee believes that the periodic grant of time-vested stock options provides an incentive that focuses the executives' attention on managing the business as owners of an equity stake in the Company. It further motivates executives to maximize long-term growth and

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profitability because value is created in the options only as our stock price increases after the option is granted.

In 2002, the following options were granted to Company executives:

Matthew Mosner, the Company's former Senior Vice President, Secretary and General Counsel, was granted stock options to purchase 100,000 shares of common stock at an exercise price of \$.36 per share. These options have expired.

Harold F. Pyle, the Company's Chief Financial Officer, was granted stock options to purchase 100,000 shares of common stock at an exercise price of \$.36 per share.

Delaware law requires that the Company not issue shares, including those issued under the Incentive Stock Plan, at a price below par value. Although the aforementioned stock options were granted at an exercise price below par value, the grantees will purchase the related shares at par value, in order to comply with Delaware law. The Company is obligated to reimburse the grantees for the difference between the par value of the shares purchased and the exercise price at the date of the stock option grant.

Chief Executive Officer Compensation.

The Company's compensation agreement with its Chief Executive Officer is designed to retain superior executive talent, and the discretionary bonus option links a significant portion of compensation to financial results, so as to reward successful performance and to further align the interests of CEO with those of stockholders and further reward successful performance.

As the current Chief Executive Officer, Mr. Hauf is compensated pursuant to an employment agreement entered into as of January 28, 2002, which was amended on June 26, 2002 and further amended on February 25, 2003. Mr. Hauf's term of employment extends through

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January 27, 2004, subject to earlier termination under certain specified circumstances. Mr. Hauf's employment agreement provides for an annual base salary of \$450,000.00 plus annual discretionary bonuses. In 2002, Mr. Hauf did not receive any stock option grants. Subsequent to the date of this compensation committee report, Mr. Hauf entered into a new employment agreement with the Company on October 6, 2003.

Mr. Carl Brazell was the Company's Chief Executive Officer during fiscal year 2002. His employment agreement provided for an annual base salary of \$600,000.00 plus annual discretionary bonuses. In 2002, Mr. Brazell was not awarded any stock options by the Company. Mr. Brazell resigned as Chief Executive on February 25, 2003 and was replaced by Mr. Hauf.

Personal Income Tax Reimbursement.

Senior executives receive reasonable commuting and other fringe related expenses and the Company reimburses those executives or grosses-up those amounts in order to defray the personal income tax effect of such payments.

Compliance with Internal Revenue Code Section 162(m).

One of the factors the Compensation Committee considers in connection with compensation matters is the anticipated tax treatment to us and to the executives of the compensation arrangements. The deductibility of certain types of compensation depends upon the timing of an executive's vesting in, or exercise of, previously granted rights. Moreover, interpretation of, and changes in, the tax laws and other factors beyond the Compensation Committee's control also affect the deductibility of compensation. Accordingly, the Compensation Committee will not necessarily limit executive compensation to that deductible under Section 162(m) of the Code. The Compensation Committee will consider various alternatives to preserving the deductibility of compensation payments and benefits to the extent consistent with its other compensation objectives.

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The foregoing report of the Compensation Committee shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that we specifically incorporate such information by reference, and shall not otherwise be deemed filed under such Acts.

Submitted by the Compensation Committee
Of the Board of Directors as of August 13, 2003

Alan K. Greene
Clark A. Johnson
Leonard White
I. Martin Pompadur

Performance Graph

We believe that our performance should be compared to that of telecommunications companies because the telecommunications business constitutes the strategic focus of our business operations. As a result, the following graph sets forth our total stockholder return as compared to the Standard & Poor's 500 Index and the NASDAQ Telecommunications Stock Index for the five year period from December 31, 1998 through December 31, 2002. The total stockholder return assumes \$100 invested at the beginning of the period in our common stock, the Standard & Poor's 500 Index and the NASDAQ Telecommunications Index and assumes reinvestment of dividends paid.

TOTAL SHAREHOLDER RETURN PERFORMANCE GRAPH
METROMEDIA INTERNATIONAL GROUP, INC. vs.
STANDARD & POOR'S 500 INDEX AND
NASDAQ TELECOMMUNICATIONS INDEX

	<u>1998</u>	<u>1999</u>	<u>2000</u>	<u>2001</u>	<u>2002</u>
Metromedia International Group, Inc.	\$ 100	\$ 85	\$ 46	\$ 15	\$ 2
S&P 500 Index	\$ 100	\$ 119	\$ 107	\$ 93	\$ 72
NASDAQ Telecomm Index	\$ 100	\$ 186	\$ 113	\$ 89	\$ 61

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

The following table sets forth certain information with respect to the members of our Board of Directors, including the two incumbent Class II directors who have been nominated by our Board of Directors for re-election as Class II directors at the Annual Meeting.

Our Board of Directors know of no reason why any of its nominees will be unable or will refuse to accept election. If any nominee becomes unable or refuses to accept election, our Board of Directors will either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, proxies will be voted in favor of such nominee.

The affirmative vote of the holders of a plurality of shares of common stock presented in person or represented by proxy at the Annual Meeting will be required to elect each of the two Class II nominees to our Board.

Name, Principal Occupation For Past Five Years and Certain Directorships	Age	Class of Directors	Director Since
I. Martin Pompadur Served as a Director since September 1999 and has been a Director of PLD Telekom Inc. since May 1998. Mr. Pompadur has been Executive Vice President of News Corporation and President of News Corporation Eastern and Central Europe and a member of News Corporation's Executive Management Committee since June 1998. He was appointed Chairman of News Corp. Europe on January 11, 2000. Mr. Pompadur is a Director of BskyB, Fox Kids Europe, Stream, StoryFirst Communications and Big Star Entertainment, Inc. Mr. Pompadur is a Member of the Compensation Committee.	67	Class II	1999
Leonard White Director of the Company since 1995. President and Chief Executive Officer of Rigel Enterprises, Inc. a management and private investment firm, since July 1997. Mr. White was President and Chief Executive Officer of Orion Pictures Corporation from March 1992 until July 1997 and Metromedia Entertainment	62	Class II	1995

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Name, Principal Occupation For Past Five Years and Certain Directorships	Age	Class of Directors	Director Since
<p>Group from 1995 until July 1997. He was Chairman of the Board and Chief Executive Officer of Orion Home Entertainment Corporation, a subsidiary of Orion ("OHEC"), from March 1991 until March 1992 and President and Chief Operating Officer of Orion Home Video division of OHEC from March 1987 until March 1991. Mr. White is a Director of Metromedia Fiber Network, Inc. and Big City Radio, Inc. Mr. White is Chairman of the Audit Committee and a Member of the Compensation Committee.</p>			
<p>Stuart Subotnick Director of the Company since 1995. He previously served as President and Chief Executive Officer of the Company (from December 1996 until November 2001) and as Vice Chairman of our Board of Directors (from November 1995 until November 2001). Mr. Subotnick was Vice Chairman of the Board and a Director of Orion Pictures Corporation from 1992 until July 1997. He has served as Executive Vice President of Metromedia Company and its predecessor-in-interest, Metromedia, Inc., for over five years. Mr. Subotnick is a Director of Metromedia Fiber Network, Inc., Carnival Corporation and Carnival PLC, and Chairman of the Board of Directors of Big City Radio, Inc.</p>	61	Class I	1995
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<p>Alan K. Greene Director of the Company since October 2002, when the Company appointed him as a director pursuant to an agreement between the Company and Elliott Associates. Mr. Greene served as the Chief Financial Officer of International Telecommunication Data Systems, Inc, a leading provider of comprehensive transactional billing and management information solutions to providers of wireless, long distance and satellite telecommunications services. Prior to this position, he had over twenty years of experience as a managing partner at Price Waterhouse. Mr. Greene is a member of the Compensation Committee and the Audit Committee.</p>	63	Class I	2002
<p>Mark S. Hauf Chairman of the Board of Directors, President and Chief Executive Officer since February 2003, Mr. Hauf has occupied several positions with affiliates of the Company since 1996. From February 2002 until his appointment to his new role, Mr. Hauf served as Chief Operating Officer of MITI. Prior to that he served as President of Metromedia China Corporation. Before joining Metromedia, Mr. Hauf launched a start up venture in cable television and information services marketing and consulted on several other telecommunications start ups. Mr. Hauf has held various senior level operating, IT and marketing positions at Ameritech and Wisconsin Bell</p>	55	Class III	2003
<p>Clark A. Johnson Director of the Company since 1990. Mr. Johnson served as Chairman and Chief Executive Officer of Pier 1 Imports, Inc., a specialty retailer of decorative home furnishings, from August 1988 until his retirement in February 1999. Mr. Johnson is a Director of Albertson's, Inc., InterTAN, Inc., Niagara Mohawk, Inc., Refac, Inc. and Chairman and Director of PSSI World Medical, Inc. Mr. Johnson is a Member of the Compensation, Audit and Nominating Committees.</p>	70	Class III	1990
<p>John S. Chalsty Director of the Company since March 2001. Mr. Chalsty is currently a senior advisor to Credit Suisse First Boston ("CSFB"). Mr. Chalsty served as President and Chief Executive Officer of Donaldson, Lufkin & Jenrette, Inc. ("DLJ") from</p>	68	Class III	2001

1986 to 1996 and as Chairman and Chief Executive Officer from 1996 to 1998 and as Chairman until the merger of DLJ into CSFB. Mr. Chalsty is currently a member of the Board of Directors of AXA Financial, Inc., Occidental Petroleum Corporation, Sappi Ltd., IBP, Inc. and Metromedia Fiber Network, Inc. Mr. Chalsty is a Member of the Nominating Committee.

EACH OF THE NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS AND THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" EACH OF MESSRS. POMPADUR AND WHITE.

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**PROPOSAL NO. 2 AUTHORIZATION OF PROPOSED AMENDMENT AND
RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION**

The Board is asking that the stockholders approve an amendment to the Restated Certificate of Incorporation that will reduce the par value of the Company's common stock from \$1.00 to \$.01. For your reference, a copy of the proposed Certificate of Amendment to the Restated Certificate of Incorporation, as amended, is Annex A.

"Par value" is a dollar value assigned to shares of capital stock by the corporation's incorporators. There is no minimum or maximum value requirement for par value under Delaware corporation law, and the Board believes the current practice of public companies is to have shares with no par value or nominal par value (such as \$0.01 per share). However, under current Delaware law and notwithstanding the fact that par value has limited significance, once a par value is assigned to the shares of capital stock of a Delaware corporation, such corporation cannot issue shares of capital stock for a consideration having a value below par.

Since the average quoted price for the Company's common stock is substantially below the current par value attributed to such stock (On October 1, 2003, the closing sale price of our common stock was \$0.14 per share and the par value of our common stock is currently set forth at \$1.00 per share), the Board has determined that such par value restricts the Company's ability to (i) pursue its restructuring strategy, which may involve the issuance by the Company of shares of common stock or options to purchase such shares, and (ii) incentivize management, as the Company may not issue stock in respect of options with an exercise price for the underlying shares of common stock below par, including with respect to options previously granted to management. The Board recommends that the par value per share of common stock be reduced to \$.01 to allow the Board greater flexibility in setting the consideration that may be paid for its issuance of shares of common stock or securities exercisable for or convertible into shares of common stock.

In addition, reducing par value of the Company's common stock may decrease the Company's franchise taxes depending on the method of calculating franchise taxes used by the Company. A reduction in the par value of the Company's common stock will not otherwise affect the rights of the Company's stockholders.

As a result of the reduction in par value, on the effective date of the reduction in par value, the stated par value capital on the Company's balance sheet attributable to the common stock will be reduced to 1/100th of its present amount and the additional paid-in capital account shall be credited with the amount by which the stated capital is reduced. The per share net income or loss and net book value per share of common stock will not be affected.

The reduction of the par value of the Company's common stock will become effective upon the filing with the Secretary of State of the State of Delaware of the Certificate of Amendment. It is expected that this filing will take place on or shortly after the date of the Annual Meeting.

The affirmative vote of the holders of a majority of shares of common stock outstanding and entitled to vote thereon will be required to approve and adopt Proposal No. 2.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" THE PROPOSED AMENDMENT AND RESTATEMENT OF THE RESTATED CERTIFICATE OF INCORPORATION IN THE FORM ATTACHED AS EXHIBIT A TO THIS PROXY STATEMENT.

**PROPOSAL NO. 3 RATIFICATION OF THE APPOINTMENT
OF INDEPENDENT AUDITORS**

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The Board of Directors has appointed the firm of KPMG LLP, independent auditors, to audit our consolidated financial statements for the fiscal year ending December 31, 2003, subject to ratification

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by our stockholders. KPMG LLP audited our consolidated financial statements for the fiscal year ended December 31, 2002.

A partner of KPMG LLP is expected to be present at the Annual Meeting, to be provided with an opportunity to make a statement and to be available to respond to appropriate questions from stockholders.

Audit Fees. The aggregate fees billed for professional services rendered for the audit of our annual financial statements by KPMG LLP for fiscal year 2002 and for the reviews of the financial statements included in our Forms 10-Q for the fiscal year 2002 were \$2,865,500.

Financial Information Systems Design and Implementation Fees. KPMG LLP provided no professional services to us of the nature described in Paragraph (c)(4)(ii) of Rule 2-01 of Regulation S-X during the fiscal year ended December 31, 2002.

All Other Fees. The aggregate fees billed for professional services rendered by KPMG LLP other than the audit fees were \$463,185. Such services encompassed audit related services including audits for the Company's disposition of Snapper, statutory reporting requirements and tax consulting services.

The audit committee has considered whether the provision of such services by KPMG LLP is compatible with maintaining auditor independence and has determined that it is.

If our stockholders do not ratify the appointment of KPMG LLP as our independent auditors for the forthcoming year, such appointment will be reconsidered by the audit committee and our Board of Directors.

The affirmative vote of the holders of a majority of shares of common stock present in person or represented by proxy at the Annual Meeting will be required to approve and adopt Proposal No. 3.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF OUR CONSOLIDATED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2003.

ANNUAL REPORT; INCORPORATION BY REFERENCE

Our Annual Report on Form 10-K for the year ended December 31, 2002 (which contains our audited consolidated financial statements) is being disseminated with this proxy statement. To the extent this proxy statement has been or will be specifically incorporated by reference into any filing by us under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, the sections of the proxy statement entitled "Audit Committee Report," "Compensation Committee Report on Compensation" and "Performance Graph" shall not be deemed to be so incorporated unless specifically otherwise provided in any such filing.

We have filed our Annual Report on Form 10-K for the year ended December 31, 2002 with the Securities and Exchange Commission. It is available at the SEC's web site at www.sec.gov. Upon written request by a Metromedia International Group, Inc. stockholder, we will mail without charge a copy of our Form 10-K, including the financial statements and financial statement schedules, but excluding exhibits to the Form 10-K. Exhibits to the Form 10-K are available upon payment of a reasonable fee, which is limited to our expenses in furnishing the requested exhibit.

Requests for copies of our Annual Report on Form 10-K should be directed to Investor Relations, Metromedia International Group, Inc., 505 Park Avenue, 21st Floor, New York, NY 10022. Financial reports may also be accessed on our web site at www.metromedia-group.com.

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ELECTRONIC ACCESS TO PROXY MATERIALS AND ANNUAL REPORT

This Proxy Statement and our Annual Report on Form 10-K are available on our website at www.metromedia-group.com. Most stockholders can elect to view future proxy statements and annual reports over the Internet instead of receiving paper copies in the mail.

If you are a stockholder of record, you can choose this option by marking the appropriate box on your proxy card or by following the instructions provided if you vote over the Internet or by telephone.

STOCKHOLDER PROPOSALS FOR 2004 ANNUAL MEETING

Any stockholder who wishes to present a proposal at the 2004 Annual Meeting of Stockholders, and who wishes to have such proposal included in our proxy statement for that meeting, must deliver a copy of such proposal to Metromedia International Group, Inc. at 8000 Tower Point Drive, Charlotte, North Carolina 28227, Attention: Corporate Secretary, no later than February 5, 2004, provided, however, that if the 2004 Annual Meeting of Stockholders is held on a date more than 30 days before or after the corresponding date of the 2003 Annual Meeting, any stockholder who wishes to have a proposal included in our proxy statement for that meeting must deliver a copy of the proposal to us a reasonable time before the proxy solicitation is made. We reserve the right to decline to include in our proxy statement any stockholder's proposal which does not comply with the rules of the Securities and Exchange Commission regarding the inclusion of shareholder proposals in company sponsored proxy materials. Any proposal of stockholders to be considered at next year's meeting, but not included in the proxy statement, must be submitted in writing by February 5, 2004. If received after February 5, 2004, the proposal will be deemed to be received in an untimely fashion.

With respect to proposals regarding stockholders' recommendations of individuals to be considered as nominees to the Board of Directors, stockholders must follow the procedure set forth in our by-laws and summarized in this Proxy Statement under the caption "Directors and Officers Meetings and Committees of the Board The Nominating Committee."

OTHER BUSINESS

The Board of Directors does not intend to bring any other business before the meeting. If any other business comes before the meeting, it is the intention of the persons named in the enclosed form of proxy to vote as proxies in accordance with their best judgment.

PLEASE EXERCISE YOUR RIGHT TO VOTE BY PROMPTLY COMPLETING, SIGNING AND RETURNING THE ENCLOSED PROXY FORM. You may later revoke the proxy and, if you are able to attend the meeting, you may vote your shares in person.

By Order of the Board of
Directors,
Harold F. Pyle, III
*Executive Vice President,
Chief Financial Officer, Treasurer
and Secretary*

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
METROMEDIA INTERNATIONAL GROUP, INC.**

It is hereby certified that:

1. The name of the corporation (hereinafter the "Corporation") is

Metromedia International Group, Inc.

2. The Restated Certificate of Incorporation, as previously amended, is hereby further amended by deleting the first paragraph of Article Fourth thereof and by substituting in its place and stead the following new Article:

"FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 470,000,000, divided as follows: 70,000,000 shares of Preferred Stock, the par value of which is \$1.00 per share (the "Preferred Stock") and 400,000,000 shares of Common Stock, the par value of which is \$0.01 per share (the "Common Stock")."

3. The amendment to the Restated Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Section 242(a) of the General Corporation Law of the State of Delaware. The amendment has been authorized by directors approval and vote at a meeting of the stockholders entitled to vote.

Signed on October , 2003

Harold F. Pyle, III
Secretary

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METROMEDIA INTERNATIONAL GROUP, INC.

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 5, 2003

The undersigned hereby appoints Natasha Alexeeva, Dean Elledge and Harold F. Pyle, III, and each of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote as designated on the reverse side at the annual meeting of the stockholders of Metromedia International Group, Inc., to be held on November 5, 2003 at the [] 10:00 a.m., local time, and any and all adjournments thereof, all of the shares of common stock, par value \$1.00 per share, of Metromedia International Group, Inc., according to the number of votes which the undersigned would possess if personally present, for the purposes of considering and taking action upon the proposals set forth on the reverse side, as more fully set forth in the Proxy Statement.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE LISTED PROPOSALS

PLEASE MARK, DATE, SIGN AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED ENVELOPE

(Please date and sign on the reverse side)

Address Change/Comments (Mark the corresponding box on the reverse side)

/*\ FOLD AND DETACH HERE /*\

You can now access your Metromedia International Group, Inc. account online.

Access your Metromedia International Group, Inc. shareholder account online via Investor ServiceDirect® (ISD).

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Mellon Investor Services LLC, agent for Metromedia International Group, Inc., now makes it easy and convenient to get current information on your shareholder account. After a simple and secure process of establishing a Personal Identification Number (PIN), you are ready to log in and access your account to:

View account status
View certificate history
View book-entry information

View payment history for dividends
Make address changes
Obtain a duplicate 1099 tax form
Establish/change your PIN

**Visit us on the web at <http://www.melloninvestor.com>
and follow the instructions shown on this page.**

Step 1: FIRST TIME USERS Establish a PIN

You must first establish a Personal Identification Number (PIN) online by following the directions provided in the upper right portion of the web screen as follows. You will also need your Social Security Number (SSN) or Investor ID available to establish a PIN.

The confidentiality of your personal information is protected using secure socket layer (SSL) technology.

SSN or Investor ID

Then click on the Establish PIN button

Please be sure to remember your PIN, or maintain it in a secure place for future reference.

Step 2: Log in for Account Access

You are now ready to log in. To access your account please enter your:

SSN or Investor ID

PIN

Then click on the Submit button

If you have more than one account, you will now be asked to select the appropriate account.

Step 3: Account Status Screen

You are now ready to access your account information. Click on the appropriate button to view or initiate transactions.

Certificate History

Book-Entry Information

Issue Certificate

Payment History

Address Change

Duplicate 1099

**For Technical Assistance Call 1-877-978-7778 between
9am-7pm Monday-Friday Eastern Time**

Please Mark Here for Address Change or Comments
SEE REVERSE SIDE

1. Election of Director Nominees:
01 Martin Pompadur 02 Leonard White

			FOR	AGAINST	ABSTAIN
FOR all nominees (except as marked to the contrary)	WITHHOLD AUTHORITY to vote for all nominees	2. The authorization of the proposed Amendment to the Certificate of incorporation to decrease the par value of the Common shares from \$1.00 to \$0.01 per share	o	o	o
o	o				

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	FOR	AGAINST	ABSTAIN
3. The ratification of the appointment of KPMG LLP as independent auditors for the year ending December 31, 2003	o	o	o

Nominees Exception

By checking the box to the right, I consent to future delivery of annual reports, proxy statements, prospectuses and other materials and shareholder communications electronically via the Internet at a webpage which will be disclosed to me. I understand that the Company may no longer distribute printed materials to me from any future shareholder meeting until such consent is revoked. I understand that I may revoke my consent at any time by contacting the Company's transfer agent, Mellon Investor Services LLC, Ridgefield Park, NJ and that costs normally associated with electronic delivery, such as usage and telephone charges as well as any costs I may incur in printing documents, will be my responsibility.

(INSTRUCTIONS: To withhold authority to vote for any individual nominee, strike a line through the nominee's name in the above list.

IMPORTANT: Please sign exactly as name appears on this card. Each joint owner should sign. Executors, administrators, trustees, etc. should give full title.

Date _____, 2003

Signature

Please Print Name Here

THIS PROXY WHEN PROPERLY EXECUTED WILL VOTE IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED STOCKHOLDER. THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE STOCKHOLDERS VOTE "FOR" PROPOSALS NO. 1, 2 AND 3. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES FOR DIRECTOR AND FOR PROPOSALS 2 AND 3. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT THEREOF.

Signature

Please Print Name Here

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QuickLinks

- [Metromedia International Group, Inc. 505 Park Avenue, 21st Floor New York, New York 10022](#)
- [METROMEDIA INTERNATIONAL GROUP, INC. 505 Park Avenue, 21st Floor New York, New York 10022 NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON NOVEMBER 5, 2003 TO THE STOCKHOLDERS OF METROMEDIA INTERNATIONAL GROUP, INC.](#)
- [INFORMATION REGARDING THE ANNUAL MEETING](#)
- [SECURITY OWNERSHIP](#)

DIRECTORS AND OFFICERS

AUDIT COMMITTEE REPORT

OPTION/SAR GRANTS DURING THE YEAR ENDED DECEMBER 31, 2002

AGGREGATED OPTION AND SAR EXERCISES IN FISCAL YEAR 2002 AND FISCAL YEAR-END OPTION AND SAR VALUES

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Alan K. Greene Clark A. Johnson Leonard White I. Martin Pompadur

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