

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or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended including by Directive 2010/73/EU, or superseded, the “**Prospectus Directive**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, 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.

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 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.

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 BANK OF MONTREAL OR ANY OF ITS AFFILIATES UNDER SUBSECTION 39.2(2.3) OF THE CANADA DEPOSIT INSURANCE CORPORATION ACT (THE “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.

Series No.: 7

Tranche No.: 1



Bank of Montreal

A\$5,000,000,000 Australian Medium Term Note Programme

Issue of

A\$450,000,000 Floating Rate Notes due 17 July 2024 (“Notes”)

The date of this Pricing Supplement is 15 July 2019.

This Pricing Supplement (as referred to in the Information Memorandum dated 8 July 2019 (“**Information Memorandum**”) in relation to the above Programme) relates to the Tranche of Notes referred to above. It is supplementary to, and should be read in conjunction with, the terms and conditions of the Notes contained in the Information Memorandum (“**Conditions**”), the Information Memorandum and the Second Deed Poll dated 8 July 2019 made by the Issuer.

Unless otherwise indicated, terms defined in the Conditions have the same meaning in this Pricing Supplement.

This Pricing Supplement does not constitute, and may not be used for the purposes of, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation, and no action is being taken to permit an offering of the Notes or the distribution of this Pricing Supplement in any jurisdiction where such action is required.

*The Issuer is neither a bank nor an authorised deposit-taking institution which is authorised under the Banking Act 1959 of Australia (“**Banking Act**”). The Notes are not obligations of any government and, in particular, are not guaranteed by the Commonwealth of Australia. The Issuer is not supervised by the Australian Prudential Regulation Authority. An investment in any Notes will not be covered by the depositor protection provisions in section 13A of the Banking Act and will not be covered by the Australian Government’s bank deposit guarantee (also commonly referred to as the Financial Claims Scheme). Notes that are offered for issue or sale or transferred in, or into, Australia are offered only in circumstances that would not require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act 2001 of Australia and must only be issued and transferred in compliance with the terms of the exemption from compliance with section 66 of the Banking Act that is available to the Issuer (including that such Notes must be issued or transferred in, or into, Australia in parcels of not less than A\$500,000 in aggregate principal amount).*

The Notes do not evidence or constitute deposits that are insured under the CDIC Act.

The particulars to be specified in relation to the Tranche of Notes referred to above are as follows:

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|---|----------------------|--|
| 1 | Issuer: | Bank of Montreal |
| 2 | Type of Issue: | Non-Private Placement |
| 3 | Type of Notes: | Floating Rate Notes |
| 4 | Bail-inable Notes: | Yes |
| 5 | Joint Lead Managers: | Bank of Montreal, London Branch

National Australia Bank Limited (ABN 12 004 044 937)

UBS AG, Australia Branch (ABN 47 088 129 613)

Westpac Banking Corporation (ABN 33 007 457 141) |
| 6 | Co-Managers: | Australia and New Zealand Banking Group Limited (ABN 11 005 357 522)

Commonwealth Bank of Australia (ABN 48 123 123 124)

Nomura International plc

The Toronto-Dominion Bank |

7	Dealers:	<p>Australia and New Zealand Banking Group Limited</p> <p>Bank of Montreal, London Branch</p> <p>Commonwealth Bank of Australia</p> <p>National Australia Bank Limited</p> <p>UBS AG, Australia Branch</p> <p>Nomura International plc</p> <p>The Toronto-Dominion Bank</p> <p>Westpac Banking Corporation</p>
8	Registrar:	Computershare Investor Services Pty Limited (ABN 48 078 279 277)
9	Issuing and Paying Agent:	Computershare Investor Services Pty Limited
10	Calculation Agent:	Computershare Investor Services Pty Limited
11	Currency:	Australian dollars (“A\$”)
12	Aggregate Principal Amount of Tranche:	A\$450,000,000
13	If interchangeable with existing Series:	Not Applicable
14	Issue Date:	17 July 2019
15	Issue Price:	100.00% of the Aggregate Principal Amount of Tranche
16	Denomination:	A\$10,000, provided that the aggregate consideration payable for the issue and transfer of Notes in, or into, Australia will be at least A\$500,000 (or its equivalent in an alternative currency and, in either case, disregarding moneys lent by the offeror or its associates) or the offer or invitation does not otherwise require disclosure to investors under Parts 6D.2 or 7.9 of the Corporations Act. In addition, the issue and transfer of Notes in Australia must comply with Banking exemption No. 1 of 2018 dated 21 March 2018 promulgated by the Australian Prudential Regulation Authority as if it applied to the Issuer <i>mutatis mutandis</i> (and which requires all offers of any parcels of Notes to be for an aggregate principal amount of at least A\$500,000).
17	Condition 5 (“Interest – Fixed Rate Notes”) for Fixed Rate Notes applies:	No

18	Condition 6 (“Interest – Floating Rate Notes”) for Floating Rate Notes applies:	Yes
	Interest Commencement Date:	Issue Date
	Interest Rate:	3-month BBSW plus the Margin specified below, payable quarterly in arrear
	Interest Payment Dates:	17 January, 17 April, 17 July and 17 October in each year, commencing on 17 October 2019 up to, and including, the Maturity Date, in each case subject to adjustment in accordance with the Business Day Convention specified below
	Business Day Convention:	Modified Following Business Day Convention
	Margin:	+1.00% per annum
	Day Count Fraction:	Actual/365 (Fixed)
	Fallback Interest Rate:	As per the Conditions
	Interest Rate Determination:	BBSW Rate Determination
	BBSW Rate:	As per Condition 6.6
	Maximum and Minimum Interest Rate:	Not Applicable
	Default Rate:	Not Applicable
	Rounding:	As per Condition 7.6
	Linear Interpolation:	Not Applicable
19	Relevant Financial Centres:	Sydney, Toronto, New York and London
20	Events of Default:	As per Condition 9
21	Maturity Date:	17 July 2024
22	Issuer Call Option (Condition 8.4 (“Early redemption at the option of the Issuer (Call)”)):	Not Applicable
23	Noteholder Put Option (Condition 8.5 (“Early redemption at the option of the Noteholders (Put)”)):	Not Applicable
24	TLAC Disqualification Event Call Option (Condition 8.6 (“Early redemption due to TLAC Disqualification Event”)):	Not Applicable
25	Clearing System:	Austraclear System

Interests in the Notes may also be traded through Euroclear and Clearstream, Luxembourg as described on pages 20 and 21 of the Information Memorandum.

- 26 Selling Restrictions: Canadian Sales Not Permitted
As set out in the section of the Information Memorandum entitled "Selling Restrictions".
- 27 ISIN: AU3FN0049011
- 28 Common Code: 202816983
- 29 Listing: Not Applicable
- 30 Credit ratings: The Notes are expected to be assigned the following credit ratings:

A2 by Moody's Investors Service Limited

A- by S&P Global Ratings

AA- by Fitch Ratings Ltd.
- A credit rating is not a recommendation to buy, sell or hold Notes and may be subject to revision, suspension or withdrawal at any time by the assigning rating agency.*

Credit ratings are for distribution only to a person (a) who is not a "retail client" within the meaning of section 761G of the Corporations Act and is also a person in respect of whom disclosure is not required under Parts 6D.2 or 7.9 of the Corporations Act, and (b) who is otherwise permitted to receive credit ratings in accordance with applicable law in any jurisdiction in which the person may be located. Anyone who is not such a person is not entitled to receive this Pricing Supplement and anyone who receives this Pricing Supplement must not distribute it to any person who is not entitled to receive it.

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

CONFIRMED

For and on behalf of

Bank of Montreal

By:



Date: 15 July 2019
