

# NEW ISSUE

## Bank of Montreal



5-Nov-19  
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*Final*

### New Issue Bank of Montreal Step Up Notes Due 2020, Extendible to 2024 (the "Notes")

<b>ISSUER:</b>	Bank of Montreal ( " the Issuer " )
<b>CREDIT RATING:</b>	Moodys: A2 S&P: A- DBRS: AAL
<b>ISSUE SIZE:</b>	CAD \$15,000,000.00
<b>ISSUE PRICE:</b>	\$ 100.00 per note (per \$100 in principal amount).
<b>SETTLEMENT:</b>	14-Nov-19
<b>MATURITY DATE:</b>	The Initial Maturity Date, subject to extension by the Issuer to an Extended Maturity Date or the Final Maturity Date, as the case may be, pursuant to the section entitled "Extension Feature" below.
<b>INITIAL MATURITY DATE:</b>	14-Nov-20
<b>EXTENDED MATURITY DATES:</b>	May 14, 2021; November 14, 2021; May 14, 2022; November 14, 2022; May 14, 2023; November 14, 2023; May 14, 2024
<b>FINAL MATURITY DATE:</b>	14-Nov-24
<b>EXTENSION FEATURE:</b>	The Issuer may, at its option, on the Initial Maturity Date and on each Extended Maturity Date thereafter on which the Note is outstanding, extend the Maturity Date to the next following Extended Maturity Date, or Final Maturity Date, if applicable. The Issuer will be DEEMED to have exercised its option to extend the Maturity Date of the Notes to the next following Extended Maturity Date or Final Maturity Date, if applicable, unless the Issuer advises CDS Clearing and Depository Services Inc. ("CDS") in writing not less than 15 Business Days prior to the Initial Maturity Date or relevant Extended Maturity Date of its intention to redeem the Notes and NOT to extend the Maturity Date of the Notes. If not extended, the Notes shall mature on the relevant Maturity Date.

A "Business Day" is a day on which Canadian Schedule I banks are open for business in Toronto.

**REDEMPTION AND REPURCHASE:** The Note is not redeemable at the option of the noteholder. The Issuer may from time to time repurchase Notes in the open market, by tender or private contract. Redemption or repurchase will be subject to the prior approval of the Superintendent of Financial Institutions (the "Superintendent") if such redemption would lead to a breach of the Bank's Total Loss Absorbing Capacity ("TLAC") requirements.

**DELIVERY (BOOK ENTRY ONLY SYSTEM):** The Issuer will not be considered to have entered into an agreement with an investor for the issuance of Notes until the Issue Date. The Notes will be issued in the form of a fully registered global note in the name of CDS & Co. as nominee of CDS and held by CDS. Registration of interests in and transfers of the Notes will be made only through the book entry only system of CDS. The Notes must be purchased directly or indirectly through a participant in the CDS book entry only system. No noteholder will be entitled to any certificate or other instrument from the Issuer or CDS evidencing ownership, and no noteholder will be shown on the records maintained by CDS except through an agent who is a participant of CDS.

**INTEREST PAYMENT DATES:** Interest is payable semi-annually in arrears on the 14th day of the month commencing on May 14, 2020 up to and including the Maturity Date. Interest for periods of less than one year will be calculated on the basis of a 360-day year, consisting of twelve 30-day months. If any Interest Payment Date is not a Business Day, then the payment will be made on the following Business Day, without adjustment for period end dates, and without payment of any additional interest or other amount.

**REPAYMENT OF PRINCIPAL:** The Principal will be repaid on the Maturity Date.

**COUPON SCHEDULE:** Subject to the Extension Feature described above, Interest will be payable semi-annually in arrears until the Maturity Date on each Interest Payment Date at the following rates per annum:

November 14, 2019	-	November 14, 2020	2.50%
November 14, 2020	-	November 14, 2021	2.60%
November 14, 2021	-	November 14, 2022	2.75%
November 14, 2022	-	November 14, 2023	3.00%
November 14, 2023	-	November 14, 2024	3.20%

**SPREAD:** The following table shows the annual and semi-annual yield to the noteholder under the Notes and selected spreads of the Notes over Government of Canada Benchmark bonds on the relevant Maturity Dates, assuming the Notes are not extended on the indicated dates.

<u>Maturity Date</u>	<u>Yield (Ann)</u>	<u>Yield (s.a.)</u>	<u>Benchmark Bond</u>	<u>Benchmark Yield (s.a.)</u>	<u>Spread (s.a.)</u>
14-Nov-20	2.52%	2.50%	2.00% Nov-20	1.72%	78 bps
14-Nov-21	2.57%	2.55%	1.25% Nov-21	1.63%	92 bps
14-Nov-22	2.63%	2.61%	1.00% Sep-22	1.62%	99 bps
14-Nov-23	2.73%	2.71%	2.00% Sep-23	1.60%	110 bps
14-Nov-24	2.82%	2.80%	1.50% Sep-24	1.59%	121 bps

**RANK:** The Notes will constitute direct unconditional obligations of the Issuer. The Notes will be issued on an unsubordinated basis and will rank equally, as among themselves and with all other outstanding, direct, unsecured and unsubordinated, present and future obligations (except as otherwise prescribed by law) of the Issuer, and will be payable rateably without any preference or priority.

**CREDIT RATING:** Moodys: A2 S&P: A- DBRS: AAL  
The Notes have not been rated. The ratings above apply to the deposit liabilities of the Issuer with a term to maturity of more than one year as of the date of this document. There can be no assurance that, if the Notes were specifically rated by these rating agencies, they would have the same rating as the conventional deposit liabilities of the Issuer. A rating is not a recommendation to buy, sell or hold investments, and may be subject to revision or withdrawal at any time by the relevant rating agency.

<b>NO CDIC:</b>	The Notes do not constitute or evidence deposits that are insured under the Canada Deposit Insurance Corporation Act "CDIC ACT".
<b>BAIL-INABLE:</b>	The Notes are bail-inable notes 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 the Issuer or any of its affiliates under subsection 39.2(2.3) of 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. For a description of Canadian bank resolution powers and the consequent risk factors attaching to the Notes reference is made to <a href="https://www.bmo.com/home/about/banking/investor-relations/regulatory-disclosure">https://www.bmo.com/home/about/banking/investor-relations/regulatory-disclosure</a> which information is hereby incorporated by reference.
<b>SECONDARY MARKET:</b>	BMO Capital Markets will arrange for a secondary market for the sale of Notes on any day that commercial banks are open for business in Toronto, Ontario, subject to the occurrence of a Market Disruption Event (as defined below). The price that BMO Capital Markets will pay for Notes sold in the secondary market prior to the Maturity Date will be determined by BMO Capital Markets, in its sole discretion. If a noteholder sells his or her Notes prior to the Maturity Date, such noteholder may receive less than the Principal and may suffer losses.
<b>SUBSEQUENT HOLDERS:</b>	Each holder or beneficial owner of a Note that acquires an interest in the Note in the secondary market and any successors, assigns, heirs, executors, administrators, trustees in bankruptcy and legal representatives of any such holder or beneficial owner shall be deemed to acknowledge, accept, agree to be bound by and consent to the same provisions specified in the Note to the same extent as the holders or beneficial owners that acquire an interest in the Note upon its initial issuance, including, without limitation, with respect to the acknowledgement and agreement to be bound by and consent to the terms of the Note related to the bail-in regime.
<b>MARKET DISRUPTION EVENT:</b>	<p>"Market Disruption Event" means, in respect of the Notes, any bona fide event, circumstance or cause (whether or not reasonably foreseeable) beyond the reasonable control of the Issuer or any person that does not deal at arm's length with the Issuer which has or will have a material adverse effect on the ability of a party to acquire, place, establish, re-establish, substitute, maintain, modify, unwind or dispose of any hedge transaction in respect of the Notes or to realize, recover or remit proceeds of any such hedge transaction. A Market Disruption Event may include, without limitation, any of the following events: (a) any event that disrupts or impairs (as determined by the calculation agent of the Notes) the ability of market participants in general (i) to effect transactions in, or obtain market values for, the Notes, or (ii) to effect transactions in, or obtain market values for, futures or options contracts relating to the Notes;</p> <p>(b) the adoption, change, enactment, publication, decree or other promulgation of any statute, regulation, rule or notice, however described, or any order of any court or other governmental or regulatory authority or any issuance of any directive or promulgation of, or any change in the interpretation, whether formal or informal, by any court, tribunal, regulatory authority or similar administrative or judicial body of any law, order, regulation, decree or notice, however described or any other event that (as determined by the calculation agent of the Notes) makes or would make it unlawful or impracticable for the Issuer to perform its obligations in respect of the Notes or for dealers generally to acquire, place, establish, re-establish, substitute, maintain, modify or unwind or dispose of any hedge transaction for the Note or to realize, recover or remit the proceeds of any such hedge transaction for the Note or otherwise has or would have a material adverse effect on the Notes or a Holder or for any hedge transaction for the Notes;</p> <p>(c) the taking of any action by any governmental, administrative, legislative or judicial authority or power of Canada or any other country, or any political subdivision, that (as determined by the Calculation Agent) has a material adverse effect on the financial markets of Canada; or</p> <p>(d) any outbreak or escalation of hostilities or other national or international calamity or crisis (including, without limitation, natural calamities) that (as determined by the calculation agent of the Notes) has or would have a material adverse effect on the ability of the Issuer to perform its obligations under the note program in respect of the Notes or of dealers generally to acquire, place, establish, re-establish, substitute, maintain, modify or unwind or dispose of any hedge transaction for the Notes or to realize, recover or remit the proceeds of any such hedge transaction for the Notes, or has or would have a material adverse effect on the economy of Canada; or</p> <p>(e) an increase in the cost of acquiring, placing, establishing, re-establishing, substituting, maintaining, modifying, unwinding or disposing of any hedge transaction for the Notes or in the cost of realizing, recovering or remitting the proceeds of any such hedge transaction</p>
<b>SUITABILITY AND CERTAIN RISK FACTORS:</b>	<p>The Notes may not be suitable for all investors. An investor should decide to invest in the Notes only after carefully considering with his or her advisor whether the Notes are a suitable investment in light of his or her investment objectives. Neither the Issuer nor BMO Capital Markets makes any recommendation as to whether the Notes are a suitable investment for any person.</p> <p>An investor should also take into account various risks associated with such an investment. Certain risk factors include, but are not limited to:</p> <p><b>Non-Conventional Notes</b></p> <p>The Notes are not conventional notes or fixed income securities in that they do not track the same price movements as traditional interest rate products.</p> <p><b>Extension Feature</b></p> <p>There is no certainty as to the term to maturity of the Notes after the Initial Maturity Date because the Extension Feature embedded in the Notes is entirely in the discretion of the Issuer and may be dependent on future interest rates and market volatility. Higher interest rates in future years increase the likelihood that the Issuer will extend the Maturity Date of the Notes. Lower interest rates in future years decrease the likelihood that the Issuer will extend the Maturity Date of the Notes.</p>
<b>SET-OFF:</b>	The holders and beneficial owners of the Notes will not be entitled to exercise, or direct the exercise of, any set-off or netting rights with respect to the Notes.
<b>GOVERNING LAW:</b>	Ontario and the federal laws of Canada applicable therein
<b>ATTORNTMENT:</b>	Courts of the Province of Ontario

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