

## IMPORTANT NOTICE

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH DIRECTIVE 2003/71/EC AS AMENDED (THE “PROSPECTUS DIRECTIVE”) FOR THIS ISSUE OF NOTES. THE NOTES WHICH ARE THE SUBJECT OF THIS PRICING SUPPLEMENT ARE NOT COMPLIANT WITH THE PROSPECTUS DIRECTIVE AND THE FINANCIAL CONDUCT AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THE INFORMATION CONTAINED IN THIS PRICING SUPPLEMENT.

**MIFID II PRODUCT GOVERNANCE / TARGET MARKET** - Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Exempt Notes has led to the conclusion that: (i) the target market for the Exempt Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Exempt Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Exempt Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Exempt Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

**PRIIPS REGULATION PROHIBITION OF SALES TO EEA AND UK RETAIL INVESTORS** - The Exempt 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”) or the United Kingdom (the “UK”). 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or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended including by Directive 2010/73/EU, or superseded, the “Prospectus Directive”).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 Exempt Notes or otherwise making them available to retail investors in the EEA or the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or the UK may be unlawful under the PRIIPs Regulation.

THESE EXEMPT 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.

Pricing Supplement dated May 22, 2020



(the "Issuer")

LEI: NQQ6HPCNCCU6TUTQYE16

Issue of CAD 55,000,000 Fixed Rate Notes due May 26, 2035

Senior Notes

under the U.S.\$ 20,000,000,000 Note Issuance Programme

This document constitutes the Pricing Supplement relating to the issue of Notes described herein.

#### PART A – CONTRACTUAL TERMS

Any person making or intending to make an offer of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer.

Neither the Issuer nor any Dealer has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "Conditions") set forth in the Offering Circular dated July 11, 2019 and the supplements thereto dated August 28, 2019, December 5, 2019, February 28, 2020 and April 23, 2020. This Pricing Supplement contains the final terms of the Notes for the purposes of the Conditions and must be read in conjunction with such Offering Circular as so supplemented.

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|----|--|--------------------------|
| 1. | Issuer:  | Bank of Montreal         |
| 2. | Branch   | Main branch in Toronto   |
|    | (i) Series Number:   | 215                      |
|    | (ii) Tranche Number:   | 1                        |
|    | (iii) Date on which the Notes will be consolidated and form a single Series: | Not Applicable           |
| 3. | Specified Currency or Currencies:  | Canadian Dollars ("CAD") |
| 4. | Aggregate Nominal Amount:  |                          |
|    | (i) Series:  | CAD 55,000,000           |
|    | (ii) Tranche:  | CAD 55,000,000           |

5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denomination(s):	CAD 1,000,000 and integral multiples of CAD 1,000 in excess thereof up to and including CAD 1,999,999. No notes in definitive form will be issued with a denomination above CAD 1,999,999.
	(ii) Calculation Amount:	CAD 1,000,000
7.	(i) Issue Date:	May 26, 2020
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	May 26, 2035, subject to adjustment for payment purposes only in accordance with the Following Business Day Convention
9.	Interest Basis:	2.78 per cent. Fixed Rate (further particulars specified below)
10.	Redemption Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their Nominal Amount
11.	Change of Interest or Redemption/ Payment Basis:	Not Applicable
12.	Put/Call Options:	Bank Call Option (further particulars specified below)
13.	(i) Status of the Notes	Senior Notes
	(ii) Date(s) of Board approval for issuance of Notes obtained:	Not Applicable
14.	Bail-inable Notes:	Yes
15.	Method of distribution:	Non-syndicated

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

16.	<b>Fixed Rate Note Provisions</b>	Applicable
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(i)	Rate of Interest	2.78 per cent. per annum payable annually in arrear
(ii)	Interest Payment Date(s):	May 26 in each year, commencing May 26, 2021, up to and including the Maturity Date adjusted for payment purposes only in accordance with the Business Day Convention specified in paragraph (iv) below
(iii)	Adjusted Fixed Interest Periods:	Not Applicable
(iv)	Business Day Convention:	Following Business Day Convention
(v)	Additional Business Centre(s):	London and Toronto
(vi)	Fixed Coupon Amount(s): <i>(applicable to Notes in definitive form only. For the calculation of interest on Notes issued in global form see Condition 4(a))</i>	CAD 27,800 per Calculation Amount
(vii)	Broken Amount(s): <i>(applicable to Notes in definitive form only. For the calculation of interest on Notes issued in global form see Condition 4(a))</i>	Not Applicable
(viii)	Day Count Fraction:	30/360
(ix)	Determination Dates:	Not Applicable
(x)	Calculation Agent:	The Agent shall be the Calculation Agent
(xi)	Range Accrual:	Not Applicable
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
17.	<b>Fixed Rate Reset Note Provisions</b>	Not Applicable
18.	<b>Floating Rate Note Provisions</b>	Not Applicable
19.	<b>Zero Coupon Note Provisions</b>	Not Applicable
20.	<b>Index Linked/other variable-linked Note Provisions</b>	Not Applicable
21.	<b>Dual Currency Note Provisions:</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
22.	<b>Bank Call Option</b>	Applicable

(i)	Optional Redemption Date(s)	May 26, 2025 and each subsequent Interest Payment Date up to and including May 26, 2034, subject to adjustment for payment purposes only in accordance with the Following Business Day Convention
(ii)	Optional Redemption Amount(s) of each Note:	CAD 1,000,000 per Calculation Amount
(iii)	Redeemable in part:	No
(iv)	If redeemable in part:	Not Applicable
	(a) Minimum Redemption Amount:	Not Applicable
	(b) Maximum Redemption Amount:	Not Applicable
(v)	Notice period (if other than as set out in Condition 5(d)):	Minimum period: 5 days
23.	<b>Noteholder Put Option</b>	Not Applicable
24.	<b>Early Redemption for Illegality (Range Accrual Notes)</b>	Not Applicable
25.	<b>Bail-inable Notes - TLAC Disqualification Event Call:</b>	Not Applicable
26.	<b>Final Redemption Amount:</b>	CAD 1,000,000 per Calculation Amount
27.	<b>Early Redemption Amount</b>	CAD 1,000,000 per Calculation Amount
	Early Redemption Amount(s) payable on redemption for taxation reasons, on event of default or, if applicable, for illegality other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 5(g)):	

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

28.	Form of Notes:	<b>Bearer Notes</b>
		Temporary global Note exchangeable on or after July 6, 2020 for a permanent global Note which is exchangeable for Definitive Notes in the limited circumstances specified in Condition 2.

29. New Global Note or Classic Global Note: Classic Global Note
30. Additional Financial Centre(s): Toronto and London
31. Talons for future Coupons to be attached to Definitive Notes: No
32. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
33. Details relating to Instalment Notes: amount of each instalment ("**Instalment Amount**"), date on which each payment is to be made ("**Instalment Dates**"): Not Applicable
34. Redenomination: Not Applicable
35. Consolidation provisions: Not Applicable
36. Other final terms: Not Applicable

## **DISTRIBUTION**

37. If syndicated, names of Managers: Not Applicable
38. If non-syndicated, name of Dealer: Bank of Montreal, London Branch
39. Additional selling restrictions (including any modifications to those contained in the Offering Circular noted above):
- United States of America: Regulation S, Category 2; TEFRA D
- Canada: Canadian Sales Not Permitted
- Taiwan: Standard Taiwan Selling Restrictions applicable
- Prohibition of Sales to EEA Retail Investors: Applicable
- Prohibition of Sales to Belgian Consumers: Applicable
40. Calculation Agent for purposes of Condition 6(f) (if other than the Agent): Not Applicable

41. Calculation Agent for purposes of Condition 6(h) (RMB Notes) (if other than the Agent): Not Applicable
42. RMB Settlement Centre: Not Applicable
43. Relevant Valuation Time for RMB Notes: Not Applicable
44. Alternative Currency Payment: Not Applicable

**RESPONSIBILITY**

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

Signed on behalf of Bank of Montreal:



By: \_\_\_\_\_  
By: Robert Yeung  
Title: Managing Director, Head of Global FICC

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Listing: None
- (ii) Admission to trading: Not Applicable

### 2. RATINGS

Ratings: The Notes have not been specifically rated.

### 3. OPERATIONAL INFORMATION

ISIN: XS2180044237

Common Code: 218004423

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any) and if applicable a statement that it or they should be sole Paying Agent(s) for the Series: Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No. While the designation is specified as "No" at the date of this Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

### 4. U.S. TAX CONSIDERATIONS

The Issuer has determined that the Notes are not Specified Notes for purposes of Section 871(m) of the U.S. Internal Revenue Code of 1986, as amended.

### 5. USE OF PROCEEDS

As specified in the Offering Circular

### 6. ADDITIONAL INFORMATION

Not Applicable