

PRICING SUPPLEMENT

THE COVERED BONDS HAVE NOT BEEN APPROVED OR DISAPPROVED BY CANADA MORTGAGE AND HOUSING CORPORATION (CMHC) NOR HAS CMHC PASSED UPON THE ACCURACY OR ADEQUACY OF THIS DISCLOSURE DOCUMENT. THE COVERED BONDS ARE NEITHER INSURED NOR GUARANTEED BY CMHC OR THE GOVERNMENT OF CANADA OR ANY OTHER AGENCY THEREOF.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Covered Bonds 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 (the **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 (EU) 2016/97 (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 Regulation (EU) 2017/1129 (as amended, the **Prospectus Regulation**). Consequently no key information document required by Regulation (EU) No. 1286/2014 (as amended, the **PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Covered Bonds 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 UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 as amended (the **EUWA**); (ii) a customer within the meaning of the provisions of the UK Financial Services and Markets Act 2000 (as amended, the **FSMA**) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (as amended) as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended) as it forms part of UK domestic law by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Covered Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Covered Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

IMPORTANT NOTICE

In accessing the attached pricing supplement (the Pricing Supplement) you agree to be bound by the following terms and conditions.

The information contained in the Pricing Supplement may be addressed to and/or targeted at persons who are residents of particular countries only as specified in the Pricing Supplement and/or in the Prospectus (as defined in the Pricing Supplement) and is not intended for use and should not be relied upon by any person outside those countries and/or to whom the offer contained in the Pricing Supplement is not addressed. Prior to relying on the information contained in the Pricing Supplement, you must ascertain from the Pricing Supplement and/or Prospectus whether or not you are an intended addressee of the information contained therein.

The Guarantor is not now, and immediately following the issuance of the Covered Bonds pursuant to the Trust Deed will not be, a “covered fund” for purposes of regulations adopted under Section 13 of the Bank Holding Company Act of 1956, as amended, commonly known as the **Volcker Rule**. In reaching this conclusion, although other statutory or regulatory exemptions under the Investment Company Act of 1940, as amended, and under the Volcker Rule and its related regulations may be available, the Guarantor has relied on the exemption from registration set forth in Section 3(c)(5) of the Investment Company Act of 1940, as amended. See *Certain Volcker Rule Considerations* in the Prospectus dated 19 August 2022.

Neither the Pricing Supplement nor the Prospectus constitutes an offer to sell or the solicitation of an offer to buy securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities law of any such jurisdiction.

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 (AS AMENDED), AS IT FORMS PART OF UK DOMESTIC LAW BY VIRTUE OF THE EUWA (THE UK PROSPECTUS REGULATION) FOR THIS ISSUE OF COVERED BONDS. THE COVERED BONDS WHICH ARE THE SUBJECT OF THIS PRICING SUPPLEMENT ARE NOT COMPLIANT WITH THE UK PROSPECTUS REGULATION, AND THE FCA HAS NEITHER APPROVED NOR REVIEWED THE INFORMATION CONTAINED IN THIS PRICING SUPPLEMENT.

25 April 2023

Bank of Montreal

**Issue of CHF 325,000,000 2.0375% Covered Bonds due 27 April 2028
unconditionally and irrevocably guaranteed as to payment of principal and interest by
BMO Covered Bond Guarantor Limited Partnership
under the U.S.\$35 billion
Global Registered Covered Bond Program**

The Prospectus referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Covered Bonds in any member state of the EEA (each, a **Member State**) or in the UK will be made pursuant to an exemption under the Prospectus Regulation or the UK Prospectus Regulation (as the case may be) from the requirement to publish a prospectus for offers of the Covered Bonds. Accordingly, any person making or intending to make an offer in a Member State or in the UK of the Covered Bonds may only do so in circumstances in which no obligation arises for the Issuer or any Dealer to publish or supplement a Prospectus pursuant to the Prospectus Regulation or the UK Prospectus Regulation (as the case may be), 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 Covered Bonds in any other circumstances.

PART A

CONTRACTUAL TERMS

Terms used herein will be deemed to be defined as such for the purposes of the Terms and Conditions set forth in the prospectus dated 19 August 2022, as supplemented by the first supplement dated 31 August 2022 and the second supplement dated 7 December 2022 and the third supplement dated 2 March 2023, which together constitute a base prospectus (the **Prospectus**) for the purposes of Regulation (EU) 2017/1129 (as amended) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the EUWA) (the **UK Prospectus Regulation**). This document constitutes the pricing supplement of the Covered Bonds described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Prospectus. Full information on the Issuer and the Guarantor and the offer of the Covered Bonds is only available on the basis of the combination of this Pricing Supplement, the Prospectus and the prospectus dated April 25, 2023 (including any documents incorporated by reference therein) prepared by the Issuer in connection with the offering of the Covered Bonds in Switzerland and the admission of trading of Covered Bonds on SIX Swiss Exchange (the **Swiss Prospectus**). Copies of the Prospectus and the Swiss Prospectus, including any documents incorporated by reference therein, are available free of charge to the public at the Executive Offices of the Issuer, and the specified office of each of the Paying Agents and from UBS AG, Swiss Prospectus Switzerland, P.O. Box, 8098 Zurich, Switzerland, phone: +41 44 239 47 03 (voicemail), [mailto: swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com).

1. (a) Issuer: Bank of Montreal
- (b) Guarantor: BMO Covered Bond Guarantor Limited Partnership
2. (a) Series Number: CBL34
- (b) Tranche Number: 1
3. Specified Currency or Currencies: Swiss Francs (“CHF”)
4. Aggregate Nominal Amount of Covered Bonds admitted to trading:
 - (a) Series: CHF 325,000,000
 - (b) Tranche: CHF 325,000,000
5. (a) Issue Price: 100 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: CHF 5,000 and integral multiples thereof.
- (b) Calculation Amount: CHF 5,000
7. (a) Issue Date: 27 April 2023
- (b) Interest Commencement Date: Issue Date
8. (a) Final Maturity Date: 27 April 2028

- (b) Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee: 27 April 2029
9. Interest Basis: From (and including) the Interest Commencement Date to (but excluding) the Final Maturity Date: 2.0375% Fixed Rate payable annually in arrears on each Interest Payment Date
- From (and including) the Final Maturity Date to (but excluding) the Extended Due for Payment Date: 1 month CHF SARON Floating Rate payable monthly in arrears on each Interest Payment Date, subject to a minimum interest rate of 0.00%
10. Redemption/Payment Basis: Redemption at par on the Final Maturity Date, subject to extension as set out in this Pricing Supplement
11. Change of Interest Basis or Redemption/Payment Basis: Fixed to Floating
12. Put/Call Options: Not Applicable
13. Date of approval for issuance of Covered Bonds: 29 May 2013, 30 March 2015, 4 April 2016, 24 July 2017, 23 July 2018, 29 May 2019, 27 May 2020, 26 May 2021 and 25 May 2022

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Covered Bond Provisions: Applicable
- (a) Rate(s) of Interest: 2.0375 per cent. per annum payable annually in arrears on each Interest Payment Date
- (b) Interest Period(s): The first Interest Period is the period from and including the Issue Date up to but excluding the first Interest Payment Date. Subsequent Interest Periods are the period from and including an Interest Payment Date up to but excluding the immediately following Interest Payment Date, to, but excluding, the Final Maturity Date.
- (c) Interest Payment Date(s): Commencing on 27 April 2024, 27 April in each year up to and including the Final Maturity Date
- (d) Business Day Convention: Following Business Day Convention

- (e) Business Day(s): Zurich, London, Toronto, New York
- (f) Additional Business Centre(s): The centres specified under item 14(e) above
- (g) Fixed Coupon Amount(s): CHF 101.875 per Calculation Amount
- (h) Broken Amount(s): Not Applicable
- (i) Day Count Fraction: 30/360 (not adjusted)
- (j) Determination Date(s): 27 April in each year
- (k) Other terms relating to the method of calculating interest for Fixed Rate Covered Bonds: Not Applicable
15. Floating Rate Covered Bond Provisions: Applicable.
- Applicable in respect of the Extended Due for Payment Date of Guaranteed Amounts corresponding to the Final Redemption Amount under the Covered Bond Guarantee.
- (a) Interest Period(s): If applicable, the first Interest Period after the Final Maturity Date will be the period from and including the Final Maturity Date to but excluding the following Interest Payment Date and subsequent Interest Periods will be from and including the applicable Interest Payment Date to but excluding the immediately following Interest Payment Date, to but excluding the Extended Due for Payment Date.
- (b) Interest Payment Date(s): If applicable, the 27th calendar day of each month payable from but excluding the Final Maturity Date to and including the earlier of:
- (i) the date on which the Covered Bonds are redeemed in full; and (ii) the Extended Due for Payment Date
- (c) First Interest Payment Date: 27 May 2028, if applicable
- (d) Business Day Convention: Modified Following Business Day Convention
- (e) Business Day(s): Zurich, London, Toronto, New York

- (f) Additional Business Centre(s): The centres specified under item 15(e) above
- (g) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (h) Party responsible for calculating the Rate of Interest and Interest Amount (if not the Issuing and Paying Agent): UBS AG, as Swiss Paying Agent
- (i) Screen Rate Determination: Applicable
- Reference Rate and Relevant Financial Centre: CHF SARON 1m Compound Floating Rate
Relevant Financial Centre: Zurich
- Calculation Method: Not Applicable
- Compounded Daily SONIA Observation Convention: Not Applicable
- Compounded SOFR Convention: Not Applicable
- Relevant Number: Not Applicable
- Interest Determination Date(s): The fifth Zurich Banking Day prior to the end of each Interest Period
- Relevant Screen Page: currently www.six-group.com/exchanges/indices/data_centre/swiss_reference_rates/compound_rates_de.html
- (j) Observation Look-Back Period: 5 Zurich Banking Days
- (k) Floating Rate Covered Bond Margin(s): +0.00 per cent. per annum
- (l) Minimum Rate of Interest: 0.000 per cent. per annum
- (m) Maximum Rate of Interest: 60.000 per cent. per annum
- (n) Day Count Fraction: Actual/360 (adjusted)
16. Zero Coupon Covered Bond Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Issuer Call: Not Applicable

18. Put Option: Not Applicable
19. Final Redemption Amount of each Covered Bond: CHF 5,000 per Calculation Amount
20. Early Redemption Amount of each Covered Bond payable on redemption for taxation reasons or illegality or upon acceleration following an Issuer Event of Default or Guarantor Event of Default or other early redemption and/or the method of calculating the same (if required or if different from that set out in Condition 6.7 (*Early Redemption Amounts*)): CHF 5,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE COVERED BONDS

21. Form of Covered Bonds: Bearer Covered Bonds

The Covered Bonds will be issued in the form of a Regulation S Permanent Global Covered Bond (the **Permanent Global Covered Bond**) and, upon registration in the records of the Custodian (as defined below) will constitute intermediated securities (**Intermediated Securities**) in accordance with Article 6 of the Swiss Federal International Securities Act (the **FISA**). The Intermediated Securities will be created by (i) the deposit of the Permanent Global Covered Bond with SIX SIS AG (**SIX SIS**), acting as custodian as defined in Article 4 of the FISA (the **Custodian**) and (ii) SIX SIS, acting as Custodian, crediting the respective rights to securities accounts of the relevant participants with SIX SIS in accordance with Articles 4 and 6 of the FISA.

Each holder shall have a quotal co-ownership interest (*Miteigentumsanteil*) in the Permanent Global Covered Bond to the extent of its claim against the Issuer, provided that for so long as the Permanent Global Covered Bond remains deposited with the Custodian, the co-ownership interest shall be suspended and the Covered Bonds may only be transferred or otherwise disposed of in accordance with the provisions of the FISA, i.e., by the entry of the transferred Covered Bonds in a securities account of the transferee.

In respect of Covered Bonds represented by a Permanent Global Covered Bond, **neither the Issuer nor the holders of such Covered Bonds shall at any time have the right to effect or demand the conversion of the Permanent Global Covered Bond into, or the delivery of, Uncertificated Covered Bonds or Definitive Covered Bonds.** Definitive Covered Bonds may only be issued and printed and if the Swiss Paying Agent deems the printing of Definitive Covered Bonds to be necessary or desirable for the enforcement of obligations under the Covered Bonds, including, without limitation, if, under Swiss or any applicable foreign law, the enforcement of obligations under the Covered Bonds can only be assured by means of Definitive Covered Bonds. In such circumstances the Swiss Paying Agent may, upon consultation with the Issuer, arrange for the issue of such Definitive Covered Bonds, cause such Definitive Covered Bonds to be executed, authenticated and delivered as soon as practicable (and in any event within ninety days of the Swiss Paying Agent's decision to print Definitive Covered Bonds) and delivery, free of charge, to SIX SIS for the relevant holders, against cancellation of the Covered Bonds in the holder's securities account.

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| 22. | New Global Covered Bond: | Not Applicable |
| 23. | Global Covered Bond held under the New Safekeeping Structure: | No |
| 24. | Financial Centre(s) or other special provisions relating to payment dates: | Zurich, London, New York and Toronto |
| 25. | Talons for future Coupons to be attached to Bearer Definitive Covered Bonds (and dates on which such Talons mature): | No |
| 26. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |

DISTRIBUTION

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| 27. | (a) If syndicated, names of Managers: | UBS AG

Bank of Montreal, London Branch |
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| | (b) | Stabilising Manager (if any): | Not Applicable |
| 28. | | If non-syndicated, name and address of Dealer: | Not Applicable |
| 29. | (a) | U.S. Selling Restrictions: | Regulation S Category 2; TEFRA D |
| | (b) | ERISA: | No |
| 30. | | Non-exempt Offer: | Not Applicable |
| 31. | | Additional selling restrictions: | |
| | (a) | Switzerland: | Each of the Managers covenants that: <ul style="list-style-type: none"> (i) it has offered and sold and will offer and sell the Covered Bonds only in accordance with practices and documentation customary in Switzerland; (ii) it has used and will use reasonable efforts to sell the Covered Bonds only in Switzerland; and (iii) it will use reasonable efforts to ensure that more than 80 per cent. by value of the Covered Bonds will be offered and sold to non-distributors by distributors maintaining an offer in Switzerland (“distributors” having the meaning ascribed thereto in the U.S. Internal Revenue Code and regulations thereunder). |
| | (b) | Canada | Canadian Sales Not Permitted |
| 32. | | Additional United States Tax Considerations: | Not Applicable |
| 33. | | Prohibition of Sales to EEA Retail Investors: | Applicable |
| 34. | | Prohibition of Sales to UK Retail Investors: | Applicable |

PURPOSE OF PRICING SUPPLEMENT

This Pricing Supplement comprises the pricing supplement required for issue of Exempt Covered Bonds described herein pursuant to the U.S.\$35 billion Global Registered Covered Bond Program of Bank of Montreal.

RESPONSIBILITY

Each of the Issuer and the Guarantor accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:



Paras Jhaveri
Global Head, Capital Management and Funding

Duly authorised

Signed on behalf of the Guarantor:

By:



Paras Jhaveri
President

Duly authorised

PART B
OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing and admission to trading: Application will be made by the Issuer (or on its behalf) for the Covered Bonds to be listed in accordance with the Standard for Bonds on SIX Swiss Exchange.

The Covered Bonds have been admitted to provisional trading on SIX Swiss Exchange with effect from 25 April 2023. The last trading day of the Covered Bonds will be two business days prior to redemption of the Covered Bonds.

- (b) Estimate of total expenses related to admission to trading: Not applicable

2. RATINGS

Ratings: The Covered Bonds to be issued are expected to be rated:

Fitch: AAA

Moody's: Aaa

DBRS: AAA

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

Save as discussed in *Subscription and Sale and Transfer and Selling Restrictions*, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Covered Bonds has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. YIELD (*Fixed Rate Covered Bonds only*)

Indication of yield: 2.0375%

5. OPERATIONAL INFORMATION

- (a) ISIN Code: CH1261608892
- (b) Common Code: 261460858
- (c) WKN Code: Not applicable

- (d) CFI Code: DBFSFB
- (e) FISN Code: Bk Montreal/2.0375 MB 20280427 Sr
- (f) Any clearing system(s) other than DTC, Euroclear or Clearstream, Luxembourg and the relevant identification number(s) or codes such as CUSIP and CINS codes: SIX SIS AG (Swiss Security Number 126.160.889) and indirectly through Euroclear Bank SA/NV and/or Clearstream Banking S.A.
- (g) Name and address of initial Paying Agent(s)/Registrar(s)/Transfer Agent(s): The Issuer will at all times maintain a Paying Agent in relation to the Covered Bonds having a specified office in Switzerland and will at no time maintain a Paying Agent having a specified office outside Switzerland in relation to the Covered Bonds, unless permitted by applicable law.
- The Issuer has contractually appointed UBS AG (the **Swiss Paying Agent**) at the following address and any other offices in Switzerland as the sole Swiss Paying Agent for the Covered Bonds pursuant to section 2 of the supplemental agency agreement dated 25 April 2023:
- UBS AG
P.O Box
CH-8098 Zurich
Switzerland
- (h) Names and addresses of additional Paying Agent(s)/Transfer Agent(s) (if any): Not Applicable
- (i) Intended to be held in a manner which would allow Eurosystem Eligibility: Not Applicable

6. DISTRIBUTION

U.S. Selling Restrictions: Regulation S Category 2; TEFRA D

7. UNITED STATES TAX CONSIDERATIONS

Not applicable

SCHEDULE I

SARON COMPOUNDED

“**SARON Compounded**” means, in respect of an Interest Period, the rate of return of a daily compound interest investment in Swiss Franc (with the daily Swiss Overnight Average Rate Overnight (SARON) as reference rate for the calculation of interest) as calculated by the Calculation Agent (or such other party responsible for the calculation of the Rate of Interest, as specified in the Pricing Supplement) on the relevant Interest Determination Date as follows and the resulting percentage will be rounded, if necessary, to the nearest fifth decimal place, with 0.000005 being rounded upwards:

$$\left[\prod_{i=1}^{d_b} \left(1 + \frac{SARON_i \times n_i}{360} \right) - 1 \right] \times \frac{360}{d_c}$$

where:

“ d_b ” means the number of Zurich Banking Days in the relevant Observation Period;

“ d_c ” means the number of calendar days in the relevant Observation Period;

“ i ” is a series of whole numbers from one to d_b , representing the Zurich Banking Days in the relevant Observation Period in chronological order from, and including, the first Zurich Banking Day in such Observation Period;

“ n_i ” means, in respect of any Zurich Banking Day “ i ”, the number of calendar days from, and including, the Zurich Banking Day “ i ” up to, but excluding, the first following Zurich Banking Day;

“**Observation Period**” means the period from, and including, the date falling “ p ” Zurich Banking Days prior to the first day of the relevant Interest Period and ending on, but excluding, the date falling “ p ” Zurich Banking Days prior to (A) the Interest Payment Date for such Interest Period or (B) such earlier date on which such Covered Bonds become due and payable;

“**Observation Look-Back Period**” is as specified in the Pricing Supplement;

“ p ” means the number of Zurich Banking Days specified to be the Observation Look-Back Period in the Pricing Supplement (which shall not be less than five Zurich Banking Days);

“ $SARON_i$ ” means, in respect of any Zurich Banking Day “ i ”, SARON for such Zurich Banking Day “ i ”;

“**SARON**” means, in respect of any Zurich Banking Day, a reference rate equal to the Swiss Average Rate Overnight for such Zurich Banking Day published by the SARON Administrator on the SARON Administrator Website at the Relevant Time on such Zurich Banking Day; and

“**Zurich Banking Day**” means a day on which banks are open in the City of Zurich for the settlement of payments and of foreign exchange transactions.

If SARON does not so appear on the SARON Administrator Website or is not so published by the Relevant Time on such Zurich Banking Day and a SARON Benchmark Transition Event and a SARON Benchmark Replacement Date (each as defined in Section 4 of the Supplemental Trust Deed dated as of 25 April 2023)

have not both occurred on or prior to such Zurich Banking Day, the Swiss Average Rate Overnight published by the Saron Administrator on the Saron Administrator Website for the first preceding Zurich Banking Day on which the Swiss Average Rate Overnight was published by the Saron Administrator on the Saron Administrator Website.

For the purposes of this Schedule I:

“**Relevant Time**” means, in respect of any Zurich Banking Day, close of trading on SIX Swiss Exchange on such Zurich Banking Day, which is expected to be on or around 6.00 p.m. (Zurich time);

“**Saron Administrator**” means SIX Index AG or any successor administrator of Saron;

“**Saron Administrator Website**” means the website of the Saron Administrator; and

“**SIX Swiss Exchange**” means SIX Swiss Exchange AG and any successor thereto.