

BANK OF MONTREAL
MINUTES OF ANNUAL MEETING OF SHAREHOLDERS

Tuesday, March 31, 2015

The Annual Meeting of Shareholders of Bank of Montreal (the “Bank”) was held in the Presentation Hall, BMO’s Institute for Learning (“IFL”), Toronto, Ontario, Tuesday, March 31, 2015 commencing at 9:30 a.m. (local time).

In accordance with the By-laws of the Bank, Robert Prichard, the Bank’s Chairman of the Board, acted as Chair of the meeting, and Barbara Muir, the Bank’s Corporate Secretary, acted as Secretary of the meeting.

The Chair extended a warm welcome to shareholders and opened the meeting by thanking the two retiring Board members, Robert Astley and Bruce Mitchell, for their service to the Bank. He then introduced the Bank executives on the platform: Mr. William Downe, Chief Executive Officer; Mr. Tom Flynn, Chief Financial Officer; Mr. Simon Fish, General Counsel; and Ms. Muir.

The Chair noted that members of the Board of Directors of Bank of Montreal and the Bank’s senior management team were seated in the audience. The Chair then advised that notice of the meeting had been duly given in accordance with the *Bank Act* and a quorum of shareholders was present in person or represented by proxy. He therefore declared the meeting to be properly constituted for the transaction of such business as may be properly brought before it, following which he appointed Mr. Steve Gilbert and Ms. Sonia Ciavaglia, representatives of Computershare Trust Company of Canada, as Scrutineers for the meeting. The Chair also noted that the following representatives of the shareholders’ auditors, KPMG LLP, were in attendance: Mr. Reinhard Dotzlaw; Mr. Naveen Kalia; and Mr. Bill Thomas.

PROCEDURES

The Chair outlined certain procedures to be followed in the conduct of the meeting. The Chair also advised that closed captioning was provided for the hearing impaired and that the meeting was being broadcast live on the Internet in both official languages. He then outlined the agenda for the meeting and made comments in respect of forward-looking statements and non-GAAP financial measures.

CHIEF EXECUTIVE OFFICER REMARKS

In his address to shareholders, Mr. Downe discussed the current position of the Bank, reviewing the fiscal 2014 results and the change in the Bank’s competitive position over the past decade. Mr. Downe then spoke to the opportunities the Bank is engaged in realizing upon, including plans for the future, positioning for growth in the U.S. market, differentiating in the digital space and maintaining customer service as priority number one in everything we do.

ADDITIONAL PROCEDURES

The Chair reviewed additional procedures for the meeting and noted that voting on all matters of business requiring a vote by shareholders would be conducted by electronic ballot. In respect of the electronic voting mechanism, the Chair took the meeting through a sample practice vote for the benefit of those shareholders and proxyholders present who were voting at the meeting.

2014 ANNUAL FINANCIAL STATEMENTS AND AUDITORS' REPORT TO SHAREHOLDERS

The Chair referred to the Annual Report for the financial year ended October 31, 2014, a copy of which was forwarded to shareholders in advance of the meeting. He noted that the Annual Financial Statements were included on pages 123 to 189 of the Annual Report.

The Chair advised that the Auditors' Report contained on page 121 of the Bank's 2014 Annual Report would be taken as read.

ELECTION OF THE BOARD OF DIRECTORS

The Chair introduced the eleven nominees standing for re-election as Directors and the two new nominees, Mr. Martin Eichenbaum and Ms. Lorraine Mitchelmore, who were standing for election as Directors for the first time. In this regard, he reviewed Mr. Eichenbaum's and Ms. Mitchelmore's respective backgrounds and experience.

He thanked the current Directors for their service to the Bank, and noted the contributions of the four Committee Chairs (Philip Orsino, Ronald Farmer, Martha Piper and Don Wilson III) and the Chair of the Board of Directors of The Pension Fund Society of the Bank of Montreal (Christine Edwards). The following 13 persons were then nominated (with such nomination seconded) to be elected as Directors of the Bank until the next succeeding Annual Meeting of Shareholders of the Bank, or until their successors are elected or appointed:

Janice M. Babiak	Eric La Flèche
Sophie Brochu	Lorraine Mitchelmore
George A. Cope	Philip S. Orsino
William A. Downe	Martha C. Piper
Martin S. Eichenbaum	J. Robert S. Prichard
Christine Edwards	Don M. Wilson III
Ronald H. Farmer	

The Chair called for discussion on the motion and then asked the shareholders and proxyholders present to cast their votes.

APPOINTMENT OF THE SHAREHOLDERS' AUDITORS

The following motion (duly made and seconded) was presented to the meeting:

THAT the firm of KPMG LLP be appointed as auditors of the Bank for the ensuing year.

The Chair called for discussion on the motion and then asked the shareholders and proxyholders present to cast their votes.

ADVISORY RESOLUTION ON THE BANK'S APPROACH TO EXECUTIVE COMPENSATION

The Chair introduced the next item of business which was the approval of an advisory resolution on the Bank's approach to executive compensation, details of which were set out on page 6 of the management proxy circular for the meeting.

The following motion (duly made and seconded) was presented to the meeting:

RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the Shareholders accept the approach to executive compensation disclosed in the Management Proxy Circular delivered in advance of the 2015 Annual Meeting of

Shareholders of the Bank.

The Chair called for discussion on the motion and then asked the shareholders and proxyholders present to cast their votes.

SHAREHOLDER PROPOSALS

The Chair advised that the next item of business was to consider the three Shareholder Proposals as set out on pages 47 to 51 of the management proxy circular for the meeting.

The following motions on the three proposals, submitted by the Mouvement d'Éducation et de Défense des Actionnaires ("MÉDAC"), were presented to the meeting by its representative, Ms. Michelle Bussières, who also made supporting comments at the meeting in respect of each:

Proposal No. 1

THAT the Bank implement a policy regarding the compensation of its executives that provides for the use, each year, of the equity ratio as a compensation benchmark in order to assure shareholders that its executive compensation strategy is fair and equitable.

Proposal No. 2

THAT the Board of Directors abolish, over a period of five years, stock options as a means of compensation and replace them with a form of compensation focused on the institution's long term performance.

Proposal No. 3

THAT the Bank Disclose, at the next annual meeting, the policy it intends to adopt in order to avoid being sued again for abusive business and pricing practices within the credit card market.

Following the presentation of each motion, the Chair called for discussion and then asked the shareholders and proxyholders present to cast their votes. He reminded shareholders that the Board's position and recommendation on each of the three proposals was stated in the management proxy circular, copies of which were provided to those in attendance for their reference.

In respect of Shareholder Proposal No. 1, Mr. John Mountain, a representative of NEI Investments, addressed the meeting and advised that NEI could not fully support the proposal over concerns about the specific vertical metric being proposed. Notwithstanding, he noted NEI's continuing issue with pay disparity and its promotion of equitable pay and moderation of executive pay. He did, however, thank the Bank for being open to engagement and for the recent steps taken to disclose the use of vertical comparisons in compensation decision-making.

VOTING RESULTS

The Chair then called upon the Scrutineers to report the results of the voting. Mr. Gilbert announced the results of the voting which are appended to and form part of these minutes as Appendix A.

The Chair declared that: the thirteen nominees proposed for election as Directors of the Bank were elected; the audit firm of KPMG LLP was appointed as the Shareholders' Auditors of the Bank for the ensuing year; the advisory resolution on the Bank's approach to executive compensation was approved; and shareholder proposals 1, 2 and 3 were defeated.

SHAREHOLDERS' QUESTIONS

The Chair then declared the meeting open for shareholder questions. Comments and questions were received from various shareholders or proxyholders and were addressed, with respect to: sensitivity of the Bank's earnings to a drop in real estate prices and low oil prices; concerns over deflation; logistics of the annual meeting of shareholders; the Bank's ability to capitalize on the low price of oil; Registered Disability Savings Plans and Canada's aging population; and use of old GAAP (Generally Accepted Accounting Practices) vs. IFRS (International Financial Reporting Standards).

TERMINATION OF MEETING

The Chair thanked all those who attended the meeting. With there being no further business, the Chair declared the meeting terminated.

Confirmed

Chair

Verified

Secretary

LIST OF APPENDICES

Appendix A Voting Results

**REPORT UNDER
NATIONAL INSTRUMENT 51-102
REPORT OF VOTING RESULTS**

To: Canadian Securities Administrators

In accordance with section 11.3 of National Instrument 51-102 – Continuous Disclosure Obligations, the following sets out the matters voted on at the Annual Meeting of Shareholders of Bank of Montreal (the “Bank”) held on March 31, 2015 and, as such votes were conducted by ballot, the number and percentage of votes cast for, against/withheld or abstentions from each vote. Each of the matters set out below is described in greater detail in the Notice of Annual Meeting of Shareholders and Management Proxy Circular which was mailed to shareholders prior to the Annual Meeting and is available at www.bmo.com/investorrelations.

The Board of Directors and management of the Bank recommended that shareholders vote FOR the election as director of each of the 13 nominees listed in the Management Proxy Circular, FOR the appointment of KPMG LLP as Auditors of the Bank, FOR the advisory resolution on the Bank’s approach to executive compensation and AGAINST Shareholder Proposals 1 through 3.

1. Election of Directors

A ballot was conducted to vote on each resolution to appoint each of the following 13 nominees as a Director of the Bank to serve until the next Annual Meeting of Shareholders of the Bank or until their resignation or their successor is elected or appointed, and the outcome was as follows:

Nominee	Votes For		Votes Withheld	
	Count	Percentage	Count	Percentage
Janice M. Babiak	252,282,606	99.50%	1,257,830	0.50%
Sophie Brochu	251,683,665	99.27%	1,857,105	0.73%
George A. Cope	251,390,840	99.15%	2,148,825	0.85%
William A. Downe	251,936,826	99.38%	1,583,945	0.62%
Christine A. Edwards	252,389,215	99.55%	1,151,310	0.45%
Martin S. Eichenbaum	252,047,829	99.42%	1,472,695	0.58%
Ronald H. Farmer	251,968,359	99.39%	1,552,364	0.61%
Eric R. La Flèche	252,060,691	99.42%	1,460,080	0.58%
Lorraine Mitchelmore	252,169,709	99.47%	1,351,062	0.53%
Philip S. Orsino	251,118,610	99.05%	2,400,764	0.95%
Martha C. Piper	251,922,530	99.37%	1,588,836	0.63%
J. Robert S. Prichard	251,303,674	99.13%	2,216,374	0.87%
Don M. Wilson III	252,194,111	99.48%	1,321,582	0.52%

2. Appointment of Shareholders’ Auditors

A ballot was conducted to vote on the resolution to appoint the firm of KPMG LLP as the auditors of the Bank for the 2015 fiscal year and the outcome was as follows:

Votes For		Votes Withheld	
Count	Percentage	Count	Percentage
265,278,192	97.86%	5,810,700	2.14%

3. Advisory Resolution on Executive Compensation

A ballot was conducted to vote on the advisory resolution on the Bank's approach to executive compensation as outlined in the Management Proxy Circular and the outcome was as follows:

Votes For		Votes Against	
234,190,985	92.37%	19,344,679	7.63%

4. Shareholder Proposal No. 1

A ballot was conducted to vote on a shareholder proposal regarding "Report on Compensation" and the outcome was as follows:

Votes For		Votes Against		Abstentions
7,954,892	3.17%	242,884,437	96.83%	2,687,492

5. Shareholder Proposal No. 2

A ballot was conducted to vote on a shareholder proposal regarding "Stock Options" and the outcome was as follows:

Votes For		Votes Against		Abstentions
13,391,981	5.34%	237,318,145	94.66%	2,820,826

6. Shareholder Proposal No. 3

A ballot was conducted to vote on a shareholder proposal regarding "Business Practices related to Credit Cards and Corporate Responsibility" and the outcome was as follows:

Votes For		Votes Against		Abstentions
7,807,367	3.11%	243,007,529	96.89%	2,717,849

Dated this 31st day of March, 2015.

Bank of Montreal

By: /s/ Barbara M. Muir
Barbara M. Muir
Corporate Secretary