



U.S.\$20,000,000,000

NOTE ISSUANCE PROGRAMME

This 1st Supplement (the "**1st Supplement**") to the Prospectus dated September 24, 2018 (the "**Prospectus**"), which comprises a base prospectus under Article 5.4 of the Prospectus Directive and Listing Particulars for Bank of Montreal (the "**Bank**" or the "**Issuer**", as the case may be), constitutes a supplementary prospectus in respect of the base prospectus for the Bank for purposes of Section 87G of the *Financial Services and Markets Act 2000* (the "**FSMA**") and supplementary listing particulars in respect of the Listing Particulars for the purpose of the Listing Rules Instrument 2005 (FSA 2005/35) and is prepared in connection with the U.S.\$20,000,000,000 Note Issuance Programme (the "**Programme**") established by the Bank. This 1st Supplement also supplements the Offering Circular dated September 24, 2018 (the "**Offering Circular**") in respect of Exempt Notes issued under the Programme.

Terms defined in the Prospectus and the Offering Circular, as the case may be, have the same meanings when used in this 1st Supplement. This 1st Supplement is supplemental to, and shall be read in conjunction with, the Prospectus or the Offering Circular, as the case may be, and any other supplements thereto issued by the Bank from time to time.

NEITHER THE OFFERING CIRCULAR NOR THIS 1ST SUPPLEMENT WITH RESPECT TO THE OFFERING CIRCULAR HAVE BEEN REVIEWED OR APPROVED BY THE FINANCIAL CONDUCT AUTHORITY AS COMPETENT AUTHORITY IN THE UNITED KINGDOM, NOR HAVE THEY BEEN REVIEWED OR APPROVED BY ANY COMPETENT AUTHORITY IN ANY OTHER MEMBER STATE OF THE EUROPEAN ECONOMIC AREA AND NEITHER CONSTITUTES A PROSPECTUS FOR THE PURPOSES OF THE PROSPECTUS DIRECTIVE.

The Bank accepts responsibility for the information in this 1st Supplement. To the best of the knowledge of the Bank, having taken all reasonable care to ensure that such is the case, the information contained in this 1st Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this 1st Supplement is to incorporate by reference in the Prospectus and the Offering Circular:

- (1) the annual information form dated December 4, 2018 (the "**2018 AIF**"), comprising Exhibit 99.1 to the Bank's Annual Report (on Form 40-F), filed with the United States Securities and Exchange Commission on December 4, 2018; and
- (2) (i) the audited consolidated financial statements, which comprise the consolidated balance sheet as at October 31, 2018 and October 31, 2017 and the consolidated statements of

income, changes in equity, comprehensive income and cash flows for the years ended October 31, 2018, October 31, 2017 and October 31, 2016 and notes, comprising a summary of significant accounting policies and other explanatory information on pages 140 to 209 (the “**2018 Financial Statements**”), prepared in accordance with International Financial Reporting Standards, together with the auditors’ report thereon (excluding, for the avoidance of doubt, the auditors’ report on internal control over financial reporting under Standards of the Public Company Accounting Oversight Board (United States));

- (ii) management’s discussion and analysis for the year ended October 31, 2018 on pages 24 to 139 (the “**2018 MD&A**”); and
- (iii) the glossary of financial terms on pages 210 and 211,

in each case of the Bank’s Annual Report 2018 (the “**2018 Annual Report**”).

To the extent that there is any inconsistency between (a) any statement in this 1st Supplement or any statement incorporated by reference into the Prospectus or the Offering Circular, as the case may be, by this 1st Supplement; and (b) any other statement in, or incorporated by reference in, the Prospectus or the Offering Circular, as the case may be, the statements in (a) above will prevail.

Save as disclosed in this 1st Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in either the Prospectus or the Offering Circular, as the case may be, which is capable of affecting the assessment of Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Prospectus or the Offering Circular, as the case may be.

DOCUMENTS INCORPORATED BY REFERENCE

The Bank’s 2018 AIF, 2018 Financial Statements and 2018 MD&A are, by virtue of this 1st Supplement, incorporated into, and form part of, the Prospectus and the Offering Circular.

The Bank’s 2018 AIF, 2018 Financial Statements and 2018 MD&A have been filed with Morningstar plc (appointed by the Financial Conduct Authority to act as the National Storage Mechanism) and are available for viewing at <http://www.morningstar.co.uk/uk/nsm>.

Certain information contained in the Bank’s 2018 Annual Report and the Bank’s Annual Report (on Form 40-F) has not been incorporated by reference in this 1st Supplement. Such non-incorporated information is either not relevant for the investor or is covered elsewhere in the Prospectus or the Offering Circular, as the case may be.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this 1st Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC), as amended or supplemented, or the listing rules of the Financial Conduct Authority except where such information or other documents are specifically incorporated by reference or attached to this 1st Supplement.