



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

**NOTE ISSUANCE PROGRAMME**

This 1<sup>st</sup> Supplement (the "**1<sup>st</sup> Supplement**") to the Prospectus dated July 11, 2019 (the "**Prospectus**"), which comprises a base prospectus under Article 5.4 of Directive 2003/71/EC (as amended or superseded, the "**Prospectus Directive**") and Listing Particulars for Bank of Montreal (the "**Bank**"), constitutes a supplementary prospectus in respect of the base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* 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 1<sup>st</sup> Supplement also supplements the Offering Circular dated July 11, 2019 (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 1<sup>st</sup> Supplement. This 1<sup>st</sup> 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 1<sup>ST</sup> 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 1<sup>st</sup> 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 1<sup>st</sup> Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this 1<sup>st</sup> Supplement is to incorporate by reference in the Prospectus and the Offering Circular the Bank's unaudited interim consolidated financial statements for the three-month and nine-month periods ended July 31, 2019 with comparative unaudited interim consolidated financial statements for the three-month and nine-month periods ended July 31, 2018 (the "**Third Quarter 2019 Interim Financial Statements**") and management's discussion and analysis for the three-month and nine-month periods ended July 31, 2019 (the "**Third Quarter 2019 MD&A**").

To the extent that there is any inconsistency between (a) any statement in this 1<sup>st</sup> Supplement or any statement incorporated by reference into the Prospectus or the Offering Circular, as the case may be, by this 1<sup>st</sup> 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 1<sup>st</sup> 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 Third Quarter 2019 Interim Financial Statements and Third Quarter 2019 MD&A, contained in the Bank's Third Quarter 2019 Report to Shareholders, excluding page 59 of the same, are, by virtue of this 1<sup>st</sup> Supplement, incorporated into, and form part of, the Prospectus and the Offering Circular. The remainder of the Bank's Third Quarter 2019 Report to Shareholders is either not relevant for investors or is covered elsewhere in the Prospectus or the Offering Circular, as the case may be.

The Third Quarter 2019 Interim Financial Statements and the Third Quarter 2019 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>.

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 1<sup>st</sup> Supplement for the purposes of the Prospectus Directive 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 1<sup>st</sup> Supplement.