



Bank of Montreal 2022 Annual Meeting Notice and access for shareholders

You have been invited to attend BMO's 2022 annual meeting of shareholders.

Due to the continued unpredictable impacts of the COVID-19 pandemic, we have received a court order to allow us to hold our 2022 annual meeting virtually again this year. You can participate in the virtual meeting by logging on to our live webcast. Subject to public health guidelines and compliance with our health and safety protocols, the meeting **may** also have a limited in-person option at our Institute for Learning (IFL), 3550 Pharmacy Avenue, Toronto, Ontario.

Please monitor our website (www.bmo.com/main/about-bmo/investor-relations/annual-general-meeting), and our transfer agent's website (www.envisionreports.com/BMO2022), for updates, including whether a limited in-person option will be available.

Date and time

April 13, 2022
9:30 a.m. (Eastern time)

Webcast:

Watch live at <https://web.lumiagm.com/430936956>
Enter password: bmo2022 (case sensitive)

In person ***Subject to public health guidelines and compliance with our health and safety protocols:**

BMO IFL, 3550 Pharmacy Avenue, Toronto, Ontario



We're making our 2022 management proxy circular available online this year instead of mailing it to you, following a set of rules developed by the Canadian Securities Administrators called *notice and access*, and pursuant to an exemption received from the Office of the Superintendent of Financial Institutions. We are also using notice and access to deliver our annual report to you.

We encourage you to get your copies right away, and to read them *before* you vote.

Why we're sending you this notice

This notice tells you how to get a copy of our 2022 management proxy circular (*circular*) and annual report. The circular tells you what you will be voting on at the meeting, and how you can vote. We encourage you to get your copies right away.

Downloading them online is the fastest and easiest way to get copies – please see the instructions below. You can also order printed copies if you prefer.

This package also includes a voting instruction form – you will need it to vote your shares. You'll find instructions on the back of the form and starting on page 4 of the circular, including how to appoint yourself or someone else to be your proxyholder. To be valid, your proxy voting instructions must be received no later than 5:00pm (ET) on April 11, 2022 (or if the meeting is adjourned, the second last business day before it is reconvened).

How to download a copy of the circular and annual report

You can download the circular and annual report starting on March 7, 2022 on our transfer agent's website (www.envisionreports.com/BMO2022), on our website (www.bmo.com/home/about/banking/investor-relations/annual-general-meeting) or on SEDAR (www.sedar.com).

How to get printed copies

If you prefer to have printed copies of the circular and/or annual report and plan to vote at this year's meeting, call or go online following the instructions below. We estimate that you must make your request by no later than 5:00 p.m. (Eastern time) on April 4, 2022 (or if the meeting is adjourned, seven business days before it is reconvened). Copies will be sent to you free of charge within three business days of receiving your request.



1-877-907-7643 (toll-free in Canada or the United States)

or

1-303-562-9305 / 1-303-562-9306 (French) (outside North America)

Enter the 16-digit control number on your voting instruction form.



go to **www.proxyvote.com** and enter the 16-digit control number on your voting instruction form.

If you would like printed copies of the circular and/or annual report on or after the date of meeting, call either of the numbers above any time before March 15, 2023. A free printed copy will be sent to you within 10 calendar days after receiving your request.

2022 meeting agenda

The following items will be covered at the meeting.	Where to read about it in the circular
1. Receive BMO's consolidated financial statements for the year ended October 31, 2021 and the auditors' report	page 2
2. Elect the board of directors	page 2
3. Appoint the auditors	page 2
4. Vote (on an advisory basis) on our approach to executive compensation	page 3
5. Consider the shareholder proposals to be voted on, where properly introduced at the meeting	page 3

You will also consider any other business that is properly brought before the meeting.

Questions?

If you have questions about notice and access or voting, call:

- 1-844-916-0609 or 1-844-973-0593 for French (toll-free in Canada and the United States)
- 1-303-562-9305 or 1-303-562-9306 for French (outside North America)

Check in regularly for information updates

Updates on how to vote and participate at the meeting will be posted on our transfer agent's website (www.envisionreports.com/BMO2022), on our website (www.bmo.com/home/about/banking/investor-relations/annual-general-meeting), and on SEDAR (www.sedar.com). Please be sure to check in regularly.

How to vote

Please see the [voting instructions starting on page 4 of the circular](#) for detailed information about voting.

You can vote in advance by submitting your voting instruction form or vote in real-time at the virtual meeting, or in person, if we hold a limited in person meeting. Voting using the form you received is the easiest way to vote.

How to vote in advance

Send your voting instructions online, by phone or by completing all sections of your voting instruction form, signing it, and sending it to your intermediary following the instructions below, or the instructions on the form. Your intermediary will vote on your behalf, following the voting instructions you provide.



Provide your voting instructions online by going to www.proxyvote.com and following the instructions.



Call 1-800-474-7493 / 1-800-474-7501 (French) (toll-free in Canada and the United States)

or



Mail your signed form in the envelope provided

You will need your 16-digit control number on your voting instruction form to provide your voting instructions online or by phone.

Be sure to send in your voting instructions right away. For your vote to count, your intermediary needs to receive your voting instructions in enough time to send them to Computershare. Computershare must receive your voting instructions from your intermediary by no later than 5:00 p.m. (Eastern time) on April 11, 2022 (or if the meeting is adjourned, the second last business day before it is reconvened).

How to vote at the virtual meeting

Before the virtual meeting you need to:

1. Appoint yourself as proxyholder by writing your name in the space provided on your voting instruction form, and signing the form. Do not complete the voting section of the form because you will be voting at the virtual meeting.
2. Send your voting instruction form to your intermediary following the instructions on the form.
3. **Very important additional step:** Register your name and contact information with Computershare by going to

www.computershare.com/BankofMontreal. Computershare will send you an email, the day before the meeting, with a 4-alpha character code (your username).

4. Vote at the virtual meeting:

- Log in online at <https://web.lumiagm.com/430936956>. We recommend that you log in at least fifteen minutes before the meeting starts
- Click "I have a login" and then enter the 4-alpha character code you received by email from Computershare (your username).
- Enter your password: bmo2022 (case sensitive)
- Follow the instructions to access the meeting, and vote when prompted.

How to vote in person, if we hold a limited in person meeting

To vote in person:

If you wish to vote in person at the meeting, insert your name in the space provided for the proxyholder appointment on the voting instruction form, and return it as instructed by your intermediary. If no space is provided for you to insert your name on the form, please contact your intermediary for instructions. Do not complete the voting section of the voting instruction form, since you will vote in person at the meeting. When you arrive at the meeting, please register with our transfer agent, Computershare Trust Company of Canada.

We also encourage you to appoint yourself as proxyholder and register your name and contact information with Computershare by going to www.computershare.com/BankofMontreal so that in the event you do not attend in person, you may still vote virtually.

How to change your vote

If you change your mind after you've sent your voting instructions, or you decide to vote at the virtual meeting or in person, if we hold a limited in person meeting, contact your intermediary to find out what to do.