BMO Harris Bank

Final Terms Supplement dated May 26, 2022 to BMO Harris Disclosure Statement for the Certificates of Deposit Linked to the S&P 500® Index due June 1, 2027

KEY TERMS	
Instrument:	Participation Certificates of Deposit ("CDs")
CUSIP:	05600XFQ8
Issuer:	BMO Harris Bank N.A. (also referred to in this terms supplement as "we", "us" and "our").
Term:	5.0 years
Index:	S&P 500® Index (the "Index").
Bloomberg Ticker:	SPX
Payment at Maturity:	At maturity, you will receive a cash payment equal to the Deposit Amount plus the Redemption Payment, if any. The Redemption Payment will be determined based on the performance of the Index over the term of the CDs.
Trade Date:	May 26, 2022
Settlement Date:	June 1, 2022
Issue Date:	May 26, 2022
Maturity Date:	June 1, 2027 (or if not a Business Day, then on the next Business Day).
Valuation Date:	Three (3) Business Days prior to the Maturity Date; provided however, the Valuation Date will be postponed on a scheduled Business Day if a Market Disruption Event occurs on that day.
Participation Rate:	70% Because the Participation Rate is less than 100%, any positive return on the CDs will be less than the return represented by the Index Return.
Redemption Payment:	The Redemption Payment will equal the Deposit Amount multiplied by the product of the Index Return and the Participation Rate. If the Index Return is zero or negative, no Redemption Payment will be payable on the CDs.
Index Return:	The Index Return will equal the following on the Valuation Date: $\frac{\text{Final Level - Initial Level}}{\text{Initial Level}}$
Initial Level:	4,057.84
Final Level:	The Final Level will equal the Closing Level of the Index on the Valuation Date.
Closing Level:	The level of the Index at the close of the applicable trading day, as determined by the Calculation Agent.
Business Day:	Any day other than a Saturday, Sunday, legal holiday or day on which banking institutions are authorized or obligated by law or executive order to close in New York City or Chicago, Illinois.

Deposit Amount:	$1,000 per CD

The public offering price of the CDs is $1,000 per CD. We or one of our affiliates may pay varying selling concessions, fees or commissions of up to $1.50 per $1,000 principal amount of the CDs. Certain dealers who purchase the CDs from us for sale to certain fee-based advisory accounts may forgo some or all of their selling concessions, fees or commissions. The public offering price for investors purchasing the CDs in these accounts may be between $998.50 and $1,000 per $1,000 in principal amount.

On the date of this Terms Supplement, the estimated initial value of the CDs is $968.70 per $1,000 in principal amount. However, as discussed in more detail in this Terms Supplement, the actual value of the CDs at any time after the Trade Date will reflect many factors and cannot be predicted with accuracy. You should consult your advisor to determine whether the CD is appropriate or suitable for you.

This Terms Supplement should be read in conjunction with and supplements the terms of the BMO Harris Disclosure Statement dated as of April 1, 2019 ("BMO Disclosure Statement") and any trade confirmation relating to the Certificates of Deposit (the "CDs"). Terms not defined in this Terms Supplement have the meaning affixed to them in the BMO Disclosure Statement. **The CDs MAY NOT BE APPROPRIATE OR SUITABLE FOR EVERY INVESTOR. Please refer to "Important Investment Considerations" and "Risk Factors" in the BMO Disclosure Statement and "Selected Risk Factors and Other Considerations" in this Terms Supplement for a discussion of the risks and other factors involved with an investment in the CDs.**

The CDs are our Certificates of Deposit and thus, your receipt of the Payment at Maturity is dependent upon the creditworthiness of the Issuer and the Issuer's ability to repay its obligations at that time. No assurance can be given as to what the Issuer's financial condition will be at any time during the term of the CDs. The CDs are FDIC insured, but are subject to the availability of the insurance. See the section titled "Deposit Insurance: General" in the BMO Disclosure Statement.

SELECTED PURCHASE CONSIDERATIONS

Minimum Payment at Maturity

You will receive 100% of your Deposit Amount if you hold the CD to maturity, regardless of the performance of the Index, subject to FDIC insurance limits as further described in the BMO Disclosure Statement.

Redemption Payment

The CDs provide you the potential to earn a return that is equal to the Index Return multiplied by the Participation Rate. This return will not be less than 0%.

Annual Percentage Yield (APY)

The interest rate on the CD is based on the performance of the Index, and accordingly, the actual annual percentage yield (i.e. interest rate) of the CDs cannot be determined as of the date of this document, and may be as little as 0%. Interest is not compounded.

Early Withdrawal

Early withdrawal of a CD will be permitted only in the event of death or the adjudication of incompetence of the owner of the CD, subject to the conditions set forth in the BMO Disclosure Statement. In the event of early withdrawal, BMOCM (as defined below) will endeavor to obtain funds for you, in the principal amount of your CD, as soon as possible. BMOCM will not advance funds in connection with early withdrawals and can give no assurances that payment pursuant to an early withdrawal will be made by a specified date. The Issuer or BMOCM may, upon request, require documentation evidencing the death or adjudication of incompetence of the owner of the CD and that any conditions for early withdrawal have been met. No Redemption Payment will be paid or other interest will accrue under any circumstances in the event of an early withdrawal.

Calculation Agent

The Redemption Payment will be determined by the Calculation Agent. The Calculation Agent is BMO Capital Markets Corp. (“BMOCM”), an affiliate of the Issuer.

Secondary Market

The CDs are not securities and will not be listed on a securities exchange. BMOCM or one of its affiliates, though not obligated to do so, may maintain a secondary market in which you may be able to sell your CDs after the Settlement Date and prior to the Maturity Date. **Proceeds from a sale of CDs prior to maturity may be less than the principal amount initially invested.**

SELECTED RISK FACTORS AND OTHER CONSIDERATIONS

General Risks Relating to the CDs

You May Not Receive a Redemption Payment on Your CDs

The only return on your investment in the CDs will be the Redemption Payment, if any, that may be paid on the Maturity Date. There is only one payment on the CDs, which will be made on the Maturity Date, subject to any postponement if a Market Disruption Event occurs. You will not receive any other interest payments over the term of the CDs. If the Closing Level of the Index from the Trade Date to the Valuation Date is unchanged or decreases, you will not receive a Redemption Payment.

The return on your investment in the CDs may be less than the amount that would be paid on a conventional CD having a similar maturity issued by us or an issuer with a comparable credit rating. The Redemption Payment, if any, paid on the CDs may not compensate you for any loss in value due to inflation and other factors relating to the value of money over time.

The Participation Rate Is Less than 100%

To determine the Redemption Payment, if any, we will multiply the Index Return (if positive) by the Participation Rate. Because the Participation Rate is less than 100%, any positive return on the CDs will be less than the return represented by the Index Return.

Your Redemption Payment Will Be Based Only on the Closing Level of the Index on the Valuation Date

The Redemption Payment, if any, will be based on the Closing Level of the Index on the Valuation Date. As a result, the level of the Index on any other date, despite any increase from the Initial Level at that time, will not be taken into account in determining the Redemption Payment that you may receive.

Initial Estimated Value of the CDs Is Lower than the Price to Public

Our initial estimated value of the CDs is only an estimate, and is based on a number of different factors. The price to public of the CDs exceeds our initial estimated value because costs associated with offering, structuring and hedging the CDs are included in the price to public, but are not included in the estimated value. These costs include the brokerage commission and the profits that we and our affiliates expect to realize for assuming the risks in hedging our potential payment obligations under the CDs, as well as the estimated cost of hedging these potential payment obligations.

Initial Estimated Value Does Not Represent any Future Value of the CDs, and May Differ from the Estimated Value of any Other Party

Our initial estimated value of the CDs as of the Trade Date was derived using our internal pricing models. This value is based on market conditions and other relevant economic factors. Different pricing models and assumptions could provide values for the CDs that are greater than or less than our initial estimated value. In addition, market conditions and other relevant economic factors after the Trade Date, including our creditworthiness and other factors set forth in this Terms Supplement may rapidly change, and our assumptions in determining the initial estimated value may prove to be incorrect. These changes, if they were to occur, are likely to have a material adverse impact on the price at which we or BMOCM may be willing to purchase the CDs from you in any secondary market transactions. Our initial estimated value does not represent a minimum price at which we or our affiliates would be willing to buy your CDs in any secondary market transaction, and **any proceeds from a sale of CDs prior to maturity may be less than the principal amount initially invested.**

The Terms of the CDs Are Not Determined by Reference to the Credit Spreads for Our Conventional Fixed-Rate CDs

To determine the terms of the CDs, we use an internal funding rate that represents a discount from the credit spreads for our conventional fixed-rate CDs. As a result, the terms of the CDs are less favorable to you than if we had used a higher funding rate.

Economic and Market Factors Will Influence the Value of the CDs

In addition to the Index Level, the value of the CDs will be affected by a number of economic and market factors that may also offset or magnify each other, including:

- general volatility of the level of the Index;
- time to maturity of the CDs;
- dividends paid on the components of the Index;
- general interest and yield rates in the market;
- other economic, financial, political, regulatory, or judicial events; and
- our creditworthiness, including actual or anticipated downgrades to our credit ratings.

Owning the CDs Is Not the Same as Owning Shares of the Securities Included in the Index or a Security Directly Linked to the Index

The return on your CDs will not reflect the return you would realize if you actually owned the securities included in the Index or a security directly linked to the performance of the Index and held that investment for a similar period. Your CDs may perform quite differently from the Index. Changes in the level of the Index may not result in comparable changes in the market value of your CDs. Even if the level of the Index increases during the term of the CDs, the market value of the CDs prior to maturity may not increase to the same extent. It is also possible for the market value of the CDs to decrease while the level of the Index increases. In addition, any dividends or other distributions paid on the securities included in the Index will not be reflected in the amount payable on the CDs.

The CDs Are Expected to Have Limited Liquidity

The CDs are not securities, and will not be listed on any securities exchange. In addition, there may be little or no secondary market for the CDs. Even if a secondary market for the CDs develops, it may not provide significant or any liquidity. We expect that costs in any secondary market transaction would be high. As a result, the difference between bid and ask prices for the CDs in any secondary market could be substantial. If you sell the CDs before maturity, you may have to do so at a substantial discount from the issue price, and as a result, you may lose some or all of your initial investment.

There May Be Potential Conflicts of Interest

We and our affiliates play a variety of roles in connection with the issuance of the CDs, including acting as Calculation Agent. In performing these duties, the economic interests of the Calculation Agent and our other affiliates are potentially adverse to your interests as an investor in the CDs. We or one or more of our affiliates may also engage in trading of the securities included in the Index on a regular basis as part of our general broker-dealer and other businesses, for proprietary accounts, for other accounts under management or to facilitate transactions for our customers. Any of these activities could adversely affect the level of the Index and, therefore, the market value of the CDs. We or one or more of our affiliates may also issue or underwrite other securities or financial or derivative instruments with returns linked or related to changes in the performance of the Index. By introducing competing products into the marketplace in this manner, we or one or more of our affiliates could adversely affect the market value of the CDs. We or our affiliates may also engage in transactions with issuers of securities included in the Index, including commercial lending transactions and acquisition advisory services.

There May Be Hedging and Trading Activities that Conflict with Your Interests

We or any of our affiliates may carry out hedging activities related to the CDs, including purchasing or selling securities included in the Index, or futures or options relating to the Index, or other derivative instruments with returns linked or related to changes in the performance of the Index. We or our affiliates may also engage in trading of securities included in the Index from time to time. Any of these hedging or trading activities on or prior to the Valuation Date and during the term of the CDs could adversely affect our payment to you at maturity.

U.S. Taxpayers Will Be Required to Pay Tax on the CDs Each Year, and Any Gain Recognized Will Be Ordinary Income

We intend to treat the CDs as debt instruments subject to special rules governing contingent payment debt instruments for U.S. federal income tax purposes. Accordingly, if you are a U.S. individual or taxable entity, you generally will be required to pay taxes on ordinary income over the term of the CDs based on the comparable yield for the CDs. This comparable yield is determined solely for U.S. federal income tax purposes and is neither a prediction nor a guarantee of what the actual yield will be. You should consult your tax advisor about your own tax situation. For further discussion, see “U.S. Federal Income Tax Considerations” below.

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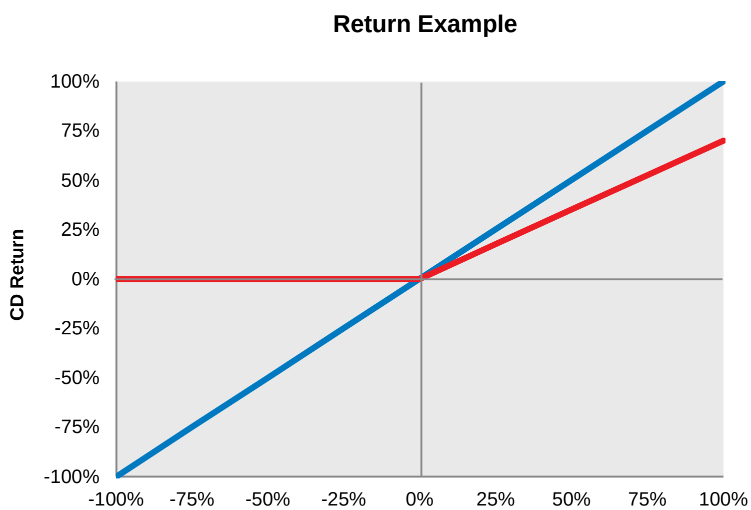
Please see the section in the BMO Disclosure Statement, “Important Investment Considerations,” including the subsection, “—Risks Relating to the Applicable Index or Exchange Traded Fund,” for a discussion of additional risks that you should consider in connection with a purchase of the CDs.

Hypothetical Return Scenarios

The return profile and examples below are provided for illustration purposes only. The return profile demonstrates the Redemption Payment that may be payable on the CDs based on a specific Index Return determined on the Valuation Date. The Index Returns used to illustrate the three different scenarios are hypothetical and are not estimates or forecasts of expected changes in the Closing Level of the Index from the Trade Date to and including the Valuation Date. Each of the examples refers to a Holder holding a single CD and assumes that no Extraordinary Event or Market Disruption Event has occurred. The calculation of the Redemption Payment would involve determining the Index Return by comparing the Final Level to the Initial Level. The Redemption Payment, if any, will be an amount per CD equal to the Deposit Amount multiplied by the Participation Rate of 70% of the Index Return, if positive.

The examples below assume a hypothetical Initial Level of 100.00, which is not the expected actual Initial Level. The actual Initial Level is set forth on the cover page of this Terms Supplement.



The blue line represents the range of possible Index Returns on the Valuation Date. The red line represents the range of potential Redemption Payment amounts for one CD.

1. SCENARIO 1: POSITIVE INDEX RETURN

Initial Level: 100.00

Final Level: 120.00

Index Return: (120.00 - 100.00) ÷ 100.00 = 20.00%

Redemption Payment: Deposit Amount × Participation Rate × Index Return

Redemption Payment: $1,000.00 × 70% × 20.00%

Redemption Payment: $140.00

In the example above, a Holder would receive a Redemption Payment of $1,140.00 on the Maturity Date, and would also receive the Deposit Amount of $1,000.00 per CD, representing a cumulative return of 14.00%.

2. SCENARIO 2: NEGATIVE INDEX RETURN

Initial Level: 100.00

Final Level: 76.38

Index Return: (76.38 - 100.00) ÷ 100.00 = -23.62%

Redemption Payment: Deposit Amount × Participation Rate × Index Return

Redemption Payment: $1,000.00 × 70% × 0%

Redemption Payment: $0.00

In the example above, the Index Return is less than zero. As a result, the Redemption Payment is zero and a Holder would not receive any Redemption Payment on the Maturity Date, and would only receive the Deposit Amount of $1,000.00 per CD on the Maturity Date.

3. SCENARIO 3: NEUTRAL INDEX RETURN

Initial Level: 100.00

Final Level: 102.00

Index Return: (102.00 - 100.00) ÷ 100.00 = 2.00%

Redemption Payment: Deposit Amount × Participation Rate × Index Return

Redemption Payment: $1,000.00 × 70% × 1.40%

Redemption Payment: $14.00

In the example above, a Holder would receive a Redemption Payment of $14.00 on the Maturity Date, and would also receive the Deposit Amount of $1,000.00 per CD, representing a cumulative return of 1.40%.

THE INDEX

The S&P 500® Index is an equity index that is intended to provide an indication of the pattern of common stock price movement in the large capitalization segment of the United States equity market.

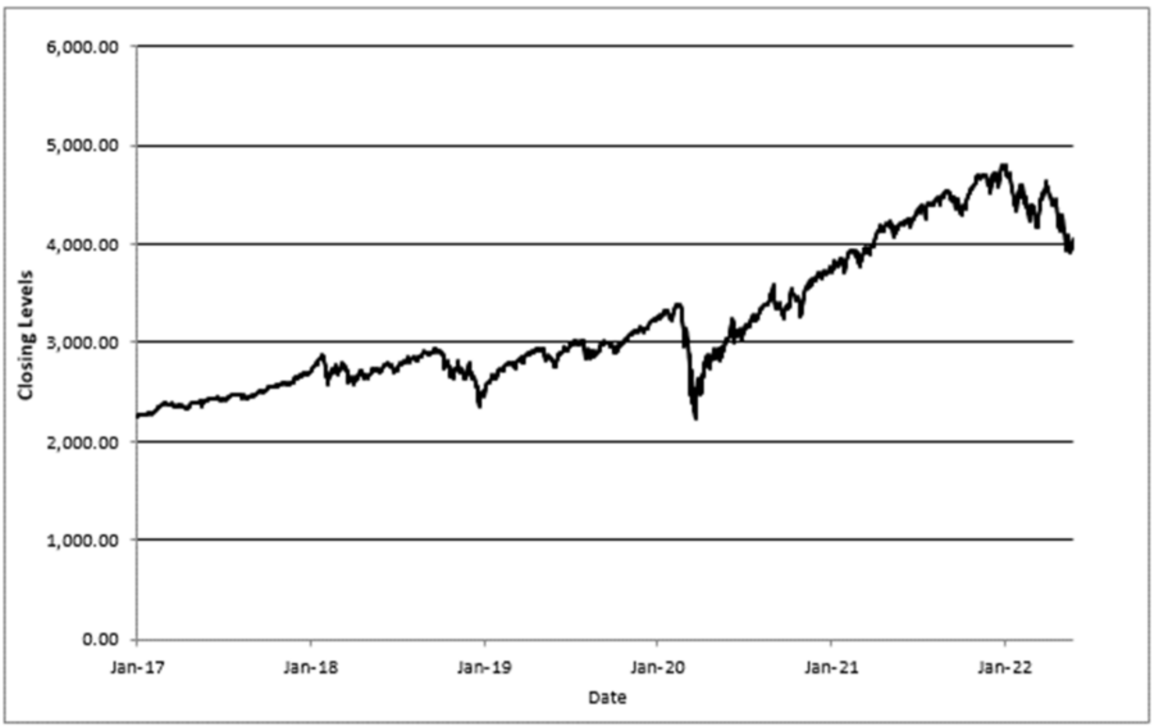
In addition, information about the S&P 500® Index may be obtained from other sources including, but not limited to, the S&P 500® Index sponsor's website (including information regarding the S&P 500® Index's sector weightings). We are not incorporating by reference into this pricing supplement the website or any material it includes. Neither we nor the agent makes any representation that such publicly available information regarding the S&P 500® Index is accurate or complete.

Historical Information

We obtained the closing levels of the S&P 500® Index in the graph below from Bloomberg Financial Markets, without independent verification.

The following graph sets forth daily closing levels of the S&P 500® Index for the period from January 1, 2017 to May 26, 2022. The historical performance of the S&P 500® Index should not be taken as an indication of its future performance during the term of the securities.

S&P 500® Index Daily Closing Levels



Computation of the S&P 500® Index

While S&P currently employs the following methodology to calculate the S&P 500® Index, no assurance can be given that S&P will not modify or change this methodology in a manner that may affect the maturity payment amount.

Historically, the market value of any component stock of the S&P 500® Index was calculated as the product of the market price per share and the number of then outstanding shares of such component stock. In March 2005, S&P began shifting the S&P 500® Index halfway from a market capitalization weighted formula to a float-adjusted formula, before moving the S&P 500® Index to full float adjustment on September 16, 2005. S&P's criteria for selecting stocks for the S&P 500® Index did not change with the shift to float adjustment. However, the adjustment affects each company's weight in the S&P 500® Index.

Under float adjustment, the share counts used in calculating the S&P 500® Index reflect only those shares that are available to investors, not all of a company's outstanding shares. Float adjustment excludes shares that are closely held by control groups, other publicly traded companies or government agencies.

In September 2012, all shareholdings representing more than 5% of a stock's outstanding shares, other than holdings by "block owners," were removed from the float for purposes of calculating the S&P 500® Index. Generally, these "control holders" will include officers and directors, private equity, venture capital and special equity firms, other publicly traded companies that hold shares for control, strategic partners, holders of restricted shares, ESOPs, employee and family trusts, foundations associated with the company, holders of unlisted share classes of stock, government entities at all levels (other than government retirement/pension funds) and any individual person who controls a 5% or greater stake in a company as reported in regulatory filings. However, holdings by block owners, such as depositary banks, pension funds, mutual funds and ETF providers, 401(k) plans of the company, government retirement/pension funds, investment funds of insurance companies, asset managers and investment funds, independent foundations and savings and investment plans, will ordinarily be considered part of the float.

Treasury stock, stock options, equity participation units, warrants, preferred stock, convertible stock, and rights are not part of the float. Shares held in a trust to allow investors in countries outside the country of domicile, such as depositary shares and Canadian exchangeable shares are normally part of the float unless those shares form a control block.

For each stock, an investable weight factor ("IWF") is calculated by dividing the available float shares by the total shares outstanding. Available float shares are defined as the total shares outstanding less shares held by control holders. This calculation is subject to a 5% minimum threshold for control blocks. For example, if a company's officers and directors hold 3% of the company's shares, and no other control group holds 5% of the company's shares, S&P would assign that company an IWF of 1.00, as no control group meets the 5% threshold. However, if a company's officers and directors hold 3% of the company's shares and another control group holds 20% of the company's shares, S&P would assign an IWF of 0.77, reflecting the fact that 23% of the company's outstanding shares are considered to be held for control.

As of July 31, 2017, companies with multiple share class lines are no longer eligible for inclusion in the S&P 500® Index. Constituents of the S&P 500® Index prior to July 31, 2017 with multiple share class lines were grandfathered in and continue to be included in the S&P 500® Index. If a constituent company of the S&P 500® Index reorganizes into a multiple share class line structure, that company will remain in the S&P 500® Index at the discretion of the S&P Index Committee in order to minimize turnover.

The S&P 500® Index is calculated using a base-weighted aggregate methodology. The level of the S&P 500® Index reflects the total market value of all 500 component stocks relative to the base period of the years 1941 through 1943. An indexed number is used to represent the results of this calculation in order to make the level easier to use and track over time. The actual total market value of the component stocks during the base period of the years 1941 through 1943 has been set to an indexed level of 10. This is often indicated by the notation 1941-43 = 10. In practice, the daily calculation of the S&P 500® Index is computed by dividing the total market value of the component stocks by the "index divisor." By itself, the index divisor is an arbitrary number. However, in the context of the calculation of the S&P 500® Index, it serves as a link to the original base period level of the S&P 500® Index. The index divisor keeps the S&P 500® Index comparable over time and is the manipulation point for all adjustments to the S&P 500® Index, which is index maintenance.

Index Maintenance

Index maintenance includes monitoring and completing the adjustments for company additions and deletions, share changes, stock splits, stock dividends, and stock price adjustments due to company restructuring or spinoffs. Some corporate actions, such as stock splits and stock dividends, require changes in the common shares outstanding and the stock prices of the companies in the S&P 500® Index, and do not require index divisor adjustments.

To prevent the level of the S&P 500® Index from changing due to corporate actions, corporate actions which affect the total market value of the S&P 500® Index require an index divisor adjustment. By adjusting the index divisor for the change in market value, the level of the S&P 500® Index remains constant and does not reflect the corporate actions of individual companies in the S&P 500® Index. Index divisor adjustments are made after the close of trading and after the calculation of the S&P 500® Index closing level.

Changes in a company's total shares outstanding of 5% or more due to public offerings are made as soon as reasonably possible. Other changes of 5% or more (for example, due to tender offers, Dutch auctions, voluntary exchange offers, company stock repurchases, private placements, acquisitions of private companies or non-index companies that do not trade on a major exchange, redemptions, exercise of options, warrants, conversion of preferred stock, notes, debt, equity participations, at-the-market stock offerings or other recapitalizations) are made weekly, and are generally announced on Fridays for implementation after the close of trading the following Friday (one week later). If a 5% or more share change causes a company's IWF to change by five percentage points or more, the IWF is updated at the same time as the share change. IWF changes resulting from partial tender offers are considered on a case-by-case basis.

License Agreement

We and S&P have entered into a non-exclusive license agreement providing for the license to us and certain of our affiliates, in exchange for a fee, of the right to use the S&P 500® Index, in connection with certain financial instruments, including the CDs. The S&P 500® Index is owned and published by S&P.

The license agreement between S&P and us provides that the following language must be set forth in this document:

The CDs are not sponsored, endorsed, sold or promoted by S&P Dow Jones Indices LLC, Dow Jones, Standard and Poor's Financial Services LLC or any of their respective affiliates (collectively, "S&P Dow Jones Indices"). S&P Dow Jones Indices make no representation or warranty, express or implied, to the holders of the CDs or any member of the public regarding the advisability of investing in any investment generally or in the CDs particularly or the ability of the S&P 500® Index to track general market performance. S&P Dow Jones Indices' only relationship to us with respect to the S&P 500® Index is the licensing of the S&P 500® Index and certain trademarks, service marks and/or trade names of S&P Dow Jones Indices and/or its third party licensors. The S&P 500® Index is determined, composed and calculated by S&P Dow Jones Indices without regard to us or the CDs. S&P Dow Jones Indices have no obligation to take our needs or the needs of us or holders of the CDs into consideration in determining, composing or calculating the S&P 500® Index. S&P Dow Jones Indices are not responsible for and have not participated in the determination of the prices, and amount of the CDs or the timing of the issuance or sale of the CDs or in the determination or calculation of the equation by which the CDs are to be converted into cash. S&P Dow Jones Indices have no obligation or liability in connection with the administration, marketing or trading of the CDs. There is no assurance that investment products based on the S&P 500® Index will accurately track index performance or provide positive investment returns. S&P Dow Jones Indices LLC and its subsidiaries are not investment advisors. Inclusion of a security or futures contract within an index is not a recommendation by S&P Dow Jones Indices to buy, sell, or hold such security or futures contract, nor is it considered to be investment advice. Notwithstanding the foregoing, CME Group Inc. and its affiliates may independently issue and/or sponsor financial products unrelated to the CDs currently being issued by us, but which may be similar to and competitive with the CDs. In addition, CME Group Inc. and its affiliates may trade financial products which are linked to the performance of the S&P 500® Index. It is possible that this trading activity will affect the value of the CDs.

S&P DOW JONES INDICES DO NOT GUARANTEE THE ADEQUACY, ACCURACY, TIMELINESS AND/OR THE COMPLETENESS OF THE S&P 500® INDEX OR ANY DATA RELATED THERETO OR ANY COMMUNICATION, INCLUDING BUT NOT LIMITED TO, ORAL OR WRITTEN COMMUNICATION (INCLUDING ELECTRONIC COMMUNICATIONS) WITH RESPECT THERETO. S&P DOW JONES INDICES SHALL NOT BE SUBJECT TO ANY DAMAGES OR LIABILITY FOR ANY ERRORS, OMISSIONS, OR DELAYS THEREIN. S&P

DOW JONES INDICES MAKE NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES, OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OR AS TO RESULTS TO BE OBTAINED BY US, HOLDERS OF THE CDS, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® INDEX OR WITH RESPECT TO ANY DATA RELATED THERETO. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT WHATSOEVER SHALL S&P DOW JONES INDICES BE LIABLE FOR ANY INDIRECT, SPECIAL, INCIDENTAL, PUNITIVE, OR CONSEQUENTIAL DAMAGES INCLUDING BUT NOT LIMITED TO, LOSS OF PROFITS, TRADING LOSSES, LOST TIME OR GOODWILL, EVEN IF THEY HAVE BEEN ADVISED OF THE POSSIBILITY OF SUCH DAMAGES, WHETHER IN CONTRACT, TORT, STRICT LIABILITY, OR OTHERWISE. THERE ARE NO THIRD PARTY BENEFICIARIES OF ANY AGREEMENTS OR ARRANGEMENTS BETWEEN S&P DOW JONES INDICES AND US, OTHER THAN THE LICENSORS OF S&P DOW JONES INDICES.

FEDERAL INCOME TAX CONSIDERATIONS

Set forth below is a summary of certain U.S. federal income tax considerations relating to an investment in the CDs by a United States holder (as defined in the BMO Disclosure Statement). The following disclosure supplements, and to the extent inconsistent supersedes, the discussion in the section entitled "Federal Income Tax Considerations" of the BMO Disclosure Statement, which you should carefully review prior to investing in the CDs. For purposes of that discussion, we intend to treat the CDs as "contingent payment debt instruments" for U.S. federal income tax purposes, and the balance of this discussion assumes that this characterization is proper and will be respected. Capitalized terms used and not defined herein have the meanings ascribed to them in the BMO Disclosure Statement.

Under this characterization, the CDs generally will be subject to the Treasury regulations governing contingent payment debt instruments. Under those rules, the amount of interest you are required to take into account for each accrual period will be determined by constructing a projected payment schedule for the CDs, and applying the rules similar to those for accruing original issue discount on a hypothetical noncontingent debt instrument with that projected payment schedule. This method is applied by first determining the yield at which we would issue a noncontingent fixed rate debt instrument with terms and conditions similar to the CDs (the "comparable yield") and then determining a payment schedule as of the issue date that would produce the comparable yield.
The Issuer has determined that, as of the date of this document, the comparable yield is an annual rate of 3.828%, compounded annually. The projected payment schedule for the CDs can be obtained by contacting the U.S. Retail Investor Solutions Group via email at investor.solutions@bmo.com. You are required to use this comparable yield and projected payment schedule in determining your interest accruals in respect of the CDs unless you timely disclose and justify on your U.S. Federal income tax return the use of a different comparable yield and projected payment schedule. The comparable yield and projected payment schedule are not provided for any purpose other than the determination of interest accruals in respect of the CDs, and we make no representations regarding the amount of contingent payments with respect to the CDs. You will recognize gain or loss on the sale or maturity of a CD in an amount equal to the difference, if any, between the amount of cash you receive at such time and your adjusted basis in the CD. In general, your adjusted basis in a CD will equal the amount you paid for the CD, increased by the amount of interest you previously accrued with respect to the CD (in accordance with the comparable yield for the CD) and increased or decreased by the amount of any positive or negative adjustment that you are required to make if you purchase your CD at a price other than the adjusted issue price as set forth under the rules described in the BMO Disclosure Statement. Any gain you recognize on the sale or maturity of a CD will be ordinary interest income. Any loss that may be recognized upon the sale redemption or maturity of such CD generally will be ordinary loss to the extent of interest you included as income in the current or previous taxable years in respect of the CD and thereafter as a capital loss. The deductibility of capital losses is limited.

Section 871(m)

Under Section 871(m) of the Code, a "dividend equivalent" payment is treated as a dividend from sources within the United States and such payments generally would be subject to a 30% U.S. withholding tax if paid to a non-United States holder. Under Treasury Department regulations, payments (including deemed payments) with respect to equity-linked instruments ("ELIs") that are "specified ELIs" may be treated as dividend equivalents if such specified ELIs, directly or indirectly, reference an interest in an "underlying security," which is generally any interest in an entity taxable as a corporation for U.S. federal income tax purposes if a payment with respect to such interest could give rise to a U.S. source dividend. However, the Internal Revenue Service has issued guidance that states that the Treasury Department and the Internal Revenue Service intend to amend the effective date of the

Treasury regulations to provide that withholding on “dividend equivalent” payments will not apply to specified ELIs that are not delta-one instruments and that are issued before January 1, 2023. Based on our determination that the CDs are not delta-one instruments, non-U.S. holders should not be subject to withholding on dividend equivalent payments, if any, under the CDs. However, it is possible that the CDs could be treated as deemed reissued for U.S. federal income tax purposes upon the occurrence of certain events affecting the Indices or the CDs, and following such occurrence the CDs could be treated as subject to withholding on dividend equivalent payments. Non-United States holders that enter, or have entered, into other transactions in respect of the Indices, the Indices’ underlying equities or the CDs should consult their tax advisors as to the application of the dividend equivalent withholding tax in the context of the CDs and their other transactions. If any payments are treated as dividend equivalents subject to withholding, we (or the applicable withholding agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act (FATCA) imposes a 30% U.S. withholding tax on certain U.S.–source payments, including interest (and original issue discount), dividends, and other fixed or determinable annual or periodical gains, profits, and income (Withholdable Payments), if paid to a foreign financial institution (including amounts paid to a foreign financial institution on behalf of a holder), unless such institution enters into an agreement with the U.S. Treasury Department to collect and provide to the U.S. Treasury Department certain information regarding U.S. financial account holders, including certain account holders that are foreign entities with U.S. owners, with such institution or otherwise complies with FATCA. In addition, the CDs may constitute a “financial account” for these purposes and, thus, may be subject to information reporting requirements pursuant to FATCA. FATCA also generally imposes a withholding tax of 30% on Withholdable Payments made to a non-financial foreign entity unless such entity provides the withholding agent with a certification that it does not have any substantial U.S. owners or a certification identifying the direct and indirect substantial U.S. owners of the entity. Under certain circumstances, a holder may be eligible for refunds or credits of such taxes.

The U.S. Treasury Department has proposed regulations that eliminate the requirement of FATCA withholding on payments of gross proceeds upon the sale or disposition of financial instruments. The U.S. Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization, and the discussion above assumes the proposed regulations will be finalized in their proposed form with retroactive effect. If we (or the applicable withholding agent) determine withholding is appropriate with respect to the CDs, we will withhold tax at the applicable statutory rate, and we will not pay any additional amounts in respect of such withholding. Therefore, if such withholding applies, any payments on the CDs will be significantly less than what you would have otherwise received. Depending on your circumstances, these amounts withheld may be creditable or refundable to you. Foreign financial institutions and non-financial foreign entities located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules. Prospective investors are urged to consult with their own tax advisors regarding the possible implications of FATCA on their investment in the CDs.

You should consult your own tax advisor concerning the U.S. Federal income tax consequences to you of acquiring, owning, and disposing of the CDs, as well as any tax consequences arising under the laws of any state, local, foreign, or other tax jurisdiction and the possible effects of changes in U.S. Federal or other tax laws. See the discussion under the section entitled “Federal Income Tax Considerations” in the BMO Disclosure Statement.

PLAN OF DISTRIBUTION (CONFLICTS OF INTEREST)

In connection with the distribution of the CDs, our affiliate, BMOCM, and certain unaffiliated broker-dealers will receive the compensation described on page 2 of this Terms Supplement. Certain dealers who purchase the CDs for sale to certain fee-based advisory accounts may forgo some or all of their selling concessions, fees or commissions. The public offering price for investors purchasing the CDs in these accounts may be less than $1,000 per $1,000 in principal amount. Investors that hold their CDs in these accounts may be charged fees by the investment advisor or manager of that account based on the amount of assets held in those accounts, including the CDs.

Additional Information Relating to the Estimated Initial Value of the CDs

Our estimated initial value of the CDs on the date of this Terms Supplement that is set forth on page 2 of this Terms Supplement equals the sum of the values of the following hypothetical components:

- a fixed-income debt component with the same tenor as the CDs, valued using our internal funding rate for structured CDs; and
- one or more derivative transactions relating to the economic terms of the CDs.

The internal funding rate used in the determination of the initial estimated value generally represents a discount from the credit spreads for our conventional fixed-rate debt. The value of these derivative transactions is derived from our internal pricing models. These models are based on factors such as the traded market prices of comparable derivative instruments and on other inputs, which include volatility, interest rates and other factors. As a result, the estimated initial value of the CDs on the Trade Date was determined based on market conditions at that time.

BMO Harris Bank

Certificates of Deposit Linked to One or More Indices and/or Exchange Traded Funds

DISCLOSURE STATEMENT

This Disclosure Statement relates to the certificates of deposit (the "CDs") of BMO Harris Bank N.A. (the "Issuer"). The CDs may be sold from time to time by BMO Capital Markets Corp. and certain other broker-dealers (each, a "Broker"). The terms of each CD will be described in a separate "Terms Supplement." Each CD is a deposit obligation of the Issuer, the deposits and accounts of which are insured by the Federal Deposit Insurance Corporation (the "FDIC") within the limits described below. The CDs may be purchased both upon issuance (the "primary market") and, subject to the limitations discussed below, in the secondary market. If purchased in the primary market, the applicable Broker will advise you of the date on which your CD will be established with the Issuer (the "Settlement Date").

The CDs (principal and accrued interest) will be eligible for federal deposit insurance up to $250,000. The insurance limit applicable to each insurable capacity will be referred to as the "Deposit Insurance Limitation." For purposes of the Deposit Insurance Limitation, you must aggregate all deposits that you maintain with the Issuer in the same right and capacity, including deposits you hold directly with the Issuer, deposits of the Issuer you hold through your account with the applicable Broker and deposits of the Issuer you hold through any other intermediaries.

In the case of some CDs, most United States holders of the CDs, other than those purchasing the CDs through a tax advantaged retirement account (such as an IRA), are subject to tax rules requiring them to include in their taxable income the interest paid or accrued on the CDs (depending on the accounting method of the holder) during each tax year in which the CDs are outstanding until maturity. For additional information, see the section "Federal Income Tax Considerations" below.

In making a decision to purchase a CD, you must rely on your own examination of the Issuer and the terms of the CDs, including the merits and risks involved. You should compare the features of the CDs to other available investments before deciding to purchase a CD. The rate of return ultimately realized on the CDs may be higher or lower than the rates on other deposits available through the Issuer or the applicable Broker.

You should review the investment considerations discussed below in the section headed "Important Investment Considerations" and in the applicable Terms Supplement.

The information contained in this Disclosure Statement may not be modified by any oral representation made prior or subsequent to the purchase of your certificate of deposit.

Disclosure Statement dated April 1, 2019

BMO Capital Markets

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THE ISSUER

The Issuer is a national bank, with over 570 branches in Illinois, Indiana, Arizona, Missouri, Minnesota, Kansas, Florida, and Wisconsin. The Issuer's headquarters are in Chicago, Illinois. As of December 31, 2018, the Issuer had more than $119.1 billion in assets.

The Issuer is a wholly-owned indirect subsidiary of Bank of Montreal ("BMO"). In July 2011, BMO completed the acquisition of Marshall & Ilsley Corporation ("M&I"). Following the transaction, M&I Bank, a bank subsidiary of M&I, merged with and into the Issuer, with the Issuer as a surviving entity in the merger.

GENERAL TERMS

Each CD will mature on the date indicated in the applicable Terms Supplement. Interest payments, if any, are payable on each interest payment date. Interest on the CDs is not compounded.

No interest will be earned after maturity or after redemption, if the CD is called. The interest and any other amounts payable on each CD will be determined by the calculation agent, BMO Capital Markets Corp. (the "Calculation Agent"), which is an affiliate of the Issuer. See the applicable Terms Supplement for additional information.

The CDs will not be automatically renewed or rolled over. All payments to be made in connection with the CDs, including the CD balances (and interest, if any) at maturity, will be credited to your account with the applicable Broker. If the Maturity Date is not a business day, the CD balances will be paid on the next succeeding business day. If an interest payment date is not a business day, interest payments, if any, will be paid on the next succeeding business day and no additional interest will be payable as a result of that postponement. See the applicable Terms Supplement for additional information.

YOUR RELATIONSHIP WITH THE ISSUER AND THE BROKER

You will not receive a passbook, certificate or other evidence of ownership of the CDs from the Issuer. The CDs are evidenced by one or more master certificates issued by the Issuer, each representing a number of individual CDs. These master certificates are held by The Depository Trust Company ("DTC"). The applicable Broker, or a broker with which that Broker has a correspondent relationship (a "Clearing Broker"), as custodian, keeps records of the ownership of each CD and will provide you with a written confirmation of your purchase. You will also be provided with a periodic account statement from the applicable Broker that will reflect your CD ownership. You should retain the trade confirmation and the account statement(s) for your records. The purchase of the CDs is not recommended for persons who wish to take actual possession of a certificate.

Your account statement from the applicable Broker may provide an estimate of the value of your CDs, but any such valuation included in your statement will be an estimate only and will not be based on actual market prices. You should ask the applicable Broker to explain its statement pricing policies. Your deposit insurance coverage will be determined based on the balance of principal and accrued interest, and not the estimated price of the CD. See the sections headed "Deposit Insurance" and "Secondary Market" below.

Each CD constitutes a direct obligation of the Issuer and is not, either directly or indirectly, an obligation of any Broker. No deposit relationship shall be deemed to exist prior to the receipt and acceptance of your funds by the Issuer.

Financial information concerning the Issuer can be obtained from the Federal Financial Institutions Examination Council website at https://cdr.ffiec.gov/public/. If you have questions regarding financial information with respect to the Issuer, please contact your Broker. No Broker guarantees in any way the financial condition of the Issuer or the accuracy of any financial information provided by the Issuer.

If you choose to remove your Broker as your agent with respect to your CD, you may (i) transfer your CD to another agent, provided that the agent is a member of DTC (most major brokerage firms are members; many banks and savings institutions are not) or (ii) request that your ownership of the CD be evidenced directly on the books of the Issuer, subject to applicable law and the Issuer's terms and conditions, including those related to the manner of evidencing CD ownership. If you choose to remove your Broker as your agent, that Broker will have no further responsibility for payments made with respect to your CD. If the Issuer agrees to establish the CDs on its books and records, you will have the ability to enforce your rights in the CD directly against the Issuer.

IMPORTANT INVESTMENT CONSIDERATIONS

In addition to the following important investment considerations, please review the disclosures in the applicable Terms Supplement.

Liquidity. The CDs are only suitable for purchasing and holding to maturity. Early withdrawal by the depositor generally is not available. Although not obligated to do so, one or more of the Brokers, including BMO Capital Markets Corp. ("BMOCM"), or one or more other affiliates of the Issuer, may maintain a secondary market in the CDs after their Settlement Date. Any such entity may discontinue this market at any time. If you are able to sell your CD, the price you receive will reflect prevailing market conditions and the contingent nature of the payments on the CDs. Your sales proceeds may be less than the amount you paid for your CD. If you wish to dispose of your CD prior to maturity, you should read with special care the sections headed "Additions or Withdrawals" and "Secondary Market" below.

Compare Features. You should compare the rates of return and other features of the CDs to other available investments before deciding to purchase a CD. The rates paid with respect to the CDs may be higher or lower than the rates on deposits or other instruments, including other CDs available directly from the Issuer or through the applicable Broker.

Call Feature. If so specified in the applicable Terms Supplement, CDs may be called prior to the Maturity Date. If called, the CD will be redeemed and paid. If called, you may not be able to reinvest the funds at the same rate or terms.

Insolvency of the Issuer. In the event the Issuer approaches insolvency or becomes insolvent, the Issuer may be placed in regulatory conservatorship or receivership with the FDIC. The FDIC may thereafter pay off the CDs prior to maturity or transfer the CDs to another depository institution. If the CDs are transferred to another depository institution, you may be offered a choice of retaining the CDs, possibly at a lower interest rate, or having the CDs paid off. See the sections headed "Deposit Insurance" and "Payments Under Adverse Circumstances" below.

SEC Investor Tips. The Securities and Exchange Commission periodically publishes tips for investors in various financial products, including CDs, on its website. You may access these tips at www.sec.gov.

RISK FACTORS

Risks Relating to the Applicable Index or Exchange Traded Fund

You will not have any shareholder rights and will have no right to receive any shares of any securities included in or represented by an index or an exchange traded fund ("ETF"). Investing in the CDs will not make you a holder of any of the constituent stocks of any index or ETF. Neither you nor any other holder or owner of the CDs will have any voting rights, any right to receive dividends or other distributions or any other rights with respect to any of these securities.

Changes that affect an index or an ETF could affect the market value of the CDs and the amounts you will receive on the CDs. The policies of a sponsor of any index (including any index underlying an ETF, and such sponsor, the "Index Sponsor") concerning the calculation of that index, additions, deletions or substitutions of the components of that index and the manner in which changes affecting those components, such as stock dividends, reorganizations or mergers, may be reflected in the index and, therefore, could affect the amounts payable on the CDs, and the market value of the CDs prior to maturity. The amount payable on the CDs and their market value could also be affected if the Index Sponsor changes these policies, for example, by changing the manner in which it calculates the index, or if the Index Sponsor discontinues or suspends calculation or publication of the index, in which case it may become difficult to determine the market value of the CDs. If events such as these occur, or if the level of the index is not available on the valuation date or dates because of a market disruption event or for any other reason, the calculation agent may determine the level of the index—and thus the amounts payable on the CDs—in a manner it considers appropriate, in its sole discretion.

We have no affiliation with any Index Sponsor and will not be responsible for any actions taken by an Index Sponsor. Unless otherwise specified in the relevant pricing supplement, no Index Sponsor is an affiliate of ours or will be involved in any offerings of the CDs in any way. Consequently, we have no control over the actions of any Index Sponsor, including any actions of the type that would require the calculation agent to adjust the payments to you on the CDs. No Index Sponsor has any obligation of any sort with respect to the CDs. Thus, no Index Sponsor has any obligation to take your interests into consideration for any reason, including in taking any actions that might affect the value of the CDs. None of our proceeds from any issuance of the CDs will be delivered to any Index Sponsor, except to the extent that we are required to pay an Index Sponsor licensing fees with respect to an index.

An investment in the CDs may be subject to risks associated with non-U.S. securities markets. An index or an ETF may include or hold one or more equity securities that have been issued by non-U.S. companies. An investment in securities linked to the value of non-U.S. equity securities involves particular risks. Non-U.S. securities markets may be more volatile than U.S. securities markets, and market developments may affect non-U.S. securities markets differently from the U.S. securities markets. Direct or indirect government intervention to stabilize these non-U.S. securities markets, as well as cross-shareholdings among non-U.S. companies, may affect trading prices and volumes in those markets. Also, there is generally less publicly available information in the U.S. about non-U.S. companies than about those U.S. companies that are subject to the reporting requirements of the SEC, and non-U.S. companies are subject to accounting, disclosure, auditing and financial reporting standards and requirements that differ from those applicable to U.S. reporting companies.

Securities prices in non-U.S. countries are subject to political, economic, financial and social factors that may be unique to the particular country. These factors, which could negatively affect the non-U.S. securities markets, include the possibility of recent or future changes in the economic and fiscal policies of non-U.S. governments, the possible imposition of, or changes in, currency exchange laws or other non-U.S. laws or restrictions applicable to non-U.S. companies or investments in non-U.S. equity securities, the possibility of fluctuations in the rate of exchange between currencies, the possibility of outbreaks of hostility and political instability and the possibility of natural disasters or adverse public health developments in the region. Moreover, the economies of certain foreign countries may differ favorably or unfavorably from the U.S. economy in important respects, such as growth of gross national product, rate of inflation, trade surpluses or deficits, capital reinvestment, resources and self-sufficiency.

The return on the CDs may be exposed to fluctuations in exchange rates that might affect the level of an index and the payments on the CDs. Because the securities included in an index may be traded in currencies other than U.S. dollars, and the CDs are denominated in U.S. dollars, the amounts payable on the CDs may be exposed to fluctuations in the exchange rate between the U.S. dollar and each of the currencies in which those securities are denominated. These changes in exchange rates may reflect changes in various non-U.S. economies that in turn may affect the payments on the CDs. An investor's net exposure will depend on the extent to which the currencies in which the relevant securities are denominated either strengthen or weaken against the U.S. dollar and the relative weight of each security. If, taking into account such weighting, the U.S. dollar strengthens (or, in the case of bearish CDs, weakens) against the currencies in which the relevant securities are denominated, the value of those securities may be adversely affected and the level of the applicable index may be adversely affected as well. In turn, the payments on the CDs may be adversely affected.

We do not control any company included in an index or an ETF and are not responsible for any disclosure made by any other company. Neither we nor any of our affiliates have the ability to control the actions of any of the companies included in an index or an ETF, nor do we assume any responsibility for the adequacy or accuracy of any publicly available information about any of these companies, unless (and only to the extent that) our securities or the securities of our affiliates are represented by that index or ETF. You should make your own investigation into the companies represented by the applicable index or ETF.

Additional Risks Relating to ETFs

You will have no rights against the sponsor of the relevant ETF. The CDs are not sponsored, endorsed, sold or promoted by any sponsor of any ETF. No sponsor of the relevant ETF has passed on the legality or suitability of, or the accuracy or adequacy of descriptions and disclosures relating to, the CDs. No sponsor of any ETF makes any representation or warranty, express or implied, to you or any member of the public regarding the advisability of investing in any financial instruments generally or the CDs in particular, or the ability of the relevant ETF to track general market performance. The sponsor of that ETF has no obligation to take our needs or your needs into consideration in determining, composing or calculating that ETF, or in making changes to that ETF. No sponsor of the relevant ETF is responsible for, and none of them has participated in the determination of, the timing, prices or quantities of the CDs to be issued or in the determination or calculation of the equation by which the amounts to be paid on the CDs are to be determined. No sponsor of the relevant ETF has any liability in connection with the administration, marketing or trading of the CDs.

Adjustments to the relevant ETF could adversely affect the CDs. The sponsor of the relevant ETF is responsible for calculating and maintaining such ETF. The relevant ETF sponsor can add, delete or substitute the stocks comprising the relevant ETF or make other methodological changes that could change the value of the ETF at any time. Consequently, any of these actions could adversely affect the amount payable at maturity and/or the market value of the CDs.

The policies of an ETF sponsor or investment advisor, as applicable, and changes that affect the ETF could adversely affect the amount payable on your CDs and their market value. The policies of the sponsor or investment advisor, as applicable, of the relevant ETF concerning the calculation of the ETF's net asset value, additions, deletions or substitutions of securities in such ETF and the manner in which changes affecting the relevant underlying index are reflected in the ETF could affect the market price of the shares of the ETF and, therefore, the amount payable on your CDs on the maturity date and the market value of your CDs before that date. The amount payable on your CDs and their market value could also be affected if the ETF sponsor or investment advisor, as applicable, changes these policies, for example, by changing the manner in which it calculates the ETF's net asset value, or if the ETF sponsor or investment advisor, as applicable, discontinues or suspends calculation or publication of the ETF's net asset value, in which case it may become difficult to determine the market value of the CDs.

We and our affiliates generally do not have any affiliation with the investment advisor of an ETF and are not responsible for its public disclosure of information. Each investment advisor of an ETF advises that ETF on various matters including matters relating to the policies, maintenance and calculation of the ETF. Unless otherwise specified in the applicable Terms Supplement, we and our affiliates generally are not affiliated with the investment advisor of an ETF in any way and have no ability to control or predict its actions, including any errors in or discontinuance of disclosure regarding their methods or policies relating to the ETF. Except in the limited cases where we or an affiliate is the investment advisor of an ETF, the investment advisor is not involved in any offering of the CDs in any way and has no obligation to consider your interests as an owner of the CDs in taking any actions relating to the ETF that might affect the value of the CDs.

Neither we nor any of our affiliates assumes any responsibility for the adequacy or accuracy of the information about an ETF or the investment advisor of such ETF contained in any public disclosure of information by such investment advisor (except to the extent that we or an affiliate is the investment advisor of such ETF). You, as an investor in the CDs, should make your own investigation into the ETF.

The correlation between the performance of an ETF and the performance of the ETF's underlying index may be imperfect. The performance of an ETF is linked principally to the performance of the ETF's underlying index. However, the performance of an ETF may also be linked in part to shares of other ETFs because some ETFs generally invest a specified percentage, e.g., 10% of their assets, in the shares of other ETFs. In addition, while the performance of an ETF is linked principally to the performance of such ETF's underlying index, ETFs generally invest in a representative sample of the stocks included in such ETF's underlying index and generally do not hold all or substantially all of the stocks included in such ETF's underlying index. Finally, the performance of an ETF and of the ETF's underlying index will generally vary due to transaction costs, certain corporate actions and timing variances.

Imperfect correlation between the stocks held by an ETF and the stocks included in such ETF's underlying index; the performance of the shares of other ETFs, if applicable; rounding of prices; changes to an ETF's underlying index; and changes to regulatory policies, may cause the performance of an ETF to differ from the performance of the ETF's underlying index. In addition, because shares of ETFs are traded on exchanges and are subject to market supply and investor demand, the market value of one share of an ETF may differ from its net asset value per share and the shares of an ETF may trade at, above or below their net asset value per share.

Because of the potential discrepancies identified above, the return on an ETF may correlate imperfectly with the return on the ETF's underlying index.

There is no assurance that an active trading market will continue for the shares of the relevant ETF or that there will be liquidity in the trading market. Although the shares of an ETF to which your CDs may be linked are listed for trading on various securities exchanges and a number of similar products have been traded on other securities exchanges for varying periods of time, there is no assurance that an active trading market will continue for the shares of such ETF or that there will be liquidity in the trading market.

An ETF is subject to management risks. Each ETF is subject to management risk, which is the risk that the investment advisor's investment strategy, the implementation of which is subject to a number of constraints, may not produce the intended results. For example, an investment advisor may invest a portion of the ETF's assets in securities not included in the relevant industry or sector but which the investment advisor believes will help the ETF track the relevant industry or sector.

Risks Relating to the Certificates of Deposit and FDIC Insurance

The FDIC's powers as receiver or conservator could adversely affect your return. If the FDIC were appointed as our conservator or receiver, the FDIC would be authorized to disaffirm or repudiate any contract to which we are a party, the performance of which was determined to be burdensome, and the disaffirmance or repudiation of which was determined to promote the orderly administration of our affairs. It is likely that for this purpose, deposit obligations, such as the CDs, would be considered "contracts" within the meaning of the foregoing and that the CDs could be repudiated by the FDIC as our conservator or receiver. This repudiation should result in a claim by a depositor against the conservator or receiver for the principal of and accrued and unpaid interest payments on the CDs. No claim would be available, however, for any secondary market premium paid by a depositor above the Deposit Amount of a CD.

The FDIC as conservator or receiver also may transfer to another insured depository institution any of the insolvent institution's assets and liabilities, including liabilities such as the CDs, without the approval or consent of the beneficial owners of the CDs. The transferee depository institution would be permitted to offer beneficial owners of the CDs the choice of (i) repayment of the Deposit Amount and accrued and unpaid interest payments of the CDs or (ii) substitute terms which may be less favorable. If a CD is paid off prior to its maturity date, either by a transferee depository institution or the FDIC, its beneficial owner may not be able to reinvest the funds at the same rate of return as the rate on the original CD.

The FDIC may not insure all payments in respect of the CDs. If FDIC insurance payments become necessary for the CDs, the FDIC will be required to pay the Deposit Amount and interest payments on the CDs, subject to the Deposit Insurance Limitations and other conditions herein under the section entitled "Deposit Insurance." As a result, depending on the total amount of all your deposits (including CDs, any other certificates of deposit, checking accounts, savings accounts, money market deposit accounts, etc.) that you hold with us, and the manner in which you hold them, FDIC insurance may not be available for the entire amount of your investment in the CDs, if at all. The CDs are not otherwise insured by any governmental agency or instrumentality or any other person.

The FDIC has taken the position that any secondary market premium paid by a depositor above the Deposit Amount on the CDs is not insured by the FDIC. In addition, the FDIC may also take the position that no "contingent" interest that has not yet been ascertained and become due as of the date of the Issuer's failure is insured. Therefore, interest payments that have not been calculated as of a particular determination date may not be insured by the FDIC until finally determined and payable.

DEPOSIT INSURANCE

The principal amount of and the accrued amount of interest on your CDs are protected by federal deposit insurance provided by the Deposit Insurance Fund, which is administered by the FDIC and backed by the full faith and credit of the U.S. Government in the maximum amount permitted by law. As of the date of this Disclosure Statement, as a result of the "Dodd-Frank Wall Street Reform and Consumer Protection Act," enacted in July 2010, this amount is $250,000 for all deposits that you hold in the same ownership capacity with the Issuer. This $250,000 amount, as it may be adjusted, is referred to in this Disclosure Statement as the "Deposit Insurance Limitation." The Federal Deposit Insurance Reform Act of 2005, enacted in 2006, requires the FDIC to reconsider periodically the existing Deposit Insurance Limitations, and whether to raise these amounts to reflect inflation rates in the United States. This review was initially required to take place by April 1, 2010, and is required at intervals of five years thereafter. Any accounts or deposits you maintain with the Issuer directly or through any intermediary in the same right and capacity as you maintain your CDs would be aggregated with the CDs for purposes of the Deposit Insurance Limitation.

You are responsible for monitoring the total amount of all your deposits (including CDs, any other certificates of deposit, checking accounts, savings accounts, money market deposit accounts, etc.) that you hold in one depository institution in order for you to determine the extent of federal deposit insurance coverage available to you on your deposits, including the CDs. None of the Issuer, the applicable Broker, BMOCM, or any other affiliate of the Issuer is responsible for any insured or uninsured portion of the CDs or any other deposits.

The FDIC has taken the position that any portion of the payments on the CDs or any applicable early redemption price in excess of the principal amount, and any secondary market premium paid by a depositor above the principal amount on the CDs, are NOT insured by the FDIC. In addition, the FDIC may take the position that "contingent" interests that have not yet been ascertained and become due as of the date of the Issuer's failure is insured. Therefore, interest payments that have not been calculated as of a particular determination date may not be insured by the FDIC until finally determined and payable. Accordingly, if insurance payments are required by the FDIC for the Issuer and if the FDIC insurance payments become necessary for the CDs, you may incur a loss of (a) any such amounts and (b) any amount by which your aggregate deposits with the Issuer, including the CDs, exceed the Deposit Insurance Limitation.

Impact of Certain Acquisition Transactions

If the CDs are assumed by another insured depository institution as a result of a merger, consolidation, or other transaction, those CDs will continue to be separately insured from any deposits that you might have established with the acquiror until their maturity date, provided that:

- If the CDs mature within six months from the date that the deposits are assumed, and are renewed in the same dollar amount and for the same term as the original CDs (as contemplated by the FDIC's regulations), the CDs will be separately insured until their first maturity date after the six-month period.

- If the CDs mature within six months from the date that the deposits are assumed, and are renewed on any other basis, or that are not renewed and thereby become demand deposits (in each case, as contemplated by the FDIC's regulations), the CDs will be separately insured only until the end of the six-month period.

Thereafter, the CDs will be aggregated with any existing deposits that you may have with the acquiror held in the same right and capacity for purposes of federal deposit insurance. Notwithstanding these provisions, the Issuer cannot assure you that the CDs will be renewable at the same dollar amount or for the same term, if at all.

Please note that these provisions will also apply in a comparable manner if the Issuer assumes any deposits that you have with another insured depositary institution.

Operation of the Deposit Insurance Limitation

The operation of the Deposit Insurance Limitation per depository institution will depend upon how the CDs are held. For example, the application of the Deposit Insurance Limitation will depend upon whether the CDs and/or any other deposit are held in:

- individual customer accounts;
- custodial accounts;
- joint accounts;
- revocable and irrevocable trust accounts;
- retirement accounts; and/or
- employee benefit accounts.

The FDIC's website, www.fdic.gov, includes summary information and examples as to how the Deposit Insurance Limitation applies in a variety of these situations. We encourage you to consult with your financial and legal advisors to fully understand how the Deposit Insurance Limitation may apply to your specific circumstances.

* * *

The summary of FDIC deposit insurance regulations above that apply to the CDs is not intended to be a full restatement of applicable FDIC regulations and interpretations, which may be uncertain as to their application to the CDs, and may change from time to time. If you have questions about the extent to which your CDs will be insured, please contact your financial and legal advisors. You also may review the FDIC's regulations and explanations of deposit insurance at the FDIC website, www.fdic.gov, or contact the FDIC directly at the following address: FDIC, 550 17th Street, N.W., Washington, D.C. 20429. You also may call the FDIC's "FDIC Call Center" at (877) 275-3342; or e-mail the FDIC via the FDIC's On-line Customer Assistance Form at https://www.fdic.gov/consumers/questions/. Neither the Issuer nor your Broker is responsible to determine the extent of federal deposit insurance coverage applicable to your CDs. None of the webpages referenced in this Disclosure Statement, or the information included in these pages, shall be deemed to be included or incorporated by reference in this Disclosure Statement.

Payments Under Adverse Circumstances

As with all deposits, if it becomes necessary for federal deposit insurance payments to be made on the CDs, there is no specific time period during which the FDIC must make available those insurance payments. Accordingly, you should be prepared for the possibility of an indeterminate delay in obtaining insurance payments. In addition, you may be required to provide certain documentation to the FDIC and your Broker before insurance payouts are released to you. For example, if you hold CDs as trustee for the benefit of trust participants, you may be required to furnish an affidavit to that effect. You also may be required to furnish other affidavits and indemnities regarding the payout. Further, if the Issuer fails, its insured deposits may be transferred, subject to applicable insurance verification and limitations on federal deposit insurance, to another depository institution or redeemed without penalty prior to maturity.

The records that the Issuer and your Broker maintain regarding ownership of the CDs would be used to establish your eligibility for federal deposit insurance payments. Other evidence may be used to establish your eligibility for federal deposit insurance payments only if the records of the Issuer are ambiguous or unclear.

In the event that federal deposit insurance payments become necessary for your CDs, the FDIC is required to pay the original principal amount and the accrued amount of the stated interest, subject to the Deposit Insurance Limitation. No interest is earned on deposits from the time the Issuer may be closed until insurance payments are received.

As explained above, the Deposit Insurance Limitation coverage applies to the aggregate of the principal amount of CDs maintained with the Issuer together with, except as set forth below, the aggregate of any other deposits you may maintain in the same right and capacity with the Issuer.

None of the Issuer, your Broker, BMOCM, or any other affiliate of the Issuer will be obligated to you for amounts not covered by federal deposit insurance. None of those parties will be obligated to make any payments to you in satisfaction of any loss you might incur as a result of (i) a delay in insurance payouts applicable to your CDs or (ii) payment in cash of the principal of your CDs prior to the maturity date in connection with the Issuer's liquidation or the assumption of all or a portion of the Issuer's deposit liabilities. In connection with the latter, as noted above, the amount of a payment on a CD which had been purchased at a premium in the secondary market is based on the original principal amount and not on any premium amount. Your written confirmation will state the original principal amount of your CDs. In the event of a liquidation, the payment received will not include the value of any premium paid. Therefore, you can lose up to the full amount of the premium as a result of such a payment. You should factor these possible delays and types of resolutions into your financial planning. Also, your Broker will not be obligated to credit your account with funds in advance of payments received from the FDIC.

The premium being paid for a CD, which is not insured, can be determined by subtracting the principal amount of the CD (assuming for this example that the principal amount is $10), from the price paid, which appears as "Price" on your written confirmation. For example, if the "Price" paid is $12, then the uninsured premium is $2 (i.e., $12-$10 = $2).

ADDITIONS OR WITHDRAWALS

No additions are permitted to be made to any CD. When you purchase a CD, you agree with the Issuer to keep your funds on deposit for the term of the CD. Accordingly, except as set forth below, no early withdrawals of CDs will be available, and you should therefore not rely on the possibility of gaining access to your funds prior to maturity. The early withdrawal provisions, if any, applicable to your CD may be more or less advantageous than the provisions applicable to other deposits available from the Issuer. **This section may be modified by the Terms Supplement applicable to your CD, therefore you must read this document together with any relevant Terms Supplement.**

In the event of death or the adjudication of incompetence of the owner of a CD, unless set forth otherwise in the Terms Supplement, early withdrawal of the entire CD will generally be permitted without penalty, subject to the conditions below. Unless set forth otherwise in the Terms Supplement, withdrawal of a portion of the beneficial owner's interest in the CD will not be permitted. In the event of an early withdrawal resulting from a death or an adjudication of incompetence, no interest will be paid on the CD or the withdrawn portion of the CD, as the case may be. Written verification and documentation acceptable to the Issuer and/or the applicable Broker, in their discretion, will generally be required to determine whether the conditions for early withdrawal set forth herein are met under these circumstances.

For purposes of this section, a beneficial owner of a CD is a person who has the right, immediately prior to his or her death, to receive the proceeds from the disposition of that CD, as well as the right to receive payment of the principal of the CD at maturity.

For purposes of this section, the death of a person holding a beneficial ownership interest in a CD with any immediate family member in a joint tenancy, in tenancy by the entirety, tenancy in common, as community property or in any other joint ownership arrangement, will be deemed the death of a beneficial owner of that CD, and the entire principal amount of the CD held in such a manner will be subject to repayment upon request as described above. However, the death of a person holding a beneficial ownership interest in a CD held in such a manner with a person other than his or her immediate family member will be deemed the death of a beneficial owner only with respect to such deceased person's interests in the CD, and only the deceased beneficial owner's percentage interest in the principal amount of the CD (as shown by documentary evidence satisfactory to the Issuer) will be subject to repayment. The term "**immediate family member**" shall mean a spouse, children, parents, grandparents, or siblings.

If the ownership interest in a CD is held by a nominee for a beneficial owner or by a custodian under a Uniform Gifts to Minors Act or Uniform Transfer to Minors Act, or by a trustee of a trust that is wholly revocable by its beneficial owner, or by a guardian or committee for a beneficial owner, the death of such beneficial owner will be deemed the death of a beneficial owner for purposes of this section, if the beneficial ownership interest can be established to the satisfaction of the Issuer. In any of these cases, the death or dissolution of the nominee, custodian, trustee, guardian or committee will not be deemed the death of the beneficial owner of the CD for purposes of this section. For purposes of clarification, trustees of trusts originally established as irrevocable trusts are not eligible to exercise the repayment right described herein, nor may it be exercised where the CDs have been transferred from the estate of the deceased owner by operation of a transfer on death unless such transfer is to an immediate family member.

All questions regarding the eligibility or validity of any withdrawal in the event of death or the adjudication of incompetence of the owner of a CD generally will be determined by the Issuer, in its sole discretion, which determination will be final and binding on all parties. The decision whether to permit an early withdrawal of CDs held in an ownership arrangement not discussed in this section or to make any accommodations notwithstanding the terms of this section shall be in the sole discretion of the Issuer.

Pursuant to the Internal Revenue Code of 1986, as amended, the beneficiary of an IRA (but not a Roth IRA) must begin making withdrawals from the IRA after age 70-1/2. CDs held in an IRA are not eligible for early withdrawal simply because the beneficiary must begin making mandatory withdrawals from the IRA. IRA beneficiaries should purchase CDs with maturities that correspond to the mandatory withdrawal requirements, or look to the secondary market, if any, for liquidity. See the section headed "Secondary Market" below.

In the event that you wish to make an early withdrawal, and such withdrawal is permitted, the applicable Broker will endeavor to obtain funds for you as soon as possible however no interest will be paid. However, the applicable Broker will not advance funds in connection with early withdrawals and can give no assurances that payment pursuant to early withdrawals will be made by a specified date.

SECONDARY MARKET

One or more of the Brokers, including BMOCM, or one or more affiliates of the Issuer, though not obligated to do so, may maintain a secondary market in the CDs after the Settlement Date. If you wish to sell your CD prior to maturity and BMOCM, or one or more other affiliates of the Issuer, does not maintain a secondary market, the applicable Broker may attempt to sell your CD in a secondary market maintained by another broker-dealer. No Broker can provide any assurance that you will be able to sell your CDs prior to their maturity. In addition, a secondary market for the CDs may be discontinued at any time without notice. Therefore, you should not rely on any such ability to sell your CDs for any benefits, including achieving trading profits, limiting trading or other losses, realizing income prior to maturity, or having access to proceeds prior to maturity.

In the event that a buyer is available at a time you attempt to sell your CD prior to its maturity, the price at which your CD is sold may result in a return to you that differs from the yield that the CD would have earned had it been held to maturity, since the selling price for a CD in such circumstances will likely be based on a number of factors, such as changes in the value of the market measure to which your CDs are linked, time remaining until maturity, and other market conditions. In addition, the contingent nature of the payment on the CDs will affect the selling price, and you should be aware that changes in the level of an index or an ETF may not be reflected in the price at which you can sell your CD.

The price at which a CD may be sold if a secondary market is available will reflect a mark-down retained by the applicable Broker. Similarly, the price you may pay for any CD purchased in the secondary market will include a mark-up established by the applicable Broker. In the event you choose to sell a CD in the secondary market, you may receive less in sale proceeds than the original principal (par) amount of the CD or the estimated price on your account statement.

In the event that a CD is purchased in the secondary market at a premium over the par amount, the premium is not insured. Therefore, if deposit insurance payments become necessary for the Issuer, the owner of a CD purchased in the secondary market can incur a loss of the premium paid for the CD. (Also see the section headed "Deposit Insurance" above.)

The uninsured premium being paid for an interest bearing CD can be determined from the price set forth on your trade confirmation. Price on CDs is expressed in relation to par (100.00). Any amount over 100.00 represents the premium. For example, if your trade confirmation states that the price for a CD purchased in the secondary market is 100.25, there is a premium that will not be insured by the FDIC. In contrast, price of 99.75 would not include a premium.

FEES

The applicable Brokers participating in the sale of the CDs will receive a placement fee from the Issuer in connection with your purchase of a CD. Except for the mark-up or mark-down discussed above in connection with secondary market transactions and a handling fee, if any, disclosed on your trade confirmation, you will not be charged any commissions in connection with your purchase of a CD

INFORMATION ABOUT THE INDICES AND THE ETFS

Additional Provisions Relating to Indices

Unavailability of the Level of an Index on a Valuation Date for the CDs

If an Index Sponsor discontinues publication of an index to which the CDs are linked and the applicable Index Sponsor or another entity publishes a successor or substitute index that the calculation agent determines, in its sole discretion, to be comparable to the applicable index (such successor or substitute index being referred to in this section as a "successor index"), then any subsequent index closing level will be determined by reference to the published level of that successor index at the regular weekday close of trading on the applicable date.

If a successor index is selected by the calculation agent, that successor index will be used as a substitute for the applicable index for all purposes, including for purposes of determining whether a market disruption event exists with respect to that index.

If an index sponsor discontinues publication of an index prior to, and that discontinuance is continuing on, any applicable date and the calculation agent determines, in its sole discretion, that no successor index is available at that time, then the calculation agent will determine the level of the applicable index for the relevant date in accordance with the formula for and method of calculating the index last in effect prior to the discontinuance, without rebalancing or substitution, using the closing level (or, if trading in the relevant underlying securities or components of the index have been materially suspended or materially limited, its good faith estimate of the closing level that would have prevailed but for that suspension or limitation) at the close of the principal trading session of the relevant exchange on that date of each security or component most recently comprising the applicable index. Notwithstanding these alternative arrangements, discontinuance of the publication of the applicable index may adversely affect the value of your CDs.

If at any time the method of calculating a closing level for the applicable index or a successor index is changed in a material respect, or if the index is in any other way modified so that the index does not, in the opinion of the calculation agent, fairly represent the level of the index had those changes or modifications not been made, then, from and after that time, the calculation agent will, at the close of business in New York City on the applicable valuation date, make such calculations and adjustments as, in the good faith judgment of the calculation agent, may be necessary in order to arrive at a level of an index comparable to that index as if those changes or modifications had not been made. Accordingly, if the method of calculating the index is modified so that the value of that index is a fraction of what it would have been if it had not been modified (e.g., due to a split in the index), then the calculation agent will adjust the index in order to arrive at a value of that index as if it had not been modified (e.g., as if such split had not occurred).

Notwithstanding these alternative arrangements, discontinuance of the publication of an index may adversely affect the value of your CDs.

Market Disruption Events

If the level of an index is to be determined on a single valuation date and a market disruption event (as defined below) occurs or is continuing on that date, the level of the index will equal the closing level of the index on the first trading day following the valuation date on which the calculation agent determines that a market disruption event is not continuing. If a market disruption event occurs or is continuing on each trading day to and including the tenth trading day following the valuation date, the level of the index will be determined (or, if not determinable, estimated by the calculation agent in a manner which is considered commercially reasonable under the circumstances) by the calculation agent on that tenth trading day, regardless of the occurrence or continuation of a market disruption event on that day. In such an event, the calculation agent will make a good faith estimate in its sole discretion of the level of the index that would have prevailed in the absence of the market disruption event.

If the level of an index will be determined over more than one valuation date and a market disruption event occurs or is continuing on any scheduled valuation date other than the final valuation date, the level of the index for that valuation date will equal the closing level of the index on the next scheduled valuation date. For example, if a market disruption event occurs or is continuing on the first and second scheduled valuation dates, but not on the third scheduled valuation date, then the closing level of the index on the third scheduled valuation date will also be deemed to be the closing level of the index on the first and second scheduled valuation dates. If no further scheduled valuation dates occur after a valuation date on which a market disruption event occurs or is continuing or if a market disruption event occurs or is continuing on the final valuation date, then the closing level of the index for that valuation date will be determined (or, if not determinable, estimated by the calculation agent in a manner which is considered to be commercially reasonable under the circumstances) by the calculation agent on that final valuation date, regardless of the occurrence or continuation of a market disruption event on that day. In such an event, the calculation agent will make a good faith estimate in its sole discretion of the closing level of the index that would have prevailed in the absence of the market disruption event.

A market disruption event means any event, circumstance or cause which the Issuer determines, and the calculation agent confirms, has or will have a material adverse effect on the Issuer's ability to perform its obligations under the CDs or to hedge its position in respect of its obligations to make payment of amounts owing thereunder and more specifically includes the following events to the extent that they have such effect with respect to an index:

- a suspension, absence or limitation of trading in index components constituting 20% or more, by weight, of an index;
- a suspension, absence or limitation of trading in futures or options contracts relating to an index on their respective markets;
- any event that disrupts or impairs, as determined by the calculation agent, the ability of market participants to (i) effect transactions in, or obtain market values for, index components constituting 20% or more, by weight, of the index, or (ii) effect transactions in, or obtain market values for, futures or options contracts relating to that index on their respective markets;
- the closure on any day of the primary market for futures or options contracts relating to an index or index components constituting 20% or more, by weight, of that index on a scheduled trading day prior to the scheduled weekday closing time of that market (without regard to after hours or any other trading outside of the regular trading session hours) unless such earlier closing time is announced by the primary market at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such primary market on such scheduled trading day for such primary market and (ii) the submission deadline for orders to be entered into the relevant exchange system for execution at the close of trading on such scheduled trading day for such primary market;
- any scheduled trading day on which (i) the primary markets for index components constituting 20% or more, by weight, of that index or (ii) the exchanges or quotation systems, if any, on which futures or options contracts on that index are traded, fails to open for trading during its regular trading session; or
- any other event, if the calculation agent determines that the event interferes with the Issuer's ability or the ability of any of its affiliates to unwind all or a portion of a hedge with respect to the CDs that the Issuer or its affiliates have effected or may effect with respect to the CDs.

Additional Provisions Relating to ETFs

Market Disruption Events

If the price of an ETF is to be determined on a single valuation date and a market disruption event (as defined below) occurs or is continuing on that date, the closing price of the ETF will equal its closing price on the first trading day following the valuation date on which the calculation agent determines that a market disruption event is not continuing. If a market disruption event occurs or is continuing on each trading day to and including the tenth trading day following the valuation date, the price of the ETF will be determined (or, if not determinable, estimated by the calculation agent in a manner which is considered commercially reasonable under the circumstances) by the calculation agent on that tenth trading day, regardless of the occurrence or continuation of a market disruption event on that day. In such an event, the calculation agent will make a good faith estimate in its sole discretion of the price of the ETF that would have prevailed in the absence of the market disruption event.

If the price of an ETF will be determined over more than one valuation date and a market disruption event occurs or is continuing on any scheduled valuation date other than the final valuation date, the price of the ETF for that valuation date will equal the closing price of the ETF on the next scheduled valuation date. For example, if a market disruption event occurs or is continuing on the first and second scheduled valuation dates, but not on the third scheduled valuation date, then the closing price of the ETF on the third scheduled valuation date will also be deemed to be the closing price of the ETF on the first and second scheduled valuation dates. If no further scheduled valuation dates occur after a valuation date on which a market disruption event occurs or is continuing or if a market disruption event occurs or is continuing on the final valuation date, then the closing price of the ETF for that valuation date will be determined (or, if not determinable, estimated by the calculation agent in a manner which is considered to be commercially reasonable under the circumstances) by the calculation agent on that final valuation date, regardless of the occurrence or continuation of a market disruption event on that day. In such an event, the calculation agent will make a good faith estimate in its sole discretion of the closing price the ETF that would have prevailed in the absence of the market disruption event.

Any of the following will be a market disruption event for an ETF:

- a suspension, absence or limitation of trading in (i) that security in its primary market, as determined by the calculation agent, or (ii) futures or options contracts relating to that security in the primary market for those contracts, as determined by the calculation agent;
- any event that disrupts or impairs, as determined by the calculation agent, the ability of market participants to (i) effect transactions in, or obtain market values for, the security in its primary market, or (ii) effect transactions in, or obtain market values for, futures or options contracts relating to the security in its primary market;
- the closure on any day of the primary market for that security on a scheduled trading day prior to the scheduled weekday closing time of that market (without regard to after hours or any other trading outside of the regular trading session hours) unless such earlier closing time is announced by the primary market at least one hour prior to the earlier of (i) the actual closing time for the regular trading session on such primary market on such scheduled trading day for such primary market and (ii) the submission deadline for orders to be entered into the relevant exchange system for execution at the close of trading on such scheduled trading day for such primary market;
- any scheduled trading day on which (i) the primary market for that security or (ii) the exchanges or quotation systems, if any, on which futures or options contracts on that security are traded, fails to open for trading during its regular trading session; or
- any other event, if the calculation agent determines that the event interferes with our ability or the ability of any of our affiliates to unwind all or a portion of a hedge with respect to the CDs that we or our affiliates have effected or may effect.

Adjustments to an ETF

If an ETF is de-listed from the relevant exchange, liquidated or otherwise terminated, the calculation agent will substitute an ETF that the calculation agent determines, in its sole discretion, is comparable to the discontinued fund (such fund being referred to herein as a "successor ETF"). If the ETF (or a successor ETF) is de-listed, liquidated or otherwise terminated and the calculation agent determines that no successor fund is available, then the calculation agent will, in its sole discretion, calculate the appropriate closing price of one share of the ETF by a computation methodology that the calculation agent determines will as closely as reasonably possible replicate the ETF. If a successor ETF is selected or the calculation agent calculates the closing price by a computation methodology that the calculation agent determines will as closely as reasonably possible replicate the ETF, that successor ETF or computation methodology will be substituted for the ETF (or such successor ETF) for all purposes of the CDs.

If the calculation agent determines that no substitute ETF comparable to the original ETF, or no appropriate computation methodology exists, then the calculation agent will deem the closing price of the original ETF on the trading day immediately prior to its delisting, liquidation or other termination to be the closing price of the original ETF on every remaining trading day to, and including, the final valuation date.

The calculation agent also may determine that no adjustment is required under this subsection by the modification of the method of calculation.

The calculation agent will have discretion to adjust the price of any ETF if certain events occur. Exchange traded funds are registered investment companies that are eligible for trading on the exchanges on which they are listed. Generally, ETF (other than commodities-based exchange traded funds) are subject to regulation under the Investment Company Act of 1940 and are restricted in their activities and have dividend requirements. In the event that any event other than a delisting or withdrawal from the relevant exchange occurs with respect to an ETF, the calculation agent shall determine whether and to what extent an adjustment should be made to the price of that ETF or any other term. The calculation agent shall have no obligation to make an adjustment for any such event.

The calculation agent will be solely responsible for the method of calculating the closing price of one share of the ETF (or any successor ETF) and of any related determinations and calculations, and its related determinations and calculations will be conclusive in the absence of manifest error.

FEDERAL INCOME TAX CONSIDERATIONS

The following summary of certain U.S. federal income tax considerations of the acquisition, ownership, and disposition of the CDs is not exhaustive of all possible tax considerations. It is based upon the Internal Revenue Code of 1986, as amended ("Code"), regulations promulgated under the Code by the U.S. Treasury Department ("Treasury") (including proposed and temporary regulations), rulings, current administrative interpretations and official pronouncements of the Internal Revenue Service ("IRS"), and judicial decisions, all as currently in effect and all of which are subject to differing interpretations or to change, possibly with retroactive effect. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax consequences described below.

The following discussion is a general description of certain U.S. federal income tax considerations relating to the CDs. It does not purport to be a complete analysis of all tax considerations relating to the CDs. This following discussion assumes that the issue price of the CDs, as determined for U.S. federal income tax purposes, equals the principal amount thereof. The following discussion applies to CDs that have a term of more than one year. The U.S. federal income tax treatment of CDs with a term of one year or less will be set forth in the applicable terms supplement. Prospective purchasers of the CDs should consult their tax advisors as to the consequences under the tax laws of the country of which they are resident for tax purposes and the tax laws of the U.S. of acquiring, holding and disposing of the CDs and receiving payments of interest, principal and/or other amounts under the CDs.

You should consult your tax advisor concerning the U.S. federal income tax and other tax consequences of your investment in the CDs in your particular circumstances, including the application of state, local or other tax laws and the possible effects of changes in federal or other tax laws.

This section does not apply to you if you are a member of a class of holders subject to special rules, such as: a dealer in securities or currencies, a trader in securities that elects to use a mark-to-market method of accounting for your securities holdings, a bank, a life insurance company, a tax-exempt organization, a person that owns CDs that are a hedge or that are hedged against interest rate or currency risks, a person that owns the CDs as part of a straddle or conversion transaction for tax purposes, a person that holds the CDs in a tax-deferred or tax-advantaged account, or a person whose functional currency for tax purposes is not the U.S. dollar (other than non-United States holders, as defined below).

This section applies to you only if, except as otherwise specifically noted, you purchase your CDs upon original issuance and hold your CDs as capital assets for tax purposes.

As used in this Disclosure Statement, you are a "United States holder" if you are a beneficial owner of a CD and you are:

- a citizen or resident of the United States,
- a corporation (including an entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States or of any state of the United States or the District of Columbia,
- an estate whose income is subject to U.S. federal income tax regardless of its source, or
- a trust if a United States court can exercise primary supervision over the trust's administration and one or more United States persons are authorized to control all substantial decisions of the trust.

If an entity or arrangement treated as a partnership for U.S. federal income tax purposes holds a CD, the U.S. federal income tax treatment of a partner will generally depend on the status of the partner and the tax treatment of the partnership. A partner in a partnership holding a CD should consult its tax advisor with regard to the U.S. federal income tax treatment of an investment in the CDs.

We will not attempt to ascertain whether the issuer of any of the component stocks included in an index or an ETF would be treated as a "passive foreign investment company" within the meaning of Section 1297 of the Code or a "U.S. real property holding corporation" within the meaning of Section 897 of the Code. If the issuer of one or more of such stocks were so treated, certain adverse U.S. federal income tax consequences could possibly apply. You should refer to any available information filed with the SEC by the issuers of the component stocks included in the applicable index or ETF and consult your tax advisor regarding the possible consequences to you in this regard.

United States Holders

Depending on the terms of the CDs, we intend to treat the CDs either as "variable rate debt instruments" or as "contingent payment debt instruments" for U.S. federal income tax purposes.

Variable Rate Debt Instruments

If the CDs are properly characterized as variable rate debt instruments for U.S. federal income tax purposes, interest on a CD generally will be included in your income as ordinary income at the time it is accrued or is received in accordance with your regular method of accounting for U.S. federal income tax purposes. For accrual method United States holders, the accrual is generally determined by constructing a fixed rate debt instrument assuming that the variable rate is a fixed rate equal to a fixed rate that reflects the yield that is reasonably expected for the CD and making appropriate adjustments for interest allocable to an accrual period when interest is actually paid.

Upon the sale, call, or maturity of a CD that is properly characterized as a variable rate debt instrument, you will recognize gain or loss equal to the difference between the amount realized upon the sale, call, or maturity (except to the extent attributable to accrued but unpaid interest) and your adjusted tax basis in the CD. Your adjusted tax basis in a CD generally will be your cost of the CD. Gain or loss realized on the sale, call, or maturity of a CD generally will be capital gain or loss and will be long-term capital gain or loss if the CD has been held for more than one year. The deductibility of capital losses is subject to limitations.

Contingent Payment Debt Instruments

If the CDs are properly characterized as contingent payment debt instruments for U.S. federal income tax purposes, such CDs generally will be subject to the Treasury regulations governing contingent payment debt instruments. Under those rules, the amount of interest you are required to take into account for each accrual period will be determined by constructing a projected payment schedule for the CDs, and applying the rules similar to those for accruing original issue discount on a hypothetical noncontingent debt instrument with that projected payment schedule. This method is applied by first determining the yield at which we would issue a noncontingent fixed rate debt instrument with terms and conditions similar to the CDs (the "comparable yield") and then determining a payment schedule as of the issue date that would produce the comparable yield. A projected payment schedule with respect to a CD generally is a series of projected payments, the amount and timing of which would produce a yield to maturity on that CD equal to the comparable yield. This projected payment schedule will consist of the principal amount, any noncontingent payments provided under the terms of the CD, and a projection for tax purposes of each contingent payment. These rules will generally have the effect of requiring you to include amounts as income in respect of the CDs prior to your receipt of cash attributable to that income.

The amount of interest that you will be required to include in income during each accrual period for the CDs will equal the product of the adjusted issue price for the CDs at the beginning of the accrual period and the comparable yield for the CDs for such period. The adjusted issue price of the CDs will equal the original offering price of the CDs plus any interest deemed to be accrued on the CDs (under the rules governing contingent payment debt instruments) and decreased by the projected amount of any payments previously made on the CDs.

The comparable yield and projected payment schedule for a particular CD can be obtained by contacting the US Retail Investor Solutions Group via email at investor.solutions@bmo.com or via telephone at 1-877-369-5412. You are required to use this comparable yield and projected payment schedule in determining your interest accruals in respect of a CD treated as a contingent payment debt instrument unless you timely disclose and justify on your U.S. federal income tax return the use of a different comparable yield and projected payment schedule.

The comparable yield and projected payment schedule are not provided for any purpose other than the determination of interest accruals in respect of the CDs, and we make no representations regarding the amount of contingent payments with respect to the CDs. Any IRS Form 1099-OID will be based on such comparable yield and projected payment schedule.

In addition to accruing interest income in accordance with the comparable yield, you will be required to make adjustments (as described below) if the actual amounts you receive in any taxable year differs from the projected payment schedule.

If, during any taxable year, you receive actual payments with respect to the CDs that, in the aggregate, exceed the total amount of projected payments for that taxable year, you will incur a “net positive adjustment” under applicable Treasury regulations equal to the amount of such excess. You will treat a net positive adjustment as additional interest income in that taxable year.

If you receive in a taxable year, actual payments with respect to the CDs that, in the aggregate, are less than the amount of projected payments for that taxable year, you will incur a “net negative adjustment” under applicable Treasury regulations equal to the amount of such deficit. This net negative adjustment will (a) reduce interest income on the CDs for that taxable year, and (b) to the extent of any excess after the application of (a), give rise to an ordinary loss to the extent of interest income on the CDs during prior taxable years, reduced to the extent such interest was offset by prior net negative adjustments. Any net negative adjustment in excess of the amounts described in (a) and (b) will be carried forward as a negative adjustment to offset future interest income with respect to the CDs or to reduce the amount realized on a sale, call, or maturity of the CDs.

If you purchase a CD for an amount that differs from the adjusted issue price of such CD at the time of the purchase, you must determine the extent to which the difference between the price you paid for your CD and its adjusted price is attributable to a change in expectations as to the projected payment schedule, a change in interest rates, or both, and allocate the difference accordingly.

If you purchase a CD for an amount that is less than the adjusted issue price of the CD, you must (a) make positive adjustments increasing the amount of interest that you would otherwise accrue and include in income each year to the extent of amounts allocated to a change in interest rates under the preceding paragraph and (b) make positive adjustments increasing the amount of ordinary income (or decreasing the amount of ordinary loss) that you would otherwise recognize on the maturity of the CD to the extent of amounts allocated to a change in expectations as to the projected payment schedule under the preceding paragraph. If you purchase a CD for an amount that is greater than the adjusted issue price of the CD, you must (a) make negative adjustments decreasing the amount of interest that you would otherwise accrue and include in income each year to the extent of amounts allocated to a change in interest rates under the preceding paragraph and (b) make negative adjustments decreasing the amount of ordinary income (or increasing the amount of ordinary loss) that you would otherwise recognize on the maturity of the CD to the extent of amounts allocated to a change in expectations as to the projected payment schedule under the preceding paragraph. Adjustments allocated to the interest amount are not made until the date the daily portion of interest accrues.

Because any IRS Form 1099-OID that you receive will not reflect the effects of positive or negative adjustments resulting from your purchase of the CDs at a price other than the adjusted issue price determined for tax purposes, you are urged to consult with your tax advisor as to whether and how adjustments should be made to the amounts reported on any IRS Form 1099-OID.

If a contingent payment on the CDs becomes fixed (within the meaning of applicable Treasury regulations) more than six months before the payment is due, a positive or negative adjustment, as appropriate, is made to reflect the difference between the present value of the amount that is fixed and the present value of the projected amount. The present value of each amount is determined by discounting the amount from the date the payment is due to the date the payment becomes fixed, using a discount rate equal to the comparable yield. If all contingent payments on the CDs become fixed, substantially contemporaneously, applicable Treasury regulations provide that you should take into account positive or negative adjustments in respect of such contingent payments over the period to which they related in a reasonable manner. You should consult your tax advisor as to what would be a “reasonable manner” in your particular situation.

You will recognize gain or loss on the sale, call, or maturity of a CD in an amount equal to the difference, if any, between the amount of cash you receive at such time and your adjusted basis in the CD. In general, your adjusted basis in a CD will equal the amount you paid for the CD, increased by the amount of interest you previously accrued with respect to the CD (in accordance with the comparable yield for the CD), decreased by the projected amount of any payments previously made on your CD, and increased or decreased by the amount of any positive or negative adjustment that you are required to make if you purchase your CD at a price other than the adjusted issue price as set forth under the rules described above.

Any gain you recognize on the sale, call, or maturity of a CD will be ordinary interest income. Any loss that may be recognized upon the sale, call, or maturity of such CD generally will be ordinary loss to the extent of interest you included as income in the current or previous taxable years in respect of the CD exceeded the total net negative adjustments that you took into account as ordinary loss, and thereafter will be capital loss. The deductibility of capital losses is limited.

Comparison with Conventional Certificates of Deposit

The tax treatment of CDs treated as contingent payment debt instruments is different than the tax treatment of conventional certificates of deposit issued by banks. In particular, interest on conventional certificates of deposit generally is included in income as it is paid or accrued in accordance with an investor’s normal method of tax accounting, except where rules apply requiring inclusion of “original issue discount” based on the interest payable at maturity. Thus, unlike the CDs, conventional certificates of deposit issued by banks are not subject to the special rules described above requiring income inclusions based on a comparable yield and projected payment schedule, or the special rule requiring recognition of ordinary income on any gain realized on sale, call, or maturity.

Additional Medicare Tax

Certain United States holders, including individuals, estates and trusts, will be subject to an additional 3.8% Medicare tax on unearned income. For individual United States holders, the additional Medicare tax applies to the lesser of (i) “net investment income,” or (ii) the excess of “modified adjusted gross income” over $200,000

($250,000 if married and filing jointly or $125,000 if married and filing separately). “Net investment income” generally equals the taxpayer’s gross investment income reduced by the deductions that are allocable to such income. Investment income generally includes passive income such as interest, dividends, annuities, royalties, rents, and capital gains. You are urged to consult your own tax advisor regarding the implications of the additional Medicare tax resulting from an investment in the CDs.

Information Reporting and Backup Withholding

Payments on the CDs, and the proceeds received from the sale, call, or maturity of the CDs generally will be subject to information reporting unless you are otherwise exempt and may also be subject to U.S. backup withholding at the rate specified in the Code if you fail to provide certain identifying information (such as an accurate taxpayer identification number) or meet certain other conditions. Amounts withheld under the backup withholding rules are not additional taxes and may be refunded or credited against your U.S. federal income tax liability, provided the required information is furnished to the IRS.

Non-United States Holders

The following discussion applies to non-United States holders of a CD. You are a non-United States holder if you are a beneficial owner of a CD and are for U.S. federal income tax purposes a non-resident alien individual, a foreign corporation, or a foreign estate or trust.

Payments made to a non-United States holder, and any gain realized on the sale, call, or maturity of the CDs, generally should be exempt from U.S. federal income and withholding tax, subject to generally applicable exceptions set forth in the rules exempting “portfolio interest” from U.S. withholding tax, provided that (i) the holder complies with applicable certification requirements, which certification may be made on an IRS Form W-8BEN or W-8BEN-E (or a substitute or successor form) on which the holder certifies, under penalties of perjury, that the holder is not a U.S. person and provides its name and address, (ii) the payment or gain is not effectively connected with the conduct by the holder of a U.S. trade or business, and (iii) if the holder is a non-resident alien individual, the holder is not present in the U.S. for 183 days or more during the taxable year of the sale, call, or maturity of the CDs. In the case of (ii) above, the holder generally should be subject to U.S. federal income tax with respect to any income or gain in the same manner as if the holder were a United States holder and, in the case of a holder that is a corporation, the holder may also be subject to a branch profits tax equal to 30% (or such lower rate provided by an applicable U.S. income tax treaty) of a portion of its earnings and profits for the taxable year that are effectively connected with its conduct of a trade or business in the U.S., subject to certain adjustments. Payments made to a non-United States holder may be subject to information reporting and to backup withholding unless the holder complies with applicable certification and identification requirements as to its foreign status.

A “dividend equivalent” payment is treated as a dividend from sources within the U.S. and such payments generally would be subject to a 30% U.S. withholding tax if paid to a non-United States holder. Under Treasury Department regulations, payments (including deemed payments) with respect to equity-linked instruments (“ELIs”) that are “specified ELIs” may be treated as dividend equivalents if such specified ELIs reference an interest in an “underlying security,” which is generally any interest in an entity taxable as a corporation for U.S. federal income tax purposes if a payment with respect to such interest could give rise to a U.S. source dividend. However, Internal Revenue Service guidance provides that withholding on “dividend equivalent” payments, if any, will not apply to specified ELIs that are not delta-one instruments and that are issued before January 1, 2021. Because we do not expect the CDs to be delta-one instruments, Non-U.S. Holders should not be subject to withholding on dividend equivalent payments, if any, under a CD that is issued before January 1, 2021. However, it is possible that a CD issued before January 1, 2021, could be treated as deemed reissued for U.S. federal income tax purposes upon the occurrence of certain events affecting an index, an ETF or a CD, and following such occurrence a CD could be treated as subject to withholding on dividend equivalent payments. Non-U.S. Holders that enter, or have entered, into other transactions in respect of an index, an ETF or a CD should consult their tax advisers as to the application of the dividend equivalent withholding tax in the context of a CD and their other transactions. If any payments are treated as dividend equivalents subject to withholding, we (or the applicable paying agent) would be entitled to withhold taxes without being required to pay any additional amounts with respect to amounts so withheld.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act ("FATCA") imposes a 30% U.S. withholding tax on certain U.S. source payments, including interest (and OID), dividends, other fixed or determinable annual or periodical gain, profits, and income, and on the gross proceeds from a disposition of property of a type which can produce U.S. source interest or dividends ("Withholdable Payments"), if paid to a foreign financial institution (including amounts paid to a foreign financial institution on behalf of a holder), unless such institution enters into an agreement with the Treasury to collect and provide to the Treasury substantial information regarding U.S. account holders, including certain account holders that are foreign entities with U.S. owners, with such institution, or otherwise complies with FATCA. FATCA also generally imposes a withholding tax of 30% on Withholdable Payments made to a non-financial foreign entity unless such entity provides the withholding agent with a certification that it does not have any substantial U.S. owners or a certification identifying the direct and indirect substantial U.S. owners of the entity. Under certain circumstances, a holder may be eligible for refunds or credits of such taxes.

The U.S. Treasury Department and the IRS have announced that withholding on payments of gross proceeds from a sale or redemption of the CDs will only apply to payments made after December 31, 2018. However, recently proposed regulations eliminate the requirement of withholding on gross proceeds from the sale or disposition of financial instruments. The U.S. Treasury Department has indicated that taxpayers may rely on these proposed regulations pending their finalization. If we (or an applicable withholding agent) determine withholding under FATCA is appropriate, we (or such agent) will withhold tax at the applicable statutory rate, without being required to pay any additional amounts in respect of such withholding. Foreign financial institutions and non-financial foreign entities located in jurisdictions that have an intergovernmental agreement with the United States governing FATCA may be subject to different rules. Holders are urged to consult with their own tax advisors regarding the possible implications of this recently enacted legislation on their investment in the CDs.