FINAL TERMS

NO PROSPECTUS IS REQUIRED IN ACCORDANCE WITH REGULATION (EU) 2017/1129 AS IT FORMS PART OF THE UNITED KINGDOM (THE "UK") DOMESTIC LAW BY VIRTUE OF THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (AS AMENDED, THE "UK PROSPECTUS REGULATION") FOR THE ISSUE OF NOTES DESCRIBED BELOW AND THE TERMS OF SUCH NOTES ARE SET OUT IN A PRICING SUPPLEMENT THAT IS EXEMPT FROM THE REQUIREMENTS OF THE UK PROSPECTUS REGULATION. THE UK FINANCIAL CONDUCT AUTHORITY HAS NEITHER APPROVED NOR REVIEWED THIS PRICING SUPPLEMENT.

UK MIFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook ("COBS"), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("UK MiFIR"); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a "distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the "UK MiFIR Product Governance Rules") is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "EEA"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II / Directive 2014/65/EU (as amended, "MiFID II"); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended ("EUWA"); (ii) a customer within the

meaning of the provisions of the UK Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by "UK PRIIPs Regulation" for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

Amended and Restated Final Terms dated 20 September 2023

(Original Final Terms dated 18 September 2023)

Bank of Montreal

(the "Issuer")

LEI: NQQ6HPCNCCU6TUTQYE16

Issue of CNY 650,000,000 3.30 per cent. Fixed Rate Senior Notes due 20 September 2024

under the U.S.$22,000,000,000 Note Issuance Programme

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions (the "Conditions") set forth in the Prospectus dated July 14, 2023, including all documents incorporated by reference (the "Prospectus") which constitutes a base prospectus for the purposes of the UK Prospectus Regulation. As used herein, "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with such Prospectus in order to obtain all the relevant information. The Prospectus has been published on the website of the National Storage Mechanism at https://data.fca.org.uk/#/nsm/nationalstoragemechanism under "Bank of Montreal".

1.	(i)	Series Number:	347
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2.	Specified Currency or Currencies:		CNY ("Offshore Renminbi")

3.	Aggregate Nominal Amount:		
	(i)	Series:	CNY 650,000,000
	(ii)	Tranche:	CNY 650,000,000
4.	Issue Price:		100 per cent. of the Aggregate Nominal Amount
5.	(i) Specified Denomination(s):		CNY 1,000,000
	(ii) Calculation Amount:		CNY 1,000,000
6.	(i)	Issue Date:	September 20, 2023
	(ii)	Interest Commencement Date:	Issue Date
7.	Maturity Date:		September 20, 2024
8.	Interest Basis:		3.30 per cent. Fixed Rate
9.	Redemption / Payment Basis:		Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par of their Nominal Amount
10.	Change of Interest:		Not Applicable
11.	Put/Call Options:		Not Applicable
12.	Date(s) of Board approval for issuance of Notes obtained:		Not Applicable
13.	Principal At Risk Notes:		No
14.	Bail-inable Notes:		No

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	**Fixed Rate Note Provisions**		Applicable
	(i)	Rate of Interest:	3.30 per cent. per annum payable at maturity

(ii)	Interest Payment Date(s):	The fist and final Interest Payment will be 20 September 2024, in accordance with the Business Day Convention specified in paragraph (iv) below
(iii)	Adjusted Fixed Interest Periods:	Not Applicable
(iv)	Business Day Convention:	Modified Following Business Day Convention
(v)	Additional Business Centre(s):	Hong Kong, Toronto, Beijing, New York and London
(vi)	Fixed Coupon Amount(s): *(applicable to Notes in definitive form only. For the calculation of interest on Notes issued in global form see Condition 4(a))*	Not Applicable
(vii)	Broken Amount(s): *(applicable to Notes in definitive form only. For the calculation of interest on Notes issued in global form see Condition 4(a))*	Not Applicable
(viii)	Day Count Fraction:	Actual/365 (Fixed), Adjusted
(ix)	Determination Dates:	Not Applicable
(x)	Calculation Agent:	HSBC Bank plc
(xi)	Range Accrual:	Not Applicable
(xii)	Minimum Rate of Interest:	Not Applicable
(xiii)	Maximum Rate of Interest:	Not Applicable
(xiv)	Other terms relating to the method of calculating interest for Fixed Rate Notes which are Exempt Notes:	Not Applicable

16.	**Fixed Rate Reset Note Provisions**	Not Applicable
17.	**Floating Rate Note Provisions**	Not Applicable
18.	**Zero Coupon Note Provisions**	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19.	**Bank Call Option**	Not Applicable
20.	**Noteholder Put Option**	Not Applicable
21.	**Early Redemption for Illegality**	Not Applicable
22.	**Early Redemption for a Disruption Event**	Not Applicable
23.	**Early Redemption for an Administrator/ Benchmark Event**	Not Applicable
24.	**Bail-inable Notes - TLAC Disqualification Event Call**	Not Applicable
25.	**Final Redemption Amount:**	CNY 1,000,000 per Calculation Amount
26.	**Early Redemption Amount**	
	Early Redemption Amount(s) payable on redemption for taxation reasons, or on event of default:	Condition 5(g)(iii) applies

GENERAL PROVISIONS APPLICABLE TO THE NOTES

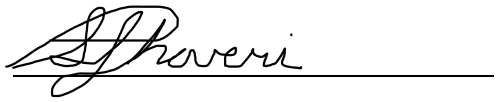
27.	Form of Notes:	Bearer Notes Permanent global Note which is exchangeable for Definitive Notes in the limited circumstances specified in Condition 2.

28.	New Global Note or Classic Global Note:	Classic Global Note
29.	Additional Financial Centre(s):	Hong Kong, Toronto, Beijing, New York and London
30.	Talons for future Coupons to be attached to Definitive Notes:	No
31.	Branch of Account:	Toronto
32.	Calculation Agent for purposes of Condition 6(f) (if other than the Agent):	Not Applicable
33.	Calculation Agent for purposes of Condition 6(h) (RMB Notes) (if other than the Agent):	HSBC Bank plc
34.	RMB Settlement Centre:	Hong Kong
35.	Relevant Valuation Time for RMB Notes:	Not Applicable
36.	Alternative Currency Payment:	Not Applicable

THIRD PARTY INFORMATION

The ratings explanations set out in Item 2, "Ratings" of Part B below has been extracted from websites of Moody's Canada Inc., as indicated. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by Moody's Canada Inc, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Bank of Montreal:

By: 

Paras Jhaveri
Global Head, Capital Management & Funding

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

(i) Listing/Admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the FCA and to trading on the London Stock Exchange's main market with effect from 21 September 2023.
Date from which admission is expected to be effective:	21 September, 2023
(ii) Estimate of total expenses related to admission:	GBP 4,300

2. RATINGS

Ratings:

The Notes to be issued are expected to be rated:

Moody's Canada Inc.: Aa2

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the relevant Purchaser, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The relevant Purchaser and its affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business

4. Fixed Rate Notes only – YIELD

Indication of yield: 3.30 per cent

5. OPERATIONAL INFORMATION

ISIN: XS2691060771

Common Code:	269106077
CFI Code:	DTFXFB
FISN:	BK OF MONTREAL /3.3 MTN 20240920
WKN or any other relevant codes:	Not Applicable
Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s):	Not Applicable
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any) and if applicable a statement that it or they should be sole Paying Agent(s) for the Series:	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No While the designation is specified as "No" at the date of this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

(i)	Method of Distribution:	Non-Syndicated
(ii)	If syndicated, names of Managers:	Not Applicable
(iii)	Stabilisation Manager(s) (if any):	Not Applicable
(iv)	If non-syndicated, name of relevant Dealer:	Standard Chartered Bank

(v)	United States of America selling restrictions:	Regulation S, Category 2, TEFRA Rules not applicable
(vi)	Canadian selling restriction:	Canadian and Italian Sales Not Permitted
(vii)	Prohibition of Sales to EEA Retail Investors:	Applicable
(viii)	Prohibition of Sales to UK Retail Investors:	Applicable
(ix)	Prohibition of Sales to Belgian Consumers:	Applicable
7	**REASONS FOR OFFER AND ESTIMATED NET PROCEEDS**	
(i)	Use of proceeds:	As set out under the heading “Use of Proceeds” in the Prospectus
(ii)	Estimated Net proceeds:	CNY 650,000,000
8.	**UK BENCHMARK REGULATION**	Not Applicable