



**Item 1: FORM ADV PART 2A: FIRM BROCHURE**

**BMO CAPITAL MARKETS CORP**

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**March 28, 2024**

This brochure provides information about the qualifications and business practices of BMO Capital Markets Corp. ("BMOCMC"). If you have any questions about the content of this brochure, please contact the BMOCMC Chief Compliance Officer at (212) 605-1504. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Registration as an investment adviser does not imply that BMOCMC or any of our principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

Additional information about BMOCMC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2: Material Changes**

BMOCMC does not have any material changes from prior filings to report.

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#### **Item 4: Advisory Business**

BMOCMC is a Delaware corporation incorporated in 1988. BMOCMC is a direct, wholly-owned subsidiary of BMO Financial Corp., which is itself a wholly-owned subsidiary of Bank of Montreal, a Canadian chartered bank.

BMOCMC is registered with the SEC as a U.S. securities broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”), the Securities Investor Protection Corporation (“SIPC”) and various securities exchanges. BMOCMC has been registered with the SEC as an investment adviser since 2013, but previously provided investment advisory services pursuant to the “fewer than 15 clients” exemption from registration.

This Brochure relates to BMOCMC’s appointment to provide investment advisory and portfolio management services, as Sub-Advisor, to its affiliate BMO Asset Management Inc. (“BMOAM”) in connection with the portfolios of the BMO U.S. Equity Plus Fund (the “Equity Plus Fund”), a mutual fund organized under the laws of Canada and regulated under Canadian law; the BMO U.S. All Cap Equity Fund (the “All Cap Equity Fund”), a mutual fund organized under the laws of Canada and regulated under Canadian law; the BMO U.S. Equity Growth MFR Fund (the “Equity Growth MFR Fund”), a mutual fund organized under the laws of Canada and regulated under Canadian law; and the BMO U.S. Equity Value MFR Fund (the “Equity Value MFR Fund”; collective with Equity Plus Fund, All Cap Equity Fund and Equity Growth MFR Fund, the “Funds”), a mutual fund organized under the laws of Canada and regulated under Canadian law. BMOAM serves as Investment Advisor to each Fund but has delegated certain of its investment advisory responsibilities to BMOCMC, as Sub-Advisor. BMO Investments Inc. serves as the Funds’ Manager and Trustee.

The Equity Plus Fund’s objective is to provide long-term capital growth by investing primarily in equity securities of U.S. and Canadian large capitalization companies. The All Cap Equity Fund’s objective is to provide long-term capital growth by investing primarily in equity securities of U.S. companies of any size of market capitalization. The Equity Growth MFR Fund’s objective is to provide long-term capital growth by investing primarily in equity securities of U.S. companies that offer above average prospects for growth. The Equity Value MFR Fund’s objective is to provide long-term capital growth by investing primarily in equity securities of U.S. companies priced below their intrinsic value.

As Sub-Advisor, BMOCMC has discretion to make investment decisions with respect to all of the Funds’ portfolio, subject to such Fund’s written investment policies, guidelines and objectives that may be established by BMO Investments Inc. as Manager from time to time. BMOCMC’s investment advice thus will be individually-tailored to each Fund.

In addition to its role as Sub-Advisor, BMOCMC provides advisory services in connection with the provision to certain customers of (i) proprietary equity research reports and certain other reports, which are prepared and published by BMOCMC’s Research Department, and (ii) access to the research analysts and other professionals who prepare such research reports (collectively, the “Client Research Services”). The Client Research Services are not specially tailored for particular clients and are only provided to institutional clients. The delivery of Client Research Services does not include trade execution, trading or brokerage services provided to clients.

Details regarding those advisory services are disclosed in a separate brochure, which also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

As of December 31, 2023, BMOCMC had discretionary management authority with respect to approximately \$796 million of assets under management as a result of BMOCMC's sub-advisory services as it relates to the BMO U.S. Equity Plus Fund, the BMO U.S. All Cap Equity Fund, the BMO U.S. Equity Growth MFR Fund, and the BMO U.S. Equity Value MFR Fund. BMOCMC had no non-discretionary assets under management.

#### **Item 5: Fees and Compensation**

The fees payable by BMOAM to BMOCMC in consideration of BMOCMC's Sub-Advisor services will be (A) with respect to the Equity Plus Fund and the All Cap Equity Fund, 25 basis points or 0.25% and (B) with respect to the Equity Growth MFR Fund and the Equity Value MFR Fund, 10 basis points or 0.10%, each calculated quarterly, at one-quarter of the applicable annual rate(s), which rate(s) will be applied to the aggregate value in CDN dollars of the average daily net asset value of each Fund for such calendar quarter. This fee was negotiated with BMOAM and will be paid from the fees BMOAM receives as Investment Advisor to each Fund. BMOCMC does not have a fee schedule applicable to its Sub-Advisor services.

BMOCMC may receive compensation for the sale of securities in its capacity as a registered broker-dealer if either Fund executes securities transactions with BMOCMC in its capacity as a registered broker-dealer. This may present a potential conflict of interest in so far as it may give BMOCMC an incentive to make portfolio management decisions for the Funds based on potential future brokerage compensation rather than client needs. This potential conflict will be ameliorated by the oversight activities of BMO Investment Inc.'s Investment Management Committee, which will carefully and regularly monitor the performance of each Fund.

BMOCMC will not reduce its Sub-Advisor fees to offset any brokerage commissions.

#### **Item 6: Performance-Based Fees and Side-By-Side Management**

BMOCMC does not collect a performance-based fee from BMOAM, or any Fund with respect to its Sub-Advisor services. Nor does BMOCMC collect performance-based fees from any other client.

#### **Item 7: Types of Clients**

BMOCMC provides investment advisory and portfolio management services to institutional clients only.

#### **Item 8: Methods of Analysis, Investment Strategies and Risk of Loss**

In its role as Sub-Advisor, BMOCMC will base its advice on research it publishes with respect to each Fund's applicable strategy, but will identify specific position sizes for each Fund. BMOCMC will make investment decisions based upon fundamental opinions and investment strategy quantitative analysis. Due to the Equity Plus Fund's focus on investment in large capitalization U.S. and Canadian stocks, the components of the S&P 500 stock index and S&P/TSX composite

index also will be a reference source. Due to the All Cap Equity Fund's focus on investment in U.S. stocks of any size of market capitalization, the components of the S&P 1500 stock index also will be a reference source. Due to the Equity Growth MFR Fund's focus on investment in long-term capital growth by investing primarily in equity securities of U.S. companies that offer above average prospects for growth, the components of S&P 500 growth index also will be a reference source. Due to the Equity Value MFR Fund's focus on investment in long-term capital growth by investing primarily in equity securities of U.S. companies priced below their intrinsic value, the components of S&P 500 value index also will be a reference source.

As part of its fundamental opinion analysis, BMOCMC portfolio managers will arrive at an investment viewpoint by studying the industry and the company, preparing a financial model of the company's business, and running historical and forecasted results through a financial model. Valuation is arrived at by using various methodologies, such as a sum-of-the-parts analysis, a discounted cash flow analysis or a comparable company analysis. When analyzing a company, the portfolio managers also assess various other factors, including the strength of the management team, the company's industry, its competitors and any litigation. With regard to sources of information, the portfolio managers among other things, may speak with company officers; review regulatory filings, press releases, earnings announcements and news articles; listen to earnings conference calls; and conduct channel checks and discussions with suppliers, customers and other industry sources.

In making their investment decisions, portfolio managers will base their trading recommendations only on public information, including research reports, market or price movements, press releases, recent news stories and other events.

Investing in securities involves risk of loss that clients should be prepared to bear. No assurances can be made that the BMOCMC portfolio managers will generate positive returns for any Fund. The material risks associated with the investment strategy BMOCMC employs as Sub-Advisor include exposure to equity market price volatility, including the possibility of significant price movements that affect the equity markets generally, rather than merely particular securities issuers.

#### **Item 9: Disciplinary Information**

Registered investment advisers are required to disclose all facts regarding any legal or disciplinary events that would be material to a client's or prospective client's evaluation of BMOCMC or the integrity of BMOCMC's management. Descriptions of disciplinary actions that are not required to be disclosed in this brochure can be found in Part 1A of BMOCMC's Form ADV, which is available at <http://www.adviserinfo.sec.gov>.

#### **Item 10: Other Financial Industry Activities and Affiliations**

BMOCMC is a registered broker-dealer and a member of FINRA and SIPC. Certain BMOCMC employees are registered representatives of BMOCMC in its capacity as a broker-dealer. BMOCMC offers corporate, institutional and government clients access to a complete range of investment and corporate banking products and services. BMOCMC is a direct, wholly-owned subsidiary of BMO Financial Corp., which is itself a wholly-owned subsidiary of Bank of

Montreal. The Services provided to clients do not include any securities trading activity on a discretionary basis or otherwise.

Bank of Montreal was established in 1817. Together with its affiliates, Bank of Montreal is known as BMO Financial Group (TSX, NYSE: BMO), a highly diversified financial services organization. BMO Financial Group provides a broad range of retail banking, wealth management and investment banking products and solutions.

BMOCMC is affiliated with both BMOAM, each Fund's Investment Advisor, and BMO Investments Inc., each Fund's Manager and Trustee, both of which are parties to the Subadvisory and Portfolio Management Agreement (as amended from time to time) pursuant to which BMOCMC has been appointed Sub-Advisor to each Fund (as amended, the "Subadvisory Agreement").

## **Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

### *Code of Ethics*

Pursuant to the requirements of the Investment Advisers Act of 1940, BMOCMC has implemented a code of ethics (the "Code of Ethics") and various other policies and procedures designed to identify and control certain types of personal securities and other transactions that may create a potential or actual conflict of interest. Every employee of BMOCMC must receive, read and annually acknowledge in writing compliance with these policies and procedures. For example, we have policies and procedures that, among other things:

1. Place limitations on personal trading by employees and impose pre-clearance and reporting obligations with respect to personal trading, such as prohibiting employees from:
  - Trading a security if it is on BMOCMC's restricted list;
  - Trading in the securities of an issuer if the employee is in possession of material non-public information concerning such issuer or security;
  - Depriving client orders of priority, precedence or best execution as a result of personal trading; and
  - Engaging in transactions that represent a potential conflict of interest with BMOCMC or any client.
2. Require employees to maintain accounts at designated brokers and provide initial and monthly reports of securities holdings and transaction reports;
3. Prohibit employees from violating applicable laws; and
4. Require employees to promptly report any violations of these policies and procedures to the Chief Compliance Officer ("CCO").

BMOCMC employees may open and retain personal trading accounts in accordance with these policies and procedures. Under no circumstances can an employee of BMOCMC purchase any shares in an initial public offering. In addition, BMOCMC employees must obtain pre-approval from the CCO, or his/her designee, before engaging in any outside business activity.

Any employee who violates the Code of Ethics may be subject to disciplinary actions, including dismissal.

A copy of the Code of Ethics is available to any client or prospective client upon request.

### *Principal and Agency Transactions*

Purchasing or selling securities on a principal, agency or agency cross basis with advisory clients may raise certain conflicts of interest. Even where we or our affiliates do not transact on a principal basis with the Funds, the provision of advice on securities can create certain conflicts of interest. For example, we might have an incentive to recommend securities transactions that cause the price of the securities to move in a direction that benefits us. Thus, we may have an incentive to effect transactions in securities which we or our affiliates hold in inventory.

Even if we or our affiliates do not hold in inventory securities that are the subject of advice provided to the Funds, we or our affiliates may derive financial benefits from our recommendations. For instance, the advice may serve to increase the brokerage business we or our related entities perform for advisory and brokerage clients. Thus, we may have an incentive to effect transactions in securities with respect to which we act as agent and/or cross transactions with other brokerage clients.

To address any potential conflicts of interest, BMOCMC has established information barriers designed to prevent personnel outside of its portfolio management group from obtaining advance knowledge of any pending changes in ratings, price targets or estimates by BMOCMC research analysts or any pending investment decisions by portfolio managers. In addition, we have established policies and procedures that generally prohibit portfolio managers from owning, purchasing or selling any securities with respect to which such manager provides advisory services. BMOCMC also has established information barriers that prevent portfolio management personnel from obtaining information regarding the proprietary trading positions of BMOCMC or any of its affiliates.

### **Item 12: Brokerage Practices**

The Subadvisory Agreement does not give BMOCMC the ability to select or recommend broker-dealers for any Fund transactions.

### **Item 13: Review of Accounts**

Pursuant to the Subadvisory Agreement, BMOCMC is required to provide BMOAM with reports relating to the Funds' portfolios, upon request.



**Item 14: Client Referrals and Other Compensation**

BMOCMC does not receive any economic benefit from third parties for providing Sub-Advisor services to the Funds or for providing advisory services to any other client. BMOCMC does not compensate any non-supervised persons for client referrals.

**Item 15: Custody**

In providing advisory services to the Funds, and its other clients, BMOCMC does not maintain custody of client funds or securities.

**Item 16: Investment Discretion**

Pursuant to the Subadvisory Agreement, BMOCMC has discretionary authority to manage the Funds' portfolios.

**Item 17: Voting Client Securities**

The Subadvisory Agreement does not give BMOCMC the ability to vote securities owned by any Fund.

**Item 18: Financial Information**

BMOCMC does not require or solicit prepayment for its Sub-Advisor services. BMOCMC is not subject to any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to BMOAM, or the Funds.

**Item 19: Requirements for State-Registered Advisers**

Not applicable.