

Operating Principles for Impact Management Disclosure Statement

May 2022

At BMO, our Purpose is to **Boldly Grow the Good in business and life**. We have committed to mobilize \$300 billion in capital to clients pursuing sustainable outcomes by 2025. A commitment was originally made in 2019 and was doubled to \$300 billion in 2021 and includes green, social and sustainable lending, underwriting, advisory services, and investment. As part of this we established the BMO Impact Fund (the “Fund”), to find and scale solutions to sustainability challenges through private equity investments. In 2022, we increased the size of the Fund from \$250 million to \$350 million to grow the Fund’s impact.

In May 2020, BMO became the first major bank in Canada to sign the Operating Principles for Impact Management (“the Impact Principles”). The Impact Principles set a market standard for investing in which investors seek to contribute to measurable positive social or environmental impacts alongside financial returns, in a transparent and accountable way.

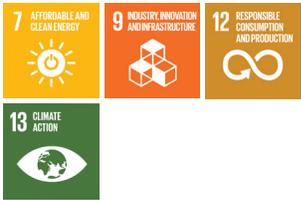
This BMO Operating Principles for Impact Management Disclosure Statement (the “Disclosure Statement”) affirms that BMO has established procedures that ensure investments made through the BMO Impact Fund are managed in alignment with the Impact Principles. The Disclosure Statement covers investments made as a signatory to the Impact Principles (May 1, 2020 – April 30, 2022), in relation to the Fund. The total amount of capital deployed and committed in alignment with the Impact Principles is \$117 million¹ as of April 30, 2022. Future releases of this Disclosure Statement will be published annually.

¹ Assumes an exchange rate of USD0.80/CAD.

Principle 1: Define strategic impact objective(s), consistent with the investment strategy.

The Manager shall define strategic impact objectives for the portfolio or fund to achieve positive and measurable social or environmental effects, which are aligned with the Sustainable Development Goals (SDGs), or other widely accepted goals. The impact intent does not need to be shared by the investee. The Manager shall seek to ensure that the impact objectives and investment strategy are consistent; that there is a credible basis for achieving the impact objectives through the investment strategy; and that the scale and/or intensity of the intended portfolio impact is proportionate to the size of the investment portfolio.

BMO’s impact investing strategy in relation to the Fund is set by BMO’s Sustainable Finance team. The objective of BMO’s \$350 million Impact Fund is to find and scale impactful solutions that facilitate the achievement of our corporate clients’ sustainability goals. The intensity of the investments’ impacts will be commensurate to their relative size and stage and detailed during the investment process. The fund targets impacts across three main themes: decarbonization, circular economy, and sustainable food and agriculture. These themes can be further categorized into eight focus areas. Impact theses based on empirical evidence or well-established science have been developed for each of these focus areas. These theses are set out in the table below and describe the role the solution can play in achieving sustainability goals as described in, for example, the United Nations Sustainable Development Goals and/or the Paris Climate Agreement. We have referenced scientific and industry research from the Intergovernmental Panel on Climate Change, the Platform for Accelerating the Circular Economy, the United Nations Environment Programme Finance Initiative, the Government of Canada and others in developing these theses. The Fund may also consider opportunities outside of these focus areas where a credible impact thesis can be developed.

BMO Impact Fund Areas of Focus	Impact Thesis	SDG Contribution
Decarbonization		
 <p>Renewable Energy and Storage</p>	<p>To achieve the goals of the Paris Climate Agreement, increased electrification of energy and a rapid decline in the carbon intensity of electricity are required. Increasing the share of electricity generated from renewable sources and improving energy storage contribute to this outcome.</p>	
 <p>Carbon Capture, Utilization, and Storage</p>	<p>Carbon dioxide capture, utilization and storage (CCUS) has the potential to contribute to the goals of the Paris Climate Agreement by abating fossil fuel emissions in electricity generation and industrial processes, in instances where they are difficult or expensive to avoid.</p>	
 <p>Reforestation</p>	<p>Afforestation (planting new trees) and reforestation (replanting trees where they previously existed) are important nature-based solutions to climate change for the role they can play in absorbing and storing GHGs, regulating water levels, protecting shorelines from storm surges and erosion, increasing biodiversity, and lowering air temperatures.</p>	
 <p>Industrial and Supply Chain Efficiency</p>	<p>The reduced consumption of resources will have a significant contribution to achieving the goals of the Paris Climate Agreement. By increasing efficiency across their production processes and supply chains, businesses can meaningfully reduce their carbon footprint, above and beyond simply recycling their outputs.</p>	
 <p>Risk Software</p>	<p>Climate change, and other environmental and social matters, pose significant risks to the global economy. Data tools and software solutions can help organizations develop robust, data-driven risk mitigation measures that strengthen long-term economic stability by enhancing understanding of the potential magnitude, time horizon and financial and non-financial impacts of such environmental and social risks.</p>	
Circular Economy		
 <p>Waste Management and Circular Economy</p>	<p>The dominant economic model in which we use and dispose of resources puts pressure on our natural systems and results in environmental degradation. Recycling, repairing, reusing, repurposing or refurbishing products and materials reduces demand for raw materials and eliminates waste which can reduce greenhouse gas emissions associated with production and disposal.</p>	
 <p>Materials</p>	<p>Environmentally-sound disposal methods will be unable to keep up with the growing volumes of waste from material extraction, production and consumption. To achieve circular economy objectives, packaging, construction materials and manufacturing inputs that enable circular value retention and recovery strategies, contribute to circular economy objectives.</p>	
Sustainable Food and Agriculture		
 <p>Food / Agtech</p>	<p>Improving the productivity of existing agricultural systems, including through technological innovation and biotechnology, can improve the sustainability of land management practices, enhance food security, contribute to rural economic development, improve human health and reduce the emissions and water intensity of food production. Impacts associated with agriculture can also be mitigated through innovations in food products that encourage shifts in dietary choices to food products with lower emissions and land requirements and reduce food loss and waste.</p>	

Principle 2:

Manage strategic impact on a portfolio basis.

The Manager shall have a process to manage impact achievement on a portfolio basis. The objective of the process is to establish and monitor impact performance for the whole portfolio, while recognizing that impact may vary across individual investments in the portfolio. As part of the process, the Manager shall consider aligning staff incentive systems with the achievement of impact, as well as with financial performance.

The Fund considers a diverse range of investment opportunities. Our impact assessment procedures include an analysis and tracking of impact using a bespoke impact assessment methodology leveraging standards including the Impact Management Project's (IMP) Impact Management Norms, the Global Impact Investing Network (GIIN)'s IRIS+ catalogue of metrics and resources from the United Nations Environment Programme Finance Initiative (UNEP-FI)'s Positive Impact Initiative.

In managing impact achievement at an individual investment level, the Fund works with investees to identify impact metrics that reflect their business and sustainability impact as part of the investment due diligence process. Impact metrics are monitored regularly, and the assessment is updated at least annually as part of ongoing investment reviews. To allow flexibility in how investee organizations identify, measure and track impact, the Fund does not currently aggregate impact metrics at a portfolio level. Going forward as the portfolio matures and increases in size, the Fund will work toward aggregating impact metrics at a portfolio level where that provides meaningful insight to the Fund's overall impact.

In order to align staff with the achievement of impact, the Impact Fund team sets clear job responsibilities associated with delivering impact for which each team member is accountable.

Principle 3:

Establish the Manager's contribution to the achievement of impact.

The Manager shall seek to establish and document a credible narrative on its contribution to the achievement of impact for each investment. Contributions can be made through one or more financial and/or non-financial channels. The narrative should be stated in clear terms and supported, as much as possible, by evidence.

The Fund contributes to the achievement of impact in the following ways:

1. **Capital contribution:** Capital provided by BMO will be in the form of growth equity which will simultaneously scale the investee's business and resulting impacts.
2. **Active engagement:** The Fund actively engages with investee companies, using our expertise, networks and influence to proactively improve the investee's business practices and resulting impacts as well as offer guidance on general strategic decisions. This is done through board seats received as a result of the Fund's investment or through side letters providing the investment team special information rights and management access.
3. **Access to BMO's network:** Through investment, the Fund will help investee companies scale their business by providing access to BMO's extensive network of experts as well as corporate and governmental decision makers and investors.
4. **Access to BMO's knowledge and market expertise:** The impact themes targeted by the Fund have been selected based on the impact needs of sectors in which BMO has developed expertise across our Commercial Banking, Capital Markets, and Wealth Management lines of business. These include mining, energy, food and agriculture, consumer retail and others. Investing in companies that can create valuable positive impact across BMO's broader base of clients will allow individual investees to tap employees across the BMO platform to gain insights, better position their offering, and expand their access to various potential markets.

Principle 4:

Assess the expected impact of each investment, based on a systematic approach.

For each investment the Manager shall assess, in advance and, where possible, quantify the concrete, positive impact potential deriving from the investment. The assessment should use a suitable results measurement framework that aims to answer these fundamental questions: (1) What is the intended impact? (2) Who experiences the intended impact? (3) How significant is the intended impact? The Manager shall also seek to assess the likelihood of achieving the investment's expected impact. In assessing the likelihood, the Manager shall identify the significant risk factors that could result in the impact varying from ex-ante expectations. In assessing the impact potential, the Manager shall seek evidence to assess the relative size of the challenge addressed within the targeted geographical context. The Manager shall also consider opportunities to increase the impact of the investment. Where possible and relevant for the Manager's strategic intent, the Manager may also consider indirect and systemic impacts. Indicators shall, to the extent possible, be aligned with industry standards and follow best practice.

The Fund's impact assessment methodology is applied and documented to assess the impact of investments before the investment is made and at regular intervals thereafter. We document our evaluation across the following dimensions of impact:

1. **WHAT is the goal?** Questions identify the outcomes the potential investee is contributing to, including possible negative outcomes, and establish performance monitoring metrics.
2. **WHO is affected?** Questions identify which stakeholders are experiencing the outcome, assess how important that outcome is to the stakeholders and the mechanisms the potential investee has in place to gather stakeholder input.
3. **HOW MUCH change is happening?** Questions evaluate whether impact is occurring as expected.
4. **What is BMO'S CONTRIBUTION?** Questions evaluate how the Fund's investment is expected to result in outcomes better than would have occurred otherwise, as well as how the investment team can leverage the BMO platform to help the portfolio company improve its impact.
5. **What is the RISK the impact outcome will not be achieved?** Questions identify potential risks that could prevent the intended impacts from being achieved, evaluate their severity and likelihood, and assess risk mitigation measures in place.
6. **Considering EXIT.** Questions evaluate how the Fund is or will ensure that impact is sustained beyond the investment.

Impact assessment is presented as part of an investment proposal to the Investment Committee in advance of an investment. The Investment Committee is a standing committee responsible for reviewing and approving all investments made by the Fund.

Principle 5:

Assess, address, monitor, and manage potential negative impacts of each investment.

For each investment the Manager shall seek, as part of a systematic and documented process, to identify and avoid, and if avoidance is not possible, mitigate and manage Environmental, Social and Governance (ESG) risks. Where appropriate, the Manager shall engage with the investee to seek its commitment to take action to address potential gaps in current investee systems, processes, and standards, using an approach aligned with good international industry practice. As part of portfolio management, the Manager shall monitor investees' ESG risk and performance, and where appropriate, engage with the investee to address gaps and unexpected events

The Fund's impact assessment methodology includes identification of potential negative impacts associated with the investee organization's business activities. To assist with both positive and negative impact identification, we reference the sector-to-impact map developed by the UNEP-FI's Positive Impact Initiative. The sector-to-impact map seeks to capture impact associations between economic activities and impact areas defined in the UNEP-FI's Impact Radar².

Where potential negative impact associations exist, the Fund engages with the investee to understand and document how such impacts are being avoided, and if avoidance is not possible, how potential negative impacts are, or plan to be, mitigated.

Our methodology also includes a systematic assessment of the risk that potential negative impacts will occur. In evaluating individual investments, we assess whether nine types of impact risk that may undermine the delivery of impact are present including the probability that significant unexpected negative impact is experienced by people and the planet. For each of the impact risks present, we assess the severity and likelihood of the risk on a scale of 1-3, where 1 is low and 3 is high. Risks are plotted on a matrix and those classified as high and medium risk will require risk mitigation measures.

²The Impact Radar offers a comprehensive set of impact categories that capture the core elements of the SDGs. It is anchored in international definitions and standards and is part of a suite of resources designed for holistic impact analysis. It is available on the UNEP-FI [website](#).

Principle 6:

Monitor the progress of each investment in achieving impact against expectations and respond appropriately.

The Manager shall use the results framework (referenced in Principle 4) to monitor progress toward the achievement of positive impacts in comparison to the expected impact for each investment. Progress shall be monitored using a predefined process for sharing performance data with the investee. To the best extent possible, this shall outline how often data will be collected; the method for data collection; data sources; responsibilities for data collection; and how, and to whom, data will be reported. When monitoring indicates that the investment is no longer expected to achieve its intended impacts, the Manager shall seek to pursue appropriate action. The Manager shall also seek to use the results framework to capture investment outcomes.

Prior to an investment being made, the Fund sets impact expectations with each investee organization by agreeing which impact indicators the investee will track and report to the Fund. The Fund and the investee agree on appropriate frequency of data collection (i.e., monthly, quarterly or annually) which is to be delivered to the Fund and reported by the Fund on an annual basis. To the extent the investee is no longer achieving its intended impacts, the Fund will take action through available means to ensure that the investee pursues and achieves the greatest impact possible, for example using the Fund's board seat to influence the strategic direction of the business in order to maximize the achievement of impact.

Principle 7:

Conduct exits considering the effect on sustained impact.

When conducting an exit, the Manager shall, in good faith and consistent with its fiduciary concerns, consider the effect which the timing, structure, and process of its exit will have on the sustainability of the impact.

We seek to create sustained, positive impact through investments, even after exit, and are committed to exiting responsibly. To promote a responsible exit, exit considerations begin prior to investment and continue throughout the investment lifecycle. We consider and document the following questions in the impact assessment methodology:

- Is impact inherent to the organization's business model? Where impact and business success are linked, the risk that impact not be sustained after The Fund's investment is reduced.
- What is the Fund's investment exit plan and how might that affect the longevity of impact? The Fund evaluates multiple dimensions, including impact longevity, when considering exit.
- Can the organization's founders clearly articulate impact and have they embedded impact considerations into the organization's governance mechanisms, policies, and/or culture? Where founders are motivated by impact and have integrated impact considerations into the company's governance, the risk that impact will not be sustained after the Fund's investment is reduced.

Principle 8:

Review, document, and improve decisions and processes based on the achievement of impact and lessons learned.

The Manager shall review and document the impact performance of each investment, compare the expected and actual impact, and other positive and negative impacts, and use these findings to improve operational and strategic investment decisions, as well as management processes.

We review and document impact performance at least annually. Our impact monitoring policy/procedure requires that we engage closely with companies that are not progressing against stated impact goals to improve performance.

The goal of the Fund is to continuously improve our impact management procedures and methodology. We are actively engaged in industry associations and working groups focused on impact identification, measurement and management (for example the Impact Principles Signatory Workshops and UNEPFI programming) and will review and update our impact management processes in order to align with good market practice and to embed learnings as impact management methodologies, and BMO's own capabilities, mature.

Principle 9:

Publicly disclose alignment with the Impact Principles and provide regular independent verification of the alignment.

The Manager shall publicly disclose, on an annual basis, the alignment of its impact management systems with the Principles and, at regular intervals, arrange for independent verification of this alignment. The conclusions of this verification report shall also be publicly disclosed. These disclosures are subject to fiduciary and regulatory concerns.

This Disclosure Statement describes the alignment of BMO's Impact Fund to the Impact Principles. This Statement will be updated and disclosed annually.

BMO has engaged a third-party to conduct a limited assurance of our processes and disclosures according to the reporting criteria outlined in "**Appendix 1**" on page 10. The conclusions of this verification can be found in the *Independent Practitioners' Limited Assurance Report*. We plan to conduct independent verification of our practices at least every two years, unless there are significant changes to our practices that warrant a more frequent review.

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Appendix 1

Reporting Criteria

This Disclosure Statement presents fairly the impact management systems and processes that apply to BMO's Impact Fund, and how these are aligned with the Operating Principles for Impact Management through:

- a) presenting how impact management systems and processes are designed and implemented;
- b) including relevant details of changes to impact management systems and processes during the period covered by the Disclosure Statement;
- c) does not omit or distort information relevant to the scope of the impact management systems and processes being described, while acknowledging that the Disclosure Statement has been prepared to meet the common needs of a broad range of users and may not, therefore, include every aspect of impact management systems and processes that each individual user may consider important in its own particular circumstances;
- d) describes how each Principle is incorporated into the impact management systems; and
- e) affirms that BMO is a signatory to the Operating Principles for Impact Management.

Independent Practitioners' Limited Assurance Report

To the management of Bank of Montreal ("BMO" or "the Entity")

KPMG LLP ("KPMG" or "we") were engaged by BMO to provide limited assurance as to whether BMO's impact management systems, as described in BMO's Operating Principles for Impact Management Disclosure Statement (the "Disclosure Statement") for year-ended April 30, 2022, are aligned with the Operating Principles for Impact Management ("Impact Principles").

We have not performed any work, and do not express any conclusion, over any other information that may be included in the Disclosure Statement or displayed elsewhere on BMO's website for the current year or for previous periods.

Management's Responsibility and Applicable Criteria

The applicable criteria, defined below and included in Appendix 1 of the Disclosure Statement, were developed by management to determine if the impact management systems, as described in the Disclosure Statement, are aligned with Operating Principles for Impact Management:

- presenting how impact management systems and processes are designed and implemented;
- including relevant details of changes to impact management systems and processes during the period covered by the Disclosure Statement;
- does not omit or distort information relevant to the scope of the impact management systems and processes being described, while acknowledging that the Disclosure Statement has been prepared to meet the common needs of a broad range of users and may not, therefore, include every aspect of impact management systems and processes that each individual user may consider important in its own particular circumstances;
- describes how each Principle is incorporated into the impact management systems; and
- affirms that BMO is a signatory to the Operating Principles for Impact Management.

Management is responsible for:

- the preparation and presentation of the contents of the Disclosure Statement in accordance with the applicable criteria;
- determining the appropriateness of the use of the applicable criteria, as well as designing, implementing and maintaining impact management policies, systems and processes, that are suitable to achieve alignment with the Impact principles;
- internal control as management determines necessary to enable the preparation and presentation of the subject matter information that is free from material misstatement, whether due to fraud or error.

Practitioners' Responsibilities

Our responsibility is to express a limited assurance conclusion on whether BMO's impact management systems, as described within the Disclosure Statement, are, in all material respects, aligned with the Impact Principles based on evidence we have obtained. We conducted our limited assurance engagement in accordance with Canadian Standards on Assurance Engagements (CSAE) 3000, *Attestation Engagements Other than Audits or Reviews of Historical Financial Information*. This standard requires that we plan and perform our engagement to conclude whether a matter(s) has come to our attention that causes us to believe that the BMO's impact management systems, as described within the Disclosure Statement, are materially misstated.

The nature, timing and extent of procedures performed depends on our professional judgment, including an assessment of the risks of material misstatement, whether due to fraud or error, and involves obtaining evidence about the subject matter information.

Our engagement included, amongst others, the following procedures performed:

- Checking whether the Disclosure Statement, includes a description of an impact management systems for each Impact principle;
- Making inquiries of BMO's management and performing walkthroughs to obtain an understanding of impact management systems and the key processes, including controls in place over the preparation of the Disclosure statement;
- On a sample basis, performing testing to check that information within the Disclosure Statement has been appropriately collected and reported;
- Considering the appropriateness of the presentation and disclosure of the Disclosure Statement; and
- Reading the Disclosure Statement to ensure assumptions and key judgments have been clearly disclosed and information presented is consistent with our overall knowledge of BMO's impact management systems.

The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

We believe the evidence we obtained is sufficient and appropriate to provide a basis for our conclusion.

Practitioners' Independence and Quality Control

We have complied with the relevant rules of professional conduct/code of ethics applicable to the practice of public accounting and related to assurance engagements, issued by various professional accounting bodies, which are founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

The firm applies Canadian Standard on Quality Control 1, *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance Engagements* and, accordingly, maintains a comprehensive system of quality control, including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Significant Inherent Limitations

The Disclosure Statement is prepared to meet the common needs of a broad range of users and may not, therefore, include every aspect of BMO's impact management system that each individual user may consider important.

The scope of our procedures does not include an assessment of the suitability of design of BMO's impact management systems and processes to achieve alignment with the Impact Principles nor their operating effectiveness and therefore our procedures provide no assurance over the design and operating effectiveness of the impact management systems and processes, nor of the resulting impacts achieved.

Opinion

Based on the procedures performed and evidence obtained, nothing has come to our attention that causes us to believe that BMO's impact management systems, as described in the Disclosure Statement, are not, in all material respects, aligned with the Impact Principles as at April 30, 2022.

Specific Purpose of the Disclosure Statement

Our report has been prepared for BMO's use in accordance with the terms of our engagement. It has been released to BMO on the basis that our report shall not be copied, referred to or disclosed, in whole or in part, without prior written consent.

As a signatory to the Impact Principles, BMO is required to "provide regular independent verification affirming the alignment of its impact management systems with the Impact Principles." Without affecting, adding to, or extending our duties and responsibilities to BMO or giving rise to any duty or responsibility being accepted or assumed by or imposed on us to any part except BMO, we have consented to the disclosure of our report on BMO's website at <https://our-impact.bmo.com/reports/> to facilitate BMO meeting this requirement.



Chartered Professional Accountants, Licensed Public Accountants
Toronto, Canada
May 31, 2022