



Item 1 – Cover Page

BCP Advisors LLC

d/b/a BCP Global

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March 2020

This Brochure provides information about the qualifications and business practices of BCP Advisors LLC (“BCP”, “us”, “we”, “our”). If you (“your”, “clients”) have any questions about the contents of this brochure, please contact us at (305) 415-0060. 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. BCP’s CRD number is 157973.

We are a registered investment adviser. Our registrations as an Investment Adviser do not imply any level of skill or training. Additional information about BCP is available on the SEC’s website at www.adviserinfo.sec.gov (click on the link, select “Investment Adviser Search” and type in our firm name). The results will provide you with both Parts 1 and 2 of our Form ADV.

Item 2 – Material Changes

The material changes to report since the last annual amendment filing of BCP’s Form ADV Part 2 or “Disclosure Brochure” dated March 2019 are:

- 1) Item 4. The addition of Internet Advisory services to clients that are not participants of our wrap fee program.
- 2) Item 5. Our Advisory Fee has changed to a tiered fee structure.
- 3) Item 11. The issue of promissory notes in exchange for an equity investment in BCP.

We also made additional changes to Items 6 and 8.

The revised Disclosure Brochure will be available, since our last delivery or posting of this document on the SEC’s public disclosure website (“IAPD”) at www.adviserinfo.sec.gov or you may contact our Chief Compliance Officer, Catalina Rey at the telephone number shown on the cover page of this Disclosure Brochure.

When an update is made to this Disclosure Brochure, we will send you a copy including a summary of material changes, or a summary of material changes that includes an offer to send you a copy either by electronic means (email) or in hard copy form

Item 3 – Table of Contents

Item 1 – Cover Page	
Item 2 – Material Changes	i
Item 3 – Table of Contents	ii
Item 4 – Advisory Business.....	1
Item 5 – Fees and Compensation.....	4
Item 6 – Performance-Based Fees and Side-By-Side Management.....	6
Item 7 – Types of Clients.....	7
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9 – Disciplinary Information.....	11
Item 10 – Other Financial Industry Activities and Affiliations	12
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	14
Item 12 – Brokerage Practices.....	17
Item 13 – Review of Accounts.....	19
Item 14 – Client Referrals and Other Compensation	21
Item 15 – Custody	22
Item 16 – Investment Discretion.....	23
Item 17 – Voting Client Securities (i.e., Proxy Voting).....	24
Item 18 – Financial Information.....	25
Item 19 – Requirements for State-Registered Advisers.....	26

Item 4 – Advisory Business

BCP Advisors LLC d/b/a BCP Global is a limited liability company organized under the laws of the State of Florida on December 6, 2010. We have been registered as an investment adviser since May 3, 2012, when we became registered with the State of Florida. Since May 23, 2018, we are registered as an Internet Investment Adviser with the SEC.

Pedro E. Fernandez de los Muros and Mauricio Armando each have a 45% ownership interests in the firm. The remaining 10% is owned by Ignacio Guerrero.

As of December 31, 2019, we had \$43,515,188 in discretionary assets under management of which \$40,493,993 are from clients that participate in our Wrap Fee Program and \$3,021,195 are from non-Wrap Fee Program clients.

We provide specialized investment management services to individuals, high net worth individuals, trusts, estates, charitable organizations, corporations, other business entities, and foreign investment advisers. This Disclosure Brochure provides you with information regarding our qualifications, business practices, and advisory services.

Please contact our, Chief Compliance Officer, if you have any questions about this Disclosure Brochure.

We require the following education and/or experience for our investment adviser representatives (“IARs”): Portfolio Managers: We require an undergraduate degree in a finance-related field and at least three (3) years of experience in capital markets. We prefer, but do not require, our portfolio managers to have completed some graduate work and to possess a specialized business or technical skill. Each of our portfolio managers must meet state examination or experience requirements and be properly licensed and registered in states in which they provide investment advisory services, unless they are exempt from the registration requirements under state laws.

Advisory Services

We provide asset allocation and ongoing investment management services. We consult with you to obtain detailed financial information and other pertinent data to enable us to determine the appropriate investment guidelines, risk tolerance and other factors that will assist in determining your needs and investment suitability.

BCP Global provides two types of investment advisory services:

- (1) Discretionary Investment Advisory Services: BCP Global provides discretionary

investment advisory services to clients through virtual interaction over the Internet using a technology platform developed and maintained by the firm.

- (2) Sub-Advisory Portfolio Management Services: BCP Global provides sub-advisory portfolio management services to third-party investment advisers. This service is based on the client profiles of the third-party investment advisers that are entered into BCP Global's online technology platform through its website and mobile application.

Our investment advisory services are provided through our interactive website and may also be accessed using our mobile application.

1. BCP Global's Direct Clients

Each direct client enters into a discretionary investment management agreement with BCP Global. Presently BCP Global has an arrangement with Interactive Brokers, LLC ("Interactive Brokers" or "custodian"), a FINRA registered broker dealer, who serves as the custodian of client assets. Clients will open cash and/or margin accounts at Interactive Brokers to maintain their assets. Certain restrictions apply to opening margin accounts. BCP Global encourages clients to carefully read the Margin Agreement and Disclosure when opening the margin account.

2. Sub-Advisory Portfolio Management Clients

BCP Global also offers broader sub-advisory portfolio management services to Third-Party Investment Advisers who manage discretionary accounts. BCP Global entered into a sub-advisory agreement with the Third-Party Investment Advisers whereby the Third-Party Investment Advisers appoint BCP Global to manage all or a portion of their clients' accounts utilizing the web-based portal or mobile application created by BCP Global.

Model Portfolios

BCP Global works primarily with exchange traded funds ("ETFs") and/or Undertakings for Collective Investment in Transferable Securities ("UCITS"). Therefore, our portfolios are composed of ETFs and/or UCITS. ETFs are investment funds made up of a collection of assets, such as stock and bonds, that are traded like individual stocks. UCITS are mutual funds registered in Europe under a unified regulatory framework that can be sold to investors worldwide. Consequently, they provide excellent diversification and liquidity. The portfolios are designed to automatically adjust according to your personal risk tolerance while remaining globally diversified. Additional information can be found below in *Item 6 - Portfolio Manager Selection and Evaluation* of the Wrap Brochure.

Our Process

To open an account, each client enters personal information, including age, financial resources, and investment experience, goals and objectives into our automated digital platform via an interactive Questionnaire presented on the platform as part of the registration process. Based on the information provided by the client via the Questionnaire, the automated digital platform uses an Algorithm to analyze such information. With this information, we will create a portfolio that is designed to meet the client's investment needs. The client will have the ability to switch among suitable portfolios we offer at any time.

BCP Global is responsible for maintaining the Algorithm. However, BCP Global does not override the Algorithm to provide alternative recommendations to any particular client, whether based on any additional criteria provided by the client, market and/or economic conditions, or otherwise. Clients should be aware that the Algorithm relies upon their answers to questions relating to their risk tolerance, investment objectives, and investment time horizon provided through the Questionnaire, and that such answers serve as inputs to the Algorithm.

Clients should also understand that BCP Global does not utilize the entirety of all information provided by the client in providing investment recommendations. BCP Global does not consider any additional information about the client not covered in the Questionnaire in making recommendations.

Furthermore, although the digital platform relies on the information provided by the client through the Questionnaire in order to provide investment recommendations, representatives of our firm who are qualified to do so will be available to provide support services on our behalf.

Third-Party Investment Manager

BCP Global has discretion to choose Third-Party Investment Managers to manage all or a portion of the client's assets. Third-Party Investment Managers shall not have authority to place orders for the execution of transactions or to give instructions to BCP Global with respect to BCP Global clients' assets. As between Third-Party Investment Managers and BCP, it shall be the sole responsibility of BCP Global to:

- Determine whether a Model Portfolio and each security included therein initially is and remains appropriate and suitable for a client; and
- Make discretionary determinations as to the securities to be bought and sold for each account.

BCP Global has recently partnered with BlackRock for the construction of all the Model Portfolios offered to our clients through BCP Global's digital platform.

Use of Margin Accounts

To the extent that a client authorizes the use of margin, and margin is thereafter employed by BCP Global in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to BCP Global will be increased. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client. While the use of margin borrowing can substantially improve returns, such use may also increase the adverse impact to which a client's portfolio may be subject. The custodian/broker dealer may demand an increase in the collateral that secures the client's obligations and if the client were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the client's obligations to the broker-dealer. Liquidation in that manner could have extremely adverse consequences. In addition, the amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the client's profitability.

BCP Advisors SA

We have a Sub-Advisory Agreement with BCP Advisors SA ("BCP Advisors"), a Panama based Foreign Advisor, in which we agreed to provide non-discretionary investment management services for certain designated assets in BCP Advisors' client portfolios (each a "Designated Portfolio" and collectively, the "Designated Portfolios").

We will review on a periodic basis the Designated Portfolios and will make recommendations to BCP Advisors with respect to the purchase, sale, investment, reinvestment, exchange, conversion, and trading of securities (including, without limitation, stocks, bonds, mutual funds, exchange-traded funds, options, REITs and other securities, as applicable for the Designated Portfolio) as and when deemed necessary or advisable by us. Although we can provide advice on any of the types of securities identified above, for this relationship we currently focus on fixed income securities as more fully described under Item 8.

We will communicate all of our recommendations to BCP Advisors on a regular basis. Our recommendations are non-discretionary, and may or may not be accepted or followed by BCP Advisors.

BCP Advisors utilizes BCP primarily for fixed income exposure to their clients' portfolios, based on their clients' investment objectives and financial circumstances. BCP's client is

BCP Advisors not the underlying client of BCP Advisors.

For more detail on any product or service please reference the advisory agreement, or speak with your BCP IAR.

Item 5 – Fees and Compensation

We charge an advisory fee for managing client accounts. Our tiered fee structure is as follows:

- For the first \$100,000, the client pays a maximum annual fee of 1.85% of the account's Net Liquidation Value,
- Then, from \$100,001 to \$500,000, the client pays a maximum annual fee of 1.65% of the account's Net Liquidation Value,
- Then, from \$500,001 to \$1,000,000, the client pays a maximum annual fee of 1.25% of the account's Net Liquidation Value,
- And then, from \$1,000,001 and up, the client pays a maximum annual fee of 1.10% of the account's Net Liquidation Value.

Advisory fees are negotiable at our discretion.

The client shall pay BCP Global in arrears for services provided under the contract during each calendar month.

For cash accounts, the advisory fee is calculated based on the Net Liquidation Value ("NLV") of the account applied daily on a 252 business days basis. The NLV of your account for any given day is equal to the ending equity value of the account on that day. For margin accounts the advisory fee is calculated based on the daily Market Value of the Securities' Margin. The Securities' Margin is borrowing money to buy securities which is determined by the Margin loan amount plus the Margin Deposit amount in the account on that day.

The client agrees to have its fees automatically calculated and deducted monthly from the account by the custodian. When services provided are for less than one calendar month, the fee will be prorated based upon the number of business days services were provided within the month. BCP Global shall not be compensated based on capital gains upon or capital appreciation of any or all of client's assets.

Clients are responsible for all commissions and fees for trade execution charged by the custodian. You may grant us authority to receive our advisory fees from your account at Interactive Brokers. If you prefer that our advisory fees are paid directly from your account at Interactive Brokers, you must provide written limited authorization to BCP Global and Interactive Brokers for the contractually agreed upon fees. Interactive Brokers will be advised in writing of this limitation on our access to your account.

The Investment Advisory Agreement may be terminated by either party at any time by written notice. Termination of the Agreement will not affect (a) the validity of any actions previously taken by us under the Agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the Agreement; or (c) your obligation to pay the advisory fees (pro-rated through the date of termination).

BCP Advisors

BCP Advisors will pay us a quarterly fee for the services we provided, in arrears. Fees will be due and payable to us within ten (10) days after the end of the applicable quarter.

A fee is calculated on the following schedule for each Designated Portfolio: 50% of the fees that BCP Advisors receives from its clients.

Item 6 – Performance-Based Fees and Side-By-Side Management

We do not charge performance-based fees (i.e., advisory fees based on a share of the capital gains or capital appreciation of the assets of a client). Our compensation structure is discussed in detail in Item 5 above.

Item 7 – Types of Clients

We provide investment advisory services to a foreign investment adviser, and also offer our services to individuals, high net worth individuals, trusts, estates, charitable organizations, corporations, and other business entities.

For separately managed accounts, we do not require a minimum account size to open or maintain an account.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Based on the client's answers to the online Questionnaire at the opening of the account, our automated algorithms recommend suitable Model Portfolios that meet each client's risk tolerance, investment objectives, and investment time horizon.

Our Model Portfolios

For cash accounts, our model portfolios are designed and managed by BlackRock's Model Portfolio Solutions. For margin accounts, we will structure the client's portfolios based on our analysis of market conditions and our review of the investment profiles and objectives of clients. Each portfolio is designed to meet particular investment goals and objectives, taking into account the client's financial situation, circumstances, and risk tolerance.

Our investment strategies may include a long-term buy and hold strategy. Our investment philosophy is based on the tenets of the Modern Portfolio Theory. The investment strategy seeks to maximize returns at the same time that seeks to minimize risk by diversifying the portfolio among uncorrelated asset classes. The goal is to create an asset allocation that yields the highest possible return for the lowest amount of risk.

The purpose of these model portfolios is to deliver efficiency, transparency, and cost effectiveness. The selected ETFs and UCITS ETFs that are part of the Model Portfolios are designed to meet specific goals, such as global diversification, tactical exposures, and tax efficiency. The BCP Global implementation procedure guides each individual investor on how to invest in the most appropriate vehicle for their profile. The vehicle selection process is primarily driven by exposure, efficiency, and cost; leveraging more than 300 ETFs and UCITS ETFs.

Model Portfolios Construction Process

Variables

The variables in the systematic optimization process are Return-Risk-Efficiency.

SYSTEMATIC – by translating investor outcomes into well-diversified allocations through a proprietary optimization process.

DISCRETION – when evaluating risks and opportunities associated with attractively priced asset classes.

CONSTRUCTION – through identifying cost-effective and efficient holdings and selecting them for constructing the portfolio.

MONITOR – a team of professionals are constantly monitoring the portfolio to quickly adapt to changing market conditions.

Investment Vehicles

In order to create globally diversified portfolios, the Model Portfolios use across-the-board uncorrelated asset-classes. In order to accomplish this, it only uses ETFs and UCITS ETFs. Regularly, the universe of ETFs and UCITS ETFs in the Model Portfolios are reviewed to identify those that are most appropriate to represent each of the asset classes. The Model Portfolios include the ETFs and UCITS ETFs that offer market liquidity, minimize tracking error and are tax efficient.

A UCITS ETF is a security that usually tracks a basket of stocks, bonds, or assets like an index fund, but trades like a stock on a stock exchange. They closely track their benchmarks, such as Dow Jones Industrial Average or the S&P 500.

The Model Portfolio only uses ETFs and UCITS ETFs that have a definite mandate to passively track benchmark indexes. This restricts the fund manager to simply replicate the performance of the benchmark they follow and ensures the same level of investment diversification as the benchmark itself.

Asset Allocation

Based on the systematic investment process and after an in-depth analysis on each asset class, BlackRock determines the optimal mix for your portfolio to generate a return at the lowest risk. The objective is to create an asset allocation that produces the maximum possible return while respecting your particular risk tolerance. Translating investor outcomes and restrictions into globally well-diversified allocations: Return – Risk – Cost.

Monitoring and Rebalancing

To keep portfolios in track with long-term goals, the Model Portfolios are monitored and regularly rebalanced back to their target mix in an effort to optimize returns for their intended level of risk.

Investment Risk Disclosures

The risks below are disclosed in a good faith effort to inform current and prospective clients of issues that could adversely affect the value of a portfolio. The disclosure below does not attempt to convey that the risks disclosed are the only risks present when investing. Future circumstances may present additional risks to any investment portfolio.

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss which you should be prepared to bear.

Market Risk: Our clients are subject to market risks that will affect the value of their portfolios, including adverse issuer, political, regulatory, market or economic developments, as well as developments that have an impact on specific economic sectors, industries or segments of the market.

Margin Account Risk: The use of margin is not suitable for all investors, since it increases leverage in your account and therefore its risk. Please see the Margin Disclosure Statement and the custodian's Margin Agreement for more information.

Investment Style or Class Risk: Specific types of investments and investment classes tend to go through cycles of doing better, or worse, than the stock market in general. These periods have, in the past, lasted for as long as several years.

Growth Risk: The risk of the lack of earnings increase or lack of dividend yield.

Mid-Cap Company Risk: Mid-Cap companies may have narrower commercial markets, less liquidity and less financial resources than Large-Cap companies.

Small-Cap Company Risk: Small-Cap companies may have narrower commercial markets, less liquidity and less financial resources than Mid-Cap or Large-Cap companies.

Sector Risk: The risk of holding an investment in similar businesses or a single investment class, which could all be affected by the same economic or market conditions.

High-Yield Risk: The risk that results from investments in below investment grade bonds, which have a greater risk of loss of money, are susceptible to rising interest rates, and have greater volatility.

Fixed Income Risk: This risk arises if an issuer of a fixed income security is unable to meet its financial obligations or goes bankrupt.

Interest Rate Risk: Investments may be adversely affected by changes in global interest rates.

Foreign Security Risk: The risk of instability in currency exchange rates, political unrest, economic conditions, or foreign law changes.

Emerging Markets Risk: Investing in emerging markets has great political uncertainty, dependence on foreign aid, and a limited number of buyers.

Concentration Risk: Concentration risk results from maintaining exposure to issuers conducting business in a specific industry or related to a specific investment theme. The risk of concentrating investments in a particular industry or tied to a specific theme is that a portion of the client's portfolio will be more susceptible to the risks associated with that industry or theme.

Credit Risk: Credit risk is the risk that an issuer or guarantor of a security or counterparty to a financial instrument may default on its payment obligations or experience a decline in credit quality.

Debt Instrument Risk: Debt instruments may have varying levels of sensitivity to changes in interest rates, credit risk and other factors affecting debt securities. Typically, the value of outstanding debt instruments falls when interest rates rise. The value of debt instruments with longer maturities may fluctuate more in response to interest rate changes than those of instruments with shorter maturities.

Geographic Concentration Risk: Investments in a particular geographic region may be particularly susceptible to political, diplomatic or economic conditions and regulatory requirements. Thus, investments that focus in a particular geographic region may be more volatile than a more geographically diversified fund.

Based on our analysis of market conditions and our review of the investment profiles, and objectives of clients, we will structure the client's portfolio. Each portfolio is designed to meet particular investment goals and objectives, taking into account the client's financial situation, circumstances, and risk tolerance. You have the opportunity to place reasonable restrictions or constraints on the way your account is managed; however, such restrictions may affect the composition and performance of your portfolio. For these reasons, performance of the portfolio may not be identical with our average client.

Our investment strategies may include long term buy and hold and short-term trading, and margin transactions. We use fundamental and technical analysis, and third-party research, including rating agencies, company press releases, and filings with the SEC to form an investment opinion on the market and to establish an asset allocation based strategy for the client. We analyze the financial statements and health of a business, its management and competitive advantages, and its competitors and markets but usually focusing on growth or value (or sometimes a combination of both) to determine if such security meets the clients' needs and objectives. In addition, we use a security analysis discipline, in forecasting the direction of prices through the study of past market data, giving attention primarily to price and volume.

BCP Advisors

For BCP Advisors, we focus on investment strategies that primarily invest in fixed income instruments such as US high grade bonds, European and Latam high grade as well as. These Eurobonds will originate in US, Europe and Latin America with an emphasis in Mexico, Colombia, and Brazil. The corporate offerings will be 100% rated by one of the top three rating agencies (i.e., Moody's, S&P, and Fitch) at single A or better and the government issues would be from governments that have sovereign ratings of BBB.

Also, based on the client risk tolerance we include in our universe high yield bonds in the USA and Europe as well as in emerging markets. which is always below BBB- S&P ratings.

Based the client profile we also recommend bonds with low or high duration or volatility caused by the changes in the interest rate environment. We try to avoid credits from companies with low liquidity in the secondary market.

We like to complement our portfolio recommendations with a variety of ETFs in the fixed income space as well as some exposed to global equity markets.

Item 9 – Disciplinary Information

We do not have any legal, financial or other “disciplinary” item to report. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

Item 10 – Other Financial Industry Activities and Affiliations

We are not, nor any of our management persons registered, or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or as an associated person (or registered representative) of the foregoing entities, except as noted below.

In addition, we do not, nor any of our management persons have any relationship or arrangement that is material to its advisory business or to our clients that we or any of our management persons have with any related person (except as noted below) that is, under common control and ownership, a:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker,
- Investment company or other pooled investment vehicle,
- Other investment adviser or financial planner
- Futures commission merchant (or commodity pool operator or commodity trading advisor),
- Banking or thrift institution,
- Accountant or accounting firm,
- Lawyer or law firm,
- Insurance company or agency,
- Pension consultant, or
- Sponsor or syndicator of limited partnerships.

Insigneo Securities, LLC (“Insigneo”)

Pedro E. Fernandez de los Muros, our Member, and Ignacio Guerrero, our Members are registered representatives of Insigneo Securities, LLC ("Insigneo"), a registered broker dealer and member FINRA and SIPC. Activities listed and commissions earned are independent from, and in addition, to those of BCP. This may represent a conflict of interest because their time is split between the two business operations. Pedro E. Fernandez de los Muros and Ignacio Guerrero may spend up to 25% of their time with Insigneo. This activity may be considered material; however, BCP and Insigneo Securities, LLC are not affiliated companies.

Our IARs are compensated by a fee based on assets in the advisory accounts rather than receiving commissions. As registered representatives of Insigneo, they may receive compensation based upon the sale of an investment product, including distribution and service fees from the sale of mutual funds in non-managed accounts. Prior to these transactions being executed, registered representatives of Insigneo will disclose this conflict of interest.

Blue Capital Partners, LLC (“Blue Capital”)

Pedro E. Fernandez de los Muros, Mauricio Armando, and Ignacio Guerrero serve on the investment committee for Blue Capital. Blue Capital is the General Partner to BlueBrick Offshore Investors, L.P. (“BlueBrick”), an offshore private fund. This Fund is only available to non-U.S. investors. It is not managed by us; however, it is under common control and ownership with our firm. Blue Capital is currently exempt from registration with the SEC.

Blue Capital seeks to raise capital through the sale of investment units of BlueBrick Fund. This relationship could cause a conflict of interest in that our Principals will benefit from investments made into BlueBrick Fund by our non-U.S. clients. In addition, our Principals will dedicate time to BlueBrick that could take away time spent on BCP. However, we do not believe that the time demands of BlueBrick will have any material impact on BCP or its clients.

Blue Global Realty Corp.

Mauricio Armando is a real estate agent for Blue Global Realty Corp. He also has a 33% ownership interest in this entity.

BCP Advisors SA

We have a sub-advisor relationship with BCP Advisors SA. Pursuant to the Sub-Advisory Agreement, we will provide non-discretionary investment management services for certain designated assets in client portfolios. Refer to Items 4 and 5 above for details of our business relationship and compensation arrangement with BCP Advisors SA.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

The Code of Ethics adopted and implemented by us applies to our activities under the Investment Advisers Act of 1940 (as amended—the Advisers Act). All of our employees are deemed by the Advisers Act to be supervised persons¹ and are therefore subject to this Code of Ethics. In carrying on our daily affairs, we and all of our employees shall act in a fair, lawful and ethical manner, in accordance with the rules and regulations imposed by our governing regulatory authority.

We have created a Code of Ethics which establishes standards and procedures for the detection and prevention of certain conflicts of interest including activities by which persons having knowledge of our investments and investment intentions might take advantage of that knowledge for their own benefit. We have in place Ethics Rules (the “Rules”), which are comprised of the Code of Ethics and Insider Trading policies and procedures. The Rules are designed to ensure that our personnel (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (ii) at all times place the interests of our clients first; (iii) disclose all actual or potential conflicts; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual or potential conflict of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading. The Rules also establish policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Under the general prohibitions of the Rules, our personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; 3) participate in fraudulent conduct involving securities held or to be acquired by any client; and 4) engage in frequent trading activities that create or may create a conflict of interest, limit their ability to perform their job duties, or violate any provision of the Rules.

Our personnel are required to conduct their personal investment activities in a manner that we believe is not detrimental to our advisory clients. Our personnel are not permitted to transact in securities except under circumstances specified in the Code of Ethics. The

¹ Supervised person means any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.

policy requires all Access Persons² to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics. The Ethics Rules are available to you and prospective clients upon request. In the event that you request a copy of our Code of Ethics, we will furnish to you a copy within a reasonable period of time at your current address of record.

Typically, neither we, nor a related person, will recommend to you, or buy or sell for your accounts, securities in which we or a related person have a material financial interest. However, during 2019, we issued two convertible notes to be converted into equity investments in BCP. The convertible notes totaling \$1,500,000, were issued to BCP clients under the following terms: Each Purchaser agreed to lend to the Company certain amount against the issuance and delivery by BCP of a convertible promissory note equivalent to such amount. The outstanding principal amount of the Loan shall be due and payable on each note's Maturity Date, which is two years from the execution date. BCP shall pay simple interest on the outstanding principal amount until payment in full, which interest shall be payable at the rate of 4% per annum or the maximum rate permissible by law, whichever is less. Interest shall be due and payable on the Maturity Date and shall be calculated on the basis of a 365-day year for the actual number of days elapsed. Upon the occurrence of certain listed events, the outstanding principal balance of the Note shall automatically convert in whole without any further action by the Holder into Shadow Equity Securities at a determined conversion price described in the Note.

We do not believe this transaction creates a conflict of interest because client accounts are managed to model portfolios selected by the client. The model portfolios are monitored and rebalanced to the target mix within one or two quarterly review cycles, and the rebalancing affects all clients in the model portfolio. Additionally, clients have the ability to independently change their portfolio selection at any time.

It is our policy not to permit related persons (or certain of their relatives) to trade in a manner that takes advantage of price movements that may be caused by clients' transactions.

On occasion, we, or any of our officers or directors or related persons may buy or sell securities that are recommended to clients. Furthermore, our IARs may buy or sell for their own accounts, securities that are also held by their clients. Conversely, they may buy and sell securities for client accounts which they themselves may own. Such transactions are permitted if in compliance with our Policy on Personal Securities Transactions. Reports of personal transactions in securities by our IARs are reviewed by the firm's Compliance Department at least quarterly.

We do not believe there is a conflict of interest when the securities are purchased as part of the strategies that are being managed for all accounts simultaneously (block trading).

Our policy in terms of trades is either the orders are placed in block, (everybody gets the same price), or the clients trades are placed first after which prudent time is allowed to elapse hence to avoid any conflict that may be construed as to trading the same securities as the client. The securities traded by us are widely held with ample liquidity, and we are too small of an advisor to believe it can affect the market price of the securities it trades.

Records will also be maintained of all securities products bought or sold by us, the related persons or related entities. Such records will be available for inspection upon request.

Files of securities transactions affected for our related persons will be maintained for review should there be a conflict of interest. Our principal will review all securities transactions of our related persons to ensure no conflicts exist with client executions. To prevent conflicts of interest, all our employees must comply with our Written Supervisory Procedures, which imposes restrictions on the purchase or sale of securities for their own accounts and the accounts of certain related persons.

We do not execute transactions on a principal or agency cross basis.

We agree that all non-public records, information, and data relating to the business of the other, clients or Designated Portfolios (including, without limitation, any and all non-public, personal information regarding clients) that are exchanged or negotiated pursuant to the Sub-Advisory Agreement or in carrying out the Agreement are, and shall remain, confidential.

² Access person means any of your supervised persons who has access to nonpublic information regarding any clients' purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund, or who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic. If providing investment advice is your primary business, all of your directors, officers and partners are presumed to be access persons.

Item 12 – Brokerage Practices

Pedro E. Fernandez de los Muros, and Ignacio Guerrero (“our members”), in their capacity as registered representatives of Insigneo, may recommend Insigneo’s broker-dealer services to you. However, you are free to implement advisory recommendations through any firm and are under no obligation to purchase or sell securities through us, as a result of the individual registrations of the IARs with Insigneo. Otherwise, we will recommend and use Interactive Brokers, LLC, member NYSE, FINRA, SIPC and regulated by the US Securities and Exchange Commission and the Commodity Futures Trading Commission (“Interactive Brokers”) as the custodian for our clients.

We establish minimum requirements for the broker dealers to be used. They must be dependable and reputable institutions and have a strong market presence. They must be SEC registered, participate in the SIPC program, have online access, and online trading, and have sufficient insurance over the SIPC amount to cover the size of the accounts.

If a client asks us to recommend a broker/dealer, he/she will get a list of the institutions with which we have had good experience in the past based on the factors mentioned above.

All securities transactions are generally processed through Insigneo because of our relationship with Insigneo; consequently, we cannot assure best execution of those securities transactions. In seeking best execution, the determinative factor is not always the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including among others, the execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for the client’s account transactions. Additionally, this would present a conflict of interest to the extent that our members (as registered representatives of Insigneo) could receive commissions for effecting securities transactions through Insigneo.

While we maintain to achieve that the commissions paid by our clients shall comply with our duty to obtain best execution, a client may pay commissions that are higher than another broker-dealer might charge to effect the same transactions.

Transactions for each client account generally will be effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. We may, but is not obligated to, combine or "batch" such orders to obtain “best execution”, to negotiate more favorable commission rates or to allocate equitably among our clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this

procedure, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day. To the extent that we determined to aggregate client orders for the purchase or sale of securities, including securities in which our principals and/or personnel may invest, we shall generally do so in accordance with the parameters set forth in SEC No-Action Letter, *SMC Capital, Inc.* We do not receive any additional compensation or remuneration as a result of the aggregation.

We do not receive research or other products or services from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”). Additionally, we do not consider whether we or a related person receive client referrals from a broker-dealer or third party in selecting or recommending broker-dealers to our clients, nor do we routinely recommend, request or require that a client direct us to execute transactions through a specified broker-dealer.

Administrative Trade Errors:

From time-to-time we may make an error in submitting a trade order on your behalf. Trading errors may include a number of situations, such as:

- The wrong security is bought or sold for a client;
- A security is bought instead of sold;
- A transaction is executed for the wrong account,
- Securities transactions are completed for a client that had a restriction on such security; or
- Securities are allocated to the wrong accounts.

When this occurs, we may place a correcting trade with the broker-dealer which has custody of your account. If an investment gain results from the corrective action, the gain will remain in your account unless it is legally not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g., due to tax reasons). If a loss occurs due to our administrative trade error, we are responsible and will pay for the loss to ensure that you are made whole.

Note: To limit the respective administrative expenses and burden of processing small trade errors, it should be noted some custodians (at their own discretion) may elect not to invoice us if the trade error involves a de minimis dollar amount (usually less than \$100). Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Item 13 – Review of Accounts

Investment positions are monitored daily and accounts are reviewed by a manager at least once a month. Additional reviews may be triggered by changes in an account holder's personal, tax, or financial status.

Each client receives individual attention, and guidelines are established according to the client's objectives and financial situation. Clients are asked at least once a year if their financial situation has changed.

Quarterly reviews are made to verify adherence to investment guidelines. The asset allocation, your tolerance for risk, the investment horizon, and the kind of investments that the account will have are established by the investment guidelines.

Market appreciation or depreciation may cause an account to be out of balance with the established guidelines. When this happens, it is our policy to bring the account back in balance within the next two quarterly review cycles. Other deviations from guidelines may be caused by deposits or withdrawals. Accounts that are out of balance due to deposits or withdrawals should be rebalanced before the next quarterly review.

The investment guidelines may be changed by the client at any time.

Clients receive written account statements directly from the custodian. From time to time, and at least annually we will prepare and present an analysis of your account. This analysis contains a summary of the asset allocation, a consolidated grouping of the types of investments and the different asset classes compared as a percent to the total, graphs, charts, and may contain other analyses such as a calendar of expected income from fixed income securities where appropriate, total income, total withdrawals, and fees charged. This written report is prepared frequently for internal use. However, it is shared with you at least once a year during the annual review.

The analysis is a manually prepared spreadsheet, and as such, may contain errors or omissions. You are advised of this with the following legend included at the bottom of every page of the analysis, "*This analysis has been prepared manually from information obtained from other sources, and may contain errors and omissions. This is not an account statement nor should it be construed as representing an account statement. Your only official record of assets is the account statements provided by the custodian, broker/dealer, mutual fund or other money managers, as appropriate. Any discrepancy should be reported to us as soon as possible.*" The reasoning behind this disclaimer is for you to get used to reviewing your statements and to use this analysis as we do as a tool.

In the particular case with our main institutional client of another RIA in Panama, we provide a monthly market analysis and portfolio recommendations that show our view on the markets as well investing ideas for our client. The principal of BCP Panama sends on weekly basis an average of 2 to 4 individual portfolios of the clients of that RIA that need to be reviewed. After our review process, we have a weekly conference call with BCP Panama to make suggestions and allocation changes. During the week we have several informal phone calls with BCP Panama to follow up our recommendations and discuss market news that may affect the portfolios in their clients.

Item 14 – Client Referrals and Other Compensation

We do not receive an economic benefit from a non-client for providing investment advice or other advisory services to our clients. However, we will use solicitors to attract customers and will sign the Solicitors Referral Agreement with each solicitor. We will pay the solicitor an ongoing fee that will range from 45% to 65% of what we charge the client.

Item 15 – Custody

We do not have custody of client funds or securities; however, we may be granted authority, upon written consent from you, to deduct the advisory fees directly from your account. The custodian will send to you, at least quarterly, an account statement identifying the amount of funds and each security in the account at the end of period and setting forth all transactions in the account during that period including the amount of advisory fees paid directly to us. You should compare the account statements you receive from the broker-dealer, bank or qualified custodian with those you receive from us.

Item 16 – Investment Discretion

We do not accept discretionary authority to manage securities accounts on your behalf. Specifically we do not have discretionary authority to determine which securities to buy or sell on your behalf, determine the amount of securities to be bought or sold on your behalf, the broker or dealer in which to execute such securities transactions, and determine what transaction fee rate shall be paid on your behalf. The transactions fees set forth by the broker/dealers are standard, and we do not affect or influence in any way the amounts they charge.

In managing investment portfolio, we act in a manner in keeping with what we understand and believe to be in your best interest.

Item 17 – Voting Client Securities (i.e., Proxy Voting)

We do not have, nor will we accept authorization to vote client securities. Clients will receive their proxies or other solicitations directly from their custodian or a transfer agent. Clients should contact their custodian or a transfer agent with questions about a particular solicitation.

Item 18 – Financial Information

We have no financial condition that is reasonably likely to impair our ability to meet contractual commitments to you given that we do not have discretionary authority or custody of client funds or securities, or require or solicit prepayment of more than \$1,200 in fees per client and six months or more in advance. In addition, we are not currently, nor at any time in the past ten years been the subject of a bankruptcy petition.

Item 19 – Requirements for State-Registered Advisers

As an SEC-registered investment adviser, this section does not apply.