



T. Bailey

T. BAILEY FUNDS COMBINED PROSPECTUS

7 August 2019

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1. Prospectus

This document is the prospectus of The T. Bailey Funds (the "Schemes", or individually the "Scheme") valid as at 7 August 2019 (the "Prospectus"), prepared and issued by T. Bailey Fund Services Limited in accordance with the Collective Investment Schemes Sourcebook or that part of the Financial Conduct Authority's (the "FCA") handbook which deals with regulated collective investment schemes as amended from time-to-time (the "Sourcebook").

The Schemes comprise the T. Bailey Growth Fund ("TBGF") and the T. Bailey Dynamic Fund ("TBDF"). The Prospectus complies with the requirements of the Sourcebook. The Prospectus should be read in conjunction with the latest relevant Key Investor Information document and the Supplementary Information booklet, both available from T. Bailey Fund Services Limited on request.

Units are not available for distribution to or investment by US persons (US Person is defined a person who falls within the definition of "US Person" in rule 902 in regulation S of the United States Securities Act 1933 and/or a person falling within the definition of a "Specified US Person" for the purposes of the Foreign Account Tax Compliance Act "FATCA" as the context requires). The units have not been and will not be registered under the US Securities Act of 1933, as amended and, except in a transaction which does not violate the said Act or any other applicable US Securities laws (including, without limitation, any applicable law of any of the States of the USA), may not be directly or indirectly offered or sold in the USA or any of its territories or possessions or areas subject to its jurisdiction or to the benefit of a US person. The Schemes have not been and will not be registered under the US Investment Company Act of 1940, as amended. T. Bailey Fund Services Limited has not been registered under the US Investment Advisors Act of 1940.

2. The Manager

The Schemes are managed by T. Bailey Fund Services Limited (the "**Manager**") a company incorporated with limited liability on 25 February 1999 in England and Wales under the Companies Acts 1985 and 1989 and having an issued share capital of £1,250,001 comprising 1,250,001 shares of £1 each fully paid. The ultimate holding company of the Manager is Nottingham Industrial Group Limited, a company incorporated in England and Wales. The registered office of the Manager is at 64 St. James's Street, Nottingham NG1 6FJ.

DIRECTORS OF THE MANAGER AND THEIR BUSINESS ACTIVITIES AS AT THE DATE OF THIS PROSPECTUS:

Name	Activity
Helen Stevens	None.
Richard Taylor	None.
Gavin Padbury	None.
Rachel Elliott	None.
Mike Hughes (Non-Executive Director)	Youth Adventure Trust
Anna Troup (Non-Executive Director)	None.

The Manager acts as Authorised Corporate Director of the following regulated collective investment schemes:

Aptus Investment Fund
Heriot Investment Funds
TB Amati Investment Funds
TB Doherty Funds
TB Elite Investment Funds
TB Enigma Funds
TB Evenlode Investment Funds ICVC
TB Guinness Investment Funds
TB Guinness Global Energy Fund*
TB Saracen Investment Funds ICVC
TB Wise Investment Funds
The Chapel Funds ICVC
The Sandwood Fund ICVC
Ocean Investment Funds
TB Chawton Investment Funds
TB New Sarum Funds OEIC
TB Opie Street ICVC

* Authorised unit trust – all other schemes are Open Ended Investment Companies (OEICs)

The Manager's Remuneration Policy

In accordance with the Sourcebook, the Manager is required to establish and apply a remuneration policy for certain categories of staff whose activities have a material impact on the risk profile of the Manager or the UCITS that it manages ("Code Staff"). The Manager has approved and adopted the remuneration policy (the "Remuneration Policy") of the T. Bailey group of companies (the "T. Bailey Group").

The Remuneration Policy documents the remuneration policies, practices and procedures of the T. Bailey Group and is reviewed annually.

The Remuneration Policy:

- (i) Is consistent with and promotes sound and effective risk management;
- (ii) Does not encourage risk taking that exceeds the level of tolerated risk of the T. Bailey Group or the relevant UCITS managed by the Manager;
- (iii) Encourages behaviour that delivers results which are aligned to the interests of the UCITS managed by the Manager;
- (iv) Aligns the interests of Code Staff with the long-term interests of the Manager, the funds it manages and its investors;
- (v) Recognises that remuneration should be competitive and reflect both financial and personal performance. Accordingly, Remuneration for Code Staff is made up of fixed pay (salary and benefits, including pension) and variable (performance-related) pay;
- (vi) Recognises that fixed and variable components should be appropriately balanced and that the variable component should be flexible enough so that in some circumstances no variable component may be paid at all. Variable pay is made up of short-term awards typically based on short-term financial and strategic measures for the area of the business in which the member of Code Staff works;

Up-to-date details of the Remuneration Policy are laid out in the Remuneration Code disclosure document on the Manager's website (www.tbaileys.co.uk). A paper copy of that information will be made available free of charge from the Manager upon request.

3. The Trustee

The trustee of the Schemes is NatWest Trustee & Depositary Services Limited (the "Trustee") a private limited company incorporated in England & Wales. The ultimate holding company of the Trustee is The Royal Bank of Scotland Group plc, a public limited company incorporated in Scotland.

The registered office of the Trustee is at 250 Bishopsgate, London EC2M 4AA. The principal business of the Trustee is the provision of trustee and depositary services. The Trustee is authorised and regulated by the Financial Conduct Authority.

The Trustee is also the depositary of the Schemes for the purposes of the UCITS Directive (Directive 2009/65/EC).

Duties of the Trustee

The Trustee is responsible for the safekeeping of all the Scheme property (other than tangible moveable property) of the Schemes, monitoring the cash flow of each Scheme and must ensure that certain processes carried out by the Manager are performed in accordance with the Deeds, the Prospectus and the provisions of the Sourcebook relating to the pricing of, and dealing in, units and relating to the income and the investment and borrowing powers of the Schemes.

Terms of Appointment

The appointment of the Trustee as the depositary has been made under an agreement between the Manager and the Trustee (the "Depositary Agreement").

Under the Depositary Agreement, the Trustee is free to render similar services to others and the Trustee, and the Manager are subject to a duty not to disclose confidential information. The powers, duties, rights and obligations of the Trustee and the Manager under the Depositary Agreement shall, to the extent of any conflict, be overridden by the Sourcebook.

Under the Depositary Agreement the Trustee will be liable to each Scheme for any loss of Financial Instruments held in Custody or for any liabilities incurred by the Trustee as a result of the Trustee's negligent or intentional failure to fulfil its obligations.

However, the Depositary Agreement excludes the Trustee from any liability except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence in the performance or non-performance of its obligations.

It also provides that the Trustee will be indemnified for any loss suffered in the performance or non-performance of the Manager's obligations except in the case of fraud, wilful default, negligence or failure to exercise due care and diligence on its part.

The Depositary Agreement may be terminated on 90 days' notice by the Manager or the Trustee or earlier on certain breaches or the insolvency of a party. However, termination of the Depositary Agreement will not take effect, nor may the Trustee retire voluntarily, until the appointment of a new Trustee.

Details of the fees payable to the Trustee are set out at 10.2.

Delegation of Safekeeping Functions

The Trustee is permitted to delegate (and authorise its delegate to sub-delegate) the safekeeping of Scheme property.

The Trustee has delegated safekeeping of the Scheme property to The Northern Trust Company ("the Custodian"). In turn, the Custodian has delegated the custody of assets in certain markets in which each Scheme may invest to various sub-delegates ("sub-custodians"). A list of sub-custodians is given in Appendix

Six. Investors should note that the list of sub-custodians is updated only at each Prospectus review. An updated list of sub-custodians is maintained by the Manager at www.tbaileyfs.co.uk.

Conflict of Interest

The Trustee may act as the depositary of other open-ended investment companies and as trustee or custodian of other collective investment schemes.

It is possible that the Trustee and/or its delegates and sub-delegates may in the course of its or their business be involved in other financial and professional activities which may on occasion have potential conflicts of interest with the Scheme and/or other funds managed by the Manager or other funds for which the Trustee acts as the depositary, trustee or custodian. The Trustee will, however, have regard in such event to its obligations under the Depositary Agreement and the FCA Regulations and, in particular, will use reasonable endeavours to ensure that the performance of its duties will not be impaired by any such involvement it may have and that any conflicts which may arise will be resolved fairly and in the best interests of unitholders collectively so far as practicable, having regard to its obligations to other clients.

Nevertheless, as the Trustee operates independently from each Scheme, unitholders, the Manager and its associated suppliers and the Custodian, the Trustee does not anticipate any conflicts of interest with any of the aforementioned parties.

Up to date information regarding (i) the Trustee's name, (ii) the description of its duties and any conflicts of interest that may arise between each Scheme, the unitholders or the manager and the Trustee, and (iii) the description of any safekeeping functions delegated by the Trustee, the description of any conflicts of interest that may arise from such delegation, and the list showing the identity of each delegate and sub-delegate, will be made available to unitholders on request.

4. The Investment Manager

The Manager, who is responsible for the overall investment policy and administration of the Schemes has delegated investment management of the Schemes to T. Bailey Asset Management Limited ("TBAM" or the "Investment Manager") with whom it is in the same corporate group. TBAM's parent is the Holding Company which means that the Manager and TBAM are sister companies. The main terms of the agreement dated 1 July 2015 (as amended, supplemented, replaced or restated from time to time) between the Manager and TBAM is that TBAM has discretion to act as the investment manager of the Schemes subject to the overall policy and supervision of the Manager and that the agreement can be terminated by any party giving written notice.

TBAM from time to time may pay for third party data/ views to assist in making asset allocation and/or fund selection decisions. TBAM will take on board any such data/ views but will retain ultimate responsibility for taking all investment decisions. Any third party data/ information which TBAM chooses to pay for will be paid for by TBAM not the Schemes and the third party will bear all their own expenses related to services performed by them.

TBAM is responsible for the costs of any third party research purchased by it in connection with its provision of investment management services to the Manager.

5. The Registrar/Register of unitholders

The Manager is responsible for establishing and maintaining a register of unitholders under the Sourcebook (the "**Registrar**"). The registers of unitholders (the "**Registers**") of the Schemes may be inspected at 64 St. James's Street, Nottingham NG1 6FJ on any business day between 9.00 a.m. and 5.00 p.m.

6. The Auditor

The auditor of the Schemes is Deloitte LLP, Four BrindleyPlace, Birmingham B1 2HZ (the "**Auditor**").

7. The Schemes

7.1 Nature of the Schemes

Fund specific information relating to the trust deed of each Scheme (each a "Deed" and together the "Deeds") and FCA authorisation orders can be found in Appendix One.

7.2 Investment Objectives and Policies

Fund specific information relating to typical investor profiles, investment objectives and policies of each Scheme can be found in Appendix One.

7.3 Investment and Borrowing Powers

Fund specific information relating to the investment and borrowing powers of each Scheme can be found in Appendix Two.

7.4 Winding Up

A Scheme is to be wound up if:

- the order declaring the Scheme to be an authorised unit trust scheme is revoked; or
- the passing of an extraordinary resolution winding up the Scheme, provided the FCA's prior consent has been obtained by the Manager or the Trustee; or
- in response to a request by the Manager or the Trustee for the revocation of the order declaring the Scheme to be an authorised unit trust scheme, the FCA has agreed, albeit subject to there being no material change in any relevant factor, that on the conclusion of the winding up of the Scheme the FCA will agree to that request; or
- on the effective date of a duly approved scheme of arrangement which is to result in the Scheme being left with no property.

If the unitholders have approved a scheme of arrangement, the Trustee is required to wind up the Scheme in accordance with that scheme. In any other case the Trustee is required, as soon as practicable after the Scheme falls to be wound up, to realise the property of the Scheme and, after paying thereout or retaining adequate provision for all liabilities properly so payable and retaining provision for the costs of the winding up, to distribute the proceeds of that realisation to the unitholders and the Manager proportionately to their respective interests in the Scheme. The Trustee may agree with any one or more unitholders not to realise but to make a distribution of property proportionate to his or their entitlements, in which case the Trustee may make adjustments or retain provisions appropriate to ensure that such unitholder(s) bear a proportionate share of the liabilities and costs.

Any unclaimed net proceeds or other cash held by the Trustee after the expiration of 12 months from the date on which these became payable is to be paid by the Trustee into court subject to the Trustee having a right to retain any expenses incurred in making and relating to that payment.

7.5 Changes to the Schemes

Changes to the Schemes fall within one of the following three categories depending on the degree of materiality and effect on a Scheme and its unitholders. Consequently the Manager will need to determine whether a particular change is fundamental, significant or notifiable in nature:

- Fundamental changes which (i) change the purpose or nature of the Scheme, (ii) may materially prejudice an investor, (iii) alter the risk profile of the Scheme; or (iv) introduce any new type of payment out of the Scheme property. These would require unitholder approval. Unitholder approval would be sought by the passing of an extraordinary resolution of unitholders at a unitholders' meeting in accordance with the Sourcebook.
- Significant changes which would (i) affect an investor's ability to exercise his rights in relation to his investment, (ii) would reasonably be expected to cause an investor to reconsider their participation in the Scheme, (iii) results in any increased payment out of the Scheme property. Those should be notified pre-event to investors and in sufficient time to enable them to leave the Scheme, if they wish, before the change takes effect. 60 days' minimum notice is required for these changes.
- Notifiable changes are changes other than fundamental or significant changes. An investor must be made aware of a notifiable change, generally after the event, unless the Manager concludes that the changes is insignificant. In these cases notifications could be after the event.

7.6 Accounts and Reports

Annual accounting periods of the Schemes begin on 1 April in every year and end on 31 March in the following year and the first six months of every annual accounting period is a half-yearly accounting period ending on the interim accounting date of 30 September.

Manager's long reports will be prepared to 31 March and 30 September in each year and will be available on request from 31 July and 30 November respectively.

Unitholders may request long reports containing full accounts from the Manager.

7.7 Information Available

Unitholders may obtain on request information relating to:

- the quantitative limits applying to the risk management of the Schemes;
- the methods used in relation to the above; and
- any recent developments of the risk and yields of the main categories of investment.

8. Characteristics of units in the Schemes

8.1 Unit Classes

One or more different classes of units, which may be distinguished by their criteria for subscription and charging structure may be issued in respect of TBGF and TBDF. The rates of the current periodic charges are set out in Appendix One. Each unit class may also attract other charges and different expenses and so monies may be deducted from unit classes as appropriate in light of such charges and expenses. The proportionate interests of each unit classes within each Scheme will be adjusted accordingly to ensure fair treatment of all unitholders.

The current classes of units are set out below:

- Class A Units
- Class X Units - Class X units are not available to any person other than those approved by the Manager and who have entered into a separate formal agreement with the Manager.
- Class Z Units.

Each class of unit may be further differentiated into income units and accumulation units. The types of unit class currently available in respect of TBGF and TBDF are set out in Appendix One.

8.2 Income Allocation

The annual income allocation date for TBGF is 31 May (accounting end date 31 March; income allocation date 31 May). There is no interim income allocation date.

For TBDF the annual income allocation date is 31 May. The interim income allocation dates will be 31 August, 30 November and the last day of February in each year. The accounting end dates and pay dates are therefore as follows:

	<i>Accounting end date</i>	<i>Pay date</i>
Annual (TBGF and TBDF)	31 March	31 May
Interim (TBDF only)	30 June	31 August
	30 September	30 November
	31 December	28/29 February

The income applicable to accumulation units will be capitalised with effect from the end of the annual accounting period so augmenting the value of such units and increasing the interest in the relevant Scheme of each such unit expressed in relation to undivided shares in the property of the relevant Scheme.

If a distribution remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to the relevant Scheme.

8.3 Conversions

When available, unitholders are entitled (subject to certain restrictions) to convert all or part of their units of one unit class for units in another unit class. A conversion of units between different unit classes in the same Scheme will not be deemed to be a realisation for the purposes of capital gains taxation.

8.4 Compulsory conversions of units

The Manager may, upon appropriate notice to affected unitholders, effect a compulsory conversion of units in one unit class for units in another unit class. A compulsory conversion will only be undertaken where the Manager reasonably considers it is in the best interests of affected unitholders. By way of example, the Manager may effect a compulsory conversion where the Manager reasonably believes it is in the best interests of unitholders to reduce the number of available unit classes. The Manager will not levy a charge for such conversions.

This section applies in respect of the T. Bailey Dynamic Fund only.

8.5 The Register

All units are in registered form. Certificates will not be issued.

The Register is conclusive evidence of the title to units except in the case of any default in payment or transfer to a Scheme of money or property due to a Scheme in respect of units purchased. No notice of any trust, express, implied or constructive, which may be entered in the Register in respect of any unit shall be binding on the Manager or the Trustee.

The interest of an investor in a Scheme is the beneficial interest of a beneficiary under a trust.

8.6 Meetings

A meeting of unitholders duly convened and held in accordance with the Sourcebook and the Deed is competent by extraordinary resolution to require, authorise or approve any act, matter or document in respect of which any such resolution is required or expressly contemplated by the Sourcebook but shall not have any other powers. Among other circumstances, such a resolution is required in respect of the introduction of limited redemption arrangements, any change to the investment objective or policy and in the case of proposals for schemes of arrangement.

Rules for the calling and conduct of meetings of unitholders are contained in the Sourcebook. The quorum is two unitholders, present in person or by proxy. Notices, and any other documents, will be sent to unitholders at their address listed on the Register. At a meeting of unitholders an extraordinary resolution put to the vote shall be decided on a show of hands unless a poll is demanded by the chairman, by the Trustee or by at least two unitholders. On a show of hands every unitholder who (being an individual) is present in person or (being a corporation) is present by its representative has one vote. On a poll every unitholder who is present in person or by proxy has one vote for every complete undivided share in the property of a Scheme and a further part of one vote proportionate to any fraction of such an undivided

share of which he or she is the unitholder. A unitholder entitled to more than one vote need not, if he or she votes, use all his votes or cast all the votes he or she uses in the same way.

A corporation being a unitholder may authorise such person as it thinks fit to act as its representative at any meeting of unitholders and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he or she represents as the corporation could exercise if it were an individual unitholder.

In the case of joint unitholders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint unitholders and for this purpose seniority shall be determined by the order in which the names stand in the Register.

On a poll votes may be given either personally or by proxy.

The Manager and its associates may hold units in a Scheme and are entitled to receive notice of and attend any meeting. The Manager is not entitled to vote or be counted in the quorum and its units are not regarded as being in issue in relation to the meeting but these limitations do not apply if the Manager holds units on behalf of or jointly with a person who, if himself the registered unitholder, would be entitled to vote, and from whom the Manager has received voting instructions. An associate may be counted in the quorum and, if in receipt of valid voting instructions, may vote in respect of units held on behalf of a person who, if himself the registered unitholder, would be entitled to vote, and from whom the associate has received voting instructions. Where every unitholder within a Scheme is prohibited in accordance with the Sourcebook from voting, a resolution may, with the prior written agreement of the Trustee, instead be passed with the written consent of unitholders representing 50% or more, or for an extraordinary resolution 75% or more, of the units of the Scheme in issue.

The record date for a meeting is the date seven days before notice is given. Unitholders for the purposes of quorum and voting means the persons entered on the Register at that date, but persons known not to be unitholders at any relevant date are excluded.

9. Valuation of Property

9.1 How and when the Schemes are valued

Valuations of the property of the Schemes will be carried out in accordance with the Sourcebook. There will only be a single price for any unit determined from time to time by reference to a particular valuation point.

The property comprising each of the Schemes is valued at 12 noon on every business day (the “**regular valuation point**”), on the basis described below or, if such regular valuation point falls on a United Kingdom (“**UK**”) public holiday, on the next business day. Details of such valuations are available from the Manager on request.

The Manager may carry out additional valuations of the property of the Schemes if he considers it desirable or this is required by the Sourcebook.

Units will be “single priced” with the same price at each regular valuation point for creating new units and cancelling units in a Scheme. The single price will be calculated by valuing the property of a Scheme attributable to each unit class and dividing that value by the number of those units in issue.

Cash and amounts held in current and deposit accounts and in other time related deposits shall be valued at their nominal values. Other property of a Scheme shall be valued in accordance with the Sourcebook and as follows:

9.2 Units in collective investment schemes:

- if a single price for buying and selling units is quoted, at the most recent available such price; or
- if separate buying or selling prices are quoted, at the average of the two prices provided the buying price has been reduced by an initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
- if no price or recent available price exists, at a price which, in the opinion of the Manager, is fair and reasonable.

9.3 Transferable securities:

- if a single price for buying and selling the security is quoted, at that price; or
- if separate buying and selling prices are quoted, the average of those two prices; or
- if, in the opinion of the Manager, the price obtained is unreliable or no recent traded price is available or if no price exists, at a value which in the opinion of the Manager reflects a fair and reasonable price for that investment;

9.4 Property other than that described above:

- At a value which, in the opinion of the Manager, represents a fair and reasonable mid-market price.
- Property which is a contingent liability transaction shall be treated as follows:
 - if it is a written option (and the premium for writing the option has become part of the Scheme property), the amount of the net valuation of premium receivable shall be deducted.
 - if it is an off-exchange future, it will be included at the net value of closing out in accordance with a valuation method agreed between the Manager and the Trustee;
 - if the property is an off-exchange derivative, it will be included at a valuation method agreed between the Manager and the Trustee;
 - if it is any other form of contingent liability transaction, it will be included at the net value of margin on closing out (whether as a positive or negative value).

In determining the value of a Scheme property, all instructions given to issue or cancel units shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case.

Subject to the following two paragraphs, agreements for the unconditional sale or purchase of property which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if made

shortly before the valuation takes place and, in the opinion of the Manager, their omission will not materially affect the final net asset amount.

Futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options shall not be included under the above paragraph.

All agreements are to be included under the above paragraph which are, or ought reasonably to have been, known to the person valuing the property.

An estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) capital gains tax, income tax, corporation tax and advance corporation tax and value added tax ("VAT") will be deducted.

An estimated amount for any liabilities payable out of a Scheme property and any tax thereon treating periodic items as accruing from day to day will be deducted.

The principal amount of any outstanding borrowings whenever repayable and any accrued but unpaid interest on borrowings will be deducted.

An estimated amount for accrued claims for tax of whatever nature which may be recoverable will be added.

Any other credits or amounts due to be paid into a Scheme property will be added.

A sum representing any interest or any income accrued due or deemed to have accrued but not received will be added.

Currency or values in currencies other than the base currency shall be converted at a rate of exchange that is not likely to result in any material prejudice to the interests of unitholders or potential unitholders.

9.5 Dilution Levy

The respective Schemes may suffer a reduction in value (a "Dilution") as a result of the costs incurred in dealing in their underlying investments including any spread between the buying and selling prices of such investments, although it is not possible to predict accurately whether a Dilution will occur at any point in time. With a view of countering this, the Manager may require the payment of a dilution levy ("Dilution Levy") as an addition to the cost of units on their sale by the Manager and as a deduction to the proceeds on their repurchase by the Manager. The Dilution Levy is not retained by the Manager, but is paid into the respective Scheme.

The Dilution Levy may be imposed only in a manner that is, so far as practicable, fair to all unitholders and potential unitholders. The Manager may charge a Dilution Levy on large deals when no levy is imposed on smaller deals.

It is the Manager's intention to impose the Dilution Levy on certain deals, although the Manager reserves the right to waive the Dilution Levy if it is in the interests of unitholders. A dilution levy is more likely to be charged in the following circumstances:

- In respect of deals where the net issues or net redemptions of units in a Scheme at a particular dealing point has a total value of greater than £500,000 or 5% of the relevant Scheme, whichever is lower;
- Where a fund is in continual decline; or
- In other circumstances where the Manager is of the opinion that the interests of unitholders require imposition of a Dilution Levy.

It is not possible to predict accurately whether dilution would occur at any point in time. Over the 12-month period ended 31 December 2018 dilution levy was not charged. For the T. Bailey Growth Fund it is expected that the rate charged would be less than 0.10%. For the T. Bailey Dynamic Fund it is expected that the rate charged would be less than 0.30%.

9.6 Policy on Pricing

The Manager deals at forward prices, that is to say at the price for each type of unit ruling at the next valuation point following receipt of a request to sell or redeem units.

Applications for the sale or redemption of units must be received by the Manager before 12.00 noon on a business day to be dealt at the regular valuation point.

9.7 Equalisation

Included in the price of units and so reflected as a capital sum in the price of such units will be an income equalisation amount representing the value of income attributable to the unit in question accrued since the end of the previous distributing accounting period.

The Deed permits grouping of units for equalisation; grouping will be operated in respect of each accounting period for which income is allocated. Units purchased during each such period will carry an entitlement to equalisation which is the amount arrived at on an average basis of the accrued net income per unit included in the issue price of units purchased during the period.

10. Charges and Expenses

10.1 Management charges

The initial charge

The Manager is permitted by the Deed to impose a charge on the purchase of units in each Class. The initial charge is calculated as a percentage of the amount invested. The current rate(s) of the initial charge are set out in Appendix One.

The periodic charge

The Manager is also entitled under the Deed to make a periodic charge out of the property of the Scheme. At the time of publication, the Manager's periodic charge is 0.60% per annum for Institutional Accumulation and Institutional Income units and 1.50% per annum for Retail Accumulation and Retail Income units, based

on the value of the property of the Scheme. Details of the current deeds of periodic charge for TBGF and TBDF are set out in Appendix One.

The periodic charge is calculated and accrues daily (calculated to the last business day of each month), and is paid monthly in arrears. For TBGF periodic management charges are taken from the income property of the Scheme. For TBDF periodic management charges are taken from the capital property of the Scheme, which may constrain capital growth.

Where permissible in accordance with the Sourcebook, trail commission may be paid by the Manager to the intermediary from the periodic management charge.

For example, for a net investment of £10,000 in a Z Unit Class with a periodic charge of 1.50% and trail commission of 0.75%, the periodic charge would total £150 and £75 per annum would be paid by the Manager to the intermediary. In reality as the periodic charge and trail commission is calculated daily and is based on the daily market value of the investment the actual amounts are likely to be higher or lower depending on market movements.

Fees or commissions will only be paid to third parties from initial and ongoing charges if this does not impair compliance with the Manager's duty to act in the best interests of the Schemes and where this is permissible in accordance with the Sourcebook.

The payment of fees or commissions to third parties from initial and ongoing charges is designed to allow remuneration for intermediaries to enable them to service the underlying investor (e.g. provision of advice, facilitating the investment etc.).

The Manager does not offer advice to private individuals and therefore only discloses the maximum initial charge and the full ongoing charge in the Key Investor Information document which must be read by investors prior to any investment being made. It is the obligation of the party giving advice to disclose prior to investment any fees or commissions which they will take from the investment. Post investment the Manager will issue contract note(s) which disclose any fees or commissions payable to the intermediary on the account. For platform business contract notes will be issued to the platform by the Manager and by the platform itself to the end investor.

Further details on fees and commissions payable are available on request from the Manager.

The Deed includes power for the Manager to deduct a charge on redemption out of the proceeds of redemption of units. The Manager's current policy is not to levy such a charge, although the Manager reserves the right to review this policy.

10.2 Trustee charges and expenses

The Trustee receives for its own account a periodic fee which will accrue daily and is due monthly on the last business day in each calendar month in respect of that day and the period since the last business day in the preceding month and is payable within seven days after the last business day in each month. The fee is calculated by reference to the value of the Scheme on the last business day of the preceding month except for the first accrual which is calculated by reference to the first valuation point of the Scheme.

The rate of the periodic fee is agreed between the Manager and the Trustee and is calculated on a sliding scale for the Scheme on the following basis:

0.035% per annum on the first £70 million of the Scheme Property
 0.030% per annum on the next £30 million of the Scheme Property
 0.020% per annum on the next £100 million of the Scheme Property

Thereafter 0.010% per annum of the balance, subject to a minimum of £5,000 per annum for TBDF.

In addition, VAT on the amount of the periodic charge will be paid out of the Scheme Property.

These rates can be varied from time to time in accordance with the Regulations.

The first accrual in relation to any Scheme will take place in respect of the period beginning on the day on which the first valuation of that Scheme is made and ending on the last business day of the month in which that day falls.

In addition to the periodic fee referred to above, the Trustee shall also be entitled to be paid transaction and custody charges in relation to transaction handling and safekeeping of the Scheme property as follows:

Item	Range
Transaction Charges	£12.50 to £150.
Custody Charges	0.0025% to 1.1% per annum

These charges vary from country to country depending on the markets and the type of transaction involved. Transaction charges accrue at the time the transactions are effected and are payable as soon as is reasonably practicable, and in any event not later than the last business day of the month when such charges arose or as otherwise agreed between the Trustee and the Manager. Custody charges accrue and are payable as agreed from time to time by the Manager and the Trustee.

Where relevant, the Trustee may make a charge for its services in relation to: distributions, the provision of banking services, holding money on deposit, lending money, or engaging in stock lending transactions, in relation to the Scheme and may sell or deal in the sale of Scheme property, provided always that the services concerned and any such dealing are in accordance with the provisions of the Sourcebook.

The Trustee will also be entitled to payment and reimbursement of all costs, liabilities and expenses properly incurred in the performance of, or arranging the performance of, functions conferred on it by the Trust Deed, the Sourcebook or by the general law.

On a winding up of a Scheme the Trustee will be entitled to its pro rata fees, charges and expenses to the date of winding up, the termination, or the redemption (as appropriate) and any additional expenses necessarily realised in settling or receiving any outstanding obligations.

Any VAT on any fees, charges or expenses payable to the Trustee will be added to such fees, charges or expenses.

In each such case such payments, expenses and disbursements may be payable to any person (including the Manager or any associate or nominee of the Trustee or of the Manager) who has had the relevant duty delegated to it pursuant to the FCA Regulations by the Trustee.

10.3 Other payments out of the property of the Schemes

The following other expenses of the Schemes are also payable out of the property of each Scheme, subject to VAT where applicable:

- the costs of dealing in the property of a Scheme necessary to be incurred and normally shown in contract notes and similar documents;
- interest on borrowings permitted under a Scheme and charges incurred in effecting or terminating such borrowings or in negotiating or varying the terms of such borrowings;
- taxation and duties payable in respect of the property of a Scheme, the Deed or the sale or redemption of units;
- any costs incurred in modifying the Deed, including costs incurred in respect of meetings of unitholders convened for purposes which include the purpose of modifying the Deed, where the modification is:
 - (a) necessary to implement or necessary as a direct consequence of any change in the law (including changes in the Sourcebook); or
 - (b) expedient having regard to any change in the law made by or under any fiscal enactment and which the Manager and the Trustee agree is in the interests of unitholders; or
 - (c) to remove from the Deed obsolete provisions;
- any costs incurred in respect of meetings of unitholders convened on a requisition by unitholders not including the Manager or an associate of the Manager;
- the fees and expenses of professional advisers retained in relation to the Schemes;
- the fees of the FCA under Schedule 1 to the Financial Services and Markets Act 2000 and the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which units in a Scheme are or may be marketed;
- certain liabilities on unitisation, amalgamation or reconstruction arising after transfer of property to a Scheme in consideration for the issue of units as more fully detailed in the Sourcebook;
- administration expenses:
 - (a) costs of preparing, updating and printing the Key Investor Information documents and Supplementary Information documents;
 - (b) costs of preparing and printing application forms, contract notes, unitholder statements, long reports, reports and accounts and other unitholder correspondence;
 - (c) costs of sourcing prices of investments and valuing the property of the Schemes; and,
 - (d) Bank charges.

- the Registrar's fee for the Schemes is currently at a rate of £10 per transaction (subject to a minimum of £3,000 per annum per Scheme) plus an annual rate of £10 per registered account (subject to a minimum of £3,000 per annum per Scheme), plus expenses and disbursements. The Registrar's fee is payable monthly in arrears based on the number of transactions in the month and on the total accounts held at the month end; and
- payments otherwise due by virtue of the Sourcebook.

Where applicable, VAT on the items mentioned above is also payable out of the property of the Schemes.

10.4 Allocation of charges and expenses

All charges and expenses which are directly attributable to a particular Scheme (or unit class within a Scheme) will be charged to that Scheme (or unit class). Any charges and expenses not attributable to any one Scheme (or unit class) will normally be allocated pro rata based on Net Asset values although the Manager has the discretion to allocate such charges and expenses in a different manner which it considers fair to unitholders if this has been agreed with the Trustee.

Charges, with the exception of transaction charges and stamp duty reserve tax ("SDRT"), are normally charged to income.

In the case of TBDF however, charges will be taken from capital rather than income in order to ensure that the scheme meets its stated investment objective. This may result in capital erosion or constrain capital growth.

11. Sale and Redemption of Units

11.1 Sale of Units

Applications for units may be made in writing to the Manager, T. Bailey Fund Services Limited, 64 St. James's Street, Nottingham NG1 6FJ, or on the phone by calling 0115 988 8213. Application Forms are available upon request from the Manager or can be downloaded from www.tbaileyfs.co.uk. These will be dealt with in accordance with the valuation and pricing policies previously referred to. Applications will not be acknowledged but a contract note will be sent within one business day of allocation of units and an entry on the Register will be made when:

- the purchaser of units has supplied the Manager with such information about the proposed unitholder as will enable the Registrar to complete the Register entry;
- the Manager has received the purchase price or other consideration for the sale of units; and
- any period during which the purchaser has a right to cancel the agreement for the purchase of units has expired.

A regular savers scheme is also available. A Direct Debit form is available on request from the Manager or can be downloaded from www.tbaileyfs.co.uk. The Direct Debit will be collected on the 15th calendar day (or next business day) of each month once the Direct Debit has been accepted and deals will be placed when cleared funds have been received by T. Bailey Fund Services Limited.

The minimum initial subscription in a Scheme is £1,000. The minimum additional subscription is units having a value of not less than £500. The minimum investment in the regular savers scheme is £50 per month. The Manager reserves the right to waive these limits at its discretion.

11.2 Redemption of Units

Unitholders may sell units in a Scheme on request in writing to the Manager. Unitholders must complete a form of renunciation for the units to be sold in such form as the Manager reasonably requires. Redemptions will be dealt with in accordance with the valuation and pricing policies previously referred to. Redemptions will not be acknowledged but a contract note will be sent within one business day of dealing. Within 4 business days of the day of dealing or the receipt of a valid form of renunciation (whichever is the latter) a cheque for the proceeds will be sent to the unitholder.

There is no minimum value of units which may be redeemed at any one time. However, no partial redemption may be made which would reduce the value of units held below £1,000. The Manager reserves the right to waive these limits at its discretion.

Where a unitholder requests a redemption of units representing not less than 3% of the value of a Scheme as a whole, that unitholder (on receipt of written notice from the Manager) may receive, in place of payments for the units in cash, Scheme property which has been chosen by the Manager in consultation with the Trustee (with a view to achieving no more advantage or disadvantage to the unitholder requesting cancellation of units than to continuing unitholders) or, if the unitholder requires, the net proceeds of the sales of those assets.

The Manager may defer redemptions at a particular valuation point to the next valuation point where the requested redemptions exceed 10% of a Scheme's value. The Manager will ensure the consistent treatment of all unitholders who have sought to redeem units at any valuation point at which redemptions are deferred. The Manager will also ensure that all deals relating to an earlier valuation point are completed before those relating to a later valuation point are considered.

11.3 Issue and cancellation of units through the Manager

As the Manager normally controls the issue, cancellation, sale and redemption of the Schemes' units, it occupies a position that could, without appropriate systems and controls, involve a conflict of interest between itself and its clients.

Therefore, the Manager takes care to establish and maintain such systems and controls as are appropriate to manage any conflicts of interest. To manage the conflict of interest that arises, when the Manager gives an instruction to issue or cancel units, the price of the units is calculated at the valuation point after the instruction has been given.

The Manager has agreed that where it operates a box it will give the Trustee instructions to issue or cancel units within eight hours (i.e. by 8pm) of the valuation point on the day following the receipt of the request from a unitholder or potential unitholder.

11.4 Suspensions

The Manager may with the prior agreement of the Trustee, or shall if the Trustee so requires, temporarily suspend the issue, cancellation, purchase and redemption of units where due to exceptional circumstances it is in the interest of all of the unitholders.

On suspension the Manager or the Trustee if it has required the Manager to suspend dealings in units must immediately inform the FCA stating the reason for its action and as soon as practicable give written confirmation to the FCA of the suspension and the reasons for it.

The Manager must ensure that a notification of the suspension is made to unitholders as soon as practicable after suspension commences. The Manager must ensure that it:

- draws unitholders' particular attention to the exceptional circumstances which resulted in the suspension;
- is clear, fair and not misleading; and
- informs unitholders how to obtain sufficient details (either through the Scheme's website or by any other general means) about the suspension including, if known, its likely duration.

The Manager and the Trustee must formally review the suspension at least every 28 days and inform the FCA of the result of this review with a view to ending the suspension as soon as practicable after the exceptional circumstances have ceased.

Recalculation of the unit price for the purpose of sales and purchases will commence on the next relevant valuation point following the ending of the suspension.

11.5 Rejection and contracts

The Manager may reject any application in whole or in part if the Manager has reasonable grounds, relating to the circumstances of the person concerned, for refusing to sell units to him or if the number or value of the units sought to be sold is less than any number or value stated herein as the minimum number or value to be purchased or held. A purchase or sale of units in writing and/or by telephone (in accordance with the FCA's rules) is a legally binding contract.

11.6 Mandatory redemption, cancellation or conversion

The Manager may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no units are acquired or held by any person in breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory. In this connection, the Manager may, inter alia, reject in its discretion any application for the purchase, sale, transfer or converting of units.

If the Manager reasonably believes that any units are owned directly or beneficially in circumstances which:

- constitute a breach of the law or governmental regulation (or any interpretation of a law or regulation by a competent authority) of any country or territory; or
- may (or may if other shares are acquired or held in like circumstances) result in a Scheme incurring any liability to taxation or suffering any other adverse consequences (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory);

then it may give notice to the unitholder of such units requiring him or her to transfer them to a person who is qualified or entitled to own them, or to request the redemption of the units by the Manager, on behalf of the Scheme. If the unitholder does not either transfer the units to a qualified person or establish to the Manager's satisfaction that he or she and any person on whose behalf he or she holds the units are qualified and entitled to hold and own them, he or she will be deemed on the expiry of a 30-day period to have requested their redemption.

11.7 Money laundering

The Manager and Trustee are subject to the laws related to money laundering. The Manager will normally need to be satisfied as to the identity of an applicant or transferee of units. The Sourcebook contains provisions enabling the Manager or Trustee to withhold payment of the proceeds of redemption and income on units where it is considered necessary or appropriate to carry out or complete identification procedures in relation to the unitholder or another person pursuant to a statutory, regulatory or European Union obligation. To comply with applicable law, appropriate identification enquiries may be made at any time, whether in respect of applications, redemptions, income distributions or the transfer of units. The Manager or the Trustee may therefore need to request information additional to that supplied on any initial application for units.

11.8 Warning

The price of units and the income from them can go down as well as up and an investor may not get back the amount he or she has invested. The values in terms of Sterling of investments which are not designated in Sterling may rise and fall purely on account of exchange rate

fluctuations, with related effect on the price of units. Past performance is not a reliable indicator of future results. Units in the Scheme should generally be regarded as long-term investments. For a full list of risk warnings see Appendix Five.

11.9 Accounting for profits

The Manager's policy is not to hold units in a Scheme as principal or to make a profit from box management. Neither the Manager nor any other "affected person" is under obligation to account to another affected person or to the unitholders for any profit or benefit they make or receive in connection with the dealings in units of the Schemes, any transaction in the Scheme property or the supply of services to the Schemes.

12. Dealings by the Manager, the Trustee and the Investment Manager

12.1 Conflicts of interest, execution and voting

The Sourcebook contains provisions on conflict of interest governing any transaction concerning the Schemes which are carried out by or with any "affected person", an expression which covers the Manager, an associate of the Manager, the Trustee, an associate of the Trustee, the Investment Manager, and any associate of the Investment Manager.

These provisions, among other things, enable an affected person to sell or deal in the sale of property to the Trustee for the account of the Schemes; vest property in the Trustee against the issue of units in the Schemes; purchase property from the Trustee acting for the account of the Schemes; or provide services for the Schemes. Any such transactions with or for the Schemes are subject to best execution on exchange, or independent valuation or arm's length requirements as set out in the Sourcebook. Any services provided for the Schemes must comply with arm's length transaction requirements. An affected person carrying out such transaction or providing such services is not liable to account to the Trustee, the Manager, any other affected person, or to the unitholders or any of them for any benefits or profits thereby made or derived. A copy of the Manager's conflicts of interest policy is available on request.

TBAM as investment manager will be responsible for executing purchases and sales of underlying Scheme investments. Such transactions may only be executed by TBAM in accordance with the FCA Rules on best execution and TBAM is obliged to comply with those rules. A copy of the T. Bailey group execution policy is available on request.

Where units in the Schemes are registered in the name of the Manager or an associate of the Manager, the voting rights attaching to those units may only be exercised with unitholders' instructions. The Manager will delegate the exercise of voting rights to TBAM. A copy of T. Bailey's strategy for the exercise of voting rights is available on request.

13. Publication of Prices

The prices of units are currently published on the Manager's website, www.tbaileyfs.co.uk. In addition, the latest price can be obtained by calling the Investor helpline on 0115 988 8213.

14. General Information - documents for inspection

Copies of this document, the Deeds and of any supplemental deeds, the most recent annual and half-yearly reports of the Schemes, and the Sourcebook may be inspected free of charge at the registered office of the Manager at all times during normal business hours. The Manager may charge a reasonable fee for the copying of the documents. Further details of our execution and conflicts of interest policies, together with our strategies for exercising any voting rights in respect of the Schemes' investments, are available on request from the Manager.

15. Taxation

15.1 General

The following summary of the anticipated tax treatment in the UK does not constitute legal or tax advice and applies only to persons holding units as an investment. The information given under this heading does not constitute legal or tax advice and prospective investors should consult their own professional advisers as to the implications of subscribing for, purchasing, holding, converting between unit classes or disposing of Units under the laws of the jurisdiction in which they are resident for tax purposes.

15.2 The Schemes

Each Scheme is exempt from UK tax on dividends received from UK companies and overseas companies (subject to certain conditions). The Manager, acting on behalf of the Schemes, can choose to elect to tax particular overseas dividends it receives and, where it makes such an election, these dividends will be included in the taxable income of the Scheme. Most other sources of income (e.g. interest income) will also constitute taxable income of the Scheme. Each Scheme will be subject to corporation tax (at the rate of 20% for the financial year beginning 1 April 2019) on its taxable income after deducting allowable expenses and interest distributions (see below) and subject to any relief for some or all of any foreign tax suffered in respect of that taxable income.

Gains and losses on creditor relationships (e.g. loan stocks, corporate bonds, gilts) will not be taxable if they are included in the accounts as 'net gains/losses on investments' or 'other gains/losses'.

Capital gains realised on the disposal of the investments held by a Scheme are not subject to UK corporation tax. However, in certain circumstances, income may be deemed to arise for tax purposes in respect of investments (e.g. interests in limited partnerships and material interests in offshore funds) notwithstanding that the income concerned has not been received as such by the Scheme.

There is no specific exemption from UK stamp taxes (i.e. stamp duty or stamp duty reserve tax ("SDRT")) for the Company. Broadly speaking, stamp duty is paid on transactions involving stock or marketable securities, and the rate is 0.5% of the amount paid for the stock or securities. There is no SDRT liability on amounts paid for any Units redeemed. A charge may apply for certain in specie redemptions. The Company may incur similar taxes in another jurisdiction if it carries out transactions involving that jurisdiction.

15.3 The Unitholder

Income Allocations of income to unitholders are treated as taxable distributions regardless of whether the income is retained within the Scheme or actually paid to unitholders.

Income – dividend distributions

Any dividend distribution made by a Scheme to an individual unitholder will be treated as if it were a dividend from a UK company. No deduction of UK income tax is made from a dividend distribution. The first £2,000 of dividend income paid to UK individuals is exempt from income tax. Dividend income in excess of this amount is taxed at a rate of either 7.5% (for basic rate taxpayers), 32.5% (for higher rate taxpayers), or 38.1% for additional rate taxpayers (there are no tax credits attached to dividend distributions).

Corporate unitholders within the charge to UK corporation tax will receive this income distribution as dividend income to the extent that the distribution relates to underlying dividend income (before deduction of expenses, but net of UK corporation tax) for the period in respect of which the distribution is made. Subject to certain conditions, this dividend income should normally be exempt from UK corporation tax. Any part of the distribution which is not received as dividend income is deemed to be an annual payment subject to UK corporation tax in the hands of the corporate unitholder.

Income – interest distributions

Where over 60% of the market value of the Scheme's investments are "qualifying investments" (broadly interest generating assets), the Scheme may make an interest distribution instead of a dividend distribution. The amount of the interest distribution is deductible in computing the Scheme's income for corporation tax purposes.

Interest distributions made by a Scheme to UK resident unitholders will not be paid subject to the deduction of UK income tax.

Individual UK resident unitholders, will therefore be subject to UK income tax at their normal rate, subject to any exempt income received under an individual's personal savings allowances, as described below.

A personal savings allowance (for UK resident individuals) effectively exempts the first £1,000 (for basic rate taxpayers) or £500 (for higher rate tax payers) of interest income (including from interest distributions) that an individual receives in any given year. No allowances will be available to additional rate taxpayers.

UK resident corporate unitholders are subject to UK corporation tax on gross interest distributions, whether paid or allocated to them.

Capital Gains

Unitholders who are resident in the UK for tax purposes may be liable to capital gains tax or, where the unitholder is a company, corporation tax in respect of gains arising from the sale, exchange or other disposal of units. There would not normally be a disposal for the purposes of capital gains tax or corporation tax where a unitholder converts units of one unit class for units of another unit class, or converts income units for accumulation units (or vice versa).

Capital gains made by individual unitholders on disposals from all chargeable sources of investment will be tax free if the net gain (after deduction of allowable losses) falls within an individual's annual capital gains exemption. For the tax year 2019/2020, this annual exemption is £12,000. An individual's net chargeable gains are taxed at 10% if the individual's total chargeable gains do not exceed the upper limit of the income tax basic rate band and at 20% if the total exceeds that limit.

Unitholders chargeable to UK corporation tax must include all chargeable gains realised on the disposal of units in their taxable profits. The amount chargeable will be reduced by an indexation allowance.

Special provisions apply to a UK corporate unitholder which invests in a bond fund (see above). Where this is the case, the corporate unitholder's units in the Scheme are treated for tax purposes as rights under a creditor loan relationship. This means that the increase or decrease in value of the units during each accounting period of the corporate unitholder is treated as a loan relationship credit or debit, as appropriate and constitutes income (as opposed to a capital gain) for tax purposes and, as such, is taxed in the year that it arises.

The amount representing the income equalisation element of the unit price is a return of capital and is not taxable as income in the hands of unitholders. This amount should be deducted from the cost of units in computing any capital gain realised on a subsequent disposal.

Stamp Duty Reserve Tax ("SDRT")

There is no SDRT liability on the value of units redeemed. A charge may apply for certain in specie redemptions.

Individual Savings Accounts ("ISAs")

The value of tax benefits depends on individual circumstances. The favourable tax treatment for ISAs may not be maintained. It is intended that the portfolio of the Schemes will be managed so that units are eligible to be held in the stocks and shares component of an ISA subject to applicable subscription limits (which is currently £15,240 for the tax year commencing 6th April 2017). Investments held in ISAs will be free of UK tax both on capital gains and income.

If an investor redeems or exercises the right to cancel an ISA they will irrevocably lose any favourable tax treatment associated with the ISA holding.

For ISA transfers, there is potential for a loss of income or growth, following a rise in the markets, whilst we await receipt of the ISA transfer from the current provider.

ISAs are subject to Government legislation and as such their tax benefits and investment levels may be changed in the future. See www.hmrc.gov.uk for more information.

16. Reporting of tax information

US Foreign Account Tax Compliance

Due to US tax legislation (the Foreign Account Tax Compliance Act, "FATCA"), which can affect financial institutions such as the Schemes, the Schemes may need to disclose to HMRC* the name, address and taxpayer identification number relating to certain US investors who fall within the definition of Specified US Person in FATCA that own, directly or indirectly, an interest in certain entities, as well as certain other information relating to such interest. HMRC will in turn exchange this information with the Internal Revenue Service of the United States of America.

*The UK has entered into an inter-governmental agreement ("IGA") with the US to facilitate FATCA compliance. Under this IGA, FATCA compliance will be enforced under UK tax legislation and reporting.

While the Manager shall use reasonable endeavours to cause the Scheme to avoid the imposition of US federal withholding tax under FATCA, the extent to which it is able to do so and report to HMRC will depend on each affected unitholder in the Scheme providing the Manager or its delegate with any information that the Manager determines is necessary to satisfy such obligations. The 30% withholding tax regime could apply if there is a failure by unitholders to provide certain required information.

By signing the application form to subscribe for units in the Scheme, each affected unitholder is agreeing to provide such information upon request from the Manager or its delegate. The Manager may exercise its right to completely redeem the holding of an affected unitholder (at any time upon any or no notice) if he fails to provide the Scheme with the information it requests to satisfy its obligations under FATCA.

Other Reporting to Tax Authorities

The UK and a number of other jurisdictions have also agreed to enter into multilateral arrangements modelled on the Common Reporting Standard for Automatic Exchange of Financial Account Information ("CRS") published by the Organisation for Economic Co-operation and Development ("OECD"). This allows for the automatic exchange of financial information between tax authorities. These agreements and arrangements, as transposed into UK law, may require the Scheme, as a UK Financial Institution, (or the Manager on its behalf) to provide certain information to HMRC about investors from the jurisdictions which are party to such arrangements (which information will in turn be provided to the relevant tax authorities).

In light of the above, unitholders in the Scheme and, in some cases their financial intermediaries, may be required to provide certain information (including personal information) to the Manager to enable the Scheme to comply with the terms of the UK law. Where a unitholder fails to provide any requested information (regardless of the consequences), the Scheme reserves the right to take any action and/or pursue all remedies at its disposal to avoid any resulting sanctions including, without limitation, compulsory redemption or withdrawal of the unitholder concerned.

The foregoing statements are based on UK law and HMRC practice as known at the date of this Prospectus and are intended to provide general guidance only. These statements relate only to Shareholders that are resident in the UK for tax purposes and beneficially hold their Shares as an investment. The tax position may be different for other Shareholders, and certain types of Shareholder (such as life insurance companies) may be subject to specific rules. Unitholders and applicants for units are recommended to consult their professional advisers if they are in any doubt about their tax position.

17. Effective date of information

Any person relying on the information contained in this Prospectus, which is current at the date shown, should check with the Manager that this document is the most current version and that no revisions have been made nor corrections published to the information contained in this Prospectus since the date shown

18. EU Benchmark Regulation

Regulation (EU) 2016/1011 issued by the European Parliament and the Council of 8 June 2016 on indices used as benchmarks in financial instrument and financial contracts or to measure the performance of investment funds (the "EU Benchmark Regulation") requires the Manager to produce and maintain robust written plans setting out the actions that it would take in the event that a benchmark (as defined by the EU Benchmark Regulation) materially changes or ceases to be provided. The Schemes are not tracker funds and neither the Investment Adviser, Manager or the Schemes are a "user" of a benchmark for the purposes of the EU Benchmark Regulation. Further information is available on request. Updated information, if required, as to whether any benchmark(s) for the Scheme(s) are provided by an administrator included in the ESMA register of benchmark administrators will be available from 1 January 2020.

19. Historical Performance

Where applicable, historical performance figures for the Schemes are set out in Appendix Four.

20. Complaints

If you have a complaint you should contact us. If you wish to put your complaint in writing please contact the Compliance Officer at the registered office of the Manager at 64 St. James's Street, Nottingham, NG1 6FJ. If your complaint is not dealt with to your satisfaction you can, depending on the nature of the complaint, also write directly to the Financial Ombudsman Service at Exchange Tower, London E14 9SR. We will inform you of your rights when answering your complaint and a copy of T. Bailey's internal complaints procedure will also be provided to you.

APPENDIX ONE: NATURE OF THE SCHEMES AND INVESTMENT OBJECTIVES AND POLICIES

In this Appendix, the following defined terms shall have the definitions set out below:

“Comparator”	means a factor against which investors may compare a Scheme’s performance;
“FSA”	means the Financial Services Authority, the predecessor to the Financial Conduct Authority;
“PRN”	means the FCA Product Reference Number of the relevant Scheme;
“Rolling Period”	means a defined period of time going back from a given date, where the given date moves forward by 1 day every day;
“Target”	refers to a level of performance which the Investment Manager has in mind when managing a Scheme and is usually expressed by reference to an index or as a particular value. There is no certainty that the target will be achieved and it is not guaranteed;

T. BAILEY GROWTH FUND

TBGF is governed by a Deed made between the Manager and the Trustee dated 4 November 1999 as amended by supplemental trust deeds made between the same parties dated 29 November 2002, 15 September 2004, 26 April 2006, 22 November 2006, 10 January 2011, 21 October 2011, 23 August 2012, 17 March 2016, 25 July 2018 and 30 November 2018. TBGF is an authorised unit trust scheme and is a UCITS scheme as defined in the Glossary to the Sourcebook, and the effective date of the authorisation order made by the FSA was 11 November 1999. Holders of units in TBGF are not liable for the debts of the Scheme. The base currency of TBGF is pounds Sterling. The PRN of the Scheme is 190261.

Investor Profile

The typical investor profile for TBGF would be an investor seeking capital growth over the medium-to-long term through the expected outperformance of equities over other asset classes.

In addition to the above, TBGF is likely to appeal to investors who:

- seek to benefit from active asset allocation;
- value the Capital Gains Tax efficiencies and diversification that TBGF’s fund of funds structure provides; and

- wish to achieve the above benefits through active management and identification of leading fund managers in each region.

Investment Objective

The aim of TBGF is to provide capital growth over the medium-to-long term and to outperform the IA Global Sector over rolling three-year periods.

Investment Policy

The assets of TBGF will predominantly be invested in equities, largely through underlying regulated collective investment schemes which are themselves invested in UK and international equity markets.

Asset Allocation

TBGF will invest largely in UK and global equity funds in order to achieve its objective and typically the managers anticipate at least 80% of the Scheme to be invested in this way. The remaining part of the portfolio (typically not more than 20%) may be invested in other assets as permitted by the Sourcebook (see Appendix Two) in order to achieve its objective. These assets will include transferable securities, warrants and partly paid securities, money market instruments and deposits, as well as collective investment schemes.

It should be noted that whilst the underlying funds may have a geographical focus the managers of those funds may choose from time to time to allocate parts of their funds to a different region (provided such action is in line with the investment powers afforded to the managers of those funds).

Target Benchmark

TBGF is managed to outperform the IA Global Sector Mean over rolling 3-year periods. The IA Global Sector Mean has been chosen as a target benchmark as it represents the performance of a broad peer group of global equity funds available to UK based investors the outcomes of which are representative of the opportunity set for global equities.

Please note TBGF is not constrained by or managed to the IA Global Sector Mean.

Fund Selection

TBGF expects to use a range of different managers in order to provide a diversity of style and to protect against possible periods of poor performance by any one manager.

Derivatives

The Manager may use the powers given by the Sourcebook to enter into derivative transactions for hedging or efficient portfolio management purposes.

Cash Holdings

Cash and near cash are held as necessary to enable redemption of units, efficient management within the scheme objectives, and other ancillary purposes. Apart from cash held for these purposes, or within the underlying funds, the Scheme will normally be fully invested.

However, as the Scheme is in the IA Global Sector (Funds which invest at least 80% of their assets in equities), the Scheme has the ability to hold up to 20% of Scheme property in cash and near cash if the Manager reasonably believes there is a severe risk of significant falls in the major markets in which the underlying collective investment schemes invest.

Unit Classes available as at the date of this Prospectus

A Accumulation

(previously known as "Institutional Accumulation")

X Accumulation

(not available to any person other than those approved by the Manager and who have entered into a separate formal agreement with the Manager)

Z Accumulation

(previously known as "Retail Accumulation")

Initial Charge

Class A units 0.00%

Class X units 0.00%

Class Z units 0.00%

Periodic Charge

Class A units 0.60%

Class X units 0.60%

Class Z units 1.50%

Identified Target Market:

The following section sets out the type of clients for whose needs, characteristics and objectives the Fund is compatible.

Type of client: Given the nature of the Fund (a non-complex UCITS fund) the Fund is targeted towards retail clients, professional clients and eligible counterparties.

Knowledge and experience of client: the Fund is compatible with those clients who have basic investment knowledge and experience, including knowledge of collective investment schemes and the asset classes in which the Fund may invest.

Financial situation of client with a focus on the ability to bear losses: As the value of the Fund can go down as well as up, the fund is compatible for investors that can bear capital losses of up to the amount invested. However, the nature of the Fund means that there would be no loss beyond the amount of capital invested.

Risk tolerance of client and compatibility of the risk/reward profile of the Fund with the target market: Due to the historic volatility of the fund, the fund has a Synthetic Risk and Reward Indicator (SRRI), as calculated in accordance with UCITS methodology, of 4¹ (on a scale of 1-7, with 1 being the lowest risk and 7 being the highest risk), and is therefore compatible with investors with a medium risk tolerance. Investors should be willing to accept price fluctuations in exchange for the opportunity to achieve possible higher returns.

Objectives and needs of client: Those clients who seek capital growth over the medium- to long-term.

Clients who should not invest in the Fund (negative target market): This product is deemed incompatible for investors who are:

- (i) seeking full or partial capital protection
- (ii) fully risk averse and have no or low tolerance for risk

Distribution channels: The Fund is eligible for all distribution channels (e.g. execution only, non-advised sales, advised sales and portfolio management).

¹ This figure may have been updated since the date that this prospectus was published - please see latest published Key Investor Information Document (KIID) published on the T. Bailey Fund Services Limited website (www.tbaileyfs.co.uk).

T. BAILEY DYNAMIC FUND

TBDF is governed by a Deed made between the Manager and the Trustee dated 21 April 2006 (the “Deed”) as amended by supplemental trust deeds made between the same parties dated 10 January 2011, 21 October 2011, 23 August 2012, 7 September 2015, 17 March 2016, 25 July 2018, 30 November 2018 and 7 August 2019. TBDF is an authorised unit trust scheme and is a UCITS scheme as defined in Glossary to the Sourcebook, and the effective date of the authorisation order made by the FSA (the predecessor to the FCA) was 24 April 2006. Holders of units in TBDF are not liable for the debts of the Scheme. The base currency of TBDF is pounds Sterling. The PRN of the Scheme is 448872.

Investor Profile

The typical profile for an investor in TBDF would be one who recognises the potential for outperformance of equities over other asset classes over the longer-term whilst wanting to retain a degree of protection from the volatility associated with equities.

As TBDF invests in a variety of asset classes and global regions, principally through collective investment schemes provided by a variety of different fund management groups, the typical investor would value the benefits of diversification and active asset allocation as well as the potential for superior performance that comes from active investments.

The typical investor would have no immediate call on their capital and would be willing to invest for the medium-to-long term.

Investment Objective and Policy

The T. Bailey Dynamic Fund aims to outperform the Consumer Prices Index plus 3% per annum, over Rolling Periods of 3 years.

Typically, at least 80% of the Fund will be invested in other collective investment vehicles (“funds”), including those managed or operated by the Manager and its associates.

Through investments in these other funds, the Fund is exposed to a range of asset classes such as equities, government and corporate debt, money market instruments, currencies, property, commodities, infrastructure, deposits, cash and near cash on both a UK and a global basis. The Fund is actively managed, taking into account the Investment Manager’s views on growth opportunities and investment themes.

Investment themes driving the selection of assets include areas where demand is robust and is likely to exceed supply for the foreseeable future (for example, technology, healthcare, materials, sustainability). This focus on global themes highlights higher growth opportunities irrespective of geography.

The weighting of the asset classes to which the Fund is exposed may be varied depending on the Investment Manager’s views in the context of achieving the investment objective and at any one time the Fund may be exposed to a diversified range of asset classes, sectors, currencies or geographies in various proportions.

The Fund will use a range of different active and passive managers in order to provide a diversity of style to protect against possible periods of poor performance by any one manager or product.

To the extent not fully invested in collective investment vehicles, the Fund may invest directly in other equities, debt instruments, money market instruments, cash and near cash.

Derivatives may be used for efficient portfolio management purposes to reduce risk or cost or to generate additional capital or income.

Choice of Target Benchmark:

The Consumer Prices Index is a measure of UK inflation, and so is considered an appropriate measure of what constitutes a return in real terms.

Comparator Benchmark:

Unitholders may wish to compare the Fund's performance against other funds within the Investment Association's Mixed Investment 20%-60% Shares sector as that will give investors an indication of how the Fund is performing compared with others investing in a similar but not identical investment universe. As the sector aligns with the Fund's asset allocation, it is considered that this is an appropriate comparator.

Unit Classes available as at the date of this Prospectus

A Accumulation

(previously known as "Institutional Accumulation")

A Income

(previously known as "Institutional Income")

X Accumulation

(not available to any person other than those approved by the Manager and who have entered into a separate formal agreement with the Manager)

X Income

(not available to any person other than those approved by the Manager and who have entered into a separate formal agreement with the Manager)

Z Accumulation

(previously known as "Retail Accumulation")

Z Income

(previously known as "Retail Income")

Initial Charge

Both Class A units 0.00%

Both Class X units 0.00%

Both Class Z units 0.00%

Periodic Charge

Both Class A units 0.60%

Both Class X units 0.60%

Both Class Z units 1.50%

Identified Target Market:

The following section sets out the type of clients for whose needs, characteristics and objectives the Fund is compatible.

Type of client: Given the nature of the Fund (a non-complex UCITS fund) the Fund is targeted towards retail clients, professional clients and eligible counterparties.

Knowledge and experience of client: the Fund is compatible with those clients who have basic investment knowledge and experience, including knowledge of collective investment schemes and the asset classes in which the Fund may invest.

Financial situation of client with a focus on the ability to bear losses: As the value of the Fund can go down as well as up, the fund is compatible for investors that can bear capital losses of up to the amount invested. However, the nature of the Fund means that there would be no loss beyond the amount of capital invested.

Risk tolerance of client and compatibility of the risk/reward profile of the Fund with the target market: Due to the historic volatility of the fund, the fund has a Synthetic Risk and Reward Indicator (SRRI), as calculated in accordance with UCITS methodology, of 5² (on a scale of 1-7, with 1 being the lowest risk and 7 being the highest risk), and is therefore compatible with investors with a medium risk tolerance. Investors should be willing to accept price fluctuations in exchange for the opportunity to achieve possible higher returns.

Objectives and needs of client: Those clients who seek capital growth and income growth over the medium- to long-term.

² This figure may have been updated since the date that this prospectus was published - please see latest published Key Investor Information Document (KIID) published on the T. Bailey Fund Services Limited website (www.tbaileys.co.uk).

Clients who should not invest in the Fund (negative target market): This product is deemed incompatible for investors who are:

- (i) seeking full or partial capital protection
- (ii) fully risk averse and have no or low tolerance for risk

Distribution channels: The Fund is eligible for all distribution channels (e.g. execution only, non-advised sales, advised sales and portfolio management).

APPENDIX TWO: INVESTMENT AND BORROWING POWERS

T. BAILEY GROWTH FUND AND T. BAILEY DYNAMIC FUND (UCITS SCHEMES)

Investment Restrictions

The Sourcebook imposes on the Manager the duty to manage a Scheme in accordance with its Deed, the Sourcebook and the most recently published Prospectus.

The current investment and borrowing powers of TBGF and TBDF are as follows:

The general limits on investment and borrowing are set out in accordance with the Sourcebook (General investment powers and limits for UCITS schemes).

The property of the Schemes will be invested with the aim of achieving their respective investment objectives (see Appendix One) but subject to the limits on investment set out in the respective Scheme's investment policy (see Appendix One) and the Sourcebook. The Sourcebook limits apply as summarised below:

Generally the Schemes will invest in the investments to which they are dedicated, including approved securities which are transferable securities (shares, debentures, government and public securities, warrants or certificates representing certain securities) or are traded on eligible securities markets, units in collective investment schemes, approved money market instruments, deposits and derivatives and forward transactions.

The list of Eligible Securities Markets and Eligible Derivatives Markets is set out at Appendix Three. A new eligible securities market or a new eligible derivatives market may be added in accordance with the Sourcebook.

Eligible markets are regulated markets or markets which are regulated, operate regularly and are open to the public, and markets which the Manager, after consultation with the Trustee, has decided are appropriate for the purpose of investment of or dealing in the property of the Schemes having regard to the relevant criteria in the Sourcebook and guidance from the FCA. Such markets must also be recognised, adequately liquid and also have arrangements for unimpeded transmission of income and capital to or to the order of the investors.

Transferable securities

An investment is a transferable security if the title to it can be transferred, if a reliable valuation of the asset can be obtained on a regular basis, if accurate and comprehensive information about the investment is available, and if the liquidity of the investment does not compromise the ability of the Scheme to comply with its obligation to redeem units on demand. Additionally, any potential loss on the investment in a transferable security is limited to the amount paid. Up to 10% of the value of the Schemes may be invested in transferable securities which are not approved securities.

Investment Trusts must be subject to corporate governance standards equivalent to those applied to companies, and the investment manager of the Scheme must be subject to national regulation for the purpose of investor protection.

The investment policies of the Schemes may mean that at times it is appropriate not to be fully invested but to hold cash or near cash. This will only occur when the Manager reasonably regards it as necessary to enable the pursuit of the Schemes' investment objectives, for shares to be redeemed or for the efficient management of the Schemes or a purpose which may reasonably be regarded as ancillary to the investment objectives of the Schemes.

Up to 5% of the Schemes may be invested in transferable securities other than Government and public securities and money market instruments issued by any one issuer. However, up to 10% in value of the Schemes may be invested in those securities and instruments (or certificates representing those securities) issued by the same issuer if the value of all such holdings combined does not exceed 40% of the value of the property of the Schemes. Up to 20% in value of the scheme property of the Schemes can consist of transferable securities or money market instruments issued by the same group.

Warrants and Partly Paid Securities

Up to 5% in value of the property of the Schemes may consist of warrants provided that warrants may only be held if it is reasonably foreseeable there will be no change to the property between the acquisition of the warrant and its exercise and the rights conferred by the proposed warrant, and all other warrants forming part of the property at the time of the acquisition of the proposed warrant, will not contravene the Sourcebook.

Securities on which any sum is unpaid may be held provided that it is reasonably foreseeable that the amount of any existing and potential call for any sum unpaid could be paid by the Schemes at any time when the payment is required without contravening the Sourcebook.

Collective Investment Schemes

Provided that no more than 30% of their scheme property is invested in schemes within (2) to (5), the Schemes may invest up to 100% in value of the scheme property in units in other schemes if they are schemes which:

- (1) comply with the conditions necessary for them to enjoy the rights conferred by the UCITS Directive³; or
- (2) are recognised schemes under section 272 of the Financial Services and Markets Act 2000 that are authorised by the supervisory authorities of Guernsey, Jersey or the Isle of Man (provided that the requirements of Article 50(1)(e) of the UCITS Directive are met); or

³ Council Directive 85/611/EEC on the co-ordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS), with regard to investments of UCITS, as amended.

- (3) are authorised as non-UCITS retail schemes (provided the requirements of Article 50(1)(e) of the UCITS Directive are met); or
- (4) are authorised in another EEA state (provided the requirements of Article 50(1)(e) of the UCITS Directive are met); or
- (5) are authorised by the competent authority of an OECD member country (other than another EEA State) which has: (i) signed the IOSCO Multilateral Memorandum of Understanding; and (ii) approved the Scheme's management company, rules and depositary/custody arrangements (provided the requirements of Article 50(1)(e) of the UCITS Directive are met).

and which comply with the rules relating to the investment in other group schemes contained in the Sourcebook, and are themselves schemes which have terms which prohibit more than 10% of their assets consisting of units in collective investment schemes.

No more than 20% in value of the scheme property of the Schemes is to consist of the units of any one collective investment scheme.

Investment may only be made in another collective investment scheme managed by the Manager or an associate of the Manager if the Sourcebook is complied with, i.e. effectively there is no double charging of the initial charge.

The maximum level of management fees which may be charged to any collective investment scheme in which the Schemes invest is 5%, although historically the Manager has secured terms considerably more favourable than this.

In addition, the Schemes may also invest in collective investment schemes which charge a performance fee. An investee collective investment scheme may charge a performance fee for a particular performance period up to 25% of the outperformance of its benchmark during that period.

'Approved' Money Market Instruments

Up to 100% in value of the scheme property of the Schemes can consist of 'approved' money market instruments, provided the money market instrument is liquid and has a value that can be accurately determined at any time and is listed on or normally dealt on an eligible market; or is issued or guaranteed by a central, regional or local authority, a central bank of an EEA State, the European Central Bank, the European Union or the European Investment Bank, a non-EEA State or, in the case of a Federal State, by one of the members making up the federation, or by a public international body to which one or more EEA States belong; or issued by a body, any securities of which are dealt in on an eligible market; or issued or guaranteed by an establishment subject to prudential supervision in accordance with criteria defined by Community law or by an establishment which is subject to and complies with prudential rules considered by the FCA to be at least as stringent as those laid down by Community law. Notwithstanding the above up to 10% of the scheme property of the Schemes may be invested in money market instruments which do not meet these criteria.

Notwithstanding the above, the Managers do not currently foresee any circumstances where such exposure to Money Market Instruments will be greater than 20%.

Deposits

Up to 20% in value of the property of the Schemes can consist of deposits with a single body although 100% of the scheme property can be invested in deposits. The Schemes may only invest in deposits with an approved bank and which are repayable on demand, or have the right to be withdrawn, and maturing in no more than 12 months.

Concentration

The Schemes must not hold more than:

- 10% of the transferable securities issued by a body corporate which do not carry rights to vote on any matter at a general meeting of that body; or
- 10% of the debt securities issued by any one issuer; or
- 10% of the approved money market instruments issued by any single body; or
- 25% of the units in a collective investment scheme.

The Schemes may only acquire transferable securities issued by a body corporate carrying rights to vote at a general meeting of that body provided that before the acquisition the aggregate number of such securities held by the Schemes does not allow it to exercise 20% or more of the votes cast at a general meeting of that body and the acquisition will not give the Scheme such power.

Use of derivatives

The Manager may use the property of the Schemes for hedging using Efficient Portfolio Management (EPM) techniques, by entry into transactions, including derivatives transactions, permitted by the Sourcebook, but only when a transaction is economically appropriate to that purpose and is fully covered within the meaning of the Sourcebook. Use of derivatives for hedging purposes may increase the risk profile of the Schemes but is not expected to do so.

The purpose of efficient portfolio management is to achieve one or more of the following in respect of the Schemes:

- the reduction of risk
- the reduction of cost; and
- the generation of additional capital or income for the *scheme* with a risk level which is consistent with the risk profile of the *scheme* and the risk diversification rules laid down in the Sourcebook.

Such purpose may relate to the property of the Schemes, property proposed to be acquired for the Schemes, and anticipated cash receipts of the Schemes, if due at some time and likely to be received within one month.

Any such transaction must be one which (alone or in combination with one or more others) is reasonably believed by the Manager to be economically appropriate to the efficient portfolio management of the Schemes. This means that the Manager reasonably believes that for transactions undertaken to reduce risk or cost, or generate additional capital or income for the *scheme* with a risk level which is consistent with the risk profile of the *scheme* and the risk diversification rules laid down in the Sourcebook (or a combination of the above), the transaction (alone or in combination with one or more others) will diminish a risk or cost of a kind or level which it is sensible to reduce, generate additional capital or income for the *scheme*.

A transaction may not be entered into if its purpose could reasonably be regarded as speculative.

Transactions may take the form of “derivatives transactions” (that is transactions in options, futures or contracts for differences) or forward currency transactions. A derivative transaction will only be entered into for risk management and hedging purposes and not for any speculative reasons. A derivatives transaction must either be in a derivative which is traded or dealt in on an eligible derivatives market (and effected in accordance with the rules of that market), or be an off-exchange derivative which complies with the relevant conditions set out in the Sourcebook, or be a “synthetic future” (i.e. a composite derivative created out of two separate options). Forward currency transactions must be entered into with counterparties who satisfy the Sourcebook. A permitted transaction may at any time be closed out.

Where a transaction is used in relation to the acquisition or potential acquisition of transferable securities, the Manager must intend that the relevant Scheme should invest in transferable securities within a reasonable time and, unless the position is closed out, must thereafter ensure that the Scheme does so invest within that reasonable time.

Transactions may be effected in which the Manager has, either directly or indirectly, an interest that may potentially involve a conflict of its obligation to the Company. Where a conflict cannot be avoided, the Manager will have regard to its fiduciary responsibility to act in the best interests of the Company and its investors. The Manager will ensure that investors are treated fairly and that such transactions are effected on terms which are not less favourable to the Company than if the potential conflict had not existed.

Operational costs and fees arising from EPM techniques are paid for by the Scheme. The identity of the entities to which operational costs and fees are paid will be disclosed in the annual report.

The Manager must ensure that its global exposure relating to derivatives and forward transactions held by the Schemes does not exceed the net value of the property of the Schemes. The Manager will calculate the global exposure of the Schemes by using the commitment approach which converts the derivatives into the equivalent position in the underlying assets and assesses the potential loss after all appropriate netting or hedging positions have been removed.

The list of eligible derivatives markets is set out in Appendix Three.

Risk

Upon request to the Manager a Unitholder can receive information relating to the quantitative limits and methods applying in the risk management of the Schemes and information relating to any recent developments of the risk and yields of the main categories of investment in the Schemes.

Borrowings

The Trustee may on the instructions of the Manager borrow money from an eligible institution or an approved bank for use of the Schemes repayable out of the property of the Schemes in accordance with the Sourcebook.

The Manager must ensure that the borrowing of the Schemes is on a temporary basis, and that borrowings are not persistent and in particular, must ensure that no period of borrowing exceeds three months without the prior consent of the Trustee (who may give such consent only on conditions which appear to the Trustee appropriate to ensure that the borrowing does not cease to be temporary). The Manager must also ensure that aggregate borrowing does not exceed 10% of the value of the Schemes on any day.

The limits on borrowing referred to above do not apply to back-to-back borrowing for currency hedging purposes.

Stock lending

The Schemes may not enter into stock lending transactions.

General

Underwriting and sub-underwriting contracts and placings may also, subject to certain conditions set out in the Sourcebook, be entered into for the account of the Schemes.

Cash or near cash must not be retained in the property of the Schemes except in order to enable the pursuit of the Schemes' investment objectives or for redemption of units in the Schemes; or efficient management of the Schemes in accordance with their investment objectives or for a purpose which may reasonably be regarded as ancillary to the investment objective of the Schemes.

APPENDIX THREE: ELIGIBLE SECURITIES AND DERIVATIVES MARKETS

Eligible Securities markets

Set out below are the securities markets through which the Schemes may invest when dealing in approved securities:-

UK and Ireland	<ul style="list-style-type: none"> The London Stock Exchange The "When Issued Trading" Alternative Investment Market
Europe (ex UK and Ireland)	Any securities market in the EU Member States on which transferable securities admitted to official listing are dealt in or traded and, for the avoidance of any doubt, NASDAQ – Europe
Australia	Australian Securities Exchange
Brazil	Bolsa de Valores de Sao Paulo
Canada	<ul style="list-style-type: none"> TSX Venture Exchange The Montreal Stock Exchange The Toronto Stock Exchange
China	<ul style="list-style-type: none"> Shanghai Stock Exchange Shenzhen Stock Exchange
Hong Kong	<ul style="list-style-type: none"> Hong Kong Exchanges Growth Enterprise Market
Indonesia	<ul style="list-style-type: none"> Jakarta Stock Exchange Surabaya Stock Exchange
Israel	Tel Aviv Stock Exchange
Japan	<ul style="list-style-type: none"> Japan Exchange Group (JPX) The Nagoya Stock Exchange The Sapporo Stock Exchange JASDAQ Securities Exchange Inc.
Malaysia	Bursa Malaysia Berhad
Mexico	Bolsa Mexicana de Valores

New Zealand

The New Zealand Stock Exchange

Philippines

The Philippine Stock Exchange

Singapore

Singapore Exchange

South Africa

JSE Securities Exchange

South Korea

Korea Exchange Incorporated (KRX)

Sri Lanka

Colombo Stock Exchange

Switzerland

The SWX Swiss Exchange

Taiwan

Taiwan Stock Exchange

Thailand

Stock Exchange of Thailand

Turkey

Istanbul Stock Exchange

USA

The American Stock Exchange

The Boston Stock Exchange

National Stock Exchange

The New York Stock Exchange

NYSE Arca

The Philadelphia Stock Exchange

NASDAQ

OTC Markets regulated by the NASD/NASDAQ

Eligible Derivatives markets

Set out below are the derivative markets through which the Scheme may invest when dealing in derivatives:-

American Stock Exchange

Australian Securities Exchange

Chicago Board of Trade

Chicago Board Options Exchange

Chicago Mercantile Exchange

Copenhagen Stock Exchange (including FUTOP)

Equities Derivatives Market (IDEM)

EUREX

Eurolist Amsterdam

Eurolist Brussels

Euronext LIFFE

Eurolist Paris

FUTOP

Futures Market for Government Securities (MIF)

Helsinki Exchanges

Hong Kong Exchanges

Irish Stock Exchange

Italian Stock Exchange Milan

Mercato Italiano Futures Exchange

Johannesburg Stock Exchange

Kansas City Board of Trade

Korea Exchange Incorporated (KRX)

MEFF Renta Fija Barcelona

MEFF Renta Variable Madrid

Montreal Stock Exchange

New York Futures Exchange

New York Mercantile Exchange

New York Stock Exchange

OMLX London

One Chicago

Osaka Securities Exchange

Pacific Stock Exchange

Philadelphia Board of Trade

Philadelphia Stock Exchange

Singapore Exchange

South Africa Futures Exchange (SAFEX)

Stockholmsborsen

Tokyo Stock Exchange

Tokyo International Financial Futures Exchange (TIFFE)

Toronto Stock Exchange

Vienna Stock Exchange

APPENDIX FOUR: HISTORICAL PERFORMANCE FIGURES

The tables below show the past performance for all Schemes to 31 December 2018.

Please note that past performance is not a reliable indicator of future results. For full risk warnings, see Appendix Five.

T. Bailey Growth Fund (launch date 13 December 1999)

Unit Class	Percentage Growth 1 year ended 31/12/18	Percentage Growth 1 year ended 31/12/17	Percentage Growth 1 year ended 31/12/16	Percentage Growth 1 year ended 31/12/15	Percentage Growth 1 year ended 31/12/14
A Accumulation (previously known as "Institutional Accumulation")	-7.91	20.32	13.96	9.31	9.22
Target Benchmark					
<i>IA Global Sector Mean</i>	<i>-5.72</i>	<i>14.02</i>	<i>23.33</i>	<i>2.77</i>	<i>7.09</i>

Unit Class	Percentage Growth 3 yrs ended 31/12/18	Percentage Growth 3 yrs ended 31/12/17	Percentage Growth 3 yrs ended 31/12/16	Percentage Growth 3 yrs ended 31/12/15	Percentage Growth 3 yrs ended 31/12/14
A Accumulation (previously known as "Institutional Accumulation")	26.28	49.89	36.06	41.12	48.32
Target Benchmark					
<i>IA Global Sector Mean</i>	<i>32.59</i>	<i>44.52</i>	<i>35.73</i>	<i>33.88</i>	<i>42.57</i>

T. Bailey Dynamic Fund (launch date 2 May 2006)

Unit Class	Percentage Growth 1 year ended 31/12/18	Percentage Growth 1 year ended 31/12/17	Percentage Growth 1 year ended 31/12/16	Percentage Growth 1 year ended 31/12/15	Percentage Growth 1 year ended 31/12/14
A Income (previously known as "Institutional Income")	-4.78	12.80	6.77	5.16	6.14
Target Benchmark	<i>The benchmark of the Fund from 2007 to 2015 was the IA Mixed Investment 20%-60% shares. On 7 September 2015, the benchmark changed to CPI +3% per annum, therefore, both benchmarks are shown.</i>				
<i>CPI+3%</i>	<i>5.15</i>	<i>6.03</i>	<i>4.64</i>	<i>3.21</i>	<i>3.53</i>
Comparator Benchmark					
<i>IA Mixed Investment 20%-60% Shares</i>	<i>-5.10</i>	<i>7.16</i>	<i>10.32</i>	<i>1.21</i>	<i>4.85</i>

Unit Class	Percentage Growth 3 yrs ended 31/12/18	Percentage Growth 3 yrs ended 31/12/17	Percentage Growth 3 yrs ended 31/12/16	Percentage Growth 3 yrs ended 31/12/15	Percentage Growth 3 yrs ended 31/12/14
A Income (previously known as "Institutional Income")	14.69	26.65	19.18	24.32	32.70
Target Benchmark	<i>The benchmark of the Fund from 2007 to 2015 was the IA Mixed Investment 20%-60% shares. On 7 September 2015, the benchmark changed to CPI +3% per annum, therefore, both benchmarks are shown.</i>				
<i>CPI+3%</i>	<i>16.67</i>	<i>14.51</i>	<i>11.81</i>	<i>12.30</i>	<i>15.02</i>
Comparator Benchmark					
<i>IA Mixed Investment 20%-60% Shares</i>	<i>12.19</i>	<i>19.65</i>	<i>17.08</i>	<i>15.51</i>	<i>23.66</i>

APPENDIX FIVE: RISK WARNINGS

Risk factors

Whilst we manage your investment strictly in accordance with the objectives and constraints contained in the Deeds and Prospectus of each Scheme, you should be alert to the following risk factors which can affect your return. The section entitled 'General risk factors: all funds' outlines risks which are applicable to all funds, in order to avoid repetition. The risk factors in each section are arranged in order of relevance and importance but we recommend that you read them all before investing.

Risk factors affecting specific funds:

Yield

As the aim of TBGF is to achieve long-term capital growth the yield on the portfolio is likely to be low. Distributions will be retained by TBGF and reflected in the price of units. The level of yield of TBDF may be subject to fluctuation and is not guaranteed.

Charges

For TBDF, charges are to be deducted from capital which may constrain capital growth.

Investment in Collective Investment Schemes

The Schemes have the ability to invest in a range of collective investment schemes which may themselves invest in a range of other assets (which may include but shall not be restricted to emerging markets, investment trusts and bonds). These underlying assets are likely to vary from time to time but each category of asset has individual risks associated with them. Some of these risks are set out below.

The Manager has no control over the activities of any collective investment scheme in which the Schemes invest. Managers of collective investment schemes in which the Schemes invest may take undesirable tax positions or otherwise manage the collective investment schemes in a manner not anticipated by the Manager.

Spread

Funds which specialise in investing in a particular region, or in investments issued by a small number of providers, have less diversification than those with a broader spread of investments and therefore could be considered more risky.

General risk factors: all funds

Market risk

Investments in a Scheme are subject to normal stock market fluctuations and other risks inherent in such investments. The value of your investments and the income derived from them can go down as well as up, and you may not get back the money you invested. In other words there is no assurance that any appreciation in value will occur and no assurance that the investment objectives of any Scheme will actually be achieved. In certain circumstances, you will have the right to cancel your initial investment. However, it should be noted that cancellation may mean that you do not receive back the full amount invested if the value of the investment falls before a cancellation notice is given.

Performance risk

The performance and risk levels of each Scheme will vary according to individual fund selections. There is no guarantee for the performance level of the Schemes and no guarantees are given by third parties.

Past performance is not a reliable indicator of future results.

Charges

Capital appreciation in the early years will be adversely affected by the impact of initial charges*, which by their nature are not levied uniformly throughout the life of the investment. Where an initial charge is imposed, if you sell your units after a short period you may not get back the money you invested, even if there has not been a fall in value of the underlying investments. You should, therefore, regard your investment in the Schemes as medium-to-long term.

**Currently the initial charge on units in issue at the date of this Prospectus is zero.*

A dilution levy may be charged on the purchase or sale of units in certain circumstances. Where this is not applied the Scheme in question may incur dilution, which may constrain capital growth.

Exchange or Currency risk

The Schemes will be predominantly invested in collective investment schemes, which in turn can invest in overseas investments, and may also hold cash in foreign currencies or currency forwards from time to time. As a result, changes in exchange rates between currencies may cause the value of your investment to increase or diminish.

Derivatives

The Manager may use the powers given by the Sourcebook to enter into derivative transactions for hedging or efficient portfolio management purposes with the intention of reducing risk, reducing cost or generation of capital or income with a risk profile which is consistent with the risk profile of the relevant scheme. This outcome, however, is not guaranteed.

Capital risk

If you choose to make withdrawals, the performance of the Schemes may not be sufficient to cover the payments and you will suffer some capital erosion.

Regular savers

If you start your regular saver's scheme in order to build up a particular sum by a certain date, this target may not be achieved if the investment value does not grow as expected or if you fail to maintain your contributions.

Inflation risk

Inflation may occur over the duration of your investment, and will affect the future buying power of your capital.

Emerging Markets

A proportion of the Schemes can be invested in the Emerging Markets regions. Investment may carry risks associated with failed or delayed settlement of market transactions and with registration and custody of securities. Investing in Emerging Markets may involve a higher than average risk and may not afford the same level of investor protection as would apply in more developed jurisdictions.

Settlement risk

A settlement in a transfer system may not take place as expected due to a failure of that transfer system or because a counterparty does not pay or deliver on time as expected.

Taxation

Statements on taxation are based on the current position in the UK as at the time of publication. The value of investments could alter as a result of future legislation. There can be no guarantee that the tax position prevailing at the time of investment will endure indefinitely. There may also be other taxes applicable to the investment and any unitholder or potential investor in doubt as to their tax position should take professional advice.

Political/ Regulatory risk

The value of the assets of the Schemes may be affected by uncertainties such as international political developments, changes in government policies, restrictions in foreign investment and other developments in the laws and regulations of countries in which investment may be made.

Counterparty risk

There is a risk that an issuer or counterparty will default.

Exchange Traded Funds (“ETFs”)

Some of the Schemes invest in ETFs. An ETF is an open-ended investment company which is traded on an exchange. ETFs experience price changes throughout the day as they are bought and sold and the market price can therefore deviate from the net asset value.

ETFs do not share a common structure - for example some will invest directly in the asset class appropriate to them (e.g. a FTSE 100 tracking ETF which invests in FTSE 100 shares) while others may use derivatives to obtain such exposure and/ or to short the market or to provide leverage. Where derivatives are used, there is an additional counterparty risk as the ETF will not always physically hold the underlying assets and therefore there is a risk that a counterparty could default which could result in a loss not represented by the underlying index.

Investment Trusts

The Schemes may invest in geared investment trusts, whose price may be discounted in relation to their underlying asset value. Some of these holdings may also be relatively illiquid and there is therefore a risk that a position cannot be liquidated in a timely manner.

Bonds

The Schemes may hold, either directly or via other collective investment schemes, higher yielding government and corporate bonds where there is an increased risk of capital erosion through default or if the redemption yield is below the income yield.

Fixed-interest securities are particularly affected by trends in interest rates and inflation. If interest rates go up, the value of capital may fall, and vice versa. Inflation will also decrease the real value of capital. The value of a fixed-interest security will fall in the event of the default or reduced credit rating of the issuer. Generally, the higher the rate of interest, the higher the perceived credit risk of the issuer. High yield bonds with lower credit ratings (also known as sub-investment grade bonds) are potentially more risky (higher credit risk) than investment grade bonds. A sub-investment grade bond has a Standard & Poor’s credit rating of below BBB or equivalent.

Geographical Focus

It should be noted that whilst the underlying funds may have a geographical focus the managers of those funds may choose from time to time to allocate parts of their funds to a different region (provided such action is in line with the investment powers afforded to the managers of those funds).

ISA specific risks

The value of tax benefits depends on individual circumstances. If you redeem or exercise your right to cancel your ISA you will irrevocably lose any favourable tax treatment associated with an ISA holding.

For ISA transfers, there is potential for a loss of income or growth, following a rise in the markets, whilst we await receipt of the ISA transfer from your current provider.

ISAs are subject to Government legislation and as such their tax benefits and investment levels may be changed in the future.

APPENDIX SIX: LIST OF SUB-CUSTODIANS

LIST OF SUB CUSTODIANS USED BY THE NORTHERN TRUST COMPANY		
	Country	Sub custodian
1	Argentina	Citibank N.A.
2	Australia	HSBC Bank Australia Limited
3	Austria	UniCredit Bank Austria AG
4	Bahrain	HSBC Bank Middle East Limited
5	Bangladesh	Standard Chartered Bank
6	Belgium	Deutsche Bank AG
7	Benin	Standard Chartered Bank (Mauritius) Limited
8	Bermuda	HSBC Bank Bermuda Limited
9	Bosnia-Herzegovina	Raiffeisen Bank International AG
11	Botswana	Standard Chartered Bank Botswana Limited
12	Brazil	Citibank N.A.
13	Bulgaria	Citibank Europe plc
14	Burkina Faso	Standard Chartered Bank (Mauritius) Limited
15	CD's USD	Deutsche Bank AG, London Branch
16	Canada	(1) The Northern Trust Company, Canada (2) Royal Bank of Canada
17	Chile	Banco de Chile
18,19	China (A and B)	(1) HSBC Bank (China) Company Limited
20	Colombia	Cititrust Colombia S.A. Sociedad Fiduciaria
21	Costa Rica	Banco Nacional de Costa Rica
22	Croatia	UniCredit Bank Austria AG
23	Cyprus	Citibank Europe plc, Greece Branch
24	Czech Republic	UniCredit Bank Czech Republic and Slovakia, a.s.
25	Denmark	Nordea Bank Abp

26	Egypt	Citibank NA
27	Estonia	Swedbank AS
28	Eswatini (formerly Swaziland)	Standard Bank Eswatini Limited
29	Euroclear Bank (classified as International Central Securities Depository, not a subcustodian relationship)	Euroclear Bank S.A/N.V
30	Finland	Nordea Bank Finland Abp
31	France	The Northern Trust Company, London (Deutsche Bank AG acts Asset Servicing Agent)
32	Germany	Deutsche Bank A.G.
33	Ghana	Standard Chartered Bank Ghana Limited
34	Greece	Citibank Europe plc, Greece Branch
35	Guinea Bissau	Standard Chartered Bank (Mauritius) Limited
36	Hong Kong SAR	The Hongkong & Shanghai Banking Corporation Ltd
37	Hungary	UniCredit Bank Hungary Zrt
38	Iceland	Landsbankinn hf
39	India	Citibank, N.A.
40	Indonesia	Standard Chartered Bank
41	Ireland	The Northern Trust Company, London
42	Israel	Bank Leumi Le-Israel B.M.
43	Italy	Deutsche Bank SpA
44	Ivory Coast	Standard Chartered Bank (Mauritius) Limited
45	Japan	The Hongkong & Shanghai Banking Corporation Limited
46	Jordan	Standard Chartered Bank
47	Kazakhstan	JSC Citibank Kazakhstan
48	Kenya	Standard Chartered Bank Kenya Limited
49	Kuwait	HSBC Bank Middle East Limited
50	Latvia	Swedbank AS

51	Lithuania	AB SEB Bankas
52	Luxembourg	Euroclear Bank S.A/N.V (classified as International Central Securities Depository, not a subcustodian relationship)
53	Malaysia	HSBC Bank Malaysia Berhad
54	Mali	Standard Chartered Bank (Mauritius) Limited
55	Mauritius	The Hongkong & Shanghai Banking Corporation Ltd
56	Mexico	Banco Nacional de Mexico S.A.
57	Morocco	Societe Generale Marocaines de Banques
58	Namibia	Standard Bank Namibia Ltd
59	Netherlands	Deutsche Bank AG
60	New Zealand	The Hongkong and Shanghai Banking Corporation Limited
61	Niger	Standard Chartered Bank (Mauritius) Limited
62	Nigeria	Stanbic IBTC Bank Plc
63	Norway	Nordea Bank Norge Abp
64	Oman	HSBC Bank Oman SAOG
65	Pakistan	Citibank NA
66	Panama	Citibank, N.A., Panama Branch
67	Peru	Citibank del Peru S.A.
68	Philippines	The Hongkong & Shanghai Banking Corporation Ltd
69	Poland	Bank Polska Kasa Opieki SA
70	Portugal	BNP Paribas Securities Services
71	Qatar	HSBC Bank Middle East Limited
72	Romania	Citibank Europe plc
73	Russia	AO Citibank
74	Saudi Arabia	HSBC Saudi Arabia Limited
75	Senegal	Standard Chartered Bank (Mauritius) Limited
76	Serbia	UniCredit Bank Austria A.G.

77	Singapore	DBS Bank Ltd
78	Slovakia	Citibank Europe plc
79	Slovenia	UniCredit Banka Slovenija d.d
80	South Africa	Standard Bank of South Africa Limited
81	South Korea	The Hongkong & Shanghai Banking Corporation Ltd
82	Spain	Deutsche Bank SAE
83	Sri Lanka	Standard Chartered Bank
84	Sweden	Svenska Handelsbanken AB (publ)
85	Switzerland	Credit Suisse (Switzerland) Ltd
86	Taiwan*	Bank of Taiwan
87	Tanzania	Standard Chartered Bank (Mauritius) Limited
88	Thailand	Citibank NA
89	Togo	Standard Chartered Bank (Mauritius) Limited
90	Tunisia	Banque Internationale Arabe de Tunisie
91	Turkey	Deutsche Bank AS
92	Uganda	Standard Chartered Bank Uganda Limited
93	Ukraine (market suspended)	JSC "Citibank"
94	United Arab Emirates-ADX	HSBC Bank Middle East Limited
95	United Arab Emirates-DFM	HSBC Bank Middle East Limited
96	United Arab Emirates-NASDAQ Dubai	HSBC Bank Middle East Limited
97	United Kingdom	The Northern Trust Company, London
98	United States	The Northern Trust Company
99	Uruguay	Banco Itau Uruguay S.A.
100	Vietnam	HSBC Bank (Vietnam) Ltd
101	Zambia	Standard Chartered Bank Zambia plc
102	Zimbabwe	Standard Chartered Bank (Mauritius) Limited

Source: The Northern Trust Company. Updated 12/04/2019

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