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THE KEY FACTS

BOND NAME UFC GYM UK Fixed rate Bond 2021

ISSUER TD Lifestyle Holdings plc

SECURITY Debenture Over Assets of the Company

SECURITY TRUSTEE Blue Water Capital Limited

INTEREST COUPON 8%, paid quarterly in arrears

BOND TERM 3 years

LAUNCH DATE 11 March 2021

CLOSING DATE 10 March 2022

MINIMUM INVESTMENT £10,000 (with increments of £1,000 thereafter)

MAXIMUM INVESTMENT UP TO £15,000,000



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THE COMPANY

TD Lifestyle Holdings plc is a privately owned company and through its subsidiary companies, will hold and operate UFC GYM fitness clubs in the UK. The Company structure allows a flexible approach to our decision making and 25 corporate locations are planned to open within the next 10 years.

This bond issue, for up to £15,000,000 is to raise funding to develop four UFC GYM fitness clubs.

Leases for two former Toys R Us stores at Medway and Reading have been completed. Planning permission for a UFC GYM at both locations has been granted. Drawings, specifications, and costs have been agreed with contractors.

Planning permission has also been granted for a UFC GYM at the former Staples store at Milton Keynes, and a lease is being finalised by legal teams. Discussions for a fourth location in West London, are underway.

DISCOVER UFC GYM

UFC GYM offers a fantastic fitness initiative that unites the benefits of mixed martial arts with high-intensity workouts. As the first major brand extension of the Ultimate Fighting Championship (UFC), the UFC GYM fitness clubs provide premium facilities and inclusive exercise spaces for all.

UFC GYM was created in alliance with New Evolution Ventures™ (NeV), the name behind some of the world's most successful fitness brands. With 150 locations and almost 500 gyms in development globally, UFC GYM continues to change lives around the world, no matter what age or ability.

These are no ordinary workouts. With UFC GYM's TRAIN DIFFERENT® approach, members experience the same world-class training that has propelled UFC athletes to the top. Combining group fitness, personal training and champion discipline, UFC GYM offers an exercise regime like no other.

With UK membership offerings starting at the age of 6 years, UFC GYM offers something for the whole family. Building community relations within local areas is instrumental in organic engagement with schools, colleges, and universities. The UFC GYM Train Different philosophy helps teach discipline, determination, and confidence to the younger generations in a safe and secure training environment.



WHY INVEST IN THE FITNESS INDUSTRY?

- ✔ Global health club industry valued at 96.7bn USD (\$)
- ✔ Number of health and fitness clubs worldwide - 201,000
- ✔ Number of members of health/fitness clubs worldwide - 174 million

UK MARKET PENETRATION

- The number of gym members has grown to 10.4 million¹
- The number of gyms now open is around 7,239 sites¹
- The market value increased to 5.1 billion pounds¹
- The market now has a penetration reach of 15.6%¹
- 1 in 7 is a member of a gym¹

INDUSTRY GROWTH

If the UK increased its gym attendees from 15% to 20% (in line with US penetration rates), this would equate to 3.3 million more people exercising regularly.

In Europe, Germany and the United Kingdom remain the two largest national fitness markets. Revenue growth is due to increased awareness of exercise's physical and mental health benefits.²

The rise in obesity, heart disease and diabetes has further highlighted the need to alter sedentary lifestyles. More individuals are aware of the benefits of being fit, healthy and active.²



¹The 2019 State of the UK Fitness Industry Report¹

²United Kingdom: Revenue in the fitness market 2015-2019, Statista survey²

Data accurate as of Q4 2020, provided by <https://www.statista.com/topics/1141/health-and-fitness-clubs/>

STRATEGY

TD Lifestyle Holdings plc (The Company/Issuer) seeks to raise funds which will mainly be on-lent by the Company to the companies listed in the below table for the development, internal fit-out, fitness equipment, costs, and expenses to open the next four UFC GYM fitness clubs at Medway, Reading, Milton Keynes, and a location to be confirmed in West London. These companies are subsidiaries of TD Lifestyle Holdings plc.

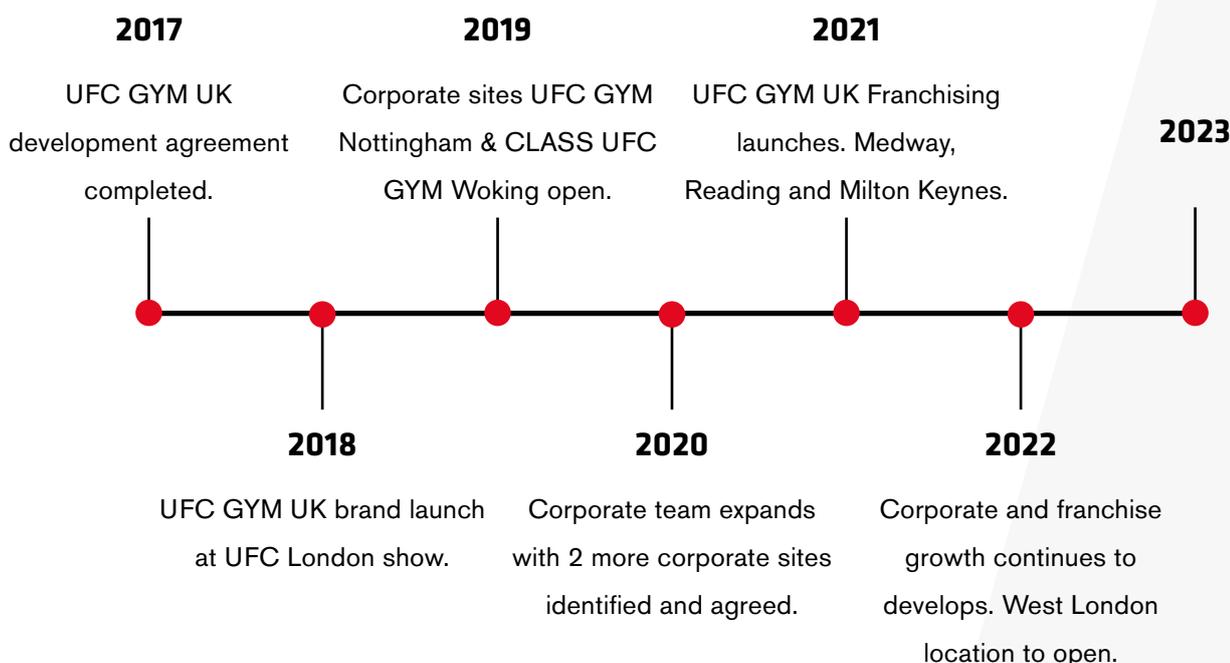
Company Name	Trading as
TD Lifestyle 1801 Ltd	UFC GYM Medway
TD Lifestyle 1902 Ltd	UFC GYM Reading
TD Lifestyle 1903 Ltd	UFC GYM Milton Keynes
TD Lifestyle 1904 Ltd	UFC GYM West London

The Company will issue three-year Bonds to raise up to 15 million pounds to fund the expansion in the UK.

As the clubs are developed and become operational, they will generate income and profits for Bond interest payments and to repay the funding.

The Company should have sufficient funds to meet its obligations as they fall due. The payments by the Company of interest due on the Bonds will initially be funded from the principal amount of the Bonds raised until the clubs have opened and are generating sufficient income to service these repayments.

UK TIMELINE



HOW TO APPLY

You may apply to invest in the Company from 11 March 2021.

The process for investing in the Bond is as follows:

- 1** Read the full text of the Information Memorandum.
- 2** If you are in any doubt about the action you should take, or the contents of this document then consult a professional adviser authorised under FSMA, who specialises in advising in Bonds and other debt securities.
- 3** Once you have decided to proceed, you should request an Investor Application Form.
- 4** Make yourself familiar with the application Terms & Conditions.
- 5** Submit your Investor Application Form and AML (Anti-Money Laundering) documentation as per the site.
- 6** Once an application is accepted, an Investor will receive an email confirmation on how to submit payment.
- 7** Following receipt of funds, the investment will be recorded.
- 8** Investors will receive a certificate registering their ownership of the Bond.



BLUE WATER CAPITAL LIMITED

Blue Water Capital are a Corporate Advisory firm, offering advice and a regulatory framework to turn business success into long-term funding.

Blue Water Capital Ltd is appointed to act as the Security Corporate Advisory Firm working in partnership with UFC GYM.

Please note that acting as the Security Trustee is not an activity regulated by the FCA.

RISK WARNING

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Your capital is at risk and interest payments are not guaranteed. Before you subscribe for Bonds issued by TD Lifestyle Holdings plc (“Issuer”, “Company”) you should ensure that you have read the Information Memorandum, are aware of the risks involved in making this investment and determine whether the bond is suitable for you on the basis of all the information available.

The bonds are a debt of the Company and in the event that the Company becomes insolvent you may lose some or all of your investment. **Investment into the Bonds is not protected from loss by the Financial Services Compensation Scheme.** If you are in any doubt about the content of this document or any further action you should take, you are strongly recommended to consult a professional financial adviser.

Investments of this type are marketed exclusively at investors who are sufficiently sophisticated to understand these risks and make their own investment decisions. You will only be able to invest once you are registered as sufficiently sophisticated.



TD LIFESTYLE HOLDINGS PLC. Registered in England on 10 July 2019 No: 12095663

Registered office: 71-75 Shelton Street, London, England, WC2H 9JQ

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