

STATEMENT OF ADDITIONAL INFORMATION

FRONTIER FUNDS, INC.

Frontier Timpani Small Cap Growth Fund

Institutional Class Shares (FTSGX)

Service Class Shares (FTSCX)

Class Y Shares (FTSYX)

Frontier Phocas Small Cap Value Fund

Institutional Class Shares (FPSVX)

Service Class Shares (FPVSX)

Frontier MFG Core Infrastructure Fund

Institutional Class Shares (FMGIX)

Service Class Shares (FCIVX)

Frontier MFG Global Equity Fund

Institutional Class Shares (FMGEX)

Service Class Shares (FMGSX)

Frontier MFG Global Plus Fund

Institutional Class Shares (FMGPX)

Service Class Shares (FMPSX)

Class Y Shares (FMGYX)

c/o U.S. Bancorp Fund Services, LLC

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This Statement of Additional Information (“SAI”) is not a prospectus and should be read in conjunction with the Prospectuses of the above Funds dated October 31, 2018. Each of the Frontier Timpani Small Cap Growth Fund (the “Timpani Small Cap Growth Fund”), the Frontier Phocas Small Cap Value Fund (the “Phocas Small Cap Value Fund”), the Frontier MFG Core Infrastructure Fund (the “MFG Core Infrastructure Fund”), Frontier MFG Global Equity Fund (the “MFG Global Equity Fund”) and the Frontier MFG Global Plus Fund (the “MFG Global Plus Fund”) is a series of Frontier Funds, Inc. (the “Company”) (individually, a “Fund,” and collectively, the “Funds”). The audited financial statements for each Fund for the fiscal year ended June 30, 2018, are incorporated herein by reference to the Company’s 2018 Annual Report. Copies of the Prospectuses and/or the 2018 Annual Report are available without charge upon request to the above address or toll-free telephone number, or you can visit the Funds’ website at <http://www.frontiermutualfunds.com>.

FRONTEGRA STRATEGIES, LLC

Distributor

This Statement of Additional Information is dated October 31, 2018.

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You should rely only on the information contained in this SAI and the Prospectuses dated October 31, 2018. The Company has not authorized others to provide additional information. This SAI is not an offer to sell securities in any state or jurisdiction where the offering cannot legally be made. This SAI applies to the Institutional Class, Service Class and Class Y shares of the applicable above-listed Funds. The Institutional Class and Service Class shares of the Frontier MFG Select Infrastructure Fund are offered in a separate SAI.

FUND ORGANIZATION

The Company is an open-end management investment company, commonly referred to as a mutual fund. The Company was organized as a Maryland corporation on May 24, 1996. Effective October 31, 2014, the Company changed its name from Frontegra Funds, Inc. to Frontier Funds, Inc. As a result of the change, each Fund was renamed as a Frontier Fund.

Each Fund, except the MFG Global Equity Fund and the MFG Global Plus Fund, is a diversified series of the Company. The MFG Global Equity Fund and the MFG Global Plus Fund are non-diversified. The Company may offer separate series of shares representing interests in separate portfolios of securities, and the shares in any one series may be offered in separate classes. Currently, the Company offers six separate series. The Board of Directors of the Company (the “Board”) has established three classes of shares of common stock: Institutional Class, Service Class and Class Y. The Company is authorized to issue 2,000,000,000, \$.01 par value, shares of common stock in series and classes. The number of shares authorized for each of the Company’s series and classes discussed is set forth in the table below.

<u>Series/Class of Common Stock</u>	<u>Number of Authorized Shares</u>
Frontier Timpani Small Cap Growth Fund	
Institutional Class	50,000,000
Service Class	50,000,000
Class Y	50,000,000
Frontier Phocas Small Cap Value Fund	
Institutional Class	100,000,000
Service Class	50,000,000
Frontier MFG Core Infrastructure Fund	
Institutional Class	50,000,000
Service Class	50,000,000
Frontier MFG Global Equity Fund	
Institutional Class	100,000,000
Service Class	50,000,000
Frontier MFG Global Plus Fund	
Institutional Class	100,000,000
Service Class	50,000,000
Class Y	50,000,000
Frontier MFG Select Infrastructure Fund	
Institutional Class	50,000,000
Service Class	50,000,000

The assets belonging to each series are held separately by the custodian, U.S. Bank, N.A., and if the Company issues additional series, each additional series will be held separately. In effect, each series will be a separate fund. However, there is a risk, generally considered remote, that one series of the Company could be liable for the liabilities of one or more other series of the Company.

Each share of common stock, irrespective of series or class, is entitled to one vote on all questions, except that certain matters must be voted on separately by the series or class of shares affected, and matters affecting only one series or class are voted upon only by that series or class. Shares have non-cumulative voting rights. Each share of common stock is entitled to participate in distributions of investment company taxable income and net capital gain as determined by the Board. Each share of common stock is entitled to the residual assets of the respective series in the event of liquidation. Shares have no preemption, conversion or subscription rights.

FUND POLICIES: FUNDAMENTAL AND NON-FUNDAMENTAL

The investment objective of each of the Timpani Small Cap Growth Fund, MFG Global Equity Fund and MFG Global Plus Fund is capital appreciation. The investment objective of the MFG Core Infrastructure Fund is long-term capital appreciation. The investment objective of the Phocas Small Cap Value Fund is long-term total investment return through capital appreciation. These investment objectives are fundamental and may not be changed without shareholder approval.

The following is a complete list of each Fund's fundamental investment limitations which cannot be changed without shareholder approval, which requires the approval of a majority of each Fund's outstanding voting securities. As used herein, a "majority of each Fund's outstanding voting securities" means the lesser of (i) 67% of the shares of common stock of a Fund represented at a meeting at which more than 50% of the outstanding shares are present, or (ii) more than 50% of the outstanding shares of common stock of the Fund.

Each Fund:

1. May not with respect to 75% of its total assets, purchase the securities of any issuer (except securities issued or guaranteed by the U.S. government or its agencies or instrumentalities) if, as a result, (i) more than 5% of the Fund's total assets would be invested in the securities of that issuer or (ii) the Fund would hold more than 10% of the outstanding voting securities of that issuer. This restriction does not apply to the MFG Global Equity Fund or the MFG Global Plus Fund, each of which is non-diversified.
2. May (i) borrow money from banks and (ii) make other investments or engage in other transactions permissible under the Investment Company Act of 1940, as amended (the "1940 Act") which may involve a borrowing, provided that the combination of (i) and (ii) shall not exceed 33-1/3% of the value of the Fund's total assets (including the amount borrowed), less the Fund's liabilities (other than borrowings). The Fund may also borrow money from other Frontier Funds or other persons to the extent permitted by applicable law.
3. May not issue senior securities, except as permitted under the 1940 Act.
4. May not act as an underwriter of another issuer's securities, except to the extent the Fund may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended (the "Securities Act") in connection with the purchase and sale of portfolio securities.

5. May not purchase or sell physical commodities unless acquired as a result of ownership of securities or other instruments (but this limitation shall not prevent the Fund from purchasing or selling options, futures contracts, or other derivative instruments, or from investing in securities or other instruments backed by physical commodities).
6. May not make loans if, as a result, more than 33-1/3% of the Fund's total assets would be lent to other persons, except through (i) purchases of debt securities or other debt instruments or (ii) engaging in repurchase agreements.
7. May not purchase the securities of any issuer if, as a result, more than 25% of the Fund's total assets would be invested in the securities of issuers, the principal business activities of which are in the same industry, except that the MFG Core Infrastructure Fund will invest at least 25% of the value of its total assets in companies engaged in the utilities industry.
8. May not purchase or sell real estate unless acquired as a result of ownership of securities or other instruments (but this limitation shall not prohibit the Fund from purchasing or selling securities or other instruments backed by real estate or of issuers engaged in real estate activities).
9. May, notwithstanding any other fundamental investment policy or restriction, invest all of its assets in the securities of a single open-end management investment company with substantially the same fundamental investment objective, policies, and restrictions as the Fund.
10. May not change its investment objective.

With respect to the fundamental investment limitation item 2, "applicable law" refers to the 1940 Act and the regulations adopted thereunder.

With the exception of the investment restriction set out in item 2 above, if a percentage restriction is adhered to at the time of investment, a later increase in percentage resulting from a change in market value of the investment or the total assets will not constitute a violation of that restriction.

The following are the Funds' non-fundamental operating policies which may be changed by the Board without shareholder approval.

Each Fund may not:

1. Sell securities short, unless the Fund owns or has the right to obtain securities equivalent in kind and amount to the securities sold short or unless it covers such short sale as required by the current rules and positions of the Securities and Exchange Commission (the "SEC") or its staff, and provided that transactions in options, futures contracts, options on futures contracts, or other derivative instruments are not deemed to constitute selling securities short.
2. Purchase securities on margin, except that the Fund may obtain such short-term credits as are necessary for the clearance of transactions, and provided that margin deposits in connection with futures contracts, options on futures contracts, or other derivative instruments shall not constitute purchasing securities on margin.

3. Invest in illiquid securities if, as a result of such investment, more than 15% of its net assets would be invested in illiquid securities, or such other amounts as may be permitted under the 1940 Act.
4. Purchase securities of other investment companies except in compliance with the 1940 Act.
5. Invest all of its assets in the securities of a single open-end investment management company with substantially the same fundamental investment objective, restrictions and policies as the Fund.
6. Engage in futures or options on futures transactions, except in accordance with Rule 4.5 under the Commodity Exchange Act (the “CEA”).
7. Borrow money, except (i) from banks or (ii) through reverse repurchase agreements or mortgage dollar rolls, and will not purchase securities when bank borrowings exceed 5% of its total assets.
8. Make any loans other than loans of portfolio securities, except through (i) purchases of debt securities or other debt instruments, or (ii) engaging in repurchase agreements.
9. Make any change in its investment policy of investing a minimum percentage of its net assets in the investments suggested by the Fund’s name without first providing shareholders of the Fund with at least 60 days’ notice.

With respect to non-fundamental operating policy item 3 above, on or about December 1, 2018, in connection with the implementation of new SEC Rule 22e-4, this 15% limitation shall apply to illiquid investments that are “assets” (i.e., investments that have positive values).

With the exception of the non-fundamental operating policy item 3 above, if a percentage restriction is adhered to at the time of investment, a later increase or decrease in percentage resulting from a change in market value of the investment or the total assets will not constitute a violation of that restriction.

INVESTMENT POLICIES AND TECHNIQUES

The following information supplements the discussion of the Funds’ investment objectives, policies, and techniques that are described in the applicable Prospectus.

Global Market Conditions

U.S. and international markets have experienced volatility in recent years. Global economies and financial markets are increasingly interconnected, which increases the possibility that conditions in one country or region might adversely impact issuers in a different country or region.

Convertible Securities

As a principal investment strategy for the Phocas Small Cap Value Fund, and a non-principal investment strategy for the Timpani Small Cap Growth, the MFG Global Equity, the MFG Global Plus and MFG Core Infrastructure Funds, the Funds may invest in convertible securities, which are debt obligations convertible into or exchangeable for equity securities or debt obligations that carry with them

the right to acquire equity securities, as evidenced by warrants attached to such securities, or acquired as part of units of the securities.

Concentration

Each of the Funds has adopted a fundamental investment policy that prohibits the Fund from investing more than 25% of its assets in the securities of companies the principal business activities of which are in the same industry, except the MFG Core Infrastructure Fund, which will invest at least 25% of the value of its total assets in companies engaged in the utilities industry. This policy does not apply to securities in which a Fund may invest that are issued by other investment companies, or to securities issued or guaranteed by the U.S. government, any state or territory of the U.S., its agencies, instrumentalities, or political subdivisions. For purposes of this policy, Frontegra Asset Management, Inc. (“Frontegra”), in consultation with the applicable subadviser to a Fund, and Timpani Capital Management LLC (“Timpani”) determine the industry classifications of each Fund’s investments using industry data obtained from third-party statistical organizations. In the absence of such a classification for a particular issuer, the subadviser to a Fund may provide an industry classification. Alternately, each of Frontegra and Timpani (each, an “Adviser,” and together, the “Advisers”) may classify a particular issuer in good faith based on its own analysis of the economic or other relevant characteristics affecting the issuer.

Depositary Receipts

The Funds may invest in foreign securities by purchasing depositary receipts, including American Depositary Receipts (“ADRs”), Global Depositary Receipts (“GDRs”) and European Depositary Receipts (“EDRs”), or other securities convertible into securities or issuers based in foreign countries. As a non-principal investment strategy, the MFG Core Infrastructure and Phocas Small Cap Value Funds may invest in such securities. As a principal investment strategy, the Timpani Small Cap Growth Fund may invest in ADRs and the MFG Global Equity and MFG Global Plus Funds may invest in ADRs and GDRs.

ADRs include American Depositary shares. These securities may not necessarily be denominated in the same currency as the securities into which they may be converted. Generally, ADRs in registered form are denominated in U.S. dollars and are designed for use in the U.S. securities markets, while GDRs and EDRs, in bearer form, may be denominated in other currencies and are designed for use in non-U.S. securities markets. ADRs are receipts typically issued by a U.S. bank or trust company evidencing ownership of the underlying securities. GDRs and EDRs are receipts with a non-U.S. bank evidencing a similar arrangement. For purposes of each Fund’s investment policies, ADRs, GDRs and EDRs are deemed to have the same classification as the underlying securities they represent. Thus, an ADR, GDR or EDR representing ownership of common stock will be treated as common stock.

ADR facilities may be established as either “unsponsored” or “sponsored.” While ADRs issued under these two types of facilities are in some respects similar, there are distinctions between them relating to the rights and obligations of ADR holders and the practices of market participants. A depositary may establish an unsponsored facility without participation by (or even necessarily the acquiescence of) the issuer of the deposited securities, although typically the depositary requests a letter of non-objection from such issuer prior to the establishment of the facility. Holders of unsponsored ADRs generally bear all the costs of such facilities. The depositary usually charges fees upon the deposit and withdrawal of the deposited securities, the conversion of dividends into U.S. dollars, the disposition of non-cash distributions, and the performance of other services. The depositary of an unsponsored facility frequently is under no obligation to distribute shareholder communications received from the issuer of the deposited securities or to pass through voting rights to ADR holders in respect of the deposited securities. Sponsored ADR facilities are created in generally the same manner as unsponsored

facilities, except that the issuer of the deposited securities enters into a deposit agreement with the depository. The deposit agreement sets out the rights and responsibilities of the issuer, the depository and the ADR holders. With sponsored facilities, the issuer of the deposited securities generally will bear some of the costs relating to the facility (such as dividend payment fees of the depository), although ADR holders continue to bear certain other costs (such as deposit and withdrawal fees). Under the terms of most sponsored arrangements, depositories agree to distribute notices of shareholder meetings and voting instructions, and to provide shareholder communications and other information to the ADR holders at the request of the issuer of the deposited securities.

Derivatives

As a non-principal investment strategy, each Fund may, but is not required to, use derivatives for hedging purposes or, in certain circumstances, in order to enhance a Fund's return in non-hedging situations.

General Description of Hedging Strategies. The Funds may engage in hedging activities, including options, futures contracts (sometimes referred to as "futures") and options on futures contracts to attempt to hedge a Fund's holdings.

Hedging instruments on securities generally are used to hedge against price movements in one or more particular securities positions that a Fund owns or intends to acquire. Hedging instruments on stock indices, in contrast, generally are used to hedge against price movements in broad equity market sectors in which a Fund has invested or expects to invest. The use of hedging instruments is subject to applicable regulations of the SEC, the several options and futures exchanges upon which they are traded, the Commodity Futures Trading Commission (the "CFTC") and various state regulatory authorities. In addition, a Fund's ability to use hedging instruments will be limited by tax considerations.

Except as set forth below, the Fund's commodities transactions must be made solely for bona fide hedging purposes as defined by the Commodity Futures Trading Commission. A Fund may invest in commodity interests for other than bona fide hedging purposes if it meets either the 5% trading de minimis test (the "5% Test") or a test based on the net notional value of the Fund's commodities transactions (the "Notional Test"). Under the 5% Test, the aggregate initial margin and premiums required to establish positions in commodity futures, commodity options or swaps may not exceed 5% of the Fund's net asset value. Under the Notional Test, the aggregate net notional value of commodity futures, commodity options or swaps not used solely for bona fide hedging purposes may not exceed 100% of the Fund's net asset value. The Company has filed a notice of eligibility for exclusion from the definition of the term "commodity pool operator" in accordance with Section 4.5 of the regulations under the CEA and, therefore, is not subject to registration or regulation as a commodity pool operator under the CEA.

Asset Coverage for Futures and Options Positions. Each Fund will comply with the regulatory requirements of the SEC and the CFTC with respect to coverage of options and futures positions by registered investment companies. In connection with futures or options transactions, unless the transactions are covered in accordance with SEC positions, the Funds will maintain a segregated account with its custodian consisting of cash or liquid securities equal to the entire amount at risk (less margin deposits) on a continuous basis. Securities held in a segregated account cannot be sold while the futures or options position is outstanding, unless replaced with other permissible assets, and will be marked-to-market daily.

Stock Index Options. Each Fund may (i) purchase stock index options for any purpose, (ii) sell stock index options in order to close out existing positions, and/or (iii) write covered options on stock

indexes for hedging purposes. Stock index options are put options and call options on various stock indexes. In most respects, they are identical to listed options on common stocks. The primary difference between stock options and index options occurs when index options are exercised. In the case of stock options, the underlying security, common stock, is delivered. However, upon the exercise of an index option, settlement does not occur by delivery of the securities comprising the index. The option holder who exercises the index option receives an amount of cash if the closing level of the stock index upon which the option is based is greater than, in the case of a call, or less than, in the case of a put, the exercise price of the option. This amount of cash is equal to the difference between the closing price of the stock index and the exercise price of the option expressed in dollars times a specified multiple.

A stock index fluctuates with changes in the market values of the stocks included in the index. For example, some stock index options are based on a broad market index, such as the S&P 500 or the Value Line Composite Index or a narrower market index, such as the S&P 100. Indexes may also be based on an industry or market segment, such as the AMEX Oil and Gas Index or the Computer and Business Equipment Index. Options on stock indexes are currently traded on the following exchanges: the Chicago Board of Options Exchange, the New York Stock Exchange (“NYSE”), the American Stock Exchange, the Pacific Stock Exchange and the Philadelphia Stock Exchange.

A Fund’s use of stock index options is subject to certain risks. Successful use by the Funds of options on stock indexes will be subject to the ability of an adviser or subadviser, as applicable, to correctly predict movements in the stock market. This requires different skills and techniques than predicting changes in the prices of individual securities. In addition, a Fund’s ability to effectively hedge all or a portion of the securities in its portfolio, in anticipation of or during a market decline through transactions in put options on stock indexes, depends on the degree to which price movements in the underlying index correlate with the price movements of the securities held by a Fund. Inasmuch as a Fund’s securities will not duplicate the components of an index, the correlation will not be perfect. Consequently, each Fund will bear the risk that the prices of its securities being hedged will not move in the same amount as the prices of its put options on the stock indexes. It is also possible that there may be a negative correlation between the index and a Fund’s securities which would result in a loss on both such securities and the options on stock indexes acquired by the Fund.

The hours of trading for options may not conform to the hours during which the underlying securities are traded. To the extent that the options markets close before the markets for the underlying securities, significant price and rate movements can take place in the underlying markets that cannot be reflected in the options markets. The purchase of options is a highly specialized activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. The purchase of stock index options involves the risk that the premium and transaction costs paid by a Fund in purchasing an option will be lost as a result of unanticipated movements in prices of the securities comprising the stock index on which the option is based.

Certain Considerations Regarding Options. There is no assurance that a liquid secondary market on an options exchange will exist for any particular option, or at any particular time, and for some options no secondary market on an exchange or elsewhere may exist. If a Fund is unable to close out a call option on securities that it has written before the option is exercised, the Fund may be required to purchase the optioned securities in order to satisfy its obligation under the option to deliver such securities. If a Fund is unable to effect a closing sale transaction with respect to options on securities that it has purchased, it would have to exercise the option in order to realize any profit and would incur transaction costs upon the purchase and sale of the underlying securities.

The writing and purchasing of options is a highly specialized activity which involves investment techniques and risks different from those associated with ordinary portfolio securities transactions.

Imperfect correlation between the options and securities markets may detract from the effectiveness of attempted hedging. Options transactions may result in significantly higher transaction costs and portfolio turnover for the Funds.

Futures Contracts. The Funds may enter into futures contracts (hereinafter referred to as “Futures” or “Futures Contracts”), including index and interest rate Futures as a hedge against movements in the equity and bond markets, in order to establish more definitely the effective return on securities held or intended to be acquired by the Funds or for other purposes permissible under the CEA. Each Fund’s hedging may include sales of Futures as an offset against the effect of expected declines in stock or bond prices and purchases of Futures as an offset against the effect of expected increases in stock or bond prices. The Funds will not enter into Futures Contracts which are prohibited under the CEA and will, to the extent required by regulatory authorities, enter only into Futures Contracts that are traded on national futures exchanges and are standardized as to maturity date and underlying financial instrument. The principal interest rate Futures exchanges in the United States are the Board of Trade of the City of Chicago and the Chicago Mercantile Exchange. Futures exchanges and trading are regulated under the CEA by the CFTC.

An index Futures Contract is an agreement pursuant to which the parties agree to take or make delivery of an amount of cash equal to the difference between the value of the index at the close of the last trading day of the contract and the price at which the index Futures Contract was originally written. An interest rate Futures Contract provides for the future sale by one party and purchase by another party of a specified amount of a specific financial instrument (e.g., debt security) for a specified price at a designated date, time and place. Transaction costs are incurred when a Futures Contract is bought or sold and margin deposits must be maintained. A Futures Contract may be satisfied by delivery or purchase, as the case may be, of the instrument or by payment of the change in the cash value of the index. More commonly, Futures Contracts are closed out prior to delivery by entering into an offsetting transaction in a matching Futures Contract. Although the value of an index might be a function of the value of certain specified securities, no physical delivery of those securities is made. If the offsetting purchase price is less than the original sale price, a gain will be realized; if it is more, a loss will be realized. Conversely, if the offsetting sale price is more than the original purchase price, a gain will be realized; if it is less, a loss will be realized. The transaction costs must also be included in these calculations. There can be no assurance, however, that the Funds will be able to enter into an offsetting transaction with respect to a particular Futures Contract at a particular time. If the Funds are not able to enter into an offsetting transaction, the Funds will continue to be required to maintain the margin deposits on the Futures Contract.

Margin is the amount of funds that must be deposited by each Fund with its custodian in a segregated account in the name of the futures commission merchant in order to initiate Futures trading and to maintain the Fund’s open positions in Futures Contracts. A margin deposit is intended to ensure the Fund’s performance of the Futures Contract. The margin required for a particular Futures Contract is set by the exchange on which the Futures Contract is traded and may be significantly modified from time to time by the exchange during the term of the Futures Contract. Futures Contracts are customarily purchased and sold on margins that may range upward from less than 5% of the value of the Futures Contract being traded.

If the price of an open Futures Contract changes (by increase in the case of a sale or by decrease in the case of a purchase) so that the loss on the Futures Contract reaches a point at which the margin on deposit does not satisfy margin requirements, the broker will require an increase in the margin. However, if the value of a position increases because of favorable price changes in the Futures Contract so that the margin deposit exceeds the required margin, the broker will pay the excess to the Fund. In computing

daily net asset value, each Fund will mark to market the current value of its open Futures Contracts. The Funds expect to earn interest income on their margin deposits.

Because of the low margin deposits required, Futures trading involves an extremely high degree of leverage. As a result, a relatively small price movement in a Futures Contract may result in immediate and substantial loss, as well as gain, to the investor. For example, if at the time of purchase, 10% of the value of the Futures Contract is deposited as margin, a subsequent 10% decrease in the value of the Futures Contract would result in a total loss of the margin deposit, before any deduction for the transaction costs, if the account were then closed out. A 15% decrease would result in a loss equal to 150% of the original margin deposit, if the Futures Contract were closed out. Thus, a purchase or sale of a Futures Contract may result in losses in excess of the amount initially invested in the Futures Contract. However, a Fund would presumably have sustained comparable losses if, instead of the Futures Contract, it had invested in the underlying financial instrument and sold it after the decline.

Most United States Futures exchanges limit the amount of fluctuation permitted in Futures Contract prices during a single trading day. The daily limit establishes the maximum amount that the price of a Futures Contract may vary either up or down from the previous day's settlement price at the end of a trading session. Once the daily limit has been reached in a particular type of Futures Contract, no trades may be made on that day at a price beyond that limit. The daily limit governs only price movement during a particular trading day and therefore does not limit potential losses, because the limit may prevent the liquidation of unfavorable positions. Futures Contract prices have occasionally moved to the daily limit for several consecutive trading days with little or no trading, thereby preventing prompt liquidation of Futures positions and subjecting some Futures traders to substantial losses.

There can be no assurance that a liquid market will exist at a time when the Funds seek to close out a Futures position. The Funds would continue to be required to meet margin requirements until the position is closed, possibly resulting in a decline in the Funds' net asset value. In addition, many of the contracts are relatively new instruments without a significant trading history. As a result, there can be no assurance that an active secondary market will develop or continue to exist.

A public market exists in Futures Contracts covering a number of indexes, including, but not limited to, the S&P 500 Index, the S&P 100 Index, the NASDAQ 100 Index, the Value Line Composite Index and the NYSE Composite Index.

Options on Futures. The Funds may also purchase or write put and call options on Futures Contracts and enter into closing transactions with respect to such options to terminate an existing position. A futures option gives the holder the right, in return for the premium paid, to assume a long position (call) or short position (put) in a Futures Contract at a specified exercise price prior to the expiration of the option. Upon exercise of a call option, the holder acquires a long position in the Futures Contract and the writer is assigned the opposite short position. In the case of a put option, the opposite is true. Prior to exercise or expiration, a futures option may be closed out by an offsetting purchase or sale of a futures option of the same series.

The Funds may use options on Futures Contracts in connection with hedging strategies. Generally, these strategies would be employed under the same market and market sector conditions in which the Funds use put and call options on securities or indexes. The purchase of put options on Futures Contracts is analogous to the purchase of puts on securities or indexes so as to hedge the Funds' securities holdings against the risk of declining market prices. The writing of a call option or the purchasing of a put option on a Futures Contract constitutes a partial hedge against declining prices of the securities which are deliverable upon exercise of the Futures Contract. If the futures price at expiration of a written call option is below the exercise price, the Fund will retain the full amount of the option premium which

provides a partial hedge against any decline that may have occurred in the Fund's holdings of securities. If the futures price when the option is exercised is above the exercise price, however, the Fund will incur a loss, which may be offset, in whole or in part, by the increase in the value of the securities held by the Fund that were being hedged. Writing a put option or purchasing a call option on a Futures Contract serves as a partial hedge against an increase in the value of the securities the Fund intends to acquire.

Foreign Currency – Related Derivative Strategies – Special Considerations. The Funds may purchase and sell foreign currency on a spot basis, and may use currency-related derivative instruments such as futures on foreign currencies, options on futures on foreign currencies and forward currency contracts (i.e., an obligation to purchase or sell a specific currency at a specified future date, which may be any fixed number of days from the contract date agreed upon by the parties, at a price set at the time the contract is entered into). The Funds may use these instruments for hedging or any other lawful purpose consistent with its investment objective, including transaction hedging, anticipatory hedging, cross hedging, proxy hedging and position hedging. A Fund's use of currency-related derivative instruments will be directly related to the Fund's current or anticipated portfolio securities, and the Fund may engage in transactions in currency-related derivative instruments as a means to protect against some or all of the effects of adverse changes in foreign currency exchange rates on its portfolio investments. In general, if the currency in which a portfolio investment is denominated appreciates against the U.S. dollar, the dollar value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the portfolio investment expressed in U.S. dollars.

For example, a Fund might use currency-related derivative instruments to "lock in" a U.S. dollar price for a portfolio investment, thereby enabling the Fund to protect itself against a possible loss resulting from an adverse change in the relationship between the U.S. dollar and the subject foreign currency during the period between the date the security is purchased or sold and the date on which payment is made or received. The Fund also might use currency-related derivative instruments when an adviser or subadviser, as applicable, believes that one currency may experience a substantial movement against another currency, including the U.S. dollar, and it may use currency-related derivative instruments to sell or buy the amount of the former foreign currency, approximating the value of some or all of the Fund's portfolio securities denominated in such foreign currency. Alternatively, where appropriate, the Fund may use currency-related derivative instruments to hedge all or part of its foreign currency exposure through the use of a basket of currencies or a proxy currency where such currency or currencies act as an effective proxy for other currencies. The use of this basket hedging technique may be more efficient and economical than using separate currency-related derivative instruments for each currency exposure held by a Fund. Furthermore, currency-related derivative instruments may be used for short hedges – for example, a Fund may sell a forward currency contract to lock in the U.S. dollar equivalent of the proceeds from the anticipated sale of a security denominated in a foreign currency.

In addition, a Fund may use a currency-related derivative instrument to shift exposure to foreign currency fluctuations from one foreign country to another foreign country where it's anticipated that the foreign currency exposure purchased will appreciate relative to the U.S. dollar and thus better protect the Fund against the expected decline in the foreign currency exposure sold. For example, if a Fund owns securities denominated in a foreign currency and it is anticipated that the currency will decline, it might enter into a forward contract to sell an appropriate amount of the first foreign currency, with payment to be made in a second foreign currency that would better protect the Fund against the decline in the first security than would a U.S. dollar exposure. Hedging transactions that use two foreign currencies are sometimes referred to as "cross hedges." The effective use of currency-related derivative instruments by a Fund in a cross hedge is dependent upon a correlation between price movements of the two currency instruments and the underlying security involved, and the use of two currencies magnifies the risk that movements in the price of one instrument may not correlate or may correlate unfavorably with the foreign currency being hedged. Such a lack of correlation might occur due to factors unrelated to the value of the currency instruments used or investments being hedged, such as speculative or other pressures on the markets in which these instruments are traded.

A Fund also might seek to hedge against changes in the value of a particular currency when no hedging instruments on that currency are available or such hedging instruments are more expensive than certain other hedging instruments. In such cases, a Fund may hedge against price movements in that currency by entering into transactions using currency-related derivative instruments on another foreign currency or a basket of currencies, the values of which are believed to have a high degree of positive correlation to the value of the currency being hedged. The risk that movements in the price of the hedging instrument will not correlate perfectly with movements in the price of the currency being hedged is magnified when this strategy is used.

The use of currency-related derivative instruments by a Fund involves a number of risks. The value of currency-related derivative instruments depends on the value of the underlying currency relative to the U.S. dollar. Because foreign currency transactions occurring in the interbank market might involve substantially larger amounts than those involved in the use of such derivative instruments, a Fund could be disadvantaged by having to deal in the odd lot market (generally consisting of transactions of less than \$1 million) for the underlying foreign currencies at prices that are less favorable than for round lots (generally consisting of transactions of greater than \$1 million).

There is no systematic reporting of last sale information for foreign currencies or any regulatory requirement that quotations available through dealers or other market sources be firm or revised on a timely basis. Quotation information generally is representative of very large transactions in the interbank market and thus might not reflect odd-lot transactions where rates might be less favorable. The interbank market in foreign currencies is a global, round-the-clock market. To the extent the U.S. options or futures markets are closed while the markets for the underlying currencies remain open, significant price and rate movements might take place in the underlying markets that cannot be reflected in the markets for the derivative instruments until they re-open.

Settlement of transactions in currency-related derivative instruments might be required to take place within the country issuing the underlying currency. Thus, a Fund might be required to accept or make delivery of the underlying foreign currency in accordance with any U.S. or foreign regulations regarding the maintenance of foreign banking arrangements by U.S. residents and might be required to pay any fees, taxes and charges associated with such delivery assessed in the issuing country.

When a Fund engages in a transaction in a currency-related derivative instrument, it relies on the counterparty to make or take delivery of the underlying currency at the maturity of the contract or otherwise complete the contract. In other words, a Fund will be subject to the risk that a loss may be

sustained by the Fund as a result of the failure of the counterparty to comply with the terms of the transaction. The counterparty risk for exchange-traded instruments is generally less than for privately-negotiated or OTC currency instruments, since generally a clearing agency, which is the issuer or counterparty to each instrument, provides a guarantee of performance. For privately-negotiated instruments, there is no similar clearing agency guarantee. In all transactions, a Fund will bear the risk that the counterparty will default, and this could result in a loss of the expected benefit of the transaction and possibly other losses to the Fund. The Fund will enter into transactions in currency-related derivative instruments only with counterparties that are reasonably believed to be capable of performing under the contract.

When required by the SEC guidelines, a Fund will set aside permissible liquid assets in segregated accounts or otherwise cover its potential obligations under currency-related derivative instruments. To the extent a Fund's assets are so set aside, they cannot be sold while the corresponding currency position is open, unless they are replaced with similar assets. As a result, if a large portion of a Fund's assets are so set aside, this could impede portfolio management or the Fund's ability to meet redemption requests or other current obligations.

A Fund's dealing in currency-related derivative instruments will generally be limited to the transactions described above. However, the Funds reserve the right to use currency-related derivative instruments for different purposes and under different circumstances. It also should be realized that use of these instruments does not eliminate, or protect against, price movements in a Fund's securities that are attributable to other (i.e., non-currency related) causes. Moreover, while the use of currency-related derivative instruments may reduce the risk of loss due to a decline in the value of a hedged currency, at the same time the use of these instruments tends to limit any potential gain which may result from an increase in the value of that currency.

Federal Income Tax Treatment of Futures and Foreign Currency Transactions. A Fund's investment in Section 1256 contracts, such as regulated futures contracts, most foreign currency forward contracts traded in the interbank market and options on most stock indices, are subject to special federal income tax rules. All Section 1256 contracts held by a Fund at the end of its taxable year are required to be marked to their market value, and any unrealized gain or loss on those positions will be included in the Fund's income as if each position had been sold for its fair market value at the end of the taxable year. The resulting gain or loss will be combined with any gain or loss realized by a Fund from positions in Section 1256 contracts closed during the taxable year. Provided such positions were held as capital assets and were not part of a "hedging transaction" nor part of a "straddle," 60% of the resulting net gain or loss will be treated as long-term capital gain or loss, and 40% of such net gain or loss will be treated as short-term capital gain or loss, regardless of the period of time the positions were actually held by a Fund.

Exchange-Traded Funds and Other Investment Companies

As a non-principal investment strategy, the Funds may invest in securities issued by Exchange Traded Funds ("ETFs") and other investment companies within the limits prescribed by the 1940 Act in furtherance of its investment objective and principal strategies. With certain exceptions, Section 12(d)(1) of the 1940 Act precludes the Funds from acquiring (i) more than 3% of the total outstanding shares of another investment company; (ii) shares of another investment company having an aggregate value in excess of 5% of the value of the total assets of the Fund; or (iii) shares of another registered investment company and all other investment companies having an aggregate value in excess of 10% of the value of the total assets of the Fund. The Funds may invest in money market mutual funds or securities of other investment companies investing in short-term debt securities as a temporary strategy, pending reinvestment or when attractive equity investments are unavailable. The Funds may invest their assets in ETFs that hold international equities, including the securities of one or more emerging market companies.

The Funds may also purchase ETFs that invest in companies that have particular market capitalizations, that are in specific industries and economic sectors and that comprise various equity indices. The Funds may also purchase ETFs that make investments linked to alternative asset classes and related indices, such as commodities, currencies, real estate, hedging strategies and private equity. The Funds may acquire ETFs as a means of investing cash temporarily in instruments that may generate returns comparable to a Fund's benchmark index. As an owner of an ETF, mutual fund or another investment company, the Funds bear, along with other shareholders, a pro-rata portion of the other investment company's expenses, including advisory fees, and such fees and other expenses will be borne indirectly by a Fund's shareholders. These expenses would be in addition to the advisory and other expenses that a Fund bears directly in connection with its own operations.

Foreign Investment Companies

As a non-principal investment strategy, each Fund may invest in foreign investment companies. Some of the securities in which the Funds invest may be located in countries that may not permit direct investment by outside investors. Investments in such securities may only be permitted through foreign government-approved or -authorized investment vehicles, which may include other investment companies. Investing through such vehicles may involve frequent or layered fees or expenses and may also be subject to limitation under the 1940 Act. Under the 1940 Act, a Fund may invest up to 10% of its assets in shares of investment companies and up to 5% of its assets in any one investment company as long as the investment does not represent more than 3% of the voting stock of the acquired investment company.

Foreign Securities and Currencies

The Timpani Small Cap Growth, the MFG Global Equity and the MFG Global Plus Funds invest in securities of non-U.S. companies as a principal investment strategy and the Phocas Small Cap Value Fund and the MFG Core Infrastructure Fund may invest directly in securities of non-U.S. companies as a non-principal investment strategy. The MFG Core Infrastructure Fund, the MFG Global Equity Fund and the MFG Global Plus Fund (together, the "MFG Funds") define non-U.S. companies as companies that are organized under the laws of a foreign country; whose principal trading market is in a foreign country; or that derive a significant portion of their revenue from businesses, investments or sales outside the United States. For purposes of the revenue component of this definition, Magellan Asset Management Limited doing business as MFG Asset Management ("MFG"), the subadviser to the MFG Funds, determines revenue as revenue from business, investments or sales outside the United States, each as derived from sources such as company filings, third party data and other inputs deemed reliable. Timpani, the adviser to the Timpani Small Cap Growth Fund, classifies non-U.S. companies based on country of incorporation. Phocas Financial Corporation ("Phocas"), the subadviser to the Phocas Small Cap Value Fund, defines non-U.S. companies as companies that are neither incorporated nor headquartered in the United States.

Investments in securities of foreign issuers involve risks which are in addition to the usual risks inherent in domestic investments. In many countries there is less publicly available information about issuers than is available in the reports and ratings published about companies in the U.S. Additionally, foreign companies are not subject to uniform accounting, auditing and financial reporting standards as are companies in the U.S. Other risks inherent in foreign investment include: expropriation; confiscatory taxation; capital gains taxes; withholding taxes on dividends and interest; less extensive regulation of foreign brokers, securities markets and issuers; costs incurred in conversions between currencies; the possibility of delays in settlement in foreign securities markets; limitations on the use or transfer of assets (including suspension of the ability to transfer currency from a given country); the difficulty of enforcing obligations in other countries; diplomatic developments; and political or social instability. Foreign

economies may differ favorably or unfavorably from the U.S. economy in various respects, and many foreign securities are less liquid and their prices are more volatile than comparable U.S. securities. From time to time, foreign securities may be difficult to liquidate rapidly without adverse price effects. Certain costs attributable to foreign investing, such as custody charges and brokerage costs, are higher than those attributable to domestic investing.

Because most foreign securities are denominated in non-U.S. currencies, the investment performance of a Fund could be affected by changes in foreign currency exchange rates to some extent. The value of a Fund's assets denominated in foreign currencies will increase or decrease in response to fluctuations in the value of those foreign currencies relative to the U.S. dollar. Currency exchange rates can be volatile at times in response to various political and economic conditions.

Under the Foreign Account Tax Compliance Act ("FATCA"), a Fund may be required to withhold a generally nonrefundable 30% tax on (a) distributions of investment company taxable income, and (b) distributions of net capital gain and the gross proceeds of a sale, exchange, or redemption of Fund shares paid after December 31, 2018, to (i) certain "foreign financial institutions" that do not agree to verify, monitor, and report to the IRS the identity of certain of its accountholders, among other things (unless such entity is deemed compliant under the terms of an intergovernmental agreement between the U.S. and the country in which the entity is a tax resident), and (ii) certain "non-financial foreign entities" unless such entity certifies to the Fund that it does not have any substantial U.S. owners or provides the name, address, and taxpayer identification number of each substantial U.S. owner, among other things. This FATCA withholding tax could also affect a Fund's return on its investments in foreign securities or affect a shareholder's return if the shareholder holds its Fund shares through a foreign intermediary.

Illiquid Securities

Each Fund may invest in illiquid securities (i.e., securities that are not readily marketable) as a non-principal investment strategy. On or about December 1, 2018, in connection with the implementation of the SEC's new liquidity risk management rule, the term "illiquid security" will be defined as a security which a Fund reasonably expects cannot be sold or disposed of in current market conditions in seven calendar days or less without the sale or disposition significantly changing the market value of the security. None of the Funds will acquire illiquid securities if, as a result, such securities would comprise more than 15% of the value of the Fund's net assets. For purposes of this restriction as of the date of this SAI, illiquid securities include, but are not limited to, restricted securities (securities the disposition of which is restricted under the federal securities laws), securities which may only be resold pursuant to Rule 144A under the Securities Act, principal only mortgage-backed securities issued by private issuers and repurchase agreements with maturities in excess of seven days. Rule 144A securities may be treated as liquid securities if they meet the criteria in the Funds' liquidity guidelines and related SEC guidance. On or about December 1, 2018, the Funds will be subject to guidelines set forth in the Company's liquidity risk management program, which may differ from the guidelines discussed above.

Initial Public Offerings

As a non-principal investment strategy, the Funds may purchase stock in an initial public offering ("IPO"). An IPO is a company's first offering of stock to the public, typically to raise additional capital. Shares are given a market value reflecting expectations for the company's future growth. The market for these securities may be more volatile and entail greater risk of loss than investments in larger companies due to the absence of a prior public market, unseasoned trading, a limited number of shares available for trading, lack of information about the issuer and limited operating history. The purchase of IPO shares may involve high transaction costs. Because of the price volatility of IPO shares, the Fund may choose to hold IPO shares for a very short period of time. This may increase the turnover of the Fund's portfolio

and may lead to increased expenses to the Fund, such as commissions and transaction costs. In addition, an adviser or subadviser cannot guarantee continued access to IPOs.

Investment Grade Debt Obligations

As a non-principal investment strategy, the Funds may invest in investment grade debt obligations, which include: (i) U.S. government securities; (ii) commercial paper rated in one of the three highest rating categories (e.g., A-3 or higher by S&P); (iii) short-term notes rated in one of the three highest rating categories (e.g., A-3 or higher by S&P); (iv) bonds rated in one of the four highest rating categories (e.g., BBB or higher by S&P); and (v) unrated securities determined by a subadviser to be of comparable quality. Investment grade securities are generally believed to have relatively low degrees of credit risk. However, certain investment grade securities may have some speculative characteristics because their issuers' capacity for repayment may be more vulnerable to adverse economic conditions or changing circumstances than that of higher-rated issuers.

Lending of Portfolio Securities

Each Fund is authorized to lend up to 33 1/3% of its total assets to broker-dealers or institutional investors, but only when the borrower maintains with the Fund's custodian bank collateral either in cash or money market instruments in an amount at least equal to the market value of the securities loaned, plus accrued interest and dividends, determined on a daily basis and adjusted accordingly. However, the Funds do not presently intend to engage in such lending. In determining whether to lend securities to a particular broker-dealer or institutional investor, the portfolio manager will consider, and during the period of the loan will monitor, all relevant facts and circumstances, including the creditworthiness of the borrower. The Fund will retain authority to terminate any loans at any time. The Funds may pay reasonable administrative and custodial fees in connection with a loan and may pay a negotiated portion of the interest earned on the cash or money market instruments held as collateral to the borrower or placing broker. The Funds will receive reasonable interest on the loan or a flat fee from the borrower and amounts equivalent to any dividends, interest or other distributions on the securities loaned. The Funds will retain record ownership of loaned securities to exercise beneficial rights, such as voting and subscription rights and rights to dividends, interest or other distributions, when retaining such rights is considered to be in a Fund's interest. Payments in lieu of dividends received by the Funds on the loaned securities are not treated as "qualified dividend income" for tax purposes.

Line of Credit

The Funds may borrow money from banks to the extent allowed (as described above under "Fund Policies: Fundamental and Non-Fundamental") to meet shareholder redemptions. The Funds may enter into a line of credit with a bank in order to provide short-term financing, if necessary, in connection with shareholder redemptions.

Master Limited Partnerships ("MLPs")

The MFG Core Infrastructure Fund may invest in MLPs. An MLP is an investment that combines the tax benefits of a limited partnership with the liquidity of publicly-traded securities. An investment in MLP interests involves some risks that differ from investments in the common stock of a corporation. Holders of MLP interests have limited control on matters affecting the partnership. The benefit of investing in MLPs is largely dependent on the MLPs being treated as partnerships for federal income tax purposes.

Preferred Stocks

The Funds may invest in preferred stocks as a non-principal investment strategy. Preferred stocks are securities that represent an ownership interest in a corporation and that give the owner a prior claim over common stock on the company's earnings or assets.

Real Estate Investment Trusts ("REITs")

As a principal investment strategy for the Phocas Small Cap Value Fund and each of the MFG Funds and as a non-principal investment strategy for the Timpani Small Cap Growth Fund, each Fund may invest in REITs. Equity REITs invest primarily in real property and earn rental income from leasing those properties. They also may realize gains or losses from the sale of properties. Equity REITs generally exercise some degree of control over the operational aspects of their real estate investments, lease terms and property maintenance and repair. Mortgage REITs invest primarily in mortgages and similar real estate interests and receive interest payments from the owners of the mortgaged properties and are paid interest by the owners of the financed properties. Hybrid REITs invest both in real property and in mortgages. A REIT generally is not taxed on income distributed to its shareholders if it complies with certain federal income tax requirements relating primarily to its organization, ownership, assets and income and, further, if it distributes at least 90% its taxable income to its shareholders each year. Consequently, REITs tend to focus on income-producing real estate investments. The MFG Core Infrastructure Fund may invest in REITs that invest in infrastructure assets, which may be adversely affected by developments affecting the underlying infrastructure industry, including changes to interest rates.

The Funds' investments in REITs may be adversely affected by deteriorations of the real estate rental market, in the case of REITs that primarily own real estate, or by deteriorations in the creditworthiness of property owners and changes in interest rates in the case of REITs that primarily hold mortgages. Equity and mortgage REITs also are dependent upon specialized management skills, may not be diversified in their holdings and are subject to the risks of financing projects. REITs also may be subject to heavy cash flow dependency, defaults by borrowers and self-liquidation. Under certain circumstances, a REIT may fail to qualify for the special tax treatment available to REITs, which would subject the REIT to federal income taxes at the REIT level and adversely affect the value of its securities.

In general, qualified REIT dividends that an investor receives directly from a REIT are automatically eligible for the 20% qualified business income deduction. At this time, REIT dividends that an investor effectively receives indirectly through a regulated investment company that owns interests in a REIT do not qualify for the 20% qualified business income deduction. As a result, it may be less advantageous for an investor to hold interests in a REIT indirectly through a regulated investment company than it would be for the taxpayer to directly invest in the underlying REIT.

Repurchase Agreements

As a non-principal investment strategy, each Fund may enter into repurchase agreements with certain banks or non-bank dealers. In a repurchase agreement, a Fund buys a security at one price, and at the time of sale, the seller agrees to repurchase the obligation at a mutually agreed upon time and price (usually within seven days). The repurchase agreement, thereby, determines the yield during the purchaser's holding period, while the seller's obligation to repurchase is secured by the value of the underlying security. An adviser or subadviser, as applicable, will monitor, on an ongoing basis, the value of the underlying securities to ensure that the value always equals or exceeds the repurchase price plus accrued interest. Repurchase agreements could involve certain risks in the event of a default or insolvency of the other party to the agreement, including possible delays or restrictions upon the Fund's

ability to dispose of the underlying securities. Although no definitive creditworthiness criteria are used, the portfolio manager reviews the creditworthiness of the banks and non-bank dealers with which the Fund enters into repurchase agreements to evaluate those risks. The Funds may, under certain circumstances, deem repurchase agreements collateralized by U.S. government securities to be investments in U.S. government securities.

Reverse Repurchase Agreements

As a non-principal investment strategy, the Phocas Small Cap Value Fund may engage in reverse repurchase agreements to facilitate portfolio liquidity (a practice common in the mutual fund industry) or for arbitrage transactions. In a reverse repurchase agreement, a Fund would sell a security and enter into an agreement to repurchase the security at a specified future date and price. A Fund generally retains the right to interest and principal payments on the security. Since a Fund receives cash upon entering into a reverse repurchase agreement, it may be considered a borrowing and therefore, subject to the Fund's fundamental investment restrictions. A Fund will set aside permissible liquid assets in a segregated account or otherwise secure its obligation to repurchase the security in accordance with SEC guidelines.

The reverse repurchase agreements entered into by a Fund may be used as arbitrage transactions in which the Fund will maintain an offsetting position in investment grade debt obligations or repurchase agreements that mature on or before the settlement date of the related reverse repurchase agreement. Since a Fund will receive interest on the securities or repurchase agreements in which it invests the transaction proceeds, the transactions may involve leverage.

Short-Term Fixed Income Securities

The Timpani Small Cap Growth Fund may hold up to 3% of its total assets in cash and short-term fixed income securities for any purpose. The Phocas Small Cap Value Fund may hold up to 10% of its total assets in cash and short-term fixed income securities for any purpose. The MFG Core Infrastructure Fund may hold up to 5% of its total assets in cash, money market funds, short-term fixed income securities and other short-dated instruments that are readily convertible into cash for any purpose. The MFG Global Equity Fund and the MFG Global Plus Fund may hold up to 20% of their total assets in cash and short-term fixed income securities for any purpose. Each Fund may invest up to 100% of its total assets in such instruments in limited circumstances, to retain the flexibility to respond promptly to changes in market, economic or political conditions or in the case of unusually large cash inflows or redemptions. When a Fund takes a temporary position, the Fund may not achieve its investment objective. Short-term fixed income securities are defined to include without limitation, the following:

1. U.S. government securities, including bills, notes and bonds differing as to maturity and rates of interest, which are either issued or guaranteed by the U.S. Treasury or by U.S. government agencies or instrumentalities. U.S. government agency securities include securities issued by: (a) the Federal Housing Administration, Farmers Home Administration, Export-Import Bank of the United States, Small Business Administration and the Government National Mortgage Association, whose securities are supported by the full faith and credit of the United States; (b) the Federal Home Loan Banks, Federal Intermediate Credit Banks and the Tennessee Valley Authority, whose securities are supported by the right of the agency to borrow from the U.S. Treasury; (c) the Federal National Mortgage Association ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac"), whose securities are supported by the discretionary authority of the U.S. government to purchase certain obligations of the agency or instrumentality; and (d) the Student Loan Marketing Association, whose securities are supported only by its credit. While the U.S. government provides financial support to such U.S. government-

sponsored agencies or instrumentalities, no assurance can be given that it always will do so since it is not so obligated by law. The U.S. government, its agencies and instrumentalities do not guarantee the market value of their securities and consequently the value of such securities may fluctuate. The Federal Housing Finance Agency placed Fannie Mae and Freddie Mac into conservatorship in 2008.

2. Certificates of Deposit issued against funds deposited in a bank or savings and loan association. Such certificates are for a definite period of time, earn a specified rate of return and are normally negotiable. If such certificates of deposit are non-negotiable, they will be considered illiquid securities and be subject to each Fund's restriction on investments in illiquid securities. Pursuant to the certificate of deposit, the issuer agrees to pay the amount deposited plus interest to the bearer of the certificate on the date specified thereon. The maximum insurance payable by the Federal Deposit Insurance Corporation ("FDIC") as to any one certificate of deposit was increased permanently from \$100,000 to \$250,000 per depositor.
3. Bankers' acceptances which are short-term credit instruments used to finance commercial transactions. Generally, an acceptance is a time draft drawn on a bank by an exporter or an importer to obtain a stated amount of funds to pay for specific merchandise. The draft is then "accepted" by a bank that, in effect, unconditionally guarantees to pay the face value of the instrument on its maturity date. The acceptance may then be held by the accepting bank as an asset or it may be sold in the secondary market at the going rate of interest for a specific maturity.
4. Repurchase agreements which involve purchases of debt securities. In such a transaction, at the time a Fund purchases the security, it simultaneously agrees to resell and redeliver the security to the seller, who also simultaneously agrees to buy back the security at a fixed price and time. This assures a predetermined yield for the Fund during its holding period since the resale price is always greater than the purchase price and reflects an agreed-upon market rate. Such actions afford an opportunity for the Fund to invest temporarily available cash. The Funds may enter into repurchase agreements with respect to obligations of the U.S. government, its agencies or instrumentalities, certificates of deposit, or bankers acceptances. Repurchase agreements may be considered loans to the seller, collateralized by the underlying securities. The risk to the Funds is limited to the ability of the seller to pay the agreed-upon sum on the repurchase date. In the event of default, the repurchase agreement provides that the affected Fund is entitled to sell the underlying collateral. However, if the value of the collateral declines after the agreement is entered into, and if the seller defaults under a repurchase agreement when the value of the underlying collateral is less than the repurchase price, the Fund could incur a loss of both principal and interest. Each Fund's adviser or subadviser, as applicable, monitors the value of the collateral at the time the transaction is entered into and at all times during the term of the repurchase agreement. The adviser or subadviser, as applicable, does so in an effort to determine that the value of the collateral always equals or exceeds the agreed-upon repurchase price to be paid to the Fund. If the seller were to be subject to a federal bankruptcy proceeding, the ability of a Fund to liquidate the collateral could be delayed or impaired because of certain provisions of the bankruptcy laws.
5. Bank time deposits, which are monies kept on deposit with banks or savings and loan associations for a stated period of time at a fixed rate of interest. There may be penalties for the early withdrawal of such time deposits, in which case the yields of these investments will be reduced.

6. Commercial paper consists of short-term unsecured promissory notes, including variable rate master demand notes issued by corporations to finance their current operations. Master demand notes are direct lending arrangements between a Fund and a corporation. There is no secondary market for the notes. However, they are redeemable by the Funds at any time. Each Fund's adviser or subadviser, as applicable, will consider the financial condition of the corporation (e.g., earning power, cash flow and liquidity ratios) and will continuously monitor the corporation's ability to meet all of its financial obligations, because a Fund's liquidity might be impaired if the corporation were unable to pay principal and interest on demand. Investments in commercial paper will be limited to commercial paper rated in the two highest categories by a major rating agency or unrated commercial paper which is, in the opinion of Frontegra, Timpani or a subadviser, as applicable, of comparable quality.

Other than commercial paper, short-term fixed income securities must be rated at least A or higher by Standard & Poor's ("S&P"), Moody's Investors Service ("Moody's") or Fitch Ratings ("Fitch"). Commercial paper and commercial paper master notes must be rated A-1 or better by S&P, Prime-1 or better by Moody's, or F2 or higher by Fitch. The Funds may also invest in the short-term investment funds of their custodial bank.

Utilities Companies

The MFG Core Infrastructure Fund invests in utilities companies as part of its principal investment strategy. Utilities companies in which the MFG Core Infrastructure Fund may invest generally are involved in the generation, transmission, sale or distribution of electric energy; distribution, purification and treatment of water; or production, transmission or distribution of oil or natural gas. The MFG Core Infrastructure Fund may be susceptible to adverse economic or regulatory occurrences affecting the utilities industry. Investing in the utilities industry may involve additional risks, such as high interest costs in connection with capital construction and improvement programs; difficulty in raising capital; unfavorable government rate regulation; risks regulated to environmental and other regulatory compliance costs; negative effectives of an economic slowdown or recession; and increased competition from other utilities providers.

Utilities companies may be subject to regulation by various governmental authorities and may be subject to special tariffs and changes in tax laws, regulatory policies and accounting standards. In addition, there are substantial differences between regulations that apply among different jurisdictions and agencies. Changes in climate can also negatively affect the financial condition of utility companies.

When-Issued Securities

As a non-principal investment strategy, the Phocas Small Cap Value Fund may from time to time purchase securities on a "when-issued" basis. The price of securities purchased on a when-issued basis is fixed at the time the commitment to purchase is made, but delivery and payment for the securities take place at a later date. Normally, the settlement date occurs within 45 days of the purchase. During the period between the purchase and settlement, no payment is made by the Fund to the issuer and no interest is accrued on debt securities or dividend income is earned on equity securities. When-issued securities involve a risk of loss if the value of the security to be purchased declines prior to the settlement date. While when-issued securities may be sold prior to the settlement date, the Fund intends to purchase such securities with the purpose of actually acquiring them. At the time the Fund makes the commitment to purchase a security on a when-issued basis, it will record the transaction and reflect the value of the security in determining its net asset value. The Company does not believe that net asset value will be adversely affected by purchases of securities on a when-issued basis.

The Fund will maintain cash, U.S. government securities or other liquid securities equal in value to commitments for when-issued securities. Such segregated securities either will mature or, if necessary, be sold on or before the settlement date. When the time comes to pay for when-issued securities, the Fund will meet its obligations from then available cash flow, sale of the securities so segregated as described above, sale of other securities or, although it would not normally expect to do so, from the sale of the when-issued securities themselves (which may have a market value greater or less than the Fund's payment obligation).

Portfolio Turnover

A Fund's portfolio investments may be sold for a variety of reasons, such as a more favorable investment opportunity, market conditions or other factors. A high rate of portfolio turnover (over 100%) may involve correspondingly greater transaction costs to the Fund and its shareholders. High portfolio turnover may result in the realization of capital gains, including short-term capital gains, taxable to shareholders at ordinary income rates.

DIRECTORS AND OFFICERS

Under the laws of the State of Maryland, the Board is responsible for managing the Company's business and affairs. The Board also oversees duties required by applicable state and federal law.

The directors and officers of the Company, together with information as to their principal business occupations during the last five years and other information, are shown below. William D. Forsyth III (indicated with an asterisk*) is deemed to be an "interested person" of the Funds, as defined in the 1940 Act, due to his positions with Frontegra, Timpani and Frontegra Strategies, LLC. The information in the table is as of the date of this SAI.

Independent Directors

<u>Name, Address and Year of Birth</u>	<u>Position(s) Held with Company</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation(s) During Past Five Years</u>	<u>Number of Funds in Complex Overseen by Director</u>	<u>Other Directorships Held by Director</u>
David L. Heald 400 Skokie Boulevard Suite 500 Northbrook, Illinois 60062 Year of Birth: 1943	Lead Independent Director; Chair, Audit Committee	Indefinite; since June 1996	Mr. Heald previously served as a principal and a director of Consulting Fiduciaries, Inc. ("CFI") from 1994 to 2011 when he retired. CFI was a registered investment adviser that provided professional, independent, fiduciary decision making, consultation and alternative dispute resolution services to ERISA plans, plan sponsors and investment managers. Between April 1994 and August 1994, Mr. Heald engaged in the private practice of law. From August 1992 until April 1994, Mr. Heald was a managing director and the chief administrative officer of Calamos Asset Management, Inc., a registered investment adviser specializing in convertible securities, and he served as an officer and director of CFS Investment Trust, a registered investment company comprised of four series. From January 1990 until August 1992, Mr. Heald was a partner in the Chicago based law firm of Gardner, Carton & Douglas.	6	None

<u>Name, Address and Year of Birth</u>	<u>Position(s) Held with Company</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation(s) During Past Five Years</u>	<u>Number of Funds in Complex Overseen by Director</u>	<u>Other Directorships Held by Director</u>
Steven K. Norgaard 400 Skokie Boulevard Suite 500 Northbrook, Illinois 60062 Year of Birth: 1964	Independent Director	Indefinite; since October 2013	Mr. Norgaard has been an attorney with Steven K. Norgaard, P.C. since 1994. From 1990 to 1994, he was an attorney at McDermott, Will & Emery.	6	Boulder Growth & Income Fund, Inc.
James M. Snyder 400 Skokie Boulevard Suite 500 Northbrook, Illinois 60062 Year of Birth: 1947	Independent Director; Chair, Nominating Committee	Indefinite; since May 2002	Mr. Snyder is a private investor and chairman of a family foundation. Mr. Snyder served as an investment professional with Northern Trust from June 1969 until his retirement in June 2001. He served in a variety of capacities at Northern Trust, including as Chief Investment Officer, Executive Vice President of Northern Trust and Vice Chairman of Northern Trust Global Investments. Mr. Snyder has earned the right to use the Chartered Financial Analyst (CFA) designation.	6	IronBridge Funds, Inc. (with oversight of three portfolios)

Interested Director and Officers

<u>Name, Address and Year of Birth</u>	<u>Position(s) Held with Company</u>	<u>Term of Office and Length of Time Served</u>	<u>Principal Occupation(s) During Past Five Years</u>	<u>Number of Funds in Complex Overseen by Director</u>	<u>Other Directorships Held by Director</u>
William D. Forsyth III* Frontier Funds, Inc. 400 Skokie Boulevard Suite 500 Northbrook, Illinois 60062 Year of Birth: 1963	President	Elected annually by the Board; since August 2008 (co-president from 1996 – 2008).	Mr. Forsyth has served as President of Frontegra since August 2008 and as Treasurer and a Director of Frontegra since May 1996. Mr. Forsyth served as Co-President and Assistant Secretary of Frontegra from May 1996 to August 2008. Mr. Forsyth has served as Executive Chairman of North American Operations, MFG Asset Management, since February 5, 2018. Mr. Forsyth has served as Vice President of Timpani since August 2015. Mr. Forsyth served as President of Timpani from August 2008 to August 2015 and served as Co-President from April 2008 to August 2008. Mr. Forsyth has served as President of Frontegra Strategies, LLC, the principal distributor of the Funds' shares, since August 2008 and as Co-President from August 2007 to August 2008. From July 1993 until the present, Mr. Forsyth has also served as a Partner and President of Frontier Partners, Inc. ("Frontier Partners"), a consulting/marketing firm.	6	None
	Director	Indefinite; since May 1996.			
	Secretary	Indefinite; since August 2014.			
Elyce D. Dilworth Frontier Funds, Inc. 400 Skokie Boulevard Suite 500 Northbrook, Illinois 60062 Year of Birth: 1966	Treasurer, Assistant Secretary, Chief Compliance Officer and Anti-Money Laundering	Elected annually by the Board; Treasurer and Assistant Secretary since August 2008; Chief Compliance	Ms. Dilworth has served as Chief Compliance Officer of Frontegra since January 2008 and as Secretary since August 2008. Ms. Dilworth served as Chief Compliance Officer of Timpani from April 2008 to June 2011 and from September 2014 to February 2015. She served as Chief Financial Officer of Timpani from April 2008 to March 2010. Ms. Dilworth served as	N/A	N/A

Name, Address and <u>Year of Birth</u>	Position(s) Held with <u>Company</u>	Term of Office and Length of <u>Time Served</u>	Principal Occupation(s) <u>During Past Five Years</u>	Number of Funds in Complex Overseen by <u>Director</u>	Other Directorships Held by <u>Director</u>
	Compliance Officer	Officer since January 2008; Anti-Money Laundering Compliance Officer since February 2008.	Chief Compliance Officer of Frontier from September 2010 to June 2011 and from September 2014 to February 2015. Ms. Dilworth has also served as Chief Compliance Officer of the Distributor from August 2008 to September 2018.		

Board Leadership Structure

Under the laws of the State of Maryland, the Board is responsible for managing the Company's business and affairs. The Board also oversees duties required by applicable state and federal law. The Board exercises its duties of oversight through regular quarterly meetings and special meetings called pursuant to applicable state and federal law. The Board is responsible for approving all significant agreements between the Company and companies that furnish services to the Company. Directors are elected and serve until their successors are elected and qualified.

The Board is comprised of three independent directors, Mr. Heald, Mr. Norgaard and Mr. Snyder, and one interested director, Mr. Forsyth. Mr. Heald is the lead independent director. The Board has not designated a chairman. As President of the Company, Mr. Forsyth is the presiding officer at all meetings of the Board in the absence of a designated chairman. As President, Mr. Forsyth serves as Chief Executive Officer of the Company. In the event the Board was to designate a chairman, the Chairman of the Board would preside at each meeting of the Board and have general supervision of the business of the Company and its officers. Given the size of the Board and the ability of the independent directors to provide input on meeting agendas, together with the regular executive sessions of the independent directors and the annual Board self-assessment, the Board believes that the current structure is working effectively. Accordingly, the Board has determined that its leadership structure is appropriate and effective in light of the size of the Company, the nature of its business and industry practices.

The Board has two standing committees – an Audit Committee and a Nominating Committee. Pursuant to its charter, the Audit Committee: oversees the accounting and financial reporting policies and procedures of the Company and each of its series; oversees the Company's internal control over financial reporting and disclosure controls and procedures; oversees the quality, objectivity and integrity of the Company's financial statements and the independent audit thereof; monitors the independent auditor's qualifications, independence and performance; and is responsible for the appointment, compensation and oversight of the Company's independent auditor. During the fiscal year ended June 30, 2018, the Audit Committee met twice. The three independent directors – Mr. Heald, Mr. Norgaard and Mr. Snyder – form the Audit Committee. Mr. Heald is the Chairman of the Audit Committee.

The Nominating Committee is responsible for selecting and nominating candidates for election to the Board, including identifying, as necessary, new candidates who are qualified to serve as directors of the Company and recommending to the Board the candidates for election to the Board. The Nominating Committee will consider nominees recommended by shareholders. Shareholders should submit recommendations in writing to the President of the Company. At a minimum, the recommendation should include biographical information concerning each such proposed nominee, and such recommendation must comply with the shareholder notice provisions set forth in the Company's Bylaws. The Nominating Committee considers various factors in considering director nominees, including but not

limited to, a candidate's independence, business experience and background and financial expertise. At a minimum, the candidate must display the highest character and integrity and sound business judgment, be free of any conflict of interest, possess substantial and significant experience that would be of value to the Company and have time and availability for meetings and consultation regarding Fund matters. The Committee is also responsible for reviewing the compensation of the independent directors and implementing the Company's retirement policy. The Company's Bylaws and the Committee's charter provide that directors are generally subject to retirement at age 75, which may be extended at the Board's discretion in special circumstances. The Nominating Committee met twice during the fiscal year ended June 30, 2018. The three independent directors – Mr. Heald, Mr. Norgaard and Mr. Snyder – form the Nominating Committee. Mr. Snyder is the Chairman of the Nominating Committee.

The Board's role is one of oversight rather than management. Management of the Funds is overseen by Fund officers, including the President and Chief Compliance Officer ("CCO"), who regularly report to the Board on a variety of matters at meetings of the Board. Each Adviser reports to the Board, on a regular and as-needed basis, on actual and possible risks affecting the Funds and the Company as a whole. Each Adviser and Subadviser reports to the CCO and/or the Board on various elements of risk, including investment, credit, liquidity, valuation, operational and compliance risks, as well as any overall business risks that could impact the Funds and the Company.

The Board has appointed the CCO who reports directly to the independent directors. The CCO attends all Board meetings and presents an annual report to the Board in accordance with the Company's compliance policies and procedures. The CCO, together with the Company's President, regularly discuss risk issues affecting the Company during Board meetings. The CCO also provides updates to the Board on the operation of the Company's compliance policies and procedures and on how these procedures are designed to mitigate risk. The CCO also reports to the Board in the event any material risk issues arise in between Board meetings. Additionally, the Board reviews information reported to the Board or Fund management by the Advisers, subadvisers and service providers to the Frontier Funds regarding various compliance, investment, business and other risk management issues.

Director Qualifications

The following is a brief discussion of the experience, qualifications, attributes and/or skills that led to the Board's conclusion that each individual identified below is qualified to serve as a director of the Company.

William D. Forsyth III. Mr. Forsyth has served as a director of the Company since founding the Company in 1996. He founded Frontegra in 1996 and serves as President. He also is President of the Distributor and is President and a partner of Frontier Partners, a consulting/marketing firm, established in 1993. Mr. Forsyth has served as Executive Chairman, MFG Asset Management, North America since February 5, 2018. Mr. Forsyth brings significant business, distribution, regulatory and investment experience to the Board, as well as institutional knowledge about Frontegra and the Frontier Funds.

David L. Heald. Mr. Heald has served as a director of the Company since 1996 and as lead independent director since 2011. Mr. Heald has served as Chair of the Audit Committee since 2009. Mr. Heald previously served as principal and director of Consulting Fiduciaries, Inc., which was a registered investment adviser. Prior to this position, Mr. Heald served in different leadership capacities at Calamos Asset Management, Inc., a registered investment adviser, and at CFS Investment Trust, a registered investment company. He also engaged in the private practice of law for several years. Mr. Heald brings significant financial, accounting, legal, regulatory and investment experience to the Board, as well as institutional knowledge about the Frontier Funds as the Company's longest-serving independent director.

Steven K. Norgaard. Mr. Norgaard has served as a director of the Company since 2013. Mr. Norgaard is an attorney and certified public accountant. Since 1994, he has been an attorney with the law firm Steven K. Norgaard, P.C. Prior to starting his own law firm, he was an attorney at McDermott, Will & Emery. In addition, he serves as an independent director on the Board of Directors of the Boulder Growth & Income Fund, Inc. and currently serves as audit committee chairman. He has also served on the Board of Directors of ATG Trust Company since 2007 and currently serves as board chairman. Mr. Norgaard has served on the Board of Directors of Attorneys’ Title Guaranty Fund, Inc. since 2012 and currently serves as the audit committee chairman. Prior to March 2015, Mr. Norgaard had also served as an independent director of the Boulder Total Return Fund, Inc., the Denali Fund, Inc., and the First Opportunity Fund, Inc., each a closed-end mutual fund, until those funds reorganized into the Boulder Growth & Income Fund, Inc. Mr. Norgaard brings significant financial, accounting, legal, regulatory and investment experience to the Board, as well as other directorship experience.

James M. Snyder. Mr. Snyder has served as a director of the Company since 2002. Mr. Snyder has served as Chair of the Nominating Committee since 2013. Mr. Snyder previously served as an investment professional with Northern Trust for over thirty years, and retired as Executive Vice President and Chief Investment Officer. Additionally, Mr. Snyder serves as the independent chair on the Board of Directors of another investment company. Mr. Snyder brings significant financial, business, regulatory and investment experience to the Board, as well as other directorship experience.

Board Ownership and Compensation

The following table sets forth the dollar range of Fund shares beneficially owned by each director in the Frontier family of Funds as of December 31, 2017, stated using the following ranges: none, \$1-\$10,000, \$10,001-\$50,000, \$50,001-\$100,000, or over \$100,000.

Name of Director	Timpani Small Cap Growth Fund	Phocas Small Cap Value Fund	MFG Core Infrastructure Fund	MFG Global Equity Fund	MFG Global Plus Fund	Aggregate Dollar Range of Equity Securities Beneficially Owned in Frontegra Family of Funds
William D. Forsyth III ⁽¹⁾	Over \$100,000	\$1-\$10,000	\$50,001- \$100,000	Over \$100,000	\$1-10,000	Over \$100,000
David L. Heald	None	\$10,001- \$50,000	\$50,001- \$100,000	None	None	Over \$100,000
Steven K. Norgaard	None	None	None	None	None	None
James M. Snyder	None	None	Over \$100,000	None	None	Over \$100,000

⁽¹⁾ This director is deemed an “interested person” as defined in the 1940 Act.

As of September 30, 2018, officers and directors of the Company, as a group, owned approximately 2.20% of the Timpani Small Cap Growth Fund and less than 1% of each other Fund.

Directors and officers of the Company who are also officers, directors, employees or shareholders of the Advisers do not receive any remuneration from the Funds for serving as directors or officers. Accordingly, Mr. Forsyth and Ms. Dilworth do not receive any remuneration from the Funds for their services as director and officer, respectively. Ms. Dilworth receives compensation from Frontegra for her

services as CCO of the Company. From time to time, the Funds may pay compensation services to an outside consulting firm for compliance-related services in support of Ms. Dilworth’s position as CCO. Neither the Company nor the Funds maintain any deferred compensation, pension or retirement plans, and no pension or retirement benefits are accrued as Company or Fund expenses. The following table provides information relating to compensation paid to Mr. Heald, Mr. Snyder and Mr. Norgaard for their services as directors of the Company for the fiscal year ended June 30, 2018.

<u>Name of Director</u>	<u>Timpani Small Cap Growth Fund</u>	<u>Phocas Small Cap Value Fund</u>	<u>MFG Core Infrastructure Fund</u>	<u>MFG Global Equity Fund</u>	<u>MFG Global Plus Fund</u>	<u>Total Compensation from Funds and Fund Complex</u>
William D. Forsyth III ⁽¹⁾	\$0	\$0	\$0	\$0	\$0	\$0
David L. Heald	\$9,071	\$9,071	\$9,071	\$9,074	\$9,071	\$58,000 ⁽²⁾⁽³⁾
Steven K. Norgaard	\$9,071	\$9,071	\$9,071	\$9,074	\$9,071	\$58,000 ⁽²⁾⁽³⁾
James M. Snyder	\$9,071	\$9,071	\$9,071	\$9,074	\$9,071	\$58,000 ⁽²⁾⁽³⁾

⁽¹⁾ Mr. Forsyth is deemed an “interested person” as defined in the 1940 Act.

⁽²⁾ The independent directors may invest their compensation in shares of the Funds.

⁽³⁾ Amount includes \$8,321 of compensation received from the Frontier Silk Invest New Horizons Fund, a former series of the Company (the “Silk Fund”), and \$4,321 from the Frontier Netols Small Cap Value Fund, a former series of the Company that was reorganized with and into the Phocas Small Cap Value Fund on November 17, 2017. Effective April 6, 2018, the Silk Fund was reorganized with and into a new series of Unified Series Trust, an Ohio business trust.

CODES OF ETHICS

The Company, Frontegra, Timpani, the Distributor and Frontier have adopted a Code of Ethics under Rule 17j-1 of the 1940 Act. The Code of Ethics governs all employees and other supervised persons of the Company, Frontegra, Timpani, the Distributor and Frontier. The Code of Ethics is based upon the principle that directors, officers and employees of the Company, Frontegra, Timpani, the Distributor and Frontier have a fiduciary duty to place the interests of clients (including the Funds and their shareholders) above their own. The Code of Ethics addresses compliance with federal securities laws, gifts and personal trading and reporting.

The Code of Ethics permits access persons (as defined in the Code of Ethics) to buy or sell securities for their own accounts, including securities that may be purchased or held by the Fund, subject to certain restrictions. The Code of Ethics requires access persons to pre-clear most transactions in permitted investments. It also requires access persons (other than independent directors of the Fund) to report transactions to Frontegra’s and Timpani’s Chief Compliance Officer. Independent directors are required to report certain transactions to the Fund’s administrator, U.S. Bancorp Fund Services, LLC. Moreover, access persons (other than independent directors of the Fund) are required, on an annual basis, to disclose all securities holdings to the Chief Compliance Officer.

Phocas has adopted a Code of Ethics that governs the personal trading activities of all “Phocas Employees,” which include all directors and officers of Phocas and each employee who has access to non-public information regarding the purchase and sale of securities by Phocas. The Code of Ethics permits Phocas Employees to buy and sell securities for their own accounts subject to certain restrictions.

The Code of Ethics requires Phocas Employees to pre-clear most transactions, to disclose all securities holdings on an annual basis and to submit quarterly transaction reports. The Code of Ethics places other limitations on the acquisition of securities by Phocas Employees in certain circumstances, such as the purchase of securities in an initial public offering and the purchase of private placement securities.

MFG Asset Management (“MFG”) has adopted a Code of Ethics and Personal Trading Policy that govern all directors, officers, employees contractors and all other persons who are subject to supervision and control of MFG (collectively, “MFG Supervised Persons”). The Personal Trading Policy permits MFG Supervised Persons to buy and sell securities for their own accounts subject to certain restrictions. The Personal Trading Policy requires MFG Supervised Persons to pre-clear all transactions with MFG compliance personnel. In addition, MFG Supervised Persons and other access persons are required to disclose all securities holdings and to submit quarterly transaction reports.

PRINCIPAL SHAREHOLDERS

As of October 1, 2018, the following persons owned of record or are known by the Company to own of record or beneficially 5% or more of the outstanding shares of any class of a Fund:

<u>Name and Address</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Percent of Class</u>
SEI Private Trust Company* 1 Freedom Valley Drive Oaks, PA 19456	MFG Global Equity Fund – Institutional Class	16,301,404	29.71%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	MFG Global Equity Fund – Institutional Class	13,755,237	25.07%
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	MFG Global Equity Fund – Institutional Class	7,764,491	14.15%
The Rockefeller Foundation 420 5th Ave., Floor 22 New York, NY 10018	MFG Global Equity Fund – Institutional Class	3,661,425	6.67%
Deseret Mutual Benefit Administrators FBO Deseret Mutual Employee Pension Plan and Trust 179 E. Social Hall Ave., Suite 100 Salt Lake City, UT 84111	MFG Global Equity Fund – Institutional Class	3,409,491	6.21%
The McKnight Foundation 710 S. 2nd Street, Suite 400 Minneapolis, MN 55401	MFG Global Plus Fund – Institutional Class	9,003,643	63.65%
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	MFG Global Plus Fund – Institutional Class	2,179,439	15.41%
Soros Capital LP* 250 West 55th Street New York, NY 10019	MFG Global Plus Fund – Institutional Class	968,523	6.85%

<u>Name and Address</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Percent of Class</u>
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	MFG Global Plus Fund – Service Class	7,412,438	77.28%
Mitra & Co. FBO Customers* c/o BMO Harris Bank 480 Pilgrim Way, Suite 1000 Green Bay, WI 54304	MFG Global Plus Fund – Service Class	1,353,345	14.11%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	MFG Global Plus Fund – Service Class	661,969	6.90%
HPE Diversified Real Asset Fund 1 Investors Way Norwood, MA 02062	MFG Core Infrastructure Fund – Institutional Class	6,626,817	27.08%
The Northern Trust Company FBO Kroger P.O. Box 92994 Chicago, IL 60607	MFG Core Infrastructure Fund – Institutional Class	5,939,641	24.27%
Saxon & Co.* 8800 Tincum Blvd. Philadelphia, PA 19153	MFG Core Infrastructure Fund – Institutional Class	3,156,265	12.90%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	MFG Core Infrastructure Fund – Institutional Class	2,988,621	12.21%
Rutgers State University Long Term Investment Pool 65 Davidson ASB 306 Piscataway, NJ 08854	MFG Core Infrastructure Fund – Institutional Class	1,443,109	5.90%
Mercer Trust Company FBO The Asset Return Fund of American Bar Association Members 99 High St. Boston, MA 02110	MFG Core Infrastructure Fund – Institutional Class	1,354,077	5.53%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	MFG Core Infrastructure Fund – Service Class	657,637	81.68%
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	MFG Core Infrastructure Fund – Service Class	128,356	15.94%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	Timpani Small Cap Growth Fund – Institutional Class	1,612,921	57.95%
Charles Schwab & Company FBO Customers* 211 Main St.	Timpani Small Cap Growth Fund –	626,014	22.49%

<u>Name and Address</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Percent of Class</u>
San Francisco, CA 94105	Institutional Class		
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	Timpani Small Cap Growth Fund – Service Class	15,500	60.82%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	Timpani Small Cap Growth Fund – Service Class	9,979	36.16%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	Timpani Small Cap Growth Fund – Class Y	175,391	75.23%
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	Timpani Small Cap Growth Fund – Class Y	47,758	20.48%
ICMA Retirement Corporation 777 North Capitol Street NE Washington, DC 20002	Phocas Small Cap Value Fund – Institutional Class	226,906	23.71%
Charles Schwab & Company FBO Customers* 211 Main St. San Francisco, CA 94105	Phocas Small Cap Value Fund – Institutional Class	199,231	20.82%
Capinco* c/o US Bank 1555 N Rivercenter Dr., Suite 302 Milwaukee, WI 53212	Phocas Small Cap Value Fund – Institutional Class	103,928	10.86%
National Financial Services FBO Customers* 499 Washington Blvd., Floor 5 Jersey City, NJ 07310	Phocas Small Cap Value Fund – Institutional Class	98,576	10.30%
Great-West Trust Company LLC FBO Catholic Diocese of Green Bay c/o Fascore LLC 8515 E Orchard Road 2T2 Greenwood Village, CO 80111	Phocas Small Cap Value Fund – Institutional Class	62,228	6.50%
SEI Private Trust Company* c/o M&T Bank 1 Freedom Valley Drive Oaks, PA 19456	Phocas Small Cap Value Fund – Institutional Class	58,232	6.08%
Wells Fargo Bank* PO Box 1533 Minneapolis, MN 55480	Phocas Small Cap Value Fund – Institutional Class	54,427	5.69%
TIAA FSB Customers/Trustees FBO Retirement Plans* 211 N Broadway, Suite 1000 Saint Louis, MO 63102	Phocas Small Cap Value Fund – Institutional Class	52,388	5.47%

<u>Name and Address</u>	<u>Class</u>	<u>No. of Shares</u>	<u>Percent of Class</u>
William D. Forsyth III c/o Frontegra Asset Management, Inc. 400 Skokie Boulevard, Suite 500 Northbrook, Illinois 60062	Phocas Small Cap Value Fund – Service Class	3	100.00%

*The Company believes that this entity, the holder of record of these shares, is not the beneficial owner of such shares.

As of October 1, 2018, no person owned a controlling interest (i.e., more than 25%) in the Company. However, each of SEI Private Trust Company (a record owner) and National Financial Services FBO Customers (a record owner) owned a controlling interest in the MFG Global Equity Fund, The McKnight Foundation (a record and beneficial owner), a private philanthropic organization based in Minnesota, owned a controlling interest in the MFG Global Plus Fund, HPE Diversified Real Asset Fund (a record and beneficial owner) owned a controlling interest in the MFG Core Infrastructure Fund, each of SEI Private Trust Company (a record owner), and National Financial Services FBO Customers (a record owner) owned a controlling interest in the Timpani Small Cap Growth Fund. Shareholders with a controlling interest could affect the outcome of proxy voting or the direction of management of the Company or a Fund.

INVESTMENT ADVISERS AND SUBADVISERS

Investment Advisers

Frontegra Asset Management, Inc.

Frontegra is the investment adviser to the Phocas Small Cap Value, MFG Core Infrastructure, MFG Global Equity and the MFG Global Plus Funds. Mr. Forsyth is considered a control person of Frontegra due to his positions with Frontegra. See “Directors and Officers” for Mr. Forsyth’s positions with Frontegra and related entities. As discussed below, Magellan Financial Group Limited (“Magellan”), and Frontier North America Holdings Inc. (“FNAH”), a majority owned subsidiary of Magellan, are control persons of Frontegra.

The investment advisory agreement (the “Frontegra Advisory Agreement”) has an initial term of two years from the date of the respective exhibit relating to each Fund and is required to be approved annually by the Board or by vote of a majority of each of the Fund’s outstanding voting securities (as defined in the 1940 Act). Each annual renewal must also be approved by the separate vote of the Company’s independent directors, cast in person at a meeting called for the purpose of voting on such approval. The Frontegra Advisory Agreement is terminable without penalty, on 60 days’ written notice by the Board, by vote of a majority of each of the Fund’s outstanding voting securities or by Frontegra, and will terminate automatically in the event of its assignment.

Under the terms of the Frontegra Advisory Agreement, Frontegra supervises the management of the Funds’ investments, subject to the supervision of the Board. The Frontegra Advisory Agreement also provides that Frontegra is responsible for the due diligence, selection and oversight of subadvisers retained by Frontegra on behalf of the Phocas Small Cap Value Fund and the MFG Funds, as well as for the oversight of the performance of the Phocas Small Cap Value Fund and the MFG Funds and their respective subadvisers. At its expense, Frontegra provides office space and all necessary office facilities, equipment and personnel for servicing the investments of the Funds. Frontegra is also responsible for certain compliance and administrative services to the Company and each of the Phocas Small Cap Value,

MFG Core Infrastructure, MFG Global Equity and MFG Global Plus Funds, including, but not limited to: making available qualified individuals to serve as officers of the Company (subject to Board approval) to perform such responsibilities required by officers of the Company, including certifying the Funds' financial statements and required regulatory filings; overseeing the Company's financial reporting processes and coordinating the annual audit; overseeing and coordinating the Company's service providers; providing shareholder servicing support; performing administration services with respect to the Company's compliance program, valuation policy and disaster recovery/business continuity plan; and performing such other compliance and administrative services as deemed necessary.

As compensation for its advisory services under the Frontegra Advisory Agreement, each Fund pays Frontegra, on a monthly basis, an annual management fee based on the percentage of the average daily net assets ("ADNA") of the Fund as follows:

<u>Fund</u>	<u>Annual Fee as % of ADNA</u>
Phocas Small Cap Value Fund	0.85%
MFG Core Infrastructure Fund	0.70%
MFG Global Equity Fund	0.80%
MFG Global Plus Fund	0.80%

Pursuant to expense cap agreements between Frontegra and the Company, on behalf of each Fund, Frontegra contractually agreed to waive its management fee and/or reimburse each of the Funds to ensure that the total operating expenses for each Fund (excluding acquired fund fees and expenses), as a percentage of the ADNA of each Fund, are as follows:

<u>Fund</u>	<u>Total Operating Expenses as % of ADNA</u>		
	<u>Institutional Class</u>	<u>Service Class</u>	<u>Class Y</u>
Phocas Small Cap Value Fund	0.95%	1.10%	N/A
MFG Core Infrastructure Fund	0.70%	0.85%	N/A
MFG Global Equity Fund	0.80%	0.95%	N/A
MFG Global Plus Fund	0.80%	0.95%	1.20%

The expense cap agreements for the Institutional Class and Service Class shares of all of the Funds and the Class Y shares of the MFG Global Plus Fund will continue in effect until October 31, 2020, with successive renewal terms of one year unless terminated by Frontegra or the Company prior to any such renewal. Pursuant to the Frontegra Advisory Agreement, Frontegra can recoup any expenses or fees it has waived or reimbursed within a three-year period, if the expense ratios in those future years are less than the limits specified above and less than the limits in effect at that future time. However, the Phocas Small Cap Value, MFG Core Infrastructure, MFG Global Equity and MFG Global Plus Funds are not obligated to pay any such waived fees more than three years after the end of the fiscal year in which the fees were waived or expenses were reimbursed. As discussed in more detail below, with respect to the Phocas Small Cap Value Fund, Phocas Financial Corporation has agreed in the Phocas Subadvisory Agreement to reimburse Frontegra for a percentage of the reimbursements made by Frontegra under the expense cap agreement when the Fund has net assets greater than \$75,000,000. As discussed in more detail below, with respect to the MFG Funds, MFG Asset Management has agreed to pay or reimburse Frontegra, as applicable, for all reimbursements made by Frontegra under the expense cap agreement. Under the Phocas Subadvisory Agreement and MFG Asset Management Subadvisory Agreement, Frontegra will reimburse the applicable subadviser the same amount it paid or reimbursed Frontegra from any recoupment Frontegra receives under the expense cap agreement.

Frontegra Asset Management Inc. – Ownership and Related Companies

FNAH owns 100% of the equity interests in the following companies: Frontegra, Frontier Partners, a marketing/consulting company that provides marketing services to investment advisory firms, including Timpani and the subadvisers, and Frontegra Strategies, LLC, the Funds' distributor (the "Distributor," and together with Frontegra and Frontier Partners the "Frontier Companies"). FNAH is a majority-owned subsidiary of MFG, and Mr. Forsyth owns a minority interest in FNAH. Mr. Forsyth also owns a small position of MFG. MFG is the parent entity of MFG Asset Management, and its shares are listed on the Australian Securities Exchange. MFG Asset Management and its affiliates, including MFG and FNAH, and the Frontier Companies are affiliates. Under a solicitation agreement, Frontier Partners provides consulting and marketing services to and is compensated by MFG Asset Management based on a percentage of investment management fees earned from clients introduced by Frontier Partners and its affiliate, the Distributor, to MFG Asset Management. Referred clients may include shareholders in the MFG Funds.

Mr. Forsyth is also the majority owner of Frontier One LLC, a holding company and the minority owner of Timpani, and is also a director of Timpani. Mr. Forsyth is considered a control person of Timpani due to his directorship status and indirect interest in Timpani. As such, Timpani and the Frontier Companies are affiliates.

Timpani Capital Management LLC

Timpani is the investment adviser to the Timpani Small Cap Growth Fund. Timpani is controlled by Growth Investment Managers LLC, a holding company controlled by Brandon Nelson, Timpani's President, chief investment officer and the Fund's portfolio manager. Mr. Nelson and Mr. Forsyth are considered control persons of Timpani due to their indirect ownership interest in Timpani and each also serves as a director of Timpani. See "Directors and Officers" and "Frontegra Asset Management Inc.—Ownership and Related Companies" for Mr. Forsyth's positions with Timpani and related entities. Frontegra provides office facilities for the Timpani Small Cap Growth Fund and pays the salaries, fees and expenses of all officers and directors of the Fund who are interested persons of Frontegra.

The Board has approved an advisory agreement with Timpani relating to the Timpani Small Cap Growth Fund (the "Timpani Advisory Agreement"). The Timpani Advisory Agreement has an initial term of two years and is required to be approved annually thereafter by the Board or by a vote of a majority of the Timpani Small Cap Growth Fund's outstanding voting securities (as defined in the 1940 Act). Each annual renewal must also be approved by the separate vote of the Company's independent directors, cast in person at a meeting called for the purpose of voting on such approval. The Timpani Advisory Agreement is terminable without penalty, on 60 days' written notice by the Board, by vote of a majority of the Timpani Small Cap Growth Fund's outstanding voting securities or by Timpani, and will terminate automatically in the event of its assignment.

Under the terms of the Timpani Advisory Agreement, Timpani supervises the management of the Timpani Small Cap Growth Fund's investments, subject to the supervision of the Board. At its expense, Timpani pays the salaries and expenses of all of its personnel for servicing the investments on behalf of the Timpani Small Cap Growth Fund. As compensation for its services, the Timpani Small Cap Growth Fund pays to Timpani a monthly advisory fee at the annual rate of 1.00% of the average daily net asset value of the Timpani Small Cap Growth Fund.

Pursuant to expense cap agreements between Timpani and the Company, on behalf of the Timpani Small Cap Growth Fund, Timpani contractually agreed to waive its management fee and/or reimburse the Fund to ensure that the total operating expenses for the Fund (excluding acquired fund fees and expenses) do not exceed 1.10% of the Fund's average daily net assets for Institutional Class shares, 1.25% of the Fund's average daily net assets for Service Class shares and 1.50% of the Fund's average

daily net assets for Class Y shares. The expense cap agreement for the Institutional Class, Service Class and Class Y shares will continue in effect until October 31, 2020, with successive renewal terms of one year unless terminated by Timpani or the Company prior to any such renewal. Pursuant to the Timpani Advisory Agreement, Timpani can recoup any expenses or fees it has waived or reimbursed within a three-year period, if the expense ratios in those future years are less than the limits specified above and less than the limits in effect at that future time. However, the Fund is not obligated to pay any such waived fees more than three years after the end of the fiscal year in which the fees were waived or reimbursed.

Subadvisers

Phocas Financial Corporation

Frontegra has entered into a subadvisory agreement (the “Phocas Subadvisory Agreement”) under which Phocas serves as the Phocas Small Cap Value Fund’s subadviser and, subject to Frontegra’s supervision, manages the Fund’s portfolio assets. Under the Phocas Subadvisory Agreement, Phocas is compensated by Frontegra for its investment advisory services at the annual rate of 0.25% of the Fund’s average daily net assets for Fund net assets of \$75,000,000 or less, after giving effect to any fee waiver or reimbursement by Frontegra pursuant to the expense cap agreement discussed above. When the Fund’s net assets exceed \$75,000,000, Frontegra will compensate Phocas at 50% of the net fee received by Frontegra from the Fund after giving effect to any fee waiver or reimbursement by Frontegra pursuant to the expense cap agreement. William Schaff is considered to be a control person of Phocas due to his ownership interest in and position with Phocas.

Magellan Asset Management Limited doing business as MFG Asset Management

MFG Asset Management is a wholly owned subsidiary of MFG, a company listed on the Australian Securities Exchange. Frontegra has entered into a subadvisory agreement (the “MFG Asset Management Subadvisory Agreement”) under which MFG serves as the subadviser to the MFG Core Infrastructure, MFG Global Equity and MFG Global Plus Funds and, subject to Frontegra’s supervision, manages each MFG Fund’s portfolio assets.

Under the MFG Asset Management Subadvisory Agreement, MFG Asset Management is paid the net advisory fee received by Frontegra with respect to each MFG Fund less an annual flat fee retained by Frontegra; provided, however, if the net advisory fee is less than such flat fee, Frontegra shall retain the entire net advisory fee and no subadvisory fee will be payable to MFG Asset Management. The MFG Subadvisory Agreement also provides that MFG Asset Management is responsible for certain administrative and shareholder services, including, but not limited to, assisting the Company’s officers in timely preparation and filing of the Company’s registration statement as it pertains to the MFG Funds, providing information necessary for the Funds’ regulatory filings, providing assistance and support to the MFG Funds’ service providers, as well as assisting and providing support to Frontegra, the Funds’ administrator, transfer agent and other applicable service providers in responding to shareholder inquiries. In addition, MFG Asset Management has agreed to pay for or reimburse Frontegra, as applicable, for any expense reimbursements made by Frontegra pursuant to the expense cap agreement, and all amounts paid by Frontegra to financial intermediaries for sub-transfer agent and other administrative services. MFG Asset Management is affiliated with Frontegra, as discussed above under “Frontegra Asset Management Inc.—Ownership and Related Companies.”

Advisory Fees

For the fiscal periods ended June 30, 2018, 2017, and 2016, the Phocas Small Cap Value, MFG Core Infrastructure, MFG Global Equity and MFG Global Plus Funds paid the following advisory fees to Frontegra under the Frontegra Advisory Agreement, and Frontegra waived or recouped the following amounts. For the fiscal years ended June 30, 2018, 2017, and 2016, the Timpani Small Cap Growth Fund paid the following advisory fees to Timpani under the Timpani Advisory Agreement, and Timpani waived or recouped the following amounts.

<u>Fund/Fiscal Period Ended</u>	<u>Advisory Fee</u>	<u>(Waiver)/ Recoupment</u>	<u>Advisory Fee After Waiver/ Recoupment</u>
Timpani Small Cap Growth Fund			
June 30, 2018	\$582,637	\$(150,722)	\$431,915
June 30, 2017	\$508,996	\$(129,977)	\$379,019
June 30, 2016	\$545,258	\$(117,182)	\$428,076
Phocas Small Cap Value Fund			
June 30, 2018	\$383,855	\$(205,354)	\$178,501
June 30, 2017	\$350,151	\$(122,491)	\$227,660
June 30, 2016	\$297,718	\$(115,125)	\$182,593
MFG Core Infrastructure Fund			
June 30, 2018	\$2,159,094	\$(325,570)	\$1,833,524
June 30, 2017	\$1,324,650	\$(272,224)	\$1,052,426
June 30, 2016	\$1,256,579	\$(235,636)	\$1,020,943
MFG Global Equity Fund			
June 30, 2018	\$9,222,273	\$(549,935)	\$8,672,338
June 30, 2017	\$8,797,620	\$(520,095)	\$8,277,525
June 30, 2016	\$8,777,244	\$(543,066)	\$8,234,178
MFG Global Plus Fund			
June 30, 2018	\$3,491,914	\$(331,218)	\$3,160,696
June 30, 2017	\$1,256,425	\$(258,029)	\$998,396
June 30, 2016	\$110,761	\$(161,019)	\$(50,258)

Potential Conflicts of Interest

Mr. Forsyth, the President of Frontegra, devotes significant time to the services of Frontier Partners, a consulting/marketing firm that provides consulting and distribution services to investment advisers. Mr. Forsyth is an indirect owner and the President of Frontier Partners via a minority interest in FNAH and derives compensation from such positions. Pursuant to a solicitation agreement, Frontier Partners provides consulting and marketing services to and is compensated by Timpani and MFG Asset Management based on a percentage of investment management fees earned from clients introduced by Frontier Partners and its affiliate, the Distributor, to Timpani or MFG Asset Management. Frontier Partners also provides services to and is compensated by Phocas pursuant to a solicitation agreement. These arrangements may present a conflict of interest. Frontegra may not be inclined to terminate the

subadvisory relationships with Phocas or MFG Asset Management when its affiliates are receiving compensation from Phocas or MFG Asset Management for other services. Similarly, if MFG Asset Management or Phocas discontinues using the services of Frontier Partners, Frontegra may have an incentive to terminate a subadvisory agreement if the applicable Fund was underperforming, and replace the subadviser with a subadviser that would retain the services of Frontier Partners and has a better potential for improving Fund performance. With respect to Timpani, Mr. Forsyth may have an incentive to refer clients to Timpani due to his ownership interest in Timpani. Nonetheless, the Board retains ultimate oversight over each Fund and its advisory and subadvisory relationships.

MFG Asset Management and Frontegra are affiliates, which may present certain potential conflicts of interest. Frontegra's retention of MFG Asset Management presents a potential conflict of interest because Frontegra may have financial and non-financial incentives for selecting MFG over other subadvisers. An investment adviser may be inclined to act in its own interest by recommending to clients the services of an affiliated subadviser that provide benefits to the investment adviser and its President, instead of recommending the services of a subadviser that is in the best interest of the client. MFG Asset Management will benefit from increased subadvisory fees. In addition, Frontegra or its affiliates will benefit from the net advisory fee retained by Frontegra but also indirectly from the subadvisory fee paid by Frontegra to MFG Asset Management. Mr. Forsyth's compensation may also be impacted by the appointment or continued service of MFG Asset Management as subadviser to the MFG Funds. However, Frontegra, in recommending to the Board the appointment or continued service of MFG Asset Management, has a fiduciary duty to act in the best interests of their clients, including the MFG Funds and their respective shareholders. Frontegra has a duty to recommend that MFG Asset Management be selected, retained, or replaced only when Frontegra believes it is in the best interests of the MFG Fund's respective shareholders. The Board is aware of and monitors these potential conflicts of interest.

PORTFOLIO MANAGERS

Other Accounts Managed by Portfolio Managers of the Funds

As described in the Prospectus for each Fund under "Fund Management," each portfolio manager is jointly responsible for the day-to-day management of the applicable Fund, and, unless otherwise indicated, is solely responsible for the day-to-day management of the other accounts set forth in the following table. In the case of the Timpani Small Cap Growth Fund, Brandon M. Nelson is the sole portfolio manager of the Fund. In the case of the MFG Global Equity and MFG Global Plus Funds, Hamish Douglass is the sole portfolio manager of the Funds. None of the registered investment company clients of any Adviser or subadviser pays a performance-based fee.

**Other Accounts Managed by the Portfolio Managers
As of June 30, 2018**

Portfolio Manager	Other Registered Investment Companies Managed by Portfolio Manager		Other Pooled Investment Vehicles Managed by Portfolio Manager				Other Accounts Managed by Portfolio Manager			
	Number	Total Assets	Number	Total Assets	Number with Performance-Based Fees	Total Assets of Pooled Investment Vehicles with Performance-Based Fees	Number	Total Assets	Number with Performance-Based Fees	Total Assets of Accounts with Performance-Based Fees
Timpani Small Cap Growth Fund										
<i>Timpani Capital Management LLC</i>										
Brandon M. Nelson	2 ⁽¹⁾	\$289 million ⁽¹⁾	2	\$154 million	1	\$115 million	5	\$175 million	1	\$16 million
Phocas Small Cap Value Fund										
<i>Phocas Financial Corporation</i>										
William Schaff	3	\$88.6 million	1	\$51 million	0	\$0	42	\$981.6 million	0	\$0
Steve Block	1	\$38.8 million	1	\$51 million	0	\$0	172	\$1.1 billion	0	\$0
MFG Core Infrastructure Fund										
<i>MFG Asset Management</i>										
Gerald Stack	0	\$0	5	\$2 billion	3	\$1.8 billion	13	\$5.3 billion	2	\$127 million
Ben McVicar	0	\$0	1	\$118 million	0	\$0	5	\$3.5 billion	0	\$0
MFG Global Equity Fund and MFG Global Plus Fund										
<i>MFG Asset Management</i>										
Hamish Douglass	1	\$388 million	7	\$12.4 billion	6	\$10.3 billion	33	\$24.9 billion	11	\$5.8 billion

⁽¹⁾ Timpani subadvises a sub-portfolio of two other registered investment companies. The total assets represent the sub-portfolio managed by Timpani.

Potential Conflicts of Interest

The subadvisers' and Timpani's individual portfolio managers advise multiple accounts for numerous clients. In addition to the Funds, these accounts may include other mutual funds, separate accounts and private investment vehicles.

Timpani Small Cap Growth Fund – Timpani Capital Management LLC

Timpani's portfolio manager advises other accounts in addition to the Timpani Small Cap Growth Fund. These accounts may include separate accounts and private investment vehicles. Potential conflicts may arise in connection with the portfolio manager's management of the Timpani Small Cap Growth Fund and the management of any other accounts in areas such as the allocation of investment opportunities and the aggregation and allocation of trades. Timpani has developed and implemented policies and procedures that are designed to ensure that the interests of all Timpani's clients are protected. Policies that are a part of Timpani's compliance program address areas such as trade allocations, cross trading, insider trading and trade management. Ongoing and annual reviews are conducted to ensure compliance with the policies and procedures. Timpani's Chief Compliance Officer oversees these policies and procedures.

Phocas Small Cap Value Fund – Phocas Financial Corporation

The portfolio managers who have day-to-day management responsibilities with respect to other accounts may be presented with potential or actual conflicts of interest. The management of other accounts may result in a portfolio manager devoting unequal time and attention to the management of the Fund and/or other accounts. With respect to securities transactions for the Fund, Phocas determines which broker to use to execute each transaction consistent with its duty to seek best execution of the transaction. If Phocas believes that the purchase or sale of a security is in the best interest of its clients, it may aggregate the securities to be purchased or sold to obtain favorable execution and/or lower brokerage commissions. Phocas will allocate securities so purchased or sold in the manner that it considers being equitable and consistent with its fiduciary obligations to its clients. Phocas does not anticipate any conflicts of interest between management of the Fund and other funds and accounts managed by the firm. Phocas' brokerage and trading policies ensure that no conflicts should arise between transactions involving the Fund and those involving Phocas' separately managed accounts.

Phocas and its employees may obtain material, non-public information about other companies. For example, an employee of Phocas may serve on a board of directors of a privately held company that may be doing business with a publicly traded company in which the Phocas Small Cap Value Fund and/or Phocas' other clients invest, either directly or indirectly. Additionally, Phocas or its employees may engage in transactions or other business arrangements with a publicly traded company that the Phocas Small Cap Value Fund and/or Phocas' other clients invest, either directly or indirectly. As a result of such service, transactions or business arrangements, the supervised person or Phocas may become aware, from time to time, of material non-public information about an investee company or public companies affiliated, or that otherwise do business, with an investee. Such knowledge of material non-public information can be attributed to Phocas, and may create a conflict of interest between the investee company and Phocas. Additionally, these arrangements may expose the employee, and by association Phocas, the Fund and/or other client accounts of Phocas, to certain limitations on the ability to trade in the securities of particular companies; therefore, the Phocas Small Cap Value Fund's and/or Phocas' other clients' abilities to trade in the securities of such companies may become substantially restricted. The Phocas Small Cap Value Fund's and/or Phocas' other clients' abilities to buy and sell such securities may be limited to such times as company insiders are permitted so to do. These limitations may cause the Phocas Small Cap Value Fund and/or Phocas' other clients to forego purchases or sales that it otherwise

would make, thereby potentially exposing the Funds and/or Phocas' other clients to forfeited opportunities.

MFG Core Infrastructure Fund, MFG Global Equity Fund and MFG Global Plus Fund – MFG Asset Management

MFG Asset Management's individual portfolio managers advise multiple accounts for numerous clients. In addition to the MFG Funds, these accounts may include other mutual funds, separate accounts and private investment vehicles. Such portfolios hold positions similar to those in the portfolio that MFG Asset Management manages for each MFG Fund. Positions are bought and sold for all clients based on their investment criteria and MFG Asset Management's investment style. MFG Asset Management has developed and implemented a number of policies and procedures that are designed to ensure that the interests of all MFG Asset Management's clients are protected. Policies that are a part of MFG Asset Management's compliance program address areas such as trade allocations, cross trading, insider trading and trade management. MFG Asset Management has developed trade allocation processes and controls to ensure that no one client, regardless of type, is intentionally favored at the expense of another. Allocation policies are designed to address potential conflicts of interest in situations where two or more accounts, including each MFG Fund, participate in investment decisions involving the same securities. Ongoing and annual reviews are conducted to ensure compliance with the policies and procedures.

Compensation of Portfolio Managers

Timpani Small Cap Growth Fund

The portfolio manager of the Timpani Small Cap Growth Fund is compensated through a base salary. The portfolio manager of the Fund also owns an indirect equity interest in Timpani and may be paid a bonus based on Timpani's gross revenue at the end of each fiscal year.

Phocas Small Cap Value Fund

The portfolio managers of the Fund are compensated with a salary and bonus package. Phocas' bonus pool is determined by Phocas' profits, and distributed equally after payments to Phocas' employees who are not principals of the firm. Phocas' revenue is based in part on the performance and asset size of the Fund. The portfolio managers participate in a company-sponsored retirement plan, and receive standard benefits commensurate with the other employees of the firm. Portfolio managers do not receive deferred compensation.

MFG Core Infrastructure Fund, MFG Global Equity Fund and MFG Global Plus Fund

The compensation of the portfolio manager(s) of each MFG Fund is not exclusively tied to the performance or the value of the assets in the applicable MFG Fund. The compensation of Gerald Stack is comprised of a base salary and a short term incentive. Mr. Stack's short term incentive is determined through consideration of : (a) a percentage of the net revenues earned by MFG Asset Management with respect to all investment strategies managed by the portfolio manager, less an internal allocation of costs; and (b) the relative and absolute performance of the actively managed infrastructure strategies managed by the portfolio manager. The compensation of Ben McVicar is comprised of a base salary and a short term incentive. Mr. McVicar's variable incentive amount is discretionary and is determined by reference to his individual performance, and the overall performance of the group. Variable remuneration is not determined on a formulaic basis but is an outcome of an overall performance appraisal process. Variable remuneration may be in the range of 0 – 100% of the fixed remuneration amount or higher in exceptional circumstances. The variable incentive is paid partly as a current year cash bonus and partly as a

conditional deferred cash bonus amount over periods of up to 3 years. The compensation of Hamish Douglass is comprised of a base salary and a short term incentive that is based on the performance of the investment strategies under his control over a three-year period. Mr. Douglass' variable incentives are not paid up front but rather payment is deferred over the subsequent three financial years.

Ownership of Fund Shares by Portfolio Managers

The following table sets forth the dollar range of Fund shares beneficially owned by each portfolio manager as of June 30, 2018, stated using the following ranges: None, \$1-\$10,000, \$10,001-\$50,000, \$50,001-\$100,000, \$100,001-\$500,000, \$500,001-\$1,000,000 or over \$1,000,000.

<u>Fund/Portfolio Manager</u>	<u>Dollar Range of Shares Owned</u>
Timpani Small Cap Growth Fund Brandon M. Nelson	Over \$1,000,000
Phocas Small Cap Value Fund William Schaff Steve Block	\$500,001 - \$1,000,000 \$100,001 - \$500,000
MFG Core Infrastructure Fund Gerald Stack Ben McVicar	None None
MFG Global Equity Fund Hamish Douglass	None
MFG Global Plus Fund Hamish Douglass	None

PORTFOLIO HOLDINGS DISCLOSURE POLICY

The Funds do not provide or permit others to provide information about their portfolio holdings to any third party on a selective basis, except as permitted by the Company's policy regarding disclosure of portfolio holdings (the "Disclosure Policy"). Pursuant to the Disclosure Policy, the Company and each of Frontegra, Timpani and the subadvisers may disclose information about their respective Fund's portfolio holdings only in the following circumstances:

- Each Fund will disclose its portfolio holdings by mailing its annual and semi-annual reports to shareholders approximately two months after the end of the fiscal year and six-month period. In addition, the Company will disclose the portfolio holdings of each Fund as of the end of the first and third fiscal quarters by filing Form N-Q with the SEC, and as of the end of the second and fourth fiscal quarters by filing Form N-CSR with the SEC.
- Each Fund, with the exception of the MFG Funds, will post its full portfolio holdings as of the calendar quarter end on the Company's website no earlier than 10 days after the calendar quarter end.
- With the exception of the MFG Funds, a Fund's top 10 holdings as of the calendar quarter end may be posted on the Company's website no earlier than the posting of the Fund's full

portfolio holdings as of the calendar quarter end on the Company's website, and in no event no earlier than 10 days after the calendar quarter end. The MFG Funds' top 10 holdings will be posted to the Company's website no earlier than 10 days after the calendar quarter end.

- A Fund's top 10 holdings as of a calendar quarter end may be included in Fund fact sheets following the posting of the Fund's full portfolio holdings or top 10 holdings as of the calendar quarter end on the Company's website.
- With respect to each Fund other than the MFG Funds, a Fund's full portfolio holdings as of the calendar quarter end may be included in a quarterly report provided to certain shareholders of the Fund or to consultants for their databases following posting of the portfolio holdings on the Company's website or, for Funds with a calendar quarter year-end, after filing Form N-Q and Form N-CSR with the SEC. The MFG Funds may include top 10 holdings in quarterly reports to shareholders or consultants following posting of top 10 holdings on the Company's website.
- Disclosure of full portfolio holdings as of a particular calendar quarter end (limited to top 10 holdings in the case of the MFG Funds) may be made in response to inquiries from consultants, existing shareholders or prospective shareholders following posting of the full portfolio holdings or top 10 holdings, as the case may be, on the Company's website.
- With respect to the MFG Funds, a Fund's portfolio holdings may be included in commentary provided to consultants, existing shareholders or prospective shareholders, provided that such commentary is posted on the Company's website prior to the dissemination of such commentary.
- An Adviser or a subadviser may disclose Fund portfolio holdings in regulatory filings and to the Funds' service providers (the administrator, fund accountant, custodian, transfer agent, independent accountant, legal counsel and financial printer) in connection with the fulfillment of their duties to the Fund and Company. Such disclosures generally are made to the service providers on a quarterly basis in connection with the preparation of regulatory filings but may be provided more frequently if necessary. Service providers that receive disclosures of the Funds' portfolio holdings are required to maintain the confidentiality of the information either by contract or by law.
- Each Fund's portfolio holdings as of each calendar quarter end will be disclosed to the rating agencies listed below no earlier than 10 days after calendar quarter end. The MFG Funds will not disclose portfolio holdings to rating agencies.

Morningstar, Inc.

Lipper, Inc.

Standard & Poor's Ratings Group

Bloomberg L.P.

Informais

Thomson Financial Services

Vickers Stock Research Corporation

Capital Bridge, Inc.

eVestment Alliance

- An Adviser or subadviser is also permitted to disclose the portfolio holding of the applicable Funds to certain service providers as indicated below:

Timpani (for the Timpani Small Cap Growth Fund)

- Institutional Shareholder Services, Inc. – daily, for proxy voting services

Phocas (for the Phocas Small Cap Value Fund)

- Institutional Shareholder Services, Inc. – daily, for proxy voting services

MFG Asset Management (for the MFG Funds)

- Glass, Lewis & Co. – daily, for proxy recordkeeping services
- Mainstream FundServices Pty Limited – daily, for back office operational support
- A Fund’s portfolio holdings may also be disclosed in cases where other legitimate business purposes of the Fund are served by such disclosure provided that, if prior to the public disclosure of such information, (a) the Company’s Chief Compliance Officer authorizes the disclosure and determines that there are no conflicts of interest between the Fund’s shareholders and an Adviser or subadviser and (b) the recipient is required to maintain the confidentiality of the information either by contract or by law.

The Company is prohibited from entering into any other arrangements to disclose information regarding the Funds’ portfolio securities without prior approval of the Board. No compensation or other consideration may be received by the Funds, an Adviser or any subadviser in connection with the disclosure of portfolio holdings in accordance with this policy.

The Chief Compliance Officer monitors compliance with the Disclosure Policy and reports any violations to the Board. The Board will review any disclosures of Fund portfolio holdings outside of the permitted disclosures described above on a quarterly basis to ensure that disclosure of information about portfolio holdings is in the best interest of Fund shareholders and to address any conflicts between the interests of the Fund shareholders and those of an Adviser, subadviser or any other Fund affiliate.

PROXY VOTING POLICIES

The Board has adopted proxy voting procedures that delegate to the Advisers the authority to vote proxies, subject to the supervision of the Board. The Board also authorized Frontegra to delegate its authority to vote proxies to each Fund’s subadviser pursuant to the subadvisory agreement, if Frontegra believes that the subadviser is in the best position to make voting decisions on behalf of a Fund. In addition, the Board authorized the Advisers and each subadviser to retain a third party voting service to provide recommendations on proxy votes or vote proxies on a Fund’s behalf. The Funds’ proxy voting procedures provide that, in the event of a conflict between the interests of an Adviser or a subadviser and a Fund with regard to a proxy vote, the conflict will be resolved by a majority of the independent directors or by such other method approved by the Board.

Timpani’s proxy voting policies provide that Timpani will vote proxies with respect to client securities in a manner consistent with the best interest of clients and the Timpani Small Cap Growth Fund’s shareholders. Timpani has adopted proxy voting guidelines established by ISS to be followed in most cases, unless client interests or specific voting issues require otherwise. A copy of the 2018 ISS proxy voting guidelines can be found on the ISS website at <https://www.issgovernance.com/file/policy/2018-US-Voting-Guidelines.pdf>. Proxy solicitations that might involve a conflict of interest between Timpani and client interests will be handled in one of the following ways:

- Vote the securities in accordance with the pre-determined policy based upon ISS recommendations;
- Refer the proxy to the client or to a fiduciary of the client for voting purposes;

- Suggest that the client engage another party to determine how the proxy should be voted; or
- Disclose the conflict to the client or, with respect to a U.S. registered mutual funds, a fund's Board of Directors (or its delegates) and obtain the client's or Board's direction to vote the proxies.

Phocas has adopted the ISS 2018 U.S. Proxy Voting Guidelines. Accordingly, all proxies shall be submitted to ISS directly from the custodian and available for review and vote by Phocas' personnel. Phocas will generally vote in line with ISS recommendations, but reserves the right to go against the recommendation if management deems it is in the best interest of the shareholders. The responsibility for administering and overseeing the proxy voting process lies with the CCO and President of Phocas. Phocas' CCO or designee will review Phocas' Proxy Policies and update them as necessary. Phocas' proxy voting policies and procedures are designed to ensure that proxies are properly voted and any material conflicts are resolved in the best interest of the Fund. If Phocas detects a conflict of interest, it will, at its expense, engage the services of an outside proxy voting service or consultant who will provide an independent recommendation on the direction in which Phocas should vote on the proposal. The proxy voting service's or consultant's determination will be binding on Phocas. Each vote is ultimately cast on a case-by-case basis, taking into consideration Phocas' contractual obligations and other relevant facts and circumstances at the time of the vote. A copy of the complete ISS 2018 U.S. Proxy Voting Guidelines may be found on the ISS website at <https://www.issgovernance.com/file/policy/2018-US-Voting-Guidelines.pdf>.

MFG Asset Management's proxy voting policies provide that MFG Asset Management will vote proxies with respect to client securities in a manner designed to promote the economic interests of its clients. With respect to the MFG Funds, MFG Asset Management's proxy voting guidelines provide that MFG Asset Management will review proposed company resolutions on a case by case basis, exercising voting rights as deemed appropriate by MFG Asset Management to ensure that companies act in the best interest of their shareholders. In exercising its voting discretion, MFG Asset Management does not intend to become involved in the day to day management issues of companies but will exercise voting rights to ensure that companies act in the best interest of their shareholders and, in appropriate cases, to improve the corporate governance of investee companies. MFG Asset Management may consider the size of its holdings and the likelihood that exercising voting rights will influence the outcome of the vote, as well as the advantage which may result from exercising voting rights. If MFG Asset Management determines that a proxy solicitation involves a conflict of interest or perceived conflict of interest between MFG Asset Management and client interests, MFG Asset Management's Proxy Voting Committee will meet to determine steps to manage the potential conflict. Possible resolutions may include voting in accordance with the recommendations of a third party research provider, refraining from exercising its proxy voting rights or disclosing the conflict to its client and obtain the client's direction to vote the proxy.

Each Fund's proxy voting record for the most recent 12-month period ended June 30, if applicable, is available without charge, either upon request, by calling toll free, 1-888-825-2100, or by accessing the SEC's website at <http://www.sec.gov>.

FUND TRANSACTIONS AND BROKERAGE

As used in this section, the term "Advisers" means Timpani, Phocas and MFG Asset Management.

The Advisers are responsible for decisions to buy and sell securities for the applicable Funds and for the placement of the Funds' securities business, the negotiation of the commissions to be paid on such transactions and the allocation of portfolio brokerage. The Advisers seek the best execution available

with respect to each transaction, in light of the overall quality of brokerage and research services provided to the Advisers or the Funds. Purchases may be made from underwriters, dealers and, on occasion, the issuers. Commissions will be paid on the Funds' portfolio transactions, including futures and options transactions. The purchase price of portfolio securities purchased from an underwriter or dealer may include underwriting commissions and dealer spreads. The Funds may pay mark-ups on principal transactions. Brokerage will not be allocated based on the sale of a Fund's shares.

For the fiscal periods ended June 30, 2018, 2017, and 2016, the Funds paid the brokerage commissions listed in the following table.

Fund	Brokerage Commissions Paid		
	For the Fiscal Period Ended		
	June 30		
	2018	2017	2016
Timpani Small Cap Growth Fund	\$141,437	\$195,279	\$184,088
Phocas Small Cap Value Fund	\$28,302	\$16,711	\$17,736
MFG Core Infrastructure Fund	\$48,791	\$38,660	\$16,956
MFG Global Equity Fund	\$80,929	\$99,357	\$100,843
MFG Global Plus Fund	\$51,190	\$46,196 ⁽¹⁾	\$4,687

⁽¹⁾ The increase in brokerage commissions from fiscal 2016 to fiscal 2017 is due to a material increase in the MFG Global Plus Fund's assets.

Section 28(e) of the Securities Exchange Act of 1934 ("Section 28(e)") permits an investment adviser, under certain circumstances, to cause an account to pay a broker or dealer who supplies brokerage and research services a commission for effecting a transaction in excess of the amount of commission another broker or dealer would have charged for effecting the transaction. Brokerage and research services include (a) furnishing advice as to the value of securities, the advisability of investing, purchasing or selling securities and the availability of securities or purchasers or sellers of securities; (b) furnishing analyses and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy and the performance of accounts; and (c) effecting securities transactions and performing functions incidental thereto (such as clearance, settlement and custody).

In selecting brokers and negotiating commissions, the Advisers consider several factors, including: the firm's reliability, the quality of its execution services on a continuing basis, its financial condition, investment and market information and other research, such as economic, securities and performance measurement research and the quality and reliability of brokerage services, including execution capability, performance and financial responsibility. Accordingly, the commissions charged by any such broker may be greater than the amount another firm might charge if the Advisers determine in good faith that the amount of such commissions is reasonable in relation to the value of the research information and brokerage services provided by such broker to the Funds. The Advisers believe that the research information received in this manner provides the Funds with benefits by supplementing the research otherwise available to the Funds. With respect to MFG Asset Management, all research is paid for by MFG Asset Management pursuant to execution only brokerage rates with a panel of approved brokers. Although the MFG Funds do not currently pay "soft dollar" commissions for research, the MFG Asset Management Subadvisory Agreement authorizes the MFG Funds to pay higher commissions for research in accordance with the following requirements. The MFG Asset Management Subadvisory Agreement, the Phocas Subadvisory Agreement and the Timpani Advisory Agreement provide that such higher commissions will not be paid by the Funds unless (a) the Adviser determines in good faith that the

amount is reasonable in relation to the services in terms of the particular transaction or in terms of the Adviser's overall responsibilities with respect to the accounts as to which they exercise investment discretion; (b) such payment is made in compliance with the provisions of Section 28(e), other applicable state and federal laws, and the subadvisory agreements or Timpani Advisory Agreement; and (c) in the opinion of the Advisers, the total commissions paid by the Funds will be reasonable in relation to the benefits to the Funds over the long term. The investment advisory fees paid by the Funds under the Advisory Agreements are not reduced as a result of the receipt of research services by the Advisers. Timpani obtains and Phocas may obtain proprietary and third party research through client commission arrangements. Although MFG Asset Management pays from its own resources for investment research, MFG Asset Management may receive proprietary and third party research from any of the brokers with which it executes client transactions.

In a client commission arrangement a portion of the commission paid by an Adviser is allocated to an account held by the broker to purchase research services either from the executing broker or another broker. The client commission arrangements, as well as the research provided in connection with such arrangements, are intended to comply with Section 28(e), and the SEC's related interpretative guidance. Participating in client commission arrangements enables an Adviser to consolidate payments for research services through one or more channels using accumulated client commissions. Such arrangements also help to facilitate an Adviser's receipt of research services and ability to provide best execution in the trading process. The Advisers also believe such research services are useful in their investment decision-making processes by, among other things, providing access to resources that might not be available to them absent such arrangements. Currently, Timpani participates in client commission arrangements.

The Funds are required to identify any brokerage transactions during their most recent fiscal year that were directed to a broker because of research services provided, along with the amount of any such transactions and any related commissions paid by the Funds. During the fiscal year ended June 30, 2018, the Timpani Small Cap Growth Fund paid commissions of \$73,990 to brokers who provided research services to Timpani on transactions having a total value of \$82,321,075.

The Advisers place portfolio transactions for other advisory accounts that they manage. Research services furnished by firms through which the Funds effect their securities transactions may be used by the Advisers in servicing all of their accounts. Not all of such services may be used by the subadvisers or Timpani in connection with the Funds. The Advisers believe it is not possible to measure separately the benefits from research services to each of the accounts (including the Funds) managed by them. Because the volume and nature of the trading activities of the accounts are not uniform, the amount of commissions in excess of those charged by another broker paid by each account for brokerage and research services will vary. However, the Advisers believe such costs to the Funds will not be disproportionate to the benefits received by the Funds on a continuing basis. The Advisers seek to allocate portfolio transactions equitably whenever concurrent decisions are made to purchase or sell securities by the Funds and another advisory account. In some cases, this procedure could have an adverse effect on the price or the amount of securities available to the Funds. In making such allocations between the Funds and other advisory accounts, the main factors considered by the subadvisers or Timpani are the respective investment objectives, the relative size of portfolio holdings of the same or comparable securities, the availability of cash for investment and the size of investment commitments generally held.

CUSTODIAN

As custodian of the Funds' assets, U.S. Bank, N.A., 1555 N. River Center Drive, Suite 302, Milwaukee, Wisconsin 53212, has custody of all securities and cash of each Fund, delivers and receives

payment for securities sold, receives and pays for securities purchased, collects income from investments and performs other duties, all as directed by the officers of the Company.

TRANSFER AGENT

U.S. Bancorp Fund Services, LLC, 615 E. Michigan Street, Third Floor, Milwaukee, Wisconsin 53202, an affiliate of U.S. Bank, N.A., acts as transfer agent for the Funds.

ADMINISTRATOR AND FUND ACCOUNTANT

U.S. Bancorp Fund Services, LLC, doing business as U.S. Bank Global Fund Services (“Fund Services”) also provides administrative and fund accounting services to the Funds pursuant to separate Administration and Fund Accounting Agreements. Under these Agreements, Fund Services calculates the daily net asset value of each Fund and provides administrative services (which include clerical, compliance and regulatory services such as filing all required federal income and excise tax returns and state property tax returns, assisting with regulatory filings, preparing financial statements and monitoring expense accruals). For the foregoing services, Fund Services receives from the Funds a fee, computed daily and payable monthly, based on the Company’s average net assets. For the fiscal years ended June 30, 2018, 2017, and 2016, Fund Services received \$537,115, \$484,799 and \$453,901, respectively, from the Company, including two former series of the Company, for such services.

SHAREHOLDER MEETINGS

Maryland law permits registered investment companies, such as the Company, to operate without an annual meeting of shareholders under specified circumstances if an annual meeting is not required by the 1940 Act. The Company has adopted the appropriate provisions in its Bylaws and may, at its discretion, not hold an annual meeting in any year in which the election of directors is not required to be acted on by shareholders under the 1940 Act.

The Company’s Bylaws also contain procedures for the removal of directors by shareholders of the Company. At any meeting of shareholders, duly called and at which a quorum is present, the shareholders may, by the affirmative vote of the holders of a majority of the votes entitled to be cast thereon, remove any director or directors from office and may elect a successor or successors to fill any resulting vacancies for the unexpired terms of removed directors.

DISTRIBUTION OF FUND SHARES

Distributor

The Distributor, Frontegra Strategies, LLC, located at 400 Skokie Boulevard, Suite 500, Northbrook, Illinois 60062, is the principal distributor of the Funds’ shares. Under a Distribution Agreement between the Company and the Distributor, the Distributor offers the Funds’ shares on a continuous, best efforts basis. The Distributor is owned by FNAH and is managed by Mr. Forsyth. See “Frontegra Asset Management Inc.—Ownership and Related Companies” for a discussion of the Distributor’s affiliates. As compensation for its services under the Distribution Agreement, for Class Y shares of the applicable Funds, the Distributor may be reimbursed for certain activities according to the plan adopted by the Company pursuant to Rule 12b-1 Plan, discussed below. During each of the fiscal years ended June 30, 2018, 2017, and 2016, the Distributor did not receive commissions or other compensation for the sale of Fund shares.

The Distribution Agreement has an initial term of up to two years and will continue in effect only if such continuance is specifically approved at least annually by the Board or by a vote of a majority of each Fund's outstanding securities and, in either case, by a majority of the directors who are not parties to the Distribution Agreement or "interested persons" (as defined in the 1940 Act) of any such party. The Distribution Agreement is terminable without penalty by the Company on behalf of each Fund on 60 days written notice when authorized either by a majority vote of each Fund's shareholders or by vote of a majority of the Board, including a majority of the directors who are not "interested persons" (as defined in the 1940 Act) of the Company, or by the Distributor on 60 days written notice, and will automatically terminate in the event of its "assignment" (as defined in the 1940 Act).

Rule 12b-1 Plan

Class Y shares of the Timpani Small Cap Growth and MFG Global Plus Funds are subject to a distribution plan adopted by the Company pursuant to Rule 12b-1 under the 1940 Act (the "Plan"). The Plan authorizes payments by the Fund at an annual rate of up to 0.25% of the average daily net asset value of the Class Y shares of these Funds. The Plan provides that the Distributor will act as distributor of the Class Y shares of these Funds, and it permits the payment of fees to the Distributor or others, such as mutual fund supermarkets, brokers, dealers, administrators and other financial intermediaries (collectively, "Financial Intermediaries"), as reimbursement for activities primarily intended to result in the sale of shares of the Funds. Such activities typically include advertising, compensation for sales and marketing activities by Financial Intermediaries, and the production and dissemination of prospectuses and sales and marketing materials. To the extent any activity is one which a Fund may finance without the Plan, such Fund may also make payments to finance such activity outside the Plan and not subject to its limitations. As of June 30, 2018, the Class Y shares of the MFG Global Plus Fund had not commenced operations. During the fiscal year ended June 30, 2018, Class Y shares of the Timpani Small Cap Growth Fund incurred Rule 12b-1 fees of \$11,299, all of which was used to compensate broker-dealers and other financial intermediaries.

The Plan is a reimbursement-type plan, which means that the Class Y shares of the Timpani Small Cap Growth and MFG Global Plus Funds pay the Distributor and other qualified recipients an amount necessary to reimburse the Distributor and Financial Intermediaries for their allocated share of expenses incurred pursuant to the Plan for the period, up to a maximum annual rate of 0.25% of the average daily net assets attributable to Class Y shares. Payments by a Fund under the Plan may be made to reimburse the Distributor and Financial Intermediaries for services provided in connection with the distribution of these Funds' Class Y shares to investors. The Plan increases the Class Y shares' expenses from what they would otherwise be. The Funds may engage in joint distribution activities with other Class Y shares of the Frontier Funds and to the extent the expenses are not allocated to a specific Frontier Fund, expenses will be allocated based on a Fund's net assets.

Administration of the Plan is regulated by Rule 12b-1 under the 1940 Act, which requires that the Board receive and review at least quarterly reports concerning the nature and qualification of expenses which are made, that the Board, including a majority of the independent directors, approve all agreements implementing the Plan and that the Plan may be continued from year-to-year only if the Board, including a majority of the independent directors, concludes at least annually that continuation of the Plan is likely to benefit shareholders. The Plan is designed to encourage Financial Intermediaries to provide distribution services to the Fund and holders of Class Y shares.

Interests in the Plan

Frontegra and Timpani, in their capacity as the Funds' investment advisers, MFG Asset Management in its capacity as subadviser, and the Distributor, in its capacity as principal distributor of

Fund shares, have direct and/or indirect financial interests in the Plan. Mr. Forsyth has indirect financial interests in the Plan through his indirect equity ownership in Timpani and his minority interest in FNAH. No other “interested person” of the Funds, as defined in the 1940 Act, and no director of the Funds who is not an “interested person” has or had a direct or indirect financial interest in the Plan or any related agreement.

Anticipated Benefits to the Funds

The Plan, including a form of the Rule 12b-1 related agreement, was approved by the Board, including all of the directors who are not interested persons (as defined in the 1940 Act) of the Funds and have no direct or indirect financial interest in the Plan or any related agreements (the “Rule 12b-1 Independent Directors”). The continuation of the Plan is approved annually by the Board, including a majority of the Rule 12b-1 Independent Directors. The Board has determined that the Plan is likely to benefit Class Y shares of the Timpani Small Cap Growth and MFG Global Plus Funds by providing an incentive for Financial Intermediaries to engage in sales and marketing efforts on behalf of these Funds and to provide enhanced services to Class Y shareholders. Under the Plan, the Distributor provides the Board and the directors review, at least quarterly, a written report of the amounts expended under the Plan and the purposes for which such expenditures were made. As part of this quarterly review of the Plan, the directors will consider the continued appropriateness of the Plan and the level of compensation payable thereunder.

Payments to Financial Intermediaries

The Distributor, an Adviser and/or their affiliates may pay compensation, out of their own resources and without additional cost to the Funds or their shareholders, to financial intermediaries for services provided to clients who hold Fund shares, for introducing new shareholders to the Funds and for administrative, sub-accounting and shareholder services. This practice is referred to as “revenue sharing.” These payments, if made, would be in addition to the 12b-1 and shareholder servicing fees payable out of Fund assets to firms that provide services to shareholders of Service Class and Class Y shares. Payments may be structured as a flat fee, a percentage of net sales or net assets (or a combination thereof) or a fee based on the number of underlying client accounts.

PURCHASE, PRICING AND REDEMPTION OF SHARES

Shares of each Fund are sold on a continuous basis at each Fund’s net asset value. As set forth in the Prospectus under “Valuation of Fund Shares,” each Fund’s net asset value per share is determined as of the close of trading on the New York Stock Exchange (“NYSE”) (generally 4:00 p.m., Eastern Time) on each day the NYSE is open for business. A Fund is not required to calculate its net asset value on days during which that Fund receives no orders to purchase shares and no shares are tendered for redemption. Net asset value is calculated by taking the market value of the Fund’s total assets, including interest or dividends accrued, but not yet collected, less all liabilities, and dividing by the total number of shares outstanding. The result, rounded to the nearest cent, is the net asset value per share.

In determining net asset value, expenses are accrued and applied daily and securities and other assets for which market quotations are available are valued at market value. Debt securities are valued by using an evaluated bid price provided by a pricing service. If closing bid and asked prices are not readily available, the pricing service may provide a price determined by a method used to value fixed income securities without relying exclusively on quoted prices. Common stocks and other equity-type securities are valued at the last trade price on the national securities exchange (other than NASDAQ) on which such securities are primarily traded, and securities traded on NASDAQ are valued using the NASDAQ Official Closing Price. However, securities traded on a national securities exchange or NASDAQ for which there

were no transactions on a given day are valued at the most recent bid price. Securities not listed on a national securities exchange or NASDAQ are valued at the most recent sale price.

Any securities or other assets for which market quotations are not readily available are valued at fair value as determined in good faith by the Board or its delegate. The Board has approved the use of pricing services to assist the Funds in the determination of net asset value. Short-term fixed income securities maturing within 60 days or less, which are not priced by a pricing service, may be valued by the amortized cost method.

Most securities that are primarily traded on foreign exchanges generally are valued at the last sale price of such securities on their respective exchange. In certain countries market maker prices, usually the mean between the bid and ask prices, are used. In certain circumstances, such as when a significant event occurs in a foreign market so that the last sale price no longer reflects actual value, the fair value of these securities may be determined using the fair value procedures described above. In valuing assets, prices denominated in foreign currencies are converted to U.S. dollar equivalents at the current exchange rate.

Purchases In Kind. Shares of a Fund may be purchased “in kind,” subject to the approval of an Adviser and/or subadviser and their determination that the securities are acceptable investments for a Fund and that they have a value that is readily ascertainable in accordance with the applicable Fund’s valuation policies. In an in kind purchase, investors transfer securities to the Fund in exchange for Fund shares. Securities accepted by a Fund in an in kind purchase will be valued at market value. In general, investors transferring securities for shares will be treated, for federal income tax purposes, as if they sold the transferred securities at their fair market value and used the proceeds to purchase shares of a Fund, and a Fund’s tax basis in the transferred securities will be equal to their fair market value.

Redemptions In Kind. The Company has filed an election pursuant to Rule 18f-1 under the 1940 Act which provides that each Fund is obligated to redeem shares solely in cash up to \$250,000 or 1% of the net asset value of the shares of the Fund being redeemed, whichever is less for any one shareholder within a 90-day period. Any redemption beyond this amount may be made in assets other than cash, such as securities or other property. Securities delivered in payment of redemptions are valued at the same value assigned to them in computing the applicable Fund’s net asset value per share. Shareholders receiving such securities are likely to incur brokerage costs on their subsequent sales of such securities. For federal income tax purposes, redemptions in kind are taxed in the same manner as redemptions made in cash. The subsequent sale of securities received in kind may result in realized gains or losses for federal income tax purposes.

ANTI-MONEY LAUNDERING PROGRAM

The Company has established an Anti-Money Laundering Compliance Program (the “Program”) as required by the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA PATRIOT Act”). In order to ensure compliance with this law, the Company’s Program provides for the development of internal practices, procedures and controls, the designation of an anti-money laundering compliance officer, an ongoing training program, an independent audit function to determine the effectiveness of the Program and a customer identification program. Elyce D. Dilworth serves as the Company’s Anti-Money Laundering Compliance Officer.

Procedures to implement the Program include, but are not limited to, determining that the Funds’ transfer agent has established proper anti-money laundering procedures that require it to report suspicious and/or fraudulent activity, verify the identity of new shareholders, check shareholder names against

designated government lists, including the Office of Foreign Asset Control (“OFAC”), and undertake a complete and thorough review of all new account applications.

TAXATION OF THE FUNDS

Changes in income tax laws, potentially with retroactive effect, could impact a Fund’s investments or the tax consequences to you of investing in a Fund. Some of the changes could affect the timing, amount and tax treatment of a Fund’s distributions made to shareholders. Please consult your tax adviser before investing.

If your shares are held in a taxable account, you should be aware of the following federal income tax implications. Each Fund intends to qualify and elect to be taxed as a “regulated investment company” under Subchapter M of the Code. If so qualified, each Fund will not be liable for federal income or excise taxes at the Fund level on amounts distributed to shareholders, provided that investment company taxable income and net capital gain are sufficiently distributed to shareholders on a timely basis and each Fund meets certain requirements regarding the sources of its income and the diversification of its assets. Pursuant to the Code, each Fund will be treated as a separate entity for federal income tax purposes. In the event that a Fund fails to qualify as a “regulated investment company” and does not obtain relief from such failure, it will be treated as a regular corporation for federal income tax purposes. In this event, a Fund would be subject to federal income taxes on the full amount of its investment company taxable income and net capital gains, and any distributions made by such Fund to the extent of its then-current and accumulated earnings and profits would be taxable as dividend income to the Fund’s shareholders. This would increase the cost of investing in such Fund for shareholders and would make it more economical for shareholders to invest directly in securities held by the Fund instead of investing indirectly in such securities through the Fund.

Each Fund intends to distribute at least annually to its shareholders all or substantially all of its investment company taxable income and net capital gain. For federal income tax purposes, distributions of each Fund’s investment company taxable income (which includes, generally, dividends, interest, the excess of any net short-term capital gain over net long-term capital loss, and net gain from foreign currency transactions), if any, generally are taxable to you as ordinary income whether reinvested in additional Fund shares or received in cash, unless such distributions are attributable to and reported by the Fund as “qualified dividend income.” For non-corporate shareholders, “qualified dividend” income is eligible for the reduced federal income tax rates applicable to long-term capital gains if the shareholder meets certain holding period requirements.

Distributions of investment company taxable income will be taxed at the ordinary income tax rate applicable to the shareholder. Distributions of net capital gain (the excess of net long-term capital gain over net short-term capital loss) will be taxable as long-term capital gains whether reinvested in additional Fund shares or received in cash and regardless of the length of time you have owned your shares. Each Fund will inform shareholders of the federal income tax status of all distributions promptly after the close of each calendar year.

Certain individuals, trusts and estates may be subject to a Medicare tax of 3.8% (in addition to regular income tax). The Medicare tax is imposed on the lesser of (i) a taxpayer’s investment income, net of deductions properly allocable to such income or (ii) the amount by which such taxpayer’s modified adjusted gross income exceeds certain thresholds (\$250,000 for married individuals filing jointly, \$200,000 for unmarried individuals and \$125,000 for married individuals filing separately). The Funds’ distributions are includable in a shareholder’s investment income for purposes of this Medicare tax. In addition, any capital gain realized on the sale, exchange or redemption of a Fund’s shares is includable in a shareholder’s investment income for purposes of this Medicare tax.

Interest and dividends received by a Fund from foreign sources may be subject to income, withholding or other taxes imposed by foreign countries and U.S. possessions that would reduce the yield on its securities. Tax conventions between certain countries and the United States may reduce or eliminate these foreign taxes, however, and many foreign countries do not impose taxes on capital gains realized on investments held by foreign investors. If more than 50% of the value of a Fund's total assets at the close of its taxable year consists of stock and securities of foreign corporations, it will be eligible to, and may, file an election with the Internal Revenue Service ("IRS") that would, in effect, pass through to the shareholders any foreign and U.S. possessions income taxes paid by such Fund. Pursuant to the election, an eligible Fund would treat those taxes as distributions paid to its shareholders and each shareholder would be required to (i) include in gross income, and treat as paid by him, his proportionate share of those taxes paid by such Fund, (ii) treat his share of those taxes and of any distribution paid by such Fund that represents income from foreign or U.S. possessions sources as his own income from those sources, and (iii) either deduct the taxes deemed paid by him in computing his taxable income or, alternatively, use the foregoing information in calculating the foreign tax credit against his federal income tax. If a Fund makes this election, it will report to its shareholders shortly after each taxable year their respective share of income from sources within, and taxes paid to, foreign countries and U.S. possessions.

Under the Foreign Account Tax Compliance Act ("FATCA"), a Fund may be required to withhold a generally nonrefundable 30% tax on (a) distributions of investment company taxable income, and (b) distributions of net capital gain and the gross proceeds of a sale, exchange, or redemption of Fund shares paid after December 31, 2018, to (i) certain "foreign financial institutions" that do not agree to verify, monitor, and report to the IRS the identity of certain of its accountholders, among other things (unless such entity is deemed compliant under the terms of an intergovernmental agreement between the U.S. and the country in which the entity is a tax resident), and (ii) certain "non-financial foreign entities" unless such entity certifies to the Fund that it does not have any substantial U.S. owners or provides the name, address, and taxpayer identification number of each substantial U.S. owner, among other things. This FATCA withholding tax could also affect a Fund's return on its investments in foreign securities or affect a shareholder's return if the shareholder holds a Fund's shares through a foreign intermediary. You are urged to consult your tax adviser regarding the application of this FATCA withholding tax to your investment in a Fund and the potential certification, compliance, due diligence, reporting, and withholding obligations to which you may become subject in order to avoid this withholding tax.

Each Fund maintains its accounts and calculates its income in U.S. dollars. In general, gain or loss (i) from the disposition of foreign currencies and forward currency contracts, (ii) from the disposition of foreign-currency-denominated debt securities that are attributable to fluctuations in exchange rates between the date the securities are acquired and their disposition date, and (iii) attributable to fluctuations in exchange rates between the time a Fund accrues interest or other receivables or expenses or other liabilities denominated in a foreign currency and the time such Fund actually collects those receivables or pays those liabilities, will be treated as ordinary income or loss. A foreign-currency-denominated debt security acquired by a Fund may bear interest at a high nominal rate that takes into account expected decreases in the value of the principal amount of the security due to anticipated currency devaluations. In that case, a Fund would be required to include the interest in income as it accrues but generally would realize a currency loss with respect to the principal only when the principal was received (through disposition or upon maturity).

This section is not intended to be a full discussion of federal income tax laws and the effect of such laws on an investor. There may be other federal, state, local or foreign tax considerations applicable to a particular investor. Investors are urged to consult their own tax advisers.

COST BASIS REPORTING

The Funds are required to report to certain shareholders and the IRS the cost basis of shares acquired on or after January 1, 2012 (“covered shares”), when the shareholder sells, redeems or exchanges such shares. These requirements do not apply to shares held through a tax-deferred arrangement, such as a 401(k) plan or an IRA, or to shares held by tax-exempt organizations, banks, financial institutions, corporations (other than S corporations), credit unions, and certain other entities and governmental bodies. Shares acquired before January 1, 2012 (“non-covered shares”), are treated as if held in a separate account from covered shares. The Funds are not required to determine or report a shareholder’s cost basis in non-covered shares and are not responsible for the accuracy or reliability of any information provided for non-covered shares.

The cost basis of a share is generally its purchase price adjusted for distributions, returns of capital, and other corporate actions. Cost basis is used to determine whether the sale, exchange or redemption of a share results in a capital gain or loss. If you sell, exchange or redeem covered shares during any year, then the Funds will report the gain or loss, cost basis, and holding period of such covered shares to the IRS and you on Form 1099.

A cost basis method is the method by which a Fund determines which specific covered shares are deemed to be sold, exchanged or redeemed when a shareholder sells, exchanges or redeems less than its entire holding of Fund shares and has made multiple purchases of Fund shares on different dates at differing net asset values. If a shareholder does not affirmatively elect a cost basis method, each Fund will use the average cost method, which averages the basis of all Fund covered shares in your account regardless of holding period, and covered shares sold, exchanged or redeemed are deemed to be those with the longest holding period first. Each shareholder may elect in writing (and not over the telephone) any alternate IRS-approved cost basis method to calculate the cost basis in its covered shares. The default cost basis method applied by the Funds or the alternate method elected by a shareholder may not be changed after the settlement date of a sale, exchange or redemption of Fund shares.

If you hold Fund shares through a broker or another nominee, please contact that broker or nominee with respect to the reporting of cost basis and available elections for your account.

You are encouraged to consult your tax adviser regarding the application of these cost basis reporting rules and, in particular, which cost basis calculation method you should elect.

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Cohen & Company, Ltd., 342 N. Water St., Suite 830, Milwaukee, Wisconsin 53202, has been selected as the independent registered public accounting firm for the Funds. Cohen & Company, Ltd. will audit and report on the Funds’ annual financial statements, review certain regulatory reports and the Funds’ federal income tax returns, and perform other auditing and tax services when engaged to do so by the Funds.

FINANCIAL STATEMENTS

The audited financial statements of the Funds for the fiscal year ended June 30, 2018, are incorporated herein by reference to each Fund’s Annual Report to Shareholders as filed with the SEC on September 4, 2018.

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