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This announcement is an advertisement for the purposes of the Prospectus Regulation Rules of the Financial Conduct Authority ("FCA") and not a prospectus and is not an offer of securities for sale in any jurisdiction, including in or into the United States, Australia, Canada, the Republic of South Africa or Japan.

Neither this announcement, nor anything contained herein, shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for any ordinary shares (the "Shares") referred to in this announcement except solely on the basis of the information contained in the prospectus referred to herein (together with any supplementary prospectus, if relevant, the "Prospectus"), including the risk factors set out therein, published by Foresight Group Holdings Limited (the "Company", and together with its subsidiary undertakings "Foresight Group" or "Foresight") today in connection with the offer of Shares in the Company and the admission of such Shares to the premium listing segment of the Official List of the FCA and to trading on the Main Market for listed securities of London Stock Exchange plc (the "London Stock Exchange"). A copy of the Prospectus published by the Company will, following publication, be available for inspection from the Company's registered office and website at [www.fsg-investors.com](http://www.fsg-investors.com) subject to certain access restrictions.

#### **FOR IMMEDIATE RELEASE**

**4 February 2021**

### **Foresight Group Holdings Limited Approval and Publication of Prospectus**

Further to the announcement made earlier today, Foresight Group confirms that its Prospectus has been approved by the FCA and will shortly be published on the Company's website at [www.fsg-investors.com](http://www.fsg-investors.com) subject to certain access restrictions.

The Prospectus relates to the admission of the Company's Shares to the premium listing segment of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange (together, "**Admission**").

The Prospectus has also been submitted to the National Storage Mechanism and will be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

It is expected that Admission will become effective and that unconditional dealings in the Shares will commence at 8.00 am (UK time) on 9 February 2021.

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This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities to any person in the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, the Republic of South Africa, Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. Any securities referred to herein may not be offered or sold in the United States unless registered under the United States Securities Act of 1933, as amended (the "Securities Act"), except pursuant to a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer of Shares referred to herein has not been and will not be registered or qualified for distribution under the Securities Act or under the applicable securities laws of Australia, Canada, the Republic of South Africa or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada, the Republic of South Africa or Japan or for the account or benefit of, any national, resident or citizen of Australia, Canada, the Republic of South Africa or Japan. There will be no public offer of the Shares in the United States, Australia, Canada, the Republic of South Africa, Japan or elsewhere.

This announcement and the Offer is, and will be, addressed to and directed only at persons, in member states of the European Economic Area, who are "**qualified investors**" within the meaning of the EU Prospectus Regulation (2017/1129/ EU) ("Qualified Investors") or to other persons to whom it may lawfully be communicated without the requirement for a prospectus to be approved by any EU competent authority. Any investment or investment activity to which this document relates is available, in any member state of the European Economic Area, only to such persons.

This announcement and the Offer is, and will be, addressed to and directed only at persons, in the United Kingdom, who are (a) both "**qualified investors**" within the meaning of the UK version of the EU Prospectus Regulation (2017/1129/ EU) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") and either (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") or (ii) who are high net worth entities falling within Article 49 of the Order; or (b) other persons to whom it may otherwise lawfully be communicated (all such persons under (a) and (b) together being referred to as "**relevant persons**"). Any investment or investment activity to which this document relates is available in the United Kingdom only to relevant persons.

Any offer and sale of the Shares in Canada will be made on a private placement basis only and will be exempt from the requirement that the Company prepares and files a prospectus under applicable Canadian securities laws. No offer and sale of Shares is or will be made in Canada, except to persons: (a) in the provinces of Ontario, Québec, Alberta, Manitoba or British Columbia; (b) who are a "accredited investor" within the meaning of Section 1.1 of National Instrument 45-106 - *Prospectus Exemptions* ("NI 45-106") of the Canadian Securities Administrators or subsection 73.3(1) of the Securities Act (Ontario), as applicable, and is either purchasing the Shares as principal for its own account, or is deemed to be purchasing the Shares as principal for its own account in accordance with applicable Canadian securities laws, for investment only and not with a view to resale or redistribution; (c) not created or used solely to purchase or hold the Shares as an accredited investor under NI 45-106; (d) who are a "permitted client" within the meaning of National Instrument 31-103 - *Registration Requirements, Exemptions and Ongoing Registrant Obligations* of the Canadian Securities Administrators; and (e) entitled under applicable Canadian securities laws to purchase the Shares without the benefit of a prospectus under such securities laws.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect Foresight Group's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to Foresight Group's business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made. No representation or warranty is made that any forward-looking statement will come to pass.

Each of the Company, Numis Securities Limited ("**Numis**"), Jefferies International Limited ("**Jefferies**") and their respective affiliates as defined under Rule 501(b) of Regulation D of the Securities Act ("affiliates"), directors, officers, employees, advisers and agents, expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Any subscription of Shares in the the Offer should be made solely on the basis of information contained in the Prospectus. The information in this announcement is subject to change. Before subscribing for or purchasing any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks set out in the Prospectus. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement shall not form the basis of or constitute any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

You should not base your financial decision on this announcement. Acquiring securities to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning a possible offer. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of a possible offer for the person concerned.

Nothing contained herein constitutes or should be construed as (i) investment, tax, financial, accounting or legal advice; (ii) a representation that any investment or strategy is suitable or appropriate to your individual circumstances; or (iii) a personal recommendation to you.

Jefferies and Numis (together, the "**Banks**"), each of which is authorised and regulated by the FCA in the United Kingdom are each acting exclusively for the Company and no one else in connection with the Offer. The Banks will not regard any other person as a client in relation to the Offer and will not be responsible to anyone other than the

Company for providing the protections afforded to its clients or for the giving of advice in relation to the Offer or any transaction, matter, or arrangement referred to in this announcement. Apart from the responsibilities and liabilities, if any, which may be imposed on the Banks by FSMA or the regulatory regime established thereunder, neither the Banks nor any of their respective affiliates, directors, personally liable partners, officers, employees, advisers or agents accept any responsibility whatsoever for the contents of this Announcement or for any other statement made or purported to be made by them, or on their behalf, in connection with the Company, the Shares or the Offer. The Banks and each of their respective affiliates, directors, personally liable partners, officers, employees, advisers or agents each accordingly disclaim all and any liability whether arising in tort, contract or otherwise (save as referred to above) which they might otherwise have in respect of this document or any such statement. No representation or warranty express or implied, is made by the Banks or any of their respective affiliates, directors, personally liable partners, officers, employees, advisers or agents as to the accuracy, completeness, verification or sufficiency of the information set out in this announcement.

In connection with the Offer, Numis, Jefferies and any of their respective affiliates, may take up a portion of the Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in the Prospectus, once published, to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by Numis and/or Jefferies and any of their respective affiliates acting in such capacity. In addition, Numis, Jefferies and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Shares. Neither Numis nor Jefferies nor any of their respective affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

#### **Information to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the "Target Market Assessment"). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Numis will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

For the avoidance of doubt, the contents of Foresight Group's website are not incorporated by reference into, and do not form part of, this announcement.

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