

**LEI: 213800NNT42FFIZB1T09**  
**10 August 2023**



**Foresight Group Holdings Limited (the "Company")**  
**Results of Annual General Meeting**

The Company announces the results of voting at its Annual General Meeting ("AGM") held on 10<sup>th</sup> August 2023 and confirms that all resolutions were duly passed as set out below:

Resolutions	Votes For	% of votes cast	Votes Against	% of votes cast	Votes Total	% TVR Voted*	Votes Withheld
Ordinary Resolutions							
1 To receive the accounts of the Company for the financial year ended 31 <sup>st</sup> March 2023 and the report of the Directors and auditors thereon.	102,555,208	100	0	0	102,555,208	88.20	6,396
2 That the Directors' Remuneration Report for the financial year ended 31 <sup>st</sup> March 2023 be approved.	92,439,329	90.13	10,120,457	9.87	102,559,786	88.21	1,818
3 That the final dividend recommended by the Directors of 15.5 pence per ordinary share for the financial year ended 31 <sup>st</sup> March 2023 be declared payable on 20 <sup>th</sup> October 2023 to all members whose names appear on the Company's register of members at 6.00 p.m. on 29 <sup>th</sup> September 2023.	102,561,604	100	0	0	102,561,604	88.21	0
4 To re-appoint Bernard Fairman as a Director of the Company.	100,224,621	97.72	2,336,752	2.28	102,561,373	88.21	231
5 To re-appoint Gary Fraser as a Director of the Company.	102,544,778	99.98	16,595	0.02	102,561,373	88.21	231
6 To re-appoint Geoffrey Gavey as a Director of the Company.	101,300,749	98.77	1,260,624	1.23	102,561,373	88.21	231
7 To re-appoint Michael Liston, OBE, as a Director of the Company.	88,152,729	85.95	14,408,644	14.05	102,561,373	88.21	231
8 To re-appoint Alison Hutchinson, CBE, as a Director of the Company.	101,846,071	99.30	715,302	0.70	102,561,373	88.21	231
9 To re-appoint BDO LLP of 55 Baker Street, London W1U 7EU, as the Company's auditors until the conclusion of the next general	102,561,604	100	0	0	102,561,604	88.21	0

	meeting of the Company at which accounts are laid.							
10	That the Directors be authorised to agree the auditors' remuneration.	102,546,545	99.99	15,059	0.01	102,561,604	88.21	0
<b>Special Resolutions</b>								
11	That the Directors be authorised to allot shares.	93,086,144	90.76	9,475,460	9.24	102,561,604	88.21	0
12	That the disapplication of pre-emption rights generally be authorised.	91,704,911	89.41	10,856,693	10.59	102,561,604	88.21	0
13	That the disapplication of pre-emption rights in connection with an acquisition or specified capital investment be authorised.	93,355,244	91.02	9,206,360	8.98	102,561,604	88.21	0
14	That the Company be authorised to purchase its own shares.	101,544,751	99.02	1,001,794	0.98	102,546,545	88.20	15,059
<b>Ordinary Resolution</b>								
15	That the waiver of Rule 9 be approved	As this resolution may only be passed by the Non-Concert Party Shareholders, please see the table below for the voting results						

\* percentage of the total votes cast vs the total voting rights attributable to the 116,271,212 ordinary voting shares of nil par value.

As the Company has a controlling shareholder (as defined in the Financial Conduct Authority's Listing Rules), the resolutions to elect the independent directors (being resolutions 6 to 8) have, under Listing Rule 9.2.2E, been approved by a majority of the votes cast by:

- the shareholders of the Company as a whole; and
- the independent shareholders of the Company, that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder.

In accordance with the Takeover Code, Resolution 15, to waive the application of Rule 9 of the Takeover Code has been approved by a majority of the votes cast by Non-Concert Party Shareholders.

The votes of the independent shareholders in respect of such resolutions are as follows:

<b>Votes of the Independent Shareholders</b>	<b>Votes For</b>	<b>% of votes cast</b>	<b>Votes Against</b>	<b>% of votes cast</b>	<b>Votes Total</b>	<b>% Total Eligible Voting Shares**</b>	<b>Votes Withheld</b>
<b>Ordinary Resolutions</b>							
6	To re-appoint Geoffrey Gavey as a Director of the Company.	59,840,985	97.94	1,260,624.00	2.06	61,101,609.00	100
7	To re-appoint Michael Liston as a Director of the Company.	46,692,965	76.42	14,408,644.00	23.58	61,101,609.00	100
8	To re-appoint Alison Hutchinson as a Director of the Company.	60,386,307	98.83	715,302.00	1.17	61,101,609.00	100
15	That the waiver of Rule 9 be approved.	31,564,886	51.66	29,535,069.00	48.34	61,099,955.00	100

\*\* percentage of the total votes cast vs the Total Eligible Voting rights attributable to the 41,459,764 ordinary voting shares of nil par value held by the Non-Concert Party Shareholders.

Full details of each of the Concert Party's current shareholdings and their shareholdings if the Resolution 15 was exercised in full are as follows:

<b>Member of Concert Party</b>	<b>Role</b>	<b>Number of Shares</b>	<b>Percentage of issued ordinary share capital</b>	<b>Percentage of issued ordinary share capital following the exercise of Resolution 15 (1)</b>
Bernard Fairman (through Beau Port Investments Limited)	Executive Chairman	32,324,699	27.8	30.9
Gary Fraser (and his wife, Susan Fraser)	Chief Financial Officer and Chief Operating Officer	4,413,365	3.8	4.2
David Hughes	Chief Investment Officer	2,896,250	2.5	2.8

Michael Currie	Head of Retail Sales	1,825,450	1.6	1.7
Total		41,459,764	35.7	39.6

(1) Assuming that: (i) none of the Principal Shareholders has Shares bought back pursuant to authority set out in Resolution 15; (ii) no further Shares are issued; (iii) the authority pursuant to Resolution 15 is exercised in full; (iv) the Resolution 15 is approved by shareholders.

The Board is pleased that all resolutions were duly passed but notes the proportion of votes cast against Resolutions 7 and 15 by the independent shareholders was over 20%. The Board considers both these resolutions to be in the best interests of shareholders a whole and is pleased that Resolutions 7 and 15 were passed with the support of the majority of the Company's shareholders. However, the Board notes the level of dissent and, given the importance of the views of all the Company's shareholders to the Board, it will continue to engage with investors on the above matters to understand the reasons behind the results. An update will be published on that engagement within six months.

## Notes

A 'Vote Withheld' is not a vote in law and has not been counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

The total number of shares on the register at the close of business on 8<sup>th</sup> August 2023, being those eligible to be voted on at the AGM, was 116,271,212. A copy of the resolutions can be found in the Notice of Meeting available at: <https://www.fsg-investors.com/shareholder-centre>

This announcement is made pursuant to the requirements of Listing Rules 9.6.18. Copies of the resolutions approved by shareholders which do not constitute ordinary business will be submitted as soon as practicable to the Financial Conduct Authority and will shortly be available for inspection via the National Storage Mechanism:

<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

The results will also be made available on the Company's website:

<https://www.fsg-investors.com/shareholder-centre>

## For further information contact:

### Foresight Group

Jo Nicolle

[jnicolle@foresightgroup.gg](mailto:jnicolle@foresightgroup.gg)

+44 (0) 7790 804263

### Citigate Dewe Rogerson (Public relations adviser to Foresight Group)

Caroline Merrell

[caroline.merrell@citigatedewerogerson.com](mailto:caroline.merrell@citigatedewerogerson.com)

+44 (0) 7852 210 329

Toby Moore

[toby.moore@citigatedewerogerson.com](mailto:toby.moore@citigatedewerogerson.com)

+44 (0) 7768 981 763

## Corporate Brokers

### Jefferies

James Umbers

+44 (0) 20 7029 8000

### Numis

Stephen Westgate

+44 (0) 20 7260 1000

## About Foresight Group Holdings Limited

Foresight Group was founded in 1984 and is a leading listed infrastructure and private equity investment manager. With a long-established focus on ESG and sustainability-led strategies, it aims to provide attractive returns to its institutional and private investors from hard-to-access private markets. Foresight manages over 350 infrastructure assets with a focus on solar and onshore wind assets, bioenergy and waste, as well as renewable energy enabling projects, energy efficiency management solutions, social and core infrastructure projects and sustainable forestry assets. Its private equity team manages eleven regionally focused investment funds across the UK and an SME impact fund supporting Irish SMEs. This team reviews over 2,500 business plans each year and currently supports more than 250 investments in SMEs. Foresight Capital Management manages four strategies across seven investment vehicles.

Foresight operates in eight countries across Europe, Australia and United States with Group AUM of £12.0 billion<sup>1</sup>. Foresight Group Holdings Limited listed on the Main Market of the London Stock Exchange in February 2021. <https://www.foresightgroup.eu/shareholders>

<sup>1</sup>Based on unaudited AUM as at 30 June 2023.

E&OE - In Transmission  
END OF ANNOUNCEMENT

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact [rns@lseg.com](mailto:rns@lseg.com) or visit [www.rns.com](http://www.rns.com).

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

RAGSFLFISESDA