

Foresight Group Holdings Limited - Commencement of share buyback programme

LEI: 213800NNT42FFIZB1T09

27 October 2023

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Foresight Group Holdings Limited ("Foresight", the "Company" or the "Group"), a sustainability-led infrastructure and private equity investment manager, is pleased to announce that it has appointed Numis Securities Limited (which is trading for these purposes as Deutsche Numis) ("Deutsche Numis") to conduct a share buyback programme of up to £5 million for Foresight (in accordance with certain pre-set parameters) (the "Share Buyback") to buy back (repurchase) Ordinary Shares (as defined in Foresight's articles of incorporation) (the "shares" or "Ordinary Shares") in the capital of Foresight. Deutsche Numis will be authorised by the board of directors of Foresight (the "Board") to make trading decisions in relation to the Share Buyback independently of Foresight.

The Share Buyback will take place within the limitations of the authority granted to the Board of Foresight at its annual general meeting ("General Authority"), held on 10 August 2023 (the "AGM"), pursuant to which the maximum number of shares which may be bought back is 11,627,121.

About the Share Buyback

- The Share Buyback will be financed through existing cash resources.
- The aggregate number of Ordinary Shares acquired by the Company pursuant to the Share Buyback shall not exceed the maximum number of Ordinary Shares which the Company is authorised to purchase pursuant to the General Authority.
- In accordance with the General Authority, the maximum price paid per Ordinary Share acquired by the Company pursuant to the Share Buyback is to be no more than the higher of (i) 105% of the average middle market closing price of an Ordinary Share on the London Stock Exchange for the five business days preceding the date of purchase; and (ii) the higher of the price of the last independent trade of an Ordinary Share, and the highest independent bid for the Ordinary Shares as derived from the London Stock Exchange Trading System at the time of the purchase. Further, in accordance with the General Authority the minimum price payable per Ordinary Share acquired by the Company pursuant to the Share Buyback is £nil.
- The Share Buyback will commence on the date of this announcement and will continue until the earlier of the expiration of the General Authority or until the number of Ordinary Shares equal to the maximum pecuniary amount have been purchased under the Share Buyback or the process is terminated or paused.
- The purchased Ordinary Shares will be held by the Group in treasury at the Group's discretion for later reissue or cancellation. Shares held in treasury are, subject to the Companies (Guernsey) Law, 2008, not entitled to distributions or dividends and the rights and obligations of such shares shall be suspended (including any voting rights at the Group's general meetings).
- Shareholders approved a waiver of Rule 9 of the Takeover Code at the AGM. If the General Authority was exercised in full, as the concert party of Bernard Fairman, Gary Fraser and David Hughes are not participating, their aggregate shareholdings would increase from 34.1% to 37.9%.
- Share repurchases will take place in open market transactions and may be made from time to time depending on market conditions, share price and trading volume. There is no certainty that any buybacks will be completed. The Share Buyback may be paused at any time if deemed appropriate by Deutsche Numis with respect to the market conditions.
- The Company confirms that it is not in a closed period and currently has no unpublished inside information.
- The Share Buyback will operate in accordance with and under the terms of the relevant General Authority, and within the regulatory limit on the quantity of Ordinary Shares the Company may purchase on a single day. The Share Buyback will be conducted within the parameters of the Market Abuse Regulation 596/2014/EU and the delegated regulations made pursuant to it (as incorporated into English law by virtue of the European Union (Withdrawal) Act 2018 and as amended from time to time).
- However, there will be circumstance where the Group conducts share repurchases

- such that they exceed 25 per cent of the average daily volume in Ordinary Shares for the 20 trading days prior to the share repurchase.
As at 26 October 2023, the Group's total issued share capital consisted of 116,271,212 Ordinary Shares, with one voting right per share. The Group does not as at this date hold any Ordinary Shares in treasury. Therefore, the total number of voting rights in the Group was 116,271,212.

The Board has determined that the commencement of a share buyback programme is an optimal use of cash resources and is in the best interests of the Company and its shareholders.

For further information please contact:

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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 400 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 AUM of £12.1 billion*. Foresight Group Holdings Limited listed on the Main Market of the London Stock Exchange in February 2021 and is a constituent of the FTSE250 index. <https://www.foresightgroup.eu/shareholders>

*Based on unaudited AUM as at 30 September 2023.

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