

LEI: 213800NNT42FFIZB1T09  
 02 August 2024



**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 2<sup>nd</sup> August 2024 and confirms that all resolutions were duly passed as set out below:

Resolutions		Votes For	% of Votes Cast For	Votes Against	% of Votes Cast Against	Total Votes Cast	%
<b>Ordinary Resolutions</b>							
1	To receive the accounts of the Company for the financial year ended 31st March 2024 and the report of the Directors and auditors thereon.	102,273,773	100.00	0	0	102,273,773	
2	That the Directors' Remuneration Report for the financial year ended 31 <sup>st</sup> March 2024 be approved.	93,072,224	90.94	9,276,160	9.06	102,348,384	
3.	That the Directors' Remuneration Policy, set out in the Directors' Remuneration Report on pages 94 to 102 of the Annual Report and Accounts for the financial year ended 31st March 2024, be approved.	91,513,599	89.62	10,595,721	10.38	102,109,320	
4	That the final dividend recommended by the Directors of 15.5 pence per ordinary share for the financial year ended 31st March 2024 be declared						

		payable on 4th October 2024 to all members whose names appear on the Company's register of members at 6.00 p.m. on 20th September 2024.	102,350,204	100.00	0	0.00	102,350,204
5		To re-appoint Bernard Fairman as a Director of the Company.	99,024,677	96.75	3,325,527	3.25	102,350,204
6		To re-appoint Gary Fraser as a Director of the Company.	102,323,268	99.97	26,936	0.03	102,350,204
7		To re-appoint Geoff Gavey as a Director of the Company.	99,979,101	97.68	2,371,103	2.32	102,350,204
8		To re-appoint Michael Liston, OBE, as a Director of the Company.	87,592,496	85.65	14,677,749	14.35	102,270,245
9		To re-appoint Alison Hutchinson, CBE, as a Director of the Company.	100,943,607	98.63	1,406,597	1.37	102,350,204
10		To re-appoint BDO LLP of 55 Baker Street, London W1U 7EU, as the Company's auditors until the conclusion of the next general meeting of the Company at which accounts are laid.	102,350,204	100.00	0	0.00	102,350,204
11		That the Directors be authorised to agree the auditors' remuneration.	102,124,529	99.78	225,675	0.22	102,350,204
<b>Special Resolutions</b>							
12		That the Directors be authorised to allot shares.	93,068,093	90.93	9,282,111	9.07	102,350,204
13		That the disapplication of pre-emption rights generally be authorised.	92,976,506	90.87	9,336,548	9.13	102,313,054
14		That the disapplication of pre-emption rights in connection with an acquisition or specified capital investment be authorised.	92,974,372	90.87	9,337,028	9.13	102,311,400
15		That the Company be					

	authorised to purchase its own shares.	101,256,318	98.93	1,093,886	1.07	102,350,204
<b>Ordinary Resolution</b>						
16	That the waiver of Rule 9 be approved	As this resolution may only be passed by the Non-Concert Party Shareholders (as defined in the Notice of Annual General Meeting) see the table below for the voting results				

\* percentage of the total votes cast vs the total voting rights attributable to the 115,641,650 ordinary voting shares of nil par value as at 31<sup>st</sup> July 2024. 629,562 ordinary shares were held in treasury, which do not carry voting rights.

As the Company has a controlling shareholder (as defined in the Financial Conduct Authority's UK Listing Rules), being the Concert Party (as defined in the Notice of Annual General Meeting), the resolutions to elect the independent directors (being resolutions 7 to 9) have, under UK Listing Rule 6.2.5, 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 (being the Non-Concert Party Shareholders), that is, all the shareholders entitled to vote on each resolution excluding the controlling shareholder.

In accordance with the Takeover Code, Resolution 16, to waive the application of Rule 9 of the Takeover Code has been approved by a majority of the votes cast by the Non-Concert Party Shareholders.

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

Votes of the independent shareholders		Votes For	% of Votes Cast For	Votes Against	% of Votes Cast Against	Total Votes Cast	% Total Eligible Voting Rights
Ordinary Resolutions							
7	To re-appoint Geoff Gavey as a Director of the Company.	60,344,787	96.22	2,371,103	3.78	62,715,890	
8	To re-appoint Michael Liston as a Director of the Company.	47,958,182	76.57	14,677,749	23.43	62,635,931	
9	To re-appoint Alison Hutchinson as a Director of the Company.	61,309,293	97.76	1,406,597	2.24	62,715,890	
16	That the waiver of Rule 9 be approved.	44,052,626	70.24	18,661,167	29.76	62,713,793	

\*\* percentage of the total votes cast vs the total voting rights attributable to the 76,007,336 ordinary voting shares of nil par value held by the Non-Concert Party Shareholders as at 31<sup>st</sup> July 2024.

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

Member of Concert Party	Role	Number of Shares	Percentage of issued ordinary share capital (as at 31 <sup>st</sup> July 2024)	Percentage of issued ordinary share capital following the exercise of Resolution 15***
Bernard Fairman (through Beau Port Investments Limited)	Executive Chairman	32,324,699	28.0	31.1
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
	Total:	39,634,314	34.3	38.1

\*\*\* Assuming that: (i) none of the Concert Party has Shares bought back pursuant to authority set out in Resolution 15; (ii) no further Shares are issued; and (iii) the authority pursuant to Resolution 15 is exercised in full.

The Board is pleased that all resolutions were duly passed but notes the proportion of votes cast against Resolutions 8 and 16 by the independent shareholders was over 20%. The Board is pleased that Resolutions 8 and 16 were passed with the support of the majority of the Company's shareholders and notes that there has been an increase in the proportion of votes in favour of Resolution 16 re the Rule 9 waiver. However, as the views of all the Company's shareholders is extremely important to the Board, it will continue to engage with investors on both Resolutions to better understand the reasons behind their dissent. 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 31<sup>st</sup> July 2024, being those eligible to be voted on at the AGM, was 115,641,650. A copy of the resolutions can be found in the Notice of Annual General Meeting available at: <https://www.fsg-investors.com/shareholder-centre>

This announcement is made pursuant to the requirements of UK Listing Rule 6.4.13. 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 please contact:

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## About Foresight Group Holdings Limited

Founded in 1984, Foresight is a leading investment manager in real assets and capital for growth, operating across the UK, Europe, and Australia.

With decades of experience, Foresight offers investors access to attractive investment opportunities at the forefront of change. Foresight actively builds and grows investment solutions to support the energy transition, decarbonise industry, enhance nature recovery and realise the economic potential of ambitious companies.

A constituent of the FTSE 250 index, Foresight's diversified investment strategies combine financial and operational skillsets to maximise asset value and provide attractive returns to its investors. Its wide range of private and public funds is complemented with a variety of investment solutions designed for the retail market.

Foresight is united by a shared commitment to build a sustainable future and grow thriving companies and economies.

Visit <https://foresight.group> for more information.

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