

**Foresight Group Holdings Limited - Extension to share buyback programme**  
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**Foresight Group Holdings Limited**  
**Extension to share buyback programme**

Foresight Group Holdings Limited ("Foresight", the "Company" or the "Group") is a leading independent investment manager in UK&I private equity and international infrastructure strategies.

Today the Group is pleased to announce the extension of its share buyback programme to buy back (repurchase) Ordinary Shares (as defined in Foresight's articles of incorporation) (the "shares" or "Ordinary Shares") in the capital of Foresight (the "Share Buyback") by a further £5m, with the new maximum pecuniary amount being £15m. The Share Buyback was originally announced on 27 October 2023 and was previously extended on 27 June 2024. Since the commencement of the current buyback programme, 2,133,380 shares have been repurchased for an aggregate consideration of £9,910,994.57.

The Board has determined that the continuation of its share buyback programme is an optimal use of cash resources and is in the best interests of the Company and its shareholders. Numis Securities Limited (which is trading for these purposes as Deutsche Numis) ("Deutsche Numis") will continue be authorised by the Board of Directors of Foresight (the "Board") to make trading decisions in relation to the Share Buyback independently of Foresight, noting that the Board will continue to assess the ongoing utilisation of its remaining Share Buyback allocation when considering other capital allocation priorities such as M&A.

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 2 August 2024 (the "AGM"), pursuant to which the maximum number of shares which may be bought back is 11,589,254, of which 1,503,818 has been utilised.

**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 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.
- 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 34.4% to 37.7%.

- 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) ("MAR").
- 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, accordingly, Foresight may not benefit from the exemption contained in Article 5(1) of MAR.
- As at 6 December 2024, the Group's total issued share capital consisted of 116,347,803 Ordinary Shares, with one voting right per share and 1,248,641 shares held in treasury. Therefore, the total number of voting rights in the Group was 115,099,162.

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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