RNS Number : 2436P
Foresight Group Holdings Limited
04 August 2026

The following amendment has been made to the 'Results of Annual General Meeting' announcement released on 03 August 2026 at 07:00am under RNS No 8598O.

Addition as follows:

Full details of each of the Concert Party's current shareholdings and their shareholdings if the authority granted under Resolution 16 was exercised in full are as follows:

TABLE ADDED

**** Assuming that: (i) none of the Concert Party has Shares bought back pursuant to authority set out in Resolution 16; (ii) no further Shares are issued; and (iii) the authority pursuant to Resolution 16 is exercised in full.*

All other details remain unchanged.

The full amended text is shown below.

LEI: 213800NNT42FFIZB1T09

03 August 2026

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 31st July 2026 and confirms that all resolutions were duly passed as set out below:

Resolution		Votes For	% of votes cast	Votes Against	% of votes cast	Total votes cast	% TVR Voted*	Votes Withheld
Ordinary Resolution								
1	To receive the accounts of the Company for the financial year ended 31st March 2026 and the report of the Directors and auditors thereon.	89,524,822	100	5	0	89,524,827	80.61	32,719
2	That the Directors' Remuneration Report for the financial year ended 31st March 2026 be approved.	83,121,839	92.96	6,292,396	7.04	89,414,235	80.51	143,311
3	That the final dividend recommended by the Directors of 19 pence per ordinary share for the financial year ended 31st March 2026 be declared payable on 2 October 2026 to all members whose names appear on the Company's register of members at 6.00 p.m. on 18 September.	89,554,884	100	5	0	89,554,889	80.64	2,657
4	To re-appoint Bernard Fairman as a Director of the Company.	86,586,330	96.7	2,952,888	3.3	89,539,218	80.62	18,328
5	To re-appoint Gary Fraser as a Director of the Company.	88,931,631	99.31	614,107	0.69	89,545,738	80.63	11,808
6	To re-appoint Michael Liston, OBE, as a	75,832,335	84.81	13,585,603	15.19	89,417,938	80.52	139,608

	Director of the Company.							
7	To re-appoint Alison Hutchinson, CBE, as a Director of the Company.	87,499,178	97.71	2,048,761	2.29	89,547,939	80.63	9,607
8	To appoint John Le Poidevin, as a Director of the Company.	88,945,142	99.33	600,596	0.67	89,545,738	80.63	11,808
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 meeting of the Company at which accounts are laid.	89,437,408	99.89	98,783	0.11	89,536,191	80.62	21,355
10	That the Directors be authorised to agree the auditors' remuneration.	89,440,672	99.88	107,012	0.12	89,547,684	80.63	9,862
Special Resolutions								
11	Authority to allot shares.	82772555	92.56	6,650,306	7.44	89,412,005	8052	134,685
12	Disapplication of pre-emption rights.	82,615,634	92.4	6,796,371	7.6	89,411,675	80.51	145,541
13	Additional disapplication of pre-emption rights.	82,579,454	92.36	6,832,221	7.64	89,540,474	80.51	145,871
14	Authority to purchase own shares.	88,165,070	98.46	1,375,404	1.54	89,524,827	80.63	17,072
Ordinary Resolution (Independent votes only)								
15	That the waiver of Rule 9 be approved.**	48183248	96.42	1786645	3.58	49969893	45	253,403

** percentage of the total votes cast vs the total voting rights attributable to the 111,056,461 ordinary voting shares of nil par value.*

*** 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 the Non-Concert Party Shareholders.*

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.

The votes of the independent shareholders in respect of resolutions 7 to 9 are as follows:

Votes of the Independent Shareholders on the resolutions concerning the election of the Independent Non-Executive Directors		Votes For	% of votes cast	Votes Against	% of votes cast	Total votes cast	% TVR Voted*	Votes Withheld
Ordinary Resolution								
6	To re-appoint Michael Liston as a Director of the Company.	36,498,085	72.87	13,585,603	27.13	50,083,688	45.1	139,608
7	To re-appoint Alison Hutchinson as a Director of the Company.	48,164,928	95.92	2,048,761	4.08	50,213,689	45.21	9,607
8	To appoint John Le Poidevin as a Director of the Company.	49,610,892	98.8	600,596	1.2	50,211,488	45.21	11,808

* *percentage of the total votes cast vs the total voting rights attributable to the 111,056,461 ordinary voting shares of nil par value.*

Full details of each of the Concert Party's current shareholdings and their shareholdings if the authority granted under Resolution 16 was exercised in full are as follows:

Member of Concert Party	Role	Number of Shares	Percentage of issued ordinary share capital (as at 29 July 2026)	Percentage of issued ordinary share capital following the exercise of Resolution 16***
Bernard Fairman (through Beau Port Investments Limited)	Executive Chairman	31,725,000	29.5	32.8
Gary Fraser (and his wife, Susan Fraser)	Chief Executive Officer	4,513,000	4.1	4.5
David Hughes	Chief Investment Officer	2,096,250	1.9	2.1
Total:		39,334,250	35.4	39.4

**** Assuming that: (i) none of the Concert Party has Shares bought back pursuant to authority set out in Resolution 16; (ii) no further Shares are issued; and (iii) the authority pursuant to Resolution 16 is exercised in full.*

The Board is pleased that all resolutions were duly passed but notes the proportion of independent votes cast against Resolution 6 by the independent shareholders was over 20%. The Board considers that the views of all the Company's shareholders is extremely important, and it will seek to engage with them in regard to that Resolution 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 29th July 2026, being those eligible to be voted on at the AGM, was 116,347,803, of which 5,291,342 are held as non-voting treasury shares. A copy of the resolutions can be found in the Notice of Meeting available at:

https://foresight.group/shareholders/corporate-calendar/

This announcement is made pursuant to the requirements of Listing Rules 9.6.2 and 9.6.18. Copies of the Special Resolutions approved by shareholders will be submitted as soon as practicable to the UK Listing 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

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About Foresight Group Holdings Ltd.

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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