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1 December 2025

Foresight Group Holdings Limited

Payment of Contingent Consideration for the Acquisition of Foresight Capital Holdings PTY Limited (formerly known as Infrastructure Capital Holdings Pty Ltd) ("Infrastructure Capital"), Transfer of Treasury Shares and Total Voting Rights

Foresight Group Holdings Limited ("**Foresight**" or the "**Company**") announces that the obligation to pay an initial AU\$19,555,230 of earn out consideration is now due in relation to the acquisition of Infrastructure Capital in 2022, with 50% of the consideration being satisfied through shares (the "**Consideration Shares**") and the remaining 50% having been paid in cash. In respect of the share consideration element of the earn out, Foresight has instructed that 775,679 ordinary shares (the "**Treasury Share Transfer**") be transferred out of treasury today on 1 December 2025 (which equates to ~74% of the total shares to be transferred out of treasury to satisfy the share component of the earn out consideration, with the remainder of the shares to be transferred out in the coming days). The maximum total earn out consideration from the acquisition of Infrastructure Capital could be AU\$30 million and a further announcement will be made in due course if further amounts become due.

The Consideration Shares equate in value to AU\$9,777,615 (£4.8 million¹) at a fixed share price of c.464.27p². The entirety of the share element of the earn out consideration is subject to forfeiture until 30 June 2028 based on certain performance-based targets, with lock-up provisions prohibiting the recipients from disposing or otherwise transferring their effective ownership or control of such shares before this date.

Following the transfer of the Treasury Share Transfer out of treasury, and taking account of the shares bought back under the share buyback programme last Friday, the total number of ordinary shares in the capital of the Company will be 116,347,803, of which 1,062,802 will be held in treasury. Therefore, the total voting rights in the Company will be 115,285,001, which may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, the Company under the FCA's Disclosure Guidance and Transparency Rules.

¹ *Converted from AUD to GBP at an exchange rate of 2.028.*

² *The volume weighted average price over the 30 trading days ending on 27 November 2025.*

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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