

RNS Number : 5038T  
Foresight Group Holdings Limited  
01 August 2025

**LEI: 213800NNT42FFIZB1T09**  
**1 August 2025**



**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 31<sup>st</sup> July 2025 and confirms that all resolutions were duly passed as set out below:

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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 31 <sup>st</sup> March 2025 and the report of the Directors and auditors thereon.	85,506,657	99.96	37,943	0.04	85,544,600	76.03	265,509
2	That the Directors' Remuneration Report for the financial year ended 31 <sup>st</sup> March 2025 be approved.	83,230,281	97.00	2,572,089	3.00	85,802,370	76.26	7,739
3	That the final dividend recommended by the Directors of 16.8 pence per ordinary share for the financial year ended 31 <sup>st</sup> March 2025 be declared payable on 3 <sup>rd</sup>	85,765,516	99.96	37,943	0.04	85,803,459	76.26	6,650

	October 2025 to all members whose names appear on the Company's register of members at 6.00 p.m. on 19 <sup>th</sup> September 2025..							
4	To re-appoint Bernard Fairman as a Director of the Company.	82,975,618	96.71	2,824,396	3.29	85,800,014	76.26	10,095
5	To re-appoint Gary Fraser as a Director of the Company.	85,187,562	99.29	612,452	0.71	85,800,014	76.26	10,095
6	To re-appoint Geoffrey Gavey as a Director of the Company.	80,976,542	94.38	4,823,472	5.62	85,800,014	76.26	10,095
7	To re-appoint Michael Liston, OBE, as a Director of the Company.	79,445,902	92.79	6,174,899	7.21	85,620,801	76.10	189,308
8	To re-appoint Alison Hutchinson, CBE, as a Director of the Company.	84,411,055	98.38	1,392,404	1.62	85,803,459	76.26	6,650

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.	85,695,327	99.87	108,132	0.13	85,803,459	76.26	6,650
10	That the Directors be authorised to agree the auditors' remuneration.	85,391,156	99.52	411,777	0.48	85,802,933	76.26	7,176
Special Resolutions								
11	Authority to allot shares.	83,576,608	97.41	2,225,851	2.59	85,802,459	76.26	7,650
12	Disapplication of pre-emption rights.	83,729,466	97.72	1,952,593	2.28	85,682,059	76.15	128,050
13	Additional disapplication of pre-emption rights.	83,614,060	97.59	2,067,999	2.41	85,682,059	76.15	128,050
14	Authority to purchase own shares.	84,669,750	98.69	1,124,276	1.31	85,794,026	76.25	16,083
Ordinary Resolution								

(Independent votes only)								
15	That the waiver of Rule 9 be approved.	34,514,625	74.76	11,652,507	25.24	46,167,132	63.35%	8,727

\* *percentage of the total votes cast vs the total voting rights attributable to the 112,510,455 ordinary voting shares of nil par value.*

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 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.

The votes of the independent shareholders in respect of such resolutions 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 Geoffrey Gavey as a Director of the Company.	41,342,292	89.55%	4,823,472	10.45%	46,165,764	63.35%	10,095
7	To re-appoint Michael Liston as a Director of the Company.	39,811,652	86.57%	6,174,899	13.43%	45,986,551	63.10%	189,308
8	To re-appoint Alison Hutchinson as a Director of the Company.	44,776,805	96.98%	1,392,404	3.02%	46,169,209	63.35%	6,650

\*\* percentage of the total votes cast vs the total voting rights attributable to the 46,175,859 ordinary voting shares of nil par value held by the Non-Concert Party Shareholders as at 29th July 2025.

The Board is pleased that all resolutions were duly passed but notes the proportion of votes cast against Resolution 15 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 29<sup>th</sup> July 2025, being those eligible to be voted on at the AGM, was 116,347,803, of which 3,837,348 are held as non-voting treasury shares. A copy of the resolutions can be found in the Notice of Meeting available at: <https://www.fsg-investors.com/shareholder-centre>

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>

## For further information contact:

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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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