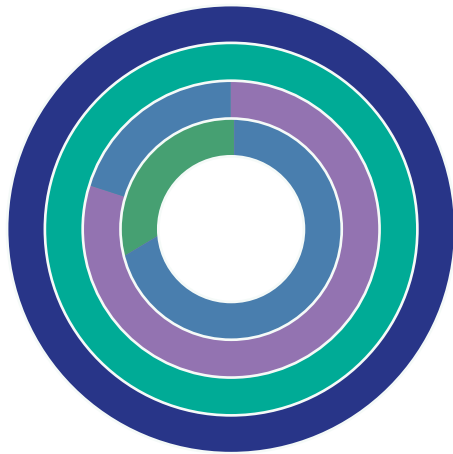


Corporate governance

Board



Nationality

British | 5 | 100%

Ethnicity

White | 5 | 100%

Gender

Male | 4 | 80%

Female | 1 | 20%

Non-Executive Directors' Tenure⁴

3-6 years | 2 | 66.6%

7-9 years | 1 | 33.3%

Senior Board Positions¹



Gender

Male | 2 | 66.6%

Female | 1 | 33.3%

Ethnicity

White | 3 | 100%

Group Executive Management²



Gender

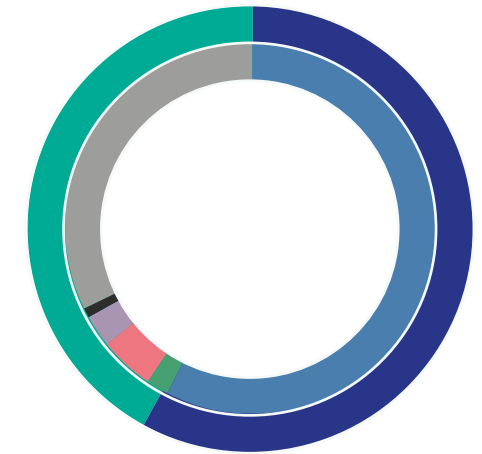
Male | 8 | 80%

Female | 2 | 20%

Ethnicity

White | 10 | 100%

Group Employees³



Gender

Male | 239 | 59%

Female | 167 | 41%

Ethnicity

White British or other white | 234 | 57%

Mixed/Multiple Ethnic Groups | 8 | 2%

Asian/Asian British | 19 | 5%

Black/African/Caribbean/Black British | 11 | 3%

Other ethnic group (including Arab) | 4 | 1%

Not specified/prefer not to say | 130 | 32%

1. Our Senior Board Positions are CFO, SID and Executive Chair.

2. Executive Management comprises the Board, Executive Committee and Company Secretary.

3. The statistics provided in regard to the Group Employees is additional information intended to illustrate the diversity across our Group. Please also see our People section on pages # to #, which provides more information on the progress being made across the business as regards diversity, equity and inclusion.

4. At 31 March 2024.

Corporate governance continued

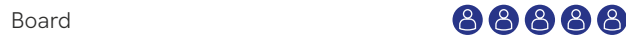
Board and Committee meeting attendance

The chart below shows the total number of Board and Committee meetings and the attendance by each Director. There was full attendance from each of the Board Directors for the meetings held during the year.

Bernard Fairman



Gary Fraser



Alison Hutchinson



Geoffrey Gavey



Mike Liston



Note: Bernard Fairman and Gary Fraser are not members of the above Committees, hence their attendance is not recorded.

Governance framework

Every member of the Board understands their role in terms of their individual and collective engagement, providing independent views and challenge, as well as acting with their Board colleagues to secure the long-term success of the Group. The division of responsibilities among the Directors is also key to achieving the Group's purpose, strategies, values and targets.

Our governance framework comprises the Board, the Board's Committees and the Executive Committee, descriptions of which appear below. They are supported by senior management and the various teams across the Group.

Our approach to corporate governance

It is essential for our long-term success that high standards of corporate governance are developed, maintained and improved across the Group, to enable us to support our business strategies, operational resilience and growth and achieve our goals.

The Board has appointed four Committees, as described below, each of which operates under its respective Terms of Reference that can be found on the Group's website. The Board regularly reviews the Terms of Reference for each Committee to ensure the content remains relevant to the Group's business activities, current and future, and makes changes where necessary. In that regard, the Audit & Risk Committee now covers Governance and Sustainability.

Corporate governance continued

Our approach to corporate governance continued

With such a small Board, and with the exception of the Market Disclosure Committee, the Non-Executive Directors are each members of all other Board committees, promoting interaction and co-ordination where needed.

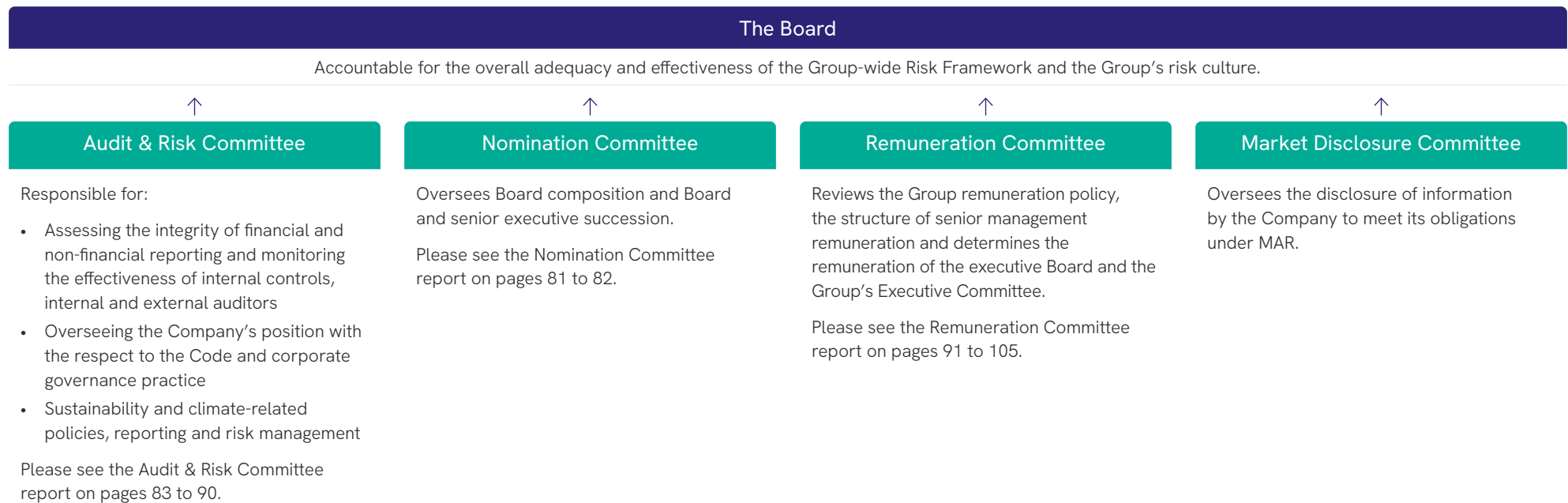
The Board also works closely with the Group’s Executive Committee, to which it has delegated the day-to-day oversight and management of the Group’s business activities.

Board	Executive Chairman	CFO/COO	Senior Independent Non-Executive Director	Non-Executive Directors	Company Secretary
<ul style="list-style-type: none"> Collectively responsible for promoting the long-term, sustainable success of the Company, seeking to generate value for Shareholders while fulfilling responsibilities to our stakeholders. This includes: <ul style="list-style-type: none"> Setting the Group’s strategic targets and monitoring the performance of the Executive Committee against those targets Setting the Group’s risk appetite and ensuring effective controls are in place Monitoring compliance with corporate governance principles Upholding the purpose, culture, values and ethics of the Company 	<ul style="list-style-type: none"> Identifies, develops and proposes Group strategy, annual budget, business plans and commercial objectives to the Board Oversees the Executive Committee’s management of the Group and execution of Group strategy Promotes appropriate standards of governance across the Group and ensures compliance with legal and regulatory responsibilities Ensures timely flow of accurate and reliable information within the Group and with the Board Promotes the health, safety and wellbeing of workforce and workforce engagement Communicates with the workforce and ensures Board awareness of staff views 	<ul style="list-style-type: none"> Supports the Executive Chairman in developing Group strategy, annual budget, business plans and commercial objectives Serves on the Executive Committee Holds responsibility for the Group’s operations and operational strategy via the Executive Committee Holds responsibility for Finance, Risk, Compliance, Governance, PSC and Corporate IR teams 	<ul style="list-style-type: none"> Acts as a Non-Executive Director Acts as intermediary for other Directors and the Shareholders to ensure views are communicated and understood Leads the Board when the Executive Chairman is absent Is the designated NED for workforce engagement Ensures effective communication by the Group with its workforce and stakeholders Leads on the appraisal of the Executive Chairman’s performance and evaluates the same Contributes to succession planning of the Executive Chairman, other Directors and Board Committees 	<ul style="list-style-type: none"> Monitor the Group’s delivery of strategy Ensure internal controls are robust and that an external audit is carried out Engage with internal and external stakeholders, providing feedback to the Board Provide constructive input to the development of the Group’s strategy Have a key role in succession planning for the Board and senior management Serve on the Board’s Committees 	<ul style="list-style-type: none"> Provides advice and support to the Board as necessary Ensures timely and accurate information flows to the Board Ensures compliance with the Company’s Board and corporate governance policies Keeps the Board updated on changes to applicable regulation, legislation and best practice standards Tailors and carries out comprehensive inductions for new Directors Provides support to the Chairman and the other Directors Supports the Chairman with the Board evaluation

Corporate governance continued

Our approach to corporate governance continued

Board Committees



Corporate governance continued

Our approach to corporate governance continued

Executive Committee

The Executive Committee has been tasked by the Board to undertake the management of the Group on a day to-day basis and, in particular, to pursue the Group’s commercial objectives through the execution and delivery of Group strategy, providing periodic updates to the Board. Both Bernard Fairman and Gary Fraser are members of the Executive Committee. The other members are as follows:

David Hughes, Chief Investment Officer	Ricardo Piñeiro, Head of Infrastructure	James Livingston, Co-Head of Private Equity	Matthew Smith, Co-Head of Private Equity
<p>David joined the Group in 2004 and is the Group’s Chief Investment Officer. He is based in the London office and has over 45 years of experience. He’s responsible for the overall management of the Foresight Group investment portfolio, overseeing the complete investment cycle from initial investment to ultimate realisation.</p>	<p>Ricardo joined Foresight in 2011 and is the Head of Infrastructure. He is based in the London office and has 19 years of experience in fund management, sustainable infrastructure investment and financing in the UK and internationally.</p>	<p>James joined Foresight in 2007 and is Co-Head of Private Equity, based in the London office. He has 19 years of experience and is a member of the Investment Committee. Working alongside Matt, James manages a team that invests across the spectrum of Venture Capital, Private Equity and Private Credit throughout the UK, Ireland and beyond.</p>	<p>Matt joined Foresight in 2010 and is Co-Head of Private Equity, based in the London office. He has 19 years of experience and is a member of the Investment Committee. Working alongside James, Matt manages a team that invests across the spectrum of Venture Capital, Private Equity and Private Credit throughout the UK, Ireland and beyond.</p>

More information on the members of the Executive Committee can be found on the Company’s website at <https://www.foresight.group/about-us/people>.

Board independence

Each member of the Board understands their role as an individual, providing independent views and challenge, as well as being part of a collective acting with their Board colleagues to secure the long-term success of the Group. The division of responsibilities among the Directors is also key to the Group achieving the Group’s purpose, strategies, values and targets.

The independence of the Non-Executive Directors was judged as part of the annual evaluation in accordance with the Code, and the Nomination Committee considered that they were all free from any relationship or circumstance that could affect, or appear to affect, their independent judgement. The Committee was satisfied that the Non-Executive Directors could properly fulfil their roles on the Board, providing constructive challenge to the Board and Executive Committee.

Conflicts of interest

The Company Secretary maintains a register of conflicts of interest. Each Director understands their responsibility to identify and manage conflicts of interest and to provide details to the Board and the Company Secretary. The Directors are reminded of their responsibilities in relation to conflicts of interest at each Board meeting. The Company Secretary provides a copy of the register of conflicts of interest at all full Board meetings so as to ensure the Board monitors and notes any potential conflicts of interest that may have arisen.

Any Director wishing to take on an additional external appointment must obtain permission from the Board, which shall be granted if the additional time commitments will not interfere with the respective Director’s ability to discharge their responsibilities to the Company, their independence is maintained and there are no conflicts of interest arising as a result of the appointment.

Corporate governance continued

Our approach to corporate governance continued

Time commitment

Another consideration for the effective operation of the Board is for our Directors to have sufficient time to meet their responsibilities. The Nomination Committee considers the time commitments of our existing Directors in terms of any change to the amount of time being spent on Company matters and also should they wish to take on additional external appointments. Should the Nomination Committee consider that any changes are to be made, a recommendation would be made to the Board.

Professional advice

Subject to complying with the Guidance for Obtaining Independent Advice, Directors may take independent professional advice at the Company's expense in the furtherance of their duties as Directors of the Company. During the year, no Directors sought to do so.

Training and development

The Board and the Group's senior management are committed to support the continuing development and training of all the Group's employees as well as their own. As an example, during the year, various training sessions related to the double materiality assessment were held across all jurisdictions and all employee grades (including the Board).

The Board also receives regular briefings on a range of strategically important matters to ensure they are informed of developments in these areas.

Culture

The Board is responsible for establishing the Company's cultural direction and monitoring behavioural patterns and standards across the Group.

This is achieved via various initiatives including an annual employee survey, the Employee Forum, the Employee Value Proposition and other ad hoc initiatives run from time to time.

More information on the results of these initiatives can be found on page 40.

Communication with Shareholders

Communication with Shareholders is important to the Board, and the Executive Directors have an ongoing dialogue and a programme of meetings with large/institutional investors and analysts managed by the Corporate Investor Relations Team. These meetings are normally with both the Executive Chairman and Chief Financial Officer and can cover a range of topics that enable them to understand Shareholders' perspectives, within the constraints of rules around confidential information. Shareholders' views are regularly communicated to the Board through the Board reporting process and periodic briefings, including from our corporate brokers and the Corporate Investor Relations Team. The Corporate Investor Relations Team and Company Secretary also engage with proxy voting agents ahead of each AGM.

As an example of Shareholder engagement during the year, due to the greater than 20% dissenting votes cast against two of the resolutions at the 2023 AGM, the Board wrote to Shareholders to offer the chance to meet with the Executive Directors to discuss the reasons behind their voting. The feedback gained provided a valuable insight into voting approach and will be of benefit for future AGMs. More information is provided in the Executive Chairman's Introduction to the Governance section to this report.

Risk management and internal control

The Board is responsible for setting the Group's risk appetite and ensuring that there is an appropriate system of risk governance in place. To discharge this responsibility, the Board has established frameworks for risk management and internal controls using a "three lines of defence" risk governance model.

The Audit & Risk Committee accesses the results of the risk monitoring undertaken via the risk functions across the Group, included periodic risk reporting, and receives updates on the establishment, development and effective operation of the risk management controls and processes.

The Group also produces an externally audited ISAE 3402 report annually in the UK. A similar audited report is also produced annually in Australia.

The Chair of the Audit & Risk Committee is also a regular attendee at the UK risk committee meetings and the opportunity is provided at all times for the Committee members to access the risk management team and systems to ensure there is sufficient transparency to assess the Group's risk management framework.

More information on risk management and the assessment of the same can be found on pages 55 to 63.

Corporate governance continued

Board evaluation

The effectiveness of the Board is important in ensuring the Group's success. The Board undertakes a rigorous evaluation process each year to assess how it, its individual Directors, its Committees and the Executive Chairman are performing.

The evaluation cycle and process are detailed in the sections below, together with the actions arising from the 2024 evaluation and the progress made in regard to the 2023 actions.

Our Board and Committee evaluation cycle

Board evaluation process

As can be seen from the evaluation cycle, the Board agreed to carry out internal evaluations in respect of the first three full financial years before undertaking an external review. Its internal review for FY23 was undertaken in the last quarter in the financial year in the same format as the previous year to enable the results to be compared and progress tracked.

The Directors each completed the questionnaire scoring each question from one to four, four being the highest mark. Free-hand comments were also noted, enhancing the results by providing more details of areas of weakness, merit and general remarks.

Our Board evaluation cycle and actions



1. As the IPO took place on 4 February 2021, the first evaluation was undertaken in FY22.

It was agreed that the Board would undertake an internal evaluation for the first three full financial years and an external evaluation on the fourth year. Thereafter, an external evaluation will be undertaken in respect of every third financial year.

The themes of the questionnaire covered all of the principles under the Code and considered Board and Committee performance. Additionally, the role of the Executive Chair was also considered.

The completed questionnaires were collated by the Company Secretary and the anonymous consolidated results presented to the Board. This was followed by a review by the Nomination Committee.

Areas recording the higher scores included Leadership and Company purpose, Board meetings (including reporting), decision making and relations with Shareholders.

It is expected that the evaluation process will benefit from the external review for FY25 and will be used to develop the internal evaluation process.



Alison Hutchinson CBE, Senior Independent Non Executive Director

Corporate governance continued

Our Board evaluation cycle and actions continued

Progress on 2023 actions

Type	Aim	Progress
Reporting and transparency	To ensure the Board receives the right level of reporting, access to staff, etc.	Continued progress on this during the year, with the various teams working with the Board and receiving feedback to ensure their reporting needs are met.
Succession planning	To ensure appropriate succession planning for the Board.	The enhanced plan was tabled at the August 2023 Nomination Committee meeting. A longer-term plan is also in production.

Actions arising from the 2024 evaluation

Type	Aim	Actions
Board composition/succession planning	To have a clear short/longer-term succession plan that would meet the diversity recommendations under the FCA's Listing Rules.	It was acknowledged by the Board that its composition does not meet the diversity recommendations under the FCA's Listing Rules or those set by organisations such as the FTSE Women Leaders. As part of the Company's succession planning and communications with Shareholders, a clear plan is needed on how and when the situation will be remedied.
Board meetings	Improve reporting, particularly regarding sustainability, and consider the need for additional meetings.	While the Board meetings section scored highly, due to the increasing sustainability regulations, additional and improved reporting is to be provided to the Board. This will include providing feedback from the employee forum. Review of meeting frequency to be undertaken.
Monitoring culture	To ensure culture is a key Board consideration.	While the culture theme scored well, it was noted that with the evolution of the business, it is important to ensure that the Group's culture is a key Board consideration. It will therefore become a regular Board discussion topic and appropriate reporting and measures for staff feedback will be provided.
Audit & Risk Committee	To consider the implementation of an internal audit function.	As a FTSE 250 company, the Board is aware of the need for this function. It is intended to initiate the function in FY25.

Corporate governance continued

Our Board activities

Purpose, Values and Strategy

- Board meetings/reporting
- Board strategy and networking days
- Ad hoc meetings and calls with senior management on key projects and key areas of the business
- Attendance at employee engagement forums where strategy is a key value driver
- Meetings with senior management and ad hoc attendance at meetings of key committees
- Approval of three year plan considering strategic growth by organic/internal growth and acquisition
- Approval of business acquisitions and share buybacks

Financial Management and Performance

- Regular liaison of finance staff with Chair of Audit & Risk Committee
- Chair of Audit & Risk Committee meeting independently with the audit partner pre-reporting cycle
- Management report generated by auditor
- Board reporting
- KPI and APM reviews

Sustainability

- Board sustainability champion engagement with Group Head of Sustainability
- Board training on sustainability and double materiality
- Board reporting
- Review and approval of the UK Modern Slavery and Human Rights Statement
- Review of double materiality review results and approval of resulting actions

Stakeholder Engagement

- Regular meetings by Executive Directors with key Shareholders and market analysts
- Attendance and participation in a variety of industry bodies to shape the investment management and related industries
- Monitoring of customer trends through Board reporting
- Annual General Meeting
- Ensuring consideration is given to stakeholder impacts within investment process
- Ensuring retention of Group memberships/signatory status of sustainability organisations/bodies
- Contributing to industry consultations supporting stakeholder groups

Board strategy day

In August each year, the Board holds a strategy day to review the rolling three year plan and receive updates from the Executive Committee on the performance of each investment division and other team heads representing the various support functions. Holding the strategy day provides numerous benefits, including fostering a unified vision, facilitating in-depth strategic planning and enhancing Board member engagement. It allowed for focused discussions on long-term goals, market opportunities and competitive positioning, ensuring alignment among Board members and the Executive Committee. Key topics for the main body of discussion included a review of the current strategic plan, analysis of market trends and competitive landscape, risk management strategies, innovation and growth opportunities, and alignment of organisational resources with strategic priorities. This concentrated effort helps to sharpen strategic focus and drive organisational success.

Details of the activities undertaken by the Board in relation to its stakeholders can be found in the Stakeholders section on pages 36 to 41.

Corporate governance continued

Our Board activities continued

People, Diversity & Inclusion and Sustainable Culture

- Employee Forum and Employee Value Proposition
- Employee surveys
- Succession planning
- Supporting and promoting workforce initiatives championing diversity and inclusion

Risk Management

- Overseeing risk management framework
- Review, assessment and challenge of Group's principal and emerging risks
- Meetings with Chief Risk Officer and Head of Risk
- Attendance at Risk Committee meetings

Oversight of Operational Performance Vs Strategic Targets

- Oversight via Board reporting and attendance at certain team/Committee meetings
- Challenging the Executive Directors and Executive Committee on performance vs targets
- Meeting team heads directly via annual networking day and presentation at Board meetings, as well as ad hoc meetings

Corporate Governance and Reporting

- Annual General Meeting
- Monitoring compliance with the Corporate Governance Code
- Ongoing growth and improvement to the governance framework, maintaining alignment with business growth
- Board evaluation and planning
- Oversight of global subsidiaries and offices
- Regular Board meetings and reporting
- Engagement with external advisers and experts



Gary Fraser, CFO, during a meeting with Foresight's Executive Committee