

Section 172(1) statement

Foresight Group Holdings Limited is incorporated under Guernsey law, which does not have a statutory equivalent to Section 172(1) of the Companies Act 2006 ("s172"). However, the Board is committed to complying with the UK Corporate Governance Code (the "Code") and, as required under Provision 5, has undertaken to act in a manner consistent with s172 and give consideration to the matters set out in s172 when making decisions and providing oversight and leadership of the Group.






To illustrate how the Board has considered the matters set out in s172, the adjacent table highlights some of the key decisions and actions taken by the Board over the course of the year.

These decisions include alignment with the Group's strategy, the interests of our Stakeholders and employees, and the impact of the Group's operations on the community and environment.

Other examples of how the Board has considered the matters set out in s172 can be found in our Stakeholders section on pages 48 to 53.




As a result, the Board considers that it has promoted the success of the Group in compliance with s172 in a manner consistent with the Group's purpose, values and strategy, having due regard to the Group's ongoing regulatory responsibilities.

Examples:

The likely consequences of any decision in the long term	The need to foster the Group's business relationships with suppliers, customers and others	The desirability of the Group maintaining a reputation for high standards of business conduct
<ul style="list-style-type: none"> The formalisation of a capital allocation approach, to provide certainty to our Shareholders as to how capital is allocated, together with changing to having a five year plan in place of a three year plan to promote business longevity. The acquisition of the trade and assets of WHEB Asset Management LLP, the appointment as sub-manager and sub-distributor to the Liontrust Diversified Real Assets Fund business, and the raising of new institutional funds into Foresight Natural Capital Ltd added £800 million to Group AUM, extended the Group's product range and provided various other business opportunities. The launch of FEIP II extended the Group's product range and increase in AUM. The extensions to the buyback programme. 	<ul style="list-style-type: none"> As shown in the Stakeholders section on pages 48 to 53, the Board and Senior Management acting for the Board have engaged with various Stakeholders over the course of the financial year. 	<ul style="list-style-type: none"> Foresight produces an annual ISAE 3402 report, which is reviewed by BDO. A similar report is also produced and reviewed in Australia. Foresight acts on feedback from its clients and fund investors and complies with the conduct regulations in all of the regulated jurisdictions in which it operates.
<p>Read more in:</p> <ul style="list-style-type: none">  Financial Review  Strategic Report 	<p>Read more in:</p> <ul style="list-style-type: none">  Business Review 	<p>Read more in:</p> <ul style="list-style-type: none">  Audit & Risk Committee Report  Stakeholders

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Examples:

The interests of the Group's employees	The impact of the Group's operations on the community and the environment	The need to act fairly as between members of the Company
<ul style="list-style-type: none"> Alison Hutchinson, the Board's workplace representative and Chair of the Employee Forum, continued to provide updates to the Board on the Forum's discussions. The Group also held its annual employee survey to gain feedback and identify areas for improvement. 	<ul style="list-style-type: none"> The Group completed a double materiality analysis ("DMA") at the start of FY25 which identified material impact areas including aspects of the environment and communities. Each of these material topics are reported on within the Sustainability section of the Annual Report. The Group employs a Sustainability team to ensure that we identify risks and opportunities in relation to the environment and communities at the point of investment and throughout the investment lifecycle. 	<ul style="list-style-type: none"> As can be seen in each AGM Notice, Shareholder votes on certain resolutions may only be passed if there is a majority of independent votes, i.e. the votes of the parties to the Relationship Agreement are excluded. This is via dual voting and independent-only voting.
<p>Read more in:</p> <p> Sustainability</p>	<p>Read more in:</p> <p> Sustainability</p>	<p>Read more in:</p> <p> The AGM Notice</p>



Alison Hutchinson CBE, Senior Independent Non-Executive Director at Foresight