

Our approach to governance

We are committed to ensuring high standards of corporate governance for the Board and the Group in the pursuit of achieving our business strategies, operational resilience and growth, and we have implemented a governance structure and framework to support that.

Our overall governance structure comprises three levels: the Executive level, comprising the Board, the Board's four Committees and the Executive Committee, descriptions of which appear below; Group level, comprising the committees appointed by the Executive Committee; and the Operations level, comprising the boards of the Company's subsidiary undertakings and any committees appointed by them. The different levels help to differentiate between the strategic decision-making entities, the bodies providing support and strategic recommendations and advice, and the entities that employ our workforce who carry out the Group's business activities.

The Schedule of Matters Reserved for the Board provides clear guidance on what the Board is required to decide on and the Division of Responsibilities between the Executive Chairman, Chief Executive Officer and the Senior Independent Director sets out how the responsibilities of the three senior Board members are divided, including the additional responsibilities of the Senior Independent Director to provide a balance of independence while the Company has an Executive Chairman. Both documents were updated during the year, with changes to the latter acknowledging the appointment of Gary Fraser as Chief Executive Officer. Both appear on the Group's website.

An overview of the key responsibilities of the three roles is provided below.

Additionally, each of the Board's four Committees (as listed on the next page) operates under its respective Terms of Reference, which can be found on the Group's website, and which are reviewed periodically to ensure the content remains relevant to the Group's business activities, current and future, making changes where necessary. All Terms of Reference were reviewed during the year and updated as needed.

The Executive Committee also provides support to the Executive Directors in the identification and development of strategic opportunities and proposals to be put to the Board. To assist with that, the Executive Committee has the authority to form Group-level committees to advise and support it. During the year, it appointed both the Management Committee, which is chaired by the Group's Chief Executive Officer, and the Group Governance, Risk and Compliance Committee, which is chaired by Jo Nicolle, Group Head of Governance. The other previously formed Group committees are Sustainability, Employee Remuneration and IT Steering.

Roles and responsibilities

Board

Board

Our Board is collectively responsible for promoting the long-term, sustainable success of the Group, and seeking to generate value for Shareholders while fulfilling its responsibilities to our Stakeholders. It sets the Group's strategic targets and monitors the performance of the Executive Committee against those targets. It also sets the Group's risk appetite, ensures that effective controls are in place and monitors compliance with corporate governance principles.

The Board also upholds the purpose, culture, values and ethics of the Group.

Executive Chairman

Our Executive Chairman manages the Board and the flow of timely, high-quality information, promotes high standards of governance and compliance with the UK Corporate Governance Code and supports the CEO in identifying strategic opportunities for the Group. He also ensures effective communication with the Group's workforce and other Stakeholders and the communication of their views to the Board, and ensures an external Board Performance Review takes place at least every three years.

Chief Executive Officer

The Group CEO reports to the Executive Chairman and to the Board directly and is responsible for all Executive Management matters of the Group. He is also the direct report for Executive Management and oversees the Executive Committee. He develops and proposes Group strategy, annual budget and business plans and commercial objectives and identifies and executes strategic opportunities working with the Executive Chairman.

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Senior Independent Non-Executive Director ("SID")

Our SID acts as intermediary for other Directors and the Shareholders to ensure views are communicated and understood and leads the Board when the Executive Chairman is absent. She 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, and contributes to succession planning of the Executive Chairman, other Directors and Board Committees.

Non-Executive Directors ("NEDs")

Our NEDs monitor the Group's delivery of strategy and provide constructive input to the development of the Group's strategy. They ensure internal controls are robust and that an external audit is carried out. They engage with internal and external Stakeholders, providing feedback to the Board, and have a key role in succession planning for the Board and Senior Management.

Our NEDs also serve on all the Board Committees.

Group Company Secretary

Our Company Secretary is responsible for advising the Board on governance matters and ensuring compliance with applicable rules and regulations. She ensures good information flows within the Board and its committees and between Senior Management and Non-Executive Directors. She supports the Board in ensuring that it has the policies, processes, information, time and resources it needs. All Directors have access to her advice.

Board Committees

Audit & Risk Committee ("ARC")

Our ARC is responsible for assessing the integrity of financial and non-financial reporting and monitoring the effectiveness of internal controls, internal (once appointed) and external auditors. Also, for overseeing the Company's position with respect to the Code and corporate governance practice, and for our sustainability and climate-related policies, reporting and risk management.

Nomination Committee

Our Nomination Committee oversees Board composition and Board and senior executive succession.

Remuneration Committee

Our Remuneration Committee reviews the Group Remuneration Policy, the structure of Senior Management remuneration and determines the remuneration of the Executive Board members and the Group's Executive Committee.

Market Disclosure Committee

Our Market Disclosure Committee oversees the disclosure of information by the Company to meet its obligations under the UK's Market Abuse Regulation.

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Executive Committee

The Executive Committee has been delegated responsibility for the management of the Group's day-to-day operations. It comprises senior executives who have accountability for their own business area or function.

The Executive Chairman and the Chief Executive Officer are both members of the Executive Committee, forming an important link between the Board and the executive level. Their biographies appear on page 117 and those of the other members are as follows:

David Hughes, Chief Investment Officer	Elizabeth Scorer, Head of Corporate Affairs	Dan Wells, Partner & Global Head of Institutional Sales	Duncan Symonds, Head of Real Assets	James Livingston, Co-Head of Private Equity	Matthew Smith, Co-Head of Private Equity
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 is responsible for the overall management of the Foresight Group investment portfolio, overseeing the complete investment cycle from initial investment to ultimate realisation.	Liz joined the Executive Committee in November 2024, having joined the Group in 2021 to lead the corporate Investor Relations function post IPO. She brings a strong Group-wide perspective through her leadership of Investor Relations, Financial Insights and Corporate Strategy. Liz has over 20 years' experience across the energy and financial services sectors, with deep expertise in strategic finance and investor engagement.	Dan joined the Group in 2012 and is Global Head of Institutional Sales and Co-Manager of the Foresight Energy Infrastructure Partners fund series. He has 25 years of experience of sustainable infrastructure and real assets investing in Europe, Asia and North America.	Duncan joined the Group in 2026 and is Global Head of the Real Assets division. He has over 30 years of real assets investment and operational experience. He is responsible for the overall management of the Real Assets platform globally, while identifying new opportunities to deploy capital into critical assets that deliver long-term economic and environmental value.	James joined Foresight in 2007 and is Co-Head of Private Equity and a member of the PE Investment Committee. He is based in the London office and has over 20 years of experience. Working alongside Matt Smith, James manages a team that invests across the spectrum of Venture Capital, Private Equity and Private Credit throughout the UK and Ireland.	Matt joined Foresight in 2010 and is Co-Head of Private Equity and a member of the PE Investment Committee. He is based in the London office and has over 20 years of experience. Working alongside James Livingston, Matt manages a team that invests across the spectrum of Venture Capital, Private Equity and Private Credit throughout the UK and Ireland.

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Induction, 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. Our training and development programme supports professional, role-related and mandatory training, with the latter covering regulatory and policy-driven topics provided via a third-party, online training platform. Certain of the mandatory training is made available to the Non-Executive Directors, including modules related to cyber and financial crime.

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

The induction programme for our newly appointed Director was tailored to his needs, taking account of his experience and knowledge. The programme included meeting with our Risk and Finance teams, particularly relevant given he will become the Audit & Risk Committee Chair when Geoffrey Gavey retires, as well as other business and functional team heads. He has been given access to all governance material, including policies, Board packs from previous meetings, structure charts and financial information. He has also met with the BDO audit partner.

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 independence of the Non-Executive Directors is judged as part of the annual Board Performance Review process in accordance with the Code.

As part of the FY26 Board Performance Review, given that Geoffrey Gavey's tenure had exceeded nine years, the Nomination Committee, acting via Mike Liston and Alison Hutchinson, gave specific consideration to his independence, also acknowledging that he would retire from the Board effective from the close of the AGM to be held on 31 July 2026. It was agreed that Geoffrey's independence had been demonstrated and that they were comfortable that he be considered independent for the remainder of his tenure.

As regards the other Non-Executive Directors, the Nomination Committee considered that they were free from any relationship or circumstance that could affect, or appear to affect, their independent judgement. Also, the Committee remained 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

Each Director understands their responsibility to identify and manage conflicts of interest and to provide details to the Board and the Company Secretary, who maintains a register of conflicts of interest. They are reminded of their responsibilities at each Board meeting, and the Company Secretary includes a copy of the register of conflicts of interest in the Board packs for each full Board meeting to ensure the Board can review it for accuracy and to provide another opportunity for Directors to advise of any actual and/or potential conflicts not previously notified.

Any Director wishing to take on an additional external appointment must obtain permission from the Board. 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, such requests shall be granted.

Time commitment

The Nomination Committee considers the time commitments of our Directors regarding the amount of time being spent on Company matters. This is to ensure our Directors have sufficient time to meet their responsibilities to ensure the effective operation of the Board. This consideration is also relevant when considering requests to take on an additional external appointment. Should the Nomination Committee consider that any changes are to be made, a recommendation would be made to the Board. No such recommendations have been made to date.

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Professional advice

Directors may take independent professional advice at the Company's expense in the furtherance of their duties as a Director of the Company, if in accordance with the arrangements documented in the Board's Guidance for Obtaining Independent Advice. During the year, no Director sought to do so.

Communication with Shareholders

The Executive Directors have an ongoing dialogue with our largest Shareholders via a programme of meetings managed by the Corporate Investor Relations team. As it is not possible to meet with all Shareholders, those meetings, together with meetings with analysts and corporate brokers, enable them to better understand Shareholders' perspectives, and to share information within the constraints of rules around confidentiality.

As a result, the Board receives regular updates on Shareholders' views via the Board reporting process and periodic briefings. Additionally, where appropriate, the Board may meet with our corporate brokers. All such meetings are handled by the Chief Executive Officer, often with the Executive Chairman, covering various topical areas. The Corporate Investor Relations team and Company Secretary also engage with proxy voting agents ahead of each AGM to gain insight on voting trends and best practice, as well as to discuss any recommendations made regarding the Company's AGM resolutions.

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 Chief Risk Officer has established a Group-wide risk management framework, overseen by the Board.

More information on the framework and the risk appetite can be found on pages 39 to 43.

Culture

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

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

More information on these initiatives and how we embed our culture can be found on pages 65 to 71.