

Executive Chairman's introduction



“Across our business, our corporate governance arrangements reflect the high standards we employ in conducting our business responsibly and effectively. I believe those standards are evidenced in our activities Group wide.”

Bernard Fairman
Executive Chairman

Once again, I am delighted to introduce Foresight Group's (the “Group”) Corporate Governance Report on behalf of the Board for the year ended 31 March 2026.

Across our business, our corporate governance arrangements reflect the high standards we employ in conducting our business responsibly and effectively. I believe those standards are evidenced in our activities Group wide, which we constantly strive to improve. Improvements for the year included a number of key appointments, which I have summarised below, and which will strengthen our governance structure and framework, securing Foresight's success in a competitive and regulated arena.

I am pleased to say that in May 2026, we agreed terms to employ Ocorian to fill the internal audit role. This appointment addressed an area of non-compliance with the Corporate Governance Code (the “Code”) that has been open since IPO, and followed a soft internal audit carried out by our UK Risk team during the year. The decision to engage Ocorian was made as it was felt that at this time, the Group would be better served by a corporate service provider that would provide us with more resilience and a high level of experience while this role develops.

That engagement was also key to our compliance with Principle 29 of the Code, which is concerned with internal controls and much work has also been carried out to ensure our readiness to meet its enhanced requirements. An outline of the Principle 29 planning can be found on pages 37 and 38. The Board is closely monitoring our progress via Board and Audit & Risk Committee reporting, the attendance by the Chair of the Audit & Risk Committee at regional risk and compliance meetings, as well as his separate conversations with the Chief Risk Officer.

Also to help strengthen our internal control structure, was the appointment of a Group-level Governance, Risk & Compliance (“GRC”) Committee during the year. The Committee pulls together our regional GRC arrangements to provide a Groupwide perspective. This allows us to set the tone from the top by formalising our internal arrangements for setting Group-level policies and minimum standards, as well as ensuring a holistic, cross-Group perspective on the impacts and implications of new regulations in any of our locations, particularly any that are extra-territorial. It also brings the Group closer together from a GRC perspective, which is important in achieving Group-wide alignment in meeting our desired high governance standards.

Our Risk report on pages 39 to 43 provides great insight into the work being carried out under our risk management framework, risk being a key element of our overall Governance solution.

I would also draw attention to our Sustainability report on pages 55 to 106, which sets out our sustainability-related governance arrangements.

Our Stakeholder engagement continues to be a key area of focus for our teams, helping us to be a more sustainable business by ensuring we understand and can respond to their views in the things we do and taking the opportunity to contribute to the development of industry, regulatory and government standards. We summarised our activities in the Stakeholder report on pages 45 to 51.

This is also reflected in the Board's approach to decision-making, wherein the requirements of s172 of the UK Companies Act are key considerations helping to ensure the value and longevity of our business. I would direct you to our s172 statement on pages 52 and 53.

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One of our key Stakeholders is our People, and I am pleased to share a number of important appointments made during the year.

In June 2025, I advised that we had appointed Gary Fraser as Chief Executive Officer. From a governance perspective, the appointment provided more clarity between our respective roles, which are now described in the updated Division of Responsibilities document on our website. Gary continues to retain the roles of Chief Financial Officer and Chief Operating Officer, both of which are kept under the review of our Nomination Committee regarding the transfer of his responsibilities.

In that regard, two internal appointments that resulted in the transfer of responsibilities from Gary: Jonathan Parsons to Chief Risk Officer and Suzie Ruffley to Chief People Officer. These appointments acknowledge the contribution and experience of Jonathan and Suzie.

Also during the year, we announced the appointment of John Le Poidevin as our new Non-Executive Director, who joined the Board on 1 April 2026. He will replace Geoffrey Gavey as Chair of the Audit & Risk Committee immediately following the 2026 AGM to be held on 31 July 2026. John's depth of audit and governance experience will add meaningful strength to the Board's oversight and support the continued development of the Group. We welcome him to the Board.

His appointment was made after an extended recruitment process, and it was John's experience and what he was able to bring to the Board that left the Nomination Committee and wider Board in no doubt he was the right choice for the Group.

That means that we have not been able to increase the female representation on the Board despite our efforts to do so.

More details of our recruitment process are provided in the Nomination Committee report on pages 125 to 127. I would also reiterate our commitment to meeting the target of having at least a 40% female representation on our Board, and our Chief People Officer has been tasked with building that into our succession planning.

On 31 July 2026, we must say goodbye to Geoffrey, and in doing so, we thank him sincerely for his long-standing and highly valued contribution to Foresight and for his leadership of the Audit & Risk Committee.

With regard to our Executive Management team, we were pleased to announce that Duncan Symonds would join the Group as the new Head of Real Assets with effect from 7 April 2026.

This is an important role and will benefit from Duncan's wealth of experience, as will the Group's Executive Committee, which he has now joined. His biography is noted on page 114.

I hope this report has illustrated how important governance is to me and to our organisation, and we look forward to updating you again in our next Annual Report.

Bernard Fairman
Executive Chairman

26 June 2026

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Our compliance with the Code

The Company is committed to complying with the UK Corporate Governance Code (the "Code") and, with the exceptions highlighted on page 111, we have done so for the whole of the year. The table below sets out how we've complied and signposts to the pages where further information and disclosures can be found.

Board leadership and Company purpose

Effective and entrepreneurial Board

➤ See pages 113 to 119, 122 to 124

Company's purpose, values and strategy

➤ See pages 7 to 106

Board reporting on the decisions made and their outcomes

➤ See pages 52 to 53

Stakeholder engagement

➤ See pages 45 to 53

Workforce policies

➤ See pages 65 to 71

Division of responsibilities

Responsibilities of the Executive Chairman, Chief Executive Officer and the Senior Independent Director

➤ See pages 112 to 113

Appropriate combination of Executive and Non-Executive Directors and clear division of responsibilities

➤ See page 112 and 115

Sufficient time to meet their responsibilities

➤ See page 115

Support of the Company Secretary

➤ See page 113

Composition, succession and evaluation

Appointments and succession

➤ See pages 125 to 127

Board skillset

➤ See page 121

Annual Board Performance Review

➤ See page 124

Audit, risk and internal control

Independence and effectiveness of internal and external audit functions and the integrity of financial and narrative statements

➤ See pages 128 to 135

Fair, balanced and understandable assessment of the Company's position and prospects

➤ See pages 128 to 135

Risk management and internal control framework

➤ See pages 128 to 135

Remuneration

Remuneration policies and practices

➤ See pages 139 to 145

Process for developing executive Remuneration Policy and for determining Director and Senior Management remuneration

➤ See pages 139 to 145

Independent judgement

➤ See pages 139 to 145

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Areas of non-compliance with the Code

Provision	Explanation
9	The Code recommends that the Board Chair should be independent, whereas Bernard Fairman is the Executive Chairman. To ensure an appropriate level of independence, additional responsibilities have been assigned to Alison Hutchinson, our Senior Independent Non-Executive Director. These are described in the "Division of Responsibilities between the Executive Director, Chief Executive Officer and the Senior Independent Director", which was updated during the year as a result of Gary Fraser's appointment to Chief Executive Officer in June 2025. That document may be found on the Group website at https://foresight.group/about-us/corporate-governance. The role of Board Chair is considered by the Nomination Committee as regards the validation of the current executive appointment. The Committee remains of the view that Bernard continues to provide stability and continuity through his detailed understanding of the Group and its operations and the markets in which it operates. It is therefore considered that his appointment is in the interests of the Shareholders. However, in the event of Bernard's retirement, the Board succession planning provides for an independent Board Chair.
19	The tenure requirements of Provision 19 apply to an independent chair, which we will comply with in the event an independent chair is appointed.
26	While this remained an area of non-compliance for the year under review, we consider that this matter was resolved following the appointment of Ocorian to act as our Internal Auditor in May 2026.

Provision 29 planning

The Chief Risk Officer has established a plan to ensure the requirements of the UK Corporate Governance Code Provision 29 are met for the year commencing 1 April 2026. For more information, please see pages 37 and 38.