

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the action to be taken, you should immediately consult your stockbroker, solicitor, accountant or other independent financial adviser authorised pursuant to the Financial Services and Markets Act 2000. Definitions used in this document can be found in Part I of this document.**

If you have sold or otherwise transferred all of your Shares in the Company please send this document (but not the accompanying Tender Form and Proxy Form), as soon as possible, to the purchaser or transferee or to the stockbroker, independent financial adviser or other person through whom the sale or transfer was effected for delivery to the purchaser or transferee (noting the distribution restrictions below). Please contact Computershare Investor Services PLC on the details below if you have acquired Shares since the publication of this document.

The Tender Offer is not being made, directly or indirectly, in or into a Restricted Territory. In particular, Shareholders who are resident in a Restricted Territory should note that this document (and accompanying Proxy Form) is being sent for the purposes of the General Meeting only (and such Shareholders will not receive an accompanying Tender Form).

The distribution of this document (and accompanying Tender Form) into certain jurisdictions other than the UK (including, but not limited to, the Restricted Territories) is or may be restricted by law and therefore persons into whose possession this document (and accompanying Tender Form) come should inform themselves about, and observe, such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction. Any person (including, without limitation, custodians, nominees and trustees) who may have a contractual or legal obligation to forward this document and/or the accompanying Tender Form should read the paragraph entitled 'Overseas Shareholders' in Part III of this document before taking any action.

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# FORESIGHT 4 VCT PLC

*(Registered in England and Wales with registered number 03506579)*

## **Tender Offer to Purchase Shares with an Aggregate Value of up to £5 million**

and

## **Recommended Proposals to approve the Reduction of the Share Premium Account of the Company by £36 million, repurchase Shares and issue new Shares**

and

## **Notice of General Meeting**

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The Tender Offer is conditional on, amongst other things, the approval from Shareholders of resolutions to be proposed at the General Meeting of the Company to be held at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG on 8 August 2018 at 11.00 a.m., notice of which is set out at the end of this document and for which a Proxy Form is enclosed with Shareholders' copies of this document. To be valid, the Proxy Form should be completed and returned in accordance with the instructions printed thereon to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY or hand delivered (during normal business hours) to Computershare Investor Services PLC, The Pavilions Bridgwater Road Bristol BS13 8AE. A pre-paid envelope is enclosed for use in the UK only. Shareholders may also cast their vote online (see the Proxy Form for online voting instructions).

The procedure for, and the terms and conditions of, the Tender Offer are set out in this document and in the accompanying Tender Form. The Tender Offer will close at 1.00 p.m. on 14 September 2018 and is only available to Shareholders, other than Shareholders in a Restricted Jurisdiction, who are on the register as at close of business on 14 September 2018.

Applications under the Tender Offer from Shareholders who hold their Shares in certificated form must be made through the accompanying Tender Form which is personal to the Shareholder named thereon. The Tender Form must be completed, signed and witnessed, and returned in accordance with the instructions printed thereon together with the relevant share certificate(s) and/or other document(s) of title. Completed Tender Forms (together with accompanying documents) should be posted to Computershare Investor Services PLC, Corporate Actions Projects, Bristol BS99 6AH or hand delivered (during normal business hours) to Computershare Investor Services PLC, The Pavilions Bridgwater Road Bristol BS13 8AE. A pre-paid envelope is enclosed for use in the UK only. Shareholders who hold their Shares in uncertificated form (ie through CREST) must apply electronically through CREST by sending a TTE instruction.

For information on completion of the Tender Form or tendering through CREST please telephone Computershare Investor Services PLC between 9.00 a.m. and 5.00 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0370 703 6385 or, if telephoning from outside the UK, on +44 370 703 6385. Calls may be recorded and randomly monitored for security and training purposes.

For information on the Tender Offer generally or to request a delay in new Shares being allotted under the Offer, please contact Foresight Group LLP investor relations on 020 3667 8159.

For legal reasons Computershare Investor Services PLC and Foresight Group LLP will be unable to give advice on the merits of the Tender Offer nor provide financial, legal, tax or investment advice.

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## EXPECTED TIMETABLE

Tender Offer opens	16 July 2018
Latest time and date for receipt of Proxy Form for the General Meeting	11.00 a.m. on 6 August 2018
General Meeting	11.00 a.m. on 8 August 2018
Tender Offer closes - latest time and date for receipt of Tender Forms and TTE Instructions	1.00 p.m. on 14 September 2018
Record Date for Tender Offer	close of business on 14 September 2018
Announcement of the results and take up level under the Tender Offer	by 8.00 a.m. on 17 September 2018
Completion of purchase of Shares under the Tender Offer	17 September 2018
Settlement date for the Tender Offer: cheques dispatched, assured payments made through CREST	by 24 September 2018
CREST accounts credited for revised holdings of Shares	by 24 September 2018
Dispatch of balance Share certificates for unsold Ordinary Shares	by 24 September 2018

If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders by an announcement through the Regulatory Information Service of the London Stock Exchange.

## **PART I**

### **DEFINITIONS**

The following definitions apply throughout this document and the accompanying Tender Form unless the context otherwise requires:

<b>2017/18 Offer</b>	the offer for subscription by the Company to raise up to £50 million (with an over-allotment facility to raise up to a further £50 million) contained in the prospectus published by the Company dated 19 May 2017
<b>Enhanced Buyback Schemes</b>	the enhanced buyback schemes to purchase Shares and issue new Shares contained in the document issued to Shareholders dated 2 March 2012 and 5 March 2013
<b>Articles</b>	the articles of association of the Company, as amended from time to time
<b>Basic Entitlement</b>	the entitlement of each Shareholder to tender such number of Shares (rounded down to the nearest whole number) as results from multiplying the total number of Shares registered in that Shareholder's name on the Record Date by the Basic Entitlement Percentage
<b>Basic Entitlement Percentage</b>	the percentage which the total number of Shares to which the Tender Offer will apply bears to the total number of Shares in issue on the Record Date
<b>Board</b>	the board of directors of the Company from time to time
<b>Business Day</b>	a day on which the clearing banks are open for general business in the city of London
<b>C Share Conversion</b>	the merger in August 2015 of the two original classes of shares in the Company effected by redesignating each of the C ordinary shares in the capital of the Company into Shares and issuing additional Shares to the holders of such C ordinary shares (to equalise the NAVs of each original share class)
<b>CA 2006</b>	the Companies Act 2006, as amended from time to time
<b>certificated or in certificated form</b>	a share or other security which is not in uncertificated form (i.e. not in CREST)
<b>Company</b>	Foresight 4 VCT plc
<b>Court</b>	the Companies Court in the Chancery Division of the High Court of Justice located at the Royal Courts of Justice
<b>CREST</b>	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
<b>CREST Member</b>	a person who has been admitted by Euroclear as a system-member (as defined in the CREST Regulations)
<b>CREST Participant</b>	a person who is, in relation to CREST, a system-participant (as defined in the CREST Regulations)
<b>CREST Regulations</b>	the Uncertificated Securities Regulations 2001 (SI 2001/3755)

<b>Computershare</b>	Computershare Investor Services PLC (in its capacity as the Company's receiving agent in relation to the Tender Offer or, as applicable, the Company's registrar)
<b>Directors</b>	the directors of the Company (and each a Director)
<b>Escrow Agent</b>	Computershare (in its capacity as a CREST participant under Participant ID:3RA30)
<b>Euroclear</b>	Euroclear UK & Ireland Limited
<b>F3 Top-Up Offer</b>	the top-up offer for subscription by Foresight 3 to raise up to £3.4 million contained in the offer document published by Foresight 3 dated 22 March 2017
<b>FCA</b>	Financial Conduct Authority
<b>FSMA</b>	the Financial Services and Markets Act 2000, as amended from time to time
<b>Foresight</b>	Foresight Group CI Limited, the Companies' manager, which is licensed by the Guernsey Financial Services Commission
<b>Foresight 3</b>	Foresight 3 VCT plc
<b>Foresight 3 Enhanced Buyback Scheme</b>	the enhanced buyback scheme to purchase Foresight 3 Shares and issue new Foresight 3 Shares contained in the document issued to Foresight 3 Shareholders dated 23 December 2011
<b>Foresight 3 Shareholders</b>	holders of Foresight 3 Shares (and each a Foresight 3 Shareholder)
<b>Foresight 3 Shares</b>	ordinary shares of 1p each in the capital of Foresight 3 (and each a Foresight 3 Share)
<b>Foresight Group</b>	Foresight Group LLP, a subsidiary undertaking of Foresight, which is authorised and regulated by the FCA
<b>General Meeting</b>	the general meeting of Shareholders of the Company convened for 11.00 a.m. on 8 August 2018 at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG (or any adjournment thereof)
<b>HMRC</b>	HM Revenue & Customs
<b>ITA 2007</b>	the Income Tax Act 2007, as amended from time to time
<b>London Stock Exchange</b>	London Stock Exchange PLC
<b>Member Account ID</b>	the identification code or number attached to any member account in CREST
<b>Merger</b>	the merger of the Company and Foresight 3 on 22 June 2017 effected by placing Foresight 3 into members' voluntary liquidation and all of its assets and liabilities being acquired by the Company in consideration for new Shares issued directly to the Foresight 3 Shareholders
<b>net asset value or NAV</b>	the net asset value of the Company or a Share (as applicable or as the context requires)
<b>Offer</b>	the offer for subscription by the Company to raise up to £50 million (with an over-allotment facility to raise up to a further £30 million) contained in the Prospectus published by the Company dated 14 June 2018
<b>Overseas Shareholder</b>	a Shareholder who is resident in, or a citizen of, a jurisdiction outside the UK

<b>Panmure Gordon</b>	Panmure Gordon (UK) Limited (in its capacity as the Company's agent in relation to the Tender Offer or, as applicable, the Company's broker)
<b>Participant ID</b>	the identification code or membership number used in CREST to identify a particular CREST Member or other CREST Participant
<b>Proposals</b>	the Tender Offer, the recommended proposals to approve the reduction of the share premium account, repurchase Shares and issue new Shares and the Resolutions to be proposed at the General Meeting
<b>Prospectus</b>	together the securities note, the registration document and the summary, each issued by the Company on 14 June 2018, which can be downloaded from <a href="http://www.foresightgroup.eu/retail-investors/vct/foresight-4-vct/">www.foresightgroup.eu/retail-investors/vct/foresight-4-vct/</a>
<b>Proxy Form</b>	the personalised form of proxy accompanying Shareholders' copies of this document for use by a Shareholder in connection with the General Meeting (or other form of proxy provided by or on behalf of the Company or use by a Shareholder in connection with the General Meeting)
<b>Record Date</b>	close of business on 14 September 2018
<b>Resolutions</b>	the special resolutions set out in the notice of General Meeting (and each a Resolution)
<b>Restricted Territories</b>	United States, Canada, Australia, South Africa, Japan and New Zealand (and each a Restricted Territory)
<b>Shareholders</b>	holders of Shares (and each a Shareholder)
<b>Shares</b>	ordinary shares 1p each in the capital of the Company (and each a Share)
<b>Tender Form</b>	the tender form accompanying Shareholders' copies of this document (or otherwise as may be provided by Computershare) for use by Shareholders who hold their Shares in certificated form in connection with the Tender Offer
<b>Tender Offer</b>	the proposed invitation by the Company to Shareholders (other than certain Overseas Shareholders) to tender Shares on the terms and subject to the conditions set out in this document and, in the case of Shares held in certificated form, the Tender Form
<b>Tender Price</b>	the price payable for each Share under the Tender Offer, this being an amount equal to 92.5% of the most recently published NAV per Share as at the date of purchase under the Tender Offer (adjusted for dividends declared and for which the record date for payment has passed at the time of purchase), rounded down to four decimal places
<b>TFE Instruction</b>	a transfer from escrow instruction (as defined in the CREST manual issued by Euroclear)
<b>TTE Instruction</b>	a transfer to escrow instruction (as defined in the CREST manual issued by Euroclear)
<b>uncertificated or in uncertificated form</b>	recorded on the register as being held in uncertificated form in CREST and title to which, by virtue of the CREST Regulations, may be transferred by means of CREST
<b>UK</b>	the United Kingdom of Great Britain and Northern Ireland

**UK Listing Authority**

the UK Listing Authority, being the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA

**venture capital trust or VCT**

a company satisfying the requirements of Chapter 3 of Part 6 of ITA 2007 for venture capital trusts

## PART II

### LETTER FROM THE CHAIRMAN

# FORESIGHT 4 VCT PLC

*(Registered in England and Wales with registered number 03506579)*

**Directors:**

Raymond Abbott (Chairman)  
Michael Gray  
Simon Jamieson

**Registered Office:**

The Shard  
32 London Bridge Street  
London  
SE1 9SG

16 July 2018

Dear Shareholder

**Tender Offer to Purchase Shares with an Aggregate Value of up to £5 million, Recommended Proposals to approve the Reduction of the Share Premium Account of the Company by £36 million, repurchase Shares and issue new Shares and Notice of General Meeting**

**Introduction**

Shareholders will recall that the tender offer made available in 2017 was fully subscribed and through which the Company returned £5 million to participating Shareholders. Following the success of that tender offer, we advised of our intention to make available a further tender offer in 2018 if circumstances permitted. I am delighted to be writing to you to make a further tender offer opportunity available. The terms of the Tender Offer, and how to participate, are set out in this document.

The Company requires authority from Shareholders to reduce the amount standing to the credit of the share premium account of the Company by £36 million (subject to the confirmation of the Court) to create additional distributable reserves to facilitate the Company's ability to implement the Tender Offer. Authority from Shareholders is also required for the Company to repurchase Shares under the Tender Offer. In addition, it is proposed to take the opportunity to renew approval from Shareholders to issue new Shares in the Company for the purposes of the Offer. Such approvals are being sought at the General Meeting to be held at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG at 11.00 a.m. on 8 August 2018.

**Tender Offer**

The Tender Offer is being made to all Shareholders (other than certain Overseas Shareholders). Full details of the Tender Offer, including the terms and conditions on which it is being made, are set out in Part III of this document and on the Tender Form which accompanies this document if Shares are held in certificated form.

The Tender Offer is conditional on the passing of the Resolutions set out in the notice of General Meeting at the end of this document and the satisfaction of the other Conditions specified in Part III of this document. This includes the approval from Shareholders to issue new Shares in the Company (to be used for the purposes of the Offer), which will allow the Company to replenish cash used for the Tender Offer to maintain net assets and support investment opportunities.

The Tender Offer involves the following:

- The Tender Offer is being made to Shareholders (other than certain Overseas Shareholders) for up to a number of Shares (rounded down to the nearest whole number of Shares) equal in value, in aggregate, to £5 million at the Tender Price.
- The Tender Price will be an amount equal to 92.5% of the most recently published NAV per Share as at the date of purchase under the Tender Offer (adjusted for dividends declared and for which the record date for payment has passed at the time of purchase), rounded down to four decimal places (i.e. a 7.5% discount to NAV). The Board considers this to be an appropriate discount to take into account the costs of the Tender Offer and balance the interests of selling Shareholders and remaining Shareholders.



- The number of Shares to which the Tender Offer will apply will be determined by dividing £5 million (being the total amount being made available to purchase Shares under the Tender Offer) by the Tender Price, and rounding the result down to the nearest whole number of Shares, but subject to a maximum of 8.5 million Shares (representing 6.3% of the issued share capital of 135,118,304 Shares on 13 July 2018 (no Shares are held in treasury), this being the latest practicable date prior to the publication of this document).
- Each Shareholder (other than certain Overseas Shareholders) will be entitled to have purchased from their holding at the Tender Price under the Tender Offer such percentage (the Basic Entitlement Percentage) of their holding of Shares on the Record Date as is equal to the percentage which the total number of Shares to which the Tender Offer will apply bears to the total number of Shares in issue on the Record Date, rounded down to the nearest whole number of Shares (such entitlement being a Shareholder's Basic Entitlement). Shareholders may tender a higher or lower percentage of their holdings but tenders in excess of the Basic Entitlement will only be satisfied to the extent that other Shareholders tender less than their Basic Entitlement.
- Shareholders (other than certain Overseas Shareholders) will be able to decide whether to continue their existing investment in the Company without tendering any Shares or to tender some or all of their Shares within the overall limit of the Tender Offer.
- All Shares validly tendered by any Shareholder up to their Basic Entitlement (which represents such Shareholder's pro rata share of the total number of Shares to be acquired under the Tender Offer) will be accepted in full.
- The Tender Form to be completed by Shareholders who hold their Shares in certificated form contains a box to enable those Shareholders who wish to tender their Basic Entitlement to do so. If you hold your Shares in certificated form and you tick this box, Computershare will calculate your Basic Entitlement on the Record Date. If you wish to tender a different number of Shares to your Basic Entitlement, insert such number of Shares in the alternate box provided on the Tender Form.
- Shareholders who hold their Shares in uncertificated form (i.e. in CREST) and who wish to tender their Basic Entitlement should send a TTE instruction through CREST to the basic entitlement member account as set out in paragraph 2.2.1 of Part III of this document. Computershare will calculate your Basic Entitlement on the Record Date and return any excess Shares. If you wish to tender a different number of Shares to your Basic Entitlement, you should send a TTE Instruction through CREST to the alternate member account specifying such number of Shares as set out in paragraph 2.2.2 of Part III of this document.
- If the aggregate value, at the Tender Price, of the number of Shares validly tendered by all of those Shareholders that have taken part in the Tender Offer equates to a value of £5 million or less, all such Shares will be accepted and purchased.
- If the aggregate value, at the Tender Price, of the number of Shares validly tendered equates to a value of more than £5 million, tenders will be accepted in the order set out below:
  - all Shares validly tendered by any Shareholder up to their Basic Entitlement will be accepted in full; and
  - all Shares validly tendered by Shareholders in excess of their Basic Entitlements will be satisfied in proportion to the number of Shares tendered by each Shareholder in excess of their Basic Entitlement so as to ensure that the aggregate price paid in respect of all Shares purchased under the Tender Offer does not exceed £5 million.
- The expected timetable for the Tender Offer is set out on page 3. Unless suspended, extended or terminated in accordance with the provisions of Part III of this document, the Tender Offer will close at 1.00 p.m. on 14 September 2018. It is expected that on 17 September 2018 the Company will make a public announcement relating to the number of Shares tendered and the Tender Price.
- All successfully tendered Shares purchased by the Company will be cancelled and will not rank for any future dividends. The issued share capital of the Company will be reduced by the number of Shares purchased and cancelled.
- Any rights of Shareholders who choose not to tender their Shares will be unaffected.

The Tender Price (based on the latest published unaudited NAV per Share as at 31 December 2017 of 69.4p) would be 64.1950p.

Shareholders who remain invested should be aware that the Tender Offer may (though unlikely) have the effect of increasing their percentage of the total share capital in the Company remaining in issue to a level above 3%, in which case they will be required to notify the Company under the Disclosure Guidance and Transparency Rules.

Selling Shareholders will not be able to enjoy any future growth in the value of the Company and its underlying investments in portfolio companies in respect of those Shares that are successfully tendered. The value of Shares in the Company and the income from them, however, can fluctuate and a Shareholder may not get back the full amount invested.

If implemented, the Tender Offer will reduce the net assets of the Company. In respect of Shareholders who do not participate in the Tender Offer, whilst the amount of the Tender Offer will reduce the net assets of the Company, the amount of the Tender Offer is not regarded as material and is being carried out at a discount to the net asset value per Share in the Company. The Tender Offer is not, therefore, expected to have a dilutive effect on remaining Shareholders (assuming a successful take up). The Tender Offer will, however, have a dilutive effect on Shareholders if the costs are more than the 7.5% discount to NAV at which the actual number of Shares are purchased.

### **Reduction of the Share Premium Account**

Cancelling share premium allows a company to create a special reserve that can be used to write or set-off losses, facilitate distributions and buybacks and for other corporate purposes. The Company has previously cancelled share premium for these purposes and has, over time, utilised the reserves created from these cancellations.

The Company requires additional reserves to be created in order to facilitate implementation of the Tender Offer. The issue of Shares pursuant to the Merger and recent fundraisings has resulted in the creation of further share premium and the Board proposes that the share premium account of the Company (£51,184,143 as at 31 March 2018) is reduced by £36 million, subject to the confirmation of the Court. Authority for such cancellation (as required under CA 2006) is being sought under Resolution 1 to be proposed at the General Meeting.

The amount to be cancelled is related to share premium created by the issue of Shares on or before 31 March 2015 and is not, therefore, regarded under VCT legislation as restricted capital which should not be used to make, directly or indirectly, payments to Shareholders.

The further special reserve created will be used to write or set-off losses, facilitate distributions and buybacks (including the Tender Offer) and for other corporate purposes. Prior to confirming the reduction of the share premium account, the Court will need to be satisfied that the reduction will not prejudice the interests of the Company's creditors. The Company will take such steps as are necessary to satisfy the Court in this regard.

The reduction of share premium will take effect once the Court order confirming the reduction of capital has been registered by the Registrar of Companies.

### **Authority to Repurchase Shares**

The Company requires authority from Shareholders to repurchase Shares pursuant to the Tender Offer. Authority (as required under CA 2006 and the Listing Rules) to repurchase up to 8.5 million Shares is being sought under Resolution 2 to be proposed at the General Meeting.

The number of Shares under the authority includes some headroom in case the net asset value per Share changes and the actual number of Shares to be repurchased is greater than the estimate referred to above.

### **Authority to issue new Shares**

On 14 June 2018, the Board launched an offer for subscription to raise up to £50 million (with an over-allotment facility to raise a further £30 million) through the issue of new Shares. The Company is currently utilising existing Shareholder authorities, however these authorities are due to expire during the Offer period.

The Board originally intended to renew Shareholder authorities to allot new Shares at the Company's annual general meeting to be held in 2018. The Shareholder authorities required for the Tender Offer

have, however, provided the Board with an opportunity to seek such authority at the General Meeting and is being sought under Resolution 3 to be proposed at that meeting.

The price at which the new Shares are being made available is the net asset value of a Share at the time of allotment (adjusted for dividend declared and for which the record date for payment has passed at the time of allotment) plus associated up-front Offer costs directly or indirectly incurred by an investor. As a result, the Offer is not expected to have any material dilution effect on existing Shareholders.

Full details of the Offer are set out in the Prospectus. The Offer will close on 30 April 2019 (unless closed earlier or extended by the Board). The new Shares issued pursuant to the Offer will rank pari passu with the existing Shares from the date of issue.

### **Taxation**

**The information below and contained in this document is a general guide only and is based on UK tax law as well as the practice of HMRC at the date of this document in relation to Shareholders who are individuals. Shareholders who are in any doubt as to their tax position, or who may be subject to tax in a jurisdiction other than the UK, should consult an appropriate professional adviser. These comments are not exhaustive and do not constitute legal or tax advice.**

The purchase of Shares under the Tender Offer will be regarded as a disposal of such Shares.

The purchase of any Shares that have not been held for five years from the date of issue will be subject to clawback of any up-front income tax relief obtained on such Shares. In addition, any deferred capital gains on the original subscription of the Shares will become chargeable to capital gains tax.

The disposal of shares in a VCT within six months before or after a subscription for new shares in the same VCT will result in the amount of the investment in the new shares to which VCT tax reliefs are available being reduced by an amount equal to the proceeds received on disposal.

There could be an income tax charge for Shareholders on any excess of the Tender Price above the original issue price paid for the Shares. Shareholders who do not qualify for VCT tax reliefs may also be subject to a capital gains tax charge by the amount that the original issue price exceeds the price paid.

The timing of the purchase of Shares under the Tender Offer has been set after the expiry of the five year holding period required to maintain up-front income tax relief in respect of Shares issued pursuant to the Enhanced Buyback Schemes and Shares issued pursuant to the Merger which are originally derived from the Foresight 3 Enhanced Buyback Scheme. Shareholders who participated in such schemes should, therefore, be able to participate without prejudicing the up-front income tax relief obtained.

**Shareholders who may have participated in the F3 Top-Up Offer, the 2017/18 Offer or who have applied, or intend to apply, under the Offer (or have acquired Shares in the Company and/or Foresight 3 at different times), will need to carefully consider the implications of participating in the Tender Offer.**

**Shareholders can request a delay in Shares being allotted to them under the Offer until after the expiry of six months should they wish to participate in the Tender Offer (please contact Foresight Group using the details below for further information). Shareholders should note that the price at which Shares are issued under the Offer will be based on the most recently published net asset value at the time of allotment which may be different if a delay is requested.**

**Further details relating to the taxation implications of participating in the Tender Offer are set out in Part IV of this document.**

### **Overseas Shareholders**

Shareholders with registered or mailing addresses outside the UK, or who are citizens or nationals of, or resident in, a jurisdiction other than the UK, should read paragraph 7 of Part III of this document and the relevant provisions of the Tender Form. It is the responsibility of all Overseas Shareholders to satisfy themselves as to the observance of any legal requirements in their jurisdiction, including, without limitation, any relevant requirements in relation to the ability of such holders to complete and return a Tender Form.

## **General Meeting**

Notice of the General Meeting, which is to be held at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG on 8 August 2018 at 11.00 a.m., is set out at the end of this document.

An explanation of the Resolutions to be proposed at the General Meeting is set out below. The Resolutions will each be proposed as special resolutions requiring the approval of 75% of the votes cast at the General Meeting.

*Resolution 1* will approve (subject to the confirmation of the Court) the reduction of the amount standing to the credit of the share premium account by £36 million.

*Resolution 2* will authorise the Company to make market purchases of up to 8.5 million Shares (representing 6.3% of the issued share capital of the Company as at 13 July 2018, this being the latest practicable date prior to publication of this document) at a tender price equal to 92.5% of the most recently published net asset value of a Share as at the date of the purchase. The authority conferred by Resolution 2 will expire 18 months following the date of the passing of the resolution unless renewed, varied or revoked by the Company in general meeting.

*Resolution 3* is a composite resolution in connection with the issue of new Shares. The Board intend to use the authorities to issue new Shares pursuant to the Offer and, if the Board believes this to be in the best interests of the Company, for further fundraisings.

Paragraph (i) will authorise the Directors pursuant to section 551 CA 2006 to allot Shares in the capital of the Company pursuant to offer(s) for subscription up to an aggregate nominal value of £1.2 million (representing 89% of the issued share capital of the Company as at 13 July 2018, this being the latest practicable date prior to publication of this document). The authority conferred by paragraph (i) of Resolution 3 will be in addition to existing authorities and will expire at the conclusion of the annual general meeting to be held in 2019 or, if earlier, on the date falling 18 months after the date of the passing of Resolution 3 (unless renewed, varied or revoked by the Company in general meeting).

Paragraph (ii) will disapply pre-emption rights in respect of the allotment of Shares in the capital of the Company in connection with offer(s) for subscription with an aggregate nominal value of £1.2 million (representing 89% of the issued share capital of the Company as at 13 July 2018, this being the latest practicable date prior to publication of this document), where the proceeds may be used in whole or part to purchase the Company's own shares. The authority conferred by paragraph (ii) of Resolution 3 will be in addition to existing authorities and will expire at the conclusion of the annual general meeting to be held in 2019 or, if earlier, on the date falling 18 months after the date of the passing of Resolution 3 (unless renewed, varied or revoked by the Company in general meeting).

## **Action to be Taken**

### **1. Proxy Form**

Whether or not you wish to tender your Shares under the Tender Offer and regardless of whether you intend to attend the General Meeting, you are requested to complete, sign and return the accompanying Proxy Form, in accordance with the instructions printed thereon, so as to be received by the Company's registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, as soon as possible, and in any event by no later than 11.00 a.m. on 6 August 2018. The completion and return of the Proxy Form will not preclude you from attending the General Meeting and voting in person should you so wish. Shareholders may also cast their vote online (see the Proxy Form for online voting instructions).

### **2. Tender Offer**

The procedure for tendering your Shares depends on whether your Shares are held in certificated form or uncertificated form and is summarised below.

#### **(a) Shares held in certificated form**

Shareholders who hold Shares in certificated form and who wish to tender any or all of their Shares should complete the Tender Form in accordance with the instructions printed thereon. The Tender Form should then be sent either by post in the accompanying reply-paid envelope, along with the relevant share certificate(s) and other document(s) of title to the Company's

receiving agent, Computershare Investor Services PLC, Corporate Actions Projects Bristol BS99 6AH or delivered by hand (during normal business hours) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE. Shareholders who hold their Shares in certificated form should also return their share certificate(s) and/or other document(s) of title in respect of the Shares tendered. Tender Forms (and accompanying documents) must be received as soon as possible but in any event by no later than 1.00 p.m. on 14 September 2018.

**(b) Shares held in uncertificated form**

Shareholders who hold their Shares in uncertificated form (i.e. in CREST) and who wish to tender any or all of their Shares should tender electronically through CREST so that the TTE instruction settles by no later than 1.00 p.m. on 14 September 2018.

Further details of the procedures for tendering and settlement are set out in Part III of this document.

**Shareholders who do not wish to sell any Shares under the Tender Offer do not need to take any action, either in relation to the Tender Form or the sending of a TTE Instruction.**

**Shareholders are reminded that the Tender Offer is not being made to certain Overseas Shareholders.**

**Further Information**

For information on completion of the Proxy Form, Tender Form or tendering through CREST, please telephone Computershare between 9.00 a.m. and 5.00 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0370 703 6385 or, if telephoning from outside the UK, on +44 370 703 6385. Calls may be recorded and randomly monitored for security and training purposes.

For information on the Proposals generally, or to request a delay in Shares being allotted to them under the Offer as set out above, please contact Foresight Group investor relations on 020 3667 8159.

For legal reasons, the Company, Computershare and Foresight Group will be unable to give advice on the merits of the Proposals nor provide financial, legal, tax or investment advice.

**Recommendation**

The Directors consider the Proposals (including the Resolutions to be proposed at the General Meeting) to be in the best interests of the Company and Shareholders as a whole. Accordingly, the Board unanimously recommends Shareholders to vote in favour of the Resolutions to be proposed at the General Meeting, as they intend to do in respect of their own aggregate direct beneficial holdings of 124,107 Shares, representing 0.09% of the issued share capital of the Company (this being 135,118,304 Shares, no Shares are held in treasury) as at 13 July 2018 (being the latest practicable date prior to the publication of this document).

The Directors can make no recommendations to Shareholders in relation to participation in the Tender Offer. Whether or not Shareholders decide to tender all or any of their Shares will depend on, among other things, their view of the Company's prospects and their own individual circumstances, including their tax position.

**If you need advice in relation to the Tender Offer, you should consult an independent financial adviser, authorised under FSMA, without delay.**

Yours sincerely

**Raymond Abbott**

Chairman

## PART III

### TERMS AND CONDITIONS OF THE TENDER OFFER

#### 1. Tenders

- 1.1. All Shareholders on the register of members on the Record Date (other than certain Overseas Shareholders) may tender Shares (up to the number of Shares registered in their name) for purchase by the Company (through Panmure Gordon as its agent) on the terms and subject to the conditions set out in this document and (for holders of certificated Shares) the Tender Form (which together constitute the Tender Offer). Shareholders are not obliged to tender any Shares.
- 1.2. The Tender Offer is made at the Tender Price and the consideration for each tendered Share purchased will be paid in accordance with the settlement procedures set out in paragraph 3 below.
- 1.3. Unless the Tender Offer cannot be completed or has been terminated in accordance with the provisions of paragraph 6 below the Company will accept the tenders of Shareholders validly made in accordance with this Part III, subject as mentioned below, on the following basis:
  - 1.3.1. Each Shareholder (other than certain Overseas Shareholders) will be entitled to sell a number of Shares up to their Basic Entitlement.
  - 1.3.2. Each Shareholder will also be entitled to tender Shares in excess of their Basic Entitlement and, to the extent that other Shareholders do not tender Shares at all or tender Shares in respect of less than the whole of their Basic Entitlement, excess tenders will be satisfied pro rata in proportion to the number of Shares tendered in excess of the Basic Entitlement, rounded down to the nearest whole number of Shares.
  - 1.3.3. The Basic Entitlement will apply to each registered Shareholder (other than certain Overseas Shareholders). Shareholders who hold Shares for multiple beneficial owners may decide the allocation between such beneficiaries in their own discretion.
- 1.4. The Tender Offer will close at 1.00 p.m. on 14 September 2018. The Company reserves the right to amend the expected timetable shown on page 3 of this document, which includes extending the period for tendering Shares under the Tender Offer, at any time prior to 1.00 p.m. on 14 September 2018. Any material change to the expected timetable will be notified to Shareholders by way of an announcement through a regulatory information service provider of the London Stock Exchange.
- 1.5. The number of Shares to be purchased under the Tender Offer will be determined by dividing £5 million (being the total amount being made available to purchase Shares under the Tender Offer) by the Tender Price and rounding down to the nearest whole number of Shares, but subject to a maximum of 8.5 million Shares (representing 6.3% of the issued share capital of 135,118,304 Shares on 13 July 2018, this being the latest practicable date prior to the publication of this document).
- 1.6. The Tender Offer is conditional on the following being satisfied by 31 December 2018 (the Board may, in its discretion, waive any one or more of the conditions):
  - 1.6.1. the passing of the Resolutions to be proposed at the General Meeting;
  - 1.6.2. the Court confirming the reduction of the amount standing to the credit of the share premium account by £36 million; and
  - 1.6.3. the Board being satisfied that the Company has sufficient profits and/or reserves available for distribution (as defined in section 830(2) of CA 2006) to effect the purchase of Shares pursuant to the Tender Offer.

#### 2. Procedure for tendering Shares

***There are different procedures for tendering Shares depending on whether your Shares are held in certificated or uncertificated form.***

If you hold Shares in certificated form, you may only tender such Shares by completing and returning the Tender Form in accordance with the procedures set out in paragraph 2.1 below. Additional Tender Forms are available from Computershare.



If you hold Shares in uncertificated form (i.e. in CREST), you must tender such Shares by TTE Instruction in accordance with the procedures set out in paragraph 2.2 below and, if those Shares are held under different member IDs, you should send a separate TTE Instruction for each account.

**If you are in any doubt as to how to complete the Tender Form or as to the procedure for tendering Shares, please telephone Computershare Investor Services PLC between 9.00 a.m. and 5.00 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0370 703 6385 or, if telephoning from outside the UK, on +44 370 703 6385. Calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Computershare Investor Services PLC will be unable to give advice on the merits of the Tender Offer nor provide financial, legal, tax or investment advice.**

## **2.1. Procedure for Shares held in certificated form (i.e. not in CREST)**

To tender your Shares held in certificated form you must complete, sign and have witnessed the Tender Form.

The Tender Form should then be sent either by post in the accompanying reply-paid envelope, along with the relevant share certificate(s) and other document(s) of title to the Company's receiving agent, Computershare Investor Services PLC, Corporate Actions Projects Bristol BS99 6AH or delivered by hand (during normal business hours) to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE as soon as possible and, in any event, so as to be received by no later than 1.00 p.m. on 14 September 2018. No acknowledgement of receipt of documents will be given.

If your Share certificate(s) and/or other document(s) of title are not readily available (for example, if they are with your stockbroker, bank or other agent) or are lost, the Tender Form should nevertheless be completed, signed, witnessed and returned as described above so as to be received by Computershare by no later than 1.00 p.m. on 14 September 2018 together with any Share certificate(s) and/or other document(s) of title you may have available, accompanied by a letter of explanation stating that the (remaining) Share certificate(s) and/or other document(s) of title will be forwarded as soon as possible thereafter and, in any event, by no later than 1.00 p.m. on 14 September 2018. If you have lost your Share certificate(s) and/or other document(s) of title, you should contact Computershare for a letter of indemnity in respect of the lost Share certificate(s) which, when completed in accordance with the instructions given, should be returned to Computershare.

By signing the Tender Form, you appoint Computershare as your agent to effect the purchase of your Shares under the Tender Offer and authorise Computershare to use such procedures as may be required for this purpose.

The Company reserves the right to treat as valid only Tender Forms which are received entirely in order by 1.00 p.m. on 14 September 2018 and which are accompanied by the relevant Share certificate(s) and/or other document(s) of title or a satisfactory indemnity in lieu thereof, in respect of the entire number of Shares tendered. Notwithstanding the completion of a valid Tender Form, the Tender Offer may be suspended or terminated in accordance with the terms and conditions set out in this Part III. The decision of the Company as to which Shares have been validly tendered by means of a Tender Form shall be conclusive and binding on all Shareholders.

## **2.2. Procedure for Shares held in uncertificated form (i.e. in CREST)**

If the Shares which you wish to tender are held in uncertificated form, you should take (or procure to be taken) the action set out below to transfer (by means of a TTE Instruction) the number of Shares which you wish to tender under the Tender Offer to an escrow balance, specifying Computershare (in its capacity as a CREST receiving agent under its Participant ID and Member Account IDs referred to below) as the Escrow Agent, as soon as possible and, in any event, so that the transfer to escrow settles by no later than 1.00 p.m. on 14 September 2018. The Company shall, at its discretion, be entitled to accept late transfers to escrow.

After settlement of the TTE Instruction, you will not be able to access the Shares concerned in CREST for any transaction or for charging purposes, notwithstanding that they will be held by Computershare as Escrow Agent until completion, suspension or termination of the Tender Offer. If the Tender Offer proceeds, Computershare will transfer the Shares which are accepted

for purchase to itself for the purposes of effecting the Tender Offer. By sending a TTE Instruction, you appoint Computershare as your agent to effect the purchase of your Shares under the Tender Offer and authorise Computershare to use such procedures as may be required for this purpose.

The inputting of a 'Basic Entitlement TTE' is an instruction to tender up to, but no more, than a Shareholder's Basic Entitlement based on their holding of Shares as at 6.00 p.m. on the Record Date. A shareholder inputting a Basic Entitlement TTE should ensure that they transfer sufficient Shares to escrow to be at least equal to their Basic Entitlement. If insufficient Shares are transferred to escrow then the Basic Entitlement TTE instruction will be accepted only for the number of Shares submitted. Shareholders should note that the Basic Entitlement will be calculated on the total number of Shares held in the specific Member Account ID at 6.00 p.m. on the Record Date, and not on the number of Shares submitted in the Basic Entitlement TTE instruction.

The inputting of an 'Alternative TTE' is an instruction to tender a specific number of shares which may be more or less than a Shareholder's Basic Entitlement. If the number of Shares submitted in the Alternative TTE instruction is more than a Shareholder's Basic Entitlement then any additional shares will be treated as an excess application and may be subject to scaling back in accordance with the paragraph above. If the aggregate number of Shares submitted as an Alternative TTE instruction(s) is less than a Shareholder's Basic Entitlement then such shares will be accepted in full, provided that no Basic Entitlement TTE instruction has also been submitted. Where both Basic Entitlement TTE and Alternative TTE instruction are submitted from the same Member Account ID then the Basic Entitlement will be utilised from the Basic Entitlement TTE instruction and all Shares subject to the Alternative TTE instruction that exceed the Basic Entitlement will be treated as excess shares - the Basic Entitlement TTE will be satisfied to the maximum of the Basic Entitlement.

You are recommended to refer to the CREST manual published by Euroclear for further information on the CREST procedures outlined above. You should note that Euroclear does not make available special procedures in CREST for any particular corporate action. Normal system timings and limitations will therefore apply in connection with a TTE Instruction and its settlement. You should therefore ensure that all necessary action is taken by you to enable a TTE Instruction relating to your Shares to settle prior to 1.00 p.m. on 14 September 2018. In this connection, you are referred in particular to those sections of the CREST manual concerning practical limitations of the CREST system and timings.

#### **2.2.1. To accept the Tender Offer and elect for the Basic Entitlement**

To accept the Tender Offer and elect for the Basic Entitlement in respect of Shares held in uncertificated form, you should send to Euroclear a Basic Entitlement TTE instruction in relation to such Shares.

A Basic Entitlement TTE instruction to Euroclear must be properly authenticated in accordance with Euroclear's specifications for transfers to escrow and must contain, in addition to the other information that is required for a TTE instruction to settle in CREST, the following details:

- the number of Shares to be transferred to an escrow balance;
- your Member Account ID;
- your Participant ID;
- the ISIN of the Shares - this is GB00B07YBS95;
- the Participant ID of the Escrow Agent, in its capacity as a CREST receiving agent - this is 3RA30;
- the Member Account ID of the Escrow Agent for the Tender Offer and the Basic Entitlement - this is FRSTT001;
- the Corporate Action Number - this is allocated by Euroclear and can be found by viewing the relevant corporate action details in CREST;
- the intended settlement date for the transfer to escrow - this should be as soon as possible and, in any event, by no later than 1.00 p.m. on 14 September 2018;



- the standard TTE instruction of priority 80; and
- a contact name and telephone number to be inserted in the shared note field.

#### **2.2.2. To accept the Tender Offer in respect of a specific number of Shares**

To accept the Tender Offer in respect of a specific number of Shares held in uncertificated form, you should send to Euroclear an Alternative TTE instruction in relation to such Shares by adopting the same procedures as apply in respect of a Basic Entitlement TTE instruction as set out above, but with the following variations:

- in the box relating to the number of Shares to be transferred to escrow, you should insert the number of Shares in respect of which you wish to accept the Tender Offer; and
- the Member Account ID of the Escrow Agent for elections for a specific number of Shares - this is FRSTT002.

#### **2.2.3. Deposits of Shares into, and withdrawals of Shares from, CREST**

Normal CREST procedures (including timings) apply in relation to any Shares that are, or are to be, converted from uncertificated to certificated form, or from certificated to uncertificated form, during the course of the Tender Offer (whether such conversion arises as a result of a transfer of Shares or otherwise). Shareholders who are proposing to convert any such Shares are recommended to ensure that the conversion procedures are implemented in sufficient time to enable the person holding or acquiring the Shares as a result of the conversion to take all necessary steps in connection with such person's participation in the Tender Offer (in particular, as regards delivery of any Share certificate(s) and/or other document(s) of title or transfers to an escrow balance as described above) prior to 1.00 p.m. on 14 September 2018.

### **3. Settlement**

Settlement of the consideration to which any Shareholder is entitled pursuant to valid tenders accepted (which will be rounded down to the nearest whole penny) will be effected by the despatch of cheques or the crediting of CREST accounts (as applicable) in accordance with the expected timetable detailed on page 3.

Where an accepted tender relates to Shares held in certificated form, cheques for the consideration due will be despatched by first class post to the person or agent whose name and address is set out in Box 1 (or, if relevant, Box 4) of the Tender Form or, if it is set out, to the registered address of the tendering Shareholder or, in the case of joint holders, the address of the first named Shareholder. All cash payments will be made in pounds sterling by cheque drawn on a branch of a UK clearing bank.

Where an accepted tender relates to Shares held in uncertificated form, settlement of the consideration due will be paid by means of CREST by Computershare procuring the creation of a CREST payment in favour of the tendering Shareholder's payment bank in accordance with the CREST payment arrangements.

If only part of a holding of Shares is sold pursuant to the Tender Offer or if, because of scaling back, any Shares tendered in excess of the Basic Entitlement are not purchased pursuant to the terms of the Tender, where the Shares are held in certificated form, the Shareholder will be entitled to receive a certificate in respect of the balance of the remaining Shares or, where the Shares are held in uncertificated form (that is, in CREST), the unsold Shares will be transferred by the Escrow Agent by means of a TFE Instruction to the original CREST account from which those Shares came.

### **4. Tender Form applications**

Each Shareholder by whom, or on whose behalf, a Tender Form is executed in respect of certificated Shares hereby irrevocably undertakes, represents, warrants and agrees to and with the Company, Panmure Gordon and Computershare (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- 4.1. the execution of the Tender Form shall constitute an offer to sell to the Company such Basic Entitlement or, if relevant, the number of Shares inserted, or deemed to be inserted, in Box 2B of

the Tender Form, in each case, on and subject to the terms and conditions set out or referred to in this document and the Tender Form and that, once lodged, such offer shall be irrevocable;

- 4.2. such Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by the Company (through Panmure Gordon as its agent), it will acquire such Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto including the right to receive all dividends and other distributions declared paid or made after the date of purchase;
- 4.3. the execution of the Tender Form will, subject to the Tender Offer proceeding, constitute the irrevocable appointment of any Director or officer of the Company as such Shareholder's attorney and/or agent (the attorney), and an irrevocable instruction and authority to the attorney to complete and execute and deliver all or any instruments of transfer and/or other documents at the attorney's discretion in relation to the purchase of such Shares and to do all such other acts and things as may in the opinion of such attorney be necessary or expedient for the purpose of, or in connection with, the Tender Offer (and if the appointment of an attorney hereunder shall be unenforceable or invalid or shall not operate so as to afford any Director or officer of the Company the benefit of the authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute and deliver all such documents that may be required to enable any Director or officer of the Company to secure the full benefits of this paragraph);
- 4.4. such Shareholder will ratify and confirm each and every act or thing which may be done or effected by the Company, Panmure Gordon and Computershare (or any of their Directors or officers) in the proper exercise of its or his or her respective powers and/or authorities hereunder (including any attorney);
- 4.5. in respect of the tendered Shares, such Shareholder will deliver to Computershare their Share certificate(s) and/or other document(s) of title, or an indemnity acceptable to the Company in lieu thereof, or will procure the delivery of such document(s) to such person as soon as possible thereafter and, in any event, not later than the closing date of the Tender Offer;
- 4.6. such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Shares and/or to perfect any of the authorities expressed to be given hereunder;
- 4.7. such Shareholder has not received or sent copies or originals of the Tender Form or any related documents to any overseas jurisdiction and has not otherwise utilised in connection with the Tender Offer, directly or indirectly, the mails or any means or instrumentality (including, without limitation, facsimile, transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of any overseas jurisdiction, that the Tender Form has not been mailed or otherwise sent in, into or from any overseas jurisdiction and that such Shareholder is not accepting the Tender Offer from any overseas jurisdiction;
- 4.8. if such Shareholder is an Overseas Shareholder, (a) he/she is not resident or located in any Restricted Territory or in any territory in which it is unlawful to make or accept the Tender Offer or to use the Tender Form in any manner in which the person has used or will use it, (b) he/she has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- 4.9. the provisions of the Tender Form shall be deemed to be incorporated into the terms and conditions of the Tender Offer;
- 4.10. the despatch of a cheque in respect of the Tender Price to such Shareholder at his registered address or such other address as is specified in the Tender Form will constitute a complete discharge by the Company and/or Computershare of their obligations to make such payment to such Shareholder;
- 4.11. the execution of the Tender Form constitutes a warranty by such Shareholder that the information given by or on behalf of the Shareholder in the Tender Form will be true in all respects at the time the Company purchases such Shares and that the Shareholder agrees that no person responsible solely or jointly for this document (or the Tender Form), or involved in the preparation thereof,

shall have any liability for any information and/or representation contained therein and further accepts that, having had the opportunity to read this document (and the Tender Form) you will be deemed to have notice of all information in relation to the Company contained in this document or otherwise published by the Company;

- 4.12. such Shareholder is not, and nor are they applying as nominee or agent for, a person who is or may be liable to notify and account for tax under the Stamp Duty Reserve tax Regulations 1986 at any of the increased rates referred to in sections 67, 70, 93 or 96 (depository receipts and clearance services) of the Finance Act 1986;
- 4.13. on execution, the Tender Form takes effect as a deed; and
- 4.14. the execution of the Tender Form constitutes such Shareholder's submission to the exclusive jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer and/or the Tender Form.

## **5. Applications through CREST**

Each Shareholder by whom, or on whose behalf, a tender through CREST in respect of uncertificated Shares hereby irrevocably undertakes, represents, warrants and agrees to and with the Company, Panmure Gordon and Computershare (so as to bind him, his personal representatives, heirs, successors and assigns) that:

- 5.1. the input of the TTE Instruction shall constitute an offer to sell to the Company such number of Shares as is specified in the TTE Instruction, in each case, on and subject to the terms and conditions set out or referred to in this document and that once the TTE Instruction has settled, such tender shall be irrevocable;
- 5.2. such Shareholder has full power and authority to tender, sell, assign or transfer the Shares in respect of which such offer is accepted (together with all rights attaching thereto) and, when the same are purchased by the Company (through Panmure Gordon as its agent) will acquire such Shares with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto including the right to receive all dividends and other distributions declared paid or made after the date of purchase;
- 5.3. the input of the TTE Instruction will, subject to the Tender Offer proceeding, in respect of the Shares, constitute the irrevocable appointment of Computershare as the Escrow Agent and any Director or officer of the Company as an agent as may be necessary or expedient for the purposes of, or in connection with, the Tender Offer (each an agent) and an irrevocable instruction and authority to the agent (i) subject to the Tender Offer proceeding, to transfer to itself by means of CREST the Shares tendered and accepted (but not exceeding the number of Shares which have been tendered pursuant to the Tender Offer); and (ii) if the Tender Offer does not proceed or is terminated, or there are Shares which have not been successfully tendered under the Tender Offer, to give instructions to Euroclear, as promptly as practicable after the lapsing or termination of the Tender Offer, to transfer the Shares tendered (or relevant balance thereof) to the original available balances from which those Shares came;
- 5.4. such Shareholder will ratify and confirm each and every act or thing which may be done or effected by the Company, Panmure Gordon and Computershare (or any of their Directors or officers) in the proper exercise of its or his or her respective powers and/or authorities hereunder (including any attorney);
- 5.5. such Shareholder shall do all such acts and things as shall be necessary or expedient and execute any additional documents deemed by the Company to be desirable, in each case to complete the purchase of the Shares and/or to perfect any of the authorities expressed to be given hereunder;
- 5.6. if such Shareholder is an Overseas Shareholder, (a) he/she is not resident or located in any Restricted Territory or in any territory in which it is unlawful to make or accept the Tender Offer, (b) he/she has fully observed any applicable legal and regulatory requirements of the territory in which such Overseas Shareholder is resident or located and (c) the invitation under the Tender Offer may be made to such Overseas Shareholder under the laws of the relevant jurisdiction;
- 5.7. for any reason, any Shares in respect of which a TTE Instruction has been made are, prior to the closing date of the Tender Offer, converted into certificated form, the tender through CREST in respect of such Shares shall cease to be valid and the Shareholder will need to comply with the

procedures for tendering Shares in certificated form as set out in paragraph 2.1 in respect of the Shares so converted, if he/she wishes to make a valid tender of such Shares pursuant to the Tender Offer;

- 5.8. if the appointment of an agent under paragraph 5.3 above shall be unenforceable or invalid or shall not operate so as to afford any Director or officer of the Company the benefit of the authority expressed to be given therein, the Shareholder shall with all practicable speed do all such acts and things and execute and deliver all such documents that may be required to enable any Director or officer of the Company to secure the full benefits of that paragraph;
- 5.9. the creation of a CREST payment in favour of such Shareholder's payment bank in accordance with the CREST payment arrangements as referred to in paragraph 3 above will, to the extent of the obligations so created, discharge fully any obligation of the Company and/or Computershare to pay to such Shareholder the cash consideration to which he is entitled under the Tender Offer; and
- 5.10. the input of the TTE Instruction constitutes such Shareholder's submission to the exclusive jurisdiction of the courts of England in relation to all matters arising out of or in connection with the Tender Offer.

## **6. Termination and/or Suspension**

If the Company (acting by the Directors) shall at any time prior to effecting the purchase of the tendered Shares decide that, in its reasonable opinion, the completion of the purchase of Shares under the Tender Offer is no longer in the best interests of the Company and/ or the Shareholders as a whole or that there would or may be unexpected adverse fiscal consequences (whether by reason of a change in legislation or practice or otherwise) for the Company or its Shareholders if the Tender Offer were to proceed, the Company reserves the right to (a) postpone the Tender Offer until such time as the Company (acting by the Directors) considers that no such circumstances continue to exist or (b) by a public announcement withdraw the Tender Offer (and in such event the Tender Offer shall cease and determine absolutely without any liability on the part of the Company).

## **7. Overseas Shareholders**

- 7.1. The making of the Tender Offer in or to persons who are citizens or nationals of, or resident in, overseas jurisdictions or to custodians, nominees or trustees for citizens, nationals or residents of overseas jurisdictions may be prohibited or affected by the laws of the relevant overseas jurisdiction. Shareholders who are Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of any such Shareholder wishing to tender Shares to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, the compliance with other necessary formalities and the payment of any transfer or other taxes or other requisite payments due in such jurisdiction. Any such Shareholder will be responsible for payment of any such transfer or other taxes or other requisite payments due to whomsoever payable and the Company and any person acting on their behalf shall be fully indemnified and held harmless by such Shareholder for any such transfer or other taxes or other requisite payments such person may be required to pay. No steps have been taken to qualify the Tender Offer or to authorise the extending of the Tender Offer or the distribution of the Tender Form in any territory outside the UK.
- 7.2. In particular, the Tender Offer is not being made, directly or indirectly, in or into, or by use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce, or of any facility of a national securities exchange, of the Restricted Territories and the Tender Offer cannot be accepted by any such use, means, instrumentality or facility or from within the Restricted Territories. Accordingly, the Tender Form and any related documents are not being and must not be mailed or otherwise distributed or sent in or into the Restricted Territories, including to Shareholders with registered addresses in the Restricted Territories or to persons in the Restricted Territories. Receipt of this document and/or the Tender Form will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and in those circumstances, this document and/ or the Tender Form will be deemed to have been sent for information only and should not be copied or redistributed. Persons receiving such documents or wishing to accept the Tender

Offer should not distribute or send them in, into or from the Restricted Territories or use such mails or any such means, instrumentality or facility in connection with the Tender Offer and so doing will render invalid any related purported acceptance of the Tender Offer. All accepting Shareholders must provide addresses outside the Restricted Territories for the remittance of cash or the return of documents lodged pursuant to the Tender Offer. A Shareholder will be deemed not to have accepted the Tender Offer if: (i) such Shareholder is unable to make the representations and warranties set out in paragraph 4 or 5 (as applicable) above; or (ii) such Shareholder completes Box 1 or, if applicable, Box 4 of the Tender Form with an address in any of the Restricted Territories or has a registered address in any of the Restricted Territories and in either case such Shareholder does not insert in Box 1 or, if applicable, Box 4 of the Tender Form the name and address of a person or agent outside the Restricted Territories to whom he wishes the consideration to which he is entitled under the Tender Offer to be sent, subject to the provisions of this paragraph and applicable laws; or (iii) such Shareholder inserts in Box 1 or, if applicable, Box 4 of the Tender Form the name and address of a person or agent in any of the Restricted Territories to whom he wishes the consideration to which such Shareholder is entitled under the Tender Offer to be sent; or (iv) the Tender Form received from him is in an envelope postmarked in, or which otherwise appears to the Company or its agents to have been sent from, a Restricted Territory. The Company and its agents reserves the right, in its absolute discretion, to investigate, in relation to any acceptance, whether the representations and warranties referred to in paragraph 4 or 5 (as applicable) above given by any Shareholder are correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representations and warranties are not correct, such acceptance shall not be valid.

- 7.3. If, in connection with making the Tender Offer and notwithstanding the restrictions described above, any person (including, without limitation, custodians, nominees and trustees) whether pursuant to a contractual or legal obligation or otherwise, forwards this document, the Tender Form or any related offering documents in, into or from the Restricted Territories or uses the mails of, or any means or instrumentality (including, without limitation, facsimile transmission, telex and telephone) of interstate or foreign commerce or any facility of a national securities exchange of, the Restricted Territories in connection with such forwarding, such persons should: (i) inform the recipient of such fact; (ii) explain to the recipient that such action may invalidate any purported acceptance of the Tender Offer by the recipient; and (iii) draw the attention of the recipient to this paragraph 7.
- 7.4. The provisions of this paragraph 7 and any other terms of the Tender Offer relating to Overseas Shareholders may be waived, varied or modified as regards specific Shareholders or on a general basis by the Company in its absolute discretion but this will only be done if the Company is satisfied that such waiver, variance or modification will not constitute or give rise to a breach of applicable securities or other legal or regulatory requirements.
- 7.5. The provisions of this paragraph 7 supersede any terms of the Tender Offer inconsistent herewith.
- 7.6. **Overseas Shareholders should inform themselves about and observe any applicable legal or regulatory requirements. The comments set out in this document are intended as a general guide only and Shareholders who are in any doubt about their position should consult their professional adviser in the relevant territory.**

## **8. Additional Provisions**

- 8.1. Each Shareholder may tender all or part of their holding of Shares by the closing date of the Tender Offer, subject to the scaling back of tenders in excess of that Shareholder's Basic Entitlement on the basis provided in paragraph 1 above. If: (i) Box 2 of the Tender Form is not completed; or (ii) in the Company's determination (in its absolute discretion) Box 2 has not been validly completed, provided that the Tender Form is otherwise in order and accompanied by all other relevant documents, the tender may be accepted as a valid tender in respect of the whole of the Basic Entitlement. However, if the Share certificate(s) and/or other document(s) of title accompanying such Tender Form total less than the Basic Entitlement, then the Tender Form shall be treated as a tender for such lesser amount.
- 8.2. Shares acquired by the Company (acting through its agent Panmure Gordon) under the Tender Offer will be on-market purchases in accordance with the rules of London Stock Exchange, the UK Listing Authority and CA 2006.



- 8.3. Shares sold by Shareholders pursuant to the Tender Offer will be acquired with full title guarantee, fully paid and free from all liens, charges, encumbrances, equitable interests, rights of pre-emption or other third party rights of any nature and together with all rights attaching thereto on or after the date of purchase including the right to receive all dividends and other distributions declared, paid or made after that date.
- 8.4. Unless suspended, extended or terminated in accordance with the provisions of this Part III, the Tender Offer will close at 1.00 p.m. on 14 September 2018 and it is expected that on 17 September 2018 the Company will make a public announcement of the Tender Price, the total number of Shares tendered and, if appropriate, the proportion of tendered Shares which will be purchased by the Company from Shareholders who have tendered Shares in excess of their Basic Entitlement.
- 8.5. Each Shareholder who tenders or procures the tender of Shares will thereby be deemed to have agreed that, in consideration of the Company agreeing to process their tender, such Shareholder will not revoke their tender or withdraw their Shares. Shareholders should note that once tendered Shares may not be sold, transferred, charged or otherwise disposed of other than in accordance with the Tender Offer.
- 8.6. Any omission to despatch this document or the Tender Form or any notice required to be despatched under the terms of the Tender Offer to, or any failure to receive the same by, any person entitled to participate in the Tender Offer shall not invalidate the Tender Offer in any way or create any implication that the Tender Offer has not been made to any such person.
- 8.7. No acknowledgement of receipt of any Tender Form(s), Share certificate(s) and/or document(s) of title will be given. All communications, notices, certificates, documents of title and remittances to be delivered by or sent to or from Shareholders (or their designated agents) will be delivered by or sent to or from Shareholders (or their designated agents) at their own risk.
- 8.8. All powers of attorney and authorities on the terms conferred by or referred to on page 4 of the Tender Form are given by way of security for the performance of the obligations of the Shareholders concerned and are irrevocable in accordance with section 4 of the Powers of Attorney Act 1971.
- 8.9. All tenders by certificated holders must be made on the relevant prescribed Tender Form, duly completed in accordance with the instructions set out thereon which constitute part of the terms of the Tender Offer. A Tender Form will only be valid when the procedures contained in these terms and conditions and in the Tender Form are complied with. The Tender Offer and all tenders will be governed by and construed in accordance with English law. Delivery or posting of a Tender Form will constitute submission to the exclusive jurisdiction of the English courts.
- 8.10. If the Tender Offer does not proceed or is terminated, all documents lodged pursuant to the Tender Offer will be returned promptly by post, within 14 Business Days of the Tender Offer lapsing or terminating, to the person or agent whose name and address is set out in Box 1 or, if applicable, in Box 4 of the Tender Form or, if none is set out, to the tendering Shareholder or, in the case of joint holders, the first named Shareholder at their registered address. In any of these circumstances the Tender Form will cease to have any effect. In the case of Shares held in uncertificated form, Computershare in its capacity as the escrow agent will, within 14 Business Days of the Tender Offer lapsing or being terminated, give instructions to Euroclear to transfer all Shares held in escrow balances and in relation to which it is the escrow agent for the purposes of the Tender Offer by TFE Instruction to the original available balances from which those Shares came.
- 8.11. The instructions, terms, provisions and authorities contained in or deemed to be incorporated in the Tender Form shall constitute part of the terms of the Tender Offer in respect of Shares held in certificated form. The definitions set out in Part I of this document apply to the terms and conditions set out in this Part III. Tendering Shareholders should note that separate Tender Forms must be submitted for each separate designated account under which Shares are held (identified by the Shareholder Reference Number).
- 8.12. Any change to the terms, or any extension or termination of the Tender Offer will be followed as promptly as practicable by a public announcement thereof no later than 1.00 p.m. on the Business Day following the date of such change, extension or termination. Such an announcement will be notified to a regulatory information service provider of the London Stock Exchange.

8.13. Tendering Shareholders will not be obliged to pay brokerage fees, commissions or transfer taxes or stamp duty in the UK on the purchase.

8.14. Except as contained in this document, no person has been authorised to give any information or make any representations with respect to the Company or the Tender Offer and, if given or made, such other information or representations should not be relied on as having been authorised by the Company. Under no circumstances should the delivery of this document or the delivery of any consideration pursuant to the Tender Offer create any implication that there has been no change in the assets, properties, business or affairs of the Company since the date of this document.

8.15. The provisions of the Contracts (Rights of Third Parties) Act 1999 do not apply to this document.

## **9. Modifications**

The terms of the Tender Offer shall have effect subject to such non-material modifications as the Company (acting by its Directors) may determine (including the Tender Offer timetable).

## PART IV

### TAXATION

**The following summary of the UK tax treatment of individual Shareholders who sell Shares pursuant to the Tender Offer (which applies only to persons holding Shares as an investment) is intended as a general guide only and is based on UK tax law as well as the practice of HMRC at the date of this document. It may not be applicable to certain Shareholders, including dealers in securities and Shareholders who are not beneficial owners of the relevant Shares, such as trustees and nominees.**

**Shareholders who may have participated in the F3 Top-Up Offer, the 2017/18 Offer or who have applied, or intend to apply, under the Offer or have acquired Shares in the Company and/or Foresight 3 at different times, will need to carefully consider the implications of applying under the Tender Offer.**

**Shareholders who are in any doubt as to their tax position, or who may be subject to tax in a jurisdiction other than the UK, should consult an appropriate professional adviser. These comments are not exhaustive and do not constitute legal or tax advice.**

#### **1. General**

- 1.1 The implementation of the Tender Offer by the Company should not affect the status of the Company as a VCT. It is the intention of the Board to continue to manage the Company so that it continues to meet the requirements to qualify as a VCT.
- 1.2 The purchase of Shares by the Company pursuant to the Tender Offer will be treated as a disposal for tax purposes.

#### **2. Income tax consequences**

- 2.1 The disposal is treated as a repayment of the amount subscribed for each Share. To the extent that the proceeds of the disposal are greater than the amount subscribed for on that Share, the Company will be treated as having made a distribution of the amount of any excess (if any). This amount of excess is a distribution received by a Shareholder which is subject to income tax.

The Tender Price (based on the latest published unaudited NAV per Share as at 31 December 2017 of 69.4p) would be 64.1950p. The actual Tender Price will be announced at the close of the Tender Offer in September 2018. Shareholders will be subject to an income tax charge on any excess of the Tender Price that is above the original issue price of the Shares that are purchased.

- 2.2 A disposal of Shares which have not been held for the minimum five year holding period will also be subject to clawback by HMRC of any up-front income tax reliefs obtained on original subscription. For these purposes, HMRC will apply a 'first in, first out' basis in relation to which Shares have been sold.
- 2.3 In respect of original Foresight 3 Shareholders, the issue price of the Shares issued on Merger derived from the original Foresight 3 Shares is 72.91p (this being the price at which such Shares were issued) for the purposes of paragraph 2.1 above. The date of issue of the Shares issued on the Merger, however, is deemed to be the date of issue of the original Foresight 3 Shares from which those Shares are derived for the purposes of paragraph 2.2 above.
- 2.4 In respect of holders of original C ordinary shares in the Company, the issue price of the Shares resulting from the C Share Conversion is deemed to be the issue price of the original C ordinary shares from which those Shares are derived allocated equally across the resulting holding of Shares (including both the original C ordinary shares redesignated into Shares and the new Shares issued) for the purposes of paragraph 2.1 above. The date of issue of the Shares resulting from the C Share Conversion (including both the original C ordinary shares redesignated into Shares and the new Shares issued) is deemed to be the date of issue of the original C ordinary shares from which those Shares are derived for the purposes of paragraph 2.2 above.



### **3. Capital gains tax consequences**

- 3.1 HMRC will apply a 'first in, first out' basis in relation to which Shares have been sold. Please see paragraphs 2.3 and 2.4 above in relation to the deemed date of issue of the Shares in relation to Shares issued to original Foresight 3 Shareholders pursuant to the Merger and Shares held by original holders of C ordinary shares in the capital of the Company resulting from the C Share Conversion.
- 3.2 If a Shareholder qualifies for VCT reliefs in respect of the Shares purchased, the disposal will give rise to neither a chargeable gain nor an allowable loss for the purposes of capital gains tax.
- 3.3 In respect of other Shares, capital gains tax could be payable where Shares were acquired from a previous Shareholder (rather than having been subscribed for directly from the Company). If the current Shareholder acquired the Shares for an amount less than their subscription price (i.e. the price at which such Shares were originally issued by the Company), the part of the Tender Price in excess of what the Shareholder paid up to that original subscription price will be subject to capital gains tax (the further amount then being subject to income tax as set out in paragraph 2.1 above). If the Tender Price is, however, less than the price at which a Shareholder acquired such Shares, Shareholders should be entitled to an allowable capital loss. It is, therefore, possible that a Shareholder could have both an income tax liability and a capital loss.
- 3.4 In addition, any deferred capital gains on the original subscription of the Shares (or, as applicable, Foresight 3 Shares) will become chargeable to capital gains tax.
- 3.5 In respect of original Foresight 3 Shareholders, the acquisition price of the Shares issued on Merger is deemed to be the acquisition price of the original Foresight 3 Shares from which those Shares are derived allocated equally across the resulting holding of Shares.
- 3.6 In respect of original holders of C shares in the capital of the Company, the acquisition price of the Shares resulting from the C Share Conversion is deemed to be the acquisition price of the original C ordinary shares from which those Shares are derived allocated equally across the resulting holding of Shares (including both the original C ordinary shares redesignated into Shares and the new Shares issued).

### **4. Acquisitions and disposals of Shares within six months**

- 4.1 The disposal of shares in a VCT within six months before or after a subscription for new shares in the same VCT will result in the amount of the investment in the new shares to which VCT tax reliefs are available being reduced by an amount equal to the proceeds received on disposal.
- 4.2 Shareholders who have applied to participate, or are considering, participating in the Offer, should note that the expected timetable in relation to the purchase of Shares under the Tender Offer set out on page 3. If new Shares are subscribed for under the Offer within six months of the date of purchase of existing Shares, up-front income tax relief on the subscription for such new Shares will be reduced by an amount equal to the proceeds received on the purchase of Shares pursuant to the Tender Offer.

### **5. Stamp duty and stamp duty reserve tax**

- 5.1 Shareholders will have no liability to stamp duty or stamp duty reserve tax in respect of the sale of their Shares pursuant to the Tender Offer.
- 5.2 Stamp duty will be payable by the Company at the rate of 0.5% of the amount payable by the Company in respect of the Shares purchased for cancellation from a Shareholder under the Tender Offer.

# FORESIGHT 4 VCT PLC

(Registered in England and Wales with registered number 03506579)

## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Foresight 4 VCT plc ("the Company") will be held at 11.00 a.m. on 8 August 2018 at the offices of Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG, for the purposes of considering and, if thought fit, passing the following special resolutions:

### Special Resolutions

1. That, the share premium account of the Company be reduced by £36 million.
2. That the Company be generally and unconditionally authorised pursuant to section 701 of the Companies Act 2006 ("the Act") to make market purchases (within the meaning of section 693(4) of the Act) of up to 8,500,000 ordinary shares of 1p in the capital of the Company ("Shares") by means of a tender offer ("Tender Offer") to all holders of Shares to purchase those Shares at a price equal to 92.5% of the most recently published net asset value of a Share as at the date of the purchase (adjusted for dividends declared and for which the record date for payment has passed at the time of purchase), rounded down to four decimal places, which fixed price shall, for the purposes of section 701(3)(b) of the Act, constitute both the maximum and the minimum price that may be paid for the Shares purchased) and any Shares bought back under this authority will be cancelled (and the authority conferred by this resolution shall expire (unless renewed, varied or revoked by the Company in general meeting) 18 months following the date of the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require Shares to be purchased after the expiry and the directors shall be entitled to purchase Shares pursuant to such offer or agreement as if this authority had not expired).
3. That, in addition to existing authorities, the:
  - (i) Directors be and they are generally and unconditionally authorised in accordance with section 551 of the Act to exercise all the powers of the Company to allot Shares in the capital of the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £1,200,000, provided that this authority shall expire (unless renewed, varied or revoked by the Company in general meeting) 18 months following the date of the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require Shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot Shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and
  - (ii) Directors be and they are empowered pursuant to section 570 and 573 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by paragraph (i) of this resolution as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities with an aggregate nominal value not exceeding £1,200,000 in connection with offer(s) for subscription, where the proceeds may be used in whole or part to purchase shares in the capital of the Company, such authority shall expire (unless renewed, varied or revoked by the Company in general meeting) 18 months following the date of the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if this authority had not expired.

Dated: 16 July 2018

**By order of the Board**  
Foresight Group LLP  
Company Secretary

**Registered Office:**  
c/o Foresight Group LLP  
The Shard  
32 London Bridge Street  
London  
SE1 9SG

*Notes:*

1. Each director has an appointment letter with the Company, a copy of which will be available for inspection at the meeting.
2. To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast in accordance with Regulation 41 of the Uncertified Securities Regulations 2001), members must be registered in the register of members of the Company at 10.00 p.m. on 6 August 2018 (or, in the event of any adjournment, 10.00 p.m. on the date which is two days before the date of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member but must attend the meeting to represent the member. Details of how to appoint the chairman of the meeting or another person as a proxy using the form of proxy are set out in the notes on the form of proxy. If a member wishes a proxy to speak on the member's behalf at the meeting the member will need to appoint their own choice of proxy (not the chairman) and give their instructions directly to them.
4. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. A member may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional form(s) of proxy should be obtained by contacting the Company's registrar, Computershare Investor Services PLC between 9.00 a.m. and 5.00 p.m. (GMT) Monday to Friday (except UK public holidays) on telephone number 0370 703 6385 or, if telephoning from outside the UK, on +44 370 703 6385. Calls may be recorded and randomly monitored for security and training purposes. For legal reasons, Computershare Investor Services PLC will be unable to give advice on the merits of the proposals or provide financial, legal, tax or investment advice. A member should indicate in the box next to the proxy holder's name the number of shares in relation to which the proxy is authorised to act as the member's proxy. A member should also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given.
5. A form of proxy and a reply paid envelope is enclosed with this document. To be valid, it should be lodged with the Company's registrar, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY so as to be received not later than 11.00 a.m. on 6 August 2018 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequent to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll. A member may return a proxy form in their own envelope with the address Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.
6. You may appoint a proxy electronically at [www.investorcentre.co.uk/eproxy](http://www.investorcentre.co.uk/eproxy). To appoint a proxy electronically, you will be asked to provide the Control Number, Shareholder Reference Number and PIN which are detailed on your proxy form. This is the only acceptable means by which proxy instructions may be submitted electronically and all electronic proxy appointments must be received no later than 11.00 a.m. on 6 August 2018.
7. As at 13 July 2018 (being the last business day prior to the publication of this notice), the Company's issued share capital was 135,118,304 shares, each carrying one vote each (no shares were held in treasury). Therefore, the total voting rights in the Company as at 13 July 2018 was 135,118,304.
8. In accordance with section 325 of the Companies Act 2006 ("the Act"), the right to appoint proxies does not apply to persons nominated to receive information rights under section 146 of the Act.
9. Any person to whom this notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a "Nominated Person") may, in accordance with section 149(2) of the Act and under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
10. The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
11. If a corporate shareholder has appointed a corporate representative, the corporate representative will have the same powers as the corporation could exercise if it were an individual member of the Company. If more than one corporate representative has been appointed, on a vote on a show of hands on a resolution, each representative will have the same voting rights as the corporation would be entitled to. If more than one authorised person seeks to exercise a power in respect of the same shares, if they purport to exercise the power in the same way, the power is treated as exercised; if they do not purport to exercise the power in the same way, the power is treated as not exercised.
12. Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should the member subsequently decide to do so. A member can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
13. Information regarding the meeting is also available at the following website: [www.foresightgroup.eu](http://www.foresightgroup.eu).

## NOTES

## CORPORATE INFORMATION

### **Directors**

Raymond Abbott (Chairman)  
Michael Gray  
Simon Jamieson

### **Registered Office**

The Shard  
32 London Bridge Street  
London SE1 9SG

**Company Registration Number**  
03506579

Tel: 020 3667 8100  
[www.foresightgroup.eu](http://www.foresightgroup.eu)

### **Company Secretary**

Foresight Group LLP  
The Shard  
32 London Bridge Street  
London SE1 9SG

### **Investment Manager**

Foresight Group CI Limited  
P.O. Box 156  
Dorey Court  
St Peter Port  
Guernsey GY1 4EU

### **Solicitors to the Company**

Shakespeare Martineau LLP  
60 Gracechurch Street  
London  
EC3V 0HR

### **Registrars and Receiving Agent**

Computershare Investor Services PLC  
The Pavilions  
Bridgwater Road  
Bristol BS99 6ZY

### **Broker**

Panmure Gordon (UK) Limited  
One New Change  
London EC4M 9AF

### **Bankers**

Barclays Bank plc  
One Churchill Place  
London E14 5HP

### **Auditors**

KPMG LLP  
Saltire Court  
20 Castle Terrace  
Edinburgh EH1 2EG

### **Sponsor**

BDO LLP  
55 Baker Street  
London  
W14 7EU

The Company and Foresight Group respect your privacy and are committed to protecting your personal information. If you would like to find out more about how the Company and Foresight Group use and look after your personal information, please refer to their privacy notice, which can be found at [www.foresightgroup.eu/privacy-cookies/](http://www.foresightgroup.eu/privacy-cookies/)

