

FORESIGHT CAPITAL MANAGEMENT

SHAREHOLDER ENGAGEMENT POLICY

February 2020

INTRODUCTION TO FORESIGHT

Foresight is an investment manager, specialising in renewable energy, infrastructure and private equity in both listed markets and direct investments.

We manage c. £4.7 billion for some of the world's largest institutional investors, family offices, private and high net-worth individuals. Our investment strategies are underpinned by a strong environmental, social & governance ("ESG") focus, which increasingly meets the demands of today's investors and ensures we are consistently working towards creating a sustainable legacy for future generations.

Foresight is required to develop and publish an engagement policy under the Shareholder Rights Directive II in respect of any shares that are listed on a regulated market that are owned by its funds. This policy is designed to meet this requirement.

APPLICATION

The vast majority of Foresight's investments are in unlisted private equity and infrastructure assets. However, the funds managed by Foresight Capital Management invest in shares of companies that are listed on a regulated market. This policy relates only to those investments.

FORESIGHT'S APPROACH TO ESG AND SUSTAINABLE INVESTING

At Foresight, we are focused on investing for a smarter future. To us, that means spotting opportunities first, being flexible and innovative, adopting a clear and

transparent approach and applying the expertise of our people.

Our mission is to develop and execute compelling investment strategies for the long term. We aim to invest in a manner that supports sustainable economic and social development and are conscious of the contribution we make to society.

Foresight Group is a signatory to the Principles for Responsible Investment. As a signatory to this voluntary framework, which is backed by the United Nations, Foresight Group submits an annual report on its responsible investment activities. For the 2019 assessment period Foresight was awarded A+ for Strategy & Governance, and Foresight Group's Infrastructure division was awarded an A rating.

ENGAGING WITH INVESTEE COMPANIES

We see engagement with companies as a key part of our investment process and believe that it will be instrumental in improving ESG standards.

The Foresight Capital Management investment team will typically meet investee companies face to face, primarily during a one on one meeting but also as part of group events. Dialogue will take place over email and phone where necessary.

The level of engagement between Foresight and the investee company will vary depending on many factors. Meetings to carry out periodic monitoring will be the primary driver of engagement. Where we feel that our engagement will have a beneficial impact on the performance of the company or the standards of

their ESG reporting for example, we may increase our engagement with the management team and, where necessary, the board.

MONITORING OF INVESTEE COMPANIES

The investment team will continually monitor the overall performance of each individual Fund holding. This will cover factors such as financial performance, operational performance, strategy, key management personnel and stock market specific factors such as volatility, liquidity, dividend yield and correlations.

The purpose of the assessment is to ensure that the investment remains an attractive proposition, is still in compliance with the relevant Fund's investment policy and has the ability to contribute towards the fund achieving its investment objective.

Assessment is primarily based on data presented in or by; company financial results, company presentations, third party data providers and third-party research providers.

Furthermore, each investment will be assessed to ensure that it continues to comply with the ESG and sustainability considerations that were part of the initial investment process. All holdings must comply on an ongoing basis to be included with the relevant Fund's portfolio.

HANDLING CONFLICTS OF INTEREST

Foresight takes all reasonable steps to avoid conflicts of interest and, when they cannot be avoided, manage, monitor and disclose those conflicts of interest in order to prevent them from adversely affecting the interests of the Funds and their investors, and to ensure that the Funds we manage are fairly treated.

EXERCISING OF VOTING AND OTHER RELEVANT RIGHTS PERTINENT TO OUR SHAREHOLDING

Our primary method of influencing change will be by direct engagement with the investee company through shareholder meetings. However, where necessary we will actively use our right to vote as shareholders to support improvements and drive change.

LIAISING WITH OTHER SHAREHOLDERS

Given active management is a core part of the Foresight Capital Management investment process, we will typically interact directly with the management team and board.

Foresight will collaborate with other shareholders when it is deemed that the outcome of collaborating will have more of an impact than acting individually. This is assessed on a case by case basis and must be in compliance with our Shareholder Engagement Policy, competition law and the relevant investment policy.

SIGNIFICANT VOTES

We are required to disclose on an annual basis how the Engagement Policy has been implemented, including a general description of voting behaviour, an explanation of the most significant votes and reporting on the use of the services of proxy advisors. This disclosure will be made following the first year of operation of this policy. Shareholder Engagement Policy, competition law and the relevant investment policy.

FORESIGHT GROUP

Foresight is a leading independent infrastructure and private equity investment manager which has been managing funds on behalf of institutions and retail clients for more than 35 years. Foresight has c. £4.5 billion of assets under management across a number of funds, including listed vehicles, Limited Partnerships, Enterprise Investment Schemes, Venture Capital Trusts, Inheritance Tax Solutions and Open-Ended Investment Companies.

Funds managed by Foresight include the ownership of more than 100 solar projects around the world, 24 onshore wind projects, 39 bioenergy and waste facilities in the UK and Europe and 22 reserve power assets. Foresight also invests in the wider infrastructure sector including hydro, battery storage and waste management and wastewater treatment projects. Together our projects have a generating capacity of over 2.0GW, enough clean renewable electricity to power more than 860,000 UK homes every year. Headquartered in London with seven further UK regional offices, Foresight also has international offices in Rome, Seoul, Sydney and Madrid.

IMPORTANT INFORMATION

This has been approved as a financial promotion for the purposes of Section 21 of the Financial Services and Markets Act 2000 by Foresight Group LLP ("Foresight Group"). Foresight Group is authorised and regulated by the Financial Conduct Authority (FRN 198020). Its registered office is The Shard, London SE1 9SG. FundRock Partners Limited is the authorised corporate director of the Fund and Foresight Group is the investment manager. We recommend investors seek professional advice before deciding to invest. Investors must read the Fund Prospectus ("Prospectus") and Key Investor Information Document ("KIID"), dated June 2019, before making an investment decision. The opportunity described in this document may not be suitable for all investors. Attention should be paid to the risk factors set out in the Prospectus. Words and expressions defined in the Prospectus shall have the same meaning in this Investor Factsheet. Foresight Group does not offer investment or tax advice. The value of an investment in the Fund, and any income from it, can fall as well as rise. Investors may not get back the full amount they invest. Past performance is not a reliable indicator of future results. Personal opinions may change and should not be seen as advice or a recommendation. There are a number of other risks connected to an investment in the Fund, including (but not limited to) counterparty risk, liquidity risk and volatility. These risks are explained in the Fund Prospectus. The Fund focuses on the global renewable energy and infrastructure sector only and will have a less diverse portfolio than the average OEIC. We respect your privacy and are committed to protecting your personal data. If you would like to find out more about the measures we take in processing your personal information, please refer to our privacy policy, which can be found at <http://www.foresightgroup.eu/privacycookies/>. **Capital is at risk. February 2020.**

For further information, please contact:

Foresight Capital Management
+44 (0)20 3667 8100

Foresight
FOR A SMARTER FUTURE

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

www.foresightgroup.eu