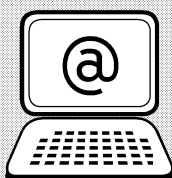


Form of Proxy - Annual General Meeting to be held on 2 August 2024



Cast your Proxy online...It's fast, easy and secure!
www.investorcentre.co.uk/eproxy

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 919271

SRN:

PIN:



View the Annual Report online: www.fsg-investors.com

Register at www.investorcentre.co.uk - elect for electronic communications & manage your shareholding online!

**To be effective, all proxy appointments must be lodged with the Company's Registrars at:
 Computershare Investor Services (Guernsey) Limited, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by 31 July 2024 at 9.30 am.**

Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder, as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If returned without an indication as to how the proxy shall vote on any particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes (or if this proxy form has been issued in respect of a designated account for a shareholder, the proxy will exercise his discretion as to whether, and if so how, he votes).
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on 0370 707 4040 or you may photocopy this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by marking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Regulation 41 of the Uncertificated Securities (Guernsey) Regulations 2009, entitlement to attend and vote at the meeting (and for the purpose of the determination by the Company of the votes they may cast), will be determined by reference to the Register of Members of the Company at 6.00 pm 31 July 2024 or, in the event of any adjournment, 6.00 pm on the date which is two days before the time of the adjourned meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 34 of the Uncertificated Securities (Guernsey) Regulations 2009.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the Registrar's helpline on 0370 707 4040 to request a change of address form or go to www.investorcentre.co.uk to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The completion and return of this form will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different: (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Guernsey) Limited accept no liability for any instruction that does not comply with these conditions.

All Named Holders

Form of Proxy

Please complete this box only if you wish to appoint a third party proxy other than the Chairman.
Please leave this box blank if you want to select the Chairman. Do not insert your own name(s).



	*
--	---

I/We hereby appoint the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General Meeting of FORESIGHT GROUP HOLDINGS LIMITED to be held at **Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey GY1 2HH** on **2 August 2024** at **9.30 am**, and at any adjourned meeting.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please mark here to indicate that this proxy appointment is one of multiple appointments being made.

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



		For	Against	Vote Withheld			For	Against	Vote Withheld
Ordinary Resolutions									
1. To receive the accounts of the Company for the financial year ended 31st March 2024 and the report of the Directors and auditors thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. To re-appoint Alison Hutchinson, CBE, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the financial year ended 31st March 2024 be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. To re-appoint BDO LLP of 55 Baker Street, London W1U 7EU, as the Company's auditors until the conclusion of the next general meeting of the Company at which accounts are laid.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the Directors' Remuneration Policy be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. That the Directors be authorised to agree the auditors' remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the final dividend recommended by the Directors of 15.5 pence per ordinary share for the financial year ended 31st March 2024 be declared payable on 4th October 2024 to all members whose names appear on the Company's register of members at 6.00 p.m. on 20th September 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Resolutions				
5. To re-appoint Bernard Fairman as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. That the Directors be generally authorised to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Gary Fraser as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. That the disapplication of pre-emption rights generally be authorised.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Geoffrey Gavey as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. That the disapplication of pre-emption rights in connection with an acquisition or specified capital investment be authorised.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-appoint Michael Liston, OBE, as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. That the Company be authorised to purchase its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
					Ordinary Resolution				
					16. That the waiver of Rule 9 be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

DD / MM / YY

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).



27 June 2024

Dear Shareholder

Notice of Availability of the Notice of the 2024 Annual General Meeting of Foresight Group Holdings Limited (the "Company")

You are receiving this notice as, under the Company's articles of incorporation, all shareholders are deemed to have agreed to receive shareholder documentation by means of a website if notified of the publication of such documentation, including but not limited to the Company's Notice of its Annual General Meeting (the "AGM Notice").

In that regard, please be advised that the AGM Notice convening the Company's 2024 Annual General Meeting (the "AGM") has been published on the Company's website and served in compliance with The Companies (Bailiwick of Guernsey) Law, 2008. The date of the AGM was also noted in the Company's Annual Report and Accounts for the year ended 31st March 2024 (the "Annual Report"), which can also be found on the Company's website.

The Company's website address is: <https://foresight.group/shareholders> and the documents may be found in the Document Library located via the "FSG Shareholders" tab.

The AGM is to be held at Royal Chambers, St Julian's Avenue, St Peter Port, Guernsey GY1 2HH on 2nd August 2024 at 09.30 a.m., and explanations of each of the resolutions are set out on pages 13-20 of the AGM Notice.

The right to attend and vote at the AGM is determined by reference to the Company's register of members. Only a member entered in the register of members at close of business on 31st July 2024 (or, if the AGM is adjourned, in the register of members at close of business on the day which is two business days prior to any adjourned meeting) is entitled to attend and vote at the AGM. Such members may vote in respect of the number of ordinary shares registered in their name at that time. Changes to the entries in the register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the AGM.

If you have any questions about this notice, the AGM Notice or the AGM, or are in doubt as to how to complete the proxy form, please contact the Company's Registrar on 0370 707 4040.

Sent on behalf of the Board
27 June 2024

