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This announcement is an advertisement and not a prospectus. Any investment in any shares referred to in this announcement may be made only on the basis of information in a prospectus to be published by Foresight Solar Fund Limited on 3 March 2017, in connection with an initial placing, offer for subscription, private placement and a placing programme of ordinary shares of no par value each, to be admitted to the premium listing segment of the Official List of the Financial Conduct Authority and to trading on the Main Market for listed securities of the London Stock Exchange plc.

3 March 2017

Foresight Solar Fund Limited (the "Company")

Publication of Prospectus and Circular including Notice of General Meeting

Introduction

The Company is pleased to announce the publication of a prospectus relating to the issue of up to 250 million new ordinary shares of no par value each in the capital of the Company pursuant to an initial placing, offer for subscription, private placement and a placing programme (the "Prospectus").

The Company also announces the publication of a Circular including notice of a general meeting to be held at 4.30p.m. on 22 March 2017 at Elizabeth House, 9 Castle Street, St. Helier, Jersey JE2 3RT (the "General Meeting") to seek authority from Shareholders to approve the following recommended Proposals:

- the disapplication of pre-emption rights in respect of the issue of up to 250 million New Shares pursuant to the Issues);
- a Related Party Transaction that may arise if BlackRock, having been a substantial Shareholder in the Company wish to participate in the Issues;
- amendments to the Company's investment objective and policy principally to allow for a more flexible debt structuring policy and access to a wide pipeline of attractive opportunities; and
- amendments to the Articles for the purposes of permitting electronic communications with Shareholders and amending the quorum provisions at Board meetings.

Initial Placing, Offer for Subscription, Private Placement and Placing Programme

The Board has today announced its intention to raise in excess of £50 million, by way of an Initial Placing and Offer for Subscription (and Private Placement in South Africa of New Shares. The Board has also announced its intention to implement a Placing Programme in relation to up to 250 million New Shares less any New Shares issued under the Initial Issues.

The Company does not have any authority remaining to issue any further shares on a non pre-emptive basis and is therefore seeking the disapplication of pre-emption rights in respect of the issue of up to 250 million New Shares pursuant to the Issues.

If such authority is granted by Shareholders at the General Meeting, the Directors will only use that authority to issue shares at a premium to the net asset value per share. This authority, if granted, will expire at the conclusion of the Company's next annual general meeting or on the date falling 15 months after the date that the resolution is passed, whichever is earlier.

The Board believes that the Issues should provide the following benefits:

- provide the Company with additional capital which would enable it to take advantage of current investment opportunities in the market and make further investments in accordance with the Company's investment policy;
- maintain the Company's ability to issue shares and enable the Company to better manage any premium at which the Shares trade to Net Asset Value;
- enhance the Net Asset Value per Share of existing Shares through issuance at a premium to the prevailing Net Asset Value per Share;
- diversify further the Shareholder register, potentially enhancing the liquidity in the market for the Company's Shares; and
- allow the Company's operating costs to be spread across a larger capital base, which should help improve returns to investors through a reduction in the Ongoing Charges Ratio.

The Related Party Transaction

BlackRock is a substantial shareholder in and related party to the Company, pursuant to the Listing Rules, having been a substantial shareholder in the past 12 months. BlackRock has made no commitment to subscribe for any New Shares under the Issues. However, BlackRock may wish to participate in the Initial Placing and/or Placing Programme and such participation would be a related party transaction under the Listing Rules. The Directors believe that it would be in the interests of all Shareholders to allow a substantial Shareholder such as BlackRock to continue its support for the Company. The Company is therefore seeking approval from Independent Shareholders (i.e. Shareholders other than BlackRock and its associates) for BlackRock to be able to participate in the Initial Placing and/or Placing Programme. Should BlackRock choose to participate in the Initial Placing or any Placing under the Placing Programme then its participation will be on the same terms as the other Placees.

However, BlackRock is not permitted to subscribe for New Shares pursuant to the Issues if: (i) the aggregate gross proceeds in respect of its participation over the course of the Issues represents more than 24.99 per cent. of the market capitalisation of the Company as at 3 March 2017 or of the Net Asset Value of the Company as at 3 March 2017; and (ii) the aggregate number of New Shares it subscribes for under the Issues, together with its existing holding of Ordinary Shares, represent more than 24.99 per cent. of the total issued ordinary share capital of the Company as at 3 March 2017. BlackRock could subscribe for New Shares under the Issues (on the same terms as the other Placees) without the approval of the Independent Shareholders, provided that the aggregate gross proceeds over a 12 month period represented 0.25 per cent. or less of the market capitalisation of the Company at the time of allocation to BlackRock.

The proposed changes to the investment objective and policy

Furthermore, as part of the Proposals, in the light of the maturing of the solar power market place for investment opportunities, the Company's investment objective is proposed to be changed to reduce the focus on the potential for capital growth. The Company will pursue its focus on delivering sustainable and inflation-linked quarterly dividends. Accordingly the new objective is proposing that the Company aims to preserve and where possible enhance capital value through the reinvestment of excess cash flows, not required for the payment of dividends, generated from investing in a diversified portfolio of predominantly UK ground-based solar PV assets

In order to provide the Company with greater flexibility and wider opportunities when acquiring assets, the Board is also proposing to amend the Company's investment policy in order to allow for a more flexible debt structuring policy and access to a wider pipeline of attractive opportunities. Since its launch in 2013, the Company has, in accordance with its current investment policy, only been able to invest in ground based solar power plants in the primary market and, as a reflection of this at present, the Company's investment policy does not allow gearing at the asset level. However, given the growth of UK installed solar capacity over the past five years, the investment opportunities within the secondary market are increasing and are expected to increase further. As these ground based solar power plants have already been owned, most likely by construction companies, solar developers or panel manufacturers, it is commonplace for the vendors in the secondary market to have incurred debt at the asset level. The Board is therefore proposing that the restriction contained within the Company's investment policy in relation to asset level gearing be removed and that asset level gearing be permitted in the future.

The investment policy and the Articles contain a hard gearing limit of 50 per cent. of the Group's Gross Asset Value. The Board is not proposing to amend this hard limit or the method used to calculate this hard limit. Any Group gearing (including any asset level gearing and any revolving credit facilities) will be included in the calculation of this hard gearing limit. Intra-group borrowings (i.e. borrowings between members of the Group) will continue to be excluded.

The investment policy also contains the Board's current intention that gearing, calculated as borrowings as a percentage of the Gross Asset Value, will not exceed 40 per cent. at the time of drawdown. In calculating compliance with this limit, the Company currently takes into account all long-term gearing and revolving credit facilities. In order to provide further flexibility to the Group's debt structuring policy it is proposed that revolving credit facilities be excluded from the calculation of this limit going forward. Any long-term gearing at asset level (but not any revolving credit facilities that are put in place at asset level) will, if these amendments are approved by Shareholders, also be included within the calculation of the Board's current 40 per cent. gearing limit. Intra-group borrowings (i.e. borrowings between members of the Group) will continue to be excluded.

The Company is also proposing to amend the investment policy in order to reflect that a significant proportion of the expected income stream is derived from regulatory support (which will consist of, for example and without limitation, ROCs and FiTs for UK assets) as opposed to being derived from green benefits (which consist of, for example, ROCs, FiTs and LECs). This proposed change will allow the Group's income stream to be derived from a wider range of support, benefits and subsidies. It also reflects the change in UK Government policy to withdraw the Levy Exempt Certificates which took place in 2015.

The proposed changes to the Company's Articles

The Company is also seeking to amend its Articles to permit electronic communications with its Shareholders and amend the quorum provisions for Board meetings in order to provide the Board with further flexibility. However the Board will continue to ensure that non-Jersey resident Directors cannot control the Board.

Board recommendation

The Board which has been so advised by Stifel, considers that the Related Party Transaction is fair and reasonable so far as Shareholders are concerned. In providing its advice, Stifel has taken into account the Board's commercial assessments. The Board also considers that the passing of each of the Resolutions is in the best interests of the Company and unanimously recommends Shareholders to vote in favour of the Resolutions being proposed at the General Meeting. Mr Ohlsson and Mr Dicks, who in aggregate have an interest in 76,433 Ordinary Shares (being 0.02 per cent. of the Company's issued share capital), intend to vote their entire beneficial holdings in favour of the Resolutions. Mr Ambler has confirmed that he intends to subscribe, under the Offer, for approximately 10,000 New Shares subject to applicable laws and regulations.

General Meeting

The Proposals are subject to Shareholder approval. Accordingly, a notice convening the General Meeting of the Company to be held at Elizabeth House, 9 Castle Street, St Helier, Jersey JE4 2QP at 4.30 p.m. on 22 March 2017 is included in the Circular being posted to Shareholders.

Publication of Circular and Prospectus

Further details of the Proposals can be found in the Circular, which will shortly be posted to Shareholders. In addition, the Company has published a prospectus which is available on the Company's website.

An electronic copy of each of the Prospectus and the Circular is also available on the Company's website <http://www.foresightgroup.eu/fsfl-home>

A copy of each of the Circular and the Prospectus can be inspected at the National Storage Mechanism website at <http://www.morningstar.co.uk/uk/NSM>.

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APPENDIX

DEFINITIONS

Admissions	the admissions of the New Shares to the Official List of the UKLA (premium listing) and the admission of the New Shares to trading on the main market of the London Stock Exchange
Articles	the articles of association of the Company
Associates	has the meaning given in the Listing Rules
BlackRock	BlackRock, Inc. and its associates (as defined in the Listing Rules), including funds controlled by it or any of them
Board	the board of Directors or a duly constituted committee thereof
Circular	the circular published by the Company on 3 March 2017
Directors	the directors from time to time of the Company and Director is to be construed accordingly the disclosure rules and the transparency rules made by the UK Listing Authority under Part VI of the FSMA as amended from time to time
Group	the Company and its subsidiaries from time to time
Issues	the issue of up to 250 million New Shares pursuant to the Initial Placing, the Offer for Subscription, the Private Placement and/or the Share Issuance Programme
Latest Practicable Date	1 March 2017
JSE	the exchange operated by the JSE Limited
LEC	levy exemption certificate
Listing Rules	the listing rules made by the UK Listing Authority under section 73A of FSMA
Net Asset Value or NAV	the Gross Asset Value less the Group's consolidated third party borrowings
New Shares	new Ordinary Shares to be issued by the Company pursuant to the Issues

Offer or Offer for Subscription	the offer for subscription to the public in the UK of New Shares to be issued on the terms set out in the Prospectus and the application form
Placees	The persons to whom the New Shares are issued pursuant to the Initial Placing and the Placing Programme
Placing Agents or UK Joint Bookrunners	Stifel and JPMC the programme of placings of New Shares which may include an offer for subscription by the Company in the UK and a programme of private placement of New Shares to selected persons in South Africa as described in Part 7 of the Prospectus
Private Placement	the private placement of New Shares to selected persons in South Africa who the private placement of New Shares to selected persons in South Africa who fall within one of the specified categories listed in section 96(1) of the South African Companies Act, 71 of 2008 as amended, at the Private Placement Price
Private Placement Price	the price at which the New Shares will be issued under the Private Placement which will be equal to the ZAR equivalent of the Initial Placing and Offer Price determined based on the ZAR/GBP spot rate at the closing of the Private Placement at 12.00 p.m. (SAST) on 29 March 2017 as quoted on Bloomberg
Proposals	the Initial Placing, Offer and Placing Programme, the proposed changes to the investment objective and policy, the proposed changes to the Articles, the Related Party Transaction and the Secondary Listing and the Private Placement
Prospectus	the prospectus published by the Company on 3 March 2017
Related Party Transaction	any participation by BlackRock, as a substantial Shareholder under the Listing Rules, in the Initial Placing and/or Placing Programme
Shareholder	a registered holder of a Share
Shares or Ordinary Shares	ordinary shares of no par value in the capital of the Company