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If you have sold or otherwise transferred all of your shares in Foresight Solar Fund Limited (the "**Company**"), please pass this document as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other person who arranged the sale or transfer so they can pass this document to the person who now holds the shares.

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## **FORESIGHT SOLAR FUND LIMITED**

*(a company incorporated in Jersey, Channel Islands under the Companies (Jersey) Law 1991 (as amended) with registered number 113721)*

### **SCRIP DIVIDEND ALTERNATIVE OFFER**

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This circular contains the terms and conditions of the Scrip Dividend Option which will apply to the quarterly dividend payable on 30 August 2019 (the "**Scrip Dividend Option**") and the Scrip Dividend Scheme which will apply to any subsequent interim or final dividend in respect of which a scrip dividend alternative is offered (the "**Scrip Dividend Scheme**"). The expected timetable in relation to the Scrip Dividend Option is set out in paragraph 13 of Appendix I of this document. An expected timetable in relation to the application of the Scrip Dividend Scheme to a particular dividend will be made available on the Company's website at the same time that the relevant dividend is announced.

## LETTER FROM THE CHAIRMAN OF THE COMPANY

### FORESIGHT SOLAR FUND LIMITED

*(a company incorporated in Jersey, Channel Islands under the Companies (Jersey) Law 1991  
(as amended) with registered number 113721)*

#### *Directors*

Alexander Ohlsson (Chairman)  
Christopher Ambler  
Peter Dicks  
Monique O'Keefe

#### *Registered Office*

28 Esplanade  
St Helier  
Jersey  
JE4 2QP

11 July 2019

Dear Shareholder,

#### **Scrip dividend alternative offer**

#### **Introduction**

At the annual general meeting of the Company held on 25 June 2019, the Company's shareholders (the "**Shareholders**") granted their approval to the Directors to offer Shareholders the opportunity to take dividends in the form of new ordinary shares in the capital of the Company ("**New Shares**") rather than cash.

Accordingly, I am writing to you to provide details of the Directors' offer to Shareholders to elect to receive all of the proposed first quarterly dividend (the "**Dividend**") of 1.69 pence per ordinary share (an "**Ordinary Share**") in respect of the quarter ended 31 March 2019 in the form of fully paid New Shares instead of cash (the "**Scrip Dividend Option**").

I am also writing to you to provide details of a scrip dividend scheme that will apply to any subsequent interim or final dividend of the Company in respect of which a scrip dividend alternative is offered (the "**Scrip Dividend Scheme**"). The Scrip Dividend Scheme will be available for a period of three years from 25 June 2019 (being the date when the resolution granting authority for the Directors to offer a scrip dividend alternative was approved) and the first scrip dividend alternative offer to be made under the Scheme will be the Scrip Dividend Option.

The purpose of this document is to explain the details of: (i) the Scrip Dividend Option; (ii) the Scrip Dividend Scheme; (iii) how Shareholders may elect now, and in the future, to receive New Shares rather than cash dividends; and (iv) the factors you may wish to consider in reaching your decision.

#### *Benefits of the scrip dividend alternative*

Shareholders who elect to take New Shares rather than cash in respect of the Dividend or any future dividend will increase their shareholding without incurring dealing costs. To the extent that Shareholders elect to take New Shares, the Company will also benefit from retaining the cash that

would otherwise have been paid out as a dividend.

### *Dilution*

Shareholders should note that the New Shares may be issued under the Scrip Dividend Scheme at a discount to the Company's prevailing net asset value per Ordinary Share. Accordingly, the issue of those New Shares may have a marginally dilutive effect on the net asset value attributable to the shareholdings of Shareholders who elect to receive the dividend in cash. The Directors reserve the right at any time prior to relevant admission, and at their discretion, to withdraw or suspend the Scrip Dividend Option and/or Scrip Dividend Scheme and pay the relevant dividend entirely in cash including in circumstances where any issue of New Shares would be dilutive to the net asset value attributable to the shareholding of Shareholders who elect to receive a dividend in cash.

### **The Scrip Dividend Option**

On 11 July 2019, the Directors announced their recommendation of the first quarterly dividend of 1.69 pence per Ordinary Share in respect of the quarter ended 31 March 2019. The Dividend is expected to be paid to Shareholders on the Company's register of members at the close of business on 26 July 2019 (the "**Record Date**").

The entitlement of Shareholders who elect for the Scrip Dividend Option will be calculated using the average of the middle market quotations of an Ordinary Share as shown in the Daily Official List published by London Stock Exchange plc for the five dealing days from and including the ex-dividend date, being 25 July 2019.

**For illustrative purposes only** and on the basis of the average of the middle market quotations of an Ordinary Share as shown in the Daily Official List published by London Stock Exchange plc for the five dealing days up to and including 5 July 2019 (being the latest practicable date prior to the publication of this document), a Shareholder electing for the Scrip Dividend Option rather than cash would receive one New Share for every 121.0 pence otherwise payable as a cash dividend on Ordinary Shares registered in his name on the Record Date in respect of which he has elected for the Scrip Dividend Option. For the avoidance of doubt, the actual entitlement of Shareholders who elect for the Scrip Dividend Option may be greater or lower than this illustrative amount, depending upon the Company's share price at the relevant time.

Fractions of an Ordinary Share cannot be issued and any cash balance will be paid.

Applications will be made for the New Shares to be issued under the Scrip Dividend Option to be admitted to listing on the Premium Segment of the Official List of the Financial Conduct Authority (the "**FCA**") and to trading on the London Stock Exchange plc's main market for listed securities ("**Admission**"). The Scrip Dividend Option is conditional upon Admission becoming effective on or before 30 August 2019. If this condition is not met the Scrip Dividend Option will be withdrawn and the Dividend will be paid in cash to all Shareholders.

The Directors reserve the right at any time prior to Admission, and at their discretion, to withdraw the Scrip Dividend Option and pay the Dividend entirely in cash.

The terms and conditions of the Scrip Dividend Option are set out in Appendix I of this document.

A personalised Form of Election is enclosed. **Should you wish to make an election for the Scrip Dividend Option, please consider the terms and conditions carefully and the likely tax consequences for you.**

A non-exhaustive summary of the likely tax consequences for most UK resident Shareholders in electing to receive New Shares is set out in Appendix II of this document. If you are in any doubt about your tax position, you should consult your professional adviser before taking any action.

The attention of Shareholders resident in any territory other than the UK and the Channel Islands ("**Overseas Shareholders**") is drawn to paragraph 9 of Appendix I of this document.

*Action to be taken to make an election for the Scrip Dividend Option*

**If you wish to elect to receive the Dividend in the form of New Shares rather than cash, you must complete the Form of Election in accordance with the instructions printed on it and return it to Computershare Investor Services (Jersey) Limited ("Computershare") at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ so that it is received by no later than 5.00 p.m. on 16 August 2019. If you hold your Ordinary Shares in uncertificated form (i.e. via CREST) you must submit a CREST Dividend Election Input Message so that it is received by no later than 5.00 p.m. on 16 August 2019.**

**Shareholders should be aware that the price of shares can go down as well as up. If you are in any doubt about what course of action to take in relation to your shareholding, you should seek advice from a stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the UK or, if you are not resident in the UK, from another appropriately authorised independent financial adviser.**

**The Scrip Dividend Scheme**

Going forward the Company does not intend to send a circular in relation to every dividend announced to which a scrip dividend alternative applies. When future dividends are announced the Company will advise if the Scrip Dividend Scheme applies, together with the relevant details for that dividend.

The details (including the timetable, price etc.) for each relevant dividend to which the Scrip Dividend Scheme will apply will be available on the Company's website at [www.fsfl.foresightgroup.eu](http://www.fsfl.foresightgroup.eu). Information regarding future scrip dividend alternatives will also be provided via a Regulatory Information Service and Shareholders can also contact Computershare on their helpline as indicated in paragraph 17 of Appendix I.

Whether or not you should elect to receive New Shares instead of cash in respect of any future relevant dividends may depend on your own personal tax circumstances. Further information in relation to the tax treatment of the Scrip Dividend Scheme is set out in Appendix II. The tax treatment may change during the period for which the Scrip Dividend Scheme is available.

**If you are in any doubt about what action to take in relation to the Scrip Dividend Scheme or if you are resident or otherwise subject to taxation in a jurisdiction outside the United**

**Kingdom, you should consult immediately your stockbroker, bank manager, solicitor, accountant or other independent financial adviser.**

Shareholders who wish to receive New Shares in connection with all future dividends that are subject to the Scrip Dividend Scheme should sign and return the enclosed Form of Election to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ if they hold their Ordinary Shares in certificated form or by submitting a CREST Dividend Election Input Message if they hold their Ordinary Shares in uncertificated form via CREST.

Forms of Election must be received by Computershare and CREST Dividend Election Input Messages must be submitted no later than the date advised by the Company to be eligible for a particular dividend. Forms of Election or CREST Dividend Election Input Messages received by Computershare after that date will be applied in respect of the next dividend declared by the Company that is subject to the Scrip Dividend Scheme (or any successor scrip dividend scheme) whilst it is in force.

If you complete a Form of Election, your election will remain in force (subject to paragraphs 15 and 16 of the Scrip Dividend Scheme terms and conditions detailed in Appendix I) for all future dividends in respect of which a scrip dividend alternative is offered and the Scrip Dividend Scheme applies until cancelled by you in writing.

Shareholders holding Ordinary Shares in certificated form may cancel their scrip dividend election at any time by writing to Computershare at the above address. For a cancellation to be effective for a particular dividend, it must be received by no later than the date advised by the Company for receipt of the Forms of Election when that dividend is announced. If it is received after that date, it will not apply to that dividend but it will apply to all subsequent dividends.

If you submit a CREST Dividend Election Input Message your election will remain in force (subject to paragraphs 15 and 16 of the Scrip Dividend Scheme terms and conditions detailed in Appendix I) for all future dividends in respect of which a scrip dividend alternative is offered and the Scrip Dividend Scheme applies until cancelled by you via the CREST system.

If you wish to receive dividends in cash in the usual way you need take no further action and should disregard this document.

Yours faithfully

**Alexander Ohlsson**  
**Chairman**

## APPENDIX I

### Terms and conditions of the Scrip Dividend Option and the Scrip Dividend Scheme

#### 1. Terms of election

##### *Terms of election for the Scrip Dividend Option*

All Shareholders resident in the UK and the Channel Islands on the register at the close of business on the Record Date may elect to receive New Shares, credited as fully paid, instead of the cash dividend of 1.69 pence per Ordinary Share otherwise payable on 30 August 2019 (the "**Dividend**"). All elections will be subject to fulfilment of the conditions specified in the Form of Election and this document. An election for the Scrip Dividend Option, once received, cannot be revoked or withdrawn. However, the Directors reserve the right at any time prior to Admission, and at their discretion, to withdraw the Scrip Dividend Option and pay the Dividend entirely in cash.

Upon execution of a Form of Election, either personally or on behalf of the relevant Shareholder, that Shareholder is deemed (in respect of himself, his heirs, successors and assigns): (a) to agree to participate in the Scrip Dividend Option pursuant to these terms and conditions; and (b) to authorise the Company or its agent to send to the Shareholder, at the Shareholder's registered address, any definitive share certificate in respect of New Shares allotted.

To protect Shareholders against a fall in the price of an Ordinary Share between the date of this circular and 16 August 2019, being the final date for receipt of validly completed Forms of Election and CREST Dividend Election Input Messages in respect of the Dividend (the "**Final Receipt Date**"), the scrip dividend alternative will be withdrawn if the middle market quotation of an Ordinary Share, derived from the Daily Official List of the FCA for the Final Receipt Date, has fallen relative to the Scrip Share Price (as defined in paragraph 2 below) in relation to the Scrip Dividend Option by 10 per cent. or more. In such circumstances, all scrip dividend mandates, in relation to the Scrip Dividend Option only, will be deemed to be void and a cash dividend will be paid in the usual way. Validly completed and returned Forms of Election, in relation to the Scrip Dividend Scheme, will continue to be valid in respect of future cash dividends in respect of which the Directors decide to offer a scrip dividend alternative.

##### *Terms of election for the Scrip Dividend Scheme*

All Shareholders resident in the UK and the Channel Islands can join the Scrip Dividend Scheme by completing the enclosed Form of Election in accordance with the instructions printed on it and sending it to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ if they hold their Ordinary Shares in certificated form or by submitting a CREST Dividend Election Input Message if they hold their Ordinary Shares in uncertificated form via CREST.

No acknowledgement of receipt of Forms of Election will be given. Forms of Election must be received by Computershare by 5.00 p.m. on the date advised by the Company to be eligible in respect of the relevant dividend.

If you hold your Ordinary Shares in certificated form, your Form of Election will remain in force in for all future dividends in respect of which a scrip dividend alternative is offered until cancelled by you in writing. If you hold your Ordinary Shares in CREST, your CREST Dividend Election Input Message will remain in force in for all future dividends in respect of which a scrip dividend

alternative is offered until cancelled by you via the CREST system.

Upon execution of a Form of Election, either personally or on behalf of the relevant Shareholder, that Shareholder is deemed (in respect of himself, his heirs, successors and assigns): (a) to agree to participate in the Scrip Dividend Scheme pursuant to these terms and conditions; and (b) to authorise the Company or its agent to send to the Shareholder, at the Shareholder's registered address, any definitive share certificate in respect of New Shares allotted.

The Directors may (and absent mitigating circumstances intend to) declare your Form of Election void and pay a cash dividend instead, in respect of the relevant dividend only, if the middle market quotation for the Company's Ordinary Shares by the final date for receipt of the Forms of Election and CREST Dividend Election Input Messages in respect of that relevant dividend falls by 10 per cent. or more from the Scrip Share Price (as defined in paragraph 2 below).

Completion of allotments under the Scrip Dividend Scheme is subject to several conditions, namely, as mentioned above, the price of an Ordinary Share not falling below a certain level, admission of the New Shares to the Official List of the FCA and to trading on the London Stock Exchange and the Directors having sufficient authority from Shareholders to offer scrip dividend alternatives. If any of these conditions are not met, the Scrip Dividend Scheme will not apply and dividends will be paid in cash to all Shareholders.

The Directors reserve the right at any time prior to the relevant admission, and at their discretion, to withdraw the Scrip Dividend Scheme and pay the relevant dividend entirely in cash.

## **2. Basis of allotment of New Shares**

The number of New Shares to be allotted to electing Shareholders under the Scrip Dividend Option and the Scrip Dividend Scheme will be calculated by multiplying the number of Ordinary Shares in respect of which an election has been made by the cash dividend per Ordinary Share (being 1.69 pence in relation to the Dividend and the Scrip Dividend Option) and dividing by the Scrip Share Price (as defined and calculated below). New Shares will be allotted up to the maximum whole number possible. Fractions of Ordinary Shares cannot be allotted and any fractional entitlement will be dealt with in accordance with these terms and conditions.

The number of New Shares to be allotted to electing Shareholders in respect of the Scrip Dividend Option and the Scrip Dividend Scheme is calculated using the following formula:

$$(N \times D)/P$$

Where:

**N** is the number of Ordinary Shares, held at the relevant dividend record date, in respect of which the Shareholder has elected for the scrip dividend alternative under either the Scrip Dividend Option or the Scrip Dividend Scheme;

**D** is the declared cash dividend per Ordinary Share, expressed in pence (being 1.69 pence in respect of the Dividend); and

P is the Scrip Share Price, expressed in pence.

The Scrip Share Price is calculated using the average of the middle market quotations of an Ordinary Share, as shown in the Daily Official List published by London Stock Exchange plc, for the five dealing days from and including the ex-dividend date of the relevant dividend (being 25 July 2019 in respect of the Dividend).

Under the Scrip Dividend Option where the Dividend is 1.69 pence per Ordinary Share and assuming your shareholding is 100,000 Ordinary Shares and the Scrip Share Price is 121.0 pence then, for illustrative purposes only:

- Value of cash dividend:  $100,000 \times 1.69\text{p} = \text{£}1,690.00$
- Number of New Shares:  $\text{£}1,690 \div 121.0\text{p} = 1,396.69$ , rounded down to 1,396 New Shares
- Value of New Shares at the Scrip Share Price:  $1,396 \times 121\text{p} = \text{£}1,689.16$  leaving a cash balance of  $\text{£}0.84$  which will be paid

**For illustrative purposes only** and on the basis of the average of the middle market quotations of an Ordinary Share as shown in the Daily Official List published by London Stock Exchange plc for the five dealing days up to and including 5 July 2019 (being the latest practicable date prior to the publication of this document), if all eligible Shareholders elected, under the Scrip Dividend Option, to receive the Dividend in the form of New Shares rather than in cash in respect of their entire holdings, 7,667,064 New Shares would be issued (ignoring any reduction in respect of fractions). This would represent an increase of approximately 1.40 per cent. in the ordinary share capital of the Company in issue (as at the date of this document). If no elections for the Scrip Dividend Option were received, the total cash dividend payable by the Company would be  $\text{£}9,277,112.20$ .

### **3. Fractional entitlements**

No fraction of a New Share will be allotted. The fractional entitlement is the difference between the full cash dividend payable on the shareholding and the value of the New Shares, which is calculated by multiplying the number of New Shares by the relevant Scrip Share Price. Any cash balance will be paid to the Shareholder.

### **4. Taxation**

The taxation effect of an election for the scrip dividend alternative on Shareholders will depend on individual circumstances and a non-exhaustive summary of the likely tax consequences for most UK resident Shareholders is set out in Appendix II of this document.

If you have any doubt about how you will be affected, you should consult your professional adviser before taking any action.

### **5. How to make an election**

If you hold your Ordinary Shares in certificated form and you wish to receive the Dividend, under the Scrip Dividend Option, in the form of New Shares rather than in cash, you should complete the enclosed Form of Election and return it to Computershare at The Pavilions, Bridgwater Road,

Bristol BS99 6ZZ so as to be received not later than 5.00 p.m. on 16 August 2019.

If you hold your Ordinary Shares in certificated form and you wish to receive any future dividends, under the Scrip Dividend Scheme, in the form of New Shares rather than in cash, you should complete the enclosed Form of Election and return it to Computershare no later than the date advised by the Company to be eligible for the relevant dividend.

Your right to elect to receive the Dividend and/or any future dividends in the form of New Shares is non-transferable. If the Form of Election is not received by 5.00 p.m. on 16 August 2019 in respect of the Scrip Dividend Option or by 5.00 p.m. on the day advised by the Company in respect of the relevant dividend under the Scrip Dividend Scheme, the Dividend will be paid in cash in respect of all Ordinary Shares registered in your name on the Record Date in respect of the Dividend or the relevant record date in respect of the relevant dividend under the Scrip Dividend Scheme. Forms of Election received after that date will be applied in respect of the next dividend declared by the Company whilst the Scrip Dividend Scheme is in force. No acknowledgement of receipt of a Form of Election will be issued.

If you return the Form of Election but you do not tick the box in B (in respect of your election under the Scrip Dividend Option) nor tick the box in C (in respect of your election under the Scrip Dividend Scheme), you will be deemed to have not elected for the scrip dividend alternative.

Shareholders who hold their Ordinary Shares in CREST should make an election for the Scrip Dividend Option using the Euroclear UK & Ireland functionality for electronic dividend elections by submitting a CREST Dividend Election Input Message. Shareholders holding their Ordinary Shares in CREST who wish to receive any future dividends, under the Scrip Dividend Scheme, in the form of New Shares rather than in cash, should elect to do so (and submit a CREST Dividend Election Input Message) for the Scrip Dividend Scheme.

Any elections made using the Form of Election which relate to a holding of Ordinary Shares in CREST are submitted wholly at the risk of the submitting party and our registrar, Computershare, reserves the right to reject any such elections.

#### **6. Multiple and joint shareholdings**

If a Shareholder's Ordinary Shares are registered in more than one holding, then unless such multiple shareholdings are consolidated before the date for final receipt of the Forms of Election they will be treated as separate. As a result, separate Forms of Election will need to be completed for each holding.

In respect of shareholdings held in joint names all joint shareholders must sign the Form of Election.

#### **7. Partial elections**

Forms of Election and CREST Dividend Election Input Message will only be accepted in respect of your entire holding of Ordinary Shares.

#### **8. Share certificates**

Your new share certificates will be posted to you, at your own risk, on or about the same time as the payment of the cash dividends are made. CREST holders will have their member account

accredited directly with New Shares on the dividend payment date or as soon as practicable thereafter. Shareholders electing for a scrip dividend will, in addition, receive a statement showing the number of New Shares allotted, the relevant share price (calculated on the basis set out in paragraph 2 for illustrative purposes) and the cash equivalent of the New Shares.

#### **9. Overseas Shareholders**

It is the responsibility of any Shareholder wishing to elect to receive New Shares under the Scrip Dividend Option and/or the Scrip Dividend Scheme to satisfy himself as to full observance of the laws of any relevant territory in connection with such election, including obtaining any requisite governmental or other consent or approval, observing any other requisite formalities and paying any issue, transfer or other taxes due in such territory.

Shareholders who are in any doubt as to their position should consult a professional adviser. No person receiving this document and/or the Form of Election in any territory other than the UK and the Channel Islands may treat it as constituting an invitation or offer to elect to receive any shares, nor should he in any event use such Form of Election unless, in the relevant territory, such an invitation or offer could lawfully be made to him and such Form of Election could lawfully be used by him without contravention of any registration or other regulatory or legal requirement. In such circumstances, this document and/or the Form of Election are sent for information only, are confidential and should not be copied or distributed.

The Company (acting in its absolute discretion) reserves the right to reject any election made for the Scrip Dividend Option and/or the Scrip Dividend Scheme which is made by or on behalf of a person outside the UK or the Channel Islands if it appears that the election may constitute a breach of any relevant securities legislation.

Notwithstanding any other statement in this document, the Company reserves the right to permit a Shareholder to take up New Shares if the Company is satisfied (acting in its absolute discretion) that such action would not result in contravention of any applicable legal or regulatory requirements.

This document has not been submitted to the clearance procedures of any authorities and the Company's shares have not been and will not be registered under the United States Securities Act of 1933, as amended, or under the securities laws of any state of the United States of America and they are not being offered in the United States of America and its territories and possessions, in Canada or in Australia, or their respective states, territories or possessions.

#### **10. If you have received more than one Form of Election**

If, for any reason, your holding is registered in more than one way and as a result you have received more than one Form of Election, then, unless you are able on or before 16 August 2019 to make arrangements with Computershare to have your holdings consolidated, those holdings will be treated for all purposes as separate and you should complete separate Forms of Election. In order to consolidate your holdings you should write as soon as possible to Computershare at The Pavilions, Bridgwater Road, Bristol BS99 6ZZ stating that you wish them to effect the same and enclosing all Forms of Election, which should be completed if you wish to elect for the Scrip Dividend Option and/or the Scrip Dividend Scheme.

#### **11. If you have recently sold or transferred all or some of your Ordinary Shares or**

### **purchased Ordinary Shares**

If, on or before 25 July 2019 (the ex-dividend date in respect of the Dividend), you have sold or transferred all or some of your holding of Ordinary Shares or you have purchased Ordinary Shares, you should contact, as soon as possible, your stockbroker, your bank or other person who arranged the sale or transfer. They will then advise you as to how to deal with the Form of Election and accompanying documents.

### **12. Delivery and admission of the New Shares**

#### *Listing of New Shares under the Scrip Dividend Option*

Applications will be made for the New Shares to be issued pursuant to the Scrip Dividend Option to be admitted to listing on the premium segment of the Official List of the FCA and to trading on the London Stock Exchange plc's main market for listed securities. The Scrip Dividend Option is conditional upon Admission becoming effective on or before 30 August 2019. The New Shares will be credited as fully paid up and will rank equally in all respects with the existing issued Ordinary Shares (including the same voting rights).

Subject to Admission, dealings in the New Shares are expected to begin on 30 August 2019. In the unlikely event that Admission does not become effective on or before 30 August 2019, Forms of Election will be disregarded and the Dividend will be paid in cash in the normal way.

The New Shares will be issued in registered form and may be held either in certificated form or settled through CREST. It is expected that certificates for the New Shares will be posted, at the risk of the persons entitled thereto, on 30 August 2019. Temporary documents of title will not be issued. Pending despatch of such certificates, transfers will be certified against the register. If you are a CREST member, it is expected that your CREST account will be credited directly with New Shares on 30 August 2019.

#### *Listing of New Shares under the Scrip Dividend Scheme*

Applications will be made for the New Shares to be issued pursuant to the Scrip Dividend Scheme to be admitted to listing on the premium segment of the Official List of the FCA and to trading on the London Stock Exchange plc's main market for listed securities. The New Shares will be credited as fully paid up and will rank equally in all respects with the existing Ordinary Shares (including the same voting rights). If for any reason the New Shares are not admitted to listing or trading the Company will pay the relevant dividend in cash in the usual way as soon as practicable.

Dealings in the New Shares are expected to begin on the relevant dividend payment date.

### **13. Expected timetable of events for the Scrip Dividend Option**

11 July 2019	Dividend announced
12 July 2019	Posting of Forms of Election
25 July 2019	Ordinary Shares quoted ex-dividend

26 July 2019	Record Date for the Dividend
1 August 2019	Announcement of the Scrip Share Price in respect of the Dividend
16 August 2019	Final date for consolidation of holdings (see paragraph 10 above)
16 August 2019	Final date for receipt of Forms of Election in respect of the Scrip Dividend Option
29 August 2019	Posting of definitive share certificates/CREST statements and cheques for cash dividends
30 August 2019	First day of dealings in the New Shares, dividend payment date and CREST member accounts credited with New Shares

#### **14. Further copies of Forms of Election**

Further copies of Forms of Election may be obtained from Share Dividend Operations, Computershare, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ up to and including 16 August 2019 in respect of the Scrip Dividend Option and 25 June 2022 in respect of the Scrip Dividend Scheme.

#### **15. Cancellation**

Shareholders may cancel their mandate for a scrip dividend at any time. Notice of cancellation must be given in writing to Computershare and received by Computershare by no later than the date advised by the Company for receipt of the Forms of Election when a dividend is announced. CREST shareholders can only cancel their mandates through the CREST system. A notice of cancellation will take effect on its receipt and will be processed by Computershare in respect of all dividends payable after the date of receipt of such notice. If a notice of cancellation is received after the date advised by the Company, the Shareholder will receive New Shares under the Scheme for that dividend and the cancellation will take effect for subsequent dividends.

#### **16. Changes to or cancellation of the Scrip Dividend Scheme**

The Directors may at any time, at their discretion and without notice to Shareholders, modify, suspend, terminate or cancel the Scrip Dividend Scheme. In the case of any modification, existing scrip mandates (unless otherwise specified by the Directors) will be deemed to remain valid under the modified arrangements unless and until Computershare receives a cancellation in writing from such Shareholders pursuant to paragraph 15 above. If the Scrip Dividend Scheme is terminated or cancelled by the Directors, all of the mandates then in force will be deemed to have been cancelled as at the date of such termination or cancellation.

The operation of the Scrip Dividend Scheme is always subject to the Directors' decision to make an offer of New Shares in respect of any particular dividend.

#### **17. Contacts**

For general enquiries about the Scrip Dividend Option or the Scrip Dividend Scheme please contact Computershare on +44 (0) 370 707 4040. Lines are open from 9.00 a.m. to 5.00 p.m. Monday to

Friday (except UK public holidays). Calls to the helpline from outside the UK will be charged at applicable international rates. Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scrip Dividend Scheme nor give any personal financial, legal or tax advice.

## APPENDIX II

### UK taxation effect of an election for the Scrip Dividend Option and the Scrip Dividend Scheme

This summary of the UK taxation treatment is not exhaustive and does not deal with every Shareholder's situation nor does it consider the position of any Shareholder not tax-resident in the UK or who holds their Ordinary Shares for purposes other than investment or who have acquired their Ordinary Shares by reason of any office or employment. Correspondingly, it does not address the position of certain classes of shareholders such as dealers in securities. If you are not sure how you will be affected or if you are a tax-resident and/or a citizen of any nation other than the UK, you should consult your professional adviser before deciding whether or not to make an election for the Scrip Dividend Option and/or the Scrip Dividend Scheme.

The UK taxation effect for a United Kingdom tax-resident Shareholder making an election for the Scrip Dividend Option and/or the Scrip Dividend Scheme will depend on the circumstances of that Shareholder. The Directors have been advised that, under current UK legislation and HM Revenue & Customs' practice, the UK taxation consequences for such Shareholders will be broadly as outlined below. UK legislation and HM Revenue and Customs' practice can change from time to time, sometimes with retrospective effect.

This summary only covers the expected UK domestic tax effect for UK tax-resident and UK domiciled individual Shareholders and UK tax-resident non-individual Shareholders and does not cover the effect of any potentially applicable double tax treaties for any UK tax-resident Shareholders with a tax-nexus outside of the UK. All references to taxation hereon are references to UK taxation under UK domestic tax law and practice only.

#### 1. Individuals

To the extent that an individual elects to receive a cash dividend, the dividend will be taxed in the normal manner as dividend income. The tax treatment of the issue of New Shares is outlined below.

##### *Income tax*

Where individuals make an election for the Scrip Dividend Option and/or the Scrip Dividend Scheme, they will be treated as having received dividend income of an amount per share equal to the "Cash Equivalent"\* (as defined below). All dividends received by an individual Shareholder (from all sources including cash equivalent amount received in respect of the New Shares) form part of the shareholder's total income for income tax purposes and represents the highest part of that income. For the 2019-20, a nil rate of income tax applies to the first £2,000 of taxable dividend income received by an individual shareholder in a tax year, regardless of what tax rate would apply otherwise to that dividend income.

Where an individual Shareholder's taxable dividend income exceeds £2,000, the excess is subject to tax at the following dividend income tax rates:

- 7.5 per cent for amounts taxable at the basic rate;
- 32.5 per cent for amounts taxable at the higher rate; and
- 38.1 per cent for amounts taxable at the additional rate.

### ***Capital gains tax***

For capital gains tax purposes, individual Shareholders who make an election for the Scrip Dividend Option and/or the Scrip Dividend Scheme should not be treated as having made a disposal of their existing Ordinary Shares. The New Shares should be treated as a separate asset for capital gains tax purposes acquired for an amount equal to the Cash Equivalent\*, which should represent the base cost of those New Shares.

Chargeable gains realised on any future disposal of the New Shares should be subject to capital gains tax at the following rates:

- 10 or 20 per cent. for basic rate taxpayers, depending on the total amount of the Shareholder's chargeable gains and taxable income for the tax year of the gain; or
- 20 per cent. for higher and additional rate taxpayers.

An individual Shareholder may be able to make use of the annual exempt amount (AEA) which is set at £12,000 for the tax year 2019/20.

## **2. Trustees**

### ***Income tax***

Trustees who elect for the Scrip Dividend Option and/or the Scrip Dividend Scheme and who are liable to income tax at the special rates for trustees' income, should be treated as having received dividend income of an amount per share equal to the Cash Equivalent\*. The trustees should be taxed on this dividend income at the following special trustees' income tax rates:

- 7.5 per cent standard rate to the extent that the amount comprises the first £1,000 of the trust's income that is taxable at the special rate for trustees; and
- 38.1 per cent on the excess.

### ***Capital gains tax***

For capital gains tax purposes, trustees who are liable to capital gains tax and who elect to receive New Shares instead of a cash dividend should not be treated as having made a disposal of their existing Ordinary Shares. The New Shares should be treated as a separate asset for capital gains tax purposes acquired for an amount equal to the Cash Equivalent\*, which should represent the base cost of those shares. Chargeable gains realised by Trustees who are liable to capital gains tax on any future disposal of the New Shares should be subject to capital gains tax currently at the main rate for trustees of 20 per cent. Trustees may be able to make use of the trustees' annual exempt amount which is set at £6,000 for the tax year 2019/20.

## **3. UK tax-resident corporate shareholders**

A corporate shareholder is not generally liable to corporation tax on receipt of cash dividends and should not be charged corporation tax on receipt of the New Shares instead of the cash dividend. These New Shares will be added to the corporate shareholder's existing holding of Ordinary Shares in the Company and treated as having been acquired when that existing holding was acquired. For the purposes of corporation tax on chargeable gains, no consideration will be treated as having been

given for the New Shares, such that the base cost of these New Shares will be nil.

#### **4. UK-registered pension funds**

UK-registered pension funds who make an election for the Scrip Dividend Option and/or the Scrip Dividend Scheme should be exempt from any tax on the New Shares issued.

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

No stamp duty or stamp duty reserve tax should be payable by any Shareholder in respect of the allotment and issue of the New Shares.

#### **\*Cash Equivalent**

The "Cash Equivalent" of one Ordinary Share for these purposes (for illustrative purposes in respect of the Scrip Dividend Option) will be announced on 1 August 2019. If, on the first day of trading on the London Stock Exchange, the market value of one Ordinary Share exceeds the Cash Equivalent by 15 per cent. or more, the Cash Equivalent is taken to be that market value instead.

**The summary of the UK taxation treatment set out above is not exhaustive and, in particular, does not consider the position of any non-UK tax-resident Shareholder or any UK tax-resident Shareholder that holds Ordinary Shares for purposes other than investment. If you are not sure how you will be affected or you are a tax-resident and/or a citizen of any nation other than the UK, you should consult your professional adviser before deciding whether or not to make an election for the Scrip Dividend Option and/or the Scrip Dividend Scheme.**

All correspondence to:
Computershare Investor Services (Jersey) Limited
c/o The Pavilions, Bridgwater Road,
Bristol, BS99 6ZY
Telephone 0370 707 4040



Name:

Address:



000001

SG328

Shareholder Reference Number



See next page for guidance when completing this form

FORM OF ELECTION FOR THE SCRIP DIVIDEND ALTERNATIVE

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 (Jersey) Limited accept no liability for any instruction that does not comply with these conditions.

A. Declaration

To: Foresight Solar Fund Limited (the "Company") and Computershare Investor Services (Jersey) Limited

I/We the undersigned confirm that I/we have read and understood the Foresight Solar Fund Limited Scrip Dividend Alternative Offer and that I/we wish to participate in the scrip dividend alternative under the Scrip Dividend Option and/or under the Scrip Dividend Scheme.

By signing this form I/we elect to receive an allotment of new shares, credited as fully paid, in respect of all future Applicable Dividends of the Company, for all of my/our holding on the terms of the scrip dividend alternative booklet and the constitutional documents of the Company.

B. Scrip Dividend Option

If you wish to apply the scrip mandate to your entire holding for the current dividend only please tick this box.

C. Scrip Dividend Scheme

If you wish to apply the scrip mandate to your entire holding for the current dividend and all future dividends please tick this box.

D. Signatures - For information on who needs to sign, please see the reverse of this form

Date DD / MM / YY

All registered holders must sign to confirm this instruction.

Signature 1

Signature 3 / Capacity 1 (Companies Only)

Signature 2

Signature 4 / Capacity 2 (Companies Only)

In the event that we need to contact you regarding the processing of this form, please supply one of the following:-

Daytime Telephone Number

E-mail Address (if available)

Please note that these contact details will not be recorded by Computershare Investor Services (Jersey) Limited for any future use.



# How to complete this form

Please use a **black pen**. Print in CAPITAL letters inside the boxes as shown in this example.

A	B	C
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1	2	3
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X
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This Form of Election can be completed at any time, but in order to be effective for an Applicable Dividend, it must be received by the Registrar by no later than 5.00 pm on the relevant Return Date (the last date for elections for an Applicable Dividend). If you have completed Box C unless revoked, this Form of Election will apply to all future Applicable Dividends. This Mandate Form may be revoked by you at any time in writing to the Registrar at the address set out below.

**The Company's scrip dividend alternative booklet, detailing the terms and conditions of the Company's scrip dividend alternative, may be viewed and downloaded from the Company's website: <https://fsfl.foresightgroup.eu/> and is also available on request from the Company's Registrar, Computershare Investor Services (Jersey) Limited. This form of mandate may also be viewed and downloaded from the Company's website.**

If you have any questions about how to complete this form, or wish to receive a printed copy of the terms and conditions of the Company's scrip dividend alternative, please visit [www.computershare.co.uk](http://www.computershare.co.uk) and select 'Contact Us' or telephone 0370 707 4040. Lines are open between 8.30am and 5.30pm from Monday to Friday excluding public holidays in England and Wales. Please note that Computershare Investor Services (Jersey) Limited cannot provide any financial, legal or tax advice and calls may be recorded and randomly monitored for security and training purposes.

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## A. Declaration

Before signing and returning this form please read the declaration and scrip terms and conditions carefully. If you are in any doubt as to its contents or what to do, you may wish to consult an independent professional advisor authorised under The Financial Services Act 2012.

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## B. Scrip Dividend Option

If you wish to apply the scrip mandate in relation to Scrip Dividend Option to your entire holding for the current dividend **only** please tick this box.

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## C. Scrip Dividend Scheme

If you wish to apply the scrip mandate in relation to Scrip Dividend Scheme to your entire holding for the current dividend **and** all future dividends please tick this box.

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## D. Signatures

You must sign the form as follows in the space provided:

**Joint Holding:** The signatures of all joint holders, executors or administrators are required. If the holder is under 18, a parent or legal guardian must sign and state their capacity.

**Power of Attorney:** To sign under Power of Attorney, you must have already lodged an original or certified copy of the Power of Attorney document with the Registrar. If you have not previously lodged this document for notation, please attach it to this form when you return it.

Please send us a Power of Attorney that has been certified as a true and complete copy of the original. Each page of the Power of Attorney must be certified in ink. A certified copy is one which is stamped and certified in ink by a solicitor or notary public to confirm it is a true copy of the original. For your information, we are not legally able to accept a photocopy.

**Companies:** In the case of joint holders ALL must sign. In the case of a corporation this form should be signed by two authorised signatories (e.g. Director & Company Secretary) stating their capacity. Alternatively, this form can be signed by a director of the company in the presence of a witness who attests the signature or under its common seal.

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Please return this form to: **Computershare Investor Services (Jersey) Limited, The Pavilions, Bridgwater Road, Bristol BS99 6ZY**