

# **FORESIGHT SOLAR FUND LIMITED**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given pursuant to the articles of association of Foresight Solar Fund Limited (the "**Company**") that an Extraordinary General Meeting of the Company will take place at Elizabeth House, 9 Castle Street, St Helier, Jersey, JE2 3RT on 23 April 2015 at 10.00am, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions which resolutions will be proposed as ordinary resolutions:

### **Ordinary Resolutions**

1. To approve and adopt the report and accounts for the period ended 31 December 2014.
2. To approve the Director's Remuneration Report.
3. To approve the Director's Remuneration Policy.

By order of the Board

**Foresight Solar Fund Limited**

**25 March 2015**

Notes:

1. As a member you are entitled to appoint a proxy or proxies to exercise all or any of your rights to attend, speak and vote at the annual general meeting. A proxy need not be a member of the Company but must attend the annual general meeting to represent you. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You can only appoint a proxy using the procedure set out in these notes and the notes to the proxy form. You may not use any electronic address provided either in this notice or any related documents (including the circular and proxy form) to communicate with the Company for any purpose other than those expressly stated.
2. To be valid any proxy form or other instrument appointing a proxy, together with any power of attorney or other authority under which it is signed or a certified copy thereof, must be received by post or (during normal business hours only) by hand at Computershare Investor Services (Jersey) Limited, The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 48 hours before the time of the meeting or any adjourned meeting.
3. The return of a completed proxy form or other instrument of proxy will not prevent you attending the extraordinary general meeting and voting in person if you wish.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The Company specifies that only those shareholders registered in the register of members of the Company at 10.00am, on 21 April 2015 (or, if the meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. In each case, changes to entries on the register of members of the Company after that time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
6. Any person holding five per cent. or more of the total voting rights of the Company who appoints a person other than the chairman of the meeting as his proxy will need to ensure that both he and his proxy complies with their respective disclosure obligations under the UK Disclosure and Transparency Rules.