

Foresight VCT plc

Offer for Subscription

Investor Guide

14 January 2026

This Investor Guide is a financial promotion for the purposes of section 21 of the Financial Services and Markets Act 2000 (as amended) and is issued by Foresight Group LLP which is authorised and regulated by the Financial Conduct Authority (FCA No. 198020). This Investor Guide should only be read in conjunction with the Foresight VCT plc prospectus relating to the offer for subscription dated 14 January 2026 (Prospectus). Your attention is drawn to the important risk warnings contained therein. Words and expressions defined in the Prospectus shall (unless the context otherwise permits) have the same meaning in this Investor Guide.

Foresight

Invest Build Grow



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Introducing Foresight VCT

Foresight VCT plc (the Company) was launched in 1997. The Company has been approved by HMRC as a venture capital trust and its shares are admitted to the Official List of the Financial Conduct Authority and to trading on the main market of the London Stock Exchange.

The VCT Scheme was introduced in 1995 to incentivise UK tax payers to invest in early-stage UK companies. Since that time, VCTs have raised over £12 billion.

VCTs offer Qualifying Investors (subject to annual investment limits) three attractive tax reliefs:

- up to 30%* up-front income tax relief (on the amount subscribed for new shares and subject to the shares being held for a minimum of five years);
- tax-free dividends; and
- tax-free capital gains.

* This is expected to reduce to 20% for subscriptions in VCT shares on and from 6 April 2026, as announced in the 2025 Autumn Budget.

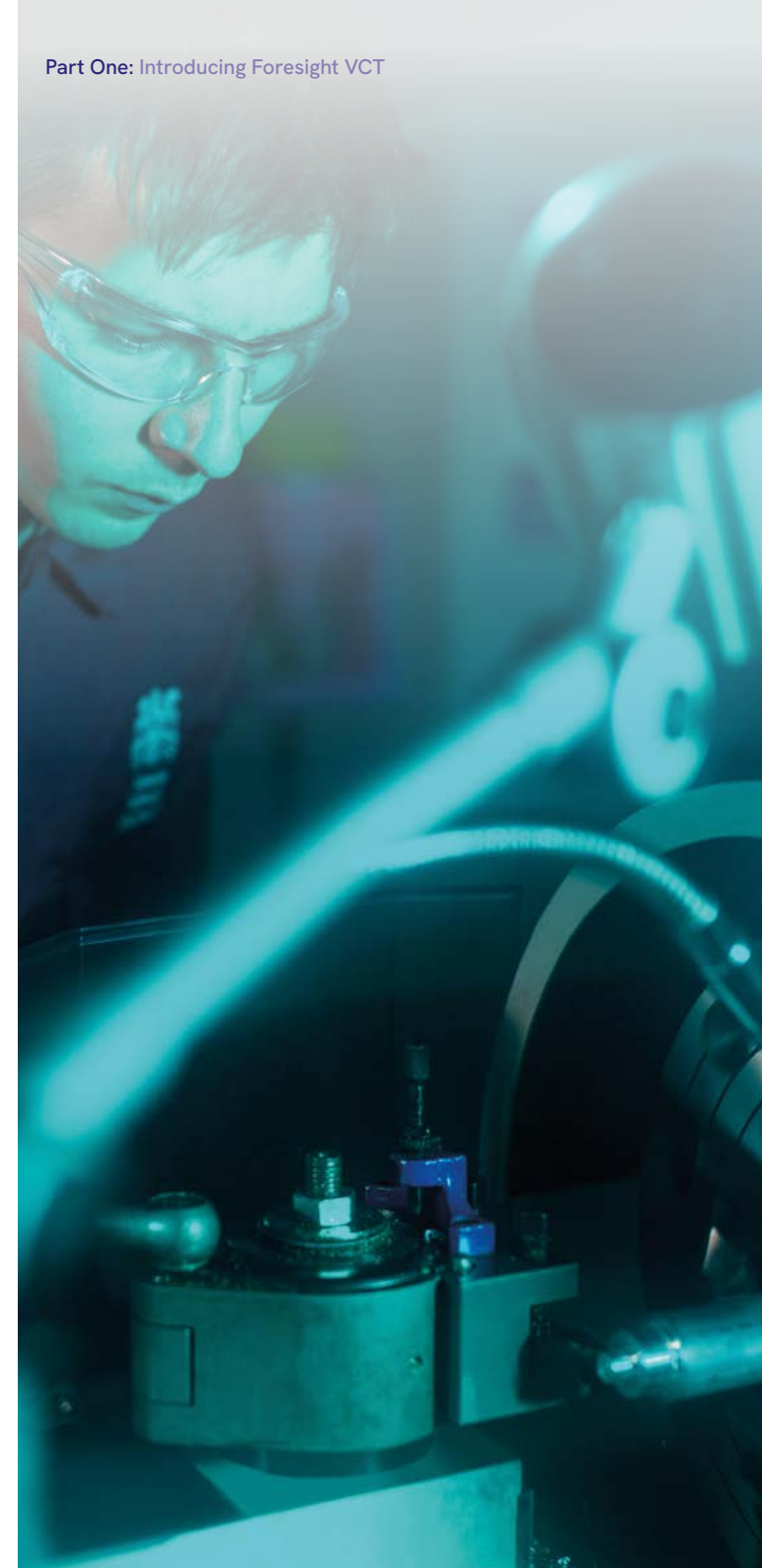
Since inception, Foresight Group LLP (the Manager) has been appointed by the Company to provide investment management services. Under its current terms of appointment, the Manager has discretion to make investment decisions on the Company's behalf, subject to certain exceptions.

£215.9m

Unaudited NAV at
30 September 2025

65.1%

Five Year Total Return
Performance to
30 September 2025



Introducing Foresight VCT

Investment Objective¹

The Company seeks to provide investors with regular dividends and capital growth from a portfolio of investments in fast-growing unquoted companies in the UK.

Strategy²

The board of directors of the Company (the Board) believes that it is in the best interests of Shareholders to continue to pursue a strategy of:

- developing Net Asset Value Total Return above a 5% annual target;
- paying annual ordinary dividends of at least 5% of the latest announced NAV;
- implementing a significant number of new and follow on investments, exceeding deployment requirements to maintain VCT status; and
- maintaining a programme of regular share buybacks at a discount of no more than 7.5% to NAV.

Central to the Company being able to achieve these objectives is the ability of the Manager to source and complete attractive new qualifying investment opportunities.

Recent Performance³

- During the nine months to 30 September 2025, the date to which the most recent unaudited net asset value per Share has been published, the unaudited net assets of the Company decreased by 3.1% from £222.9 million to £215.9 million. This relative decrease was reflective, in particular, of the payment of both a special dividend of 6.4p per Share (returning £19.3 million to Shareholders) and an ordinary dividend of 4.1p per Share (returning £12.4 million to Shareholders) costing the Company £31.7 million in total.
- The Total Return performance over the one, three and five years to 30 September 2025 has, however, been encouraging at 1.9%, 17.5% and 65.1% respectively.
- As at 30 September 2025, the NAV per Share was 71.1p.

From 1 January 2024 to 31 December 2025, the Manager completed ten new investments in a range of sectors and follow-on investments into 14 companies totalling £16.1 million and £13.7 million respectively.

Highlights of the Company's successful exits in the financial year ended 31 December 2025 include the sale of the investment in Hospital Services Group Limited in January 2025, which generated proceeds of £24.3 million at completion. Other highlights from the previous financial year ended 31 December 2024 include the sales of the investments in Specac International Limited and Callen-Lenz Associates Limited, which two exits combined returned to the Company a total of £35.7 million. This is an exceptional achievement from a combined initial investment of £6.2 million and represents a cash-on-cash multiple of 6.4 times.

Other highlights from the previous year include the sales of Callen-Lenz Associates Limited and Specac International Limited, generating aggregate proceeds of £34.2 million at completion.

Further details of the Company's historic performance are set out in Part Thirteen on page 22 below.

1. There is no guarantee that the Company will meet its objectives or that suitable investment opportunities will be identified to enable the Company to meet its objectives. Investment in unquoted companies by its nature involves a higher degree of risk than investment in companies listed on the Official List.

2. The ability to achieve returns for Shareholders will be dependent on the investment opportunities sourced by the Manager and the performance of such investments.

3. The past performance of the Company should not be regarded as an indication of the future performance of the Company.

Who are Foresight Group?

The Manager is a leading private equity and infrastructure investment manager, with its parent company, Foresight Group Holdings Limited, a member of the FTSE 250.

Established in 1984, the Manager is proud of its over 40-year track record of investing in and growing small companies.

The Manager is one of the largest VCT management houses in the UK¹ and now has £13.7 billion assets under management from a wide and varied investor base of private and institutional investors.

Strength of the Team

The Manager's private equity investment team comprises more than 60 investment professionals, making them one of the largest VCT investment teams in the industry, managing four VCTs (the Foresight VCTs).

Including the wider Members Board, they together have over 300 years of experience which includes venture capital at Inflexion, hands-on operational experience at Centrica, corporate finance at Rothschild and strategic consulting at Deloitte.

Across the UK, the team sees in the region of 3,000 investment opportunities each year for its funds at various stages of the growth cycle, reflecting the benefits of a larger team with greater regional presence.

Strong deal flow, combined with a very high degree of selectivity, helps the Manager invest in companies that can deliver attractive returns for investors. Indeed, since 2010, average return on exits is 3.4 times² original cost.

1. By funds under management.
2. All investments where there has been a full or partial exit (and, in the case of partial exits, taking into account the remaining investment at its carrying value as at 31 December 2024), but exclude environmental and debt investments from other funds for which the Manager's private equity team is responsible, as well as investments made by other fund managers before appointment of the Manager. The past performance of the Manager and/or other funds advised by the Manager should not be regarded as an indication of future performance.



Meet the Board

The Board is responsible to Shareholders for the proper management of the Company. The Board comprises four directors, all of whom are non-executive and independent of the Manager and have significant relevant experience of similar investment funds, regulatory organisations, corporate governance of listed companies, the private equity industry and investing in small companies.

The Board



Margaret Littlejohns

Chair

Margaret has 20 years of experience in both commercial and investment banking. Between 2004 and 2006 she co-founded two start-up ventures, providing self-storage facilities to domestic and business customers in the Midlands and acted as finance director until the businesses were successfully sold in 2016. Margaret previously served as senior independent non-executive director of UK Commercial Property REIT Limited.



Patty Dimond

Non-Executive Director

Patty has had an international career with over 30 years in the consumer, retail and financial sectors. As an executive or strategic advisor, she has worked with FTSE 100, private equity and owner managed companies. She is an alumna of McKinsey & Company, CFA Charter holder, Chartered Accountant and holds an MBA from IMD Switzerland. Patty currently serves as the senior independent director of Hilton Food Group plc and both the chair of audit and the senior independent director of Aberforth Smaller Companies Trust plc.



David Ford

Non-Executive Director

David has City-based experience as a former managing director in equities for Prudential Capital Group and in fixed income for Intermediate Capital Group. Since 2017 he has been investing on his own behalf as an angel investor and as an advisor to funds. David sits as a non-executive director on the boards of a number of small early-stage companies. He is also a non-executive director of HPS CLO Strategic Opportunities Co SARL, a Luxembourg-registered fund managed by HPS Investment Partners (a Blackrock-owned alternative asset manager).



Denise Hadgill

Non-Executive Director

Denise has spent over 35 years in the investment industry, first in the Eurobond market at SGST and then in the equity oil sector at Smith New Court. She moved into fund management at Schroders where she was a UK Equity Fund Manager and director responsible for the firm's relationship with UK pension funds and charity clients with multi asset portfolios. Denise went on to be a managing director and head of the UK Product Strategy group at BlackRock where she was responsible for delivering the firm's investment message and economic outlook to an extensive range of UK clients. She is a non-executive director of Smithson Investment Trust plc as well as the mutual society, Pharmaceutical and General Provident Society Limited.



Dan Sandhu

Non-Executive Director

Dan has commercial experience in the UK, China and India, successfully growing start-up companies funded by private equity. Dan, a qualified chartered accountant, is currently the chief executive officer at Education Development Trust and was previously chief executive officer of Sparx Learning. He has been an active angel investor in the UK as well as being one of the founding members of Indian Angel Network, New Delhi.

Investment Team

This page shows the senior team and key members of the Manager's private equity team who spend a material amount of time on VCT related activities. The number of investment professionals in the team has more than doubled since 2016 and is now more than 60.

Partners



James Livingston

Partner and Co-Head of Private Equity

- 21 years' experience, including venture capital
- Three years' strategy consulting and commercial due diligence experience at Deloitte
- First class MA in Natural Sciences and Management Studies from the University of Cambridge



Matthew Smith

Partner and Co-Head of Private Equity

- 21 years' experience, including venture capital
- Six years' investment banking experience at Rothschilds
- MA in Biological Sciences and diploma with distinction in Physiology, both from the University of Oxford



Claire Alvarez

Partner

- 21 years' experience, including advising banks and company directors on returning value from distressed SMEs
- Five years of M&A and organisational change experience at KPMG
- Degree in Management from the University of Lancaster and MBA (distinction) from Manchester Business School

Investment Team

Managing Directors



Mike Quinn

Managing Director

- 25 years' experience, including SME corporate finance experience, latterly as Head of East Midlands Corporate Finance team at RSM
- Advised on many private equity transactions and spent a year on secondment with Catapult Venture Managers covering the UK from their Leicester base
- Fellow of the ICAEW and holds a degree in Business Economics and Finance from the University of Loughborough



Amy Crofton

Managing Director

- 19 years' total experience, including private equity and venture capital
- 11 years at Citi, Barclays and Lesmoir-Gordon, Boyle & Co
- First class degree in Materials, Economics and Management from the University of Oxford

In addition to the people detailed herein, members of the Manager's private equity team who are engaged on VCT portfolio matters include:

- 10 directors with collective transaction experience of more than 180 years across private equity, venture capital and corporate finance transactions; and
- three principals and 15 senior investment managers with collective transaction experience of more than 200 years across private equity, investment banking, consultancy, law and banking.

* The Company has a board of non-executive directors and no employees and is, therefore, dependent on the provision of investment management and administration services by the Manager. If the Manager ceases to provide such services to the Company or if key personnel cease to be employed by the Manager, there is no assurance that suitable replacements will be found. Such circumstances may have an adverse effect on the performance of the Company and the value of its Shares.

Responsible Investment

In order to deliver sustainable growth and long-term success, The Foresight Group believes it is critical to incorporate sustainability and environmental, social and governance factors (ESG) into its investment management processes.

Responsible investment

In order to deliver sustainable growth and long-term success, The Foresight Group believes it is critical to incorporate sustainability and environmental, social and governance factors (ESG) into its investment management processes. Often referred to as 'responsible investment', these principles provide not only a key basis for generating attractive returns for investors, but also to help build better quality businesses in the UK, creating jobs and making a positive contribution to society.

Although the Company has no specific objective to invest in companies which have an ESG focus (and as a 'Small Registered UK AIFM', it is not within the scope of the UK sustainability disclosure and labelling regime), ESG values nonetheless form an integral part of The Foresight Group's day-to-day decision making and investment management in light of the abovementioned benefits of 'responsible investment'.

These are formalised through The Foresight's Group's ESG policy. Central to The Foresight Group's investment approach are five ESG principles which it uses to evaluate investee companies throughout the life cycle of an investment.

Over 100 individual key performance indicators are considered under the five 'Principles' and weighted against a benchmark SME to show progress during the life of the investment. The evaluation is about both the company's existing position and its potential to improve and develop with support. The Foresight Group invests in a wide range of sectors and believes its approach covers the key tests that should be applied to assess an investee company's ESG performance throughout the life cycle of an investment from selection to exit.



Strategy and Awareness

Does the business demonstrate a good awareness of corporate social responsibility?

Is this reflected in its processes and management structure?



Environmental

Does the company follow good practice for limiting or mitigating its environmental impact, in the context of its industry?

How does it encourage the responsible use of the world's resources?



Social

What impact does the company have on its employees, customers and society as a whole?

Is it taking steps to improve the lives of others, either directly, such as through job creation, or indirectly?



Governance

Does the company and its leadership team demonstrate integrity?

Are the correct policies and structures in place to ensure it meets its legislative and regulatory requirements?



Third Party Interactions

Is the principle of corporate responsibility evidenced in the company's supply chain and customers?

How does it promote ESG values and share best practice?

Responsible Investment

The evaluation of investee companies against each of the five Principles is supported by quantitative and qualitative data, starting at the initial review of an investment opportunity through to exit. This process helps identify both the risks and opportunities that exist within the portfolio and aims to ensure that investments support positive environmental and social outcomes. In conjunction with these are four outcome oriented themes, aligned with the UN's Sustainable Development Goals (SDGs), which allow for the measure of specific ESG contributions over time: (i) health, (ii) quality employment at scale, (iii) research and innovation and (iv) local infrastructure and the environment.

The SDGs also represent a key driver and an important lens through which corporate and investment activities are reviewed. Each portfolio company is subject to an annual assessment in which progress against each of the five Principles and SDGs is measured and an evaluation matrix updated to allow progress to be tracked and continuous improvement encouraged.



The Offer

The Company is seeking to raise an additional £40 million of capital (Offer) through the issue of new Shares in order to maintain and expand the Company's portfolio of investments in UK small and medium-sized enterprises (SMEs).

This Offer provides Shareholders and new investors with the opportunity to invest in the Company, gaining immediate access to a diversified portfolio of investments in over 35 trading companies, many of which are making good progress and generating revenues.

The additional funds raised will allow the Company to maintain liquidity levels to take advantage of investment opportunities, maintain its dividend policy, make market purchases of its own shares and support its running costs.

Further details of the Offer are set out in Part Fourteen on page 23.



Four Key Reasons to Invest

1. —————→ Established VCT Recognition

In recent years, the Manager has been recognised with awards such as 'Best VCT Investment Manager' at the Growth Investor Awards 2022, 'UK Small-Cap House of the Year' at the Real Deals Private Equity Awards 2023 and 'Best EIS Investment Manager' at the Enterprise Investment Scheme Association (EISA) Awards 2023, winning the 'EISA Impact' award in 2024.

Last year, the Company was delighted to be recognised as 'Best VCT' at the Investment Company of the Year Awards 2025 whilst the Manager was awarded the 'PE Deal of the Year' at the Insider Northern Ireland Dealmakers Awards and 'Team of the Year' at the East Midlands Rainmaker Awards. The Manager was also shortlisted for 'Best VCT Investment Manager' at the 2025 Growth Investor Awards and 'Private Equity/Venture Capital Firm of the Year' at the Insider East Midlands Dealmakers Awards.

These awards and nominations reflect the investments made and the achievements of the Manager's private equity team members, and the Manager and the Company as a whole.

2. —————→ Regional Presence

Unlike a number of VCT managers which are exclusively London-based, The Foresight Group has 13 offices across the UK and the Republic of Ireland. This extensive reach creates a large deal origination network which allows investment opportunities across the whole geography to be identified.

It is the Manager's experience that companies of comparable quality to those in London and the South East, but which are found outside these regions, may often attract less investor attention, leading to lower entry valuations due to reduced competition. The Manager believes that its regional presence can benefit investors because entering investments at a lower price can result in better returns.



Four Key Reasons to Invest

3. Institutional Capital

Over the last eight years, the Manager's private equity investment team has won several institutional mandates from local authority pension funds, the British Business Bank and the Scottish Government totalling over £500 million. These institutional investors carry out extensive due diligence before making investments, so the Manager's success in winning these mandates evidences their credentials and track record. These funds can co-invest alongside the Company, providing a flexible source of capital to attract a much broader range of investment opportunities, including buyouts, than may be possible with some competitor VCTs. This offers the Company a valuable additional source of deal flow in which to make development capital investments.

4. Diversification

Despite VCT market inflows growing substantially, the number of VCT investment management teams has nearly halved since 2006 from 44 to 24. This is driven by recent market consolidation coupled with very few new market entrants. As such, while the choice of VCTs available to investors is relatively sizable, a number of these focus on investing in limited sectors, technologies and/or geographies. In contrast, the Company invests across a broad range of sectors, geographies and company maturities, which the Board believes can provide real diversification for investors.



Investment Opportunity

The Manager has an established and proven investment process developed over 40 years of activity and continues to experience strong deal flow.

The Manager has a specialist focus on investment opportunities with enterprise values typically between £5 million and £25 million.

Key requirements for investment include strong management teams, attractive market characteristics and a defensible competitive position, with investments made in the most attractive opportunities without sector bias.

The Company aims to invest in businesses with realistic growth prospects that are either profitable or, if making manageable losses, with a medium-term ambition and path to reach profitability.



What Market Conditions Create this Investment Opportunity

Investment in the UK

The UK remains an excellent place to start and sell a business, with broad pools of talent and an entrepreneurial culture.

The StartupBlink's Startup Ecosystem Rankings 2025 continued to identify the UK as the second-best country globally to start up and scale a digital enterprise. This entrepreneurial ecosystem is not limited to London or the South East, with Manchester, Cambridge and Oxford featuring in the top 100 cities in the world and Bristol, Edinburgh, Birmingham, Leeds, Newcastle, Glasgow, Nottingham and Belfast featuring in the top 250.

This is in line with the Manager's experience of the wider UK SME market and is the reason the Manager's private equity team sources deal flow from across the UK and the Republic of Ireland through its 13 offices.

Timing within the Economic Cycle

Despite the UK coming out of recession during 2024, availability of finance to SMEs remains constrained. Availability of capital has been particularly impacted by the Basel III regulations, which were implemented at the beginning of 2023. These are designed to mitigate risk within the banking sector by requiring banks to increase their capital reserves. The Board and the Manager believe that this lack of available investment finance will further strengthen the VCT investment case as entrepreneurs will seek to fill the funding gap for working capital caused by economic uncertainty, and to repair and strengthen their companies' balance sheets to aid recovery.

It is imperative that SMEs across the UK have the required support, both financial and advisory, to adapt, recover, grow and find opportunities during this period of volatility.

To date, the Manager is continuing to see encouraging levels of activity from smaller UK companies seeking growth capital, as well as continued strong levels of interest from potential acquirers of portfolio companies.

Reduced Competition for Smaller Companies

While many private equity firms continue to concentrate on mid-market and larger transactions, the Manager has remained focused on generating attractive returns for investors by applying its expertise in finding and supporting smaller growth companies.

According to the BVCA, 72% of all capital raised in 2024 in the UK was for buyout funds, with only 16% of all capital raised for growth capital investing. The Manager continues to see more investment firms focusing on larger transactions and investments, which results in relatively less competition for assets at the lower mid-market level where the Manager specialises. Reduced competition may increase the chance of the Manager winning deals at attractive valuations, which may improve returns for investors.









The Portfolio

The Company’s current portfolio comprises investments in over 35 trading companies, diversified by sector and transaction type. Whilst the choice of VCTs available to investors is relatively sizeable, a number of these focus on investing in limited sectors, technologies and/or geographies. In contrast, the Company invests across a broad range of sectors, geographies and company maturities, which the Board believes can provide real diversification for investors.

Diversification by Sector

The sector exposure across the Company’s venture capital investments as at 30 September 2025 is set out below¹.

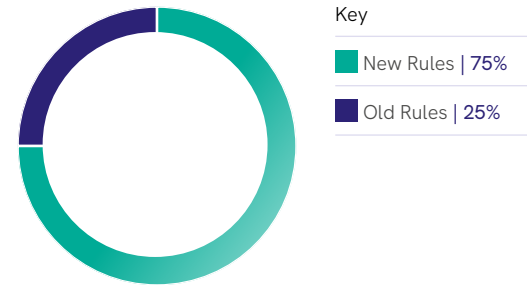
Sector	% of venture capital investments by value
 Technology, Media and Telecommunications	38.2%
 Healthcare	18.7%
 Business Services	15.0%
 Industrials and Manufacturing	14.6%
 Consumer and Leisure	7.5%
 Other	6.0%
Total	100.0%

1. Investors should note that the net proceeds of the Offer will be invested in accordance with the Company’s investment policy and sector exposure will vary over time.

Diversification by Maturity

The portfolio continues to include a considerable portion (by value) of investments in companies where the initial investment was made prior to November 2015 and, therefore, under less restrictive rules (including supporting management buy-outs). This gives the portfolio a balance between investments in longer established companies and the more recent earlier stage development capital investments.

Old Rules vs New Rules at
30 September 2025 – By Value



The Portfolio

Top Ten Investments

As at 30 September 2025, the investments below represented the Company's largest ten investments (ignoring cash and money market investments), which represented 34.4% of the Company's net assets.

1. Spektrix Limited

An enterprise software company, providing ticketing, customer relationship management, marketing and fundraising software to companies in the performing arts sector.

London www.spektrix.com

Sector: Technology, Media & Telecommunications

Year of investment	2018
Amount invested (£'000)	6,910
Accounting cost (£'000)	5,204
Valuation (£'000)	11,469
Valuation basis	Discounted revenue multiple
% of net assets of the Company	5.3%

2. Aquasium Technology

Manufacturing, servicing and refurbishment of electron beam welding equipment and vacuum furnaces.

Cambridgeshire www.aquasium.com

Sector: Industrials & Manufacturing

Year of investment	2001
Amount invested (£'000)	1,930
Accounting cost (£'000)	333
Valuation (£'000)	10,802
Valuation basis	Discounted earnings multiple
% of net assets of the Company	5.0%

3. Nano Interactive Group Limited

An advertising technology business specialising in search re-targeting campaigns for its global customer base.

London www.nanointeractive.com

Sector: Technology, Media & Telecommunications

Year of investment	2017
Amount invested (£'000)	5,243
Accounting cost (£'000)	5,243
Valuation (£'000)	8,604
Valuation basis	Discounted revenue multiple
% of net assets of the Company	4.0%

4. Hexarad Group Limited

A teleradiology company, supporting NHS and private healthcare providers with access to a diversified pool of radiologists.

London www.hexarad.com

Sector: Healthcare

Year of investment	2021
Amount invested (£'000)	2,277
Accounting cost (£'000)	2,277
Valuation (£'000)	7,717
Valuation basis	Discounted revenue multiple
% of net assets of the Company	3.6%

5. TLS Management Limited

A specialist provider of lens manufacturing, refurbishment and servicing to the film and television markets.

Leicestershire www.truelens.co.uk

Sector: Business Services

Year of investment	2015
Amount invested (£'000)	0.1
Accounting cost (£'000)	0.1
Valuation (£'000)	7,614
Valuation basis	Net assets
% of net assets of the Company	3.5%

6. Northwest EHealth Limited

Provider of software and services to the clinical trial market.

Manchester www.nweh.co.uk

Sector: Healthcare

Year of investment	2021
Amount invested (£'000)	5,941
Accounting cost (£'000)	5,941
Valuation (£'000)	6,487
Valuation basis	Discounted revenue multiple
% of net assets of the Company	3.0%

The Portfolio

7. Professionals At Play Limited

A games bar group with venues predominantly across the UK offering a range of entertainment facilities.

Manchester www.professionalsatplay.co.uk

Sector: Consumer & Leisure

Year of investment	2019
Amount invested (£'000)	2,468
Accounting cost (£'000)	2,468
Valuation (£'000)	6,090
Valuation basis	Discounted earnings multiple
% of net assets of the Company	2.8%

9. Ten Health & Fitness Limited

A provider of fitness, rehabilitation and wellbeing services operating sites in central London.

London www.ten.co.uk

Sector: Consumer & Leisure

Year of investment	2019
Amount invested (£'000)	4,444
Accounting cost (£'000)	4,444
Valuation (£'000)	4,839
Valuation basis	Discounted revenue multiple
% of net assets of the Company	2.2%

8. Fourth Wall Creative Limited

Provider of fan engagement services to Premier League and Championship football clubs, and other sporting organisations via its technology platforms.

Wirral www.fourthwallcreative.com

Sector: Business Services

Year of investment	2019
Amount invested (£'000)	5,332
Accounting cost (£'000)	5,332
Valuation (£'000)	5,802
Valuation basis	Discounted revenue multiple
% of net assets of the Company	2.7%

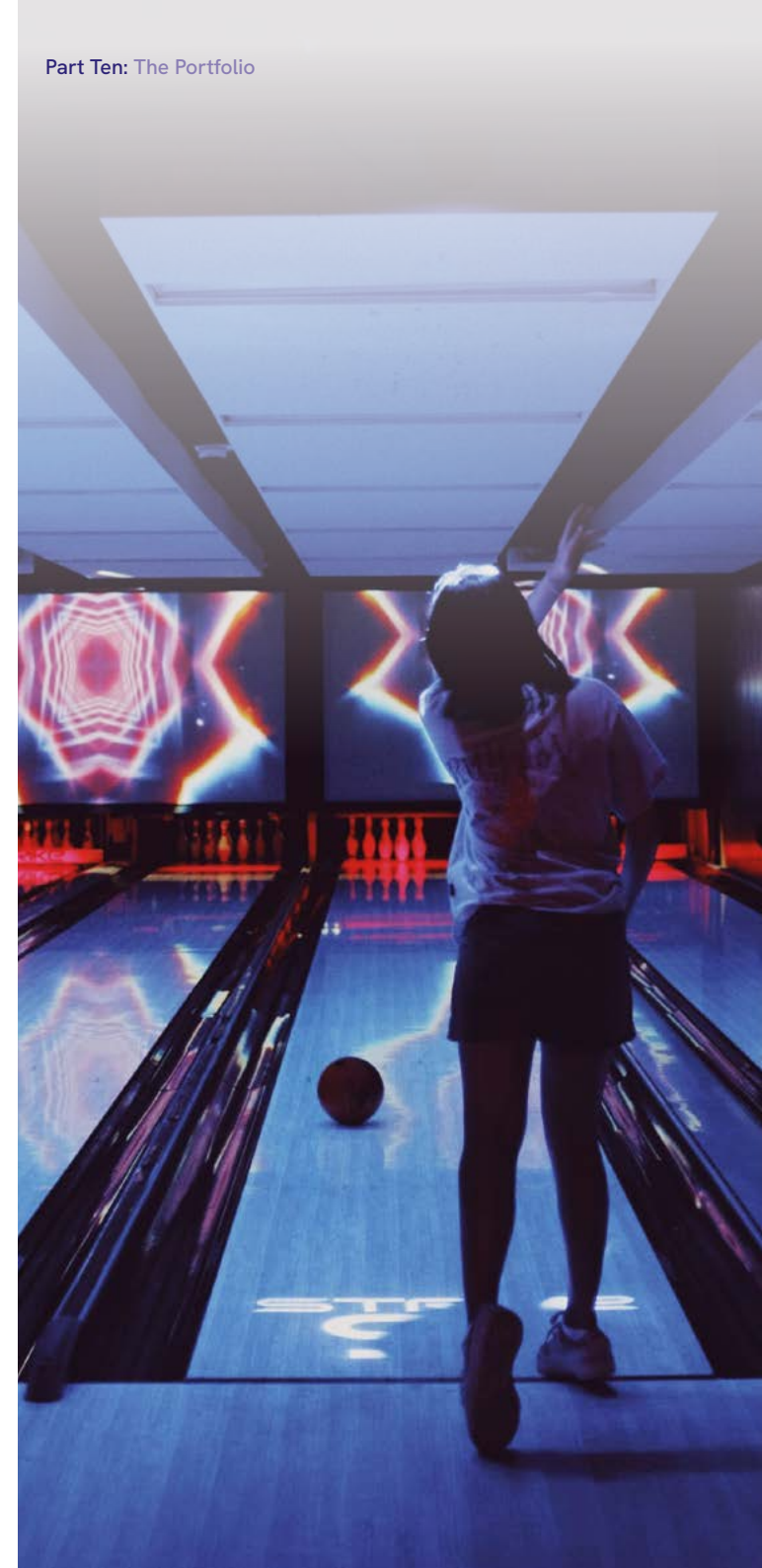
10. Clubspark Group Ltd

A sports club management and reporting platform for local organisations and national governing bodies.

London www.clubspark.co.uk

Sector: Technology, Media & Telecommunications

Year of investment	2019
Amount invested (£'000)	3,647
Accounting cost (£'000)	3,647
Valuation (£'000)	4,823
Valuation basis	Discounted revenue multiple
% of net assets of the Company	2.2%



Case Studies: Hexarad Group Limited

Company Background

Hexarad is a teleradiology company, improving patient care by supplying NHS Trusts and private healthcare providers with access to specialist radiology resources.

The company was established in 2017 by a group of practising consultant radiologists who trained together at St George's Hospital in London. Having experienced first-hand the challenges of organising scarce radiology resource to diagnose critical medical images on time, they saw an opportunity for a new, technology-enabled and clinically-led, teleradiology company focused heavily on quality and with a direct understanding of the challenges faced by clinicians and healthcare organisations.

Investment

Hexarad presented the opportunity to invest in an early stage healthcare technology company with a strong and ambitious management team operating in a fast-growing market, serving a genuine healthcare need driven by long term demographic and technology trends.

In June 2021, the Foresight VCTs invested £1.69 million of growth capital in Hexarad. The funding was provided to support the company's growth plan within the UK teleradiology market by winning NHS and private customers and continuing to increase the size of its clinician base.

Following the investment, Hexarad made considerable progress, including key management and technology hires, which supported a fast revenue growth trajectory.

To support the company's high growth prospects, a further funding round of £1.39 million was completed in August 2022. A Series-B fundraise of £10.3 million then took place in June 2024, with the Foresight VCTs investing £1.5 million alongside MTIP, a pan-European healthcare technology investor. The round provided the capital to enable Hexarad to continue to develop its market leading technology proposition, whilst continuing to scale commercially, as well as providing a partial equity release for the founder management team.

Trading and Strategy

Hexarad has performed well since investment and continues to execute its strategic and operational plans, with new contract wins and a growing pipeline reflecting the significant structural market demand for teleradiology services, as well as Hexarad's technology-led, differentiated commercial proposition. Radiologist recruitment and the launch of key strategic projects remain on track. Achieving a decrease in NHS waiting times is a national priority and the capacity provided by Hexarad's services supports healthcare providers in this aim.

Key insights



Healthcare

Investment type
Growth capital

Initial investment date
June 2021

£4.6m

Aggregate investment
by all Foresight VCTs

£15.6m

Latest valuation of the aggregate
investment by all Foresight VCTs

Case Studies: Red Flag Alert Technology Group Limited

Company Background

Based in Manchester, Red Flag Alert has developed a business intelligence platform with modular capabilities spanning compliance, sales prospecting, risk management and financial health assessments which is sold into a growing corporate customer base. At its core, Red Flag Alert is a credit referencing agency (CRA) and is the most agile and up to date credit scoring tool in the market, predicting insolvencies in the next 12 months with 97% accuracy.

The concept behind Red Flag Alert began as a lead generation solution within Begbies Traynor, a listed insolvency practitioner, with the proprietary tool identifying companies at risk of insolvency before traditional CRAs. It was spun out of Begbies Traynor in 2012 and is now the only independently owned UK based CRA assessing company risk.

Investment

Red Flag Alert presented the opportunity to invest in a growing business with a well developed platform and product suite. Red Flag Alert had already moved from repurposing and presenting third party data to providing enriched data and value-add analytics, providing a compelling, premium enterprise solution.

The Foresight VCTs initially invested £3.5 million of growth capital in March 2023 to invest in the sales, marketing and account management teams to drive growth. In 2024, a £2.1 million follow-on investment was completed to support a data modernisation strategy to improve the way in which it ingests raw data, increasing the timeliness and accuracy of its insights, and to support development of additional products including international anti-money laundering and identity verification checks.

Since investment, the senior management team has been strengthened with the appointment of a new chief revenue officer, head of marketing and finance director.

Trading and Strategy

Red Flag Alert has performed well since investment. It continues to execute on its strategic plans to shift towards enterprise value customers with a growing pipeline reflecting the success of the change in go to market strategy. The business is focused on delivering the data modernisation strategy which will further enhance its product offering.

Key insights



Technology, Media &
Telecommunications

Investment type
Growth capital

Initial investment date
March 2023

£5.6m

Aggregate investment
by all Foresight VCTs

£8.2m

Latest valuation of the aggregate
investment by all Foresight VCTs

Successful Exits

The Manager has achieved a number of full and partial realisations on behalf of the Company. Investments have been sold to domestic and international trade buyers as well as to mid-market private equity firms or refinanced. Here are some examples since 2023.

Hospital Services Group Limited

In January 2025, the Company completed the sale of its investment in Hospital Services Group Limited (HSL), a provider of high-quality healthcare equipment and consumables. The transaction generated proceeds of £24.3 million at completion and £2.8 million in interest over the life of the investment, with a potential for a further £0.5 million of deferred consideration over the coming years. This implies a return of 8.3 times the original investment, equivalent to an IRR of 25.7%.

HSL provides equipment to a growing number of customers on both sides of the Irish Sea, with over 500 medical facilities supported in 2024. Since investment, HSL has seen strong organic growth and has made eight strategic bolt-on acquisitions, most notably in Ireland.

The exit is reflective of the Manager's commitment to supporting sustainable growth, as well as its continued success in the Healthcare sector.

Initial investment:	September 2015
Sold:	January 2025
Price:	Not disclosed
Foresight VCT plc return:	£27.1m
Multiple:	8.3x



Callen-Lenz Associates Limited

In May 2024 the Company successfully realised its investment in Callen-Lenz, a designer and manufacturer of high performance unmanned aerial vehicles and associated software. The transaction returned £23.0 million to the Company which, including a further £2.9 million of earnout now received by the Company, implies a return of 5.4 times the total investment made of £4.8 million, equivalent to an IRR of 123%.

Since investment, the Manager worked with the board of Callen-Lenz to expand both non-executive and executive leadership, which led to successful product launches and a significant increase in headcount and revenue. With the business focus successfully transitioned from R&D to commercial sales, the exit will facilitate continued growth.

Initial investment:	August 2021
Sold:	May 2024
Price:	Not disclosed
Foresight VCT plc return:	£25.9m
Multiple:	5.4x



Callen-Lenz

Successful Exits

Specac International Limited

In March 2024, Specac, a leading manufacturer of high-specification sample analysis and preparation equipment used in testing and research laboratories worldwide was sold to a US private equity buyer.

The transaction generated proceeds of £11.2 million at completion. When added to £1.5 million of cash returned pre-exit, this implies a total return of 9.4 times the original investment, equivalent to an IRR of 33%, with a further £0.5 million of deferred consideration now received by the Company.

Since investment in 2015, as one of the last deals before changes in VCT legislation, the business has grown to sell globally through both original equipment manufacturers and distributors. The Manager also engaged with the Specac team to support management team changes, improvements in governance, headcount and numerous product launches, as well as a major site move.

Initial investment:	April 2015
Sold:	March 2024
Price:	Not disclosed
Foresight VCT plc return:	£12.7m
Multiple:	9.4x



Datapath Group Limited

In March 2023, Datapath, a global leader in the provision of hardware and software solutions for multiscreen displays was sold to an undisclosed buyer. The transaction generated proceeds of £5.0 million at completion with an additional £1.2 million received in earn out and deferred consideration. When added to £5.4 million of cash returned during the holding period, this implies a total return of 11.6 times the original investment, equivalent to an IRR of 37% since the initial investment in 2007.

Since the original investment, the Manager had supported Datapath through a period of material growth with Datapath's revenues growing from approximately £7 million to £24 million. In this time, Datapath has developed a market leading hardware and software product suite for the delivery of multi-screen displays and video walls, which are sold globally to a diverse customer base across a range of sectors.

Initial investment:	September 2007
Sold:	March 2023
Price:	Not disclosed
Foresight VCT plc return:	£11.6m
Multiple:	11.6x



* Past performance is not necessarily a guide to future performance. The above are examples only and, as with any diversified portfolio, returns on other investments have been less and there have also been realised losses and/or permanent impairments over the same period. It should also be noted that some of these examples relate to investments made to support management buy-outs prior to the change in the VCT rules. The return multiple shown includes exit proceeds and income earned during the holding period and is based on original cash investment, not accounting cost.

** Opportunities to realise investments can be unpredictable and may be impacted by the current economic and market conditions. Investments made following the VCT rule changes in November 2015 are in earlier stage companies and, as a result, may take longer to achieve a successful exit.

Performance

The Company targets payment of annual ordinary dividends of at least 5% of the NAV per Share per annum (based on the latest announced NAV per Share). The aim of the Board and the Manager is for future investment performance to support this level of distribution by growing the Total Return per Share above an annual 5% target. This level of dividend may be exceeded by the payment of additional 'special' dividends as and when particularly successful portfolio disposals are made.

The Company's dividend yield (this being the sum of dividends paid during the relevant period expressed as a percentage of the Company's mid-market share price at the end of the relevant period) and annual percentage movement in Total Return over each of the last five years is shown below.

From 1 October 2020 to 30 September 2025 (12 month performance to the Company's most recent unaudited quarterly financial period end):

12 month period to 30 September	2021	2022	2023	2024	2025
Annual percentage movement in Total Return	28.2%	11.5%	8.1%	8.2%	1.9%
Annual Dividend Yield	5.1%	5.8%	16.4%	15.5%	16.0%

The Company's Total Return performance per Share across the last one, three and five annual financial reporting periods is further shown below.

From 1 October 2020 to 30 September 2025 (five-year performance to the Company's most recent unaudited quarterly financial period end):

Total Return Performance per Share	1 Year to 30 September 2025	3 Years to 30 September 2025	5 Years to 30 September 2025
NAV as at the start of the period	80.1p	89.7p	68.8p
NAV as at the end of the period	71.1p	71.1p	71.1p
Cumulative dividends paid during the period	10.5p	34.3p	42.5p
Total Return as at end of period (NAV plus cumulative dividends)	81.6p	105.4p	113.6p
Increase in Total Return over the period	1.9%	17.5%	65.1%

Five-year performance to the Company's most recently published unaudited NAV per Share.

Calculating Performance

Net Asset Value (NAV)

The combined value of all the assets owned by the Company minus the liabilities. This figure is then divided by the number of shares outstanding.

Total Return Performance

This is calculated by taking the NAV as at 30 September 2025 (this being the date to which the Company's most recently published unaudited half-yearly report has been prepared) then adding back in any dividends paid during the period. This figure (Total Return) is then divided by the NAV at the start of the period.

Cumulative Dividends

This is the sum of any tax-free dividends paid during the period.

* Past performance is not necessarily a guide to future performance. It should also be noted that the past performance to a material extent relates to investments made to support management buy-outs prior to the change in the VCT rules.

** The value of Shares, and the income from them, can fluctuate and Shareholders may not get back the amount they invested.

Details of the Offer

Company:	Foresight VCT plc
Fund launched:	1997
Offer size:	£40 million
Investment sectors:	General private equity
Minimum subscription:	£5,000
Maximum subscription:	£200,000 (in aggregate across all VCTs in each tax year for VCT tax relief)
Dividend policy:	Target of at least 5% of NAV per share per annum (based on the latest announced NAV per Share)
Share buyback policy:	Maintaining a programme of regular share buybacks at a discount of no more than 7.5% to the prevailing NAV per share
Shareholder loyalty bonus:	Investors who hold shares in any VCTs managed by The Foresight Group will qualify for a 0.5% discount on the Offer costs as a loyalty bonus

* The Offer will close earlier than the date stated if it is fully subscribed or otherwise at the Directors' discretion. The Board reserves the right to extend the Offer but not longer than 12 months following publication of the Prospectus.

Fees and Charges

	Retail Client Investors	Professional Client Investors and Execution-Only Investors	Direct Investors
Direct Offer Costs*	2.5%	2.5%	4.5%
Initial Commission*	n/a	3.0%	n/a

* Expressed as a percentage of an investor's subscription.

Annual Fees

Annual Management Fee	2.0%*
Administration Fee	£130,000

* Calculated as a % of net assets.

Performance Fee

A performance incentive fee will be payable in respect of each financial period commencing on or after 1 January 2023 where the Company achieves an average annual NAV total return per Share, over a rolling five-year period, in excess of an average annual hurdle of 5% (simple not compounded). If this hurdle is met, the Manager would be entitled to an amount equal to 20% of the excess over the hurdle (on a per Share basis) subject to a cap of 1% of the closing net assets of the Company for the relevant financial period.

For full information on annual fees and the performance incentive fees, see pages 64 to 65 of the Prospectus.

Investor Communications

In addition to the announcement and publication of the annual report and accounts and the half-yearly financial report, the Company also publishes fact sheets for the March and September quarters which are made available on the Company's website at www.foresightvct.com

Indicative Offer Timetable

Launch	Offer Opening Date	Final Close
14 January 2026	9.00 a.m. on 21 January 2026	Deadline for applications 12.00 noon on 30 March 2026

What's Next

If you would like to discuss this investment opportunity with someone at Foresight Group please do not hesitate to contact us on 020 3667 8199 or sales@foresightgroup.eu

Important Information

This Investor Guide is a financial promotion for the purposes of section 21 of the Financial Services and Markets Act 2000 (as amended) and is issued by Foresight Group LLP which is authorised and regulated by the Financial Conduct Authority (FCA No. 198020). This Investor Guide should only be read in conjunction with the Prospectus. This is not a prospectus but an advertisement and investors should not rely on, or subscribe for any transferable securities referred to in, this advertisement except on the basis of information in the Prospectus, which was published by Foresight VCT plc on 14 January 2026. The information in this Investor Guide was produced on 14 January 2026 and may not be current. An investment in Foresight VCT plc is subject to a number of risks, including partial or total loss of capital invested. Investors can obtain copies of the Prospectus from Foresight Group LLP, The Shard, 32 London Bridge Street, London SE1 9SG and from www.foresightvct.com. VCT shares must be held for five years to retain the upfront income tax relief. VCTs should be seen as longer term investments and may be higher risk and more difficult to realise than investment in other securities listed on the Official List of the FCA and admitted to trading on the London Stock Exchange. The secondary market for shares in VCTs is generally illiquid and are likely to trade at a discount to the net asset value. Past performance should not be seen as an indication of future performance. The value of shares in a VCT, and any income from them, may fall as well as rise and investors may not get back what they originally invested. There can be no guarantee that suitable investment opportunities will be identified in order to meet the objectives of the Company. This information does not constitute or form part of any offer for sale solicitation or any offer to buy or subscribe for any securities. Any decision in connection with an investment in the Company should be made only on the basis of information contained in the Prospectus. When considering what action to take you are recommended to seek your own personal financial advice from an appropriately authorised independent financial adviser. You should also seek advice about your own personal financial position in relation to entitlement to tax reliefs associated with an investment in the Company.

Foresight VCT PLC

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