

Hardide plc (incorporated in England and Wales with registered number 05344714)

Notice of Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt about its contents and/or the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, accountant or other independent adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in your own jurisdiction. If you have sold or transferred all of your shares in Hardide plc, please forward this document, together with the accompanying papers, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your registered holding of shares, you should retain this document and the accompanying papers and contact the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

Part 1 Letter from the Chair

18 February 2025

Dear Shareholder

Hardide plc (“**Hardide**” or “**the Company**”)

Annual General Meeting

I am pleased to enclose formal notice of Hardide’s next Annual General Meeting (the “**AGM**”), which is to be held on Tuesday 18 March 2025 at Hardide plc, 9 Longlands Road, Bicester, Oxfordshire OX26 5AH at 11.30 a.m.

The business to be proposed at the AGM includes the following ordinary business: receiving the financial statements of the Company for the financial year ended 30 September 2024 and the reports of the directors and the auditor thereon, electing Dr Bryan Allcock as a director in light of his appointment since the last Annual General Meeting, and re-electing Matthew Hamblin, Simon Hallam, Dr Yuri Zhuk, Andrew Magson and Andrew Boyce who are all proposing to retire as directors by rotation. Other items of ordinary business include re-appointing the auditor and authorising the directors to allot relevant securities up to a maximum aggregate nominal value of £1,050,837, as set out in resolution 10 in the notice of AGM.

There are three items of special business to be proposed at the AGM, namely: to disapply pre-emption rights in respect of share allotments of the nature set out in resolution 11 and, as set out in resolutions 12 and 13 respectively, to eliminate (in accordance with the statutory requirements) a class of valueless deferred shares which were created as part of a prior historic sub-division of the Company’s share capital and to amend (and update in accordance with the requirements of The Quoted Companies Alliance’s 2023 Corporate Governance Code) the Company’s Articles of Association so as to require all directors to retire annually by rotation.

If you are attending the AGM, please email investorrelations@hardide.com before Friday 14 March 2025, to enable us to plan for the numbers present.

Recommendation

The directors of the Company consider that all the resolutions to be proposed at the AGM are in the best interests of the Company and its members as a whole and most likely to promote the success of the Company for the benefit of those members. Accordingly, the directors unanimously recommend that you vote in favour of all the resolutions proposed as they intend to do in respect of their own beneficial holdings representing, in aggregate, approximately 13.9 per cent. of the Company’s issued share capital as at 17 February 2025.

Yours sincerely

A Magson
Chair

Part 2 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hardide plc (the “**Company**”) will be held at Hardide plc, 9 Longlands Road, Bicester, Oxfordshire OX26 5AH on Tuesday 18 March 2025 at 11.30 a.m. for the purposes of considering the following business. Resolutions 1 to 10 (inclusive) and resolution 12 will each be proposed as ordinary resolutions and resolutions 11 and 13 will be proposed as special resolutions:

Ordinary Business

- Resolution 1 That the financial statements of the Company for the financial year ended 30 September 2024 and the reports of the directors and auditor thereon be received and adopted.
- Resolution 2 That Dr Bryan Allcock, who was appointed since the last Annual General Meeting, be elected as a director of the Company.
- Resolution 3 That Matthew Hamblin be re-elected as a director of the Company.
- Resolution 4 That Andrew Boyce be re-elected as a director of the Company.
- Resolution 5 That Andrew Magson be re-elected as a director of the Company.
- Resolution 6 That Simon Hallam be re-elected as a director of the Company.
- Resolution 7 That Yuri Zhuk be re-elected as a director of the Company.
- Resolution 8 That James Cowper Kreston Audit be re-appointed as auditor of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
- Resolution 9 That the directors be authorised to determine the auditor’s remuneration.
- Resolution 10 That in substitution for any existing authority, but without prejudice to the allotment of any equity securities already made pursuant thereto, the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the “**Act**”) to exercise all the powers of the Company to allot (or to grant rights to subscribe for or to convert any security into) relevant securities (within the meaning of the Act) up to an aggregate nominal amount of £1,050,837, representing approximately one third of the nominal value of the current issued ordinary share capital of the Company, provided that, unless previously renewed, extended, revoked or varied by the Company, this authority shall expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2026 and the date falling 15 months from the passing of this resolution, save that the Company may, at any time before this authority expires, make an offer or agreement which would or might require shares to be allotted after such expiry and the directors may allot shares in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Business

- Resolution 11 That, subject to and conditional upon the passing of resolution 10, in accordance with section 570 of the Act, the directors be generally empowered to allot equity securities (as defined in section 560(1) of the Act) which are the subject of the authority conferred by that resolution as if section 561(1) of the Act did not apply to such allotment provided that this power shall be limited to:
- (a) the allotment of equity securities where such securities have been offered (whether by way of rights issue, open offer or otherwise) to holders of shares in the capital of the Company in proportion (as nearly as may be) to their existing holdings of shares but subject to the directors having a right to make such exclusions or other arrangements in connection with the offer as they deem necessary or expedient to deal with equity securities representing fractional entitlements, record dates and/or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory;
 - (b) the grant and subsequent exercise of options over ordinary shares in the Company representing up to 15 per cent. of its issued ordinary share capital at the date hereof; and
 - (c) the allotment for cash, otherwise than pursuant to paragraphs (a) and (b) above, of further equity securities up to an aggregate nominal amount of £315,251, being approximately 10 per cent. of the issued ordinary share capital of the Company at the date hereof,

provided that in each case this power shall, unless previously renewed, extended, revoked or varied by the Company, expire on the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2026 and the date falling 15 months from the passing of this resolution, save that the Company may, at any time before this authority expires, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Resolution 12 That the Company be generally and unconditionally authorised in accordance with the Articles of Association of the Company and generally to make an off-market purchase (within the meaning of section 693 of the Act) of all of its issued deferred shares of £0.009 each (the “**Deferred Shares**”) pursuant to the terms of a draft contract to be produced to the meeting and initialled by the Chair for the purposes of identification (the “**Buyback Contract**”), the terms of which Buyback Contract are hereby approved for the purposes of section 694 of the Act and generally. The authority hereby conferred shall expire 15 months after the passing of this resolution.

Resolution 13 That the Articles of Association of the Company be amended:

- (a) subject to and conditional upon (i) the passing of resolution 12 and (ii) completion of the Buyback Contract in accordance with its terms, by deleting the references made to the Deferred Shares in Articles 3.1 and 3.2 and deleting in their entirety Articles 3.2.3, 3.2.4 and 3.2.5;
- (b) by deleting in their entirety Articles 102, 103 and 105 and substituting therefor the following:
 - 102 “At each annual general meeting of the Company, every director shall retire from office.
 - 103 A retiring director may offer themselves for re-appointment by the members and a director that is so re-appointed will be treated as continuing in office without a break.”; and
- (c) by deleting from Article 109 the reference made to retirement by rotation.

By order of the Board

S A Hallam
Company Secretary

18 February 2025

Registered & head office: 9 Longlands Road, Bicester, Oxfordshire OX26 5AH

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members entered on the Company's register of members at (a) 11.30 a.m. on Friday 14 March 2025; or (b) if the meeting is adjourned, at 6.00 p.m. on the day which is two days prior to the adjourned meeting (excluding any part of a day that is not a working day), shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes made to the register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above but are unable to attend in person, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and at any adjournment of it and you should, in respect of shares held in certificated form, have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and (if applicable) the notes to the proxy form. You can register your vote(s) for the AGM either:
 - by visiting www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions;
 - by post or by hand to Share Registrars Ltd, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX using the proxy form; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in notes 10 to 13 (inclusive) below.

In order for a proxy appointment to be valid, it must, in any event, be received by Share Registrars Ltd by 11.30 a.m. on 14 March 2025.

3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chair of the meeting (or your own choice of person) as your proxy using the proxy form are set out in the notes to the form. If you wish your proxy to speak on your behalf at the meeting, you will need to appoint your own choice of proxy (not the Chair of the meeting) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares held by you. To appoint more than one proxy, you should photocopy the proxy form. Please indicate the proxy holder's names and the number of shares in relation to which they are respectively authorised to act as your proxy (which, in aggregate, should not exceed the total number of shares held by you).
5. A vote "Withheld" is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will also vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the meeting.
6. The notes to the proxy form explain how you may direct your proxy to vote on each resolution or withhold your vote. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to Share Registrars Ltd as directed in note 2 above. In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or a duly authorised attorney for the company. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off times for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Share Registrars Ltd, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Notes to the Notice of Annual General Meeting Continued

Termination of proxy appointments

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Ltd, 3 The Millennium Centre, Crosby Way, Farnham, Surrey GU9 7XX and, in the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or a duly authorised attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must also be included with the revocation notice and the revocation notice must be received by Share Registrars Ltd no later than 11.30 a.m. on 14 March 2025. If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, unless the Company is notified otherwise upon arrival at the meeting, your proxy appointment will remain valid. The appointment of a proxy does not preclude you from attending the meeting and voting in person although in that event, your proxy appointment will automatically be terminated.

CREST members

10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the meeting and any adjournment by using the procedures described in the CREST Manual (available from <https://www.euroclear.com/site/public/EUI>). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.
11. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a “**CREST Proxy Instruction**”) must be properly authenticated in accordance with Euroclear UK & International Limited’s specifications, and must contain the information required for such an instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the Registrar (ID 7RA36) by 11.30 a.m. on 14 March 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instruction to proxies appointed through CREST should be communicated to the appointee through other means.
12. CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that its CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Issued shares and total voting rights

14. As at 5.00 p.m. on 17 February 2025, the Company’s issued ordinary share capital comprised 78,812,749 shares of £0.04 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 5.00 p.m. on 17 February 2025 is 78,812,749. There are no ordinary shares held by the Company in treasury.

Documents on display

15. Copies of the service contracts and letters of appointment of the directors of the Company together with the Buyback Contract are available for inspection at the Company’s registered office during normal office hours until the day of the meeting when they will be available for at least 15 minutes prior to the meeting and during the meeting itself.

