

## LETTER FROM THE CHAIRMAN

# Hardy Plc

(the “Company”)

(Incorporated in the Isle of Man under the Companies Act 2006 with company number 018168V)

### *Directors*

Michael Bretherton      Chairman  
Richard Galvin          Non -Executive Director

### *Registered office*

First Names House,  
Victoria Road, Douglas,  
Isle of Man,  
IM2 4DF

30 January 2026

To the holders of issued shares in the Company’s capital (the “Shareholders”)

### **Capital distribution to Shareholders of 1.95 pence in cash per issued share in the Company’s capital**

As previously announced in 2025, the Company has been pursuing an orderly realisation of existing investments and return of capital to Shareholders by way of capital distributions as and when funds permit. The first of these was the payment of a 6.5 pence per share capital distribution to shareholders on 21 October 2025 amounting to £4.79 million in total and following which the Company was expected to have remaining net assets of around £1.47 million equivalent to 2.0 pence per issued share in the Company’s capital.

Following realisation of all of the Company’s remaining investments earlier in this January month, on 29 January 2026 the Directors approved the payment of a further capital distribution to Shareholders of 1.95 pence in cash per issued share in the Company’s capital (the “Capital Distribution”). The Capital Distribution is payable to all Shareholders on the register of members of the Company as at the close of business on Monday 2 February 2026.

The Capital Distribution represents a repayment of capital out of the distributable reserves created by the cancellation of the Company’s share premium following approval of the special business resolution 3 at the Company’s Annual General Meeting on 29 September 2021 and as also created by the subsequent reduction of the Company’s share capital to £1 on 5 March 2025 and with the nominal value of the issued shares reduced to £1 divided by 73,764,035 per share.

This Capital Distribution will have the resultant effect of reducing the capital and reserves of the Company by approximately £1.44 million and which reduction is permitted under section 58 of the Companies Act 2006 of the Isle of Man (the “IoM Companies Act”) and regulation 7 of the Company’s articles of association.

The funds required for the Capital Distribution will be financed by the Company from its existing cash resources.

Immediately following the Capital Distribution, the Company is expected to have remaining net assets of around £0.19 million equivalent to 0.26 pence per issued share in the Company’s capital.

Capital Distribution entitlement payments to Shareholders will either be made by cheque or by CREST on or around Wednesday 11 February 2026 as follows:

### *Shares in certificated form*

Where a Shareholder holds shares in certificated form, payment will be by sterling cheque despatched by first class post on or around 11 February 2026 at the risk of the person(s) entitled thereto. All cheques will be drawn on a branch of a UK clearing bank.

### *Shares in uncertificated form (that is, in CREST)*

Where a Shareholder holds shares in uncertificated form, payment will be made in sterling on or around 11 February 2026 by means of CREST in accordance with the CREST payment arrangements.

***In order to avoid the cost burden of processing small payments, Shareholders will only receive a Capital Distribution entitlement payment where the value of their Capital Distribution entitlement is £5 or more.***

### **Planned dissolution of the Company under section 190 of the IoM Companies Act**

The Directors have now commenced a wind down process for the Company and plan a subsequent dissolution under section 190 of the IoM Companies Act (the “Section 190 Dissolution Process”) and a final distribution of the surplus assets to Shareholders immediately prior to that.

Based on the requirements of the Section 190 Dissolution Process and expected timings, it is hoped that the final distribution of the surplus assets of the Company to Shareholders and the dissolution of the Company (the “Dissolution”) will take place around the end of July 2026 or shortly thereafter.

Financial highlights of the Company for the 12 months to 31 March 2026 will be included in the Chairman’s letter to be posted to Shareholders giving notice of the final distribution and the Dissolution. That letter will also include a 31 March 2026 proforma balance sheet allowing for the subsequent payment of all final wind down costs of the Company and the final distribution to Shareholders. The Annual Report & Accounts of the Company for the 12 months to 31 March 2026 will be available on the Company’s website at [www.hardypkc.com](http://www.hardypkc.com) for a period of 3 months after the date of the Dissolution.

The Company’s Interim Financial report for the 6 months to 30 September 2025 was approved by the Directors on 25 November 2025 and is available on the Company’s website at [www.hardypkc.com](http://www.hardypkc.com).

### **Written resolution of the members of Hardy Plc**

In order to facilitate the planned dissolution of the Company by around the end of July 2026 or shortly thereafter, a copy of a written resolution signed today 30 January 2026 by the majority shareholder of the Company, Richard Griffiths, (holding 91.11% of the voting rights) is enclosed with this letter. The written resolution amends the Company’s articles of association such that all dividends or distributions unclaimed for a period of 3 months after having been declared may be forfeited by a resolution of Directors for the benefit of the Company and its Shareholders whether the same became payable before as well as after this amendment came into effect.

### **Action to be taken**

Shareholders will not be required to take any action in order to receive their Capital Distribution entitlements which will be paid by the Company’s transfer agent, Computershare Investor Services Plc, under the arrangements referred to above.

Yours sincerely,

Michael Bretherton  
Chairman