Hardy plc

Annual Report & Accounts
FY2025

Directors, Officers and Advisers

Directors

Michael Bretherton	Chairman
Richard Galvin	Non-Executive Director

Company Secretary
Christopher Stobart,
First Names House,
Victoria Road, Douglas,
Isle of Man, IM2 4DF

Registrar and Registered office
IQ EQ (Isle of Man) Limited,
First Names House,
Victoria Road, Douglas,
Isle of Man, IM2 4DF

Company e-mail contact and website
Email: office@hardyplc.com
Website: www.hardyplc.com

Independent Auditor
Crowe U.K. LLP,
55 Ludgate Hill,
London, EC4M 7JW

Transfer Agent
Computershare Investor Services,
(Channel Islands) Limited,
13 Castle Street,
St. Helier,
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Isle of Man Legal Advisers
Cains Advocates Limited,
Fort Anne, Douglas,
Isle of Man, IM1 5PD

Contents

Chairman's Statement

Hardy generated a loss of £0.64 million for the year to 31 March 2025 (FY2025) compared to a profit of £0.27 million in the previous year ended 31 March 2024 (FY2024).

This FY2025 loss comprised an investment return loss of £0.53 million together with administrative costs of £0.11 million. The previous FY2024 profit comprised an investment profit return of £0.39 million, partially offset by administrative costs of £0.12 million.

During FY2025, Hardy undertook a partial disposal of its investment in Niox Plc which generated total disposal proceeds of £0.19 million.

There were no investment additions during the year to 31 March 2025.

The carrying value of the Company's equity investments at 31 March 2025 was £6.46 million represented by four quoted investment holdings and one private investment (31 March 2024: £7.22 million represented by four quoted investment holdings and one private investment). In addition, Hardy holds a derivative investment in the form of warrants in a private company which have an exercise price that is above the current estimated value of the underlying shares and the warrants are being carried at a nil fair value.

The Company held cash and cash receivables amounting to £0.25 million at 31 March 2025, compared to cash and cash receivables balances of £0.14 million at the previous 31 March 2024 year end. The £0.11 million increase reflects inflows of £0.19 million from investment disposals, together with dividend receipts of £0.05 million, partially offset by outflows from administrative costs net of working capital movements of £0.13 million.

Net assets decreased to £6.66 million (equivalent to 9.02p per share) at the 31 March 2025 balance sheet date, compared with £7.30 million (equivalent to 9.89p per share) at 31 March 2024. The £0.64 million decrease in net assets reflects the loss reported for the year.

Business model

Hardy is an investing company with an investing policy under which the Board sought to acquire interests in investment opportunities that they perceived to be undervalued.

However, it was announced on 29 November 2024 in the Company's Interim Report to September 2024, that the Company would not make any further investments and would instead pursue an orderly realisation of existing investments and return of capital to shareholders over the short to medium term.

This decision was taken in consultation with the Company's 91 per cent. major shareholder, Richard Griffiths, and reflects a belief that UK small-cap public markets are experiencing a continuing deterioration in liquidity, declining access to cost-effective growth capital and with current public market valuations that do not properly reflect the underlying potential of the companies involved. As a result, the Directors consider that the Company's investing strategy, with a focus to invest in the small to middle market capitalisation sectors of the UK or Europe, is no longer sufficiently attractive. In addition, the Company only has a small capital base which severely limits any alternative investment strategy options available to it.

Investment Portfolio

The portfolio investments held by the Company at 31 March 2025 comprised:

Telit IOT Solutions Limited – is a private company and a global leader in Internet of Things (IoT) enablement, with an extensive portfolio of wireless connectivity modules, software platforms and global IoT connectivity services. At 31 March 2025, the investment holding by Hardy in Telit represents 1.06 per cent. of Telit's issued share capital at that date.

NIOX Group Plc – is an AIM listed global medical device company focused on point of care asthma diagnosis and management. The shareholding of Hardy at 31 March 2025 was 0.76 per cent. of the Niox shares in issue but was subsequently diluted to 0.72 per cent. of the shares in issue at the date of this report.

IQE Plc – is an AIM listed leading global supplier of compound semiconductor wafer products and advanced material solutions to the semiconductor industry. The shareholding of Hardy in IQE at 31 March 2025 was 0.67 per cent of the IQE shares in issue but was subsequently diluted to 0.66 per cent. of the IQE shares in issue at the date of this report.

NCC Group Plc – is an FTSE All-Share listed global tech-enabled cyber and software escrow resilience business operating across multiple sectors, geographies and technologies. The shareholding of Hardy in NCC at 31 March 2025, was, and continues to be, 0.18 per cent. of the NCC shares in issue.

Cirata Plc – is an AIM listed proprietary technology company which accelerates data-driven revenue growth by automating data transfer and integration to modern cloud analytics and AI platforms without downtime or disruption. The shareholding of Hardy in Cirata at 31 March 2025, was, and continues to be, 0.30 per cent. of the Cirata shares in issue.

Outlook

The Board intends to pursue an orderly realisation of existing investments and a return of capital to shareholders.

The Company had net assets of £6.66 million at 31 March 2025 and this included equity investments with a carrying value of £6.46 million represented by four quoted investment holdings valued at £3.87 million and one private unquoted investment valued at £2.58 million.

Whilst an orderly realisation of the four quoted investment holdings should be achievable in the short term, this may take longer for the private unquoted investment.

The return of capital to shareholders is expected to be by way of one or more capital distributions as and when funds permit but there can be no certainty on the timing or monetary amounts of such distributions. The capital distributions will have the effect of reducing the capital and reserves of the Company and which reduction is permitted under section 58 of the Isle of Man Companies Act 2006.

The Directors hope that the total value of such distributions will be not less than the Company's 9.02 pence net asset value per share at the 31 March 2025 year end, but there can be no certainty that the total value of such distributions will not be materially less or greater than that value.

In the meantime, since we announced the realisation of investments and return of capital to shareholders proposals on 29 November 2024, continuing adverse and volatile market conditions have meant that we have not yet had an opportunity to substantially realise any of our existing investments at a sensible price. We are, however, reasonably confident that a number of acceptably priced selling opportunities will arise within the next six to twelve months.

Michael Bretherton
Chairman

17 July 2025

Strategic Report

The Directors present their Strategic Report with the Financial Statements for Hardy Plc ('Hardy' or 'the Company') for the year ended 31 March 2025.

The business strategy of the Company is that of an investment company. However, as announced on 29 November 2024 in its Interim Report to September 2024, following consultation with the Company's 91% major shareholder the Directors concluded that the Company's strategy, with a focus to invest in the small to middle-market capitalisation sectors of the UK or Europe, was no longer sufficiently attractive. In addition, the Company only has a small capital base with total balance sheet net assets of approximately £6.66 million at 31 March 2025 and which severely limits the alternative investment strategy options available to it. The Directors, therefore, came to the decision that the Company should not make any further investments and instead should pursue an orderly realisation of existing investments and a return of capital to shareholders over the short to medium term, following which it is expected that the Company will be voluntarily wound up.

Business review

A summary review of the Company's performance and prospects is included in the Chairman's Statement on pages 2 to 3 and is covered in more detail below.

Financial review

The Financial Statements have been prepared for the year to 31 March 2025.

Key performance indicators for the Company are set out below:

	31 March 2025	31 March 2024
Net assets (£ million)	6.66	7.30
Net asset value per share (pence)	9.02	9.89
(Loss)/profit after tax (£ million)	(0.64)	0.27
Cash and cash receivables with brokers (£ million)	0.25	0.14

Profit and loss

The Company's loss after tax for the year ended 31 March 2025 was (£0.64) million compared to a profit of £0.27 million in the previous year. The current year loss includes an investment return loss of (£0.53) million, together with administrative costs of (£0.11) million. The prior year profit comprised a profit return on investments of £0.39 million, partially offset by administrative costs of (£0.12) million.

Balance Sheet

Net assets of the Company at 31 March 2025 amounted to £6.66 million compared with £7.30 million at 31 March 2024. The £0.64 million decrease in net assets reflects the loss for the year.

The carrying value of portfolio investments at 31 March 2025 was £6.46 million represented by four quoted and one private investment holding. At 31 March 2024 short-term investments amounted to £7.22 million, represented by four quoted investment holdings and one private investment holding.

Cash and short-term deposit balances, together with cash receivable balances held with brokers, amounted to £0.25 million at 31 March 2025 compared to £0.14 million at 31 March 2024 as set out in note 13 to the financial statements.

Cash flow

The Company's overall cash and cash receivables position increased by £0.11 million during the year. This increase mainly reflects investment disposal proceeds of £0.19 million and dividend income received of £0.05 million, partially offset by outflows of (£0.13) million from administrative costs paid net of working capital movements.

Risk review

Risk management

The Company's risk management objectives and exposure to various risks are detailed in note 13 to the financial statements.

The main risks arising from the Company's operations are considered to be market risk, credit risk and liquidity risk, financial and external in nature. The Directors review and agree policies for managing risk at least annually.

Strategic risk

No assurance can be given that an investment in a target company or business will be successful or that any investment will be made. The Directors have established an open dialogue with shareholders to ensure their support of proposed investments and provide a source to identify appropriate targets.

Market risk

Market Price risk – The majority of the Company's assets are currently held in short-term UK equity investments. The Company is exposed to market price risk in respect of these investments. The Company mitigates this risk by having established investment appraisal processes and asset monitoring procedures which are subject to overall review by the Board.

Interest rate risk – The Company has no external financing facility; therefore, its interest rate risk is limited to the level of interest received on its cash surpluses. Interest rate risk on cash, cash equivalents and short-term deposits may be mitigated partially by using an element of fixed-rate accounts and short term deposits.

Credit risk

The Company's principal financial assets are its investments, its bank balances and cash held with brokerage institutions. The Company seeks to reduce the associated custody risk by only holding cash with institutions that have appropriate credit ratings. The custody risk associated with the Company's investments is considered acceptable.

Liquidity risk

The Company seeks to manage liquidity by ensuring enough funds are available to meet foreseeable needs and to invest cash assets safely and profitably. The Company had cash and cash receivables with brokers of £0.25 million as at 31 March 2025.

In order to minimise risk to the Company's capital, surplus funds are invested across several financial institutions with investment grade credit ratings. Cash forecasts are updated regularly to ensure that there is sufficient cash available for foreseeable requirements. The Directors are satisfied that the current cash and receivable balances, the liquidity of investment assets and the relatively low running cost base of the Company, ensures that the going concern assumption remains valid.

External risks

The conflicts between Russia and Ukraine and Israel and Iran in the Middle East, together with a shift towards a decrease in global liberalised trade and historically high sovereign debt levels, continue to be considered to be the key external risks faced by the Company.

Such factors continue to impact the markets in which the Company operates, in terms of investment valuations and investor sentiment.

Future development

The Board will pursue an orderly realisation of investments and return of capital to shareholders over the short to medium term following which it is expected that the Company will be voluntarily wound up or subject to an administrative dissolution pursuant to the Isle of Man Companies Act 2006. The return of capital to shareholders is expected to be by way of one or more capital distributions as and when funds permit but there can be no certainty on the timing or monetary amounts of such distributions.

Approved on behalf of the Board

Richard Galvin
Non-Executive Director

17 July 2025

Directors' Report

The Directors of Hardy Plc ('Hardy' or 'the Company') present their report, together with the audited financial statements for the year ended 31 March 2025.

Principal Activities

The Companies principal activity is that of an investment company. However, as set out in the Strategic Report, a decision has been taken by the Directors that the Company will not make any further investments and instead will pursue an orderly realisation of existing investments and a return of capital to shareholders over the short to medium term.

Business review and future developments

A full review of the Company's activities during the year ended 31 March 2025 is given in the Chairman's Statement on pages 2 to 3.

Results and dividend distributions

The Company's loss after tax for the year ended 31 March 2025 was (£0.64) million, (FY2024: profit of £0.27 million).

Share capital

During the financial year the Directors resolved to reduce the nominal par value of the issued share capital of the company to £1 (with the total number of shares remaining unaffected) so as to facilitate the eventual distribution of capital to shareholders. Full details of the Company's share capital movements are given in note 12 of the financial statements.

Directors

The Directors that served in office throughout the year ended 31 March 2025 were:

Board member	Position
Michael Bretherton	Chairman
Richard Galvin	Non-Executive Director

Richard Galvin is engaged as a non-executive director under a letter of appointment which may be terminated on not less than three months' notice and which sets his Director's fee at £15,000 per annum.

Michael Bretherton, is engaged as a Director under a letter of appointment which may be terminated on not less than three months' notice and which sets his Director's fee at £20,000 per annum.

Director Profiles

Michael Bretherton, Chairman

Michael Bretherton was appointed as Chairman of Hardy on 22 February 2020. Michael is also Chief Executive Officer of Sarossa Plc, Chairman of Adams Plc and is a Non-executive director of E-Therapeutics Plc. He is also a Director of ORA Limited and Blake Holdings Limited. In addition, Mr Bretherton has been a Director of seven other AIM quoted companies during the last fourteen years, including Tissue Regenix Group Plc, Nanoco Group Plc, Ceres Power Holdings Plc and DeepMatter Group Plc. He has a degree in Economics from Leeds University and is a member of the Institute of Chartered Accountants in England and Wales. His early career included working as an accountant and manager with PriceWaterhouse for seven years in London and Abu Dhabi.

Richard Galvin, Executive Director

Richard Galvin was appointed Non-executive Director on 31 May 2020. Mr Galvin has served Hardy for over 15 years holding progressively more senior commercial and financial roles culminating with his appointment as the Company's Executive Director in 2019. Mr Galvin was instrumental in securing the sale of the Company's India based assets for US$8.75 million and the subsequent liquidity event for shareholders. Mr Galvin has over 20 years of commercial and corporate finance experience in the energy industry. Mr Galvin is currently a director of Yamnuska Limited, a financial and managerial service provider specialising in corporate transactions. Mr Galvin started his career at Ovintiv Inc. (formally Encana Corporation) working in progressively senior commercial roles over seven years. Mr Galvin holds a Master of Business Administration from the London Business School, a Bachelor of Commerce from the University of Calgary and was a qualified petroleum landman.

Set out below are the total emoluments of the Directors of the Company for the years indicated (£):

Name of Director		Salaries/ fees	Benefits	Pension contribution	Total
Richard Galvin	FY2025	15,000	6,861	–	21,861
	FY2024	15,000	6,906	–	21,906
Michael Bretherton	FY2025	20,000	–	–	20,000
	FY2024	20,000	–	–	20,000
Total	FY2025	35,000	6,861	–	41,861
	FY2024	35,000	6,906	–	41,906

Richard Galvin's benefits comprise insurance cover for income protection, critical illness, life and medical.

Directors' interests

The interests of Directors in the shares of the Company as at 31 March are given below:

	Ordinary Shares 31 March 2025	Ordinary Shares 31 March 2024
Richard Galvin	10,000	10,000
Michael Bretherton	500,000	500,000

Directors' Report (continued)

Capital structure and significant shareholders

The Company's authorised and issued share capital are disclosed in note 12 to the financial statements. There were no share options or other long-term incentives in place as at 31 March 2025 or 2024. At 31 March 2025 and at the date of this report, there were 73,764,035 Ordinary Shares of Hardy issued and fully paid. Major interests in share capital of the Company, of 3 per cent. or more, as of 17 July 2025 were as follows:

	Ordinary Shares 17 July 2025
Richard Griffiths	91.11%

Corporate governance

The Directors recognise the importance of sound corporate governance and where practical seek to observe the principles of the UK Corporate Governance Code 2016 (UK Code). The Company follows the Quoted Companies Alliance ("QCA") Corporate Governance Code to the extent that they consider the principles appropriate for the Company's size and nature.

The Board

The Board comprises currently of a Chairman and one non-executive Director.

Audit committee

The Audit Committee's primary responsibilities are to monitor the integrity of the financial affairs and statements of the Company, to ensure that the financial performance of the Company is properly measured and reported on, to review reports from the Company's auditors relating to the accounting and internal controls and to make recommendations relating to the appointment of the external auditors. The Audit Committee comprises of Richard Galvin and Michael Bretherton, who acts as chairman.

Internal Control

The Board is responsible for maintaining a sound system of internal control. The Board's measures are designed to manage, but not eliminate, risk and such a system provides reasonable but not absolute assurance against material misstatement or loss.

Some key features of the internal control system include:

i) Management accounts information, budgets, forecasts and business risk issues are regularly reviewed by the Board which meets at least four times per year;

ii) The Company has operational, accounting and employment policies in place;

iii) The Board actively evaluates the risks inherent in the business and ensures that appropriate controls and procedures are in place to manage these risks; and

iv) There is a clearly defined organisational structure and well-established financial reporting and control systems.

Annual General Meeting
The Company's next Annual General Meeting (the "AGM") will be held at Ground Floor, 19-21 Broad St, St Helier, Jersey on 17 September 2025 at 11.00 a.m.

A Notice of AGM setting out the business to be conducted at the meeting (the "Notice") accompanies this Annual Report and can be found on the Company's website www.hardyplc.com. A form of proxy for use at the meeting also accompanies this document.

Shareholders not physically attending the AGM are recommended to vote using the form of proxy, in accordance with the instructions set out on the forms of proxy, so as to arrive not later than 11.00 a.m. on 15 September 2025, being 48 hours before the time of the meeting.

The business of the AGM is set out in the Notice, and comprises the usual business of:

- adopting the audited accounts of the Company for the year ended 31 March 2025; and
- the re-appointment of Crowe U.K. LLP as auditors.

The Board of Directors is satisfied that the performance of all Directors continues to be effective and is also satisfied as to their commitment to their role as Directors.

Post balance sheet events
No significant events have occurred since 31 March 2025 (see note 14).

Statement of Directors' responsibilities
The Directors are responsible for preparing the financial statements in accordance with applicable law and IFRS as adopted by the United Kingdom. Under such requirements, the Directors are required to prepare financial statements of Hardy Plc for the year ended 31 March 2025, which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows, Statement of Changes in Equity, and related notes. In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and apply them consistently
- Make judgements and estimates that are reasonable and prudent
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Prepare the financial statements on a going concern basis.

The Directors are responsible for ensuring that proper accounting records are kept and which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Isle of Man Companies Act 2006. The Directors are responsible for ensuring the Directors' Report and other information included in the Annual Report are prepared in accordance with company law of the Isle of Man.

In addition to the above, the Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud or other irregularities. The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the Isle of Man governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' Report (continued)

The Directors confirm that, to the best of their knowledge:

- The financial statements, which are prepared in accordance with IFRS as adopted by the United Kingdom, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company; and
- The Annual Report and statement of accounts includes a fair review of the development and performance of the business and the position of the Company, together with a description of the principal risks and uncertainties that they face.

Internal control and risk management systems

The Board has the ultimate responsibility for the Company's internal control and risk management systems. The Audit Committee monitors internal controls and risk management systems on an annual basis. The Company has established a system of control and risk management involving an appropriate degree of oversight by senior management.

Reappointment of auditor

Crowe U.K. LLP have expressed their willingness to continue as auditor. In accordance with the Isle of Man Companies Act 2006, a resolution reappointing Crowe U.K. LLP as auditor of the Company will be proposed at the next Annual General Meeting.

Going concern

The financial information has been prepared assuming the Company will continue as a going concern. Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. As at the 31 March 2025 the Company had cash and cash receivables with brokers of £0.25 million in total, together with investment portfolio assets of £6.46 million. The Directors have reviewed the Company's ongoing activities and, having regard to the Company's existing working capital position, the Directors are of the opinion that the Company has adequate resources to enable it to undertake its planned activities over the next 12 months from the date of these financial statements.

Risk management

The Company's risk management objectives and exposure are detailed in the Strategic Report on pages 4 to 5 and in note 13 to the financial statements.

Disclosure of information to auditors

So far as each Director is aware, there is no relevant audit information of which the Company's auditors are unaware. Each Director has taken all the steps that he ought to have taken in his duty as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board of Directors.

Richard Galvin
Non-Executive Director

17 July 2025

Independent auditor's report to the shareholders of Hardy plc

Opinion
We have audited the financial statements of Hardy Plc (the 'Company') for the year ended 31 March 2025 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of cash flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Accounting Standards (IAS) as adopted by the UK, and, in conformity with the requirements of the Isle of Man Companies Act 2006.

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 March 2025 and of the Company's loss for the year then ended;
- have been properly prepared in accordance with IAS as adopted by the UK;
- have been properly prepared in accordance with IAS as adopted by the UK and in conformity with the requirements of the Isle of Man Companies Act 2006; and
- have been prepared in accordance with the requirements of the Isle of Man Companies Act 2006.

Basis for opinion
We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern
In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information
The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditor's report to the shareholders of Hardy plc (continued)

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Isle of Man Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' loans and remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors
As explained more fully in the directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our audit procedures are capable of detecting irregularities, including fraud is detailed below:

We obtained an understanding of the legal and regulatory frameworks within which the parent company operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements.

As part of our audit planning process we assessed the different areas of the financial statements, including disclosures, for the risk of material misstatement. This included considering the risk of fraud where direct enquiries were made of management and those charged with governance concerning both whether they had any knowledge of actual or suspected fraud and their assessment of the susceptibility of fraud. We considered the risk was greater in areas involving significant management estimate or judgement. Based on this assessment we designed audit procedures to focus on the key areas of estimate or judgement, this included specific testing of journal transactions, both at the year end and throughout the year.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

These inherent limitations are particularly significant in the case of misstatement resulting from fraud as this may involve sophisticated schemes designed to avoid detection, including deliberate failure to record transactions, collusion or the provision of intentional misrepresentations.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Section 80(c) of the Isle of Man Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Leo Malkin
For and on behalf of Crowe U.K. LLP
Chartered Accountants
London

17 July 2025

Statement of Comprehensive Income

For the year ended 31 March 2025

	Notes	Year ending 31 March 2025 £'000	Year ending 31 March 2024 £'000
Investment return	8	(527)	385
Expenses & other income			
Administrative expenses		(114)	(121)
Operating (loss)/gain		(641)	264
Interest income		2	6
(Loss)/profit before taxation		(639)	270
Taxation	5	–	–
(Loss)/profit for the year and total comprehensive income		(639)	270
(Loss)/profit per share			
Basic & diluted	6	(0.87p)	0.37p

All activities are in respect of continuing operations and there are no other items of comprehensive income.

Statement of Changes in Equity

For the year ended 31 March 2025

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
At 31 March 2023	738	–	6,288	7,026
Total comprehensive profit for the year	–	–	270	270
At 31 March 2024	738	–	6,558	7,296
Cancellation of share capital	(738)	–	738	–
Total comprehensive loss for the year	–	–	(639)	(639)
At 31 March 2025	–	–	6,657	6,657

The Company undertook a capital reduction exercise during the year ended 31 March 2025 as set out in note 12.

Statement of Financial Position

As at 31 March 2025

	Notes	31 March 2025 £'000	31 March 2024 £'000
Non-current assets			
Investment portfolio	10	6,456	7,221
Total non-current assets		6,456	7,221
Current assets			
Trade and other receivables	9	214	43
Cash and cash equivalents	13	38	102
Total current assets		252	145
Total assets		6,708	7,366
Liabilities			
Trade and other payables	11	(51)	(70)
Total liabilities		(51)	(70)
Net assets		6,657	7,296
Shareholders' Equity			
Share capital	12	–	738
Retained earnings		6,657	6,558
Total equity		6,657	7,296

Approved and authorised for issue by the Board of Directors on 17 July 2025

Michael Bretherton
Chairman

Company number 018168V (Isle of Man)

Statement of Cash Flows

For the year ended 31 March 2025

	Notes	Year ending 31 March 2025 £'000	Year ending 31 March 2024 £'000
Cash flow from operating activities			
(Loss)/profit before tax		(639)	270
Adjustments for:			
Interest Income		(2)	(6)
Realised (gain)/loss on sale of portfolio investments	8	(37)	120
Unrealised loss/(gain) on revaluation of portfolio investments	8	615	(420)
Operating cash outflows before movement in working capital		(63)	(36)
Purchase of portfolio investments	10	–	(1,621)
Proceeds from sale of investments		187	1,584
(Increase)/decrease in trade and other receivables		(171)	47
(Decrease)/increase in trade and other payables		(19)	21
Net cash used in operations		(66)	(5)
Cash flows from investing activities			
Interest income earned		2	6
Net cash generated from investing activities		2	6
Net (decrease)/increase in cash and cash equivalents		(64)	1
Cash and cash equivalents at the beginning of the year		102	101
Cash and cash equivalents at the end of the year*		38	102

*Excludes cash receivables from brokers as detailed in note 9.

Notes to the Financial Statements

For the year ended 31 March 2025

1 Accounting Policies

The following accounting policies have been applied in the preparation of the financial statements of Hardy Plc ("Hardy" or the "Company"). The domicile, country of incorporation, address of the registered office and a description of the Company's principal activities can be found in the Directors' Report. These Company financial statements are for the year ending 31 March 2025 (FY2025) together with prior year Company comparatives.

The accounting policies adopted are consistent with those of the previous financial year.

a) Basis of measurement

Hardy prepares its financial statements on a historical cost basis except as otherwise stated.

b) Going Concern

The financial information has been prepared assuming the Company will continue as a going concern. Under the going concern assumption, an entity is ordinarily viewed as continuing in business for the foreseeable future with neither the intention nor the necessity of liquidation, ceasing trading or seeking protection from creditors pursuant to laws or regulations. At 31 March 2025 the Company had cash and cash receivable totalling £0.25 million. The Company also has a sufficiently liquid investment portfolio. The Directors have reviewed the Company's ongoing activities and having regard to the Company's existing working capital position, the Directors are of the opinion that the Company has adequate resources to enable it to undertake its planned activities for at least 12 months from the date of these financial statements.

c) Basis of Preparation

Hardy prepares its financial statements in accordance with applicable International Financial Reporting Standards as adopted by the UK (IFRS). The financial statements are presented in GBP pounds sterling rounded to the nearest thousand.

d) Accounting Standards Interpretations and amendments

The accounting policies adopted are consistent with those of the previous financial year.

New Accounting Standards, interpretations and amendments adopted

The following new standards and amendments to IFRS effective as for the financial reporting period have been reviewed by the Company and there has been no material impact on the financial statements as a result of these standards and amendments.

Effective for Financial Periods beginning 1 January 2024

- IAS 1 Presentation of Financial Statements – clarification of non-current liabilities
- IFRS 16 Leases – added clarity to sale and leaseback transactions
- IAS 7 Cashflows/IFRS 7 Financial Instruments – disclosures of supplier financing arrangements

New Accounting Standards, interpretations and amendments adopted early.

There were no new standards or amendments to existing standards, relevant to the Company, that are not yet effective, that have been adopted early.

Standards issued but not yet effective:
Accounting Standards, interpretations and amendments not yet early adopted

The following new standards, amendments to existing standards and interpretations which have been issued or amended by IASB, are not yet effective and have not been applied in preparing these financial statements:

Effective for Financial Periods beginning 1 January 2025

- Amendment to IAS 21 The Effects of Changes in Foreign Exchange Rates – provides guidance on lack of exchangeability

Effective for Financial Periods beginning 1 January 2026

- Annual Improvements to IFRS Accounting Standards – Volume 11 – necessary but non-urgent amendments that will not be included as part of another major project.
- Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures – amendment to the Classification and Measurement of Financial Instruments

Effective Financial Periods beginning 1 January 2027

- IFRS 18 Presentation and Disclosure in Financial Statements – Replaces IAS1 & introduces three sets of new requirements to improve financial reporting and aid the analysis and comparability of companies.

The Directors are considering the standards, however, at this time they are not expected to have a significant impact on the Company.

e) Presentational reporting currency
The functional and presentational currency of the Company continues to be that of the primary economic environment in which the Company operates, which is £GBP. This is the currency in which expenses are incurred, salaries are paid, income is received, and equity funds are raised.

f) Income
Income is measured at the fair value of the consideration received or receivable in the normal course of business, net of discounts and other sales-related taxes. The Company recognises income when the amount of income can be reliably measured and when it is probable that the future economic benefits will flow into the Company.

i) Investment return
Investment return represents the sum of realised gains and losses on the disposal of investment portfolio assets and derivative financial instruments and the unrealised gains and losses on the revaluation of these, together with any related investment income received and receivable.

Realised gains and losses on the disposal of investments is the difference between the fair value of the consideration received less any directly attributable costs on the sale and the fair value of the investments at the start of the accounting period or acquisition date if later.

Unrealised gains and losses on the revaluation of investments is the movement in carrying value of investments between the start of the accounting period or acquisition date if later and the end of the accounting period less the reversal of previously recognised unrealised gains and losses in respect of disposals made during the period.

Dividends from investments are recognised when the Company's right to receive payment has been established.

ii) Interest income
Interest income is recognised as interest accrued using the effective interest rate method.

g) Financial Instruments
Recognition and derecognition
Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets
All financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets are classified into the following categories:
- amortised cost.
- fair value through profit or loss (FVTPL).
- fair value through other comprehensive income (FVOCI).

The classification is determined by both the entity's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

Financial assets at amortised cost
Financial assets are measured at amortised cost if the assets meet the following conditions:

- held under a business model objective to hold the financial assets and collect its contractual cash flows.
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Company's cash and cash receivables fall into this category of financial instrument.

Financial assets at fair value through profit or loss (FVTPL)
Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit and loss. Further, irrespective of business model, financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The Company's Investment Portfolio assets fall into this category and are further described below:

Investment Portfolio Assets
Investment assets that are held by the Company with a long-term view to the ultimate realisation of capital gains are classified as investment portfolio assets and are stated at the Directors' estimate of their fair value determined in accordance with International Private Equity and Venture Capital Valuation Guidelines ("IPEVCVG") on the basis set out below.

Investment portfolio assets are designated at fair value through profit or loss on initial recognition which is considered most appropriate as investment portfolio assets are assessed and evaluated on a fair value basis.

i) Quoted investments for which an active market exists are valued at closing bid-market price at the reporting date with any gains or losses arising from subsequent changes in fair value being presented in the Statement of Comprehensive Income as they arise.
ii) Unquoted investments are measured at a Director's estimate of fair value as follows:
   – Investments in companies that are still in a development phase continue to be valued based on cost unless there have been more recent benchmark subscriptions and investments which give a guide to fair value ("Price of Recent Investment") or where there are factors that indicate a change in fair value has occurred.
   – Once the business becomes established, investments are valued based on an estimate of the fair value for the investee company derived using methodologies which may include: applying an average sector multiple to EBITDA or revenues, valuation by reference to net asset base or discounted cash flows and the observation of comparable transactions.

Investment portfolio assets also include derivative trading assets, which are valued at the trade date, being the date at which the Company becomes party to the contractual provisions of the instrument. The related financial assets or liabilities are stated at fair value with any change in fair value being recognised through profit or loss. The Company currently only holds share warrants which have an exercise price which is considered above the current price of the underlying shares and a relatively short period to expiration and are therefore considered to have a nil fair value.

Derivative Trading Contracts
Purchases and sales of derivative financial instruments are recognised at the trade date which is the date that the Company became a party to the contractual provisions of the instrument. The Company only trades in derivative financial instruments that are quoted in active markets and the related financial assets and liabilities are stated at fair value based on the quoted market prices of those instruments. Changes in the fair value of the derivative financial instruments are recognised in the Statement of Comprehensive Income as they arise.

Financial assets at fair value through other comprehensive income (FVOCI)
The Company accounts for financial assets at FVOCI if the assets meet the following conditions:

- held under a business model objective to "hold to collect" the associated cash flows; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Any gains or losses recognised in other comprehensive income (OCI) will be recycled upon derecognition of the asset. In the periods presented the Company does not have any financial assets categorised as FVOCI.

Impairment of financial assets
IFRS 9's impairment requirements use forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. This replaces IAS 39's 'incurred loss model'.

Instruments within the scope of the requirements include loan commitments and other debt-type financial assets measured at amortised cost and FVOCI, trade receivables, contract assets recognised and measured under IFRS 15 and some financial guarantee contracts (for the issuer) that are not measured at fair value through profit or loss.

Recognition of credit losses is no longer dependent on the Company first identifying a credit loss event. Instead the Company considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1');
- financial instruments that have deteriorated significantly in credit quality since initial recognition; and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category. Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities
Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at fair value through profit or loss. Subsequently, financial liabilities are measured at amortised cost using the effective interest method. All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

The Company's financial liabilities includes trade and other payables.

h) Taxation

The tax expense represents the sum of current tax and deferred tax. Current tax is based on the taxable profit of the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income as it excludes certain items of income or expenses that are taxable or deductible in years other than the current year and it further excludes items that are never taxable or deductible. The current tax liability is calculated using the tax rates that have been enacted or substantially enacted by the year end date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method.

Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available in the future against which deductible temporary differences can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted at the year-end date.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which temporary differences reverse, based on tax rates and laws enacted at the year-end date.

i) Foreign currencies

Foreign currency transactions are accounted for at the exchange rate prevailing on the date of the transaction. At the year-end date, all foreign currency monetary assets and monetary liabilities are restated at the closing exchange rate. Exchange differences arising from transactions during the year and from the year end translation are reflected through the statement of comprehensive income.

The Company held no foreign currency monetary assets or liabilities of significance at 31 March 2025 or 31 March 2024.

2 Critical accounting estimates and judgements

The preparation of the Company's financial statements requires the use of estimates and judgements that affect the carrying value of assets and liabilities at the reporting date and the reported amounts of revenue and expenditure for the year. These estimates and judgements are made based on management's knowledge of the facts, taking into account historical experiences and expectations of future events that are believed to be reasonable under the particular circumstances. The actual results will likely differ from the estimates made.

The estimate and assumption that has the most significant effect on the carrying amounts of assets and liabilities in the financial statements is the valuation of investment portfolio assets. These are valued as set out in note 1(g) to the financial statements and in accordance with IFRS. However, it may not always be possible to trade the investment portfolio assets at the carrying valuation.

As at 31 March 2025, quoted investments are carried in the financial statements at a valuation of £3.87 million and unquoted investments are carried at a valuation of £2.58 million – see note 10 to the financial statements.

3 Segmental Reporting

The Company operates in a single segment, being that of an investment company business. An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available. The Company operates under a single segment, being that of investment company business.

4 Staff costs

	2025 £'000	2024 £'000
Directors' remuneration	42	42
Social security costs	2	2
	44	44

Staff costs include the chairman & non-executive directors' salaries and fees and any personal insurance benefits covering health and income protection. The Company had no pension costs in the year or commitments at the year-end date.

The weighted average monthly number of employees, including executive directors and individuals employed by the Company, were as follows:

	2025	2024
Management and administration	2	2

5 Taxation

Analysis of taxation charge for the year

	2025 £'000	2024 £'000
Current tax charge		
Jersey corporation tax	–	–
Current tax charge	–	–
Deferred tax	–	–
Total taxation charge	–	–

Factors affecting tax charge for the year

	2025 £	2024 £
Profit/(loss) before tax	(639)	270
Total tax on (loss)/profit at the appropriate rate of tax Jersey domiciled (FY2025: nil, FY2024: nil)	–	–

6 Earnings per share

Basic earnings per share is calculated on a weighted average of 73,764,035 Ordinary Shares in issue for the year ended 31 March 2025 (FY2024: 73,764,035) to give a loss of (0.54) pence per share for FY2025 (FY2024: gain of 0.37 pence per share). Diluted earnings per share is calculated by adjusting the weighted average number of Ordinary Shares in issue during the year to assume conversion of all dilutive potential Ordinary Shares. There were no dilutive potential Ordinary Shares in issue at 31 March 2025 (2024: nil).

(Loss)/earnings per Ordinary Share	2025 £'000	2024 £'000
(Loss)/profit for the year	(639)	270
Weighted average number of shares	73,764	73,764
Basic and diluted (loss)/earnings per Ordinary Share (pence)	(0.87)	0.37

7 Audit fees

Audit fees to the Company's auditors for the audit of the financial statements for the year ended 31 March 2025 were £28,200 (2024: £26,588).

8 Investment return

	2025 £'000	2024 £'000
Unrealised (losses)/gains on the revaluation of investments	(615)	420
Realised gains/(losses) on the disposal of portfolio investments	37	(120)
Dividend income	51	85
Investment Return	(527)	385

9 Trade and other receivables

	At 31 March 2025 £'000	At 31 March 2024 £'000
Other receivables	207	37
Prepaid expenses	7	6
	214	43

Other receivables comprise cash held on demand with a reputable international brokerage firm pending investment.

10 Portfolio Investments

	Quoted Equity Shares £'000	Unquoted Equity Shares £'000	Total £'000
Fair value at 31 March 2023	4,061	2,823	6,884
Additions in the year	1,621	–	1,621
Investment disposals	(1,704)	–	(1,704)
Unrealised gain on the revaluation of investments	420	–	420
Fair value at 31 March 2024	4,398	2,823	7,221
Additions in the year	–	–	–
Investment disposals	(150)	–	(150)
Unrealised (loss) on the revaluation of investments	(375)	(240)	(615)
Fair value at 31 March 2025	**3,873**	**2,583**	**6,456**

Quoted equity investments are classed as Level 1 investments with the unquoted private equity investments being classed as Level 3 investments. Both are valued in line with the accounting policy for investment portfolio assets as described in Note 1. The Company also holds warrants in an unquoted company and which are held at a nil fair value.

11 Trade and other payables

	At 31 March 2025 £'000	At 31 March 2024 £'000
Trade and other payables	4	23
Accruals	47	47
	51	70

12 Share capital

	Number of Ordinary Shares	Nominal Value £'000
Authorised Ordinary Shares		
At 31 March 2024	200,000,000	2,000
At 31 March 2025	200,000,000	2,000
Allotted, issued and fully paid Ordinary Shares		
At 31 March 2024	73,764,035	738
Cancellation of share capital	–	(738)
At 31 March 2025	73,764,035	–

In March 2025 the Directors resolved to reduce the nominal share value of the issued share capital to £1 by cancelling £737,640.35 of that capital and reclassifying it to distributable reserves. The total outstanding number of shares in issue remains unaffected. The capital reorganisation is permitted by Isle of Man Companies Law and was undertaken to increase distributable reserves so as to facilitate the Company's intention to pursue an orderly realisation of its portfolio holdings and subsequent capital distribution to shareholders.

Each Ordinary Share in issue now has a par value of £1 divided by 73,764,035 per share (2024: £0.01). The Ordinary Shares have equal voting and other rights with no guarantee to dividend or other payments.

13 Financial risk & capital management

The Company's activities expose it to a variety of financial risks: market risk (including price risk, interest rate risk and foreign currency risk), custody risk and liquidity risk. The Company's overall risk management programme focusses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

The management of these risks is vested in the Board of Directors. The policies for managing each of these risks are summarised below:

Management of market risk
i) Price risk
The Company is exposed to market price risk in respect of its portfolio investments. The Company mitigates this risk by having established investment appraisal processes and asset monitoring procedures which are subject to overall review by the Board. The Company has in place procedures and levels of authority designated to control the level of commitment to such financial instruments, either in single investments or in aggregate. Details of the Company's investment portfolio are given in note 10 to the financial statements.

Price risk sensitivity
The table below summarises the impact on the Company's profit before taxation for the year and on equity of a 10 per cent. increase or decrease in the price of its investment portfolio.

		2025			2024	
	Quoted £'000	Unquoted £'000	Total £'000	Quoted £'000	Unquoted £'000	Total £'000
Impact of 10% price change						
Portfolio investments	387	258	645	440	282	722
Total	387	258	645	440	282	722

ii) Interest rate risk
As the Company has no borrowings, the risk is limited to the variability of interest received on cash surpluses held. Interest rate risk is managed in accordance with the liquidity requirements of the Company, with minimum appropriate levels of its cash surpluses held within an instant access account, which has a fixed interest rate attributable to it, to ensure that sufficient funds are available to cover operating costs and investment opportunities.

13 Financial risk & capital management – continued

Interest rate sensitivity

The principal impact to the Company is the result of interest-bearing cash and cash equivalent balances. During the year to 31 March 2025, the impact of a 5 per cent. increase or decrease in interest rates would have impacted the result for the year and equity by an immaterial amount as a result of higher/lower interest received on cash and cash receivables. As a result, no sensitivity analysis has been presented.

iii) Foreign currency risk and sensitivity

The Company has no material transactions denominated in foreign currencies and the majority of the Company's assets and liabilities as at 31 March 2025 were denominated in Pounds Sterling (£). The Company does not hedge its foreign exchange exposures but is able to hold any material foreign currency amounts received into the broker account in the base currency for conversion into GBP when desired.

The foreign exchange gain or loss recognised through the income statement for the years ended 31 March 2025 and 31 March 2024 in respect of foreign currency exposure was negligible. Given the immaterial impact any movement in foreign exchange rates would be likely to have on the financial performance and position of the Company, no currency exposure or sensitivity analysis is presented.

Management of Custody risk

Cash deposits and investments, as a general rule, are only placed with banks and financial institutions that have an investment grade rating, which is verified before placing the deposits, or with reputable international brokerages whose oversight, internal control environment and governance structure is deemed appropriate.

	At 31 March 2025 £'000	At 31 March 2024 £'000
Cash on demand – rated A1	38	–
Cash on demand – rated AA	–	102
Other cash receivables – no rating provided*	207	37
Total cash and cash receivables	245	139

* These monies are held on demand with a reputable international brokerage company for which no credit rating is available, see note 9.

The Board continues to assess the strategies for managing custody risk and is satisfied with the existing policies. The maximum financial risk exposure relating to the financial assets is represented by their carrying value, as outlined in the categorisation of financial instruments table below:

	Amortised Cost £'000	Fair value through profit or loss £'000	Total £'000
Cash and cash equivalents	38	–	38
Cash held with brokers	207	–	207
Portfolio Investments	–	6,456	6,456
At 31 March 2025	245	6,456	6,701
Cash and cash equivalents	102	–	102
Cash held with brokers	37	–	37
Portfolio investments	–	7,221	7,221
At 31 March 2024	139	7,221	7,360

The Company does not consider that any changes in the fair value of financial assets in the year are attributable to custody risk. No aged analysis of financial assets is presented as no financial assets are past due at the reporting date.

13 Financial risk & capital management – continued

Management of Liquidity risk

The Company seeks to manage liquidity risk to ensure that sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. The Directors deem there is sufficient liquidity for the foreseeable future. No maturity analysis is presented, as the Directors consider that the Company has sufficient liquidity in its investment portfolio and current assets relative to its financial liabilities such that liquidity risk is not material.

The Company had cash and cash receivables at 31 March of £245,000 (2024: £139,000).

The level of cash and cash receivable balances held at the year end is considered to be in excess of the projected administrative expenses for the coming financial year.

Capital Management

The Company monitors the long-term cash flow requirements of the business in order to assess the requirement for changes to the capital structure to meet that objective and to maintain flexibility. The Company considers its capital to consist of issued share capital only. The Board manages the structure of its capital and makes necessary adjustments to accommodate any changes in economic conditions. To maintain or adjust the capital structure, the Board may issue or repurchase shares for cash, pay dividends or raise debt finance. No significant changes were made in the objectives, policies or processes during the year ended 31 March 2025, however, the par value of the issued share capital has reduced in the year as detailed in note 12.

14 Post balance sheet events

No significant events have occurred since 31 March 2025.

15 Related party transactions

Related party transactions with Directors and the key management personnel of the Company are provided on page 7 of the Directors' Report. The key management personnel are considered to be the Directors of the Company.

There were no sales made to related parties (2024: Nil). Purchases and sales from related parties are made at normal market prices and when balances are outstanding at the period end, these are unsecured, interest free and settlement occurs in cash.

During the year to 31 March 2025, accounting and administration fees of £15,000 (FY2024: £15,000) have been charged through the Statement of Comprehensive Income in relation to services provided by Sarossa Plc; a company with the same controlling shareholder as Hardy Plc and for which Michael Bretherton also acts as a director. No amounts were outstanding at the year-end (FY2024: £nil outstanding).

Notice of Annual General Meeting

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

NOTICE IS HEREBY GIVEN that the **2025 ANNUAL GENERAL MEETING** of the Company will be held at Ground Floor, 19-21 Broad St, St Helier, Jersey on Wednesday 17 September 2025 at 11.00 a.m.

Shareholders are welcome to physically attend the AGM. Shareholders wishing to vote by proxy should do so in accordance with the instructions below. All completed Forms of Proxy must arrive not later than 11.00 a.m. on 15 September 2025, being 48 hours before the time of the meeting.

When completing your proxy forms, your attention is drawn to the notes to the forms of proxy.

A. At the Annual General Meeting, the following ordinary business will be transacted:

   The consideration and, if thought fit, passing of the following resolutions which will be proposed as ordinary resolutions:

   1. **THAT** the audited accounts of the Company for the year ended 31 March 2025 and the reports of the Directors and the Auditors and any other document required to be annexed thereto be and they are hereby considered and adopted.

   2. **THAT** Crowe U.K. LLP, London, United Kingdom be and they are hereby re-appointed as Auditors to the Company and that the Directors be and they are hereby authorised to determine their remuneration.

No special business of the Company is to be proposed.

Registered office:

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

By Order of the Board

Christopher Stobart
Company Secretary

Dated 17 July 2025

Notes on entitlement to attend and vote at the Annual General Meeting:

1. A Form of Proxy is enclosed which, to be valid, must be completed and delivered, sent by post to First Names House, Victoria Road, Douglas, Isle of Man, IM2 4DF or to be scanned and e-mailed to ellan.hall@iqeq.com and cc andrew.mellor@iqeq.com together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of such authority). All Forms of Proxy and any power of attorney of other authority must arrive not later than 11.00 a.m. on 15 September 2025, being 48 hours before the time of the meeting.

2. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2006 (Isle of Man), specifies that only those members registered in the register of members as at 11.00 a.m. on 15 September 2025 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjournment meeting) shall be entitled to vote in respect of the Ordinary Shares registered in their name at that time. Changes to entries on the register of members after 11.00 a.m. on 15 September 2025 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to vote at the meeting.