

Hardide Plc (incorporated in England and Wales with registered number 5344714)

# Notice of Annual General Meeting

This document is important and requires your immediate attention. If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all of your shares in Hardide plc, please forward this document, together with the accompanying documents, 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.

## Part 1 Letter from the Chairman

12 December 2014

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 (“AGM”), which is to be held on 9 February 2015 at the premises of finnCap at 60 New Broad Street, London, EC2M 1JJ commencing at 11.30am.

The business to be transacted at the AGM includes the following ordinary business: receiving the financial statements of the Company for the financial year ended 30 September 2014 and the reports of the directors and the auditor thereon, re-electing Mr Davenport and Mr Boyce who retire as directors. 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 £444,893, as set out in resolution 6 in the notice of AGM.

There is one item of special business to be transacted at the AGM, namely: to disapply pre-emption rights in respect of certain allotments set out in resolution 7.

### **Recommendation**

The directors of the Company consider that all the proposals to be considered at the Annual General Meeting are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings.

Yours sincerely

R J Goddard

*Chairman*

## Part 2 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Hardide plc will be held at 60 New Broad Street, London, EC2M 1JJ at 11.30am on 9 February 2015 at 11.30 am to transact the following business of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

### Ordinary Business

- Resolution 1 To receive and adopt the financial statements of the Company for the financial year ended 30 September 2014 and the reports of the directors and auditor thereon
- Resolution 2 To re-elect Mr P N Davenport, who retires by rotation under the Articles of Association
- Resolution 3 To re-elect Mr A R Boyce, who retires by rotation under the Articles of Association
- Resolution 4 To re-appoint Critchleys LLP as auditor of the Company
- Resolution 5 To authorise the directors to determine the auditor's remuneration
- Resolution 6 To resolve that in substitution for any existing authority the directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of the Act) up to a nominal amount of £444,893 representing approximately one third of the nominal value of the issued ordinary share capital of the Company; and further, unless previously renewed, revoked or varied by the company in general meeting, this authority shall expire 15 months after the date of the passing of this resolution or, if earlier at the conclusion of the next Annual General Meeting of the Company except that the Company may at any time before the expiry of this authority, make any offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

### Special Business

- Resolution 7 That subject to and conditional on the passing of Resolution 6 above, the directors be and are hereby generally empowered pursuant to section 570 (1) of the Act to allot equity securities (within the meaning of section 560 (1) of the Act) of the Company pursuant to the authority conferred by Resolution 6 above as if section 561 (1) of the Act did not apply to any such allotment provided that this authority shall be limited to:

- (a) The grant of options over Ordinary Shares of £0.001p each in the capital of the Company representing up to 15 per cent of the issued ordinary share capital of the Company;
- (b) The allotment of equity securities up to an aggregate nominal amount of £200,202 being approximately 15 per cent of the issued ordinary share capital of the Company at the date hereof

Provided that in each case this power shall expire unless previously renewed, revoked or varied by the Company in general meeting 15 months after the date of the passing of this resolution or, if earlier at the conclusion of the next Annual General Meeting of the Company except that the Company may at any time before the expiry of this authority make any offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the directors may allot equity securities and / or sell equity securities held as treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

P N Davenport  
Company Secretary  
12 December 2014

Registered office & head office: 11 Wedgwood Road, Bicester, Oxon OX26 4UL

# 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 registered on the Company's register of members at:

11.30 am on 05 February 2015; or,

if this Meeting is adjourned, at 11.30 am on the day two days prior to the adjourned meeting,

shall be entitled 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, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should 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 the notes to the proxy form.
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 Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy 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 Chairman) 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. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, you should contact the Company's registrar, Share Registrars Ltd, Suite E First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.
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 the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the Meeting.

## Appointment of proxy

6. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

To appoint a proxy using the proxy form, the form must be:

completed and signed;

sent or delivered to Share Registrars Ltd ("the Registrar") at Share Registrars Ltd, Suite E First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL and received by the Registrar no later than 11.30 am on 05 February 2015.

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 an 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 time 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, Suite E First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL.

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 using the following method:

By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Share Registrars Ltd, Suite E First Floor, 9 Lion and Lamb Yard, Farnham, Surrey GU9 7LL. 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 an 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 be included with the revocation notice.

The revocation notice must be received by the Registrar no later than 11.30 am on 05 February 2015.

If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

### **Issued shares and total voting rights**

10. As at 5.00 pm on 14 November 2014, the Company's issued share capital comprised 1,334,678,304 ordinary shares of £0.001p 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 pm on 14 November 2014 is 1,334,678,304.

### **Documents on display**

11. Copies of the service contracts and letters of appointment of the directors of the Company will be available for at least 15 minutes prior to the Meeting and during the Meeting.