

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 about its contents and/or the 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 are resident in the United Kingdom or, if not, 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.

Part 1 Letter from the Chairman

20 January 2017

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 20 February 2017 at the offices 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 2016 and the reports of the directors and the auditor thereon, and re-electing Mr Goddard and Dr Zhuk 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 £511,635, as set out in resolution 6 in the notice of AGM.

There are two items of special business to be transacted at the AGM, namely: to remove now redundant legacy references to authorised share capital contained in the Company’s Memorandum and Articles of Association (although directors will still be limited as to the number of shares they can at any time allot without shareholder approval) and, in that regard, to disapply pre-emption rights in respect of allotments of the nature set out in resolution 8.

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 proposed resolutions as they intend to do in respect of their own beneficial holdings representing, in aggregate, approximately 1.3% of the Company’s issued share capital as at 20 January 2017.

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 ("the Company") will be held at 60 New Broad Street, London EC2M 1JJ on 20 February 2017 at 11.30am for the purposes of considering the following business. Resolutions 1 to 6 (inclusive) will be proposed as ordinary resolutions and resolutions 7 and 8 will be proposed as special resolutions:

Ordinary Business

- Resolution 1 To receive and adopt the financial statements of the Company for the financial year ended 30 September 2016 and the reports of the directors and auditor thereon.
- Resolution 2 To re-elect Mr R J Goddard, who retires by rotation under the Articles of Association.
- Resolution 3 To re-elect Dr Y N Zhuk, 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, but without prejudice to the allotment of any equity securities already made pursuant thereto, 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 (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 £511,635, representing approximately one third of the nominal value of the current issued ordinary share capital of the Company; and further, unless previously renewed, extended, 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 To resolve that the restrictions imposed on, and all references to, the authorised share capital of the Company contained in its Memorandum and Articles of Association are each revoked and deleted.
- Resolution 8 Subject to and conditional on the passing of resolution 6 above, to generally empower the directors pursuant to section 570 of the Act to allot equity securities (within the meaning of 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 any such allotment provided that this authority 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 treasury shares, 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 of options over ordinary shares in the Company representing up to 15 per cent of its issued ordinary share capital; 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 £230,236 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, unless previously renewed, extended, revoked or varied by the Company in general meeting, 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 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 offer or agreement as if the power conferred by this resolution had not expired.

By order of the Board

P N Davenport
Company Secretary
20 January 2017

Registered & 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 (a) 11.30 am on 16 February 2017; or (b) if the 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 in respect of the number of shares registered in their name at that time.

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 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.
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 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 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 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 properly put before the meeting.
6. The notes to the proxy form explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the proxy form, the form must be completed and signed and sent or delivered to Share Registrars Ltd ("the Registrar") at Share Registrars Ltd, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR so as to be received by the Registrar no later than 11.30 am on 16 February 2017. 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 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, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR. 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, The Courtyard, 17 West Street, Farnham, Surrey GU9 7DR 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 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 also be included with the revocation notice and the revocation notice must be received by the Registrar no later than 11.30 am on 16 February 2017. 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. 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.

Issued shares and total voting rights

10. As at 5.00 pm on 20 January 2017, the Company's issued ordinary share capital comprised 1,534,906,304 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 20 January 2017 is 1,534,906,304. There are no ordinary shares held by the Company in treasury.

Documents on display

11. Copies of the service contracts and letters of appointment of the directors of the Company 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.