

11 February 2025

Dear HL Colleague

**Communication to holders of FUP Awards
in connection with the Acquisition of HL**

1. Why are we writing to you?

We are writing to explain how the proposed acquisition of Hargreaves Lansdown plc (*HL*) by Harp Bidco Limited (*Bidco*) (the *Acquisition*) will affect the awards granted to you over notional HL fund units that you hold under the Hargreaves Lansdown plc HLFM Deferred Fund Unit Plan (the *FUP Awards* and the *FUP* respectively).

This communication describes legal processes and therefore is unavoidably “technical” in nature. The Glossary at Appendix 1 is intended to help you understand some of the terms that are used in this letter. You will also find further information about the Acquisition in the Scheme Document which is available on the HL website at www.hl.co.uk/investor-relations/offer. A copy of this communication will also be available to view on HL’s website at www.hl.co.uk/investor-relations/offer.

Unless otherwise defined, terms defined in the Scheme Document shall have the same meanings in this letter.

ACTION REQUIRED: You will need to confirm your acceptance of the continuation of your FUP Awards on revised terms via Sharehub. This will not happen automatically.

In order to comply with mandatory regulatory requirements, your FUP Awards will not vest early in connection with the Scheme but will instead continue and vest on the original timeline(s). Please confirm your acceptance via Sharehub at <https://hl.sharehub.uk/> (for current employees) or <https://hl.sharehub.uk/Account/LogOn/> (for leavers) by 5pm on 4 March 2025 at the latest.

2. The Acquisition

The Acquisition will be implemented by way of a court process known as a scheme of arrangement (the *Scheme*). The Scheme is a procedure that requires both the approval of HL Shareholders, which was obtained at shareholder meetings held on 14 October 2024, and sanction (i.e. approval) of the scheme by the Court, which is currently expected to take place in the first quarter of 2025 (the *Court Sanction Date*). It is currently expected that the Scheme will become effective in the first quarter of 2025 (the *Effective Date*) and at this time HL will become owned by Bidco. These dates could, however, be subject to change as they are dependent on when certain regulatory approvals are received (the timing of which is not currently known).

The terms of the Acquisition are set out in full in the Scheme Document.

3. **A reminder of your FUP Awards**

Details of your FUP Awards are available to view on Sharehub at <https://hl.sharehub.uk/> (for current employees) or <https://hl.sharehub.uk/Account/LogOn/> (for leavers).

4. **How will the Acquisition affect your FUP Awards?**

You are, or were at the relevant time, a “material risk taker” for regulatory purposes. Therefore, in order to comply with regulatory requirements under the Investment Firms Prudential Regime / Alternative Investment Fund Managers Directive, your FUP Awards will not vest early in connection with the Scheme but will instead continue but with slightly amended terms.

Your FUP Awards will be over the same notional fund units, will vest on the same vesting date(s), and will remain subject to any applicable deferral period and malus and clawback requirements. However, your FUP Awards will be amended so that, following the Effective Date, you will not forfeit your FUP Awards if you cease employment (or give or receive notice of termination) with HL prior to vesting and release of your FUP Awards other than in the event of gross misconduct, where you would forfeit your FUP Awards. There is therefore no change for you, other than improved “leaver” terms.

You will need to confirm your acceptance of the rollover of your FUP Awards via Sharehub at <https://hl.sharehub.uk/> (for current employees) or <https://hl.sharehub.uk/Account/LogOn/> (for leavers) at any time between now and 5pm on 4 March 2025.

5. **What happens if I do nothing?**

You will need to accept the rollover of your FUP Awards via Sharehub before 5pm on 4 March 2025. If you do nothing, your FUP Awards will lapse and cease to be of any value.

6. **Leaving HL**

If you were to cease employment with HL for a “good leaver” reason (e.g. injury, ill health, disability, redundancy, retirement or the transfer of your employer) prior to the vesting date for your FUP Awards, you would remain entitled to your FUP Awards in full.

If you were to cease employment (or give or receive notice of termination) with HL prior to vesting and release of your FUP Awards before the Effective Date other than for a “good leaver” reason, your FUP Awards would lapse. However, if you were to leave prior to vesting and release of your FUP Awards but following the Effective Date (following the amendment of your FUP Awards), your FUP Awards would only lapse if you were dismissed for gross misconduct.

7. **What if the Acquisition does not take place?**

If the Acquisition does not happen for whatever reason, your FUP Awards will continue as normal, subject to the FUP Rules (including the existing leaver terms).

8. **What if I participate in other HL share plans?**

If you participate in any other HL share plan, you will receive (and/or may have already received) a separate letter or letters in relation to those awards. Please read those letters carefully.

9. **Further information**

If you have any questions regarding your FUP Awards, please contact Howells via email (HLShareAdmin@sharehub.uk) or telephone (+44 (0)1423 812804) between 9am and 5:30pm. For legal reasons, Howells cannot give any legal, financial or tax advice.

Nothing in this letter or its appendices constitutes financial advice to any holder of HL Shares or options over HL Shares.

If there is a conflict between the information in this letter and appendices, the Scheme Document and the FUP Rules or any relevant legislation, the FUP Rules, Scheme Document and the legislation will prevail.

Yours faithfully,

Hargreaves Lansdown plc

APPENDIX 1 GLOSSARY

Acquisition means the proposed acquisition by Bidco of the entire issued and to be issued share capital of HL, to be implemented by means of the Scheme or should Bidco so elect, and where required, with the Panel's consent (and subject to the terms of the Cooperation Agreement), by means of an Offer and, where the context admits, any subsequent revision, variation, extension or renewal thereof;

Bidco means Harp Bidco Limited, a private limited company incorporated in England and Wales with registered number 15812199;

Court means the High Court of Justice in England and Wales;

Court Sanction Date means the date on which the Court sanctions the Scheme under section 899 of the Companies Act;

Effective Date means the date on which the Acquisition becomes effective in accordance with its terms;

FUP means the Hargreaves Lansdown plc HLFM Deferred Fund Unit Plan, as amended from time to time;

FUP Awards means the outstanding awards over notional fund units under the FUP;

FUP Rules means the rules of the FUP from time to time;

HL means Hargreaves Lansdown plc, a public limited company incorporated in England and Wales with registered number 02122142;

HL Shareholders means holders of HL Shares;

HL Shares means ordinary shares of 0.4 pence each in the capital of HL;

Scheme means the scheme of arrangement in its present form or with or subject to any modification, addition or condition approved or imposed by the Court; and

Scheme Document means the scheme circular published by HL in connection with the Scheme on 6 September 2024.