

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF THAT JURISDICTION.

THIS ANNOUNCEMENT IS NOT AN ANNOUNCEMENT OF A FIRM INTENTION TO MAKE AN OFFER UNDER RULE 2.7 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE 'CODE') AND THERE CAN BE NO CERTAINTY THAT AN OFFER WILL BE MADE, NOR AS TO THE TERMS ON WHICH ANY OFFER WILL BE MADE.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

FOR IMMEDIATE RELEASE

19 July 2024

Hargreaves Lansdown plc ('Hargreaves Lansdown' or 'HL')

EXTENSION OF PUSU DEADLINE

On 18 June 2024, the independent Board of Hargreaves Lansdown^[1] (the 'Board') confirmed the terms of a revised proposal received from a consortium comprising CVC Advisers Limited ('CVC'), Nordic Capital XI Delta, SCSP (acting through its general partner Nordic Capital XI Delta GP SARL) ('Nordic Capital'), and Platinum Ivy B 2018 RSC Limited ('Platinum Ivy'), a wholly-owned subsidiary of Abu Dhabi Investment Authority ('ADIA') managed by the Private Equities investment department of ADIA (together, the 'Consortium'). The announcement stated that the Consortium was required, by no later than 5.00 p.m. (London time) on 19 July 2024 (the 'PUSU Deadline'), to either announce a firm intention to make an offer for Hargreaves Lansdown in accordance with Rule 2.7 of the Code or announce that it does not intend to make an offer, in which case the announcement would be treated as a statement to which Rule 2.8 of the Code applies.

The material elements of the due diligence exercise referenced in Hargreaves Lansdown's announcement dated 18 June 2024 have been concluded. Discussions between Hargreaves Lansdown and the Consortium, as well as the negotiation of definitive transaction documentation, remain ongoing. Therefore, in accordance with Rule 2.6(c) of the Code, the Board of Hargreaves Lansdown has requested, and the Panel has consented to, an extension to the deadline by which the Consortium is required either to announce a firm intention to make an offer for Hargreaves Lansdown in accordance with Rule 2.7 of the Code or to announce that it does not intend to make an offer, until 5.00 p.m. (London time) on 5 August 2024 (the 'Revised PUSU Deadline'). The Revised PUSU Deadline may only be extended with the agreement of Hargreaves Lansdown and the Panel on Takeovers and Mergers in accordance with Rule 2.6(c) of the Code.

There can be no certainty that a firm offer will be made for Hargreaves Lansdown nor as to the terms on which any such firm offer might be made.

A further announcement will be made as and when appropriate.

This announcement is being made without the prior agreement or approval of the Consortium.

Enquiries:

Hargreaves Lansdown

James Found, Head of Investor Relations

Tel: +44 (0) 7970 066 634

Lucy Thomas, Corporate Affairs Director

Tel: +44 (0) 7779 639 460

Fenchurch Advisory Partners (Lead Financial Adviser to HL)

Tel: +44 (0) 20 7382 2222

Kunal Gandhi

Rob Williams
Graham Marchant
Josh Needham

Barclays Bank PLC, acting through its Investment Bank (Joint Financial Adviser and Corporate Broker to HL)

Tel: +44 (0) 20 7623 2323

Alisdair Gayne
Adrian Beidas
Richard Bassingthwaighe
Callum West

Deutsche Numis (Joint Financial Adviser and Corporate Broker to HL) Tel: +44 (0) 20 7260 1000

Charles Farquhar
Daniel Werchola
Derek Shakespeare
Rajesh Iyer

Morgan Stanley & Co. International plc (Special Financial Adviser to the Independent Board of HL)

Gillian Sheldon
Ben Grindley
Adrian Doyle
Nishil Bhagani

Tel: +44 (0) 20 7425 8000

Brunswick (Communications adviser to HL)

Nick Cosgrove
Joanna Donne

Tel: +44 (0) 20 7404 5959

The person responsible for arranging release of this announcement on behalf of HL is Claire Chapman, Group General Counsel and Company Secretary.

Further information

This announcement is not intended to and does not constitute an offer to buy or the solicitation of an offer to subscribe for or sell or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction. The release, publication or distribution of this announcement in whole or in part, directly or indirectly, in, into or from certain jurisdictions may be restricted by law and therefore persons in such jurisdictions should inform themselves about and observe such restrictions.

Fenchurch Advisory Partners LLP ('Fenchurch'), which is authorised and regulated by the FCA, is acting exclusively for Hargreaves Lansdown and no-one else in connection with the possible offer and will not be responsible to anyone other than Hargreaves Lansdown for providing the protections afforded to clients of Fenchurch nor for providing advice in relation to the possible offer or any other matters referred to in this announcement.

Barclays Bank PLC, acting through its Investment Bank, is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting exclusively for Hargreaves Lansdown and no one else in connection with the possible offer and will not be responsible to anyone other than Hargreaves Lansdown for providing the protections afforded to clients of Barclays nor for providing advice in relation to the Possible Offer or any other matter referred to in this announcement.

Numis Securities Limited ('Deutsche Numis'), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is acting exclusively for Hargreaves Lansdown and no one else in connection with the

matters set out in this announcement and will not regard any other person as its client in relation to the matters in this announcement and will not be responsible to anyone other than Hargreaves Lansdown for providing the protections afforded to clients of Deutsche Numis, nor for providing advice in relation to any matter referred to herein. Neither Deutsche Numis nor any of its affiliates (nor any of their respective directors, officers, employees or agents), owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Deutsche Numis in connection with this announcement, any statement contained herein or otherwise.

Morgan Stanley & Co. International plc ("Morgan Stanley") which is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom is acting as special adviser exclusively for the Hargreaves Lansdown Board and no one else in connection with the possible offer. In connection with the possible offer, Morgan Stanley, its affiliates and their respective directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to any person other than Hargreaves Lansdown for providing the protections afforded to clients of Morgan Stanley or for providing advice in connection with the possible offer or any other matter referred to herein.

Dealing disclosure requirements of the Code

Under Rule 8.3(a) of the Code, any person who is interested in 1% or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1% or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified.

You should contact the Panel's Market Surveillance Unit on +44 (0) 20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.

Publication on website

A copy of this announcement will be made available, subject to certain restrictions relating to persons resident in restricted jurisdictions, on Hargreaves Lansdown's website at www.hl.co.uk/investor-relations.co.uk by no later than 12 noon (London time) on 22 July 2024. For the avoidance of doubt, the contents of the website referred to above are not incorporated into and do not form part of this announcement.

[1]

Comprising Hargreaves Lansdown's full Board excluding Peter Hargreaves' shareholder representative, who is a non-independent non-executive director.

This information is provided by RNS, the news service of the London Stock Exchange. RNS is approved by the Financial Conduct Authority to act as a Primary Information Provider in the United Kingdom. Terms and conditions relating to the use and distribution of this information may apply. For further information, please contact rns@seg.com or visit www.ms.com.

RNS may use your IP address to confirm compliance with the terms and conditions, to analyse how you engage with the information contained in this communication, and to share such analysis on an anonymised basis with others as part of our commercial services. For further information about how RNS and the London Stock Exchange use the personal data you provide us, please see our [Privacy Policy](#).

END

OUPUWVKRSBUBAAR