

9th December 2014

Hargreaves Lansdown plc

Directorate Change – Section 430 (2B) Disclosure

Further to the announcement by Hargreaves Lansdown plc (the “Company”) on 5th December 2014, Tracey Taylor will be stepping down from the role of Chief Financial Officer, and as an Executive Director of the Company, with effect from 5th December 2014.

The following information is provided in accordance with section 430 (2B) of the Companies Act 2006:

Tracey Taylor will continue to be employed by the Company until 30 June 2015.

Mrs. Taylor will be on garden leave from 17 February 2015 during which period she will assist the Company with an orderly transition and handover of responsibilities, and will continue to receive her base salary and contractual benefits in full.

Upon cessation of employment, and in line with the Company’s shareholder approved Remuneration Policy and the 12 month notice period in her contract of employment, Mrs. Taylor will be entitled to receive the following remuneration:

- Payment in lieu of salary of £145,833, subject to mitigation provisions.
- Payment in lieu of prescribed benefits of £20,877 comprising life assurance, personal health insurance, outstanding holiday and pension contributions.
- Payment in lieu of any unused holiday entitlement which has been accrued to date.
- A discretionary cash bonus, calculated on a pro-rata basis to reflect the period worked, will be payable in respect of 2014/15. Any payment will be subject to performance and the achievement of a successful handover process. Any bonus will be payable in cash and will not be subject to deferral.

Tracey Taylor will be treated as a good leaver for the purposes of the Company’s Deferred Bonus and Long Term Incentive Plan and the treatment of her outstanding share awards will be as follows:

- *Deferred bonus 2013* – The award of 7,713 shares made in 2013 will be retained until maturity in September 2016. The value of this award based on the closing share price on 5th December 2014 of £9.91, is £76,435.83.
- *Deferred bonus 2013* – The cash award made in 2014 of £117,000 will be retained until maturity in September 2017.

- *Long-term incentive awards* – The following treatment will apply to Mrs. Taylor’s outstanding LTIP awards:
 - *2012 award* – Subject to the achievement of the attached performance conditions, shares will be released at the normal vesting date.
 - *2013 award* – Subject to the achievement of the attached performance conditions, shares will be pro-rated for service completed since the start of the performance period and released at the normal vesting date.
 - *2014 award* – Shares will lapse in full upon cessation of employment.
- *SAYE* – Upon cessation of employment Mrs. Taylor will cease to be eligible for participation in the Company’s SAYE scheme, and her savings to date under the scheme will be returned to her.

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Enquiries:

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