

<p style="text-align: center;"><b>Form 5500</b></p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p><b>Annual Return/Report of Employee Benefit Plan</b></p> <p style="font-size: x-small;">This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).</p> <p>▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; font-weight: bold;">2023</p> <hr/> <p style="font-weight: bold;">This Form is Open to Public Inspection</p>
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**Part I Annual Report Identification Information**  
 For calendar plan year 2023 or fiscal plan year beginning 12/01/2023 and ending 11/30/2024

**A** This return/report is for:  a multiemployer plan  a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.)

a single-employer plan  a DFE (specify) \_\_\_\_\_

**B** This return/report is:  the first return/report  the final return/report

an amended return/report  a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶

**D** Check box if filing under:  Form 5558  automatic extension  the DFVC program

special extension (enter description)

**E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶

**Part II Basic Plan Information—enter all requested information**

<p><b>1a</b> Name of plan <u>HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN</u></p>	<p><b>1b</b> Three-digit plan number (PN) ▶ <u>002</u></p>
<p><b>2a</b> Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>HARDY DIAGNOSTICS</u></p> <p><u>1430 WEST MCCOY LANE</u> <u>SANTA MARIA, CA 93455</u></p>	<p><b>1c</b> Effective date of plan <u>12/01/2011</u></p> <p><b>2b</b> Employer Identification Number (EIN) <u>77-0043660</u></p> <p><b>2c</b> Plan Sponsor's telephone number <u>805-361-2698</u></p> <p><b>2d</b> Business code (see instructions) <u>339110</u></p>

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	09/09/2025	CHRISTOPHER ROGERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
<b>SIGN HERE</b>	Filed with authorized/valid electronic signature.	09/09/2025	CHRISTOPHER ROGERS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
<b>SIGN HERE</b>			
	Signature of DFE	Date	Enter name of individual signing as DFE

<b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor	<b>3b</b> Administrator's EIN	
	<b>3c</b> Administrator's telephone number	
<b>4</b> If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: <b>a</b> Sponsor's name <b>c</b> Plan Name	<b>4b</b> EIN	
	<b>4d</b> PN	
<b>5</b> Total number of participants at the beginning of the plan year	<b>5</b>	670
<b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). <b>a(1)</b> Total number of active participants at the beginning of the plan year ..... <b>a(2)</b> Total number of active participants at the end of the plan year ..... <b>b</b> Retired or separated participants receiving benefits ..... <b>c</b> Other retired or separated participants entitled to future benefits ..... <b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> . ..... <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits ..... <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> . ..... <b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) ..... <b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) ..... <b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	<b>6a(1)</b>	440
	<b>6a(2)</b>	393
	<b>6b</b>	43
	<b>6c</b>	165
	<b>6d</b>	601
	<b>6e</b>	3
	<b>6f</b>	604
	<b>6g(1)</b>	619
<b>6g(2)</b>	603	
<b>6h</b>	27	
<b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	<b>7</b>	

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
2I 2P 2Q 3I

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

<b>9a</b> Plan funding arrangement (check all that apply)	<b>9b</b> Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

<b>a Pension Schedules</b>	<b>b General Schedules</b>
(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)	(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)
(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary	(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)
(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	(3) <input type="checkbox"/> <b>A</b> (Insurance Information) – Number Attached _____
(4) <input type="checkbox"/> <b>DCG</b> (Individual Plan Information) – Number Attached <u>0</u>	(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)
(5) <input type="checkbox"/> <b>MEP</b> (Multiple-Employer Retirement Plan Information)	(5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)
	(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)

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**Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)**

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**11a** If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....  Yes  No

If "Yes" is checked, complete lines 11b and 11c.

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**11b** Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) .....  Yes  No

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**11c** Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

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<b>SCHEDULE C</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Service Provider Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2023</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2023 or fiscal plan year beginning **12/01/2023** and ending **11/30/2024**

<b>A</b> Name of plan <b>HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶	<b>002</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>HARDY DIAGNOSTICS</b>	<b>D</b> Employer Identification Number (EIN) <b>77-0043660</b>	

**Part I Service Provider Information (see instructions)**

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

**a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).....  Yes  No

**b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(a)** Enter name and EIN or address (see instructions)

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**(a)** Enter name and EIN or address (see instructions)

<b>(b)</b> Service Code(s)	<b>(c)</b> Relationship to employer, employee organization, or person known to be a party-in-interest	<b>(d)</b> Enter direct compensation paid by the plan. If none, enter -0-.	<b>(e)</b> Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	<b>(f)</b> Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	<b>(g)</b> Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	<b>(h)</b> Did the service provider give you a formula instead of an amount or estimated amount?
			Yes <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

**Part I Service Provider Information (continued)**

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

<b>(a)</b> Enter service provider name as it appears on line 2	<b>(b)</b> Service Codes (see instructions)	<b>(c)</b> Enter amount of indirect compensation
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation	<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
<b>(a)</b> Enter service provider name as it appears on line 2	<b>(b)</b> Service Codes (see instructions)	<b>(c)</b> Enter amount of indirect compensation
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation	<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
<b>(a)</b> Enter service provider name as it appears on line 2	<b>(b)</b> Service Codes (see instructions)	<b>(c)</b> Enter amount of indirect compensation
<b>(d)</b> Enter name and EIN (address) of source of indirect compensation	<b>(e)</b> Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

<b>(a)</b> Enter name and EIN or address of service provider (see instructions)	<b>(b)</b> Nature of Service Code(s)	<b>(c)</b> Describe the information that the service provider failed or refused to provide

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>a</b> Name:	<b>b</b> EIN:
<b>c</b> Position:	
<b>d</b> Address:	<b>e</b> Telephone:

Explanation:

<b>SCHEDULE H</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Financial Information</b>  This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2023</b>  <b>This Form is Open to Public Inspection</b>
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For calendar plan year 2023 or fiscal plan year beginning <b>12/01/2023</b> and ending <b>11/30/2024</b>	
<b>A</b> Name of plan <b>HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN</b>	<b>B</b> Three-digit plan number (PN) ▶ <b>002</b>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <b>HARDY DIAGNOSTICS</b>	<b>D</b> Employer Identification Number (EIN) <b>77-0043660</b>

<b>Part I</b>	<b>Asset and Liability Statement</b>
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**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

		(a) Beginning of Year	(b) End of Year
<b>a</b> Total noninterest-bearing cash .....	<b>1a</b>		
<b>b</b> Receivables (less allowance for doubtful accounts):			
<b>(1)</b> Employer contributions .....	<b>1b(1)</b>	384178	1481144
<b>(2)</b> Participant contributions .....	<b>1b(2)</b>		
<b>(3)</b> Other .....	<b>1b(3)</b>		46570
<b>c</b> General investments:			
<b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....	<b>1c(1)</b>	337114	279109
<b>(2)</b> U.S. Government securities .....	<b>1c(2)</b>		
<b>(3)</b> Corporate debt instruments (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(3)(A)</b>		
<b>(B)</b> All other .....	<b>1c(3)(B)</b>		
<b>(4)</b> Corporate stocks (other than employer securities):			
<b>(A)</b> Preferred .....	<b>1c(4)(A)</b>		
<b>(B)</b> Common .....	<b>1c(4)(B)</b>	113400000	135000000
<b>(5)</b> Partnership/joint venture interests .....	<b>1c(5)</b>		
<b>(6)</b> Real estate (other than employer real property) .....	<b>1c(6)</b>		
<b>(7)</b> Loans (other than to participants) .....	<b>1c(7)</b>		
<b>(8)</b> Participant loans .....	<b>1c(8)</b>		
<b>(9)</b> Value of interest in common/collective trusts .....	<b>1c(9)</b>		
<b>(10)</b> Value of interest in pooled separate accounts .....	<b>1c(10)</b>		
<b>(11)</b> Value of interest in master trust investment accounts .....	<b>1c(11)</b>		
<b>(12)</b> Value of interest in 103-12 investment entities .....	<b>1c(12)</b>		
<b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....	<b>1c(13)</b>	2792215	1969268
<b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) .....	<b>1c(14)</b>		
<b>(15)</b> Other .....	<b>1c(15)</b>		

<b>1d</b> Employer-related investments:		<b>(a)</b> Beginning of Year	<b>(b)</b> End of Year
(1) Employer securities .....	<b>1d(1)</b>		
(2) Employer real property .....	<b>1d(2)</b>		
<b>e</b> Buildings and other property used in plan operation .....	<b>1e</b>		
<b>f</b> Total assets (add all amounts in lines 1a through 1e) .....	<b>1f</b>	116913507	138776091
<b>Liabilities</b>			
<b>g</b> Benefit claims payable .....	<b>1g</b>		
<b>h</b> Operating payables .....	<b>1h</b>		
<b>i</b> Acquisition indebtedness .....	<b>1i</b>		
<b>j</b> Other liabilities .....	<b>1j</b>	12433958	11885376
<b>k</b> Total liabilities (add all amounts in lines 1g through 1j) .....	<b>1k</b>	12433958	11885376
<b>Net Assets</b>			
<b>l</b> Net assets (subtract line 1k from line 1f) .....	<b>1l</b>	104479549	126890715

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

<b>Income</b>		<b>(a)</b> Amount	<b>(b)</b> Total
<b>a Contributions:</b>			
(1) Received or receivable in cash from: <b>(A)</b> Employers .....	<b>2a(1)(A)</b>	2357163	
<b>(B)</b> Participants .....	<b>2a(1)(B)</b>		
<b>(C)</b> Others (including rollovers) .....	<b>2a(1)(C)</b>		
(2) Noncash contributions .....	<b>2a(2)</b>		
(3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> .....	<b>2a(3)</b>		2357163
<b>b Earnings on investments:</b>			
<b>(1) Interest:</b>			
<b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....	<b>2b(1)(A)</b>		
<b>(B)</b> U.S. Government securities .....	<b>2b(1)(B)</b>		
<b>(C)</b> Corporate debt instruments .....	<b>2b(1)(C)</b>		
<b>(D)</b> Loans (other than to participants) .....	<b>2b(1)(D)</b>		
<b>(E)</b> Participant loans .....	<b>2b(1)(E)</b>		
<b>(F)</b> Other .....	<b>2b(1)(F)</b>		
<b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....	<b>2b(1)(G)</b>		0
<b>(2) Dividends:</b>			
<b>(A)</b> Preferred stock .....	<b>2b(2)(A)</b>		
<b>(B)</b> Common stock .....	<b>2b(2)(B)</b>	76175	
<b>(C)</b> Registered investment company shares (e.g. mutual funds) .....	<b>2b(2)(C)</b>		
<b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....	<b>2b(2)(D)</b>		76175
(3) Rents .....	<b>2b(3)</b>		
<b>(4) Net gain (loss) on sale of assets:</b>			
<b>(A)</b> Aggregate proceeds .....	<b>2b(4)(A)</b>		
<b>(B)</b> Aggregate carrying amount (see instructions) .....	<b>2b(4)(B)</b>		
<b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....	<b>2b(4)(C)</b>		
<b>(5) Unrealized appreciation (depreciation) of assets:</b>			
<b>(A)</b> Real estate .....	<b>2b(5)(A)</b>		
<b>(B)</b> Other .....	<b>2b(5)(B)</b>	22089289	
<b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....	<b>2b(5)(C)</b>		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	<b>2b(6)</b>		
(7) Net investment gain (loss) from pooled separate accounts.....	<b>2b(7)</b>		
(8) Net investment gain (loss) from master trust investment accounts.....	<b>2b(8)</b>		
(9) Net investment gain (loss) from 103-12 investment entities.....	<b>2b(9)</b>		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) .....	<b>2b(10)</b>		
<b>c</b> Other income .....	<b>2c</b>		46570
<b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....	<b>2d</b>		24569197

**Expenses**

<b>e</b> Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers .....	<b>2e(1)</b>	1831416	
(2) To insurance carriers for the provision of benefits.....	<b>2e(2)</b>		
(3) Other.....	<b>2e(3)</b>		
(4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....	<b>2e(4)</b>		1831416
<b>f</b> Corrective distributions (see instructions).....	<b>2f</b>		
<b>g</b> Certain deemed distributions of participant loans (see instructions) .....	<b>2g</b>		
<b>h</b> Interest expense .....	<b>2h</b>		326615
<b>i</b> Administrative expenses:			
(1) Salaries and allowances.....	<b>2i(1)</b>		
(2) Contract administrator fees.....	<b>2i(2)</b>		
(3) Recordkeeping fees.....	<b>2i(3)</b>		
(4) IQPA audit fees.....	<b>2i(4)</b>		
(5) Investment advisory and investment management fees .....	<b>2i(5)</b>		
(6) Bank or trust company trustee/custodial fees .....	<b>2i(6)</b>		
(7) Actuarial fees .....	<b>2i(7)</b>		
(8) Legal fees .....	<b>2i(8)</b>		
(9) Valuation/appraisal fees .....	<b>2i(9)</b>		
(10) Other trustee fees and expenses .....	<b>2i(10)</b>		
(11) Other expenses .....	<b>2i(11)</b>		
(12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....	<b>2i(12)</b>		0
<b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total .....	<b>2j</b>		2158031

**Net Income and Reconciliation**

<b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> .....	<b>2k</b>		22411166
<b>l</b> Transfers of assets:			
(1) To this plan .....	<b>2l(1)</b>		
(2) From this plan .....	<b>2l(2)</b>		

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1)  Unmodified (2)  Qualified (3)  Disclaimer (4)  Adverse

**b** Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1)  DOL Regulation 2520.103-8 (2)  DOL Regulation 2520.103-12(d) (3)  neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **PW PARTNERS, LLC**

(2) EIN: **83-3323563**

**d** The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1)  This form is filed for a CCT, PSA, DCG or MTIA. (2)  It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

**4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
<b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) .....		X	
<b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) .....		X	
<b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....		X	
<b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....		X	
<b>e</b> Was this plan covered by a fidelity bond? .....	X		1000000
<b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....		X	
<b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....		X	
<b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....	X		
<b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.) .....		X	
<b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....		X	
<b>l</b> Has the plan failed to provide any benefit when due under the plan? .....		X	
<b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....		X	
<b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....			

**5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?.....  Yes  No  
If "Yes," enter the amount of any plan assets that reverted to the employer this year \_\_\_\_\_.

**5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

<b>5b(1)</b> Name of plan(s)	<b>5b(2)</b> EIN(s)	<b>5b(3)</b> PN(s)

**5c** Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) .....  Yes  No  Not determined

If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year \_\_\_\_\_.

<b>SCHEDULE R</b> <b>(Form 5500)</b>  <small>Department of the Treasury Internal Revenue Service</small>  <small>Department of Labor Employee Benefits Security Administration</small>  <small>Pension Benefit Guaranty Corporation</small>	<b>Retirement Plan Information</b>  This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).  <b>▶ File as an attachment to Form 5500.</b>	<small>OMB No. 1210-0110</small>  <b>2023</b>  <b>This Form is Open to Public Inspection.</b>
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For calendar plan year 2023 or fiscal plan year beginning 12/01/2023 and ending 11/30/2024

<b>A</b> Name of plan <u>HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN</u>	<b>B</b> Three-digit plan number (PN) ▶	<u>002</u>
<b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 <u>HARDY DIAGNOSTICS</u>	<b>D</b> Employer Identification Number (EIN) <u>77-0043660</u>	

<b>Part I</b>	<b>Distributions</b>
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**All references to distributions relate only to payments of benefits during the plan year.**

<b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
---	---	---

**2** Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):  
 EIN(s): 42-0127290

**Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.**

<b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year .....	3	
--	---	--

<b>Part II</b>	<b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

**4** Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? .....  Yes  No  N/A  
**If the plan is a defined benefit plan, go to line 8.**

**5** If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_  
**If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.**

<b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) .....	6a	
<b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....	6b	
<b>c</b> Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) .....	6c	

**If you completed line 6c, skip lines 8 and 9.**

**7** Will the minimum funding amount reported on line 6c be met by the funding deadline? .....  Yes  No  N/A

**8** If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? .....  Yes  No  N/A

<b>Part III</b>	<b>Amendments</b>
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**9** If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ....  Increase  Decrease  Both  No

<b>Part IV</b>	<b>ESOPs</b> (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

**10** Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....  Yes  No

**11 a** Does the ESOP hold any preferred stock? .....  Yes  No

**b** If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) .....  Yes  No

**12** Does the ESOP hold any stock that is not readily tradable on an established securities market? .....  Yes  No

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. Complete as many entries as needed to report all applicable employers.

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**a** Name of contributing employer \_\_\_\_\_

**b** EIN \_\_\_\_\_ **c** Dollar amount contributed by employer \_\_\_\_\_

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box  and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box  and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure:  Hourly  Weekly  Unit of production  Other (specify): \_\_\_\_\_

**14** Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

<b>a</b> The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment) .....	<b>14a</b>	
<b>b</b> The plan year immediately preceding the current plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) .....	<b>14b</b>	
<b>c</b> The second preceding plan year. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	<b>14c</b>	

**15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

<b>a</b> The corresponding number for the plan year immediately preceding the current plan year .....	<b>15a</b>	
<b>b</b> The corresponding number for the second preceding plan year .....	<b>15b</b>	

**16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

<b>a</b> Enter the number of employers who withdrew during the preceding plan year .....	<b>16a</b>	
<b>b</b> If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers .....	<b>16b</b>	

**17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment.....

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

**18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment.....

**19** If the total number of participants is 1,000 or more, complete lines (a) and (b):

**a** Enter the percentage of plan assets held as:  
 Public Equity: \_\_\_\_\_% Private Equity: \_\_\_\_\_% Investment-Grade Debt and Interest Rate Hedging Assets: \_\_\_\_\_%  
 High-Yield Debt: \_\_\_\_\_% Real Assets: \_\_\_\_\_% Cash or Cash Equivalents: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:  
 0-5 years  5-10 years  10-15 years  15 years or more

**20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

**a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero?  Yes  No

**b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:  
 Yes.  
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.  
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.  
 No. Other. Provide explanation.....

**Part VII IRS Compliance Questions**

**21a** Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?  Yes  No

**21b** If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).  
 Design-based safe harbor method  
 "Prior year" ADP test  
 "Current year" ADP test  
 N/A

**22** If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter \_\_\_/\_\_\_/\_\_\_\_ (MM/DD/YYYY) and the Opinion Letter serial number \_\_\_\_\_.

**HARDY DIAGNOSTICS  
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS  
AND  
SUPPLEMENTAL INFORMATION**

**November 30, 2024 and 2023**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Plan Administrator of  
Hardy Diagnostics Employer Stock Ownership Plan  
Santa Maria, CA

### **Opinion**

We have audited the financial statements of Hardy Diagnostics Employer Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of November 30, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of Hardy Diagnostics Employer Stock Ownership Plan as of November 30, 2024 and 2023, and the changes in its net assets available for benefits for the years ended November 30, 2024 and 2023, in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Hardy Diagnostics Employer Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Hardy Diagnostics Employer Stock Ownership Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Hardy Diagnostics Employer Stock Ownership Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Hardy Diagnostics Employer Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

### **Other Matter—Supplemental Schedule Required by ERISA**

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

**Emphasis of Matter**

As discussed in the footnote to the financial statements, investments amounting to \$135,000,000 and \$113,400,00 of November 30, 2024 and 2023, respectively, have been reported at estimated fair values as determined by independent appraisals which have been reviewed and approved by Plan management. These amounts represent approximately 97% of the total assets as of November 30, 2024 and 2023. Our opinion is not modified with respect to this matter.

A handwritten signature in black ink that reads "Pw Partners, LLC". The letters are cursive and somewhat stylized.

Columbus, Ohio  
August 29, 2025

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

November 30, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
<b>ASSETS</b>						
Investments in sponsor Company common stock at fair value	\$ 67,432,018	\$ 67,567,982	\$ 135,000,000	\$ 52,486,324	\$ 60,913,676	\$ 113,400,000
Exchange traded funds at fair value	1,969,268	-	1,969,268	2,770,870	-	2,770,870
Contributions receivable	1,481,144	-	1,481,144	384,178	-	384,178
Other receivable	46,570	-	46,570	-	-	-
Cash	279,109	-	279,109	358,459	-	358,459
<b>Total assets</b>	<b>\$ 71,208,109</b>	<b>\$ 67,567,982</b>	<b>\$ 138,776,091</b>	<b>\$ 55,999,831</b>	<b>\$ 60,913,676</b>	<b>\$ 116,913,507</b>
<b>LIABILITIES</b>						
Notes payable	\$ -	\$ 11,885,376	\$ 11,885,376	\$ -	\$ 12,433,958	\$ 12,433,958
<b>Total liabilities</b>	<b>-</b>	<b>11,885,376</b>	<b>11,885,376</b>	<b>-</b>	<b>12,433,958</b>	<b>12,433,958</b>
<b>Net Assets Available for Benefits</b>	<b>\$ 71,208,109</b>	<b>\$ 55,682,606</b>	<b>\$ 126,890,715</b>	<b>\$ 55,999,831</b>	<b>\$ 48,479,718</b>	<b>\$ 104,479,549</b>

The accompanying notes are an integral part of the financial statements.

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits

For the years ended November 30, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
<b>ADDITIONS</b>						
Net unrealized appreciation in the fair value of investments	\$ 10,486,684	\$ 11,602,605	\$ 22,089,289	\$ 3,891,067	\$ 5,279,067	\$ 9,170,134
Interest income	76,175	-	76,175	92,652	-	92,652
Contributions	1,481,966	875,197	2,357,163	384,178	875,197	1,259,375
Other income	46,570	-	46,570	-	-	-
Allocation of 36,654 shares of Company stock	4,948,299	-	4,948,299	4,156,571	-	4,156,571
<b>Total additions</b>	<b>17,039,694</b>	<b>12,477,802</b>	<b>29,517,496</b>	<b>8,524,468</b>	<b>6,154,264</b>	<b>14,678,732</b>
<b>DEDUCTIONS</b>						
Benefit payments	1,831,416	-	1,831,416	932,885	-	932,885
Allocation of 36,654 shares of Company stock	-	4,948,299	4,948,299	-	4,156,571	4,156,571
Interest expense	-	326,615	326,615	-	339,472	339,472
<b>Total Deductions</b>	<b>1,831,416</b>	<b>5,274,914</b>	<b>7,106,330</b>	<b>932,885</b>	<b>4,496,043</b>	<b>5,428,928</b>
Net Change in Assets	15,208,278	7,202,888	22,411,166	7,591,583	1,658,221	9,249,804
Net Assets Available for Benefits at Beginning of Year	55,999,831	48,479,718	104,479,549	48,408,248	46,821,497	95,229,745
<b>Net Assets Available for Benefits at End of Year</b>	<b>\$ 71,208,109</b>	<b>\$ 55,682,606</b>	<b>\$ 126,890,715</b>	<b>\$ 55,999,831</b>	<b>\$ 48,479,718</b>	<b>\$ 104,479,549</b>

The accompanying notes are an integral part of the financial statements.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Description**

The following description provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory, defined contribution plan sponsored by Hardy Diagnostics, (the Company) for the benefit of all eligible employees. All such employees are eligible to participate beginning with the Plan year following completion of 1,000 hours of service, and must be at least 18 years of age and employed as of the end of the fiscal year. The Company is closely held and primarily engaged in the manufacturing of culture media and rapid identification kits for microbiological testing in clinical, research, and industrial laboratories.

The Company established the Plan effective as of December 1, 2011. The Plan operates as a leveraged employee stock ownership plan and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the Code). The Plan is administered by an internal ESOP Plan Committee and Trustees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions and Forfeitures

The Company, at the discretion of the Board of Directors, makes contributions to the Plan on an annual basis. The discretionary contribution must be sufficient to meet the Plan's debt service requirements. In addition to the required debt service requirements, the Company made discretionary contributions to the Plan of approximately \$1,482,000 and \$384,000 for the years ended December 30, 2024 and 2023, respectively. Each participant's account is credited with allocations of Hardy Diagnostics stock and forfeitures of terminated participants' nonvested shares based on the participants' covered compensation.

Participant Accounts

Participants must complete at least 1,000 hours of service during the Plan year and be employed by the Company on the last day of the Plan year to share in that year's allocation of Hardy Diagnostics stock and forfeitures. A participant who, during the Plan year, dies, retires at age 65 or later (with 6 or more years of service), or becomes totally disabled may also share in that Plan year's allocation. The allocation of Plan earnings and expenses is based on the participants' account balances as of the end of the year, prior to the current year's allocations.

Vesting

Participants become vested in their allocations 20% each year after two years of service and are fully vested after 6 years of service. Participants with less than two years of service are 0% vested except in the event of the participant's death or total disability, while employed with the Company, in which case they are 100% vested.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Description** (continued)

Forfeitures

Company stock accounts that have been forfeited by participants who have terminated prior to becoming fully vested are allocated to the participants. During 2024 and 2023, participant forfeitures were approximately \$192,000 and \$157,000, respectively.

The Plan purchased employer securities using the proceeds of loans (see Loans Payable footnote for further discussion) and holds the stock in a trust established under the Plan. The borrowings are to be repaid over a period of thirty years. As the Plan made each payment of principal and interest under the loans, an appropriate percentage of stock was allocated to eligible employees' accounts in accordance with the terms of the Plan agreement.

Stock Allocations

The borrowings were collateralized by the unallocated shares of stock held by the Plan. The lender had no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements present separately the net assets of the Plan and changes therein pertaining to:

- (a) the accounts of employees with rights in allocated stock (Allocated) and
- (b) stock not yet allocated to employees serving as collateral for repayment of the loans (Unallocated).

Diversification

Qualified participants are permitted to diversify up to a total 25% of their allocated Hardy Diagnostics common stock into other investments as permitted by the Plan. In the last, or sixth, year in which diversification is available, qualified participants can diversify up to a total of 50% of their allocated Hardy Diagnostics common stock.

Payment of Benefits

Distributions from the Plan are made when participant retires, dies, or otherwise terminates employment with the Company. In-service distributions are permitted provided participants meet eligibility requirements. A terminated participant may elect to leave his or her vested balance with the Plan and withdraw it at a later date if the amount is more than \$3,000. Distributions prior to age 59½ are generally subject to a 10% federal excise tax on the taxable amount. No distributions are made until after the last day of the Plan year in which a distribution request is made.

Put Options

Under federal income tax regulations, the Company stock that is held by the Trust and is not traded on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the current value of the stock. The Company can pay for the purchase with interest in its entirety or over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Description** (continued)

Voting Rights

All Company stock held by the Trust shall be voted by the Trustees in accordance with instructions from the Trustees. Participants and/or their beneficiaries are entitled to direct the Trustees as to the voting of any voting shares of Company stock allocated to their Company stock accounts with respect to any vote required for the approval or disapproval of any corporate merger, recapitalization, reclassification, liquidation, dissolution, sale of business, or other similar transactions as permitted by regulation. In accordance with the Plan document, the Trustees shall vote any unallocated shares held by the Trust as well as any allocated shares for which a participant has failed to give timely voting direction.

**Summary of Significant Accounting Principles**

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Cash

Cash in bank checking accounts, money market accounts, and certificates of deposit are considered to be cash equivalents.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of changes therein during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Net Appreciation in the Fair Value of Investments

Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

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**Notes to Financial Statements**

November 30, 2024 and 2023

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**Investments in Hardy Diagnostics Common Stock**

The Plan's investments are as follows at November 30:

	2023		2024	
	Allocated	Unallocated	Allocated	Unallocated
Sponsor Company Common Stock:				
Number of Shares	462,842	537,158	<b>500,504</b>	<b>499,496</b>
Cost	\$ 8,932,851	\$ 10,367,149	<b>\$ 11,290,014</b>	<b>\$ 8,009,986</b>
Fair Value	\$ 52,486,324	\$ 60,913,676	<b>\$ 67,432,018</b>	<b>\$ 67,567,982</b>

**Fair Value Measurements**

In accordance with U.S. generally accepted accounting principles, the Plan utilizes a fair value hierarchy that prioritizes the inputs for the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.
- Level 2: Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
  - quoted prices for identical or similar assets or liabilities in inactive markets;
  - inputs other than quoted prices that are observable for the asset or liability;
  - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2024 and 2023:

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HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

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**Notes to Financial Statements**

November 30, 2024 and 2023

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**Fair Value Measurements** (continued)

*Sponsor Company Stock:* The fair value of Hardy Diagnostics common stock is estimated annually, as of November 30, based on the results of an independent third-party appraisal performed by a business appraiser selected by the Plan's trustees who are accredited by the American Society of Appraisers. The appraisals are performed using a combination of the income approach (where future cash flow projections are discounted using a market discount rate to their present value) and the market approach (using both the guideline public company method and the guideline transaction method) (Level 3 inputs). Cash flow projections are based upon past performance as identified in unaudited financial statements of the Company and management's projections of the Company's future performance.

Under both approaches, a discount for a lack of marketability is applied because the Company's stock is not readily traded on an organized exchange. The estimated fair value uses a combination of the income approach and the market approach, with the largest consideration placed on the income approach. The historical and projected financial information of the Company is provided to the appraiser by the Company President and Chief Financial Officer who report to the Hardy Diagnostics Board of Directors. The appraiser uses this information in discussions with Company management. The Plan Trustees review, evaluate, and approve the appraiser's methodology, assumptions, and results. The Plan Trustee's review and evaluation includes discussions with the appraiser. The independent appraisal approved by the Plan Trustees is then discussed with the Hardy Diagnostics Board of Directors.

*Exchange Traded Funds:* The fair values of exchange traded funds are determined by obtaining quoted prices on nationally recognized securities exchanges.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of November 30, 2024 and 2023:

	Investments at fair value as of November 30, 2024			
	Level 1	Level 2	Level 3	Total
Company common stock	\$ -	\$ -	\$ 135,000,000	\$ 135,000,000
Exchange traded funds	1,969,268	-	-	1,969,268
Total investments	\$ 1,969,268	\$ -	\$ 135,000,000	\$ 136,969,268
	Investments at fair value as of November 30, 2023			
	Level 1	Level 2	Level 3	Total
Company common stock	\$ -	\$ -	\$ 113,400,000	\$ 113,400,000
Exchange traded funds	2,770,870	-	-	2,770,870
Total investments	\$ 2,770,870	\$ -	\$ 113,400,000	\$ 116,170,870

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HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Fair Value Measurements** (continued)

The following table sets forth a reconciliation of changes in the fair value of financial assets classified as Level 3 in the fair value hierarchy:

	Company Stock
<b>Balance as of November 30, 2023</b>	<b>\$ 113,400,000</b>
Unrealized gain included in net assets	21,600,000
<b>Balance as of November 30, 2024</b>	<b>\$ 135,000,000</b>

**Related Party Transactions**

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. The Plan invests in common stock of the Company, which is considered a party-in-interest investment. The fair value of the investment in the Company's common stock as of November 30, 2024 and 2023 was \$135,000,000 and \$113,400,000, respectively. Management has determined that this party-in-interest transaction with the Plan Sponsor qualified for specific exemptions under the nonexempt transaction regulations.

**Tax Status**

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated October 18, 2016, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (the Code). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operating in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of November 30, 2024 and 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2021.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Risks and Uncertainties**

The Plan's investments consist of the Company's common stock and various exchange traded funds traded on national securities exchanges. These investments are exposed to various risks such as market, liquidity, and credit risks. Market risks include risks associated with global event. Due to the level of these risks and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the value of these securities will occur in the near term. Such changes could materially differ from the amounts reported in the statements of net assets available for benefits and participants individual account balances.

**Loans Payable**

On December 30, 2012, the Plan entered into a Stock Purchase Agreement in which it purchased 700,000 shares of Hardy Diagnostics common stock for \$12,250,000 from the Hardy Family Trust. This transaction was financed through a loan from the Company (Loan 1). The loan, secured by unallocated shares of common stock held by the Plan, is to be repaid over a period of 20 years using annual Company contributions commencing on December 30, 2012. As the Plan makes each payment of loan principal plus interest accrued at 2.40% per annum, shares of stock will be allocated to participant accounts. On August 31, 2015, the Plan entered into a second Stock Purchase Agreement in which it purchased 300,000 shares of Hardy Diagnostics common stock for \$7,050,000 from the Hardy Family Trust. This transaction was financed through a loan from the Company (Loan 2). The loan, secured by unallocated shares of common stock held by the Plan, is to be repaid over a period of 30 years using annual Company contributions commencing on November 30, 2015. The terms of the loan require the Plan to make interest only payments from November 30, 2015 through November 30, 2025 and principal plus interest payments from November 30, 2026 through November 30, 2045. As the Plan makes each payment of loan principal plus interest accrued at 2.80% per annum, shares of stock will be allocated to participant accounts.

The scheduled payments of principal due under the loan are as follows:

2025	\$	561,748
2026		842,982
2027		864,283
2028		886,129
2029		908,528
2030 and thereafter		7,821,706
		<u>\$ 11,885,376</u>

The Plan made debt payments consisting of principal and interest totaling \$875,197 and \$875,197 on November 30, 2024 and 2023, respectively.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Termination**

Although the Company has not expressed any intention to terminate the Plan, it can do so at any time subject to the provisions set forth in ERISA. Should the Plan be terminated, all participant accounts become 100% vested.

**Subsequent Events**

The Plan evaluated subsequent events through August 29, 2025, the date the financial statements were issued.

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN  
EIN: #77-0043660 PLAN: #002

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**

November 30, 2024

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	(d) Cost	Current (e) Value
*	Hardy Diagnostics	\$1 par value, 1,000,000 shares	\$ 19,300,000	\$ 135,000,000
	Cash	Cash	279,109	279,109
	iShares	Silver Trust ETF, 3,697 shares	66,922	103,220
	iShares	Residential and Multisector RE ETF, 1,258 shares	105,936	111,987
	iShares	Floating Rate Note ETF, 4,264 shares	216,718	217,762
	SPDR	Gold Shares ETF, 444 shares	72,262	109,042
	VanEck Vectors	Agribusiness ETF, 4,338 shares	269,160	312,596
	Vanguard	Dividend Appreciation ETF, 1,652 shares	252,497	338,131
	Vanguard	S&P 500 ETF, 762 shares	323,795	421,729
	Vanguard	Small Cap ETF, 459 shares	107,154	119,574
	Vanguard	Small Cap Value, 1,088 shares	215,600	235,227
			<u>\$ 21,209,153</u>	<u>\$ 137,248,377</u>

\* Denotes a party-in-interest

**HARDY DIAGNOSTICS  
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS  
AND  
SUPPLEMENTAL INFORMATION**

**November 30, 2024 and 2023**

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## **INDEPENDENT AUDITOR'S REPORT**

To the Plan Administrator of  
Hardy Diagnostics Employer Stock Ownership Plan  
Santa Maria, CA

### **Opinion**

We have audited the financial statements of Hardy Diagnostics Employer Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of November 30, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of Hardy Diagnostics Employer Stock Ownership Plan as of November 30, 2024 and 2023, and the changes in its net assets available for benefits for the years ended November 30, 2024 and 2023, in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Hardy Diagnostics Employer Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Responsibilities of Management for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Hardy Diagnostics Employer Stock Ownership Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments, administering the plan, and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Hardy Diagnostics Employer Stock Ownership Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Hardy Diagnostics Employer Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

### **Other Matter—Supplemental Schedule Required by ERISA**

The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

**Emphasis of Matter**

As discussed in the footnote to the financial statements, investments amounting to \$135,000,000 and \$113,400,00 of November 30, 2024 and 2023, respectively, have been reported at estimated fair values as determined by independent appraisals which have been reviewed and approved by Plan management. These amounts represent approximately 97% of the total assets as of November 30, 2024 and 2023. Our opinion is not modified with respect to this matter.

A handwritten signature in cursive script that reads "Pw Partners, LLC". The signature is written in dark ink and is positioned above the typed name and date.

Columbus, Ohio  
August 29, 2025

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

November 30, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
<b>ASSETS</b>						
Investments in sponsor Company common stock at fair value	\$ 67,432,018	\$ 67,567,982	\$ 135,000,000	\$ 52,486,324	\$ 60,913,676	\$ 113,400,000
Exchange traded funds at fair value	1,969,268	-	1,969,268	2,770,870	-	2,770,870
Contributions receivable	1,481,144	-	1,481,144	384,178	-	384,178
Other receivable	46,570	-	46,570	-	-	-
Cash	279,109	-	279,109	358,459	-	358,459
<b>Total assets</b>	<b>\$ 71,208,109</b>	<b>\$ 67,567,982</b>	<b>\$ 138,776,091</b>	<b>\$ 55,999,831</b>	<b>\$ 60,913,676</b>	<b>\$ 116,913,507</b>
<b>LIABILITIES</b>						
Notes payable	\$ -	\$ 11,885,376	\$ 11,885,376	\$ -	\$ 12,433,958	\$ 12,433,958
<b>Total liabilities</b>	<b>-</b>	<b>11,885,376</b>	<b>11,885,376</b>	<b>-</b>	<b>12,433,958</b>	<b>12,433,958</b>
<b>Net Assets Available for Benefits</b>	<b>\$ 71,208,109</b>	<b>\$ 55,682,606</b>	<b>\$ 126,890,715</b>	<b>\$ 55,999,831</b>	<b>\$ 48,479,718</b>	<b>\$ 104,479,549</b>

The accompanying notes are an integral part of the financial statements.

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits

For the years ended November 30, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
<b>ADDITIONS</b>						
Net unrealized appreciation in the fair value of investments	\$ 10,486,684	\$ 11,602,605	\$ 22,089,289	\$ 3,891,067	\$ 5,279,067	\$ 9,170,134
Interest income	76,175	-	76,175	92,652	-	92,652
Contributions	1,481,966	875,197	2,357,163	384,178	875,197	1,259,375
Other income	46,570	-	46,570	-	-	-
Allocation of 36,654 shares of Company stock	4,948,299	-	4,948,299	4,156,571	-	4,156,571
<b>Total additions</b>	<b>17,039,694</b>	<b>12,477,802</b>	<b>29,517,496</b>	<b>8,524,468</b>	<b>6,154,264</b>	<b>14,678,732</b>
<b>DEDUCTIONS</b>						
Benefit payments	1,831,416	-	1,831,416	932,885	-	932,885
Allocation of 36,654 shares of Company stock	-	4,948,299	4,948,299	-	4,156,571	4,156,571
Interest expense	-	326,615	326,615	-	339,472	339,472
<b>Total Deductions</b>	<b>1,831,416</b>	<b>5,274,914</b>	<b>7,106,330</b>	<b>932,885</b>	<b>4,496,043</b>	<b>5,428,928</b>
Net Change in Assets	15,208,278	7,202,888	22,411,166	7,591,583	1,658,221	9,249,804
Net Assets Available for Benefits at Beginning of Year	55,999,831	48,479,718	104,479,549	48,408,248	46,821,497	95,229,745
<b>Net Assets Available for Benefits at End of Year</b>	<b>\$ 71,208,109</b>	<b>\$ 55,682,606</b>	<b>\$ 126,890,715</b>	<b>\$ 55,999,831</b>	<b>\$ 48,479,718</b>	<b>\$ 104,479,549</b>

The accompanying notes are an integral part of the financial statements.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Description**

The following description provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a non-contributory, defined contribution plan sponsored by Hardy Diagnostics, (the Company) for the benefit of all eligible employees. All such employees are eligible to participate beginning with the Plan year following completion of 1,000 hours of service, and must be at least 18 years of age and employed as of the end of the fiscal year. The Company is closely held and primarily engaged in the manufacturing of culture media and rapid identification kits for microbiological testing in clinical, research, and industrial laboratories.

The Company established the Plan effective as of December 1, 2011. The Plan operates as a leveraged employee stock ownership plan and is designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code of 1986, as amended (the Code). The Plan is administered by an internal ESOP Plan Committee and Trustees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions and Forfeitures

The Company, at the discretion of the Board of Directors, makes contributions to the Plan on an annual basis. The discretionary contribution must be sufficient to meet the Plan's debt service requirements. In addition to the required debt service requirements, the Company made discretionary contributions to the Plan of approximately \$1,482,000 and \$384,000 for the years ended December 30, 2024 and 2023, respectively. Each participant's account is credited with allocations of Hardy Diagnostics stock and forfeitures of terminated participants' nonvested shares based on the participants' covered compensation.

Participant Accounts

Participants must complete at least 1,000 hours of service during the Plan year and be employed by the Company on the last day of the Plan year to share in that year's allocation of Hardy Diagnostics stock and forfeitures. A participant who, during the Plan year, dies, retires at age 65 or later (with 6 or more years of service), or becomes totally disabled may also share in that Plan year's allocation. The allocation of Plan earnings and expenses is based on the participants' account balances as of the end of the year, prior to the current year's allocations.

Vesting

Participants become vested in their allocations 20% each year after two years of service and are fully vested after 6 years of service. Participants with less than two years of service are 0% vested except in the event of the participant's death or total disability, while employed with the Company, in which case they are 100% vested.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Description** (continued)

Forfeitures

Company stock accounts that have been forfeited by participants who have terminated prior to becoming fully vested are allocated to the participants. During 2024 and 2023, participant forfeitures were approximately \$192,000 and \$157,000, respectively.

The Plan purchased employer securities using the proceeds of loans (see Loans Payable footnote for further discussion) and holds the stock in a trust established under the Plan. The borrowings are to be repaid over a period of thirty years. As the Plan made each payment of principal and interest under the loans, an appropriate percentage of stock was allocated to eligible employees' accounts in accordance with the terms of the Plan agreement.

Stock Allocations

The borrowings were collateralized by the unallocated shares of stock held by the Plan. The lender had no rights against shares once they are allocated under the ESOP. Accordingly, the financial statements present separately the net assets of the Plan and changes therein pertaining to:

- (a) the accounts of employees with rights in allocated stock (Allocated) and
- (b) stock not yet allocated to employees serving as collateral for repayment of the loans (Unallocated).

Diversification

Qualified participants are permitted to diversify up to a total 25% of their allocated Hardy Diagnostics common stock into other investments as permitted by the Plan. In the last, or sixth, year in which diversification is available, qualified participants can diversify up to a total of 50% of their allocated Hardy Diagnostics common stock.

Payment of Benefits

Distributions from the Plan are made when participant retires, dies, or otherwise terminates employment with the Company. In-service distributions are permitted provided participants meet eligibility requirements. A terminated participant may elect to leave his or her vested balance with the Plan and withdraw it at a later date if the amount is more than \$3,000. Distributions prior to age 59½ are generally subject to a 10% federal excise tax on the taxable amount. No distributions are made until after the last day of the Plan year in which a distribution request is made.

Put Options

Under federal income tax regulations, the Company stock that is held by the Trust and is not traded on an established market, or is subject to trading limitations, includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the current value of the stock. The Company can pay for the purchase with interest in its entirety or over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Description** (continued)

Voting Rights

All Company stock held by the Trust shall be voted by the Trustees in accordance with instructions from the Trustees. Participants and/or their beneficiaries are entitled to direct the Trustees as to the voting of any voting shares of Company stock allocated to their Company stock accounts with respect to any vote required for the approval or disapproval of any corporate merger, recapitalization, reclassification, liquidation, dissolution, sale of business, or other similar transactions as permitted by regulation. In accordance with the Plan document, the Trustees shall vote any unallocated shares held by the Trust as well as any allocated shares for which a participant has failed to give timely voting direction.

**Summary of Significant Accounting Principles**

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Cash

Cash in bank checking accounts, money market accounts, and certificates of deposit are considered to be cash equivalents.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, and the reported amounts of changes therein during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Net Appreciation in the Fair Value of Investments

Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

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**Notes to Financial Statements**

November 30, 2024 and 2023

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**Investments in Hardy Diagnostics Common Stock**

The Plan's investments are as follows at November 30:

	2023		2024	
	Allocated	Unallocated	Allocated	Unallocated
Sponsor Company Common Stock:				
Number of Shares	462,842	537,158	<b>500,504</b>	<b>499,496</b>
Cost	\$ 8,932,851	\$ 10,367,149	<b>\$ 11,290,014</b>	<b>\$ 8,009,986</b>
Fair Value	\$ 52,486,324	\$ 60,913,676	<b>\$ 67,432,018</b>	<b>\$ 67,567,982</b>

**Fair Value Measurements**

In accordance with U.S. generally accepted accounting principles, the Plan utilizes a fair value hierarchy that prioritizes the inputs for the valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are as follows:

- Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Company has the ability to access.
- Level 2: Inputs to the valuation methodology include:
- quoted prices for similar assets or liabilities in active markets;
  - quoted prices for identical or similar assets or liabilities in inactive markets;
  - inputs other than quoted prices that are observable for the asset or liability;
  - inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability

- Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at November 30, 2024 and 2023:

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HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

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**Notes to Financial Statements**

November 30, 2024 and 2023

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**Fair Value Measurements** (continued)

*Sponsor Company Stock:* The fair value of Hardy Diagnostics common stock is estimated annually, as of November 30, based on the results of an independent third-party appraisal performed by a business appraiser selected by the Plan's trustees who are accredited by the American Society of Appraisers. The appraisals are performed using a combination of the income approach (where future cash flow projections are discounted using a market discount rate to their present value) and the market approach (using both the guideline public company method and the guideline transaction method) (Level 3 inputs). Cash flow projections are based upon past performance as identified in unaudited financial statements of the Company and management's projections of the Company's future performance.

Under both approaches, a discount for a lack of marketability is applied because the Company's stock is not readily traded on an organized exchange. The estimated fair value uses a combination of the income approach and the market approach, with the largest consideration placed on the income approach. The historical and projected financial information of the Company is provided to the appraiser by the Company President and Chief Financial Officer who report to the Hardy Diagnostics Board of Directors. The appraiser uses this information in discussions with Company management. The Plan Trustees review, evaluate, and approve the appraiser's methodology, assumptions, and results. The Plan Trustee's review and evaluation includes discussions with the appraiser. The independent appraisal approved by the Plan Trustees is then discussed with the Hardy Diagnostics Board of Directors.

*Exchange Traded Funds:* The fair values of exchange traded funds are determined by obtaining quoted prices on nationally recognized securities exchanges.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of November 30, 2024 and 2023:

	Investments at fair value as of November 30, 2024			
	Level 1	Level 2	Level 3	Total
Company common stock	\$ -	\$ -	\$ 135,000,000	\$ 135,000,000
Exchange traded funds	1,969,268	-	-	1,969,268
Total investments	<u>\$ 1,969,268</u>	<u>\$ -</u>	<u>\$ 135,000,000</u>	<u>\$ 136,969,268</u>

  

	Investments at fair value as of November 30, 2023			
	Level 1	Level 2	Level 3	Total
Company common stock	\$ -	\$ -	\$ 113,400,000	\$ 113,400,000
Exchange traded funds	2,770,870	-	-	2,770,870
Total investments	<u>\$ 2,770,870</u>	<u>\$ -</u>	<u>\$ 113,400,000</u>	<u>\$ 116,170,870</u>

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HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Fair Value Measurements** (continued)

The following table sets forth a reconciliation of changes in the fair value of financial assets classified as Level 3 in the fair value hierarchy:

	Company Stock
<b>Balance as of November 30, 2023</b>	<b>\$ 113,400,000</b>
Unrealized gain included in net assets	21,600,000
<b>Balance as of November 30, 2024</b>	<b>\$ 135,000,000</b>

**Related Party Transactions**

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. The Plan invests in common stock of the Company, which is considered a party-in-interest investment. The fair value of the investment in the Company's common stock as of November 30, 2024 and 2023 was \$135,000,000 and \$113,400,000, respectively. Management has determined that this party-in-interest transaction with the Plan Sponsor qualified for specific exemptions under the nonexempt transaction regulations.

**Tax Status**

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated October 18, 2016, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code (the Code). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operating in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax exempt.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of November 30, 2024 and 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2021.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Risks and Uncertainties**

The Plan's investments consist of the Company's common stock and various exchange traded funds traded on national securities exchanges. These investments are exposed to various risks such as market, liquidity, and credit risks. Market risks include risks associated with global event. Due to the level of these risks and the sensitivity of certain fair value estimates to changes in valuation assumptions, it is at least reasonably possible that changes in the value of these securities will occur in the near term. Such changes could materially differ from the amounts reported in the statements of net assets available for benefits and participants individual account balances.

**Loans Payable**

On December 30, 2012, the Plan entered into a Stock Purchase Agreement in which it purchased 700,000 shares of Hardy Diagnostics common stock for \$12,250,000 from the Hardy Family Trust. This transaction was financed through a loan from the Company (Loan 1). The loan, secured by unallocated shares of common stock held by the Plan, is to be repaid over a period of 20 years using annual Company contributions commencing on December 30, 2012. As the Plan makes each payment of loan principal plus interest accrued at 2.40% per annum, shares of stock will be allocated to participant accounts. On August 31, 2015, the Plan entered into a second Stock Purchase Agreement in which it purchased 300,000 shares of Hardy Diagnostics common stock for \$7,050,000 from the Hardy Family Trust. This transaction was financed through a loan from the Company (Loan 2). The loan, secured by unallocated shares of common stock held by the Plan, is to be repaid over a period of 30 years using annual Company contributions commencing on November 30, 2015. The terms of the loan require the Plan to make interest only payments from November 30, 2015 through November 30, 2025 and principal plus interest payments from November 30, 2026 through November 30, 2045. As the Plan makes each payment of loan principal plus interest accrued at 2.80% per annum, shares of stock will be allocated to participant accounts.

The scheduled payments of principal due under the loan are as follows:

2025	\$	561,748
2026		842,982
2027		864,283
2028		886,129
2029		908,528
2030 and thereafter		7,821,706
		<u>\$ 11,885,376</u>

The Plan made debt payments consisting of principal and interest totaling \$875,197 and \$875,197 on November 30, 2024 and 2023, respectively.

**Notes to Financial Statements**

November 30, 2024 and 2023

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**Plan Termination**

Although the Company has not expressed any intention to terminate the Plan, it can do so at any time subject to the provisions set forth in ERISA. Should the Plan be terminated, all participant accounts become 100% vested.

**Subsequent Events**

The Plan evaluated subsequent events through August 29, 2025, the date the financial statements were issued.

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN  
EIN: #77-0043660 PLAN: #002

**Schedule H, Line 4i - Schedule of Assets (Held at End of Year)**

November 30, 2024

(a)	Identity of Issue, Borrower, (b) Lessor or Similar Party	Description of (c) Investment	(d) Cost	Current (e) Value
*	Hardy Diagnostics	\$1 par value, 1,000,000 shares	\$ 19,300,000	\$ 135,000,000
	Cash	Cash	279,109	279,109
	iShares	Silver Trust ETF, 3,697 shares	66,922	103,220
	iShares	Residential and Multisector RE ETF, 1,258 shares	105,936	111,987
	iShares	Floating Rate Note ETF, 4,264 shares	216,718	217,762
	SPDR	Gold Shares ETF, 444 shares	72,262	109,042
	VanEck Vectors	Agribusiness ETF, 4,338 shares	269,160	312,596
	Vanguard	Dividend Appreciation ETF, 1,652 shares	252,497	338,131
	Vanguard	S&P 500 ETF, 762 shares	323,795	421,729
	Vanguard	Small Cap ETF, 459 shares	107,154	119,574
	Vanguard	Small Cap Value, 1,088 shares	215,600	235,227
			<u>\$ 21,209,153</u>	<u>\$ 137,248,377</u>

\* Denotes a party-in-interest