

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2024 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2024 or fiscal plan year beginning 12/01/2024 and ending 11/30/2025	
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
1a	Name of plan HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN
1b	Three-digit plan number (PN) ▶ 002
1c	Effective date of plan 12/01/2011
2a	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) HARDY DIAGNOSTICS 1430 WEST MCCOY LANE SANTA MARIA, CA 93455
2b	Employer Identification Number (EIN) 77-0043660
2c	Plan Sponsor's telephone number 805-361-2698
2d	Business code (see instructions) 339110

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.

SIGN HERE	Filed with authorized/valid electronic signature.	09/14/2026	CHRISTOPHER ROGERS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/14/2026	CHRISTOPHER ROGERS
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 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: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 639
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6a(1) 427 6a(2) 391 6b 70 6c 160 6d 621 6e 2 6f 623 6g(1) 603 6g(2) 622 6h 23
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached 0
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached _____
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

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

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.

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

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2024
		This Form is Open to Public Inspection.

For calendar plan year 2024 or fiscal plan year beginning 12/01/2024 and ending 11/30/2025

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

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

(b)

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

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

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

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

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

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.

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

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

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2024
		This Form is Open to Public Inspection

For calendar plan year 2024 or fiscal plan year beginning 12/01/2024 and ending 11/30/2025

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

Part I	Asset and Liability Statement		
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.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1481144	1763271
(2) Participant contributions.....	1b(2)		
(3) Other	1b(3)	46570	46570
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	279109	4238355
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	135000000	149000000
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1969268	1350265
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	138776091	156398461
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	11885376	11323627
k Total liabilities (add all amounts in lines 1g through 1j)	1k	11885376	11323627
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	126890715	145074834

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.

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	6638469	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		6638469
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock		2b(2)(A)	
(B) Common stock	2b(2)(B)	39144	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		39144
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds		2b(4)(A)	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate		2b(5)(A)	
(B) Other	2b(5)(B)	14164774	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
			14164774

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		20842387

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2344819	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		2344819
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		313449
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2658268

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		18184119
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

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
a 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.)		☒	
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.)		☒	
c 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.)		☒	
d 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.)		☒	
e Was this plan covered by a fidelity bond?	☒		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g 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?		☒	
h 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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
j 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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
n 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.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) 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 _____.

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation		Retirement Plan Information 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). ▶ File as an attachment to Form 5500.		OMB No. 1210-0110 2024 This Form is Open to Public Inspection.	
For calendar plan year 2024 or fiscal plan year beginning 12/01/2024 and ending 11/30/2025					
A Name of plan HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN				B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 HARDY DIAGNOSTICS				D Employer Identification Number (EIN) 77-0043660	
Part I Distributions					
All references to distributions relate only to payments of benefits during the plan year.					
1 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.					
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year				3	
Part II Funding Information (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.					
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)				6a	
b Enter the amount contributed by the employer to the plan for this plan year				6b	
c 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					
Part III Amendments					
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					
Part IV ESOPs (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					
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.				Schedule R (Form 5500) 2024 v. 240311	

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:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

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:

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year.....

15b

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

a Enter the number of employers who withdrew during the preceding plan year.....

16a

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.....

16b

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, 2023 and 2022

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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, 2023 and 2022, 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, 2023 and 2022, and the changes in its net assets available for benefits for the years ended November 30, 2023 and 2022, 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 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

During the 2023 audit, we audited the adjustment described in the prior period adjustment footnote to the financial statement that was applied to restate the 2022 financial statements. In our opinion, such adjustment is appropriate and has been properly recorded.

As discussed in the footnote to the financial statements, investments amounting to \$113,400,000 and \$104,200,000 of November 30, 2023 and 2022, 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 94% of the total assets as of November 30, 2023 and 2022. Our opinion is not modified with respect to this matter.

A handwritten signature in dark ink that reads "Pw Partners, LLC". The signature is written in a cursive, flowing style.

Columbus, Ohio
September 13, 2024

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

November 30, 2023 and 2022

	2023			2022 - RESTATED		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
Investments in sponsor Company common stock at fair value	\$ 52,486,324	\$ 60,913,676	\$ 113,400,000	\$ 44,408,820	\$ 59,791,180	\$ 104,200,000
Exchange traded funds at fair value	2,770,870	-	2,770,870	3,731,931	-	3,731,931
Contributions receivable	384,178	-	384,178	-	-	-
Cash	358,459	-	358,459	267,497	-	267,497
Total assets	\$ 55,999,831	\$ 60,913,676	\$ 116,913,507	\$ 48,408,248	\$ 59,791,180	\$ 108,199,428
LIABILITIES						
Notes payable	\$ -	\$ 12,433,958	\$ 12,433,958	\$ -	\$ 12,969,683	\$ 12,969,683
Total liabilities	-	12,433,958	12,433,958	-	12,969,683	12,969,683
Net Assets Available for Benefits	\$ 55,999,831	\$ 48,479,718	\$ 104,479,549	\$ 48,408,248	\$ 46,821,497	\$ 95,229,745

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, 2023 and 2022

	2023			2022 - RESTATED		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ADDITIONS						
Net unrealized appreciation in the fair value of investments	\$ 3,891,067	\$ 5,279,067	\$ 9,170,134	\$ 3,774,118	\$ 6,570,928	\$ 10,345,046
Interest income	92,652	-	92,652	63,398	-	63,398
Contributions	384,178	875,197	1,259,375	-	875,197	875,197
Allocation of 36,654 shares of Company stock	4,156,571	-	4,156,571	3,819,347	-	3,819,347
Total Additions	8,524,468	6,154,264	14,678,732	7,656,863	7,446,125	15,102,988
DEDUCTIONS						
Benefit payments	932,885	-	932,885	1,282,585	-	1,282,585
Allocation of 36,654 shares of Company stock	-	4,156,571	4,156,571	-	3,819,347	3,819,347
Interest expense	-	339,472	339,472	-	352,027	352,027
Total Deductions	932,885	4,496,043	5,428,928	1,282,585	4,171,374	5,453,959
Net Change in Assets	7,591,583	1,658,221	9,249,804	6,374,278	3,274,751	9,649,029
Net Assets Available for Benefits - RESTATED at Beginning of Year	48,408,248	46,821,497	95,229,745	42,033,970	43,546,746	85,580,716
Net Assets Available for Benefits at End of Year	\$ 55,999,831	\$ 48,479,718	\$ 104,479,549	\$ 48,408,248	\$ 46,821,497	\$ 95,229,745

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

Notes to Financial Statements

November 30, 2023 and 2022

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 noncontributory, 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. During the years ended November 30, 2023 and 2022, in addition to the required debt service requirements, the Company did not make discretionary contributions to the Plan. 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, 2023 and 2022

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 2023 and 2022, participant forfeitures were approximately \$157,000 and \$110,000, 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 meets 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, 2023 and 2022

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.

Notes to Financial Statements

November 30, 2023 and 2022

Investments in Hardy Diagnostics Common Stock

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

	2022		2023	
	Allocated	Unallocated	Allocated	Unallocated
Sponsor Company Common Stock:				
Number of Shares	426,188	573,812	462,842	537,158
Cost	\$ 8,225,428	\$ 11,074,572	\$ 8,932,851	\$ 10,367,149
Fair Value	\$ 44,408,820	\$ 59,791,180	\$ 52,486,324	\$ 60,913,676

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, 2023 and 2022:

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

November 30, 2023 and 2022

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, 2023 and 2022:

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>
Investments at fair value as of November 30, 2022				
	Level 1	Level 2	Level 3	Total
Company common stock	\$ -	\$ -	\$ 104,200,000	\$ 104,200,000
Exchange traded funds	3,731,931	-	-	3,731,931
Total investments	<u>\$ 3,731,931</u>	<u>\$ -</u>	<u>\$ 104,200,000</u>	<u>\$ 107,931,931</u>

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

November 30, 2023 and 2022

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
Balance as of November 30, 2022	\$ 104,200,000
Unrealized gain included in net assets	9,200,000
Balance as of November 30, 2023	\$ 113,400,000

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, 2023 and 2022 was \$113,400,000 and \$104,200,000, 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, 2023 and 2022, 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 2020.

Notes to Financial Statements

November 30, 2023 and 2022

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 the participants' 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 the participants' accounts.

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

2024	\$	548,582
2025		561,748
2026		842,982
2027		864,283
2028		886,129
2029 and thereafter		8,730,234
		<u>\$ 12,433,958</u>

The Plan made debt payments consisting of principal and interest totaling \$875,197 and \$875,197 on November 30, 2023 and 2022, respectively.

Notes to Financial Statements

November 30, 2023 and 2022

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.

Prior Period Adjustment

During 2023, it was determined that the 2020 cash balance and Company contribution was overstated at December 31, 2020. Accordingly, the 2020 statement of net assets available for benefits and statement of changes in net assets available for benefits were restated to decrease the net assets available for benefits by approximately \$875,197.

Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of November 30, 2022 to the form 5500:

	2022
Net assets available for benefit per financial statements	\$ 95,229,745
Add: prior period adjustment	875,197
Less: rounding adjustment	(1)
Net assets available for benefits per Form 5500	<u>\$ 96,104,941</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements as of November 30, 2023:

	2023
Net increase per financial statements	\$ 9,429,804
Less: prior period adjustment	(875,197)
Add: rounding adjustment	1
Net increase per Form 5500	<u>\$ 8,374,608</u>

Subsequent Events

The Plan evaluated subsequent events through September 13, 2024, 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, 2023

(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	\$ 113,400,000
	Cash	Cash	358,459	358,459
	iShares	Silver Trust ETF, 6,575 shares	113,488	152,079
	iShares	Residential and Multisector RE ETF, 6,031 shares	422,684	407,937
	iShares	Floating rate note ETF, 11,023 shares	560,058	560,630
	SPDR	Gold Shares ETF, 784 shares	127,330	147,980
	VanEck Vectors	Agribusiness ETF, 6,838 shares	420,536	502,388
	Vanguard	Dividend Appreciation ETF, 2,595 shares	386,441	426,956
	Vanguard	S&P 500 ETF, 1,366 shares	274,479	572,900
			<u>\$ 21,963,475</u>	<u>\$ 116,529,329</u>

* Denotes parties in interest

**HARDY DIAGNOSTICS
EMPLOYEE STOCK OWNERSHIP PLAN**

**FINANCIAL STATEMENTS
AND
SUPPLEMENTAL INFORMATION**

November 30, 2023 and 2022

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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, 2023 and 2022, 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, 2023 and 2022, and the changes in its net assets available for benefits for the years ended November 30, 2023 and 2022, 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 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

During the 2023 audit, we audited the adjustment described in the prior period adjustment footnote to the financial statement that was applied to restate the 2022 financial statements. In our opinion, such adjustment is appropriate and has been properly recorded.

As discussed in the footnote to the financial statements, investments amounting to \$113,400,000 and \$104,200,000 of November 30, 2023 and 2022, 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 94% of the total assets as of November 30, 2023 and 2022. Our opinion is not modified with respect to this matter.

A handwritten signature in dark ink that reads "Pw Partners, LLC". The "Pw" is written in a large, stylized cursive font, followed by "Partners, LLC" in a smaller, more standard cursive script.

Columbus, Ohio
September 13, 2024

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

November 30, 2023 and 2022

	2023			2022 - RESTATED		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ASSETS						
Investments in sponsor Company common stock at fair value	\$ 52,486,324	\$ 60,913,676	\$ 113,400,000	\$ 44,408,820	\$ 59,791,180	\$ 104,200,000
Exchange traded funds at fair value	2,770,870	-	2,770,870	3,731,931	-	3,731,931
Contributions receivable	384,178	-	384,178	-	-	-
Cash	358,459	-	358,459	267,497	-	267,497
Total assets	\$ 55,999,831	\$ 60,913,676	\$ 116,913,507	\$ 48,408,248	\$ 59,791,180	\$ 108,199,428
LIABILITIES						
Notes payable	\$ -	\$ 12,433,958	\$ 12,433,958	\$ -	\$ 12,969,683	\$ 12,969,683
Total liabilities	-	12,433,958	12,433,958	-	12,969,683	12,969,683
Net Assets Available for Benefits	\$ 55,999,831	\$ 48,479,718	\$ 104,479,549	\$ 48,408,248	\$ 46,821,497	\$ 95,229,745

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, 2023 and 2022

	2023			2022 - RESTATED		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ADDITIONS						
Net unrealized appreciation in the fair value of investments	\$ 3,891,067	\$ 5,279,067	\$ 9,170,134	\$ 3,774,118	\$ 6,570,928	\$ 10,345,046
Interest income	92,652	-	92,652	63,398	-	63,398
Contributions	384,178	875,197	1,259,375	-	875,197	875,197
Allocation of 36,654 shares of Company stock	4,156,571	-	4,156,571	3,819,347	-	3,819,347
Total Additions	8,524,468	6,154,264	14,678,732	7,656,863	7,446,125	15,102,988
DEDUCTIONS						
Benefit payments	932,885	-	932,885	1,282,585	-	1,282,585
Allocation of 36,654 shares of Company stock	-	4,156,571	4,156,571	-	3,819,347	3,819,347
Interest expense	-	339,472	339,472	-	352,027	352,027
Total Deductions	932,885	4,496,043	5,428,928	1,282,585	4,171,374	5,453,959
Net Change in Assets	7,591,583	1,658,221	9,249,804	6,374,278	3,274,751	9,649,029
Net Assets Available for Benefits - RESTATED at Beginning of Year	48,408,248	46,821,497	95,229,745	42,033,970	43,546,746	85,580,716
Net Assets Available for Benefits at End of Year	\$ 55,999,831	\$ 48,479,718	\$ 104,479,549	\$ 48,408,248	\$ 46,821,497	\$ 95,229,745

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

Notes to Financial Statements

November 30, 2023 and 2022

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 noncontributory, 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. During the years ended November 30, 2023 and 2022, in addition to the required debt service requirements, the Company did not make discretionary contributions to the Plan. 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, 2023 and 2022

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 2023 and 2022, participant forfeitures were approximately \$157,000 and \$110,000, 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 meets 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, 2023 and 2022

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.

Notes to Financial Statements

November 30, 2023 and 2022

Investments in Hardy Diagnostics Common Stock

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

	2022		2023	
	Allocated	Unallocated	Allocated	Unallocated
Sponsor Company Common Stock:				
Number of Shares	426,188	573,812	462,842	537,158
Cost	\$ 8,225,428	\$ 11,074,572	\$ 8,932,851	\$ 10,367,149
Fair Value	\$ 44,408,820	\$ 59,791,180	\$ 52,486,324	\$ 60,913,676

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, 2023 and 2022:

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

November 30, 2023 and 2022

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, 2023 and 2022:

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>
Investments at fair value as of November 30, 2022				
	Level 1	Level 2	Level 3	Total
Company common stock	\$ -	\$ -	\$ 104,200,000	\$ 104,200,000
Exchange traded funds	3,731,931	-	-	3,731,931
Total investments	<u>\$ 3,731,931</u>	<u>\$ -</u>	<u>\$ 104,200,000</u>	<u>\$ 107,931,931</u>

HARDY DIAGNOSTICS EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

November 30, 2023 and 2022

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
Balance as of November 30, 2022	\$ 104,200,000
Unrealized gain included in net assets	9,200,000
Balance as of November 30, 2023	\$ 113,400,000

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, 2023 and 2022 was \$113,400,000 and \$104,200,000, 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, 2023 and 2022, 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 2020.

Notes to Financial StatementsNovember 30, 2023 and 2022

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 the participants' 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 the participants' accounts.

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

2024	\$	548,582
2025		561,748
2026		842,982
2027		864,283
2028		886,129
2029 and thereafter		8,730,234
		<u>\$ 12,433,958</u>

The Plan made debt payments consisting of principal and interest totaling \$875,197 and \$875,197 on November 30, 2023 and 2022, respectively.

Notes to Financial Statements

November 30, 2023 and 2022

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.

Prior Period Adjustment

During 2023, it was determined that the 2020 cash balance and Company contribution was overstated at December 31, 2020. Accordingly, the 2020 statement of net assets available for benefits and statement of changes in net assets available for benefits were restated to decrease the net assets available for benefits by approximately \$875,197.

Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements as of November 30, 2022 to the form 5500:

	2022
Net assets available for benefit per financial statements	\$ 95,229,745
Add: prior period adjustment	875,197
Less: rounding adjustment	(1)
Net assets available for benefits per Form 5500	<u>\$ 96,104,941</u>

The following is a reconciliation of changes in net assets available for benefits per the financial statements as of November 30, 2023:

	2023
Net increase per financial statements	\$ 9,429,804
Less: prior period adjustment	(875,197)
Add: rounding adjustment	1
Net increase per Form 5500	<u>\$ 8,374,608</u>

Subsequent Events

The Plan evaluated subsequent events through September 13, 2024, 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, 2023

(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	\$ 113,400,000
	Cash	Cash	358,459	358,459
	iShares	Silver Trust ETF, 6,575 shares	113,488	152,079
	iShares	Residential and Multisector RE ETF, 6,031 shares	422,684	407,937
	iShares	Floating rate note ETF, 11,023 shares	560,058	560,630
	SPDR	Gold Shares ETF, 784 shares	127,330	147,980
	VanEck Vectors	Agribusiness ETF, 6,838 shares	420,536	502,388
	Vanguard	Dividend Appreciation ETF, 2,595 shares	386,441	426,956
	Vanguard	S&P 500 ETF, 1,366 shares	274,479	572,900
			<u>\$ 21,963,475</u>	<u>\$ 116,529,329</u>

* Denotes parties in interest