

Diploma PLC
Annual General Meeting FY2020 - 20 January 2021
Summary of Poll Votes Cast

Resolution	Description	For	%	Against	%	Withheld
1	REPORT AND ACCOUNT	102,483,612	99.61	403,596	0.39	381,384
2	FINAL DIVIDEND OF 30P	103,257,297	100.00	128	0.00	11,168
3	RE-ELECT JE NICHOLAS	94,832,637	92.15	8,074,262	7.85	361,693
4	RE-ELECT JD THOMSON	102,692,270	99.46	562,505	0.54	13,818
5	ELECT B GIBBES	102,368,032	99.14	886,743	0.86	13,818
6	RE-ELECT AP SMITH	92,957,425	90.46	9,799,358	9.54	511,809
7	RE-ELECT A THORBURN	96,524,568	93.75	6,432,590	6.25	311,435
8	ELECT G HUSE	102,482,460	99.25	772,315	0.75	13,818
9	RE-APPOINT AUDITOR	103,251,691	100.00	3,142	0.00	13,760
10	REMUNERATION OF AUDITORS	103,251,841	100.00	2,992	0.00	13,760
11	REMUNERATION REPORT	55,418,505	54.33	46,588,460	45.67	1,261,627
12	AUTHORITY TO ALLOT SHARES	89,089,451	86.81	13,533,381	13.19	645,761
13 (SR)	DISAPPLICATION OF PRE-EMPTION RIGHTS	103,236,855	99.99	12,680	0.01	19,058
14 (SR)	FURTHER DISAPPLICATION OF PRE-EMPTION RIGHTS	102,981,961	99.74	268,454	0.26	18,177
15 (SR)	AUTHORITY TO MAKE MARKET PURCHASES OF ORDINARY SHARES	102,882,512	99.79	219,298	0.21	166,782
16 (SR)	AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY	103,238,931	100.00	4,176	0.00	25,486
17(SR)	SHORTER PERIOD FOR GENERAL MEETINGS	98,526,037	95.42	4,728,900	4.58	13,656

The Board acknowledge the concerns that some shareholders have expressed in respect of Resolution 11 (the advisory resolution on the Remuneration Report). The Remuneration Committee will continue to engage with shareholders to fully understand their concerns and will consider the full range of feedback. Diploma will publish an update on this engagement, in accordance with the UK Corporate Governance Code, within six months of the AGM.

Notes:

1. A total of 103,257,425 votes were validly cast.
2. The Company's Issued Share Capital ("ISC") is 124,563,515 ordinary shares of 5p each and the proportion of the ISC represented by those votes validly cast is 82.90%.
3. A vote withheld is not a vote in law and is not counted.
4. In accordance with Listing Rule 9.6.1, a copy of the resolutions, other than those concerning ordinary business has been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

J Morrison
Group Company Secretary
20 January 2021