

# DIPLOMA PLC

## NOTICE OF ANNUAL GENERAL MEETING

12.00 midday on Wednesday, 20 January 2021  
Great Hall  
The Charterhouse  
Charterhouse Square, London - EC1M 6AN

### Diploma PLC

Company Number: 3899848

Registered in England and Wales

Registered Office: 12 Charterhouse Square, London EC1M 6AX

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE ACTION TO BE TAKEN YOU SHOULD CONSULT YOUR STOCKBROKER OR OTHER FINANCIAL ADVISOR AUTHORISED UNDER THE FINANCIAL SERVICES AND MARKETS ACT 2000.**

**IF YOU HAVE SOLD OR TRANSFERRED ALL YOUR ORDINARY SHARES IN DIPLOMA PLC PLEASE SEND THIS DOCUMENT AND, WHERE RELEVANT, THE ACCOMPANYING FORM OF PROXY TO THE STOCKBROKER OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.**

## Letter from the Chairman

Dear Shareholder,

The Annual General Meeting of Diploma PLC (the "Company") will be held in the Great Hall, The Charterhouse, Charterhouse Square, London EC1M 6AN on Wednesday, 20 January 2021 at 12.00 midday. As you can see from the Notice of the Annual General Meeting which follows this letter, there are 17 items of business to be discussed.

The Company is planning on allowing shareholders to attend the AGM in person if that is allowed. If, however, it becomes apparent nearer the time that this will not be allowed due to COVID-19 restrictions, the Board may need to make changes to the arrangements for the AGM, including where and how it is conducted. The Company will notify shareholders of any alternative arrangements in advance through the Company's website at [www.diplomapl.com](http://www.diplomapl.com) and, where appropriate, by a Regulatory News Service ("RNS") announcement.

In case shareholders are not allowed to attend in person, shareholders are strongly encouraged to vote by submitting a proxy in advance of the AGM and to appoint the Chairman of the AGM as their proxy (and not a person who may not be permitted to attend the meeting). Details of how to submit a proxy are set out below.

### **Recommendation and Action to be Taken**

The Board is unanimous in its view that the adoption of the resolutions set out in the Notice of Annual General Meeting is in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the resolutions. Each Director intends to vote in favour of the resolutions in respect of his own beneficial holding, which in aggregate amount to 62,657 shares at the date of this letter.

Ordinary shareholders are requested, whether or not they propose to attend the Annual General Meeting, to complete and return the enclosed form of proxy to Computershare Investor Services PLC (The Pavilions, Bridgwater Road, Bristol, BS99 6ZY), so as to arrive as soon as possible, but in any event by no later than 48 hours before the time of the meeting. The lodging of forms of proxy will not prevent ordinary shareholders from attending and voting in person if they so wish.

In line with best practice, all resolutions for consideration at the Meeting will be decided on a poll, rather than on a show of hands. We believe that a poll is the best way of representing the views of as many shareholders as possible in the voting process, including all votes of shareholders who are unable to attend the Meeting, but who appoint a proxy for the Meeting. This means that a shareholder has one vote for every share held.

The results of the poll will be announced through RNS and will be made available on the Company's website as soon as practicable, following the closing of this year's Annual General Meeting.

After nearly eight years on the Board, Charles Packshaw will retire as the Senior Independent Non-executive director at the conclusion of the AGM in January 2021. On behalf of the Board I would like to thank him for his excellent contribution and wise counsel. The Nomination Committee has commenced a search process for a new Non-executive director. A further announcement will be made in due course regarding Charles' successor as Senior Independent Director.

We are asking shareholders to approve the adoption of new Articles of Association. The Company's current Articles have been in place since 2010 and various changes are proposed in line with best practice, including to take account of changes in company law, technology and market practice. An explanation of the principal differences between the current Articles and the new Articles is set out in the Appendix to this document. I look forward to seeing you at the Annual General Meeting and thank you for your continued support.

Yours faithfully

**JE Nicholas**  
Chairman

**4 December 2020**

# Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Diploma PLC will be held at the Great Hall, The Charterhouse, Charterhouse Square, London EC1M 6AN on Wednesday, 20 January 2021 at 12.00 midday, to consider, and if thought fit, approve the following resolutions which will be proposed as Resolutions 1 to 12 (inclusive) as Ordinary Resolutions and Resolutions 13 to 17 as Special Resolutions:

## Ordinary Resolutions

1. THAT the audited Financial Statements for the financial year ended 30 September 2020, together with the Reports of the Directors and Auditor thereon, be received and adopted by members. **(Resolution 1)**
2. THAT a final dividend of 30 pence per ordinary share be declared in respect of the year ended 30 September 2020, payable on 25 January 2021 to ordinary shareholders on the register at the close of business on 27 November 2020. **(Resolution 2)**
3. THAT JE Nicholas, the Chairman of the Company and submitting himself for re-election, be re-elected as a Director. **(Resolution 3)**
4. THAT JD Thomson, the Chief Executive Officer of the Company, and submitting himself for re-election, be re-elected as a Director. **(Resolution 4)**
5. THAT B Gibbes, the Chief Financial Officer of the Company, having been appointed by the Board since the last Annual General Meeting and submitting herself for election, be elected as a Director. **(Resolution 5)**
6. THAT AP Smith, a Non-Executive Director of the Company and submitting himself for re-election, be re-elected as a Director. **(Resolution 6)**
7. THAT A Thorburn, a Non-Executive Director of the Company and submitting herself for re-election, be re-elected as a Director. **(Resolution 7)**
8. THAT G Huse, a Non-Executive Director of the Company, having been appointed by the Board since the last Annual General Meeting and submitting herself for election, be elected as a Director. **(Resolution 8)**
9. THAT PricewaterhouseCoopers LLP be reappointed as Auditor of the Company. **(Resolution 9)**
10. THAT the Directors be authorised to set the remuneration of the Auditor. **(Resolution 10)**
11. THAT the Annual Report on Remuneration for the financial year ended 30 September 2020, set out on pages 62 to 69 of the Annual Report & Accounts 2020, is approved. **(Resolution 11)**
12. THAT the Directors are generally and unconditionally authorised, for the purposes of Section 551 of the Companies Act 2006 (the "Act"), to exercise all the powers of the Company to allot shares in the Company and grant rights to subscribe for, or convert any security into, shares in the Company:
  - (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £2,076,038 (such amount to be reduced by the nominal amount allotted or granted under (b) below in excess of such sum); and
  - (b) comprising equity securities (as defined in Section 560 of the Act) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £4,152,117 (such amount to be reduced by any allotments or grants made under (a) above) in connection with or pursuant to an offer by way of a rights issue in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities), but subject to such exclusions or other arrangements as the Directors may consider necessary or appropriate to deal with fractional entitlements, treasury shares, record dates or legal, regulatory or practical difficulties which may arise under the laws of or the requirements of any regulatory body or stock exchange or in any territory or any other matter whatsoever;

these authorisations to expire at the conclusion of the Annual General Meeting of the Company in 2022 or on 31 March 2022, whichever is the earlier, save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or rights to be granted, after such expiry and the Directors may allot shares, or grant rights to subscribe for or to convert any security into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired. **(Resolution 12)**

## Notice of Annual General Meeting continued

### Special Resolutions

13. THAT subject to the passing of Resolution 12 above the Directors are empowered pursuant to Sections 570 (1) and 573 of the Companies Act 2006 (the "Act") to:

- (a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authority conferred by that resolution; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares ("Treasury Shares") for cash (as detailed in Section 727 of the Act),

as if Section 561 of the Act did not apply to any such allotment or sale, but this power is limited to the allotment of equity securities for cash and the sale of Treasury Shares:

- (i) in connection with or pursuant to an offer or invitation to acquire equity securities (but in the case of the authorisation granted under Resolution 12(b), by way of rights issue only) in favour of holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by such holders on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or desirable in relation to fractional entitlements, Treasury Shares, record dates or legal, regulatory or practical problems arising in, or under the laws of any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (ii) in the case of the authorisation granted under Resolution 13(a) (or in the case of any transfer of Treasury Shares) and otherwise than pursuant to paragraph (i) of this resolution, up to an aggregate nominal amount of £311,409.

This power expires at the conclusion of the Annual General Meeting of the Company to be held in 2022 or on 31 March 2022, whichever is the earlier, save that the Company may, at any time before the expiry of such power make any offer or enter into any agreement which would or might require equity securities to be allotted, or Treasury Shares to be sold, after the expiry of such power and the Directors may allot equity securities or sell Treasury Shares in pursuance of any such offer or agreement as if such power had not expired. **(Resolution 13)**

14. THAT, subject to the passing of Resolutions 12 and 13 above, and in addition to the power given by Resolution 13, the Directors be given power pursuant to Sections 570 (1) and 573 of the Companies Act 2006 (the "Act") to:

- (a) allot equity securities (as defined in Section 560 of the Act) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of Resolution 13; and
- (b) sell ordinary shares (as defined in Section 560(1) of the Act) held by the Company as treasury shares ("Treasury Shares") for cash,

as if Section 561 of the Act did not apply to any such allotment or sale, but this power is:

- (i) limited to the allotment of equity securities for cash and the sale of Treasury Shares, up to an aggregate nominal amount of £311,409; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution decide.

This power expires at the conclusion of the Annual General Meeting of the Company to be held in 2022 or on 31 March 2022, whichever is the earlier, save that the Company may, at any time before the expiry of such power make any offer or enter into any agreement which would or might require equity securities to be allotted, or Treasury Shares to be sold, after the expiry of such power and the Directors may allot equity securities or sell Treasury Shares in pursuance of any such offer or agreement as if such power had not expired. **(Resolution 14)**

15. THAT the Company is generally and unconditionally authorised for the purposes of Section 701 of the Companies Act 2006 (the "Act") to make market purchases (within the meaning of Section 693(4) of the Act) of any of its ordinary shares of 5p each in the capital of the Company on such terms and in such manner as the Directors may from time to time decide, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 12,456,352 representing approximately 10% of the issued ordinary share capital at 3 December 2020;
  - (b) the minimum price which may be paid for each ordinary share is 5p which amount shall be exclusive of expenses, if any;
  - (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
    - (i) an amount equal to 105% of the average of the middle market quotations for the ordinary shares of the Company as derived from the Daily Official List of the London Stock Exchange plc for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased; and
    - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out;
  - (d) unless previously renewed, revoked or varied, this authority expires at the conclusion of the Annual General Meeting in 2022 or on 31 March 2022, whichever is the earlier; and
  - (e) under this authority the Company may make a contract to purchase ordinary shares which would or might be executed wholly or partly after the expiry of this authority and may make purchases of ordinary shares pursuant to it as if this authority had not expired. **(Resolution 15)**
16. THAT with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the Meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association. **(Resolution 16)**
17. THAT the period of notice required for general meetings of the Company (other than Annual General Meetings) shall be not less than 14 clear days' notice. **(Resolution 17)**

By Order of the Board

**J Morrison**  
Group Company Secretary

Diploma PLC  
12 Charterhouse Square  
London EC1M 6AX

Registered in England and Wales No. 3899848

**4 December 2020**

# Explanatory Notes to the Notice

The following notes explain the proposed resolutions set out in the Notice of Annual General Meeting.

## Resolution 1 – Financial Statements

Ordinary Resolution 1 proposes the receipt and adoption of the audited Financial Statements, together with the Reports of the Directors and the independent Auditor for the year ended 30 September 2020.

## Resolution 2 – Final Dividend

The Directors recommend that shareholders declare a final dividend of 30 pence per ordinary share in respect of the year ended 30 September 2020, which, if approved, will be payable on 25 January 2021 to ordinary shareholders on the register at the close of business on 27 November 2020.

## Resolutions 3 to 8 – Election or Re-election of Directors

The Board has decided that all Directors of the Company should retire and stand for election or re-election at each Annual General Meeting. As a consequence, Ordinary Resolutions 3 to 8 deal with the election or re-election of each Director of the Board. Having considered the performance of each of the current Directors standing for election or re-election, the Board has concluded that each Director makes a positive and effective contribution to the Board and demonstrates commitment to the role.

Brief biographical details of all Directors seeking election or re-election are set out below and are given on pages 40 and 41 of the Annual Report & Accounts 2020.

### John Nicholas (Chairman)

Ordinary Resolution 3 deals with the re-election of John Nicholas as a Director of the Board. John joined the Board in June 2013 and was appointed Chairman in January 2015. John was appointed interim Executive Chairman from the end of August 2018 to 25 February 2019, to carry out the role of Chief Executive Officer until the appointment of a permanent Chief Executive Officer. John Nicholas is an experienced non-Executive Director who provides broad business and leadership experience and the Board believes that he demonstrates effectiveness and strong commitment to the Board. John is a Chartered Certified Accountant with a broad range of commercial experience, having been Group Finance Director at Tate & Lyle PLC and Kidde plc. John is currently non-Executive Chairman of Porvair plc.

### Johnny Thomson (Chief Executive Officer)

Ordinary Resolution 4 deals with the re-election of Johnny Thomson as a Director of the Board. Johnny is responsible for the executive management of the Group's business and for the development and execution of the Group's strategy. Prior to joining Diploma, Johnny worked with Compass Group PLC for nine years to the end of 2018, with the last three years as Group Finance Director of Compass Group PLC and a member of the Board of Compass Group PLC. He has also been Regional Managing Director of both Latin America and CAMEA (Central Asia, Middle East & Africa). Johnny began his career at PricewaterhouseCoopers LLP after which he joined Hilton Hotels in a senior executive role. Johnny has lived and worked in Europe, North America, Asia and across Latin America.

### Barbara Gibbs (Chief Financial Officer)

Ordinary Resolution 5 deals with the election of Barbara Gibbs as a Director of the Board. Barbara joined the Company in March 2020 and was appointed Chief Financial Officer in June 2020. Prior to joining the Company, Barbara was the interim Chief Financial Officer at Intu Properties PLC where she gained experience acting at Board level of a large FTSE company and on a number of large corporate transactions. Barbara started her career at Deloitte, where she was a Director, and has held a number of senior finance positions in other listed businesses.

### Andy Smith (Non-Executive Director)

Ordinary Resolution 6 deals with the re-election of Andy Smith as a Director of the Board. Andy joined the Board on 9 February 2015 and is Chairman of the Remuneration Committee and a member of the Audit and Nomination Committees of the Board. Andy is Customer, Retail and Technology Director for Severn Trent plc. Andy is a Mechanical Engineering graduate and has broad operational, P&L and HR experience in a wide range of sectors. He has previously worked in the UK and overseas for global businesses including BP, Mars and Pepsi. He has many years of plc Board level experience having previously served on the Boards of The Boots Company PLC as Group HR Director and Severn Trent PLC as Water Services Director.

### Anne Thorburn (Non-Executive Director)

Ordinary Resolution 7 deals with the re-election of Anne Thorburn as a Director of the Board. Anne joined the Board on 7 September 2015 and was appointed Chairman of the Audit Committee with effect from 17 November 2015. Anne is also a member of the Nomination and Remuneration Committees of the Board. Anne is a member of the Institute of Chartered Accountants in Scotland and has many years of experience gained from Board level finance roles in listed international industrial companies. Anne has served as the Chief Financial Officer at Exova Group plc, having previously served as Group Finance Director at British Polythene Industries PLC. Anne is a non-Executive Director of TT Electronics plc.

### Geraldine Huse (Non-Executive Director)

Ordinary Resolution 8 deals with the election of Geraldine Huse as a Director of the Board. Geraldine joined the Board on 20 January 2020 and is a member of the Audit, Nomination and Remuneration Committees of the Board. Geraldine has 34 years' experience with Procter & Gamble ("P&G") in a range of commercial and general management positions covering markets across Europe, North America and Asia. Geraldine is currently President of P&G Canada with responsibility for 2000 people and retail sales of ca. US\$4bn. Prior to this Geraldine was CEO of P&G, Central Europe, leading the business across 10 markets in the region and championing the use of digital capabilities to deliver step change growth and productivity. Geraldine has served as a member and Chair of the Institute of Grocery Distribution, a research and training charity which sits at the heart of the food and consumer goods industry. Geraldine has a degree in genetics from the University of Aberdeen.

## Resolutions 9 and 10 – Appointment and Remuneration of Auditors

Ordinary Resolution 9 deals with the requirement to appoint an Auditor at every general meeting at which accounts are presented, to hold office until the conclusion of the next such meeting. The Directors, on the recommendation of the Audit Committee, are proposing the reappointment of PricewaterhouseCoopers LLP ("PwC") as the Company's Auditor, PwC having been first appointed in 2018 following a competitive tender.

Ordinary Resolution 10 deals with the standard practice of authorising the Directors to set the Auditor's remuneration.

## Resolution 11 – Directors' Remuneration

Ordinary Resolution 11 deals with Directors' remuneration and seek approval of the Annual Report on Directors' Remuneration during the year under review.

Resolution 11 continues the practice of an annual advisory vote to approve the Annual Report on Directors' Remuneration for the year ended 30 September 2020, which is set out as the Annual Report on Remuneration on pages 62 to 69 of the Annual Report & Accounts 2020.

## Resolution 12 – Authority to Allot Shares

The Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so by shareholders. The previous authority granted by shareholders in respect of the allotment of shares will expire on 15 January 2021. Accordingly, Resolution 12 will be proposed as an Ordinary Resolution. Part (a) of Resolution 12 grants new authority to allot shares and grant rights to subscribe for, or convert any security into, shares up to an aggregate nominal amount of £2,076,038. This amount represents approximately one-third (33.33%) of the total issued ordinary share capital of the Company as at 3 December 2020, the latest practicable date before the publication of the Notice.

In accordance with the institutional guidelines issued by the Investment Association ("IA"), paragraph (b) of Resolution 12 will also authorise Directors to allot, including the ordinary shares referred to in paragraph (a) of Resolution 12, ordinary shares in connection with a pre-emptive offer by way of a rights

issue to ordinary shareholders up to a maximum nominal amount of £4,152,117. This amount represents approximately two-thirds (66.67%) of the Company's existing issued share capital calculated as at 3 December 2020, the latest practicable date before the publication of the Notice. The Directors have no present intention of exercising these authorities.

If given, these authorities will expire at the Annual General Meeting in 2022 or 31 March 2022, whichever is the earlier.

#### **Resolutions 13 and 14 – Disapplication of Pre-Emption Rights**

The Directors require a power from shareholders to allot equity securities or sell treasury shares where they propose to do so for cash and otherwise than to existing shareholders pro rata to their holdings. The previous power granted by shareholders in respect of the disapplication of Pre-Emption Rights will expire on 15 January 2021. Accordingly, Resolution 13 will be proposed as a Special Resolution to grant such a power. Apart from offers or invitations, the authority will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal amount of £311,409 (being 5% of the issued ordinary share capital at 3 December 2020). If given, this authority will expire on the earlier of 31 March 2022 and the conclusion of the Annual General Meeting in 2022. Your Directors will have due regard to institutional guidelines in relation to any exercise of this authority, in particular the requirement for advance consultation with shareholders and explanation before making any non-pre-emptive cash issue pursuant to this resolution which exceeds 7.5% of the Company's issued share capital in any rolling three-year period. The Directors do not have any present intention of exercising this authority but consider it desirable to have the flexibility to use it, if appropriate. Adherence to these guidelines would not preclude issuances under the authority sought under Resolution 14.

The Directors are seeking this year a further power from shareholders to allot equity securities or sell treasury shares for cash otherwise than to existing shareholders pro rata to their holdings, to reflect the Pre-Emption Group most recently published Statement of Principles for the disapplication of pre-emption rights (the "Statement of Principles"). Accordingly, Resolution 14 will be proposed as a special resolution to grant such a power. The power will be limited to the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal value of £311,409 (being 5% of the issued ordinary share capital at 3 December 2020).

#### **Resolution 15 – Authority to Make Market Purchases of Ordinary Shares**

This Resolution will give the Company authority to purchase its own shares in the market up to a limit of 10% of its issued ordinary share capital. The maximum and minimum prices are stated in the resolution. The Directors believe that it is advantageous for the Company to have the flexibility to make market purchases of its own shares. If shares are purchased, they would either be cancelled (and the number of shares in issue would be reduced accordingly) or, subject to the Companies Act 2006 (the "Act"), be retained as treasury shares. The Act enables companies to hold shares repurchased as treasury shares with a view to possible resale at a future date rather than having to cancel them. The Company will consider holding repurchased shares pursuant to the authority conferred by this resolution as treasury shares. This would give the Company the ability to reissue treasury shares quickly and cost effectively and would provide the Company with additional flexibility in the management of its capital base. The Directors will only exercise this authority if they are satisfied that a purchase would result in an increase in expected earnings per share and would be in the interests of shareholders generally. This resolution is to be renewed for the period ending on the earlier of 31 March 2022 and the conclusion of the Annual General Meeting in 2022.

At the date of this letter the Company does not hold any treasury shares.

#### **Resolution 16 – Amendment of Articles of Association of the Company**

This Resolution seeks shareholder approval to adopt the New Articles reflecting developments in company law, technology and market practice since the Company's Articles were last amended in 2010. Due to the nature of the changes, the Company is proposing the adoption of the New Articles rather than amendments to the current Articles. The principal changes being proposed in the New Articles are summarised in Appendix 1 of this Notice.

#### **Resolution 17 – Notice Period for General Meetings**

This Resolution is required under the changes made to the Act to implement the Shareholder Rights Directive. The Act increases the notice period for general meetings of companies such as ours to 21 days, unless certain conditions are met in which case it will be 14 clear days' notice. To ensure that our general meetings (other than Annual General Meetings which will continue to be held on at least 21 clear days' notice) may be held on not less than 14 clear days' notice, one of the conditions needing to be met is that a shareholder resolution reducing the period of notice to not less than 14 clear days has been passed at the immediately preceding Annual General Meeting.

It is intended that this flexibility will only be used for non-routine business where the flexibility is merited by the business of the meeting and it is thought to be in the interests of shareholders generally. The approval will be effective until the Company's next Annual General Meeting.

## Information for Shareholders

### 1. Entitlement to Attend and Vote

Only holders of ordinary shares are entitled to attend and vote at this meeting. Pursuant to the Regulation 41 of the Uncertificated Securities Regulations 2001, entitlement to attend and vote at the meeting and the number of votes which may be cast at the meeting will be decided by reference to the Register of Members of the Company at close of business on the day which is two days before the day of the meeting or, if the meeting is adjourned, to the Register of Members of the Company at close of business on the day which is two days before the day of any adjourned meeting. Changes to entries on the Register of Members after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.

### 2. Poll Voting

In line with best practice, voting at the Annual General Meeting will be on a poll rather than on a show of hands. Each shareholder present at the meeting will be entitled to one vote for every share registered in his or her name and each corporate representative or proxy will be entitled to one vote for each share which he or she represents. Shareholders who vote in advance of the meeting and appoint the Chairman as their proxy, but who attend the meeting in person, need not complete a poll card unless they wish to change their vote. The results of the voting will be announced through RNS and will be published on the Company's website [www.diplomaplc.com](http://www.diplomaplc.com) after the Meeting on Wednesday, 20 January 2021 or as soon as reasonably practicable after the Meeting.

### 3. Appointment of Proxies

A member can appoint another person as his or her proxy to exercise all or any of their rights to attend, to speak and to vote at the meeting. A member may appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him or her. A proxy need not be a member of the Company. To be valid any form of proxy must be received by post or by hand (during normal business hours only) by the Company's Registrars, Computershare Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, or at the electronic address provided in the form of proxy/website, in each case no later than 48 hours before the time of the meeting. If you are a CREST member, see note 4 below.

### 4. CREST Electronic Appointment of Proxies

If you are a member of CREST, you may register the appointment of a proxy by using the CREST electronic proxy appointment service.

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) of it by using the procedures, and to the address, described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)) subject to the Company's Articles of Association. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

For a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK and Ireland specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) by 12.00 midday on Monday, 18 January 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider(s) should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his/her CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service provider(s) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

5. The appointment of a proxy does not prevent a member who so wishes from attending the meeting and voting in person.

### 6. Corporate Representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member if they do not do so in relation to the same shares.

### 7. Nominated Persons

Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may have a right under an agreement between him/her and the member by whom he/she was nominated, to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such right or does not wish to exercise it, he/she may have a right under such an agreement, to give instructions to the member as to the exercise of voting rights. The statement of the rights of the members in relation to the appointment of proxies does not apply to Nominated Persons. Those rights can only be exercised by members of the Company.



#### 8. Documents on Display

Copies of the following documents are available for inspection at the registered office of the Company, 12 Charterhouse Square, London EC1M 6AX during normal business hours on any weekday from the date of this Notice until the close of the Annual General Meeting (Saturdays, Sundays and public holidays excepted) and will be available for inspection at the place of the Annual General Meeting convened for that day from at least 15 minutes before the appointed time for the meeting until the meeting is concluded or adjourned:

- (a) copies of the Executive Directors' service agreements;
- (b) copies of the letters of appointment of Non-Executive Directors; and
- (c) Proposed Articles of Association of Diploma PLC.

#### 9. Electronic Publication

A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at [www.diplomaplc.com](http://www.diplomaplc.com)

#### 10. Electronic Addresses

You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) provided in this Notice (or in any related documents including the Chairman's letter and proxy form) to communicate with the Company for any purposes other than those expressly stated.

#### 11. Shareholders' Right to Ask Questions

Any member attending the Annual General Meeting has the right to ask questions. The Company answer any such question relating to the business being dealt with at the meeting unless: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

#### 12. Audit Concerns

Under Section 527 of the Companies Act 2006 (the "Act"), members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Annual General Meeting; or (ii) any circumstance connected with an auditor of the Company appointed for the financial year beginning on 1 October 2018 ceasing to hold office since the previous meeting at which Annual Report & Accounts were laid in accordance with Section 437 of the Act, (in each case) that the members propose to raise at the Annual General Meeting. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under Section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 of the Act to publish on a website.

#### 13. Shareholder Resolution

Under Section 338 and Section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Annual General Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

#### 14. Issued Share Capital and Total Voting Rights

As at 3 December 2020 the Company's issued share capital consists of 124,563,515 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 December 2020 are 124,563,515, of which 90,640 are held by the Diploma Employee Benefit Trust.

# Appendix 1

## Explanatory notes on the principal changes proposed to the Company's Articles

### General meetings

The New Articles provide that the Company may hold 'hybrid' general meetings (including annual general meetings) to allow members to attend and participate in the business of the meeting by attending a physical location or by attending remotely by means of an electronic facility. Voting at hybrid meetings will, by default, be decided on a poll. Hybrid meetings may be adjourned in the event of a technological failure.

The New Articles allow the Company, where appropriate, to postpone general meetings and/or change the electronic facilities after notice of the meeting has been issued if it considers that holding the meeting would be impractical or unreasonable in the circumstances.

These changes were introduced to provide the Board greater flexibility to align with technological advances, changes in investor sentiment and evolving best practice, particularly in light of the outbreak of COVID-19. In line with the views expressed by the Investment Association and Institutional Shareholder Services, the changes will not permit meetings to be held solely by electronic means, so a physical meeting will still be required. (If Government guidance or health regulations make any form of physical general meeting inadvisable or not allowed, the Company can still use overriding temporary changes to the law to allow virtual only meetings). In deciding whether to hold a hybrid general meeting in future, the Company will have regard to the views of shareholders and institutional governance bodies at the relevant time.

Various other consequential amendments have been made to the New Articles.

### Untraced shareholders

The New Articles amend the position of untraced shareholders. Rather than requiring the Company to take out two newspaper advertisements, the New Articles require the Company to use reasonable efforts to trace the shareholder. These changes reflect best practice and provide the Company with appropriate flexibility when trying to locate untraced shareholders.

### Reappointment of Directors

The New Articles also contain updated provisions relating to the appointment of directors so that these are in line with the requirements of the UK Corporate Governance Code, which recommends that all directors retire (and should they wish to remain in office, seek re-election) at each annual general meeting.

### Vacation of office of directors

The New Articles include further circumstances in which a Director's office may be vacated so that these are in line with market practice.



