

## Diploma PLC

**Annual General Meeting FY2018 - 16 January 2019**

### Summary of Poll Votes Cast

| Resolution | Description                                       | For        | %      | Against    | %     | Withheld |
|------------|---------------------------------------------------|------------|--------|------------|-------|----------|
| 1          | Receive Annual Report & Accounts 2018             | 94,248,557 | 100.00 | 0          | 0.00  | 86,838   |
| 2          | Approve Final Dividend                            | 94,335,395 | 100.00 | 0          | 0.00  | 0        |
| 3          | Re-elect JE Nicholas                              | 88,602,707 | 94.13  | 5,523,586  | 5.87  | 209,101  |
| 4          | Re-elect NP Lingwood                              | 92,756,282 | 98.33  | 1,574,828  | 1.67  | 4,285    |
| 5          | Re-elect CM Packshaw                              | 92,999,228 | 98.59  | 1,331,882  | 1.41  | 4,285    |
| 6          | Re-elect AP Smith                                 | 92,486,091 | 98.05  | 1,839,519  | 1.95  | 9,785    |
| 7          | Re-elect A Thorburn                               | 92,841,101 | 98.42  | 1,490,008  | 1.58  | 4,285    |
| 8          | Re-appoint PricewaterhouseCoopers LLP as Auditor  | 94,328,515 | 100.00 | 4,151      | 0.00  | 2,729    |
| 9          | Authorise Board to Determine Auditor Remuneration | 94,330,595 | 100.00 | 2,071      | 0.00  | 2,729    |
| 10         | Remuneration Report                               | 90,281,418 | 96.10  | 3,663,518  | 3.90  | 390,458  |
| 11         | Authority to Allot Shares                         | 84,018,985 | 89.07  | 10,314,110 | 10.93 | 2,300    |
| 12 (SR)    | Pre-emption Rights                                | 91,680,079 | 97.20  | 2,638,831  | 2.80  | 16,485   |
| 13 (SR)    | Additional Pre-emption rights                     | 90,476,739 | 95.93  | 3,841,170  | 4.07  | 17,485   |
| 14 (SR)    | Authorise Market Purchases                        | 93,721,339 | 99.36  | 600,133    | 0.64  | 13,922   |
| 15 (SR)    | Shorter Notice for General Meetings               | 87,820,875 | 93.09  | 6,514,520  | 6.91  | 0        |

#### Notes:

1. A total of 94,335,395 votes were validly cast, including a total of 250 proxy votes.
2. The Company's Issued Share Capital ("ISC") is 113,239,555 ordinary shares of 5p each and the proportion of the ISC represented by those votes validly cast is 83.30%.
3. A vote withheld is not a vote in law and is not counted.

AJ Gallagher  
**Group Company Secretary**

16 January 2019