

THE COMPANIES ACT 2006

PUBLIC LIMITED COMPANY

DIPLOMA PLC

At the Annual General Meeting of Diploma PLC duly convened and held on 15 January 2020, the following resolutions concerning items other than Ordinary Business, were passed. Resolution numbers 1 and 2 were passed as Ordinary Resolutions and Resolution numbers 2 to 6 were passed as Special Resolutions.

ORDINARY RESOLUTIONS

1. THAT the rules of the Diploma PLC 2020 Performance Share Plan (the "2020 PSP"), produced in draft to this Meeting and for the purposes of identification initialled by the Chairman and the principal terms of which are summarised in this Notice of Annual General Meeting be approved; and the Directors be authorised to:
 - do all things necessary or appropriate to carry the 2020 PSP into effect and to adopt the 2020 PSP; and
 - establish further plans based on the 2020 PSP, or establish schedules to the 2020 PSP, but modified to take account of local tax, exchange control or securities laws in overseas territories provided that any shares made available under such further plans or schedules are treated as counting against the limits on individual and overall participation in the 2020 PSP.
2. THAT the Directors be and are hereby 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 and grant rights to subscribe for, or convert any security into, shares:
 - (a) up to an aggregate nominal amount (within the meaning of Section 551(3) and (6) of the Act) of £1,887,326 (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 £3,774,652 (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 in any territory or any other matter whatsoever;

these authorisations to expire at the conclusion of the Annual General Meeting of the Company in 2021 or on 31 March 2021, 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.

SPECIAL RESOLUTIONS

3. THAT subject to the passing of Resolution 2 above the Directors be and are hereby 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, provided that this power shall be 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 2(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 pursuant to, 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 2(a) above (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 £283,099.

This power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or on 31 March 2021, 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 conferred hereby had not expired.

4. THAT, subject to the passing of Resolutions 2 and 3 above, and in addition to the power given by Resolution 3, 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 2; 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, provided that this power shall be:

- (i) limited to the allotment of equity securities for cash and the sale of Treasury Shares, up to an aggregate nominal amount of £283,099; 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 determine.

This power shall expire at the conclusion of the Annual General Meeting of the Company to be held in 2021 or on 31 March 2021, 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 conferred hereby had not expired.

5. THAT the Company is hereby 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 determine, provided that:
- (a) the maximum number of ordinary shares which may be purchased is 11,323,956 representing approximately 10% of the issued ordinary share capital at 5 December 2019;
 - (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 share is contracted to be purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
 - (d) unless previously renewed, revoked or varied, this authority shall expire at the conclusion of the Annual General Meeting in 2021 or on 31 March 2021, 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.

6. 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.

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Secretary

15 January 2020

Presented by: Diploma PLC
12 Charterhouse Square
London, EC1M 6AX