

No: 3899848

## **THE COMPANIES ACT 2006**

### **PUBLIC LIMITED COMPANY**

#### **DIPLOMA PLC**

At the Annual General Meeting of Diploma PLC duly convened and held on 18 January 2023, the following resolutions concerning items other than Ordinary Business, were passed. Resolution number 1 was passed as an Ordinary Resolution and Resolution numbers 2 to 5 were passed as Special Resolutions.

#### **ORDINARY RESOLUTIONS**

1. 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 £2,077,992 (such amount to be reduced by the nominal amount allotted or granted under paragraph (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 £4,155,985 (such amount to be reduced by any allotments or grants made under paragraph (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, expedient or appropriate to deal with 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.

This authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024 or on 31 March 2024, whichever is the earlier, save that, in each case, the Company may, at any time before such expiry, make any offer or enter into any agreement which would or might require shares to be allotted, or rights to subscribe for or to convert securities into shares to be granted, after the authority expires and the Directors may allot shares or grant such rights in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

#### **SPECIAL RESOLUTIONS**

2. THAT subject to the passing of Resolution 1 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/or
  - (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 1 (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, expedient or appropriate to deal with 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 authority granted under Resolution 2(a) (and/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 £311,699.

This power shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024 or on 31 March 2024, whichever is the earlier, save that, in each case, the Company may, at any time before such expiry, 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 power expires 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.

3. THAT, subject to the passing of Resolutions 1 and 2 above, and in addition to the power given by Resolution 2, the Directors be 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 authorisation conferred by paragraph (a) of Resolution 2; and/or
  - (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, such power to be:
    - (i) limited to the allotment of equity securities for cash and the sale of Treasury Shares, up to an aggregate nominal amount of £311,699; 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 shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024 or on 31 March 2024, whichever is the earlier, save that the Company may, at any time before such expiry 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 power expires 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.

4. 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 5 pence 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 12,467,954 representing 10% of the issued ordinary share capital at 12 December 2022;
  - (b) the minimum price which may be paid for each ordinary share is 5 pence 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 an ordinary share as derived from the London Stock Exchange Daily Official List 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 by the Company in general meeting, this authority shall expire at the conclusion of the next Annual General Meeting of the Company to be held in 2024 or on 31 March 2024, 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.

5. THAT the period of notice required for general meetings of the Company (other than an Annual General Meeting) shall be not less than 14 clear days' notice.

DocuSigned by:

*John Morrison*

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Group Company Secretary

18 January 2023

**Presented by:** Diploma PLC  
10-11 Charterhouse Square  
London, EC1M 6EE