

Diploma PLC

Annual General Meeting FY2017 - 17 January 2018

Summary of Proxy Votes Cast

Resolution	Description	For	%	Against	%	Withheld
1	Receive Annual Report & Accounts 2017	93,294,663	99.95	48,224	0.05	4,578
2	Approve Final Dividend	93,322,241	99.97	25,224	0.03	0
3	Re-elect JE Nicholas	91,036,546	98.72	1,177,556	1.28	1,133,362
4	Re-elect BM Thompson	92,879,519	99.50	465,446	0.50	2,500
5	Re-elect NP Lingwood	92,674,781	99.28	670,184	0.72	2,500
6	Re-elect CM Packshaw	92,930,333	99.56	414,632	0.44	2,500
7	Re-elect AP Smith	92,488,848	99.08	856,117	0.92	2,500
8	Re-elect A Thorburn	92,930,333	99.56	414,632	0.44	2,500
9	Appoint PricewaterhouseCoopers LLP as Auditor	93,342,961	100.00	2,004	0.00	2,500
10	Authorise Board to Determine Auditor Remuneration	93,345,611	100.00	1,854	0.00	0
11	Remuneration Policy	91,393,536	97.92	1,941,428	2.08	12,500
12	Remuneration Report	90,383,863	96.84	2,951,100	3.16	12,500
13	Authority to Allot Shares	89,634,025	96.02	3,710,940	3.98	2,500
14 (SR)	Pre-emption Rights	93,339,874	100.00	924	0.00	6,667
15 (SR)	Additional Pre-emption rights	90,762,092	97.24	2,578,705	2.76	4,167
16 (SR)	Authorise Market Purchases	91,890,998	98.45	1,443,276	1.55	13,190
17 (SR)	Shorter Notice for General Meetings	87,060,064	93.26	6,287,401	6.74	0

Notes:

1. A total of 93,347,465 votes were validly cast, including a total of 247 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 82.43%.
3. A vote withheld is not a vote in law and is not counted.

AJ Gallagher
Group Company Secretary

17 January 2018