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VALUE-ADD SOLUTIONS

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Update on shareholder engagement following 2026 AGM

Following the publication of the voting results at the Company's Annual General Meeting ("AGM") held on 14 January 2026, Diploma is providing this update after engaging with shareholders who voted against Resolution 16 (general disapplication of pre-emption rights) and Resolution 17 (further disapplication of pre-emption rights for acquisitions and specified capital investments) which received 76.26% and 72.62% of votes in favour, respectively.

Following engagement with a range of institutional shareholders, the Board has gained a clear understanding of the concerns that drove the voting outcomes. The principal theme expressed by shareholders was that they did not wish to see further dilution of their existing shareholdings, particularly in circumstances where the additional authority could be used for acquisitions or other capital investments. Shareholders emphasised that whilst they recognised the revised best practice guidelines issued by the Pre-emption Group on disapplication of pre-emption rights, as well as Diploma's track record of disciplined capital allocation, they preferred more conservative issuance authorities at this time, as an institutional policy rather than an issuer-specific approach.

The Board appreciates the constructive feedback provided during this engagement process and reiterates its commitment to maintaining transparent and effective dialogue with all shareholders. A final update will be included in Diploma's 2026 Annual Report and Accounts. The Board will ensure that shareholder views are carefully considered when preparing the authorities to be proposed at the 2027 AGM.