



GROUP POLICY

# Code of Conduct



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# 1 Our Code of Conduct

All of us play an essential role in maintaining an ethical culture at Diploma PLC ("Diploma") and this Code of Conduct is our guide. The Code of Conduct sets out our commitment on how to do business in a fair way, treating everyone – colleagues, customers and other stakeholders with honesty, integrity, and respect. Although our decentralised model means that each business has its own identity and culture, we share core values that inform our actions, decisions, and conduct.

Our purpose is to create, innovate and deliver value-add solutions for a better future and our values:

- Customer Centric | we are driven to add value and help our customers grow
- Do The Right Thing | we are ambitious about delivery value responsibly
- Accountable | we are all empowered to success
- Grow Together | we collaborate to create success and opportunity
- Down to Earth | we are low on ego – our performance speaks for itself

## Who does the Code of Conduct apply to?

Our Code of Conduct applies to the entire Diploma group ("Diploma" or the "Group"), encompassing all directors, officers, and employees of Diploma and its subsidiaries. Please make sure you familiarise yourself with this Code and the policies referred to. Our leadership team is expected to:

- role model behaviour in line with our values and this Code of Conduct,
- communicate those behaviours to others, and
- lead ethically and ensure business practices and processes comply with this Code.

## Communication of the Code

Diploma businesses should ensure that all employees are aware of the Code and sign the Code of Conduct Declaration. Additionally, any third parties acting for or on behalf of Diploma businesses should be made aware of their obligation to comply with the Code.

# 2 Speaking Up

We are committed to conducting business with honesty and integrity, fostering an inclusive environment where individuals feel empowered and secure in speaking up. Like all organisations, we recognise the inherent risk of encountering wrongdoing or inadvertently tolerating misconduct.

We firmly believe that it is the responsibility of every employee to identify and address such situations appropriately. By nurturing a culture of openness, we encourage you to raise any concerns you may have in the workplace. We understand that you may fear potential repercussions, such as victimisation or jeopardising your job security, by reporting such issues. However, we want to reassure you that all colleagues are afforded statutory protection when raising concerns through the proper channels.

Our Group [Whistleblowing Policy](#) is designed to provide you with the opportunity and protection to voice your concerns. Whether you are acting in good faith or even if you happen to be mistaken, your commitment to transparency is valued and protected. The [Whistleblowing Policy](#) and posters provided must be displayed in every place of business, so colleagues are aware of the process.

If there is anything you believe Diploma should be aware of, please utilise the procedure outlined in the [Whistleblowing Policy](#) or use our [Confidential Hotline](#).

## 3 Delivering for our People

### 3.1 Diversity, equity and inclusion

Diploma is an equal opportunities employer with zero tolerance of any form of discrimination due to ethnicity, background, religion, sexual orientation, gender identity, pregnancy and maternity, citizenship, nationality, marital status, or any other protected characteristic.

We comply with and strive to exceed all applicable diversity, equity and inclusion laws, regulations and standards and apply responsible standards where legislation is inadequate or does not exist. We believe that every colleague across the Group – regardless of their position, ethnicity, background, religion, sexual orientation, or gender identity – should be empowered to fulfil their full potential at work.

Colleagues are encouraged to report any incidences of discrimination, bullying or harassment at work. Each of our businesses must have a documented Diversity, Equity & Inclusion Policy that reflects local requirements and includes minimum requirements set out in our Group [Diversity, Equity & Inclusion Policy](#).

If you have any questions, please contact [Group HR](#).

### 3.2 Colleague engagement

Our colleagues have great technical expertise and in-depth knowledge of their customers and markets. Engagement helps us to retain that talent and nurture the unique culture that binds us.

We survey colleagues across the group annually and continue strengthening communication ties and ensure colleagues have access to the learning and progression opportunities that come with a growing business.

To access our learning management system referred to as the ‘Purple Portal’ please contact [Group HR](#).

## 4 Personal Integrity

### 4.1 Recognising and avoiding conflicts of interest

A conflict of interest occurs when your personal interest – family friendships, financial or social factors – could compromise your business decisions and question whether your judgement and actions are unbiased. Even the slightest perception of impropriety can potentially damage business relationships – eroding trust, casting suspicion and tarnishing Diploma’s reputation for fair dealing.

We must not use property or information belonging to the Group, or our position within the Group, for personal gain. We must act in the best interest of the Group and our colleagues, not our own.

There are some conflicts of interest that we must avoid or resolve immediately if they arise. Examples are listed below. However, other conflicts are not necessarily a problem if disclosed up front, and a plan is put in place with your Manager to mitigate potential conflict.

You should immediately notify your Manager about all conflicts that might be seen as affecting your judgement and ability to perform your role or you may create an appearance of wrongdoing (document review and approval by Manager).

Conflicts that must be avoided or resolved immediately include the following:

- influencing the decision to purchase goods or services from a company in which a family member or friend has a financial interest,
- being directly involved in the recruitment of a relative or friend,
- placing family members in direct reporting relationships or decision-making authority over each other,
- engaging in a romantic relationship with someone you directly supervise or whom you can influence salary, performance or other employment decisions,
- working part-time for customers, suppliers, vendors or competitors of Diploma or completing with Diploma in any way,
- representing all parties in one transaction, and
- taking for yourself, a family member or a friend a business opportunity that Diploma might have pursued without first offering that opportunity to Diploma.

Conflicts that may be mitigated with disclosure include having personal interests, personal interests, family members working at Diploma but in different teams or parts of the business, and an external board appointment at another company, including commercial or non-profit entities. If you have any questions, please contact the [Group Legal Team](#).

## 4.2 Insider trading

There are times when certain colleagues may have access to information on company performance when it has not yet been disclosed to the market. This information is known as 'inside information' and is anything that could influence the share price and therefore a person's decision to buy, sell or hold shares in Diploma.

The Group [Share Dealing Policy](#) sets out responsibilities of persons working for the Group dealing in Diploma Company Shares who have access to inside information on a regular or occasional basis.

Diploma has also adopted a [Share Dealing Code](#) to ensure that persons discharging managerial responsibilities, or any other person informed by Diploma that they are restricted, do not abuse, and do not place themselves under suspicion of abusing, insider information that they may have, or be thought to have, especially in periods leading up to an announcement of results.

Refer to these policies for guidance or contact the [Group Legal Team](#).

## 4.3 Gifts, hospitality and entertainment

Offering gifts, hospitality and entertainment (GH&E) is a form of courtesy that is common business practice in many countries. In moderation, it is a valuable tool for building and maintaining relationships. In excess, or used inappropriately, it could cause real or perceived conflicts of interest, or be alleged to be bribes or kickbacks.

If GH&E is intended, or could be interpreted, as a reward or encouragement for a favour or for preferential treatment, then it is not permitted under the Group [Gifts, Hospitality & Entertainment Policy](#) or [Anti-Bribery and Corruption Policy](#).

Refer to these policies for guidance or contact the [Group Legal Team](#).

## 5 Commercial Integrity

### 5.1 Fair competition

Fair competition is good for business, driving innovation and improving services. Antitrust and competition laws ensure a fair and competitive free market system in which no one company has a monopoly on a product or service.

Diploma complies with the antitrust laws in each jurisdiction where we operate. All businesses are required to strictly observe antitrust and competition laws. For example, under these laws, certain actions are prohibited such as:

- agreeing prices with competitors,
- agreeing with competitors to boycott a supplier or customer,
- sharing competitively sensitive information with other competitors or Diploma businesses,
- entering a business arrangement or strategy with the intention of harming a competitor, and
- using Diploma's size to create an unfair advantage.

Antitrust laws are complex and may vary by country. Any contact with competitors may raise competition law risks. Some of the most serious antitrust allegations involve informal meetings with competitors during industry meetings and events. Be careful. Violations can carry severe penalties, including fines and imprisonment for individual employees. Always seek guidance from the [Group Legal Team](#) when in doubt.

### 5.2 Government sanctions and anti-money laundering

Diploma is governed by international trade laws in the UK and similar regulations in other countries. These laws prohibit us from doing business with or supporting criminals, terrorists, prohibited parties and money launderers trying to hide illicit funds. Colleagues should always make sure to comply with all applicable anti-money laundering and counterterrorism financing laws, and only accept funds from legitimate sources. Failure to do so will result in severe penalties or prosecution.

If you or a colleague ever has doubts about the person or entity that owns or controls a customer or supplier, the source of funds or the purpose of the transaction, they should escalate it to their Manager or the [Group Legal Team](#).

### 5.3 Bribery and corruption

Bribery is a crime in most countries and carries serious penalties, including fines and imprisonment. You should never offer or pay bribes (directly or indirectly through a third party) to government officials, customers or vendors. Additionally, you should never accept a bribe or kickback. Even a small gift or token of gratitude may be illegal or seen to obtain or retain business or secure an improper advantage. You should account for all your expenses and ensure you can provide backup, if requested. Keeping accurate and well-documented books and records is critical to mitigating corruption risk.

The Board adopts a zero-tolerance stance towards bribery and corruption. The Group is expected to uphold the highest standards of honesty, ethics, fairness, and integrity in all business dealings and relationships, regardless of location or jurisdiction.

To support this commitment, the Group [Anti-Bribery and Corruption Policy](#) sets out responsibilities, procedures and controls to prevent, detect and respond to bribery and corruption issues.

If you have any questions, please contact the [Group Legal Team](#).



## 5.4 Charitable and political donations

All charitable donations (in whatever form) must be made only to bona fide organisations whose aims and activities are consistent with our group values.

In line with our decentralised model, charitable initiatives are driven by the businesses and matched through Diploma's fund matching scheme. Giving back is important to Diploma and there are always creative initiatives across the Group to support local communities and fundraise for charities that are important to our colleagues

No donations may be made where this would give risk to a conflict of interest, or to a charity which has links to a public official or to any other person who is in a position to influence decisions relating to our business.

Any contributions to or involvement with politically orientated communities and/or charities are strictly prohibited.

If you have any queries, please contact the [Group Legal Team](#).

## 5.5 Complying with tax rules

Diploma has a zero-tolerance attitude to all forms of tax evasion. We are committed to ensuring full compliance with all statutory obligations and to conducting our business affairs to ensure that we do not engage in or facilitate any form of tax evasion. This means:

- employees must not engage in any form of tax evasion, including facilitating tax evasion, either directly or through any third party (such as an agent or distributor), and
- we comply with all applicable laws and regulations prohibiting tax evasion in the markets where we operate, and we make sure that our business partners do the same.

Further guidance can be found in our Group [Tax Strategy](#) and [Anti-Facilitation of Tax Evasion Policy](#).

If you have any questions, please contact the [Group Head of Tax](#).

## 5.6 Financial integrity and responsibility

We have a duty to act with honest when recording and reporting financial information about company operations. If you provide, review or certify financial information in connection with any internal control or procedure you must provide accurate, timely and complete information.

Making or approving false or misleading records or documentation, or failing to properly disclose any asset or liability, is strictly prohibited.

Diploma relies on our financial integrity to make informed business decisions. Our stakeholders, including business partners, government officials and investors, do too. Providing them accurate, timely and complete financial disclosures and information is not only good for business but also required by the laws and regulations that govern our Group.

If you have concerns, or someone contacts you with concerns, about any aspect of our financial disclosures, or any accounting, audit, or internal control issue, you must report it immediately to your Manager, the [Group Legal Team](#) or through procedures set out in the Group [Whistleblowing Policy](#).

## 6 Doing Business Responsibly

### 6.1 Health & Safety

The physical and mental health, safety and wellbeing of our colleagues is fundamental to our success and should be prioritised by all Diploma colleagues. Nothing is more important than keeping each other safe at work and it must be an integral part of how we work. A proactive health and safety culture requires continuous effort, awareness, commitment, and action.

All our businesses are expected to have in place minimum requirements set out in our [Group Health & Safety Policy](#).

Diploma has a duty of care to any person working at, working remotely, or visiting our operating businesses or sites:

- The Group Chief Executive Officer (CEO) holds ultimate responsibility for health and safety within the Group. This includes ensuring good governance and the provision of a safe working environment.
- In addition, each individual business should promote a strong health & safety culture and the Managing Director of each business is accountable for health & safety management and performance in their business.
- Colleagues across the Group are expected to take an active role in their own health & safety, and that of those around them. We must all work together, within businesses, across businesses and at Sector and Group level, to ensure that every Diploma business is a safe place to work.

### 6.2 Human rights & modern slavery

Our position on human rights is aligned to the United Nations Universal Declaration of Human Rights and the conventions of the International Labour Organisation.

All our businesses are expected to comply with local legislation and principles set out in our [Group Human Rights Policy](#) and [Modern Slavery Statement](#). We also expect our business partners and vendors to share these values and meet the standards set out in our [Group Supplier Code of Conduct](#).

We take any allegations of human rights abuse, in all its forms, seriously and will not tolerate them within our business or supply chain.

#### What should you do?

- confirm contracts prohibit the use of child labour with any vendor, supplier or other third-party arrangements,
- learn about modern slavery and human trafficking, taking steps to prevent it,
- maintain an inclusive workplace free of harassment and discrimination based on race, colour, ethnicity, gender, gender identity and/or expression, sexual orientation, age, disability, national origin, citizenship, ancestry, place of birth or descent, religion, veteran or military status, or any other protected class,
- provide a safe and healthy workplace for all our employees and prevent accidents to employees, customers and visitors,
- comply with laws and regulations dealing with wages to employees and the hours they work, and
- advocate and respect the rights of employees in regard to freedom of association and collective bargaining.



## 6.3 Working with our Partners

Our suppliers and third-party providers play an important role in ensuring we uphold the highest ethical and legal standards throughout our supply chain.

We expect all suppliers and third-party providers we do business with Diploma to adhere to this policy in all areas including, but not limited to:

- complying with all applicable national and international laws and regulations, and
- complying with the requirements set out in our [Supplier Code of Conduct](#).

## 7 Delivering for the Environment

The climate crisis is urgent and global. We recognise the impact of our value chain and the narrowing window of opportunity to make a positive contribution in tackling this crisis. Beyond the moral obligation that we feel, we also see how taking action can contribute to long-term value creation and growth.

Our colleagues are increasingly passionate about climate change and expect the Group to drive progress and support local initiatives. There is also the opportunity to deliver value to our customers by offering more sustainable products and solutions, building our knowledge and expertise, and working to be a more carbon-efficient business.

Diploma is committed to operating sustainably throughout our value chain to minimise environmental impact. We recognise the importance of consulting with stakeholders, including employees, communities, and regulatory agencies, to address environmental issues and integrate their feedback into our decision-making processes.

### Climate Action

The Science-Based Targets initiative (SBTi) has verified Diploma's net-zero science-based target. Diploma has committed to reach net-zero greenhouse gas emissions across the value chain by 2045. Our near-term target is to reduce absolute scope 1 and 2 GHG emissions by 50% by FY30 from an FY22 base year. We have also committed to reduce our absolute scope 3 GHG emissions by 30% within the same timeframe.

As a decentralised Group, ensuring that our businesses are engaged and equipped with the knowledge and support they need to understand the sources of their emissions and the actions required to effect change, is key to our success.

### Waste

Reducing our waste intensity and, specifically, the proportion of waste that we send to landfill is one of our sustainability priorities. It also supports more efficient processes and use of resources in our businesses.

### Environmental Policy

Our [Environment Policy](#) sets out the Groups commitment to improve environmental performance, protect our planet and contribute to a more sustainable future.

Across the Group, we encourage all businesses to think sustainably and introduce initiatives to tackle emissions and protect the environment; all businesses are expected to have in place minimum requirements set out in this Policy.

## 8 Protecting Assets and Information

### 8.1 Information security

The confidentiality, integrity, and availability of information, in all its forms, are critical to the ongoing functioning, good governance and reputation of the Group. An information asset is any data, device, or other component that supports information-related activities and has value within the Group. We recognise the importance of ensuring information assets are identified and adequately protected.

The control of access to information assets is a fundamental part of information security. If you are to effectively protect the confidentiality, integrity, and availability of information, then you must ensure that a comprehensive mix of physical, procedural, and technical controls are in place.

Due to our decentralised nature, all businesses should have in place local policies that address the minimum requirements set out in our Group [Information Security Policy](#).

It is the responsibility of all employees to make sure that any use of information assets is consistent with these policies and ensure that they never use facilities in a manner that could compromise the business, its stakeholders, or employees in any way. You must:

- immediately report anything suspicious, including suspicious emails or phone calls,
- read and understand your Information Security Policies which detail what you can and can't do,
- complete training that is assigned to you by your information security team.

### 8.2 Protecting company assets

You have a duty to safeguard assets and resources against theft, damage and misuse. The Group's property should be protected, used efficiently and only be used for legitimate business purposes and not for personal benefit.

#### Company Assets

- Do not use Diploma or your businesses logo, information equipment, property, time or other resources to engage in outside activities that are not sanctioned.
- Do not use or disclose, without proper authority, personal or confidential information obtained from any source in the course of business.
- Do not access data without authorisation. Access to confidential information should only be provided to employees requiring it to carry out their work.
- Do not discuss confidential information in open, public areas to minimise disclosure to colleagues or third parties who are not authorised to know.

#### Computer Network & Technology Resources

- Only used approved devices, accounts and systems for business correspondence or transactions.
- Do not leave devices unattended take measures to protect them against theft, loss, damage or misuse.
- Only install approved and licensed software on devices.
- Always back up data to protect from loss or corruption of information.
- Encrypt sensitive information and transmit it through secure platforms and connections.
- Do not share account names and passwords with anyone.

## 8.3 Communications

Our electronic communication systems, such as internet access, email, voicemail and telephone services, are essential tools that support our business. You are responsible for using these systems and social media in a professional, respectful, and secure and lawful manner consistent with our values and policies.

### Participating in public and political affairs

You are encouraged to take part in policy, educational and political matters that affect your life, community and business. These activities sometimes require public speaking, publishing opinion pieces or giving interviews to the media. When participating in these activities, you should never represent your thoughts and opinions as the Group's. Please keep in mind that you represent the Group all the time and should exercise good judgement to avoid damaging the Group's reputation. You should use common sense when participating in any outside activities. Your position within the business means almost anything you say or do could be attributed to the Group.

### Social Media

Do not communicate or make any post to social media without thoughtful consideration of how the communication or post impacts the Group's reputation and duty to maintain the confidentiality of certain information, and how it may be construed by the audience. When using social media in a personal capacity, remember that your conduct reflects on the Group and should not violate the standards of this code.

### Endorsements

Diploma prohibits others from using our name in any type of public promotions, including public announcements, press releases, advertisements, interviews or digital or printed marketing material. If you are asked by a customer, supplier or business partner for an endorsement, you should contact the Group General Counsel in writing for an exemption. Exemptions are not guaranteed and can be revoked at any time.

## 9 Group Policies

Policies are available on the [website](#) and our [learning management system](#). In summary:

### Policies

- [Anti-Bribery & Corruption Policy](#)
- [Anti-Facilitation of Tax Evasion Policy](#)
- [Diversity, Equity & Inclusion Policy](#)
- [Environment Policy](#)
- [Gifts, Hospitality & Entertainment Policy](#)
- [Health & Safety Policy](#)
- [Human Rights Policy](#)
- [Information Security Policy](#)
- [Share Dealing Policy](#)
- [Share Dealing Code](#)
- [Tax Policy](#)
- [Transfer Pricing Policy](#)
- [Whistleblowing Policy](#)

### Position Statements

- [Code of Conduct](#)
- [Supplier Code of Conduct](#)
- [Tax Strategy](#)

### Disclosures

- [Modern Slavery Act Statement](#)

## 10 Contacts

### 10.1 Diploma PLC

Group Legal Team  
[Legal@diplomapl.com](mailto:Legal@diplomapl.com)

Group Sustainability Team  
[Sustainability@diplomapl.com](mailto:Sustainability@diplomapl.com)

Group HR Team  
[HR@diplomapl.com](mailto:HR@diplomapl.com)

John Morrison, Group General Counsel  
[John.Morrison@diplomapl.com](mailto:John.Morrison@diplomapl.com)

Lauren Orr, Group Head of Tax  
[Lauren.Orr@diplomapl.com](mailto:Lauren.Orr@diplomapl.com)

### 10.2 Confidential Hotline

The Diploma Confidential Hotline is managed by Safecall, a respected, confidential and independent third-party organisation.

Safecall provides a 24-hours a day, 7 days a week service and can be contacted as follows:

- Freephone (full list Freephone numbers available on their [website](#))
- Raising an official report on their website (<https://www.safecall.co.uk/file-a-report/>)
- Email ([diploma@safecall.co.uk](mailto:diploma@safecall.co.uk))

When contacting Safecall via telephone, you will be put through to an operator who is trained to receive your report about concerns in the workplace that you feel cannot be addressed in any other way. Your call will not be recorded and will be treated confidentially and should you wish, Safecall will guarantee your anonymity.

When raising a report on their website you have the option to be named, semi anonymous or anonymous.

## Document Control

Policy owner:	John Morrison, Group General Counsel, Diploma PLC
Published / effective from:	July 2024
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Next review date:	July 2025
Version:	2.0

## Code of Conduct Declaration

All employees have an obligation to hold themselves and each other to the policies and high ethical standards described in this Code. This means that we are expected to read and understand the Code, as well as any supplemental materials that might apply to us, and act accordingly.

If you are unsure about any part of the Code or supplemental materials, or how to access them, then please contact the Legal Team ([Legal@diplomapl.com](mailto:Legal@diplomapl.com)). You are expected to:

- Learn about, understand and comply with the laws, rules, regulations and policies that apply to our specific positions.
- Seek help if you have questions about the applicability or interpretation of any law, rule, regulation or policy.
- Speak up if you see or suspect unethical behaviour or a violation – whether of laws, policies or this Code.
- Complete mandatory compliance training.
- Respect local customs of countries where we do business, as long as doing so does not violate laws or this Code.
- Acknowledge below that you have received and read this Code and understand our obligations to comply with it.

Disciplinary action, up to and including termination and/or legal proceedings, may result from any failure to comply with laws, rules or regulations that apply to each of us; our Code, or any other Diploma policy or requirement.

Diploma Business: \_\_\_\_\_

Name: \_\_\_\_\_

Position: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_