

## **Section 430(2B) COMPANIES ACT 2006 STATEMENT**

The following information is provided in accordance with section 430(2B) of the Companies Act 2006.

Diploma PLC (the **Company** or **Diploma**) announced on 10 August 2022 that Barbara Gibbes will step down from the Board of Diploma PLC on Friday 30 September 2022 (the **Termination Date**). Remuneration arrangements in respect of her departure, as determined by the Company's Remuneration Committee in line with the Company's Remuneration Policy, are set out below.

### **Salary and benefits**

Barbara Gibbes will continue to receive her current salary and contractual benefits until the Termination Date. Barbara will be entitled to receive a payment in lieu of the remainder of her notice period (PILON) calculated by reference to her base salary and value of her benefits, totalling GBP 341,358 in aggregate. This PILON will be paid in ten monthly instalments and will be subject to deductions for tax and National Insurance contributions in the usual way, and deductions for mitigation.

### **Annual Performance Bonus**

Barbara remains eligible to receive an annual bonus for the 2022 financial year of up to a maximum of 125% of base salary. Any such bonus payable will be based on the financial performance of the Group in the 2022 financial year and reflect the targets set in the FY2022 Diploma PLC Annual Bonus Plan. Any such bonus will be determined by the Remuneration Committee following the end of the 2022 financial year and paid in December 2022.

### **Long term incentive plan – Performance Share Plan awards**

Barbara will be treated as a good leaver in respect of her existing awards under Diploma's Performance Share Plan. The awards will continue to vest on their normal vesting dates subject to the PSP plan rules which include pro-rated vesting based on amount of performance period spent in employment, the Remuneration Committee's determination of the outcome of performance conditions, and compliance with certain post-termination covenants.

The PSP awards, which have been granted in the form of Options, may be exercised under the PSP Plan Rules within the period of twelve months from the date that the number of vested award shares has been determined.

Awards remain subject to malus and clawback provisions set out in the PSP Plan Rules and must be held until the fifth anniversary of the date of grant.

The table below sets out the relevant number of shares under each of Barbara's PSP awards together with the date of grant and vesting.

<b>Grant Date</b>	<b>Number of shares under Award</b>	<b>Vesting Date</b>
10 March 2020	19,374	30 September 2022

23 November 2020	25,802	30 September 2023
29 November 2021	20,485	30 September 2024

4,206 shares held by Barbara following a bonus deferral in respect of previous financial years will, as at the Termination Date, cease to be subject to shareholding requirements stipulated in the Diploma plc Shareholding Policy and will be released to Barbara.

### **Fees**

Barbara will receive a contribution of up to GBP 3,000 (excluding VAT) towards legal fees incurred and up to GBP 25,000 (excluding VAT) for outplacement counselling.

No further payments will be made to Barbara Gibbes.

*The relevant remuneration details relating to Barbara Gibbes, including information on the vesting of any outstanding awards detailed above and the dividend equivalents payable on them, will be included in the Directors' Remuneration Report in the Annual Report and Accounts for the year ended 30 September 2022.*

*In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document will be made available on Diploma website until Diploma's next Directors' Remuneration Report is made available.*