

# GROUP POLICY

# Share Dealing



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## Document Control

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## 1 Purpose

The UK Market Abuse Regulation (“UK MAR”) and other rules relating to the identification, disclosure and control of Inside Information apply to any company whose shares are admitted to trading on a regulated market in the UK and therefore apply to Diploma PLC (“Diploma”). The rules are focused on:

- The disclosure and control of Inside Information<sup>1</sup> to the market; and
- The preparation and maintenance of Insider Lists.

Diploma is required to:

- Maintain a list of individuals with access to Inside Information (e.g., PDMRs<sup>2</sup> and other Restricted Persons<sup>3</sup>), which must be made available to the UK Financial Conduct Authority (“FCA”) upon request;
- Document the systems, procedures, and controls that enable the identification, escalation, consideration, and appropriate disclosure of Inside Information; and
- Ensure individuals understand their legal and regulatory obligations, including dealing restrictions and penalties for misuse of such information.

This policy sets out the responsibilities of individuals within Diploma who have access to Inside Information, particularly in relation to dealings in Company Shares. It should be read in conjunction with the Group Share Dealing Code, which is designed to prevent the misuse - or perception of misuse - of Inside Information, particularly during sensitive periods such as the lead up to results announcements.

## 2 Scope

This policy applies to all directors, officers, and employees of Diploma PLC and its subsidiaries (collectively referred to as “the Group”).

Restricted Persons will be informed directly if they are subject to additional requirements under the Group Share Dealing Code.

The policy applies globally, regardless of the person’s location, and covers all dealings in Company Shares, including those conducted by or on behalf of close family members, trusts, or companies over which they have control or influence.

## 3 Policy Statement

All Group directors, officers, and employees (including PDMRs and Restricted Persons) must adhere to the following principles:

- Do not deal in Diploma shares if you are in possession of Inside Information.
- Do not recommend or encourage others to deal in Diploma shares while in possession of Inside Information, regardless of whether you personally benefit.
- Do not disclose confidential or Inside Information except where necessary for work purposes, and never to family, friends, or business contacts.

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<sup>1</sup> Information not publicly available, likely to have non-trivial effect on share price which investors would likely use (see definitions)

<sup>2</sup> PDMR - Person discharging managerial responsibilities (see definitions)

<sup>3</sup> Restricted Persons - PDMRs or any other person informed that clearance procedures in Diploma’s Share Dealing Code apply.

If you have access to Inside Information relating to another organisation (e.g., a supplier or acquisition target), you must not deal in that organisation's shares.

You must also, if you are told it applies to you, comply with the Group Share Dealing Code, which sets out:

- The requirement for pre-clearance before dealing,
- Restrictions during closed periods<sup>4</sup>, and
- Notification obligations following a transaction.

## 4 Responsibilities of an Insider

Anyone who becomes aware of Inside Information is required to immediately (without delay) notify an Executive Director of the Diploma PLC Board or the Group Company Secretary.

An Insider should not discuss Inside Information with any other person until they have discussed the matter with an Executive Director of the Diploma PLC Board.

If you are in any doubt as to whether a piece of information falls within the definition of "Inside Information", this should also be reported directly to an Executive Director of the Diploma PLC Board for consideration.

An Insider must have regard to their obligations under:

- the insider dealing provisions of the Criminal Justice Act 1993,
- the Financial Services and Markets Act 2000 (FSMA), and
- UK MAR,

all of which impose serious criminal and civil sanctions for misuse or improper circulation of Inside Information.

### Disclosure Committee

Diploma's Disclosure Committee is responsible for assessing the existence of Inside Information and making recommendations to the Board of Directors regarding the disclosure of the Inside Information or the existence of a legitimate reason why disclosure may be delayed, in satisfaction of UK MAR requirements.

## 5 Compliance & Non-Compliance

The Group Company Secretary has lead responsibility for ensuring compliance with this policy and will review its contents on a regular basis. This includes monitoring its effectiveness and ensuring its continuing relevance, applicability, and compliance with legal and regulatory requirements.

All directors, officers, and employees of the Group are expected to comply with this policy and the supporting Group Share Dealing Code.

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<sup>4</sup> The period from the end of the relevant financial year up to the release of the preliminary announcement of Diploma's annual results (or, where no such announcement is released, up to the publication of Diploma's annual financial report); or, if longer, the period of 30 calendar days before such release (or publication). Also includes the period from the end of the half-year to the release of Diploma's half-year results or, if longer, the 30-day period prior to that release.

A breach of any of the provisions of this policy or the Code constitutes a disciplinary offence and will be dealt with in accordance with Diploma's Disciplinary Procedure, which is detailed in the [Group Code of Conduct](#).

All breaches must be reported immediately to the Group Company Secretary.

Failure to comply with this policy and/or the Group Share Dealing Code may mean that you have committed a civil and/or criminal offence under UK law. This could result in severe penalties, including fines, imprisonment, and disciplinary action (up to and including dismissal).

## 6 Contacts

If you have any questions about this policy or require guidance on share dealing, Inside Information, or clearance procedures, please contact:

- **Group Company Secretary:** [Anna.Lawrence@diplomaplcc.com](mailto:Anna.Lawrence@diplomaplcc.com)

## 7 Definitions

### Company / Diploma Shares

Any publicly traded or quoted shares of Diploma PLC or other financial instruments.

### Deal and dealing

Any transaction involving Diploma Shares, including (but not limited to): purchases, sales, exercises of nil-cost options, receipt of shares under share plans, use of shares as security, and entering into, amending, or terminating any agreement relating to Diploma Shares (e.g. a Trading Plan).

### Group

The Diploma group of companies, encompassing all directors, officers, and employees of Diploma PLC and its subsidiaries.

### Insider

An individual who is:

- A Person Discharging Managerial Responsibilities (PDMR); or
- Otherwise has access to Inside Information, for example through working on a project (e.g. an acquisition or the Annual Report) that gives them access to Inside Information.

### Inside Information

Information that:

- Is of a precise nature;
- Is not generally available;
- Relates directly or indirectly to Diploma or its financial instruments; and
- Would, if generally available, be likely to have a significant effect on the price of Diploma's financial instruments or any related derivative instruments.

Information is considered to be of a "precise nature" if it refers to a set of circumstances or events which exist - or may reasonably be expected to come into existence- or events that have occurred or may reasonably be expected to occur- that are specific enough to allow a conclusion to be drawn regarding their possible impact on share price.

Under UK MAR, each step in a protracted process may individually constitute Inside Information if it meets these criteria.

## **PDMR**

A Person Discharging Managerial Responsibilities - typically a Director of Diploma - who has regular access to Inside Information and the authority to make managerial decisions affecting the business and strategic direction of Diploma.

## **Restricted Persons**

PDMRs or any other person who has been told by Diploma that the clearance procedures in Part A of the Group Share Dealing Code apply.

## **Shares**

Any publicly traded or quoted shares and any linked financial instruments. This would include shares and nil-cost options.