



SHAREHOLDER DETAILS (DATA TO BE INSERTED)

Attendance at Annual General Meeting

If you attend the Meeting, bring this card with you to show as evidence of your right to be admitted.

Dialight plc

Annual General Meeting of Dialight plc to be held at the Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30am on 20 April 2011.

Notes

1. A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint one or more proxies to attend, speak and vote instead of him at the Annual General Meeting. A member of the Company may appoint more than one proxy, provided that each proxy is appointed to execute the rights attached to different shares. The proxy need not be a member of the Company. A proxy of a member's own choice may be appointed by inserting the proxy's name on this proxy form in the space provided. Please sign and date in the space provided. If the appointing shareholder is a corporation this proxy must be under its common seal, if any, and if none, under the hand of an officer or attorney duly authorised.
2. To be effective, the instrument appointing a proxy and (if required by the directors) a power of attorney or other authority under which it is executed (or a copy of it notari ally certified or certified in some other way approved by the directors), must be deposited at the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR, not less than 48 hours before the time for holding the meeting. Completion and return of the proxy form will not preclude ordinary shareholders from attending and voting in person at the meeting if they wish. Unless otherwise instructed, by placing an 'X' in the appropriate box, the proxy may vote as he thinks fit or abstain from voting. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution. The proxy may also vote, or abstain from voting, as he thinks fit on any other business which may properly come before the meeting.
3. In case of joint holders of a share the vote of the senior, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority is determined by the order in which the names of the holders stand in the register.
4. If the proxy form is returned without an indication as to how the proxy must vote on a particular matter, the proxy will exercise his discretion as to whether, and if so how, he votes.
5. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see below) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
6. To appoint more than one proxy (an) additional proxy form(s) may be obtained by contacting the Company's Registrars at the address in note 2 or by telephone, in the case of UK shareholders, on 0871 384 2495 (overseas shareholders should call +44 121 415 7047). Alternatively, you may photocopy this form. Calls to the UK number are charged at 8p per minute from a BT landline. Other providers' costs may vary. Lines are open Monday to Friday 8.30 - 5.30pm. Please indicate in the box next to the proxy holder's name (see below) the number of shares in relation to which they are authorised to act as your proxy. Please indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned in the same envelope.
7. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders registered in the register of members of the Company as at 6pm on Monday 18 April 2011 shall be entitled to attend or vote at this Annual General Meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6pm on 18 April 2011 shall be disregarded in determining the rights of any person to attend or vote at the Annual General Meeting.



FORM OF PROXY

Annual General Meeting of Dialight plc to be held at the Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30am on 20 April 2011.

Voting ID	Task ID	Shareholder Reference Number

being (a) member(s) of the above named company hereby appoint (see note 1)

Appointed proxy's name	No. of shares

or, failing him, the Chairman of the meeting as my/our proxy to vote in my/our voting entitlement and on my/our behalf at the Annual General Meeting of Dialight plc, the Company, to be held at the Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30am on 20 April 2011, and at any adjournment thereof.

☐ Please tick here if this proxy appointment is one of multiple appointments being made*.

*For the appointment of more than one proxy, please refer to note 6 above.

This form is to be used in respect of the resolutions indicated (see note 2).

I/we would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he/she sees fit or abstain in relation to any business of the Meeting.

Date	Signature

In the case of a corporation, this form must be executed under its common seal, or signed by a duly authorised official, whose capacity should be stated in accordance with Section 44 of the Companies Act 2006.

Resolutions

	For	Against	Witheld
1 To receive the annual accounts for the financial year ended 31 December 2010	☐	☐	☐
2 To approve the Directors' remuneration report for the year ended 31 December 2010	☐	☐	☐
3 To declare a final dividend of 5.2 pence per ordinary share	☐	☐	☐
4 To reappoint KPMG Audit Plc as auditors	☐	☐	☐
5 To authorise the Directors to determine the remuneration of the auditors	☐	☐	☐
6 To re-elect Harry Tee as a Director of the Company	☐	☐	☐
7 To re-elect Roy Burton as a Director of the Company	☐	☐	☐
8 To re-elect Bill Ronald as a Director of the Company	☐	☐	☐
9 To re-elect Richard Stuckes as a Director of the Company	☐	☐	☐
10 To elect Mark Fryer as a Director of the Company	☐	☐	☐
11 To elect Robert Lambourne as a Director of the Company	☐	☐	☐
12 To approve and establish the Dialight plc Annual Performance Bonus Plan	☐	☐	☐
13 To renew the Directors' authority to allot shares	☐	☐	☐
14 To renew the Directors' authority to allot equity securities for cash other than on a pro-rata basis	☐	☐	☐
15 To authorise own share purchases by the Company	☐	☐	☐
16 To hold a General Meeting on 14 clear days' notice	☐	☐	☐

DIRECTIONS TO THE GLAZIERS HALL 9 MONTAGUE CLOSE, LONDON BRIDGE, LONDON SE1 9DD

The Glaziers Hall is located on the South Bank alongside London Bridge and near Southwark Cathedral.

By Road

Via Tooley Street - Pass under the tunnel into Montague Close. The entrance is on your right hand side underneath the bronze and brown awning.

Via Borough High Street - Turn into Bedale Street, then turn right onto Cathedral Street. Continue driving past the Cathedral then turn right again onto Montague Close. The entrance is on your left hand side underneath the bronze and brown awning.

By foot from London Bridge Tube Station - Approximately 5 minutes walk

Directions from London Bridge Tube Station - Tooley Street exit

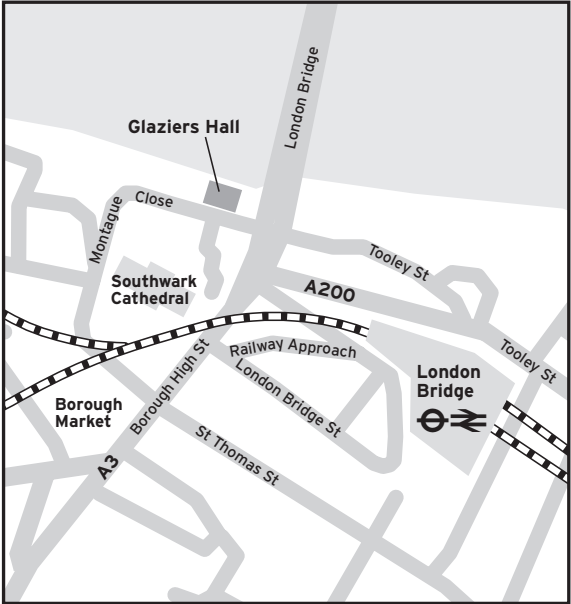
Follow the "Way Out" signs for "Duke Street Hill". This exit will bring you opposite Tooley Street. Cross the road in front of you at the traffic lights and head towards St Olaf House and London Bridge Hospital. Follow the pavement around the corner to the left. This will then bring you in front of the underside of London Bridge itself and "Evans Cycles" will be on your left. Continue under the tunnel and the entrance to Glaziers Hall is under the bronze and brown awning on your right.

Directions to Glaziers Hall from London Bridge Tube Station - Borough High Street exit

Follow the "Way Out" signs for "Borough High Street (east side)/London Bridge". On exit from the underground station to Borough High Street cross over onto Bedale Street which is directly opposite the station's exit and on the corner of "Edward Symmons & Partners". Walk down Bedale Street alongside Borough Market, following the path all the way, this will bring you onto Cathedral Street. Continue following the path right round, passing Southwark Cathedral on your right and keeping the River Thames on your left. Immediately after the Cathedral is Montague Close. Just after "The Mudlark" pub on your right, the entrance to Glaziers Hall is under the bronze and brown awning on your left.

By river from London Bridge City Pier - Approximately 5 minutes walk

Thames Clippers operate a boat service between Waterloo and Greenwich. For details of timetable and fares visit www.thamesclippers.com. On arrival at London Bridge City Pier turn right onto Queens Walk, and continue along the path behind London Bridge Hospital and St Olaf House, until you see the signpost above for Tooley Street. Turn left onto the pathway opposite the sign "The Queens Walk", and you will reach Tooley Street. Turn right passing "Evans Cycles" on your left. Continue under the tunnel and the entrance to Glaziers Hall is under the bronze and brown awning on your right.



Location

The map shows the location of the Glaziers Hall where the Annual General Meeting of Dialight plc will be held.

Please detach and retain this section.
Do not post with the Form of Proxy

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