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(registered in England and Wales under number 2486024)

Notice of Annual General Meeting 2012

To be held at One Moorgate Place, London EC2R 6EA on Wednesday 18 April 2012 at 11.30am

You have been sent a form of proxy for the Annual General Meeting. This should be completed and returned so as to reach Equiniti Limited ("Equiniti") (the Company's Registrar) by no later than 11.30am on Monday 16 April 2012. Completion and return of the form of proxy will not prevent you from attending and voting at the Annual General Meeting in person, should you so wish. Alternatively you can register your proxy vote electronically no later than 11.30am on Monday 16 April 2012, either by means of a website provided by Equiniti, www.sharevote.co.uk, or by using the service provided by Euroclear. Further details are provided on pages 6 and 7.

Letter to shareholders

Dialight plc
Exning Road,
Newmarket,
Suffolk CB8 0AX

21 March 2012

Dear Shareholder

I am pleased to inform you that the Annual General Meeting ("Meeting" or "AGM") of Dialight plc ("Company") will be held at One Moorgate Place, London EC2R 6EA on Wednesday 18 April 2012 at 11.30am.

This document provides details of those items of business to be transacted at the AGM and includes the formal notice of the AGM ("Notice"). Explanatory notes can be found on pages 6 and 7 ("Notes"). Tea and coffee will be available from 11.00am onwards at the venue. A location map is provided on the reverse of the form of proxy that has been sent to you.

If you would like to vote on the resolutions in the Notice but cannot attend the Meeting, please complete the form of proxy and return it to Equiniti as soon as possible, Equiniti must receive it by 11.30am on Monday 16 April 2012. Alternatively, you can vote online at www.sharevote.co.uk. Again this must be done no later than 11.30am on Monday 16 April 2012. For further information on the appointment of proxies please refer to the Notes.

Resolutions 1 to 12 are being proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 13 to 15 are being proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolutions 6 to 11 – Re-election of directors

In accordance with the UK Corporate Governance Code, all directors will stand for re-election. The Board considers that the performance of each director continues to be effective and demonstrates the commitment required to continue in their present roles, and accordingly supports each directors' re-election. Biographical details of all directors can be found on pages 26 and 27 of the annual report and accounts and on the Company's website (www.Dialight.com).

Resolution 12 – Authority to allot shares

This resolution is divided into two parts. Paragraph (a) of the resolution would give the directors the authority to allot ordinary shares up to an aggregate nominal amount equal to £200,341 (representing a maximum of 10,600,077 ordinary shares of 1.89 pence each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 16 March 2012, the latest practicable date prior to publication of the Notice.

In line with guidance issued by the Association of British Insurers, paragraph (b) of the resolution would give the directors authority to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £400,683 (representing a maximum of 21,200,154 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of the resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 16 March 2012, the latest practicable date prior to publication of the Notice.

The authorities sought under paragraphs (a) and (b) of the resolution will expire at the earlier of the conclusion of the AGM of the Company held in 2013 and 30 June 2013 (the last date by which the Company must hold an AGM in 2013).

The directors have no present intention to exercise either of the authorities sought under the resolution, except, if necessary under paragraph (a), to satisfy the exercise of options or awards granted under existing share schemes. However, the authority gives the directors the flexibility to take advantage of business opportunities as they arise.

As at the date of the Notice, no ordinary shares are held by the Company in treasury.

Resolution 13 – Relax restrictions normally applying to shares issued for cash

This resolution would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

Except as provided below, this authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £30,051 (representing a maximum of 1,590,012 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 16 March 2012, the latest practicable date prior to publication of the Notice.

Allotments made under the authorisation in paragraph (b) of resolution 12 would be limited to allotments by way of a rights issue only (subject to the right of the Board to impose necessary or appropriate limitations to deal with, for example, fractional entitlements and regulatory matters).

The authority sought under this resolution will expire at the earlier of the conclusion of the AGM of the Company held in 2013 and 30 June 2013 (the last date by which the Company must hold an AGM in 2013).

Resolution 14 – Purchase of own shares

This resolution would give authority for the Company to purchase up to 3,180,023 of its ordinary shares, representing approximately 10% of the Company's issued ordinary share capital. Purchases will only be made at a minimum price per share of 1.89 pence and at a maximum price per share of the higher of: (i) an amount equal to 5% above the average middle market value of an ordinary share of the Company as derived from The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses. If granted, the authority will expire at the earlier of the conclusion of the AGM of the Company held in 2013 and 30 June 2013 (the last date by which the Company must hold an AGM in 2013).

The directors will determine whether any ordinary shares acquired to this authority are to be cancelled or held in treasury at the time that they resolve to exercise the authority. As at 16 March 2012, the latest practicable date prior to publication of the Notice, the total number of awards outstanding under Group share plans was 732,228 which represents 2.3% of the issued shares at that time and would represent 2.6% of the issued share capital if the directors used the existing authority to purchase shares.

The directors are of the opinion that this authority, if renewed, will continue to give them greater flexibility to manage the issued share capital of the Company for the benefit of the shareholders and would only use this authority if it is for the benefit of the shareholders as a whole.

The directors have no present intention of exercising the authority conferred by this resolution.

Resolution 15 – Notice of general meetings

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which, cannot, however be less than 14 clear days (AGMs will continue to be held on at least 21 clear days' notice).

Prior to these changes, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, resolution 15 seeks such approval. The approval will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed. Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Documents available for inspection

Copies of all service agreements under which directors of the Company are employed by the Company or any subsidiaries and a copy of the letters of appointment of the non-executive directors of the Company will be available for inspection at the Company's registered office during normal business hours (Saturdays, Sundays and public holidays excepted) from the date of this Notice until the date of the AGM and at the place of the AGM for 15 minutes prior to and during the meeting.

Recommendation

The directors consider that all the resolutions to be put to the Meeting are in the best interests of the Company and its shareholders as a whole and are most likely to promote the success of the Company for the benefit of members as a whole. The directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own shares.

Electronic communications

You can view the 2011 Annual report at www.Dialight.com. If you wish to receive notice of future general meetings and other communications online, please register at www.shareview.co.uk or contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

Yours faithfully

Harry Tee CBE
Chairman
21 March 2012

Notice of Annual General Meeting

The Annual General Meeting (“AGM”) of Dialight plc (the “Company”) will be held at One Moorgate Place, London EC2R 6EA at 11.30am on 18 April 2012. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 13 to 15 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

Ordinary resolutions

1. That the Company’s annual accounts for the financial year ended 31 December 2011, together with the Directors’ report, the Directors’ remuneration report, the Auditors’ report on those accounts and on the auditable part of the Directors’ remuneration report be received.
2. That the Directors’ remuneration report for the financial year ended 31 December 2011 be approved.
3. To declare a final dividend of 6.7 pence per ordinary share.
4. That KPMG Audit Plc (“Auditors”) be re-appointed as auditors of the Company from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which accounts are laid.
5. That the directors be authorised to determine the remuneration of the Auditors.
6. That Harry Tee CBE be re-elected as a director of the Company.
7. That Roy Burton be re-elected as a director of the Company.
8. That Mark Fryer be re-elected as a director of the Company.
9. That Robert Lambourne be re-elected as a director of the Company.
10. That Bill Ronald be re-elected as a director of the Company.
11. That Richard Stuckes be re-elected as a director of the Company.
12. That, in substitution for all existing authorities, the directors be generally and unconditionally authorised in accordance with Section 551 of the Companies Act 2006 to exercise all the powers of the Company to:
 - (a) allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £200,341; and
 - (b) allot equity securities (as defined in Section 560 of the Companies Act 2006) up to an aggregate nominal amount of £400,683 (such amount to be reduced by the aggregate nominal amount of shares allotted or rights to subscribe for or to convert any security into shares in the Company granted under paragraph (a) of this resolution 12) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities (as defined in Section 560(1) of the Companies Act 2006) as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary;

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, such authorities to apply until the end of the Company’s next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2013) but, in each case, so that the Company may make offers and enter into agreements before the authority expires which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires and the directors may allot shares or grant such rights under any such offer or agreement as if the authority had not expired.

Special resolutions

13. That, in substitution for all existing powers and subject to the passing of resolution 12, the directors be generally empowered pursuant to Section 570 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the authority granted by resolution 12 and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006, in each case free of the restriction in Section 561 of the Companies Act 2006, such power to be limited:
 - (a) to the allotment of equity securities and the sale of treasury shares for cash in connection with an offer, or invitation to apply for, equity securities (but in the case of an allotment pursuant to the authority granted by paragraph (b) of resolution 12), such power shall be limited to the allotment of equity securities in connection with an offer by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

Special resolutions continued

- (ii) to holders of other equity securities (as defined in Section 560(1) of the Companies Act 2006), as required by the rights of those securities or, subject to such rights, as the directors otherwise consider necessary, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,
 - (b) to the allotment of equity securities pursuant to the authority granted by paragraph (a) of resolution 12 and/or, in the case of any sale of treasury shares for cash, an allotment which constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act 2006 or sale of treasury shares (in each case otherwise than in the circumstances set out in paragraph (a) of this resolution 13) up to a nominal amount of £30,051, such power to apply until the end of the Company's next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2013) but so that the Company may make offers and enter into agreements before the power expires which would, or might, require equity securities to be allotted after the power expires and the directors may allot equity securities under any such offer or agreement as if the power had not expired.
14. That the Company be generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 1.89 pence in the capital of the Company ("ordinary shares") provided that:
- (a) the maximum aggregate number of ordinary shares authorised to be purchased is 3,180,023 (representing 10% of the issued ordinary share capital);
 - (b) the minimum price which may be paid for an ordinary share is 1.89 pence;
 - (c) the maximum price which may be paid for an ordinary share is the higher of:
 - (i) an amount equal to 5% above the average middle market value of an ordinary share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which that ordinary share is purchased; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out, in each case, exclusive of expenses,
 - (d) this authority expires at the conclusion of the next AGM after this resolution is passed (or, if earlier, until the close of business on 30 June 2013); and
 - (e) the Company may make a contract to purchase ordinary shares under this authority before the expiry of the authority which will or may be executed wholly or partly after the expiry of the authority, and may make a purchase of ordinary shares in pursuance of any such contract.
15. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Nick Giles
Company Secretary
21 March 2011

Registered Office:
Exning Road
Newmarket
Suffolk CB8 0AX
Registered in England and Wales number 2486024

Explanatory notes to the Notice

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions is sent to all shareholders. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or on 0871 384 2495 (for callers calling from the UK, calls to this number are charged at 8 pence per minute from a BT landline; other provider costs may vary. Lines open 8.30am to 5.30pm, Monday to Friday) or +44 (0)121 415 7047 (for those calling from abroad).
2. To be valid, any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti Limited, Freepost SEA 10850, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZR in each case no later than 11.30am on 16 April 2012. Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through the Sharevote website, www.sharevote.co.uk, using their Personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the Proxy Form). Full details and instructions on these electronic proxy facilities are given on the website. Any electronic communication sent by a shareholder to the Company or to the Registrar which is found to contain a computer virus will not be accepted.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in note 9 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. Any person to whom this notice is sent who is a person nominated under Section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 6.00pm on 16 April 2012 (or, in the event of any adjournment, 6.00pm on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.
7. As at 16 March 2012 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 31,800,231 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 16 March 2012 were 31,800,231.
8. As at 16 March 2012, being the latest practicable date prior to the publication of this Notice there have been no changes to the substantial shareholdings information disclosed by the Company on page 30 of the annual report and accounts.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com/CREST). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.30am on 16 April 2012. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
14. Under Section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under Section 527 of the Companies Act 2006 to publish on a website.
15. Any member attending the AGM has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.
16. A copy of this Notice, and other information required by Section 311A of the Companies Act 2006, can be found at www.dialight.com.
17. You may not use any electronic address provided either in this Notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated.



Exning Road
Newmarket
Suffolk CB8 0AX

www.dialight.com