



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 ("AGM") of Dialight plc ("Company") to be held at Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD on Thursday 25 April 2013 at 11.30am.

Notes

1. A member entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend, speak and vote instead of him at the AGM. 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 form of proxy 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 notorally 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 6DA not less than 48 hours before the time for holding the AGM. Completion and return of the form of proxy 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 if determined by the order in which the names of the holders stand in the register.
4. If the form of proxy 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 form of proxy 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 form(s) of proxy 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 8 pence per minute plus network extras. Lines are open Monday to Friday 8.30am – 5.30pm, excluding bank holidays. 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 also 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 6.00pm on Tuesday 23 April 2013 shall be entitled to attend or vote at this AGM in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6.00pm on 23 April 2013 shall be disregarded in determining the rights of any person to attend or vote at the AGM.



FORM OF PROXY

AGM of Dialight plc to be held at Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30am on Thursday, 25 April 2013.

Voting ID	Task ID	Shareholder Reference Number
<input type="text"/>	<input type="text"/>	<input type="text"/>

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

Appointed proxy's name	No. of shares
<input type="text"/>	<input type="text"/>

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 AGM of Dialight plc, to be held at Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30am on Thursday 25 April 2013 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 see 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 AGM 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 AGM.

<input type="text"/>	<input type="text"/>
Date	Signature

In the case of a corporation, this form must be executed under the 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	Withheld
1 To receive the annual accounts for the financial year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To approve the Directors' remuneration report for the year ended 31 December 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To declare a final dividend of 9.5 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 To reappoint KPMG Audit Plc as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 To authorise the Directors to determine the remuneration of the auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 To re-elect Bill Ronald as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 To re-elect Roy Burton as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 To re-elect Mark Fryer as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 To re-elect Robert Lambourne as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 To re-elect Richard Stuckes as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 To elect Stephen Bird as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 To elect Tracey Graham as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 To authorise the Company to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 To renew the Directors' authority to allot equity securities for cash other than on a pro-rata basis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 To authorise own share purchases by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 To adopt the new Articles of Association as amended	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 To hold a general meeting on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

By rail from London Bridge tube station, Tooley Street exit

Follow the 'Way Out' signs for 'Dukes 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 and 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.

By bus from the London Bridge Bus Station

From the London Bridge Bus Station, pass the ATM machines on your right and follow signs towards Tooley Street or the London Dungeon. Turn right and follow the steps down into the Underground Station and exit via Tooley Street / London Dungeon. Follow directions as above from the Tooley Street exit.

By road via Tooley Street

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

By road 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 river from London Bridge City Pier

Thames Clippers operate a boat service between Waterloo and Greenwich. 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 above shows the location of 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.