

## Notice of annual general meeting

The Annual General Meeting ("AGM") of Dialight plc ("Company") will be held at Glaziers Hall, 9 Montague Close, London Bridge, London SE1 9DD at 11.30am on Thursday 25 April 2013. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 15 to 18 (inclusive) will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

### Ordinary resolutions

1. That the Company's Annual Report and Accounts for the financial year ended 31 December 2012, together with the Directors' report and the Auditors' report on those accounts be received.
2. That the Directors' remuneration report for the financial year ended 31 December 2012 be approved.
3. To declare a final dividend of 9.5 pence per ordinary share.
4. That KPMG Audit Plc 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 Bill Ronald be re-elected as Director of the Company.
7. That Roy Burton be re-elected as Director of the Company.
8. That Mark Fryer be re-elected as Director of the Company.
9. That Robert Lambourne be re-elected as Director of the Company.
10. That Richard Stuckes be re-elected as Director of the Company.
11. That Stephen Bird, who was appointed on 10 January 2013, be elected as a Director of the Company.
12. That Tracey Graham, who was appointed on 10 January 2013, be elected as a Director of the Company.
13. That, in accordance with Sections 366 and 367 of the Companies Act 2006, the Company and all its subsidiary companies from time to time, be authorised to:
  - (a) make political donations to political parties and/or independent election candidates not exceeding £10,000 in aggregate;
  - (b) make political donations to political organisations other than political parties not exceeding £10,000 in aggregate; and
  - (c) incur political expenditure, not exceeding £10,000 in aggregate,provided that the amount of political donations made and political expenditure incurred by the Company and its subsidiaries pursuant to this resolution shall not in aggregate exceed £10,000.

Such power shall apply until the conclusion of the Company's next AGM after this resolution is passed or, 30 June 2014, whichever is the earlier.

For the purpose of this resolution the above terms (political donations, political parties, independent election candidates, political organisations and political expenditure) shall have the same meanings as set out in Part 14 of the Companies Act 2006.
14. 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 £202,546 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and,
  - (b) allot equity securities (as defined in Section 560 of the Companies Act 2006) up to an aggregate nominal amount of £405,093 (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 14) 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 2014) 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

15. That, in substitution for all existing powers and subject to the passing of resolution 14 the Directors be given the general power to allot equity securities (as defined by Section 560 of the Companies Act 2006) for cash, either pursuant to the authority conferred by resolution 14 or by way of a sale of treasury shares, as if Section 561(1) of the Companies Act 2006 did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under paragraph (b) of resolution 14 by way of a rights issue only):
  - (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 required by the rights of those securities or, subject to such rights, as the Directors otherwise consider necessary,

but subject to such exclusions or other arrangements as the Directors may deem 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; and

- (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities up to an aggregate nominal amount of £30,382.

The power granted by this resolution will expire on 30 April 2014 or, if earlier, the conclusion of the Company's next AGM (unless renewed, varied or revoked by the Company prior to or on such date) save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

16. 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 3,215,023 (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 2014); 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.

17. That the Articles of Association produced to the meeting and initialled by the Chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

18. That a general meeting other than an AGM may be called on not less than 14 clear days' notice.

By order of the Board



**Nick Giles**

Company Secretary  
19 March 2013

### Registered Office:

Exning Road

Newmarket

Suffolk CB8 0AX

Registered in England and Wales Number 2486024