



## 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 200 Aldersgate, Aldersgate Street, London EC1A 4HD on Wednesday 15 April 2015 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 but must attend the meeting to represent you.
2. To appoint a proxy of a member's own choice, other than the Chairman of the meeting, insert the proxy's name on this form of proxy in the space provided. Please note if no name is inserted in the box, the Chairman of the meeting will be deemed to be your proxy. 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.
3. 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 6 or by telephone in the case of UK shareholders on 0871 384 2495 (overseas shareholders should call +44 (0)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 to 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. 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 is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name 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).
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. 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. If no voting indication is given your proxy may exercise their discretion as to whether, and if so how, they vote. The proxy may also vote, or abstain from voting, as he thinks fit on any other business which may properly come before the meeting.
6. To be effective, the instrument(s) 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 notorially certified or certified in some other way approved by the directors) must be signed, dated and 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(s) of proxy will not preclude members from attending and voting in person at the AGM if they wish, at which point your proxy appointment will automatically be terminated.
7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by means of a website provided by Equiniti, www.sharevote.co.uk, or by using the service provided by Euroclear. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti not less than 48 hours before the time for holding the AGM.
8. Only those shareholders registered in the register of members of the Company as at 6.00pm on 13 April 2015 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 that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.



## FORM OF PROXY

Before completing this form, please read the explanatory notes above.

Annual General Meeting ("AGM") of Dialight plc ("Company") to be held at 200 Aldersgate, Aldersgate Street, London EC1A 4HD at 11.30am on Wednesday 15 April 2015.

I/We

**Voting ID**                      **Task ID**                      **Shareholder Reference Number**

being (a) member(s) of the above named company hereby appoint (see notes 1 and 2 above)

**Appointed proxy's name**

**Number of shares**

as my/our proxy to attend, speak and vote on my/our behalf at the Company's AGM, to be held at 200 Aldersgate, Aldersgate Street, London EC1A 4HD at 11.30am on Wednesday 15 April 2015, 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 3 above.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion as he or she thinks fit in relation to any other matter which is put before the meeting.

**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 2014	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To approve the Annual report on remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To declare a final dividend of 9.8 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To appoint KPMG LLP 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 elect Fariyal Khanbabi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	To re-elect Stephen Bird as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	To re-elect Tracey Graham as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	To re-elect Robert Lambourne as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	To re-elect Richard Stuckes as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	To authorise the Company to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	To renew the Directors' authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14	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"/>
15	To authorise own share purchases by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16	To hold a general meeting on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### By rail from St Paul's tube station

On exiting the station follow St Martin Le-Grand north towards Aldersgate Street and the Museum of London. When you arrive at the Museum of London roundabout our venue is located on the left.

### By rail from Barbican tube station

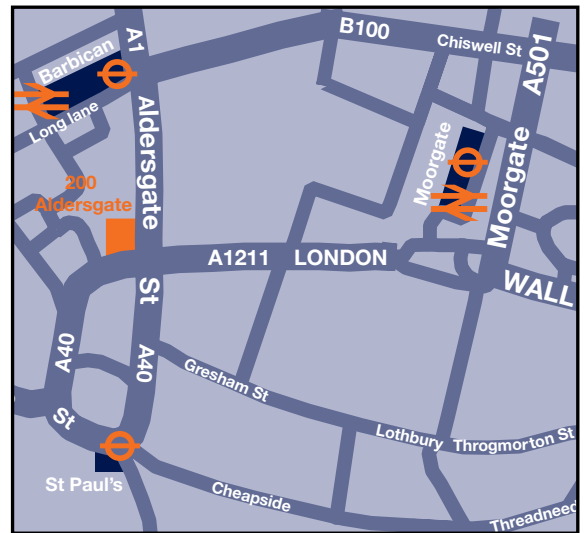
On exiting the station turn right on to Aldersgate Street. Follow Aldersgate Street south towards London Wall and the Museum of London. As you arrive at the roundabout for Museum of London our venue is on the right.

### By bus

The closest bus stop is at the Museum of London and is served directly by the number 4 and 56. Other services also serve Barbican and St Paul's and our venue is a short walk from both these locations.

### Parking

The closest car park is located next to the venue at 158-170 Aldersgate Street. Visit [www.ncp.co.uk](http://www.ncp.co.uk) for more details.



### Location

The map above shows the location of 200 Aldersgate, Aldersgate Street, London EC1A 4HD 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.