

**Company number 2486024**

**RESOLUTIONS OF DIALIGHT PLC (“Company”)**

**Passed on 16 May 2023**

At the Annual General Meeting of the Company duly convened and held at and broadcast from Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London E1 6PW on Tuesday, 16 May 2023 at 16:30, the following resolutions were duly passed as ordinary and special resolutions as specified below.

**ORDINARY RESOLUTION**

**Resolution 3 – New Plan adoption**

That the Dialight plc 2023 Restricted Share Plan (the “New Plan”), the principal terms of which are summarised in the appendix to the notice of the Meeting and the rules of which are produced to the Meeting and initialled by the Interim Chair for the purpose of the identification, be and are hereby approved and that the Directors be authorised to do all acts and things which they may consider necessary to carry the New Plan into effect and that the Directors be and are hereby authorised to approve schedules and subplans to the rules of the New Plan, modifying the rules of the New Plan to apply in any overseas jurisdictions to take account of local tax, exchange control or securities laws, provided that any ordinary shares made available under such schedules or subplans are treated as counting against any limits on individual or overall participation in the New Plan.

**Resolution 13 – Authority to allot shares**

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 allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company:

- (a) up to an aggregate nominal amount of £209,116 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum); and
- (b) comprising equity securities up to an aggregate nominal amount of £418,231 (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 13 in connection with an offer by way of a rights issue:

- (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment; and
- (ii) to holders of any other class of equity securities entitled to participate therein or as permitted 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, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever.

Such authorities shall, unless previously renewed, revoked or varied, expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2024, whichever is earlier, 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 conferred by this resolution had not expired.

## **SPECIAL RESOLUTIONS**

### **Resolution 14 – Authority to renew the allotment of equity securities for cash other than on a pro-rata basis**

That, in substitution for all existing powers and subject to the passing of resolution 13 set out in the notice of the 2023 Annual General Meeting of the Company, the Directors be given the power pursuant to Sections 570(1) and 573 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 conferred by that resolution 13 and to sell ordinary shares (as defined in Section 560(1) of the Companies Act 2006) held by the Company as treasury shares for cash, as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale,

provided that this power shall be limited to the allotment of equity securities for cash and the sale of treasury shares:

- (a) in connection with or pursuant to an offer of or invitation to acquire equity securities (but, in the case of the authority granted under paragraph (b) of resolution 13 by way of a rights issue only):
  - (i) in favour of holders of ordinary shares in proportion (as nearly as may be practicable) to the respective number of ordinary shares held by them on the record date for such allotment or sale; and
  - (ii) to holders of any other class of equity securities entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, and 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 difficulties which may arise under the laws of, or the requirements of any regulatory body or stock exchange in any territory or any other matter whatsoever; and
- (b) in the case of the authority granted under paragraph (a) of resolution 13 (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (a) of this resolution 14, up to an aggregate nominal amount of £31,368.

The power granted by this resolution shall, unless previously renewed, revoked or varied, expire on the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2024, whichever is the earlier, save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities, or sell treasury shares, in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

**Resolution 15 – Authority to disapply pre-emption for acquisitions or specified capital investments**

That, subject to the passing of resolution 13, and in addition to any power granted under resolution 14, the Directors be given the power pursuant to Sections 570(1) and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the authority granted under paragraph (a) of resolution 13 and to

sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be:

- (a) limited to the allotment of equity securities for cash and the sale of treasury shares up to an aggregate nominal amount of £31,368; and,
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors have determined to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, or for any other purposes as the Company in general meeting may at any time by special resolution determine.

The power granted by this resolution shall, unless previously renewed, revoked or varied, expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2024, whichever is the earlier, but, in each case, during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not expired.

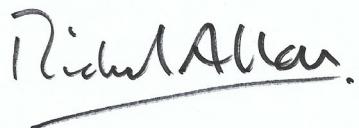
#### **Resolution 16 – To authorise the Company to purchase its own shares**

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make one or more market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of any of its ordinary shares of 1.89 pence in the capital of the Company ("ordinary shares") provided that:

- (a) the maximum number of ordinary shares authorised to be purchased is 3,319,288;
- (b) the minimum price (exclusive of expenses) which may be paid for an ordinary share is 1.89 pence;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is the higher of:

- (i) an amount equal to 5% above the average 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 contracted to be purchased; and
- (ii) the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venues where the purchase is carried out.

This authority shall, unless previously renewed, revoked or varied, expire at the conclusion of the Company's next Annual General Meeting after this resolution is passed or on 30 June 2024, whichever is the earlier, but during this period 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.

A handwritten signature in black ink, appearing to read "Richard Allan".

Signed .....

Richard Allan

Company Secretary

16 May 2023