

To be held at
Investec, 30 Gresham Street,
London, EC2V 7QP
on Monday 1 September 2025 at 9.30 am

DIALIGHT PLC

NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its content or the action you should take, you should consult your stockbroker, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in the Company, please pass this document and the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares

A form of proxy for the Annual General Meeting is enclosed and should be completed and returned so as to reach Equiniti Limited (Equiniti) (the Company's Registrars) by no later than 9.30 am on Thursday 28 August 2025. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting, should you so wish. Alternatively, you can register your proxy vote electronically by no later than 9.30 am on Thursday 28 August 2025, either by means of a website provided by Equiniti, www.shareview.co.uk, or by using the service provided by Euroclear. Further details are given in the explanatory notes from page 8 of this document.

Letter to Shareholders

Dialight plc
60 Petty France
London
SW1H 9EU
Registered in England and Wales 2486024
Web: www.dialight.com
14 July 2025

Dear Shareholder

DIALIGHT PLC – ANNUAL GENERAL MEETING 2025

I am pleased to inform you that this year's annual general meeting (**Meeting** or **2025 AGM**) of Dialight plc (**Dialight** or the **Company**) will be held at Investec, 30 Gresham Street, London, EC2V 7QP on Monday 1 September 2025 at 9.30am.

This document provides details of those items of business to be transacted at the AGM and includes the formal notice of the 2025 AGM (the **Notice**). Explanatory notes can be found from page 6 onwards.

VOTING

All shareholders are encouraged to vote either in advance of the Meeting by casting a proxy vote or on the day of the Meeting by attending. You can vote either:

- in advance of the Meeting by casting a proxy vote:
 - online at **www.shareview.co.uk** or appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via **www.euroclear.com**) by no later than 9.30am on **Thursday 28 August 2025** (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting); or,
 - Institutional shareholders may be able to appoint a proxy or proxies electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to **www.proxymity.io**; or,
 - by completing the enclosed form of proxy and returning it to the Company's Registrars, Equiniti, as soon as possible. Equiniti must receive the form of proxy by no later than 9.30am on **Thursday 28 August 2025** (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting); or,
- at the Meeting by you (or your proxy or corporate representative) participating in the Meeting.

For further information on the appointment of proxies please refer to the explanatory notes and the notes to the form of proxy.

CHANGES TO DIRECTORS' REMUNERATION AND DIRECTORS' REMUNERATION REPORT

The Companies Act 2006 (**CA2006**) requires that shareholders approve the Directors' Remuneration Policy every three years. The Company's last remuneration policy approval was in 2024 and accordingly there is no requirement for approval at the 2025 AGM. In accordance with CA2006, the annual advisory vote on the Directors' Remuneration Report is being put to shareholders.

Auditors

The attention of shareholders is drawn to the notes accompanying resolution 3.

New Director

The attention of shareholders is drawn to the notes accompanying resolution 4-10. There have been two changes to the Board since last year's annual general meeting. On 11 November 2024, we announced that Carolyn Zhang had stepped down as Chief Financial Officer and as an Executive Director of Dialight with immediate effect. On 10 December 2024, Dialight was pleased to announce the appointment of Mark Fryer as a Director and Interim Chief Financial Officer, and on 1 May 2025 to announce his appointment to the permanent Chief Financial Officer role. Mark has extensive experience across a range of UK listed and private companies and further biographical details are provided on page 44 of the Company's 2025 Annual Report and Accounts.

Documents available for inspection

Copies of all service agreements under which the Directors are employed by the Company, copies 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 2025 AGM and at the place of the 2025 AGM for 15 minutes prior to and during the Meeting.

Directors' Interests

The interests of the Directors as at 31 March 2025 are set out on page 79 of the 2025 Annual Report and Accounts (**2025 AR&A**) in accordance with Listing Rule 9.8.6. As at 11 July 2025, being the latest practicable date prior to publication of this Notice, there have been no changes in the interests of each Director.

Letter to Shareholders continued

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 shareholders as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do so in respect of their own interests (both beneficial and non-beneficial), save in respect of those resolutions in which they are personally interested.

If you have any questions regarding the 2025 AGM business please contact Equiniti by phone on +44 (0) 371 384 2495. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

Neil Johnson
Group Chair

Notice of Annual General Meeting

The annual general meeting (**Meeting** or **2025 AGM**) of Dialight plc (the **Company**) will be held at Investec, 30 Gresham Street, London, EC2V 7QP, at 9.30 am on Monday 1 September 2025. 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. Voting on all resolutions will be conducted by way of a poll rather than a show of hands.

Ordinary resolutions:

1. That the Company's Annual Report and Accounts for the financial year ended 31 March 2025, together with the Directors' Report and the Auditors' Report on those accounts (the **2025 AR&A**), be received.
2. That the Annual Report on Remuneration (other than the part containing the directors' Remuneration Policy) for the year ended 31 March 2025 as set out on pages 60 to 80 of the 2025 AR&A be approved.
3. That Grant Thornton UK LLP be re-appointed as auditors of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company.
4. That the Directors be authorised to determine the remuneration of the auditors.
5. That Stephen Blair be re-elected as a Director of the Company.
6. That Lynn Brubaker be re-elected as a Director of the Company.
7. That Mark Fryer be elected as a Director of the Company.
8. That Neil Johnson be re-elected as a Director of the Company.
9. That John Lincoln be re-elected as a Director of the Company.
10. That Nigel Lingwood be re-elected as a Director of the Company.
11. That, in accordance with ss366-367 of the Companies Act 2006 (**CA2006**), the Company and all its subsidiary companies from time to time during the period for which this resolution is effective 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, 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 September 2026, 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 CA2006.

The authorised sum referred to in paragraphs (a), (b) and (c) of this resolution may be comprised of one or more amounts in different currencies which, for the purpose of calculating that authorised sum, shall be converted into pounds sterling at such rate as the Board of the Company in its absolute discretion may determine to be appropriate.

12. That, in substitution for all existing authorities, the Directors be generally and unconditionally authorised in accordance with s551 of the CA2006 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 £253,279 (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 £506,558 (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 or pursuant to an offer or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer):
 - (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.

Notice of Annual General Meeting continued

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 September 2026, whichever is the 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:

13. That subject to the passing of resolution 12 set out in this Notice of the 2025 Annual General Meeting of the Company (Notice), the directors be given the power pursuant to ss 570(1) and 573 CA2006 to:
- (a) allot equity securities (as defined in s560 CA2006) of the Company for cash pursuant to the authorisation conferred by that resolution 12; and
 - (b) sell ordinary shares (as defined in s560(1) CA 2006) held by the Company as treasury shares for cash, as if s561 CA2006 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:
 - (i) in connection with or pursuant to an offer of or invitation to apply for equity securities (but in the case of the authority granted under paragraph (b) of resolution 12 by way of a pre-emptive offer or invitation (including a rights issue or open offer), 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 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) but subject to such exclusions or other arrangements as the Directors 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
 - (ii) in the case of the authorisation granted under paragraph (a) of resolution 12 (or in the case of any sale of treasury shares), and otherwise than pursuant to paragraph (i) of this resolution 13, up to an aggregate nominal amount of £37,992

and shall expire at the conclusion of the Company's next annual general meeting or on 30 September 2026, 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.

14. That, subject to the passing of resolutions 12 and 13 set out in this Notice, and in addition to any power granted under resolution 13, the Directors be given the power pursuant to ss 570(1) and 573 CA2006 to:
- (a) allot equity securities (as defined in s560 CA2006) of the Company for cash pursuant to the authorisation conferred by paragraph (a) of that resolution 12; and
 - (b) sell ordinary shares (as defined in s560(1) CA2006) held by the Company as treasury shares for cash,
- as if s561 CA2006 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 up to an aggregate nominal amount of £37,992 and used only for the purposes of financing (or refinancing, if the power is to be used within 12 months after the original transaction) a transaction which the Directors have determined to be either an acquisition or specified 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 and shall expire at the conclusion of the Company's next annual general meeting of the Company or on 30 September 2026, 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.

Notice of Annual General Meeting continued

15. That the Company be generally and unconditionally authorised for the purposes of s701 CA2026 to make one or more market purchases (within the meaning of s693(4) CA2026) 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 4,020,294;
 - (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 September 2026, 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.

By order of the Board

Laura Walker
Company Secretary
Dialight plc
14 July 2025

Company Number: 2486024
Registered Office:
60 Petty France
London
SW1H 9EU

Notice of Annual General Meeting continued

EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 1 to 12 are 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 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.

Voting on all resolutions will be conducted by way of a poll rather than a show of hands. This is a more transparent method of voting as shareholder votes are to be counted according to the number of shares held. This ensures that shareholders who are not able to attend the annual general meeting, but who have appointed proxies, have their votes fully taken into account. Any Directors who have been appointed as proxies will cast those votes as directed by the person who appointed them.

Resolution 1 – Annual Report and Accounts

The directors will lay before the Meeting the audited 2025 ARA.

Resolutions 2 – Annual report on remuneration

The Directors' Remuneration Report, which may be found on pages 60 to 80 of the 2025 ARA, gives details of the remuneration paid to the Directors for the year ended 31 March 2025 and includes the Directors' Remuneration Policy applicable to the period. The Company's auditor has audited those parts of the directors' Remuneration Report to be audited, and their report may be found on pages 85 to 97 of the 2025 ARA.

By voting on resolution 2, shareholders are invited to approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy). This vote is advisory in nature so payments made or promised to Directors will not have to be repaid, reduced or withheld if the resolution is not passed.

In accordance with s439A CA2026, the Company's Remuneration Policy is subject to a binding shareholder vote by ordinary resolution at least once every three years. The Company's current Remuneration Policy was last approved by shareholders at the annual general meeting in 2024.

Resolution 3 – Re-appointment of the auditor

The Company is required to appoint the auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. The Company's current auditor, Grant Thornton UK LLP, which was first appointed at last year's annual general meeting, wishes to stand for re-appointment at the 2025 AGM. Further details relating to the proposed re-appointment of Grant Thornton UK LLP is set out on page 81 of the 2025 AR&A.

Resolution 4 – To authorise the Directors to agree to the auditor's remuneration

This resolution authorises the directors, in accordance with standard practice, to determine the remuneration of the auditor.

Resolutions 5 to 10 – Re-election or election of Directors

In accordance with the UK Corporate Governance Code (the **Code**) and the Company's Articles of Association, all Directors who have served since the Company's Annual General Meeting in 2024, will stand for re-election or election, other than Carolyn Zhang who has stepped down from the Board. The Board considers that, following a formal performance evaluation, the performance of each Director on the Board at the date of this Notice continues to be effective and demonstrates the commitment required to continue in their present roles and accordingly supports each Director's re-election or election.

Of the six Directors seeking election or re-election, two, Neil Johnson and Mark Fryer, have been subject to formal and extensive review processes upon assuming their current Board roles (in the case of Neil Johnson, relating to his assumption of the Executive Chair role) and the recommendation for their election is made in full confidence of the efficacy of those review processes.

Of the remaining four directors: Stephen Blair, Lynn Brubaker, John Lincoln and Nigel Lingwood have undergone comprehensive and formal review processes upon their appointment to the Board and during the annual Board review process and their nomination for election is made with full confidence in the rigor and effectiveness of these evaluations. Nigel Lingwood is now the longest serving member currently on the Board and invested very considerable time providing oversight during the period between the departure of Carolyn Zhang and the appointment of a new Chief Financial Officer, and in the recruitment process for that CFO, Mark Fryer. He has assumed the role of Senior Independent Director in February 2024. Biographical details of all current Directors can be found on pages 44 and 45 of the 2025 ARA and on the Company's website at www.dialight.com.

Notice of Annual General Meeting continued

Resolution 11 – Political donations

Part 14 of the CA2006 prohibits the Company and its subsidiaries from, amongst other things, making political donations exceeding £5,000 in aggregate in any 12-month period or incurring political expenditure in respect of a political party or other political organisation or an independent election candidate unless authorised by the Company's shareholders. **Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure.** However, CA2006 defines 'political party', 'political organisation', 'political donation' and 'political expenditure' widely. For example, bodies such as those concerned with policy review and law reform or with the representation of the business community or sections of it, which the Company and/or its subsidiaries may see benefit in supporting, may be caught. Accordingly, the Company wishes to ensure that neither it nor its subsidiaries inadvertently commits any breaches of CA2006 through the undertaking of routine activities, which would not normally be considered to result in the making of political donations and political expenditure being incurred. As permitted under CA2006, the resolution extends not only to the Company but also covers all companies that are subsidiaries of the Company at any time the authority is in place. The resolution reflects the three categories covered by the rules and authorises the Company and its subsidiaries to:

- (a) make political donations to political parties and/or independent election candidates not exceeding £10,000 in total;
- (b) make political donations to political organisations other than political parties not exceeding £10,000 in total; and,
- (c) incur political expenditure not exceeding £10,000 in total, in the period up to the 2026 AGM or up to and including 30 September 2026, whichever is the earlier.

As required by the CA 2006, the resolution is in general terms and does not purport to authorise particular donations.

Neither the Company nor any of its subsidiaries has any intention of making any political donations or incurring any political expenditure at this time and, as is common practice, this resolution is included on the advice of the Company's legal advisers to avoid any inadvertent, technical breach of the restrictions on political donations contained in the CA2006.

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 approximately £253,279 (representing a maximum of 13,400,979 ordinary shares). This amount represents approximately one-third of the issued share capital of the Company as at 11 July 2025, being the latest practicable date prior to publication of this Notice.

In line with the latest guidelines issued by the Investment Association (IA), paragraph (b) of the resolution would give the directors the authority to allot ordinary shares by way of a pre-emptive offer or invitation (including a rights issue or open offer) in favour of ordinary shareholders up to an aggregate nominal amount equal to approximately £506,558 (representing a maximum of 26,801,957 ordinary shares), as reduced by the nominal amount of any ordinary shares issued under paragraph (a) of the resolution. This amount (before any reduction) represents approximately two-thirds of the issued share capital of the Company as at 11 July 2025, being the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (a) and (b) of the resolution will expire at the earlier of the conclusion of the 2026 AGM and 30 September 2026 (the last date by which the Company must hold an annual general meeting in 2026).

The Directors are mindful of shareholder concerns relating to the general granting of allotment powers and take all such allotment authorities so granted seriously. The Company has previously consulted with its major shareholders on the inclusion of this resolution and also sought external legal advice. **The Directors have no present intention to exercise the authorities sought under this resolution.** However, the authorities will give the Directors the flexibility to (a) manage the business prudently and (b) take advantage of business opportunities as they arise. If circumstances changed and the Directors were considering exercising the authorities sought under this resolution, the Directors would take note of relevant corporate governance guidelines in the use of such powers. The Directors note that such authorities are not required to issue shares under employee share schemes. As at the date of this Notice, no ordinary shares are held by the Company in treasury.

Notice of Annual General Meeting continued

Resolution 13 and 14 – Disapplication of pre-emption rights

Resolutions 13 and 14 will be proposed as special resolutions, each of which requires a 75% majority of the votes to be cast in favour. They would give the Directors the power to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings in certain circumstances.

Apart from offers or invitations in proportion to the respective number of shares held, the power in resolution 13 would be limited to the allotment of equity securities and sales of treasury shares for cash (i) up to an aggregate nominal amount of £37,992 (equivalent to approximately 5% of the Company's issued ordinary share capital as at 11 July 2025 being the latest practicable date prior to publication of this Notice).

The power set out in resolution 14 would be limited to (i) the allotment of equity securities and sales of treasury shares for cash up to an aggregate nominal amount of £37,992 (equivalent to approximately 5% of the Company's issued ordinary share capital at 11 July 2025, being the latest practicable date prior to publication of this Notice. This is in addition to the 5% referred to in resolution 13.

The powers set out in resolutions 13 and 14 remain below the recommendations set out in the Pre-Emption Group (PEG's) 2022 Statement of Principles which increased the level of disapplication authority that companies can request routinely to 20% of their issued ordinary share capital.

The Directors confirm that they intend to use this power only in connection with a transaction which they have determined to be an acquisition or a specified capital investment (of a kind contemplated by the Statement of Principles) which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding 12 month period and is disclosed in the announcement of the issue. The Directors also confirm that they intend to follow the shareholder protections in paragraph one of Part 2B of the Statement of Principles.

The powers under resolutions 13 and 14 will expire at the earlier of the conclusion of the 2026 AGM or on 30 September 2026.

Resolution 15 – Purchase of own shares

This resolution would give authority for the Company to purchase up to 4,020,294 of its ordinary shares, representing approximately 10% of the Company's issued share capital. The resolution specifies the minimum and maximum prices for any ordinary shares purchased under the authority. If granted, the authority will expire at the earlier of the conclusion of the 2026 AGM or on 30 September 2026 (the last date by which the Company must hold an annual general meeting in 2026).

The Directors will determine whether any ordinary shares acquired pursuant to this authority are to be cancelled or held in treasury at the time that they resolve to exercise the authority. As at 11 July 2025, being the latest practicable date prior to publication of this Notice, the total number of options over shares outstanding under the Company's share schemes was 1,051,510 which, if exercised, would represent 2.62% of the issued shares at that time. If the Company were to purchase its own shares to the fullest possible extent of its authority from shareholders (existing and being sought), this number of outstanding options could potentially represent approximately 2.91% of the issued share capital of the Company.

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 and could be expected to result in an increase in the earnings per share of the Company. The Directors have no present intention of exercising the authority conferred by this resolution.

Notice of Annual General Meeting continued

GENERAL INSTRUCTIONS FOR SHAREHOLDERS

1. **Entitlement to attend and vote:** To be entitled to attend and vote at the 2025 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 6.30pm on Thursday 28 August 2025 (or, in the event of any adjournment, 6.30pm on the date which is two working 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 2025 AGM. If you wish to attend the Meeting, please bring this Notice with you.
2. **You can vote either:**
 - in advance of the Meeting by casting a proxy vote:
 - online by going to Equiniti's Shareview website, **www.shareview.co.uk**, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to **www.shareview.co.uk** and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes, or
 - appoint a proxy or proxies through the CREST electronic proxy appointment service by using the procedures described in the CREST Manual (available via **www.euroclear.com** by no later than 9.30am on 28 August 2025 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting); or
 - if you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform. For further information regarding Proxymity, please go to **www.proxymity.io**. Proxies must be lodged by 9.30am on 28 August 2025 to be considered valid. Before an institutional shareholder can appoint a proxy via this process, they will need to have agreed to Proxymity's associated terms and conditions. It is important that shareholders read the terms and conditions carefully as shareholders will be bound by the terms and conditions and they will govern the electronic appointment of the shareholder's proxy or,
 - by completing the enclosed form of proxy and returning it to the Company's Registrars, Equiniti, as soon as possible. Equiniti must receive the form of proxy by no later than 9.30am on 28 August 2025 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting); or,
 - at the Meeting by you (or your proxy or corporate representative) participating in the Meeting.
3. **Appointing proxies:** If you meet the criteria set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the 2025 AGM and you should have received a form of proxy with this Notice. A proxy need not be a shareholder of the Company. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy. You may appoint more than one proxy in relation to the 2025 AGM provided that each proxy is appointed to exercise the rights attached to a different share(s) held by that shareholder. You may not appoint more than one proxy to exercise rights attached to any one share. If you do not have a form of proxy and believe that you should have one, or if you require additional forms, please contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by telephone on +44 (0) 371 384 2495. Lines are open between 8:30am and 5:30pm, Monday to Friday (excluding public holidays in England and Wales). Please ensure the country code is used if calling from outside the UK. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 6 below), will not prevent you attending the 2025 AGM and voting if you wish to do so; however, this shall automatically terminate your proxy appointment. Should you wish to change your proxy instructions simply submit a new proxy appointment using the methods set out above within the relevant timeframe. Should you need a further hard-copy form of proxy to be able to do this, please contact the Company's Registrars whose details appear above. You may also terminate a proxy appointment by informing the Company's Registrars prior to the relevant deadline for appointing proxies as detailed below.
4. **Deadline for appointing proxies:** To be valid, any form of proxy or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA in each case no later than 9.30am on 28 August 2025 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). Shareholders who would prefer to register the appointment of their proxy electronically via the internet can do so through **www.shareview.co.uk** and logging in to your Shareview Portfolio. To register for a Shareview Portfolio, go to **www.shareview.co.uk** and enter the requested information. Any appointment must be made by no later than 9.30am on 28 August 2025 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). 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 Registrars which is found to contain a computer virus will not be accepted. If you submit more than one valid proxy instruction, the appointment received last before the latest time for receipt will take precedence.

Notice of Annual General Meeting continued

5. **Nominated Persons:** Any person to whom this Notice is sent who is a person nominated under s146 CA2006 to enjoy information rights (**Nominated Person**) may, under an agreement between them and the shareholder who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the 2025 AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 3 and 4 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. **Appointment of proxies through CREST:** 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 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.
7. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (**CREST Proxy Instruction**) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (**EUI**) specifications and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com). 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 9.30am on 28 August 2025 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). 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.
8. CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI 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. 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.
9. **Appointment of proxies through Proxymity:** Institutional shareholders may be able to appoint a proxy or proxies electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Proxies must be lodged by 9.30am on 28 August 2025 to be considered valid. Before an institutional shareholder can appoint a proxy via this process, they will need to have agreed to Proxymity's associated terms and conditions. It is important that shareholders read the terms and conditions carefully as shareholders will be bound by the terms and conditions and they will govern the electronic appointment of the shareholder's proxy.
10. **Corporate representative:** Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all of its powers as a shareholder provided that they do not do so in relation to the same share.
11. **Website publication of audit concerns:** Under s527 CA2006, shareholders 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 2025 AGM; or (ii) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with s437 CA2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with s527 or s528 CA2006. Where the Company is required to place a statement on a website under s527 CA2006, it must forward the statement to the Company's auditors 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 s527 CA2006 to publish on a website.

Notice of Annual General Meeting continued

12. **Issued share capital:** As at 11 July 2025 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 40,202,936 ordinary shares of 1.89 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 11 July 2025 were 40,202,936.
13. **Questions at the Meeting:** Any shareholder attending the 2025 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 2025 AGM but no such answer need be given if: (a) to do so would interfere unduly with the 2025 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 2025 AGM that the question be answered.
14. **Withheld votes:** A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against a resolution. If you have appointed a proxy and you have not indicated your voting preference on the form of proxy, your proxy will vote or abstain from voting at their discretion. Your proxy will vote (or abstain from voting) as they think fit in relation to any other matter which is put before the 2025 AGM.
15. **Website information and electronic communications:** A copy of this Notice and the 2025 ARA, and other information required by s311A CA2006, can be found 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.
16. **Communication:** You may not use any electronic address (within the meaning of s333(4) CA2006) 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.

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