

**Dialight plc**  
**Notice of Annual General Meeting**

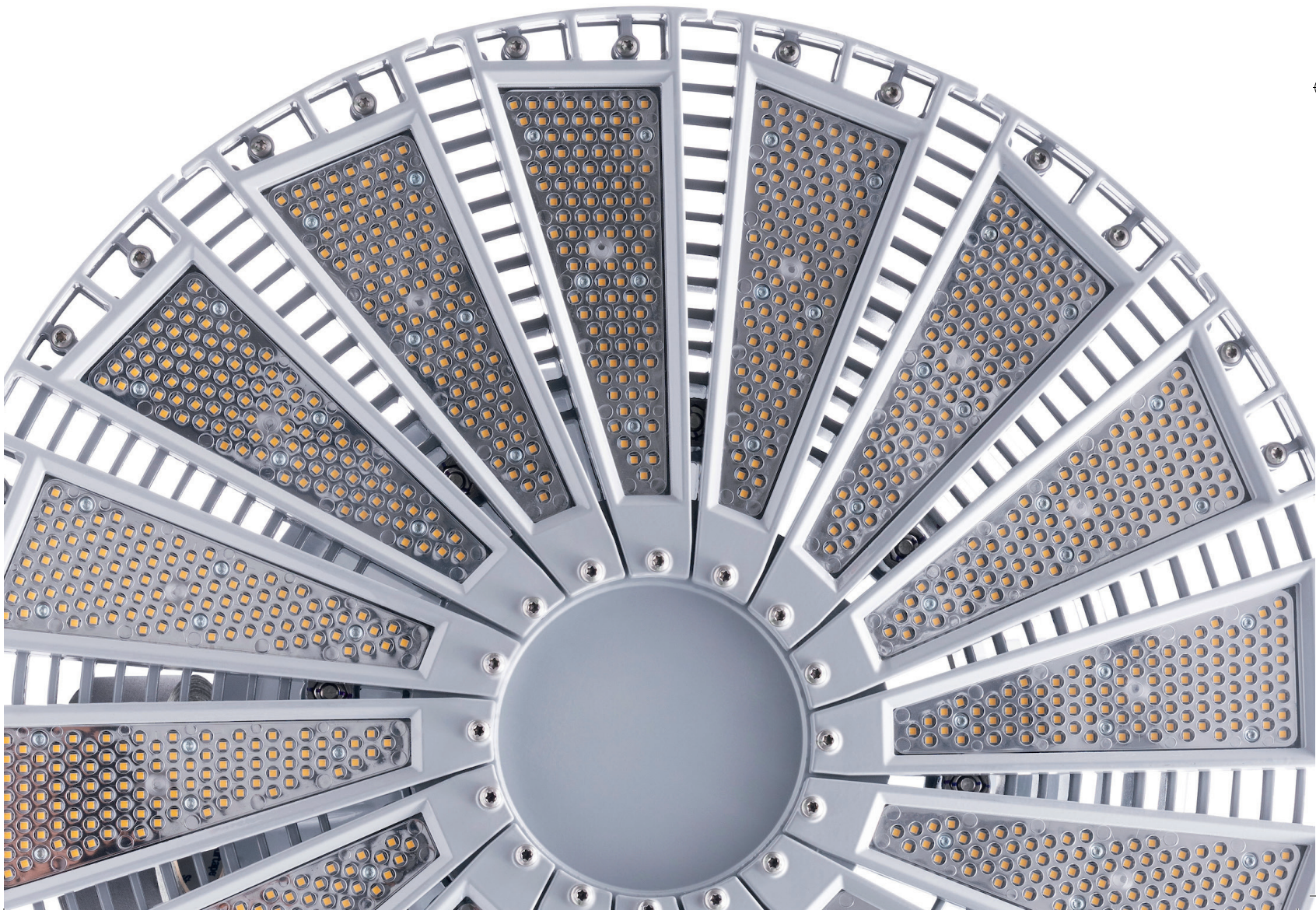
To be held at the offices of Ashurst LLP at  
Broadwalk House, 5 Appold Street,  
London EC2A 2AG

on Wednesday, 17 April 2019 at 11.30am

**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 11.30am on Monday, 15 April 2019. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person, should you so wish. Alternatively, you can register your proxy vote electronically by no later than 11.30am on Monday, 15 April 2019, either by means of a website provided by Equiniti, [www.sharevote.co.uk](http://www.sharevote.co.uk), or by using the service provided by Euroclear. Further details are given in the explanatory notes from page 6 of this document.



## Letter to Shareholders

Dialight plc  
Leaf C  
Level 36  
Tower 42  
25 Old Broad Street  
London EC2N 1HQ  
Registered in England and Wales 2486024  
[www.dialight.com](http://www.dialight.com)  
15 March 2019

Dear Shareholder

### Dialight plc – Annual General Meeting 2019

I am pleased to inform you that this year's Annual General Meeting ("Meeting" or "AGM") will be held at the offices of Ashurst LLP, Broadwalk House, 5 Appold Street, London EC2A 2AG, on Wednesday, 17 April 2019 at 11.30am.

This document provides details of those items of business to be transacted at the AGM and includes the formal notice of the AGM (the "Notice"). Explanatory notes can be found from page 6 onwards. A location map is provided on the reverse of the form of proxy which is also enclosed. Tea and coffee will be available from 11.00am onwards on the day. If you would like to vote on the resolutions in the Notice but cannot attend the Meeting, please complete the form of proxy and return it to the Company's Registrars, Equiniti, as soon as possible. Equiniti must receive the form of proxy by no later than 11.30am on Monday, 15 April 2019 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). Alternatively, you can vote online at [www.sharevote.co.uk](http://www.sharevote.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](http://www.euroclear.com)) by no later than 11.30am on Monday, 15 April 2019 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). For further information on the appointment of proxies please refer to the explanatory notes and the notes to the form of proxy.

This year, we are delighted to welcome Steve Good to the Board of Dialight. Steve has strong experience in the industrial sector, in both an executive and non-executive capacity and will further strengthen the Board and contribute to Dialight's achievement of its strategic objectives.

Steve shall stand for election, and all the other Directors shall retire and stand for re-election at the AGM. Information regarding certain items of business to be transacted at the AGM can be found in the explanatory notes overleaf.

### Documents available for inspection

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

### 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). If you have any questions regarding the AGM business please contact Equiniti by phone on 0371 384 2495. Lines are open from 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales). Non-UK callers can dial +44 (0)121 415 7047.

Wayne Edmunds  
Chairman



## Notice of Annual General Meeting

The Annual General Meeting (“AGM”) of Dialight plc (the “Company”) will be held at the offices of Ashurst LLP at Broadwalk House, 5 Appold Street, London EC2A 2AG at 11.30am on Wednesday, 17 April 2019. 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. 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 December 2018, together with the Directors’ report and the auditors’ report on those accounts, be received.
2. That the annual report on remuneration (other than the part containing the Directors’ Remuneration Policy) for the year ended 31 December 2018 as set out on pages 76 to 83 of the Company’s 2018 Annual Report and Accounts be approved.
3. That KPMG LLP be re-appointed as auditors of the Company from the conclusion of this 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 Wayne Edmunds be re-elected as a Director of the Company.
6. That Martin L. Rapp be re-elected as a Director of the Company.
7. That Fariyal Khanbabi be re-elected as a Director of the Company.
8. That Stephen Bird be re-elected as a Director of the Company.
9. That David Thomas be re-elected as a Director of the Company.
10. That David Blood be re-elected as a Director of the Company.
11. That Gaelle Hotellier be re-elected as a Director of the Company.
12. That Steve Good 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 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 June 2020, 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.

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.

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 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 £204,965 (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 £409,931 (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 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 2020, 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:

15. That, in substitution for all existing powers and subject to the passing of resolution 14 set out in the notice of the 2019 Annual General Meeting of the Company, the Directors be given the general power to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash pursuant to the authority conferred by that resolution 14 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:
- (a) the allotment of equity securities for cash and the sale of treasury shares 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 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 as permitted 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, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever; and
  - (b) the allotment (otherwise than pursuant to paragraph (a) above) of equity securities for cash and the sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £30,744.

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 2020, 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 (and treasury shares to be

sold) after such expiry and the Directors may allot equity securities (and sell treasury shares) in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

16. That, subject to the passing of resolution 14, the Directors be given the power in addition to any power granted under resolution 14 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under paragraph (a) of resolution 14 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 £30,744; 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 2020, 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.

17. 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 3,253,423;
- (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 2020, 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.

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

By order of the Board

Ronan Sheehy  
Company Secretary  
Dialight plc

15 March 2019

Registered Office:  
Leaf C  
Level 36  
Tower 42  
25 Old Broad Street  
London EC2N 1HQ  
Company Number: 2486024

## Explanatory notes to the resolutions

Resolutions 1 to 14 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 15 to 18 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.

## Resolution 1 – Annual Report and Accounts

The Directors will lay before the Meeting the audited Annual Report and Accounts for the financial year ended 31 December 2018, together with the Directors' report and the auditors' report on those accounts.

## Resolution 2 – Annual report on remuneration

In accordance with Section 439A of the Companies Act 2006, the Remuneration Policy is subject to a binding shareholder vote by ordinary resolution at least once every three years. Shareholder approval will be required if the Directors wish to change the policy within that three-year period. Full details of the remuneration Policy are set out on pages 68 to 75 of the 2018 Annual Report and Accounts. There will not be a vote on the Policy at this year's AGM as the Policy was approved at the Company's AGM in 2017 and no changes are proposed.

Section 439 of the Companies Act 2006 requires that the annual report on remuneration is tabled for shareholder approval at each AGM. The annual report on remuneration is set out on pages 76 to 83 of the Company's 2018 Annual Report and Accounts. As this vote is an advisory vote, no entitlement of a Director to remuneration is conditional on it.

## 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 Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditor KPMG LLP, on behalf of the Board, who now proposes their re-appointment as the auditor of the Company.

## 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.

## Resolution 5 to 12 – Re-election or election of Directors

In accordance with the UK Corporate Governance Code (the "Code") and the Company's Articles of Association, all existing Directors who have served since the Company's Annual General Meeting in 2018, will stand for re-election or election. The Board considers that, following a formal external 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 Directors' re-election or election. Biographical details of all Directors can be found on pages 46 to 47 of the 2018 Annual Report and Accounts and on the Company's website at [www.dialight.com](http://www.dialight.com).

## Resolution 13 – Political donations

Part 14 of the Companies Act 2006 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, the Companies Act 2006 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 the Companies Act 2006 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 the Companies Act 2006, 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 Company's next AGM or up to and including 30 June 2020, whichever is the earlier.

As required by the Companies Act 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.

### **Resolution 14 – 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 £204,966 (representing a maximum of 10,844,745 ordinary shares). This amount represents approximately one-third of the issued share capital of the Company as at 20 February 2019, the latest practicable date prior to publication of the 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 in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to approximately £409,931 (representing a maximum of 21,689,490 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 20 February 2019, the latest practicable date prior to publication of the Notice.

The authorities sought under paragraphs (a) and (b) of the resolution will expire at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2020 and 30 June 2020 (the last date by which the Company must hold an Annual General Meeting in 2020).

The Directors have no present intention to exercise either of the authorities sought under the resolution.

However, the authority gives the Directors the flexibility to take advantage of business opportunities as they arise. If they do exercise the authorities, the Directors intend to follow IA recommendations concerning their use.

As at the date of the Notice, no ordinary shares are held by the Company in treasury.

### **Resolution 15 and 16 – Disapplication of pre-emption rights**

Resolutions 15 and 16 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.

The power set out in resolution 15 would be, similar to previous years, limited to: (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares; or (b) as the Board otherwise considers necessary, or otherwise up to an aggregate nominal amount of £30,744 (representing 1,626,711 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company (excluding treasury shares) as at 20 February 2019, the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 15(b), the Directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% of the issued share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders. The Directors have no present intention of exercising this power.

The power set out in resolution 16 would be limited to allotments or sales of up to an aggregate nominal amount of £30,744 (representing 1,626,711 ordinary shares) and would be in addition to the power set out in resolution 16. This aggregate nominal amount represents an additional 5% of the issued share capital of the Company (excluding treasury shares) as at 20 February 2019, the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 16, the Directors confirm their intention to use the power granted by resolution 15 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 within the meaning given in the Pre-Emption Group's Statement of Principles on Disapplying Pre-emption Rights and which is announced contemporaneously with the announcement of the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

The powers under resolutions 15 and 16 will expire at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2020 and 30 June 2020 (the last date by which the Company must hold an Annual General Meeting in 2020).

### Resolution 17 – Purchase of own shares

This resolution would give authority for the Company to purchase up to 3,253,423 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 Annual General Meeting of the Company to be held in 2020 and 30 June 2020 (the last date by which the Company must hold an Annual General Meeting in 2020).

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 20 February 2019, the latest practicable date prior to publication of the Notice, the total number of options over shares outstanding under the Company's share schemes was 475,085 which, if exercised, would represent 1.46% 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 1.62% 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.

### Resolution 18 – Notice of general meetings

A general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings. The flexibility offered by this resolution will be used where, taking into account the circumstances, the directors consider this appropriate in relation to the business to be considered at the meeting.



## Explanatory notes to the Notice

1. **Entitlement to attend and vote:** To be entitled to attend and vote at the 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 15 April 2019 (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 AGM. If you wish to attend the Meeting in person, please bring this Notice with you to the Meeting.
2. **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 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 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 0371 384 2495 (for callers calling from the UK) or +44 (0)121 415 7047 (for those calling from overseas). Lines are open between 8.30am and 5.30pm, Monday to Friday. The return of a completed form of proxy, other such instrument or any CREST Proxy Instruction (as described in paragraph 5 below), will not prevent a shareholder attending the AGM and voting in person if he/she wishes 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 with 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.
3. **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 11.30am on 15 April 2019 (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 the Sharevote website, [www.sharevote.co.uk](http://www.sharevote.co.uk), using their Personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on the form of proxy) by no later than 11.30am on 15 April 2019 (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.
4. **Nominated Persons:** Any person to whom this Notice is sent who is a person nominated under Section 146 of the Companies Act 2006 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 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 2 and 3 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.

5. **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](http://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.

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](http://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 11.30am on 15 April 2019 (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.

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.

6. **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.
7. **Website publication of audit concerns:** Under Section 527 of the Companies Act 2006, 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 AGM; or (ii) any circumstance connected with the auditors of the Company ceasing to hold office since the previous meeting at which Annual Report and Accounts and reports were laid in accordance with Section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under Section 527 of the Companies Act 2006, 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 Section 527 of the Companies Act 2006 to publish on a website.

8. **Issued share capital:** As at 20 February 2019 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 32,534,237 ordinary shares of 1.89 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 20 February 2019 were 32,534,237.
9. **Questions at the Meeting:** Any shareholder attending the 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 AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the 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 AGM that the question be answered.
10. **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 AGM.
11. **Website information and electronic communications:** A copy of this Notice and the Company's Annual Report and Accounts for the financial year ended 31 December 2018, and other information required by Section 311A of the Companies Act 2006, can be found at [www.dialight.com](http://www.dialight.com). If you wish to receive notice of future general meetings and other communications online, please register at [www.shareview.co.uk](http://www.shareview.co.uk) or contact Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.
12. **Communication:** You may not use any electronic address (within the meaning of Section 333(4) of the Companies Act 2006) 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.
13. **Members' Rights:** Under section 338 and section 338A of the Companies Act 2006, shareholders meeting the threshold requirements in those sections have the right to require the Company (i) to give, to shareholders of the Company entitled to receive the Notice, notice of a resolution which may properly be moved and is intended to be moved at the AGM and/or (ii) to include in the business to be dealt with at the AGM any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date 6 clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.



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