



To be held at, and broadcast from,  
Ashurst LLP,  
London Fruit & Wool Exchange,  
1 Duval Square, London, E1 6PW  
on Tuesday 16 May 2023 at 4.30 pm

## **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 4.30pm on Friday 12 May 2023. Completion and return of the form of proxy will not prevent you from attending and voting at the meeting in person or attending virtually and voting at the meeting electronically, should you so wish. Alternatively, you can register your proxy vote electronically by no later than 4.30pm on Friday 12 May 2023, 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 10 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  
Web: [www.dialight.com](http://www.dialight.com)  
11 April 2023

Dear Shareholder

### DIALIGHT PLC – ANNUAL GENERAL MEETING 2023

I am pleased to inform you that this year's Annual General Meeting (**Meeting or AGM**) of Dialight plc (**Dialight** or the **Company**) will be held at, and broadcast from, Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW, on Tuesday, 16 May 2023 at 4.30pm.

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.

As with last year's annual general meeting, we will conduct the AGM as a 'hybrid' meeting, as permitted by our Articles of Association adopted at our 2020 AGM. A 'hybrid' meeting gives shareholders (or their proxies or corporate representatives) the opportunity to attend and participate in the Meeting both physically and virtually, i.e. electronically without the need for physical attendance. Shareholders will be able to attend and participate in the Meeting virtually by following the instructions on page 12. We will announce any further updates via a Regulatory Information Service and on the Company's website at [www.dialight.com/ir](http://www.dialight.com/ir). Shareholders are accordingly requested to visit the Company's website for any such further updates.

### 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 in person or virtually. You can vote either:

- in advance of the Meeting by casting a proxy 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 4.30pm on Friday 12 May 2023 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting); 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 4.30pm on Friday 12 May 2023 (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:
  - in person; or,
  - virtually and voting electronically by logging onto <https://web.lumiagm.com/111413869> and following the instructions on page 12.

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

### AUDITORS

The attention of shareholders is drawn to the notes accompanying resolution 4.

## LETTER TO SHAREHOLDERS CONTINUED

### NEW DIRECTORS

We were pleased to announce on 20 March 2023 the appointment of Neil Johnson to the Board of Dialight in the role of Non-executive Chairman, with effect from 17 May 2023. On appointment, Neil will also become a member and chair of the Nominations Committee. Neil has considerable experience in international business development and a varied range of strategic corporate activity in multiple sectors and geographies.

Following the announcement of Neil's appointment, David Thomas has decided to step down from the Board after 7 years' service as chair of the Company's Audit Committee, as senior independent director, and latterly as Interim Chair. David will continue to Chair the Company through to the conclusion of the Meeting.

This year, we are also delighted to welcome Nigel Lingwood to the Board of Dialight in the role of Non-Executive Director. Nigel has extensive experience in senior financial roles: From 2001 to 2021 Nigel was group finance director and board director at Diploma PLC (LSE: DPLM.L), the international group of businesses supplying specialised technical products and services. Currently, Nigel is also a non-executive director and chair of the audit committee of Volution Group plc (LSE: FAN.L), a leading international designer and manufacturer of energy efficient indoor air quality solutions.

Neil and Nigel will stand for election and all other directors will retire and stand for re-election at the AGM (except for David Blood (as announced on 30 March 2023) and David Thomas (as announced on 5 April 2023)). Details of the changes to board roles that have taken place this year are set out on pages 124 to 126 of the Company's 2022 Annual Report. Information regarding the 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, copies of the letters of appointment of the Non-Executive Directors of the Company and the new share plan being proposed by resolution 3 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. The new share plan being proposed by resolution 3 will also be available on the National Storage Mechanism from the date of this Notice.

### 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 +44 (0) 371 384 2495. Lines are open from 8.30am to 5:30pm, Monday to Friday (excluding public holidays in England and Wales).

**David Thomas**  
Interim Chair

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting (**Meeting** or **AGM**) of Dialight plc (the **Company**) will be held at, and broadcast from, Ashurst LLP, London Fruit & Wool Exchange, 1 Duval Square, London, E1 6PW, at 4.30pm on Tuesday, 16 May 2023. You will be asked to consider and, if thought fit, pass the resolutions below. Resolutions 14 to 16 (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, including for those shareholders (or their proxies or corporate representatives) attending the Meeting virtually and voting electronically.

### ORDINARY RESOLUTIONS:

1. That the Company's Annual Report and Accounts for the financial year ended 31 December 2022, 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 2022 as set out on pages 136 to 170 of the Company's 2022 Annual Report and Accounts be approved.
  3. 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.
  4. That Grant Thornton UK LLP be appointed as auditors of the Company from the conclusion of the Meeting until the conclusion of the next annual general meeting of the Company.
  5. That the Directors be authorised to determine the remuneration of the auditors.
  6. That Neil Johnson be elected as a Director of the Company.
  7. That Nigel Lingwood be elected as a Director of the Company.
  8. That Gotthard Haug be re-elected as a Director of the Company.
  9. That Gaëlle Hotellier be re-elected as a Director of the Company.
  10. That Fariyal Khanbabi be re-elected as a Director of the Company.
  11. That Clive Jennings be re-elected as a Director of the Company.
  12. 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 2024, 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.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13. 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:

14. That, in substitution for all existing powers and subject to the passing of resolution 13 set out in this 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.

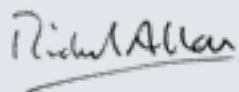
15. That, subject to the passing of resolution 13, and in addition to any power granted under resolution 14, the Directors be given the power pursuant to Sections 570(1) and 573 of the Companies Act 2006 to allot equity securities (as defined in Section 560 of the Companies Act 2006) for cash under the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

16. 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.

By order of the Board



**Richard Allan**  
Company Secretary  
Dialight plc

11 April 2023

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

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

### EXPLANATORY NOTES TO THE RESOLUTIONS

Resolutions 1 to 13 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 14 to 16 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 Annual Report and Accounts for the financial year ended 31 December 2022, together with the Directors' report and the auditors' report on those accounts.

### Resolution 2 – Annual report on remuneration

The Directors' Remuneration Report, which may be found on pages 136 to 170 of the Company's 2022 Annual Report and Accounts, gives details of the remuneration paid to the Directors for the year ended 31 December 2022 and includes the Directors' Remuneration Policy applicable to the period on pages 140 to 158. The Company's auditor has audited those parts of the Directors' Remuneration Report to be audited and their report may be found on pages 178 to 190 of the Company's 2022 Annual Report and Accounts.

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 Section 439A of the Companies Act 2006, 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 2021.

### Resolution 3 – New Plan Adoption

The Dialight plc 2014 Performance Share Plan (the **Current Plan**) was approved by shareholders in April 2014, and will expire in April 2024. The Remuneration Committee has therefore decided to seek shareholder approval for a new incentive share plan, Dialight plc 2023 Restricted Share Plan (the **New Plan**), which will replace the Current Plan and be used for the grant of new share awards to selected employees, including the executive directors. A summary of the New Plan is set out in Appendix 1 to this Notice. The New Plan is substantially similar to the Current Plan.

The Directors' Remuneration Policy, set out on pages 140 to 158 of the Annual Report and Accounts, sets out the Remuneration Committee's policy for directors in relation to the Plan, including in relation to the performance conditions applied to the vesting of awards, the grant of awards on recruitment and the individual limit for awards.

Subject to shareholder approval of the New Plan at the AGM, the first grant of awards under the New Plan would be made to selected employees, including the executive directors (although awards to the executive directors will also be subject to the Company's current Remuneration Policy) once the Current Plan expires in April 2024.

If passed, resolution 3 will also enable the Company to add schedules or subplans to the New Plan to enable the grant of options and awards to employees in overseas territories, taking account of local tax, exchange control and securities law issues. Any shares made available under such schedules or subplans will be treated as counting towards any limits on individual or overall participation in the New Plan.

### Resolution 4 – 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 previous auditor, KPMG LLP, has resigned as the Company's auditor and will not stand for re-appointment at the Annual General Meeting. This is due to the maximum tenure provisions under the Companies Act 2006. The Audit Committee carried out a competitive tender process in 2022 involving a range of potential auditors and resulting in a final shortlist of potential auditors that were then subject to a detailed interview process by the Audit Committee. As a result of this process the Audit Committee made a formal recommendation to the Board that Grant Thornton UK LLP be appointed as the Company's auditors. Following such recommendation, the Board resolved to propose, and hereby proposes, that Grant Thornton UK LLP be appointed as auditors at the Meeting to hold office until the conclusion of the next such meeting.



As required under the Companies Act 2006, KPMG LLP has provided the Company with its 'statutory statement' in connection with its resignation as the Company's auditor and a copy of this statement must be sent to every person who is entitled to be sent a copy of the Company's Annual Report and Accounts. A copy of this statement is set out in Appendix 2 to this Notice on page 15.

### **Resolution 5 – 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 6 to 11 – 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 2022, will stand for re-election or election, other than Karen Oliver (who resigned from the Board as both Chair and Non-Executive Director effective from 31st December 2022), and David Blood and David Thomas who have decided not to stand for re-election (as announced on 30 March 2023 and 5 April 2023 respectively). 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 Nigel Lingwood, have been subject to formal and extensive review processes upon assuming their respective Board roles – and the recommendation for their election is made in full confidence of the efficacy of these review processes. Nigel Lingwood has also assumed the role of Audit Committee Chair.

Of the remaining four directors: Fariyal Khanbabi is an executive director and CEO of the Group; Clive Jennings is an executive director and CFO of the Group; Gaëlle Hotellier has invested considerable time and effort in her capacity as Chair of the Remuneration Committee and in her role as Workforce Engagement non-executive director (as well as assuming the role of interim senior independent director); and, Gotthard Haug has become a member of the Remuneration Committee in addition to his role on the Audit Committee.

Subject to his election at the AGM, Neil Johnson's appointment as Non-executive Chairman will be effective from 17 May 2023. On appointment, Neil will also become a member and chair of the Nominations Committee.

Biographical details of all current Directors can be found on pages 108 to 109 of the 2022 Annual Report and Accounts and on the Company's website at [www.dialight.com](http://www.dialight.com). The biographical details of Neil Johnson are set out below:

Neil Johnson has considerable experience in international business development and a varied range of strategic corporate activity in multiple sectors and geographies. He is currently Chairman of QinetiQ Group plc, the FTSE250 leading science and engineering company, Chairman of Unbound Group plc, the AIM listed online multi-brand retail platform, and is Deputy Chairman of the Business Growth Fund, an independent investment company supporting UK SMEs.

Neil has also held a number of senior Board roles, including Chairman of Synthomer plc, Motability Operations Group plc, e2v technologies plc and Centaur Media Plc. He was formerly Chief Executive Officer of the RAC and chaired telematics company Cybit Holdings Plc through IPO and ultimate sale to a US private equity firm in 2010.

### **Resolution 12 – 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:

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

- (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 2024, 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 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 Companies Act 2006.

### Resolution 13 – 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 £209,116 (representing a maximum of 11,064,29 ordinary shares). This amount represents approximately one-third of the issued share capital of the Company as at 6 April 2023, 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 in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to approximately £418,231 (representing a maximum of 22,128,589 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 6 April 2023, 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 Annual General Meeting of the Company to be held in 2024 and 30 June 2024 (the last date by which the Company must hold an Annual General Meeting in 2024).

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. Other than in respect of employee share schemes, 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. As at the date of this Notice, no ordinary shares are held by the Company in treasury.

### Resolution 14 and 15 – Disapplication of pre-emption rights

Resolutions 14 and 15 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 14 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 £31,368 (representing 1,659,644 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued share capital of the Company (excluding treasury shares) as at 6 April 2023, being the latest practicable date prior to publication of this Notice.

Notwithstanding the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, which allows for an increased disapplication of pre-emption rights, the Directors are seeking an equivalent authorisation to the authorisation sought at last year's Annual General Meeting, but will keep emerging market practice under review. In respect of the power under resolution 15(b), the Directors confirm their intention to continue to follow the provisions of the previous Pre-Emption Group's Statement of Principles that usage in excess of 7.5% of the issued share capital of the Company (excluding treasury shares) within a rolling 3-year period 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 15 would be limited to allotments or sales of up to an aggregate nominal amount of £31,368 (representing 1,659,644 ordinary shares) and would be in addition to the power set out in resolution 14. This aggregate nominal amount represents an additional 5% of the issued share capital of the Company (excluding treasury shares) as at 6 April 2023, being the latest practicable date prior to publication of this Notice.

In respect of the power under resolution 15, the Directors confirm their intention to use the power granted by resolution 15 only in connection with a transaction which they have determined to be an acquisition or other capital investment (of a kind contemplated by the Pre-Emption Group's Statement of Principles most recently published prior to the date of this Notice) 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 powers under resolutions 14 and 15 will expire at the earlier of the conclusion of the Annual General Meeting of the Company to be held in 2024 and 30 June 2024 (the last date by which the Company must hold an Annual General Meeting in 2024).

## **Resolution 16 – Purchase of own shares**

This resolution would give authority for the Company to purchase up to 3,319,288 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 2024 and 30 June 2024 (the last date by which the Company must hold an Annual General Meeting in 2024).

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 6 April 2023, 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 1,466,687 which, if exercised, would represent 4.42% 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 4.91% 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 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 12 May 2023 (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. You can vote either:

- in advance of the Meeting by casting a proxy 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 4.30pm on Friday, 12 May 2023 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting); 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 4.30pm on Friday, 12 May 2023 (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:
  - in person; or ,
  - virtually and voting electronically by logging onto <https://web.lumiagm.com/111413869> and following the instructions on page 12.

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 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 +44 (0) 371 384 2495. Lines are open between 8:30am and 5:30pm, Monday to Friday (excluding

public holidays in England and Wales). 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 AGM and voting in person or attending the AGM virtually and voting electronically 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 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.

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 4.30pm on 12 May 2023 (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 4.30pm on 12 May 2023 (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.
5. **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 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](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.
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](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 4.30pm on 12 May 2023 (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. **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.
10. **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.
11. **Issued share capital:** As at 6 April 2023 (being the last business day prior to the publication of this Notice) the Company's issued share capital consisted of 33,192,884 ordinary shares of 1.89 pence each, carrying one vote each. Therefore, the total voting rights in the Company as at 6 April 2023 were 33,192,884.
12. **Questions at the Meeting:** Any shareholder attending the AGM has the right to ask questions. Shareholders attending the AGM virtually will be able to ask questions by following the instructions set out on page 12. 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 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.

## NOTICE OF ANNUAL GENERAL MEETING CONTINUED

13. **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.
14. **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 2022, 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.
15. **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.
16. **Sanctions:** We note that international financial sanctions regimes, including those related to the ongoing situation in Ukraine, may constrain the ability of any shareholders subject to such sanctions to exercise their rights attaching to their shares, including rights to vote at the AGM and other general meetings, and to have those rights recognised by the Company. We will continue to monitor this situation, and the Company's obligations to take into account the votes of shareholders will at all times remain subject to compliance with all applicable law and regulation then in force.
- ### WEBSITE USER GUIDE AND PROCESS FOR ATTENDING THE MEETING VIRTUALLY
17. The Company is enabling shareholders to attend and participate in its 2023 AGM virtually, and their proxies and corporate representatives to attend and participate in a meeting virtually, should they wish to do so. This can be done by accessing the Lumi AGM website, <https://web.lumiagm.com/111413869>.
18. **Accessing the Lumi AGM Website:** The Lumi AGM website can be accessed online using most well-known internet browsers such as Chrome, Edge, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. Please ensure your browser is compatible. If you wish to attend the AGM virtually, please go to <https://web.lumiagm.com/111413869> on the day.
19. **Logging in:** On accessing the Lumi AGM website, you will be asked to enter a Meeting ID which is 111-413-869. You will then be prompted to enter your unique SRN and PIN. These can be found printed on your Form of Proxy. Your password will be the first two and last two digits of your SRN number. Access to the Meeting will be available from 3.30pm on Tuesday, 16 May 2023. However, please note that the Meeting will not begin until 4.30pm and your ability to vote will not be enabled until the Chair of the Meeting formally opens the poll during the Meeting.
20. **Broadcast:** The Meeting will be broadcast in a live format. Once logged in, and from the commencement of the Meeting, you will be able to watch and listen to the proceedings of the Meeting on your device.
21. **Voting:** Once the Chair of the Meeting has formally opened the Meeting, the voting procedure will be explained. Voting will be enabled on all resolutions on the Chair of the Meeting's instruction. This means shareholders may, at any time while voting is open, vote electronically on any or all of the resolutions in this Notice.
22. Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote: "FOR", "AGAINST" or "WITHHELD". Once you have selected an option, it will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time while the poll remains open and before the Chair of the Meeting announces its closure. To vote on all resolutions displayed, select the "vote all" option at the top of the screen.
23. **Questions:** Questions will be invited during the Meeting and can be posed electronically via the Lumi AGM website. Select the messaging icon from within the navigation bar and type your question at the bottom of the screen and then click on the arrow icon to submit. If you would like to ask verbally, use the "Request to speak" button at the bottom of the broadcast window. If you are watching the broadcast in full screen mode, this button can be found at the top of the window. Follow the onscreen instructions to join the queue.
24. **Requirements:** An active internet connection is required at all times in order to allow you to cast your votes when the poll opens, submit questions and to watch and listen to the broadcast. It is your responsibility to ensure you remain connected for the duration of the Meeting.
25. **Duly appointed proxies and corporate representatives:** Once a valid proxy or corporate representative appointment has been made, please contact the Company's registrar Equiniti by emailing: [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) before 4:00pm on Monday, 15 May 2023 to obtain their unique SRN and PIN. Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

## APPENDIX 1

### Summary of the principal terms of the Dialight plc 2023 Restricted Share Plan

#### Operation

The remuneration committee of the board of directors of the Company (**Committee**) will supervise the operation of the Dialight plc 2023 Restricted Share Plan (the **Plan**).

#### Eligibility

Any employee or executive director of the Company and its subsidiaries will be eligible to participate in the Plan at the discretion of the Committee. Any award shall be made in accordance with the Company's Directors' Remuneration Policy as approved by shareholders from time to time.

#### Grant of awards

Awards may only be granted within the 42 days following the adoption of the Plan, within the 42 days after the publication of the Company's results for any period, or at any other time when the Committee considers that circumstances are sufficiently exceptional to justify its grant. An award may not be granted after the 10th anniversary of the adoption of the Plan. The first awards under the Plan will not be made until after the expiry of the Company's current performance share plan in April 2024.

The Committee may grant awards as conditional shares, nil (or nominal) cost options, options with an exercise price that is determined by the Committee, in its discretion, on or prior to grant, or as cash conditional awards.

The Committee may decide to settle an award in cash.

#### Individual limits

The total market value of ordinary shares that may be awarded to any eligible employee (including executive directors) under the Plan in respect of a relevant financial year of the Company shall not exceed 150 per cent. of their salary for the relevant financial year.

#### Performance conditions

The vesting of awards may be subject to performance conditions set by the Committee on or prior to grant.

It is currently intended that the only performance condition applying to awards under the Plan shall be, as is current practice (as approved by the Company's shareholders when they approved the current Remuneration Policy), continuity of service for the applicable vesting period. This will be subject to periodic review, where it applies to executive directors, through consultation with shareholders and the Remuneration Policy approval cycle.

The Committee, acting fairly and reasonably, may relax or waive any performance condition if an event has occurred which causes the Committee, acting fairly and reasonably, to consider that performance conditions have become unfair or impractical. Any varied or amended condition must not be materially less challenging than the original condition, in the reasonable opinion of the Committee.

#### Dividend equivalent

The Committee may decide that a participant is entitled to receive an amount (in cash and/or ordinary shares) equivalent to the value of dividends which would have been paid in respect of ordinary shares subject to a vested award.

#### Vesting/exercise of awards

The Committee has discretion at the date of grant to determine the vesting provisions for an award. Awards will normally vest on the third anniversary of the date of grant to the extent that any performance conditions or other conditions, determined by the Committee at the date of grant, have been satisfied.

Options are exercisable up until the second anniversary of vesting.

#### Holding period

The Committee may, in its discretion, determine that any ordinary shares acquired under an award (less any ordinary shares sold to pay any tax liability due and arising on the acquisition of the ordinary shares) must be held by, or on behalf of the participant until the expiry of a holding period. The holding period shall expire on the earliest of the second anniversary of vesting of an award, the date on which a change of control occurs, the death of a participant or such other time as the Committee determines.

#### Termination of employment

If a participant's employment ceases before the end of the vesting period as a "good leaver", their award will vest on the normal vesting date, unless the Committee determines in exceptional circumstances that awards should vest earlier. Unless the Committee determines otherwise, the maximum number of ordinary shares which a participant may receive will usually be determined on a pro-rated basis by reference to the time since the date of the award to the date employment ceases and vesting will be subject, where applicable, to the satisfaction of any applicable performance conditions.

A participant will be treated as a good leaver if they cease to be an employee or executive director by reason of injury, ill-health, disability, redundancy, retirement (with the agreement of their employer), death, as a result of the company or business by which he is employed being transferred or sold outside the group, or for any other reason (if the Committee so decides).

Termination of employment for any other reason will cause all unvested awards to lapse.

## APPENDIX 1 CONTINUED

### Corporate events

The vesting of awards on a change of control, voluntary winding up or a demerger will usually be determined on a pro-rated basis and taking into account the extent to which any performance conditions have been met, subject to the discretion of the Committee to permit a greater percentage of an award to vest.

If there is an internal reorganisation, awards will not vest but will be exchanged for awards over shares in the acquiring company.

### Satisfying awards

Awards may be satisfied by the issue and allotment of new ordinary shares, the transfer of ordinary shares or the transfer of treasury shares.

### Malus and clawback

The Committee may decide before the end of the a three year period after the vesting of an award that a participant must repay either all or part of the value of an award in the following circumstances:

- (i) the Company has materially misstated its financial results;
- (ii) any calculation of entitlements under an award or assessment of any performance condition was based on an error, or on inaccurate or misleading information or assumptions; or
- (iii) the relevant individual committed misconduct prior to vesting or exercise of an option which would have warranted their summary dismissal.

In the above circumstances, the Committee may reduce any amount of a future bonus, the number of ordinary shares subject to any award under any deferred bonus plan or share plan operated by the group, or require the participant to pay the relevant amount back.

### Overall plan limits

In any 10 calendar year period, the Company may not issue (or grant rights to issue):

- (i) more than 5 per cent. of its issued share capital under discretionary share plans; and
- (ii) more than 10 per cent. of its issued share capital under all of its employee share plans.

Treasury shares will be treated as new issue shares for this purpose unless and until relevant institutional investor guidance changes.

### Pension, voting and other rights

Benefits obtained under the Plan shall not be pensionable. Awards are not assignable or transferable.

Until options are exercised or awards vest, participants have no voting or other rights in respect of the ordinary shares subject to their awards.

Ordinary shares issued or transferred pursuant to the Plan shall rank equally in all respects with the ordinary shares already in issue except for any rights attaching to such ordinary shares made by reference to a record date falling prior to the date of the allotment.

### Administration and amendment

The Committee may amend the Plan provided that shareholder approval is obtained for any amendment to the Plan relating to: (i) eligibility, (ii) the individual limits on participation, (iii) the overall limits on the issue of ordinary shares or the transfer of treasury shares, (iv) the basis for determining participants' entitlement to, and the terms of ordinary shares or cash provided under the Plan, (v) the adjustments that may be made in the event of a variation of capital, and (vi) the terms of rule 13.2 of the Plan without shareholder approval.

The requirement to obtain shareholder approval does not apply to minor amendments made to: (i) benefit the administration of the Plan; (ii) take account of changes in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the Company's group of companies, and (iii) any alteration relating to performance conditions.

No alteration to the material disadvantage of participants shall be made, except with the prior approval of a majority of any affected participants.

### Termination

The Plan may be terminated at any time by resolution of the Committee and shall in any event terminate on the tenth anniversary of the date on which the Plan is approved by shareholders of the Company. Termination will not affect the outstanding rights of participants.

### Variation of capital

If there is a variation of capital, or a demerger or special dividend, or other similar event which affects the market price of the ordinary shares, the number of ordinary shares and/or exercise price comprised in awards may be adjusted as the Committee considers appropriate.



## APPENDIX 2



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Audit  
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London E14 5GL  
United Kingdom

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Fax +44 (0) 20 7311 3311

### Private & confidential

The Directors  
Dialight Plc  
25 Old Broad Street  
Leaf C, Level 36, Tower 42  
London  
EC2N 1HQ

Our ref AR-1694

Contact Lynton Richmond  
lynton.richmond@kpmg.co.uk

6th April 2023

Dear Directors

Ceasing to act as auditors of Dialight Plc (no. 02486024)

We hereby give notice that we shall not be seeking reappointment as auditors of the company when our present term of office expires.

In accordance with section 519 of the Companies Act 2006, we enclose our statutory statement in connection with our ceasing to act.

Under section 520 of the Companies Act 2006, you must within 14 days of receipt of this statement either send a copy of that statement to every person entitled to be sent a copy of your financial statements under section 423 of the Companies Act 2006 or apply to the Court over this matter.

If you decide to apply to the Court, you are required under the law to notify us of that application. Please send any such notification to our registered office, 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully

A handwritten signature in blue ink that reads 'KPMG LLP'.

KPMG LLP  
Audit registration number: 9188307  
Audit registration address:  
15 Canada Square  
Canary Wharf, London E14 5GL

KPMG LLP, a UK limited liability partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.

Registered in England No OC301540  
Registered office: 15 Canada Square, London, E14 5GL  
For full details of our professional regulation please refer to 'Regulatory information' under 'About' at [www.kpmg.com/uk](http://www.kpmg.com/uk)

Reference – AR-1694

**Document Classification – KPMG Highly Confidential**

## APPENDIX 2 CONTINUED



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The Directors  
Dialight Plc  
25 Old Broad Street  
Leaf C, Level 36, Tower 42  
London  
EC2N 1HQ

Our ref AR-1694

Contact Lynton Richmond  
lynton.richmond@kpmg.co.uk

6th April 2023

Dear Directors

**Statement to Dialight Plc (no. 02486024) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006**

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were not able to participate due to mandatory rotation requirements.

Yours faithfully

A handwritten signature in blue ink that reads 'KPMG LLP'.

KPMG LLP  
Audit registration number: 9188307  
Audit registration address:  
15 Canada Square  
Canary Wharf, London E14 5GL

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Reference – AR-1694

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[info@dialight.com](mailto:info@dialight.com)  
[www.dialight.com](http://www.dialight.com)

The logo for Dialight, featuring the word "Dialight" in a white, sans-serif font. Below the letters "d", "i", "a", "l", "i", "g", "h", and "t" are small white dots, creating a dotted underline effect.