



ATTENDANCE CARD

Dialight plc (the 'Company') Annual General Meeting ('AGM') 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 4.30pm.

Shareholder Reference Number

If you are attending the AGM in person, please bring this card with you.

NOTICE OF AVAILABILITY – Important: please read carefully. You can now access the Annual Report and Accounts 2022 and Notice of Annual General Meeting 2023 ('Notice of AGM') at www.dialight.com. You can submit your proxy online at www.sharevote.co.uk using the details on the form of proxy below.

FORM OF PROXY

DIALIGHT PLC ANNUAL GENERAL MEETING ('AGM') TO BE HELD ON TUESDAY 16 MAY 2023 AT 4.30PM

+ Voting	Task ID	Shareholder Reference Number

You can submit your proxy electronically, using the above details, at www.sharevote.co.uk. I / We the undersigned, being a member / members of Dialight plc (the 'Company') hereby appoint the Chairman of the AGM or:

as my / our proxy to exercise all or any of my / our rights to

attend, speak and vote in respect of my / our voting entitlement on my / our behalf at the AGM of the Company to be held on Tuesday 16 May 2023 at 4.30pm and at any adjournment thereof. The proxy will vote on the resolutions listed below as indicated. The proxy will vote at his / her discretion, or withhold from voting on any resolution listed below, if no instruction is given regarding that resolution and on any other business transacted at the AGM.

Please mark this box to indicate if this proxy appointment is one of multiple appointments being made.

Please indicate your vote by marking the appropriate boxes in black or blue ink like this:

	For	Against	Withheld		For	Against	Withheld
1. To receive the Annual Report and Accounts for the financial year ended 31 December 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. To re-elect Clive Jennings as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the report on remuneration (save for the Directors' Remuneration Policy) set out in the Annual Report and Accounts 2022.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. To authorise the Company and its subsidiaries to make political donations and incur political expenditure not exceeding £10,000 in total.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the adoption of and rules of the Dialight plc 2023 Restricted Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To authorise the Directors to allot shares in the Company pursuant to Section 551 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To appoint Grant Thornton UK LLP as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special resolutions			
5. To authorise the Directors to determine the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Directors to disapply pre-emption rights pursuant to Sections 570 and 577 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Neil Johnson as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. To authorise the Directors to disapply pre-emption rights for acquisitions or other capital investments.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To elect Nigel Lingwood as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the Company to make market purchases of ordinary shares pursuant to Section 701 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Gothard Haug as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. To re-elect Gaëlle Hotellier as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Fariyal Khanbabi as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Notes to help you complete the form are in the Notice of AGM.

You should read these carefully before completing the form.

Please mark this box if signing on behalf of the shareholder as power of attorney, receiver or third party. This card should not be used for comments, change of address or other queries. Please send separate instruction.

Signature		Date	
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ATTENDING VIRTUALLY

Details on how to attend the meeting virtually are included in the Notice of AGM.

NOTES FOR COMPLETION OF FORM OF PROXY

1. The Notice of AGM provides further guidance on completion of the form of proxy.
2. Shareholders are entitled to appoint another person to attend the AGM and vote on their behalf using the form of proxy. The proxy need not be a shareholder. You may still attend the AGM in person or virtually and vote even if you return the form of proxy. If you wish to appoint more than one proxy, please refer to the detailed instructions in the Notice of AGM.
3. If you do not indicate how you wish your proxy to vote, the proxy will be entitled to exercise discretion as to how and whether to vote on any resolution.
4. In order to be valid, this form of proxy must be received by Equiniti by no later than 4.30pm on Friday 12 May 2023.
5. If you wish to vote via the internet, you can do so at www.sharevote.co.uk. You will require the voting ID, Task ID and Shareholder Reference Number shown on the form of proxy.
6. CREST members who wish to utilise the CREST proxy appointment service may do so by following the procedures described in the CREST manual and the Notice of AGM.
7. We will conduct the AGM as a 'hybrid' meeting, as permitted by our Articles of Association adopted at our 2020 AGM. If you wish to attend the meeting remotely via an electronic platform, please see the enclosed Notice of Meeting for details on how to do this.

NOTES

- Any further updates will be announced via a Regulatory Information Service and on the Company's website at www.dialight.com
- Cameras, recording equipment and other items which might interfere with the good order of the AGM will not be permitted.

ATTENDING IN PERSON

BY RAIL

Nearest station is Liverpool Street. Approximately 10-15 minutes' walk from venue and taxis are available outside the station.

BY BUS

Bus route 242 goes past the venue. Many bus routes go to Liverpool Street Station.

UNDERGROUND

Nearest stations are Liverpool Street (Circle, Hammersmith & City, Metropolitan lines), Whitechapel and Aldgate East (Hammersmith & City and District lines). Approximately 5-10 minutes' walk from venue.

Business Reply Plus
Licence Number
RTAK-JKSY-XSSH



Equiniti
Aspect House
Spencer Road
LANCING
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