

FOR DIALIGHT PLC SHAREHOLDERS ONLY – PROXY FORM REQUESTS

Where possible, we would encourage you to submit your vote electronically, however, if you do require a copy of the proxy form this can found on the following page.

Once printed, please complete your proxy form in the usual way in accordance with the instructions thereon, however, **please ensure you also add your full name, post code and shareholder reference number if known**. Once completed and signed, please scan or take a picture of your proxy form and e-mail this to proxyvotes@equiniti.com.

To be valid, your proxy instruction must be received by Equiniti by no later than 11.30am on Monday, 11 May 2020.

Please remember that if you are the beneficial owner of shares who has been nominated by a registered holder to enjoy information rights, in order to vote you must contact the registered holder of the shares i.e. the nominee or custodian who looks after your shares on your behalf.



Notes

1. A member entitled to attend and vote at the AGM is also entitled to appoint one or more proxies to attend, speak and vote instead of him at the AGM. A member of the Company may appoint more than one proxy, provided that each proxy is appointed to execute the rights attached to a different share or shares. The proxy need not be a member of the Company but must attend the meeting to represent you.
2. To appoint a proxy of a member's own choice, other than the Chairman of the meeting, insert the proxy's name on this form of proxy in the space provided. Please note if no name is inserted in the box, the Chairman of the meeting will be deemed to be your proxy. If the appointing shareholder is a corporation this proxy must be under its common seal, if any, and if none, under the hand of an officer or attorney duly authorised.
3. To appoint more than one proxy an additional form(s) of proxy may be obtained by contacting the Company's Registrars at the address in note 6 or by telephone in the case of UK shareholders on 0371 384 2030 (overseas shareholders should call +44 (0)121 415 7047). Alternatively, you may photocopy this form. Lines are open Monday to Friday 8:30am to 5:30pm, excluding bank holidays. Please indicate in the box next to the proxy holder's name (see below) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. In case of joint holders of a share the vote of the senior, whether in person or by proxy, shall be accepted to the exclusion of the vote or votes of the other joint holder or holders, and seniority is determined by the order in which the names of the holders stand in the register.
4. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this form of proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "withheld" box. A vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes for and against a resolution. If no voting indication is given your proxy may exercise their discretion as to whether, and if so how, they vote. The proxy may also vote, or abstain from voting, as he thinks fit on any other business which may properly come before the meeting.
6. To be effective, the instrument(s) appointing a proxy and (if required by the Directors) a power of attorney or other authority under which it is executed (or a copy of it notarially certified or certified in some other way approved by the directors) must be signed, dated and deposited at the Company's Registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, by no later than 11:30am on 11 May 2020 (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting). Completion and return of the form(s) of proxy will not preclude members from attending and voting in person at the AGM if they wish, at which point your proxy appointment will automatically be terminated.
7. As an alternative to completing this hard-copy proxy form, you can appoint a proxy electronically by means of a website provided by Equiniti, (www.sharevote.co.uk), using your Personal Authentication Reference Number (this is the series of numbers printed under the headings Voting ID, Task ID and Shareholder Reference Number on this form of proxy). CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via www.euroclear.com). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. For an electronic proxy appointment to be valid, your appointment must be received by Equiniti, or, in the case of a CREST electronic proxy appointment, the issuer's agent (ID RA19), no later than 11:30am on 11 May 2020, (or, in the event of any adjournment, 48 hours (excluding non-working days) before the time of the adjourned meeting).
8. Only those shareholders registered in the Register of Members of the Company as at 6:30pm on 11 May 2020 (or, in the event of any adjournment, 6:30pm on the date which is two working days before the time of the adjourned meeting) shall be entitled to attend or vote at this AGM in respect of the number of shares registered in their name at that time. Changes to entries in the Register of Members after that time shall be disregarded in determining the rights of any person to attend or vote at the AGM.

Attendance at Annual General Meeting

In view of the Government's current advice in relation to the evolving coronavirus (Covid-19) situation, the Company recommends that shareholders comply with the current Government guidelines and **do not attend the AGM in person this year.**

Instead, please use this form to appoint the Chairman of the meeting to vote on your behalf at the meeting or alternatively appoint the Chairman of the meeting to be your proxy electronically following the procedure set out in Note 7.

Notwithstanding the Company's recommendation not to attend the AGM, if you do attend the meeting, please bring this card with you as evidence of your right to be admitted.

Dialight plc

Annual General Meeting ("AGM") of Dialight plc (the "Company") to be held at Tower 42, 25 Old Broad Street, London, EC2N 1HQ on Wednesday, 13 May 2020 at 11:30am.



FORM OF PROXY

Before completing this form, please read the explanatory notes above.

Annual General Meeting ("AGM") of Dialight plc (the "Company") to be held at Tower 42, 25 Old Broad Street, London, EC2N 1HQ at 11.30 am on Wednesday 13 May 2020.

I/We

Voting ID

Task ID

Shareholder Reference Number

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being (a) member(s) of the above named company hereby appoint (see notes 1 and 2 above)

Appointed proxy's name

Number of shares

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as my/our proxy to attend, speak and vote on my/our behalf at the Company's AGM, to be held at Tower 42, 25 Old Broad Street, London, EC2N 1HQ at 11:30am on Wednesday, 13 May 2020, and at any adjournment thereof.

Please tick here if this proxy appointment is one of multiple appointments being made. For the appointment of more than one proxy, please see note 3 above.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". If no indication is given, my/our proxy will vote or abstain from voting at his or her discretion as he or she thinks fit in relation to any other matter which is put before the meeting.

Date

Signature

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In the case of a corporation, this form must be executed under the common seal or signed by a duly authorised official, whose capacity should be stated in accordance with Section 44 of the Companies Act 2006.

Resolutions

		For	Against	Withheld	
1	To receive the Annual Report and Accounts for the financial year ended 31 December 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	To approve the Annual report on remuneration (save for the Directors Remuneration Policy) set out in the Annual Report and Accounts 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
3	To approve the Directors' Remuneration Policy set out in the Annual Report and Accounts 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
4	To re-appoint KPMG LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
5	To authorise the Directors to determine the remuneration of the auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
6	To re-elect David Blood as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
7	To re-elect Fariyal Khanbabi as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
8	To re-elect Stephen Bird as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
9	To re-elect David Thomas as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
10	To re-elect Gaëlle Hotellier as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
11	To elect Karen Oliver as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
12	To elect Gotthard Haug as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
13	To authorise the Company to make political donations and incur political expenditure	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
14	To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
15	To authorise the Directors to dis-apply pre-emption rights pursuant to sections 570 and 573 of the Companies Act 2006.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
16	To authorise the Directors to dis-apply pre-emption rights for acquisitions or other capital investments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
17	To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
18	To hold a general meeting on 14 clear days' notice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
19	To adopt new articles of association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

