Dialight

Attendance at Annual General Meeting

In view of the current national restrictions on meeting in groups and non-essential travel, **shareholders will not be permitted to 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.

Please refer to the Notice of Meeting for further information, should these restrictions be significantly relaxed. If circumstances change and shareholders are permitted to attend the AGM, 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, 19 May 2021 at 10:00am.

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 10:00am on 17 May 2021 (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 10:00am on 17 May 2021, (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 17 May 2021 (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.

Dialight

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 10:00am on Wednesday 19 May 2021.

I/We

Voting ID	**Task ID**	**Shareholder Reference Number**

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

Appointed proxy's name	**Number of shares**

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 10:00am on Wednesday, 19 May 2021, 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**

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 2020	☐	☐	☐
2	To approve the Annual report on remuneration (save for the Directors Remuneration Policy) set out in the Annual Report and Accounts 2020	☐	☐	☐
3	To approve the Directors' Remuneration Policy set out in the Annual Report and Accounts 2020	☐	☐	☐
4	To re-appoint KPMG LLP as auditor	☐	☐	☐
5	To authorise the Directors to determine the remuneration of the auditor	☐	☐	☐
6	To re-elect David Blood as a Director of the Company	☐	☐	☐
7	To re-elect Fariyal Khanbabi as a Director of the Company	☐	☐	☐
8	To re-elect Stephen Bird as a Director of the Company	☐	☐	☐
9	To re-elect David Thomas as a Director of the Company	☐	☐	☐
10	To re-elect Gaëlle Hotellier as a Director of the Company	☐	☐	☐
11	To re-elect Karen Oliver as a Director of the Company	☐	☐	☐
12	To re-elect Gotthard Haug as a Director of the Company	☐	☐	☐
13	To authorise the Company to make political donations and incur political expenditure	☐	☐	☐
14	To authorise the Directors to allot shares pursuant to section 551 of the Companies Act 2006	☐	☐	☐
15	To authorise the Directors to dis-apply pre-emption rights pursuant to sections 570 and 573 of the Companies Act 2006.	☐	☐	☐
16	To authorise the Directors to dis-apply pre-emption rights for acquisitions or other capital investments	☐	☐	☐
17	To authorise the Company to make market purchases of its ordinary shares pursuant to section 701 of the Companies Act 2006	☐	☐	☐