

DIALIGHT AGM Date: 2013-04-25

Receive the Annual Report

For

The Business Review meets ASB RS best practice guidelines. An adequate group-wide environmental policy has been published. However, no quantitative data is provided. An adequate group-wide employment policy is in place. However, the Company fails to disclose the proportion of women in Senior Executive positions and female employees in the whole organisation. There is one woman on the Board. The Company should be encouraged to provide this disclosure.

2 Approve the Remuneration Report

Oppose

Disclosure of remuneration is considered adequate, although the intended balance of the pay package in terms of fixed and variable is not disclosed. There is adequate disclosure on maximum awards, performance conditions and vesting scales for long term incentive schemes. Maximum awards under the bonus scheme are disclosed, however, actual operating profit performance targets for the bonus plan are not given. From 2013 maximum bonus achievable is 175% and 100% for the Group Chief Executive and the Group Finance Director respectively. However, total actual and potential rewards under all incentive schemes are excessive and longer term incentives should provide rewards scaled towards superior performance. Up to and including those awards made in 2012, vesting has been based purely on the TSR performance of the Company relative to two indices (the FTSE All Share Electronics/Electrical Equipment Index and the FTSE SmallCap Index), each index having equal weighting. EPS has been introduced as a complementary measure of performance relating to 50% of 2013 and future awards, which is welcomed. However, maximum and minimum vesting targets are not considered challenging relative to performance required, vesting scales are not sufficiently broad and the vesting targets for EPS and TSR are not applied concurrently. Executives are on a one year rolling contract with no provisions exceeding one year's emoluments. No mitigation statement is provided.

3 Approve the dividend

For

4 Appoint the auditors

Oppose

Non-audit fees represented 73.8% of audit fees during the year under review and 80.4% on a three-year aggregate basis. Providing consultancy services to the management at the same time as undertaking an independent audit on behalf of the share-owners can compromise auditors in their ability to confront directors on difficult issues.

5 Allow the board to determine the auditors remuneration

For

6 Re-elect Bill Ronald

For

7 Re-elect Roy Burton

For

8 Re-elect Mark Fryer

For

9 Re-elect Robert Lambourne

For

10 Re-elect Richard Stuckes

For

11 Elect Stephen Bird

For

12 Elect Tracey Graham

For

13 Approve Political Donations**Oppose**

The Board is seeking authority to make political donations totalling £30,000. The authority would expire at the next AGM or 30 June 2014, whichever is earlier. Corporate political contributions may have an influence on elections and governments. Such contributions could be viewed as encouraging preferential treatment and interfering with the democratic process. Corporations should not be regarded as 'citizens' with full democratic rights. Triodos will support proposals to disclose contribution amounts and objectives and rationale for making such a contribution. We will not support donations for political events, specific political parties and relatively high contribution amounts. Triodos does not support this resolution because the company is not transparent on the exact nature of political donations.

14 Issue shares with pre-emption rights**For****15* Issue shares for cash****For****16* Authorise Share Repurchase****For****17* Adopt new Articles of Association****Abstain**

The Board proposes to increase the cap on the NED fees from £300,000 to £750,000 in order to provide the Company with enough headroom and flexibility to keep the NED fee levels in line with the market and recruit new independent NED. Increases in the limit should be justified by the board in terms of the individual NEDs time commitment and responsibilities and a stated policy on remuneration for NEDs. The Board also seeks authority to incorporate directors' annual re-election, which is welcomed.

18* Meeting notification related proposal**Oppose**

The proposed resolution reflects the implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009 as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice. All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. Although the proposed change is permissible by the Companies Act, Triodos votes against this resolution.