

DISCLOSURE OF INSIDE INFORMATION PURSUANT TO ART. 17 OF THE EU MARKET ABUSE REGULATION (EU 596/2014, MAR)

Key Word(s): Takeover Offer

Recommended Cash Acquisition of Dialog Semiconductor Plc by Renesas Electronics Corporation

London, 8 February 2021 - Dialog Semiconductor Plc ("**Dialog**" or the "**Company**") announces that today it has reached agreement on the terms of a recommended acquisition by Renesas Electronics Corporation ("**Renesas**") of the entire issued and to be issued ordinary share capital of the Company (the "**Acquisition**").

Under the terms of the Acquisition, Dialog shareholders will be entitled to receive €67.50 in cash per Dialog share (the "**Offer Price**"). The Offer Price values the entire issued and to be issued ordinary share capital of Dialog at approximately €4,886 million and represents a premium of approximately: 20.3 per cent. to the Closing Price of €56.12 for each Dialog Share on 5 February 2021 (being the last Business Day before the date of this announcement); 51.7 per cent. to the daily volume weighted average price of €44.50 for each Dialog Share for the three month period ended 5 February 2021 (being the last Business Day before the date of this announcement); and 61.5 per cent. to the daily volume weighted average price of €41.79 for each Dialog Share for the six month period ended 5 February 2021 (being the last Business Day before the date of this announcement).

The Acquisition is governed by the UK City Code on Takeovers and Mergers and is expected to be implemented by means of a UK Scheme of Arrangement. The Acquisition will be conditional on approval at a shareholder meeting of Dialog and at a UK court meeting, as well as several regulatory approvals, including in, inter alia, Germany, the People's Republic of China, Taiwan and the United States. Full details of the terms and conditions of the Acquisition are set out in an announcement released by Renesas simultaneously with this announcement (the "**Renesas Announcement**"). If all those conditions are satisfied, the Acquisition will be binding on all Dialog shareholders, irrespective of whether they vote in favour of it at the relevant Dialog shareholder meeting. Subject, among other things, to the satisfaction or waiver of the conditions, it is expected that the Scheme will become effective in the second half of 2021.

Further details, including the Dialog board of directors' recommendation and reasons for that recommendation, are set out in the Renesas Announcement and will, in due course, be set out in a circular to be sent to Dialog shareholders. A copy of the Renesas Announcement will be made available shortly on Dialog's website at www.dialog-semiconductor.com/acquisition.

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