



Ad hoc announcement according to sec. 15 WpHG

Dialog Semiconductor Declines to Revise Bid for Atmel

London, United Kingdom, January 14, 2016 – [Dialog Semiconductor plc](#) (“Dialog”) (XETRA: [DLG](#)) hereby announces that, today, its board of directors has determined not to revise its proposal to acquire Atmel Corporation (“Atmel”) (Nasdaq: ATML). On January 13, 2016, Atmel published that it had determined that the unsolicited acquisition proposal received from Microchip Technology Inc. constitutes a "Company Superior Proposal" and that it intends to terminate its merger agreement with Dialog to accept Microchip’s proposal. Dialog will inform Atmel that it will waive the remainder of the four business day notice period to which Dialog is entitled under its merger agreement with Atmel.

Upon termination of the merger agreement by Atmel to accept Microchip’s proposal, Atmel is required to pay Dialog a \$137.3 million termination fee.

“We have concluded that it is not in the best interests of our shareholders to increase the offer price for Atmel,” said Jalal Bagherli, Dialog Chief Executive Officer. “We believed the acquisition was the right strategic decision for us, and we are disappointed that it did not come to fruition. However, we remain highly confident in our strategic plan, market opportunities, and competitive strengths. We will continue to put the interests of our customers and shareholders at the forefront of all our decisions. Our focus is to create long-term value for our shareholders.”

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About Dialog

Dialog provides highly integrated standard and custom mixed-signal integrated circuits (ICs), optimised for smartphone, tablet, IoT, LED Solid State Lighting (SSL) and Smart Home applications. Dialog brings strong expertise to the rapid development of ICs while providing flexible and dynamic support, innovation and the assurance of dealing with an established business partner. With world-class manufacturing partners, Dialog operates a fabless business model and is a socially responsible employer pursuing many programs to benefit the employees, community, other stakeholders and the environment. Dialog’s power saving technologies including DC-DC configurable system power management deliver high efficiency and enhance the consumer’s user experience by extending battery lifetime and enabling faster charging of their portable devices. Its technology portfolio also includes audio, Bluetooth® Smart, Rapid Charge™ AC/DC power conversion and multi-touch.

Dialog is headquartered in London with a global sales, R&D and marketing organisation. In 2015, it had \$1.355 billion in revenue and continues to be one of the fastest growing European public semiconductor companies.

Forward Looking Statements

This press release contains “forward-looking statements” that reflect management’s current views with respect to future events. The words “anticipate,” “believe,” “estimate”, “expect,” “intend,” “may,” “plan,” “project” and “should” and similar expressions identify forward-looking statements. Such statements are subject to risks and uncertainties, including, but not limited to: an economic downturn in the semiconductor and telecommunications markets; changes in currency exchange rates and interest rates, the timing of customer orders and manufacturing lead times, insufficient, excess or obsolete inventory, the impact of competing products and their pricing, political risks in the countries in which we operate or sale and supply constraints. If any of these or other risks and uncertainties occur (some of which are described under the heading “Risks and their management” in Dialog Semiconductor’s most recent Annual Report) or if the assumptions underlying any of these statements prove incorrect, then actual results may be materially different from those expressed or implied by such statements. We do not intend or assume any obligation to update any forward-looking statement which speaks only as of the date on which it is made, however, any subsequent statement will supersede any previous statement.