

Shareholder number:
99999 999 999

Mr. Sample
Samplestreet
Samplecity
Samplecountry

As of March 29, 2010 you
were entered in the share
register as owning 99 shares.

April 12, 2010

Dear [Mr. Sample],

Annual General Meeting of Dialog Semiconductor Plc on May 5, 2010 in London

We invite you to the 2010 **Annual General Meeting (AGM)** of Dialog Semiconductor Plc (**Dialog** or the **Company**). The AGM will be held on **Wednesday, May 5, 2010, 9.00 a.m. (BST)** and will take place at **Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London E1W 1AA, England**.

Please find enclosed the Company's Notice of AGM and the other information and documents that you need to take part in, or to have your voting rights exercised by third parties at, the AGM. Please read the Notice before taking a decision on how to cast your vote. This letter is not a summary of the proposals contained in the Notice and should not be regarded as a substitute for reading the Notice.

Your vote is important to us and we ask you to exercise your voting rights. The resolutions to be passed at the AGM must be approved by more than 50% of the votes cast, in relation to each ordinary resolution, or by not less than 75% of the votes cast, in the case of each special resolution. Resolutions 1 to 11 will be proposed as ordinary resolutions. Resolutions 12 to 15 will be proposed as special resolutions.

In order to cast your vote you have the following options:

- **Personal attendance at the AGM**

We would be pleased to welcome you to our AGM to exercise your voting rights in person (see 1 overleaf).

- **Appointment of a proxy**

Authorisation of either the Proxy Agent appointed by the Company or a person of your choice to exercise your voting rights on your behalf (see 2 overleaf).

Please return your request for an Admission Card or your proxy appointment so as to be received by May 3, 2010, 9.00 a.m. BST / 10.00 a.m. CEST, and **please read the explanatory notes at section 3 before completing your instructions**.

A copy of the Company's accounts for the year ended 31 December 2009, together with the Directors' report and the Auditors' report on those accounts is available on the Company's website at <http://www.dialog-semiconductor.com>. Further information regarding the use of electronic communications is set out at section 4.

We hope that you will be able to participate in our Annual General Meeting in May.

Yours sincerely

Dr. Jalal Bagherli
CEO, Dialog Semiconductor Plc

Reply form



Dialog Semiconductor Plc GB0059822006
Date of Shareholders' Meeting: 05.05.2010
Number of shares: 99
Shareholder number: 99999 999 999

Mr. Sample
Samplestreet
Samplecity
Samplecountry

1. REQUEST FOR AN ADMISSION CARD

If you wish to attend the AGM in person, please insert an »X« in the box below and sign where indicated.

- ☐ **Request for an Admission Card for Shareholder(s) of Record**
I / We will personally attend the Annual General Meeting.
Please issue one Admission Card in my name/in each of our names.

Signature (Shareholder of Record)

Signature (Shareholder of Record, also listed)

Place / date

2. APPOINTMENT OF PROXY AND VOTING INSTRUCTIONS

If you wish to appoint a proxy for the AGM, please complete the sections below and sign where indicated at the end of the voting instructions (See Note 3(B) overleaf).

PROXY APPOINTMENT

I/We appoint the following person as my/our proxy to attend, speak and vote all my/_____ (number of) shares on my/our behalf at the Annual General Meeting of the Company to be held at 9:00am BST on May 5, 2010 and any adjournment thereof (see Notes 3(C) and 3(D) overleaf). Please indicate your selection with an »X« in the appropriate box.

- ☐ **2a Martina Zawadzki, Proxy Agent for the Company**

The Company has appointed a Proxy Agent who may exercise your voting rights on your behalf in accordance with your voting instructions. If you appoint the Proxy Agent as your proxy, you must include voting instructions. Without giving voting instructions your votes will not be cast.

OR

- ☐ **2b The following person**

If you are appointing someone other than the Company's Proxy Agent as your proxy, please enquire before completing this section as to whether or not the person in question is willing to accept such an appointment, then complete the details below. An Admission Card for the AGM will be sent to your proxy at this address.

Last Name

First Name

Address

Postal code

City / town

Country



Reply form



Dialog Semiconductor Plc GB0059822006
Date of Shareholders' Meeting: 05.05.2010
Number of shares: 99
Shareholder number: 99999 999 999

Mr. Sample
Samplestreet
Samplecity
Samplecountry

VOTING INSTRUCTIONS

I/We hereby 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 and I/we have appointed someone other than the Company's Proxy Agent as my/our proxy, I/we hereby authorise my/our proxy to vote (or abstain from voting) at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she sees fit in relation to any other matter put before the meeting. If no indication is given and I/we have appointed the Company's Proxy Agent as my/our proxy, my/our vote will not be cast. (See Note 3(F) overleaf.)

☐ **I/We agree to all the proposed resolutions of Dialog Semiconductor Plc set out in the Notice of Annual General Meeting**

If you mark this field, please do not mark any further fields

OR

☐ **I/We hereby give the following voting instructions:**

Please mark the respective field with an »X«. Please mark only one field per line

	Vote For	Vote Against	Vote Withheld
Resolution 1 Receipt of the Company's report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-appointment of Ernst & Young LLP as Auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Authority to agree the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Re-election of Christopher Burke as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Re-election of John McMonigall as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Re-election of Peter Tan as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

→
please turn over



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 Date of Shareholders' Meeting: 05.05.2010
 Number of shares: 99
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	Vote For	Vote Against	Vote Withheld
Resolution 8 Section 551 Companies Act 2006 authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Additional authority to allot shares in connection with a rights issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Continuance of Non-Executive Directors 2006 Share Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Approval of the Dialog Semiconductor Plc Executive Incentive Plan 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 Reduction of share premium account	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 Adoption of New Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 Notice period for general meetings	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 Signature (Shareholder of Record)

 Signature (Shareholder of Record, also listed)

 Place / date

 Phone number (Please state your phone number in case of questions)



3. IMPORTANT NOTES FOR AGM REGISTRATION, PROXY APPOINTMENT AND VOTING INSTRUCTIONS

- A. To be valid for the AGM your request for an Admission Card or proxy appointment and, as the case may be, your voting instructions must be completed, signed and received either in hard copy or by fax by:

Dialog Semiconductor Plc
c/o Art-of-Conference - Martina Zawadzki
Böblinger Str. 26
70178 Stuttgart, Germany

Fax: +49 (0) 711 4709-713

no later than 10:00 a.m. (CEST) on May 3, 2010.

If your request for an Admission Card reaches us later than Thursday, April 29, 2010, rather than dispatch it to you we will deposit your Admission Card at the Shareholders' check-in counter where you may pick it up on the day of the AGM.

- B. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
- C. As a holder of shares in the Company you are entitled to appoint one or more proxies to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- D. A proxy does not need to hold shares in the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Proxy Agent, mark and complete the detail at box 2b. If you sign and return the voting instructions with no name inserted for your proxy, the Proxy Agent will be deemed to be your proxy. Where you appoint as your proxy someone other than the Proxy Agent, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you sign and return the voting instructions without indicating (at the top of section 2) the number of shares to which your proxy appointment relates, your proxy will be deemed to have been appointed for all of your shares.
- E. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please contact Martina Zawadzki by email at dialog@art-of-conference.de or by telephone on +49 (0) 711 4709-605.
- F. 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 "Vote withheld" box. A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of the proportion of the votes "for" and "against" the resolution. If you have appointed someone other than the Company's Proxy Agent as your proxy and no voting indication is given, your proxy will vote or abstain from voting at his or her discretion and will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting. If you have appointed the Company's Proxy Agent as your proxy and no voting indication is given, your vote will not be cast.
- G. In the case of a company, the proxy appointment at section 2 must be executed under the company's common seal or signed on its behalf by an officer of the company or an attorney for the company.
- H. Any power of attorney or any other authority under which the proxy appointment at section 2 is signed (or a duly certified copy of such power or authority) must be included with the proxy appointment.
- I. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the relevant Register of Members in respect of the joint holding (the first-named being the most senior).
- J. If you submit more than one valid proxy appointment to exercise the rights attached to the same shares, the appointment received last before the latest time for the receipt of proxies will take precedence.

Dialog Semiconductor Plc
Shareholder number:

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99999 999 999

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4. REQUEST TO SEND OR SUPPLY DOCUMENTS AND INFORMATION VIA A WEBSITE AND/OR IN ELECTRONIC FORM

At its 2008 Annual General Meeting the Company adopted new articles which included, amongst other things, provisions allowing the Company to serve and deliver notices and documents (**Documents** and **Information**) by electronic means and by posting information on its website. Use of electronic communications will deliver savings to the Company in terms of administration, printing and postage costs, as well as speeding up the provision of information to shareholders. The reduced use of paper will also have environmental benefits.

Under the provisions of the Companies Act 2006, we are required to ask members of the Company individually to confirm their agreement to the Company sending or supplying Documents and Information to them via <http://www.dialog-semiconductor.com> (the **Website**).

If we do not receive a response from you within 28 days of the date of this letter, then you will be taken to have agreed (under paragraph 10 of Schedule 5 to the Companies Act 2006) that the Company may send or supply Documents and Information to you via the Website. Therefore, if you agree to the Company sending or supplying Documents or Information to you via the Website, you need take no further action in relation to this part of the letter. If you would prefer to receive Documents and Information in paper form rather than via the Website, you will need to let us know by marking the appropriate box at the end of this section 4 and returning this to the address given at Note 3A.

We will notify you when the Documents and Information are available to access on the Website and we will provide you with:

- The address of the Website.
- The place on the Website where the Documents and Information may be accessed.
- Details of how to access the Documents or Information.

Please also confirm your agreement to the Company sending or supplying Documents and Information to you in electronic form. Please note that there may be particular circumstances in which the Company needs to send Documents or Information in hard copy, rather than by Website or email, in which case the Company reserves the right to do so.

Please sign below indicating your consent to the Company sending or supplying Documents and Information to you in electronic form (in accordance with paragraph 6 of Schedule 5 to the Companies Act 2006). Please also provide details of your email address for this purpose in the space provided.

☐ I/We agree to the Company's request to send or supply Documents and Information to me/us in electronic form.

My/Our email address for such purposes is _____

Signature (Shareholder of Record)

Signature (Shareholder of Record, also listed)

Place / date

☐ I/We elect to receive Documents and Information in hard copy from the Company by post.

Signature (Shareholder of Record)

Signature (Shareholder of Record, also listed)

Place / date

