

Postfach 200143 · 60605 Frankfurt · Allemagne

Shareholder number:
99999 999 999



Mr
Sam Sample
99 Samplestreet
Sampletown 99999
SAMPLELAND

As of 27 March 2017 you were
entered in the share register as owning
99999 shares/CIs

7 April 2017

Dear Mr Sample

Annual General Meeting of Dialog Semiconductor Plc on 4 May 2017

We invite you to the 2017 Annual General Meeting (**AGM**) of Dialog Semiconductor Plc (the **Company** or **Dialog**). The AGM will be held on Thursday 4 May 2017 at 9am BST (10am CEST) and will take place at Reynolds Porter Chamberlain LLP, Tower Bridge House, St. Katharine's Way, London E1W 1AA, United Kingdom.

Please find enclosed the Company's Notice of AGM (the **Notice**) 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. At the AGM, all resolutions will be voted on a poll. 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 (inclusive) will be proposed as ordinary resolutions. Resolutions 12 to 18 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 the AGM to exercise your voting rights in person (see section 1 of the Reply Form).

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 section 2 of the Reply Form).

Please return your request for an Admission Card or your Proxy Appointment so as to be received by 9am BST/10am CEST on 2 May 2017, and please read the Important Notes overleaf before completing your instructions.

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

The Directors consider all of the proposed resolutions to be in the best interests of the Company and its shareholders as a whole. Accordingly, your Directors unanimously recommend that you vote in favour of the resolutions.

This letter is also to give you notice that the Company's 2016 Annual Report and Accounts are available on the Company's website: <http://www.dialog-semiconductor.com>, and can be downloaded from our "Investor Relations" page under the heading "Reports & Filings". If you have not agreed, or in accordance with the provisions of the Companies Act 2006 are not deemed to have agreed, to the Company sending or supplying documents and information to you via our website, then a hard copy of the Annual Report and Accounts will accompany this letter and the Notice. If you have agreed, or are deemed to have agreed, to the Company sending or supplying documents and information to you via our website, a hard copy of the Annual Report and Accounts will not accompany this letter and the Notice but if you would like to request a hard copy and/or in the future would prefer to receive paper copies of shareholder documentation, you can do so by contacting Link Market Services (Frankfurt) GmbH, Mergenthalerallee 15-21, 65760 Eschborn, Germany (Attention Matthias Willutzki).

Yours sincerely



Dr Jalal Bagherli
CEO, Dialog Semiconductor Plc

DIALOG SEMICONDUCTOR PLC AGM ON 4 MAY 2017 – IMPORTANT NOTES FOR AGM REGISTRATION, PROXY APPOINTMENT AND VOTING INSTRUCTIONS

These Important Notes accompany, and should be read in conjunction with, the Notice of AGM and Letter to Shareholders dated 7 April 2017.

1. 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, by fax or email by:

Dialog Semiconductor Plc

c/o Art of Conference – Martina Zawadzki

Böblinger Str. 26

D-70178 Stuttgart

Fax: +49 (0) 711 4709-713

Email: dialog@art-of-conference.de

by no later than 9am BST/10am CEST on 2 May 2017.

If your request for an Admission Card reaches us later than 27 April 2016 (though prior to 9am BST/10am CEST on 2 May 2017) rather than despatch 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.

2. Appointment of a proxy in accordance with the instructions set out in these Important Notes does not preclude you from attending the meeting and voting in person. If you have validly appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. As a holder of shares in the Company or a holder of an interest in the shares in the Company, which interest is traded and settled through the electronic clearing and settlement system operated by Clearstream Banking AG (**CI**) (**CI Holder**) 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 Important Notes.
4. A proxy does not need to hold shares or CIs in the Company but must attend the meeting to represent you. You may appoint the proxy agent appointed by the Company (the **Proxy Agent**) to represent you by marking the box at 2a under the heading "Proxy Appointment" in section 2 of the Reply Form. The Proxy Agent shall be Martina Zawadzki, the attorney for Martina Zawadzki or such other person appointed as Proxy Agent by the Company from time to time. To appoint as your proxy a person other than the Company's Proxy Agent, mark and complete the detail at box 2b in the Reply Form. 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 (under the heading "Proxy Appointment" in section 2 of the Reply Form) the number of shares/CIs to which your proxy appointment relates, your proxy will be deemed to have been appointed for all of your shares/CIs.
5. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares/CIs. You may not appoint more than one proxy to exercise rights attached to any one share/CI. 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 5087 7107.
6. To vote or to direct your proxy how to vote on the resolutions please mark the appropriate box with an "X". To abstain from voting on a particular 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.**
7. In the case of a company, the proxy appointment at section 2 in the Reply Form 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.
8. Any power of attorney or any other authority under which the proxy appointment at section 2 in the Reply Form is signed (or a duly certified copy of such power or authority) must be included with the proxy appointment.
9. 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).
10. If you submit more than one valid proxy appointment to exercise the rights attached to the same shares/CIs, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. You may not use any electronic address provided in the Reply Form or these Important Notes to communicate with the Company for any purposes other than those expressly stated.

Dialog Semiconductor Plc GB0059822006
Date of Shareholders' Meeting: 4 May 2017
Number of shares/CIs: 99
Shareholder number: 99999 999 999

Mr
Sam Sample
99 Samplestreet
Sampletown 99999
SAMPLELAND



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**

I/We will personally attend the 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, **sign where indicated** at the end of the voting instructions and return it to us either in the enclosed envelope, by fax or by email (see Important Notes 1 and 2).

PROXY APPOINTMENT

I/We appoint the following person as my/our proxy to attend, speak and vote all my/our/ _____ (number of) shares/CIs on my/our behalf at the AGM of the Company to be held at 9am BST/10am CEST on 4 May 2017 and any adjournment thereof (see Important Notes 3 and 4). Please indicate your selection by inserting an "X" in the appropriate box.

☐ **2a Proxy Agent for the Company (Martina Zawadzki)**

The Company has appointed a Proxy Agent who may exercise your voting rights on your behalf in accordance with your voting instructions (see Important Note 4). If you appoint the Proxy Agent as your proxy, you must include voting instructions. **Without giving voting instructions your vote 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

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 Agent as my/our proxy, my/our vote will not be cast. (See Important Note 6).



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→ please turn over

Reply form

Please complete and sign this reply form, detach along the perforation and return as directed in Important Note 1.

Dialog Semiconductor Plc GB0059822006
Date of Shareholders' Meeting: 4 May 2017
Number of shares/CIs: 99
Shareholder number: 99999 999 999

Mr
Sam Sample
99 Samplestreet
Sampletown 99999
SAMPLELAND



Reply form

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

If you sign this field, please sign where indicated below but do not mark any further fields

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

Please mark the respective field with an "X". Please mark only one field per line and sign where indicated below

| | Vote For | Vote Against | Vote Withheld |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Receipt of the Company's Reports and Accounts | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Approval of Directors' Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-appointment of Deloitte LLP as Auditor of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Authority to agree the Auditor's remuneration | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 5 Re-appointment of Eamonn O'Hare as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 6 Re-appointment of Christopher Burke as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 7 Re-appointment of Aidan Hughes as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 8 Appointment of Mary Chan as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 9 Appointment of Nicholas Jeffery as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 10 Directors' authority to allot shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 11 Additional authority to allot shares in connection with a rights issue | <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 Additional disapplication of pre-emption rights | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 14 Authority to enter into contingent forward share purchase contract with Barclays Bank PLC | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 15 Authority to enter into contingent forward share purchase contract with Goldman Sachs International | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 16 Authority to enter into contingent forward share purchase contract with HSBC Bank plc | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 17 Authority to enter into contingent forward share purchase contract with Merrill Lynch International | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 18 Notice period for general meetings | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

X

Signature (Shareholder of Record)

Signature (Shareholder of Record, also listed)

Place/date

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



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