

The background is a solid blue color with a subtle grid pattern. A large, white, stylized 'S' shape is superimposed on the grid, creating a sense of depth and movement.

Notice of Annual General Meeting

22 April 2009

Dialog Semiconductor Plc

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that a General Meeting of Dialog Semiconductor Plc (the “Company”) will be held at Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine’s Way, London E1W 1AA on 22 April 2009 at 9.00 a.m. (BST) for the purpose of transacting the following business:

To consider, and if thought fit, to pass the following Resolutions which will be proposed as ORDINARY RESOLUTIONS:

RESOLUTION 1 - Receipt of the Company’s report and accounts

To receive the Company’s audited accounts for the year ended 31st December 2008 together with the Directors’ report, the Directors’ remuneration report and the Auditors’ report on those accounts and the auditable part of the Directors’ remuneration report for the year ended 31st December 2008.

RESOLUTION 2 - Directors’ Remuneration Report

THAT the Directors’ remuneration report and the remuneration policy set out in the audited accounts of the Company for the year ended 31st December 2008 be and hereby are approved.

RESOLUTION 3 - Appointment of Auditors

THAT Ernst & Young LLP be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at which accounts are laid before the Company.

RESOLUTION 4 - Authority to agree the Auditors’ remuneration

THAT the Directors be and hereby are authorised to agree the remuneration of the Auditors.

RESOLUTION 5 - Re-election of Aidan Hughes

THAT Aidan Hughes retiring pursuant to Article 82 of the Company’s Articles of Association be and is hereby re-elected a Director of the Company.

RESOLUTION 6 - Re-election of Russell Shaw

THAT Russell Shaw retiring pursuant to Article 82 of the Company’s Articles of Association be and is hereby re-elected a Director of the Company.

RESOLUTION 7 - Section 80 Companies Act 1985 Authority to allot shares

THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £1,580,000 for a period expiring at the conclusion of the Company’s next Annual General Meeting provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred by this resolution had not expired.

RESOLUTION 8 – Additional authority to allot shares in connection with a rights issue

In addition to resolution 7, that the Directors be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot equity securities (within the meaning of section 94 of the Companies Act 1985) in connection with an offer of such securities by way of a rights issue to holders of ordinary shares up to an aggregate nominal amount (when added to any allotments made under resolution 7 above) of £3,110,000 provided that this authority shall expire on the date of the next annual general meeting of the Company after the passing of this resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

To consider, and if thought fit, to pass the following Resolution which will be proposed as a SPECIAL RESOLUTION:

RESOLUTION 9 - Disapplication of pre-emption rights

THAT the Directors be and they are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities for cash pursuant to the authority conferred by Article 6.1 of the Articles and resolution 7 and 8 above (if applicable) as if section 89(1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:

- (a) in connection with an offer of such securities by way of rights, open offer or other pre-emptive issue or offer to holders of ordinary shares (but in the case of any authority granted under resolution 8, by way of rights issue only) in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange;
- (b) in connection with the allotment of equity securities pursuant to the Non-Executive Directors Share Option Scheme up to an aggregate nominal amount of £50,000; and
- (c) otherwise than pursuant to sub-paragraphs (a) or (b) above up to an aggregate nominal amount of £230,345,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired and in this resolution the expression "equity securities" and references to the allotment of equity securities shall bear the same respective meanings as in section 94 of the Companies Act 1985.

March 2009

By order of the Board

Tim Anderson
Company Secretary

Dialog Semiconductor Plc
Tower Bridge House
St Katharine's Way
London E1W 1AA

Registered in England and Wales No. 3505161

Important Notes

Proxy

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy or more than one proxy to attend, speak and vote instead of him or her. A proxy need not be a shareholder.

In order to make voting for shareholders easier, Dialog Semiconductor Plc has appointed an Independent Proxy Agent to exercise shareholders' voting rights according to their written instructions at the AGM 2009.

In order to exercise voting rights by proxy or through the Independent Proxy Agent, go to <http://www.diasemi.com> (Investor Relations / AGM) where shareholders will find further information and the proxy form. In addition to completing the proxy form shareholders must register for the meeting no later than 10am (CEST) on Monday 20 April 2009. In order to register shareholders must instruct their depository bank to send a confirmation of their share ownership to Clearstream Banking AG, Neue Börsenstr. 1, 60487 Frankfurt/Main, Germany, Fax: *49 (0)69/211-614240. Shareholders will then receive an admission ticket to the AGM which they should give to their proxy. Registration applications need to be received by Clearstream by 10am (CEST) on Monday 20 April 2009.

The Independent Proxy Agent at the AGM will be Martina Zawadzki who may be contacted by email: dialog@art-of-conference.de.

Personal Attendance

Shareholders wishing to attend the AGM should register for the meeting no later than 10am (CEST) on Monday 20 April 2009. In order to register shareholders must instruct their depository bank to send a confirmation of their share ownership to Clearstream Banking AG, Neue Börsenstr. 1, 60487 Frankfurt/Main, Germany, Fax: *49 (0)69/211-614240. Shareholders will then receive an admission ticket to the AGM. Registration applications need to be received by Clearstream by 10am (CEST) on Monday 20 April 2009.

Number of issued shares and voting rights

In accordance with section 30b paragraph 1 sentence 1 of German Wertpapierhandelsgesetz and Disclosure and Transparency Rule 6.1.12 it is hereby noted that at the time of this Notice, the Company has issued a total of 46,068,930 shares, granting the same number of voting rights. The Company does not hold any of its own shares.

Website publication of audit concerns

Pursuant to Chapter 5 of Part 16 of the Companies Act 2006 (sections 527 to 531), where requested by either a member or members having a right to vote at the Meeting and holding at least 5% of the total voting rights of the Company or at least 100 members having a right to vote at the Meeting and holding, on average, at least £100 of paid up share capital, the Company must publish on its website, a statement setting out any matter that such members propose to raise at the Meeting relating to the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the Meeting.

Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company's auditors no later than the time the statement is made available on the Company's website; and
- the statement may be dealt with as part of the business of the Meeting.

A member wishing to request publication of such a statement on the Company's website must send the request to the Company using one of the following methods:

in hard copy form to Martina Zawadzki, Art-of-Conference, Hauptversammlungs-& Konferenz-Organisation
Böblinger Str. 26, D-70178 Stuttgart, Germany - the request must be signed by the member; or

by e-mail to dialog@art-of-conference.de - including a statement of the identity of the sender.

Whichever form of communication is chosen, the request must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported and be received by the Company at least one week before the Annual General Meeting.

Explanatory Notes

Resolutions

Resolutions 1 to 8 are proposed as ordinary resolutions. To pass these resolutions more than 50% of the votes cast on each resolution must be in favour. Resolution 9 is proposed as a special resolution. To pass special resolutions not less than 75% of the votes cast on the resolution must be in favour.

Resolutions 1 and 2

The Company's audited accounts for the year ended 31 December 2008 together with the Directors' report, the Directors' remuneration report and the Auditors' report on those accounts and the auditable part of the remuneration report for the year ended 31 December 2008 are available on the Company's website <http://www.diasemi.com>. Please note that the Directors do not propose to declare a dividend.

Resolutions 3 and 4 - Appointment of Auditors

Ernst & Young LLP are required by the Companies Act 2006 to retire at the AGM and seek re-appointment. The Companies Act 2006 also requires the shareholders to determine the manner in which the Auditors are remunerated.

Resolutions 5 and 6 - Re-election of Directors

Pursuant to the Company's Articles one third of the Directors shall retire at each AGM. Those retiring at the AGM are Aidan Hughes, Russell Shaw and Michael Glover. Aidan Hughes and Russell Shaw are offering themselves for re-appointment in accordance with the Company's Articles. Michael Glover does not offer himself for re-election and it is not proposed to fill this vacancy at the AGM.

Resolution 7 - Directors' authority to allot

The purpose of Resolution 7 is to renew the Directors' authority to issue shares until the conclusion of the next AGM up to an aggregate nominal value of £1,580,000 equating to 15,800,000 shares. The nominal amount of relevant securities to which this authority will relate represents the aggregate of approximately one third of the issued share capital of the Company, together with a nominal amount of £50,000 equating to 500,000 shares which may be granted to Non-Executive Directors pursuant to the Non-Executive Directors 2006 Share Option Scheme.

Resolution 8 - Additional authority to allot shares in connection with a rights issue

UK investor guidelines (the Association of British Insurers) make it acceptable to give authority to the Directors to issue up to a further third of the issued share capital (over and above the authority granted under resolution 7) provided it is only applied on the basis of a rights issue. If any of the additional authority in resolution 8 is used, all the Directors of the Company wishing to remain in office shall stand for re-election at the next AGM of the Company.

Resolution 9 - Disapplication of pre-emption rights

If Directors wish to issue shares they have to abide by the statutory pre-emption rights in the Companies Act 1985. This means that, subject to limited exceptions, Directors have to offer any shares they want to issue to existing shareholders first. Resolution 9 seeks to give the Directors authority to disapply the statutory pre-emption rights where, inter alia, (i) the share issue relates to a pre-emptive issue, including a "rights" issue (in which case all shareholders would be made an offer to participate anyway) or (ii) where allotment is limited to the allotment of equity securities having a maximum aggregate nominal value of £50,000, equating to 500,000 shares pursuant to the Non-Executive Directors 2006 Share Option Scheme or (iii) where the allotment is limited to the allotment of equity securities having a maximum aggregate nominal value of £230,345 equating to 2,303,450 shares which is equivalent to 5% of the Company's issued ordinary share capital of 46,068,930 shares.

The 500,000 shares, related to the Non-Executive Directors 2006 Share Option Scheme, equates to the maximum possible share grant in the event that the whole Board is replaced by 10 new directors and granted share options under the scheme.

Dialog Semiconductor Plc
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St Katherine's Way
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www.dialog-semiconductor.com

