

Please return to:

**Dialog Semiconductor Plc**

c/o Art-of-Conference

Martina Zawadzki

Böblinger Str. 26

D-70178 Stuttgart

Germany

**Annual General Meeting of Dialog Semiconductor Plc on April 30, 2008 in London at 9:00 a.m. (BST)**

## Proxy Form

**Before completing this form, please read the explanatory notes overleaf and do not forget to register your shares.**

### **1. Proxy**

I / We \_\_\_\_\_ (first and last name/s in block letters) appoint the following person (called a "Proxy") to attend and vote on my / our behalf at the Annual General Meeting of the Company to be held on April 30, 2008 (or any adjournment thereof):

**Martina Zawadzki**

☐

(The Independent Proxy Agent of the Company,

c/o Art-of-Conference, Böblinger Str. 26, D-70178 Stuttgart, Germany)

*Please leave this box blank if you are selecting someone other than the Independent Proxy Agent*

**OR**

The following person(s) (who need not be a member of the Company):

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\_\_\_\_\_  
(name, last name, postal code, city, country)

*Please leave this box blank if you have selected the Independent Proxy Agent*

I / We would like my/our Proxy to vote on the resolutions proposed at the meeting as indicated on this form. The Proxy has the right to delegate the powers to any person as the Proxy may from time to time dictate.

I / We hereby reserve the right to revoke this Proxy.

**X**

Place, Date, Signature

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

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Registered Office:  
Tower Bridge House  
St Katharine's Way  
London E1W 1AA  
United Kingdom  
Registration No: 3505161  
VAT-ID-No.: GB 718 2789 03

Chief Executive Officer:  
Jalal Bagherli

Address:  
Dialog Semiconductor Plc  
Neue Straße 95  
D-73230 Kirchheim unter Teck-Nabern  
Telefon +49 (70 21) 805-0  
Telefax +49 (70 21) 805-100

Bank Account  
Deutsche Bank AG  
Filiale Esslingen  
Bank Code 611 700 76  
Account-No. 072557200  
Swift Code: DEUTDESS611

## 2. Voting instructions

I / We hereby authorize the Proxy to exercise my / our voting rights in accordance with the following written voting instructions. If no indication is given, the Proxy may vote as he/she sees fit or abstain in relation to any or all of the business of the meeting:

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

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

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

*Please mark the respective field with "X". Please mark only one field per line*

Order of business:

	<u>Votes "For"</u>	<u>Votes "Against"</u>	<u>Votes "Withheld"</u>
<b>Resolution 1</b>			
Receipt of the Company's report and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b>			
Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b>			
Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b>			
Authority to agree the Auditors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b>			
Re-election of Jalal Bagherli as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b>			
Re-election of Greg Reyes as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b>			
Re-election of Peter Weber as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 8</b>			
Section 80 Companies Act 1985 Authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 9</b>			
Continuance of Dialog Semiconductor Plc Non-Executive Directors 2006 Share Option Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 10</b>			
Approval of Executives Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 11</b>			
Disapplication of pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 12</b>			
Adoption of new Articles of Association	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

# X

Place, Date, Signature

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

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Bank Account  
Deutsche Bank AG  
Filiale Esslingen  
Bank Code 611 700 76  
Account-No. 072557200  
Swift Code: DEUTDESS611

### 3. Company News:

I / We would like to be informed about current issues concerning Dialog Semiconductor Plc.

Please add my / our e-mail address to your mailing list

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E-mail address: \_\_\_\_\_

Please note that the Company's accounts are available at <http://www.dialog-semiconductor.com/>.

If you would like a printed copy of these please complete the instructions below.

Please send me / us the Annual Report of Dialog Semiconductor Plc:

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in English

☐

in German

to my / our following address:

Name, last name \_\_\_\_\_

Street address \_\_\_\_\_

Postal code \_\_\_\_\_

City \_\_\_\_\_

Country \_\_\_\_\_

### 4. Notes to the proxy form

- A. A member entitled to vote at the meeting may appoint one or more proxies to attend, speak and vote on a poll instead of him / her. This is provided that each proxy a member appoints is appointed to exercise rights attached to different shares. A proxy need not be a member of the Company.
- B. To be valid for the meeting this proxy form must be completed and signed and lodged with Dialog Semiconductor Plc c/o Art-of-Conference, Böblinger Str. 26, D-70178 Stuttgart, Germany, Fax: \*49 (0)711/4709-713 **no later than 10:00 a.m. (CEST) on April 28, 2008**. The admission ticket to the AGM should be sent to your proxy.
- C. To abstain from voting on a resolution, tick the box "Vote Withheld". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of votes "for" and "against" the resolution. Failing to tick any box of a resolution will mean your proxy can vote as he or she wishes or can decide not to vote at all.
- D. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.