



## DIALOG SEMICONDUCTOR PLC

(incorporated under the Companies Act 1985 and registered in England and Wales with registered number 3505161)

### Information Document relating to 3,500,000 new ordinary shares

#### 1. The Issuer

The issuer is Dialog Semiconductor Plc, a company incorporated in England and Wales with company number 3505161 whose registered office is at Tower Bridge House, St Katharine's Way, London, E1W 1AA, England (the **Issuer**).

The Issuer has offered, and agreed to allot, and the Dialog Semiconductor Plc Employee Share Ownership Trust (the **Trust**) has agreed to subscribe, 3,500,000 new ordinary shares of 10 pence each in the capital of the Issuer (the **New Shares**).

The Issuer will apply to have the New Shares admitted to trading on the Regulated Market (*Regulierter Markt*) of the Frankfurt Stock Exchange and the sub-segment thereof with additional post-admission obligations (*Prime Standard*), which is the market on which the Issuer's issued ordinary share capital is already admitted to trading. The International and German Securities Identification Numbers and trading symbol of the shares of the Issuer are set out below:

International Securities Identification Number (ISIN):	GB0059822006
German Securities Identification Number (WKN):	927200
Trading Symbol:	DLG GR

The Issuer expects that the Frankfurt Stock Exchange will grant the New Shares admission to trading on or about 28 October 2009, and that introduction of the New Shares to trading on the Regulated Market (*Regulierter Markt*) of the Frankfurt Stock Exchange and the sub-segment thereof with further post-admission obligations (*Prime Standard*) will take place on or about 30 October 2009.

Further information on the Issuer, including its Annual Report and Accounts for the financial years ended 2006, 2007 and 2008 and its unaudited consolidated financial statement for the six months ended 26 June 2009 can be found on the Issuer's website, [www.dialog-semiconductor.com](http://www.dialog-semiconductor.com).

#### 2. Reasons for the offer and admission to trading

The Trust was established on 24 October 1998 to encourage and facilitate the holding of shares in the Issuer by or for the benefit of the directors and employees of the Issuer and its subsidiaries, including by the transfer of shares in the Issuer to directors and employees on exercise of share options that are awarded to them under the Issuer's and/or its subsidiaries' share incentive arrangements from time to time.

The New Shares are to be allotted to the Trust to ensure that it holds sufficient shares in the Issuer, upon any exercise by any director and/or employee of the Issuer and/or its subsidiaries of any share option, to enable the Trust to transfer the relevant number of

shares in the Issuer to such director and/or employee, including non-executive directors upon any exercise by any non-executive director of a share option awarded under the Issuer's non-executive directors share option scheme, with the proceeds from all transfers of the New Shares being held by the Trust for the benefit of the directors and employees of the Issuer and its subsidiaries.

The offer and admission of the New Shares described in this information document is exempt from the requirement to publish a prospectus under, respectively, and this information document is being made available to the Trust (for itself and on behalf of its beneficiaries) pursuant to, Sections 4 para. 1 No. 5, 4 para. 2 no. 6 German Securities Prospectus Act (*Wertpapierprospektgesetz*) and the equivalent provisions in other EU/EEA member states implementing Article 4.1(e) and 4.2(f) of the European Directive 2003/71 EC of 4 November 2003.

### 3. **Further details**

The New Shares will be subscribed for by the Trust at €0.20 per New Share. Save for the payment of the €700,000 subscription monies, the New Shares being admitted and introduced to trading and the terms on which the New Shares are to be held, the offer by the Issuer to issue the New Shares to the Trust and the admission of the New Shares to trading was not, and is not, conditional. The New Shares will rank *pari passu* in all respects with the existing ordinary shares of nominal value of 10 pence each in the capital of the Issuer, including the right to receive dividends (if any) and other distributions declared, made or paid after the date of issue of the New Shares. However, pursuant to the Trust Deed entered into between the Issuer and the Trust dated 24 October 1998 (as amended) (the **Trust Deed**) the Trust has agreed to waive any rights to receive dividends. Copies of the Trust Deed are available to the directors and employees of the Issuer upon written request to the Company Secretary at the Issuer's registered office address. For further information relating to the rights attaching to the New Shares and the exercise of those rights, see the Issuer's Articles of Association which are available on its website.

The Trust will hold the New Shares in accordance with the Trust Deed for the benefit of directors and employees of the Issuer and its subsidiaries, and will, from time to time, use the New Shares to make share awards to directors (including non-executive directors) and employees upon the exercise of share options, with the proceeds from all transfers of the New Shares being held by the Trust for the benefit of the directors and employees of the Issuer and its subsidiaries.

**20 October 2009**