

CERTIFIED A TRUE COPY OF THE ORIGINAL

11 September 2009 Date
REYNOLDS PORTER CHAMBERLAIN LLP

**ARTICLES OF ASSOCIATION
OF
DIALOG SEMICONDUCTOR PLC**

CONTENTS

Clause	Page
ARTICLES OF ASSOCIATION	1
PRELIMINARY	1
Table A.....	1
Definitions.....	1
Construction	2
SHARE CAPITAL	3
Share capital	3
Shares with special rights.....	3
Section 80 authority	3
Allotment after expiry	4
Residual allotment powers	4
Redeemable shares	4
Commissions	4
Trusts not recognised	4
VARIATION OF RIGHTS	5
Method of varying rights.....	5
When rights deemed to be varied.....	5
SHARE CERTIFICATES.....	5
Members' rights to certificates	5
Replacement certificates	6
LIEN.....	6
Company to have lien on shares	6
Enforcement of lien by sale	6
Giving effect to sale	6
Application of proceeds	6
CALLS ON SHARES	7
Power to make calls	7
Time when call made	7
Liability of joint holders	7
Interest payable	7
Deemed calls	7
Differentiation on calls.....	7
Payment of calls in advance.....	7
FORFEITURE AND SURRENDER	8
Notice requiring payment of call	8
Forfeiture for non-compliance	8

Sale of forfeited shares.....	8
Liability following forfeiture	8
Surrender.....	9
Extinction of rights.....	9
Evidence of forfeiture or surrender.....	9
TRANSFER OF SHARES	9
Form and execution of transfer of certificated share	9
Transfers of partly paid shares.....	9
Invalid transfers of shares	9
Notice of refusal to register.....	10
Suspension of registration.....	10
No fee payable on registration	10
Retention of transfers	10
TRANSMISSION OF SHARES.....	10
Transmission	10
Elections permitted	10
Elections required	11
Rights of persons entitled by transmission	11
ALTERATION OF SHARE CAPITAL.....	11
Alterations by ordinary resolution	11
New shares subject to these Articles.....	11
Fractions arising.....	12
Power to reduce capital	12
PURCHASE OF OWN SHARES.....	12
Power to purchase own shares	12
GENERAL MEETINGS.....	12
Types of general meeting.....	12
Class meetings.....	12
Convening general meetings.....	13
NOTICE OF GENERAL MEETINGS	13
Period of notice	13
Recipients of notice.....	13
Contents of notice: general	13
Contents of notice: additional requirements	14
Interruption or adjournment where facilities inadequate	14
Change in place and/or time of meeting	14
Accidental omission to give notice	14
PROCEEDINGS AT GENERAL MEETINGS.....	14
Quorum	14

If quorum not present	15
Chairman	15
Directors entitled to speak.....	15
Adjournments: chairman's powers.....	15
Adjournments: procedures	16
Methods of voting	16
Declaration of result.....	16
Chairman's casting vote	16
Withdrawal of demand for poll.....	17
Conduct of poll.....	17
When poll to be taken	17
Notice of poll	17
Effectiveness of special and ordinary resolutions.....	17
VOTES OF MEMBERS.....	17
Right to vote.....	17
Votes of joint holders.....	17
Member under incapacity.....	18
Calls in arrears	18
Section 793 of the Companies Act 2006: restrictions if in default	18
Copy of notice to interested persons	19
When restrictions cease to have effect.....	19
Board may cancel restrictions	19
Conversion of uncertificated shares	19
Provisions supplementary to Article 69	19
Part 22 of the Companies Act 2006	20
Errors in voting	20
Objection to voting.....	20
Supplementary provisions on voting	20
PROXIES AND CORPORATE REPRESENTATIVES	20
Appointment of proxy	20
Form of proxy	20
Delivery of form of proxy	21
Validity of form of proxy.....	21
Corporate representatives.....	21
Revocation of authority	22
NUMBER OF DIRECTORS	22
Limits on number of directors.....	22
APPOINTMENT AND RETIREMENT OF DIRECTORS	22
Number of directors to retire.....	22
Which directors to retire	22
When director deemed to be re-appointed	23
Eligibility for election	23

Separate resolutions on appointment	23
Additional powers of the Company	23
Appointment by board	23
Position of retiring directors	24
No share qualification	24
ALTERNATE DIRECTORS	24
Power to appoint alternates	24
Alternates entitled to receive notice	24
Alternates representing more than one director	24
Expenses and remuneration of alternates	24
Termination of appointment.....	25
Method of appointment and revocation	25
Alternate not an agent of appointor	25
POWERS OF THE BOARD	25
Business to be managed by board	25
Exercise by Company of voting rights.....	25
DELEGATION OF POWERS OF THE BOARD.....	26
Committees of the board	26
Local boards, etc.	26
Agents	26
Offices including the title "director"	26
DISQUALIFICATION AND REMOVAL OF DIRECTORS.....	27
Disqualification as a director	27
Power of Company to remove director	28
REMUNERATION OF NON-EXECUTIVE DIRECTORS.....	28
Ordinary remuneration	28
Additional remuneration for special services	28
DIRECTORS' EXPENSES.....	28
Directors may be paid expenses.....	28
EXECUTIVE DIRECTORS	29
Appointment to executive office.....	29
Termination of appointment to executive office.....	29
Emoluments to be determined by the board	29
DIRECTORS' INTERESTS RELATING TO TRANSACTIONS AND ARRANGEMENTS WITH THE COMPANY	29
Directors may contract with the Company	29
Notification of interests.....	30

DIRECTORS' CONFLICTS OF INTEREST.....	30
Directors' Conflicts Of Interest.....	30
GRATUITIES, PENSIONS AND INSURANCE.....	31
Gratuities and pensions	31
Insurance	31
Directors not liable to account	32
Section 719 of the Act.....	32
PROCEEDINGS OF THE BOARD	32
Convening meetings.....	32
Quorum	32
Powers of directors if number falls below minimum.....	32
Chairman and deputy chairman	33
Validity of acts of the board.....	33
Resolutions in writing	33
Meetings by telephone, etc.....	33
Directors' power to vote on contracts in which they are interested	34
SECRETARY	34
Appointment and removal of secretary	34
MINUTES	34
Minutes required to be kept	34
Conclusiveness of minutes.....	34
THE SEAL	34
Authority required for execution of deed.....	34
Certificates for shares and debentures	35
Official seal for use abroad	35
REGISTERS.....	35
Overseas and local registers.....	35
Authentication and certification of copies and extracts.....	35
DIVIDENDS	36
Declaration of dividends	36
Interim dividends	36
Apportionment of dividends	36
Dividends in specie	36
Scrip dividends: authorising resolution	36
Scrip dividends: procedures	37
Permitted deductions and retentions	38
Procedure for payment to holders and others entitled	39
Joint entitlement	39
Payment by post	39

Discharge to Company and risk	39
Interest not payable	40
CAPITALISATION OF PROFITS AND RESERVES.....	40
Power to capitalise	40
RECORD DATES	41
Record dates for dividends, etc.	41
ACCOUNTS	41
Rights to inspect records	41
Delivery of annual accounts.....	41
NOTICES	42
When notice required to be in writing	42
Method of giving notice.....	42
Deemed receipt of notice	42
Notice to persons entitled by transmission	42
Transferees etc. bound by prior notice.....	43
When notices by post deemed served	43
When notices by electronic communication or website deemed served	43
DESTRUCTION OF DOCUMENTS	43
Power of Company to destroy documents	43
Presumption in relation to destroyed documents	44
WINDING UP.....	45
Liquidator may distribute in specie.....	45
Disposal of assets by liquidator	45
INDEMNITY.....	45
Indemnity to directors and officers	45

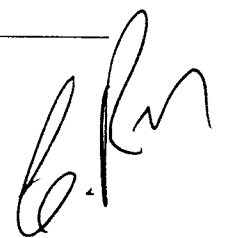
A PUBLIC COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

Of

DIALOG SEMICONDUCTOR PLC¹

(Adopted by Special Resolution
passed 30 April 2008)



PRELIMINARY

Table A

1. The regulations in Table A as in force at the date of the incorporation of the Company shall not apply to the Company.

Definitions

2. In these Articles, except where the subject or context otherwise requires:

Act means the Companies Act 1985 including any modification or re-enactment of it for the time being in force;

Articles means these articles of association as altered from time to time by special resolution;

auditors means the auditors of the Company;

the board means the directors or any of them acting as the board of directors of the Company;

clear days in relation to the giving of a notice means the period excluding the day on which a notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

Companies Acts has the meaning given by section 744 of the Act and includes any enactment passed after those Acts (including the Companies

¹ The Company changed name from DIALOG SEMICONDUCTOR (HOLDINGS) LIMITED by Special Resolution dated 2 August 1999.

The Company changed name from KITCHANGE LIMITED by Special Resolution dated 27 February 1998.

Act 2006) which may, by virtue of that or any other such enactment, be cited together with those Acts as the "Companies Acts" (with or without the addition of an indication of the date of any such enactment);

director means a director of the Company;

dividend means dividend or bonus;

electronic communication means any communication by e-mail;

employees' share scheme has the meaning given by section 743 of the Act;

entitled by transmission means, in relation to a share in the capital of the Company, entitled as a consequence of the death or bankruptcy of the holder or otherwise by operation of law;

holder in relation to a share in the capital of the Company means the member whose name is entered in the register as the holder of that share;

member means a member of the Company;

Memorandum means the memorandum of association of the Company as amended from time to time;

office means the registered office of the Company;

paid means paid or credited as paid;

register means the register of members of the Company;

seal means the common seal of the Company and includes any official seal kept by the Company by virtue of section 39 or 40 of the Act;

secretary means the secretary of the Company and includes a joint, assistant, deputy or temporary secretary and any other person appointed to perform the duties of the secretary;

United Kingdom means Great Britain and Northern Ireland.

Construction

3. References to a document being executed include references to its being executed under hand or under seal or by any other method.

References to writing include references to any visible substitute for writing and to anything partly in one form and partly in another form.

Words denoting the singular number include the plural number and vice versa; words denoting the masculine gender include the feminine gender; and words denoting persons include corporations.

Words or expressions contained in these Articles which are not defined in these articles but are defined in the Act have the same meaning as in the Act (but excluding any modification of the Act not in force at the date of adoption of these Articles) unless inconsistent with the subject or context.

Subject to the preceding two paragraphs, references to any provision of any enactment or of any subordinate legislation (as defined by section 21(1) of the Interpretation Act 1978) include any modification or re-enactment of that provision for the time being in force.

Headings and marginal notes are inserted for convenience only and do not affect the construction of these Articles.

In these Articles, (a) powers of delegation shall not be restrictively construed but the widest interpretation shall be given to them; (b) the word *board* in the context of the exercise of any power contained in these Articles includes any committee consisting of one or more directors, any director holding executive office and any local or divisional board, manager or agent of the Company to which or, as the case may be, to whom the power in question has been delegated; (c) no power of delegation shall be limited by the existence or, except where expressly provided by the terms of delegation, the exercise of that or any other power of delegation; and (d) except where expressly provided by the terms of delegation, the delegation of a power shall not exclude the concurrent exercise of that power by any other body or person who is for the time being authorised to exercise it under these Articles or under another delegation of the power.

SHARE CAPITAL

Share capital

4. The share capital of the Company on the adoption of these Articles is £10,431,186 divided into 104,311,860 ordinary shares of 10p each. *

Shares with special rights

5. Subject to the provisions of the Companies Acts and without prejudice to any rights attached to any existing shares or class of shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, subject to and in default of such determination, as the board shall determine.

Section 80 authority

6.1 The directors are hereby generally and unconditionally authorised pursuant to section 80 of the Act to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount equal to the authorised share capital of the company at the date of adoption of these Articles for a period expiring (unless previously renewed, varied or

* Amended by special resolution passed on 18th May 2000 subdividing 23,954,960 ordinary shares of 20p into 47,909,920 ordinary shares of 10p and reclassifying 5,640,194 £1 preference shares into 56,401,940 10p ordinary shares.

revoked by the company in general meeting) five years after the date of adoption of these Articles.

Allotment after
expiry

6.2 Before the expiry of the authority conferred by Article 6.1 the Company may make an offer or agreement which would or might require equity securities or other relevant securities to be allotted after such expiry. The board may allot equity securities or other relevant securities in pursuance of that offer or agreement as if the period covered by the authority conferred by Article 6.1 during which that offer or agreement was made had not expired.

Residual
allotment powers

7. Subject to the provisions of the Companies Acts relating to authority, pre-emption rights or otherwise and of any resolution of the Company in general meeting passed pursuant to those provisions, and, in the case of redeemable shares, the provisions of Article 8:

- (a) all unissued shares for the time being in the capital of the Company shall be at the disposal of the board; and
- (b) the board may allot (with or without conferring a right of renunciation), grant options over, or otherwise dispose of them to such persons on such terms and conditions and at such times as it thinks fit.

Redeemable
shares

8. Subject to the provisions of the Companies Acts, and without prejudice to any rights attached to any existing shares or class of shares, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles.

Commissions

9. The Company may exercise all powers of paying commissions or brokerage conferred or permitted by the Companies Acts. Subject to the provisions of the Companies Acts, any such commission or brokerage may be satisfied by the payment of cash or by the allotment of fully or partly paid shares or partly in one way and partly in the other.

Trusts not
recognised

10. Except as required by law, the Company shall recognise no person as holding any share on any trust and (except as otherwise provided by these Articles or by law) the Company shall not be bound by or recognise any interest in any share (or in any fractional part of a share) except the holder's absolute right to the entirety of the share (or fractional part of the share). *

* Original Article 11 ("Preference Shares") deleted by special resolution passed 18th May 2000.

