



## **Announcement relating to the third tranche of shares to be bought back pursuant to Dialog Semiconductor Plc's share buyback programme**

**London, UK, February 27, 2017** - Dialog Semiconductor Plc (the **Company**) refers to its ad-hoc announcement dated February 22, 2017 (Ad-hoc announcement in accordance with Article 17 of Regulation (EU) No 596/2014 of the European Parliament and the Council of 16 April 2014: Dialog Semiconductor announces commencement of the process for the third tranche of shares to be bought back pursuant to its share buyback programme) (the **Ad-Hoc Announcement**)

The Company today announces that Barclays Bank PLC has been appointed the Preferred Broker (as defined in the Ad-Hoc Announcement) in relation to the third tranche of the Company's share buyback programme approved by the board of directors and announced by the Company on 3 May 2016. The material terms on which the Company will purchase ordinary shares from the Preferred Broker in relation to the third tranche of the Company's buyback programme are as follows:

- the maximum total cost of the shares to be purchased by the Company from the Preferred Broker shall be €75.0 million;
- the minimum total cost of the shares to be purchased by the Company from the Preferred Broker shall be €56.25 million;
- the earliest date on which the Preferred Broker may purchase Certified Interests (**CIs**) in the Company on the Frankfurt Stock Exchange (the **FSE**) for the purpose of delivering ordinary shares in the Company to the Company shall be 2 March 2017;
- the latest date on which the Preferred Broker may purchase CIs on the FSE for the purpose of delivering ordinary shares in the Company to the Company shall be 10 July 2017;
- the minimum maturity date shall be 9 June 2017 and the maximum maturity date shall be 10 July 2017; and
- the price per share to be paid by the Company is equal to the average of the daily volume weighted average price (**Average VWAP**) paid for CIs on the FSE for each day during the period of the third tranche of the buyback programme (the **Trading Period**) less a percentage discount.

During the Trading Period, the Preferred Broker may, acting independently as principal (without influence from the Company), purchase CIs in the Company on the FSE. Barclays Bank PLC (and its affiliates) may also, at their discretion, undertake other transactions in the CIs (including sales and hedging activities) throughout the term of the third tranche of the share buyback programme in order to hedge their exposure to the programme provided that any CIs to be purchased in relation to the programme shall be purchased:

- at a daily volume not to exceed 25% of the average daily volume traded on the FSE over the previous 20 trading days; and
- at a price not to exceed the higher of (i) 105% of the average middle market closing price of the CIs as derived from XETRA over the last 5 trading days; or (ii) the higher of the last independent trade or the highest current independent bid on the FSE.

The Company has previously purchased 2,783,206 ordinary shares pursuant to the shareholder approvals granted at the Company's Annual General Meeting on 28 April 2016. Details of any ordinary shares purchased by the Company will be made available on the Company's website at <http://www.dialog-semiconductor.com/investor-relations/financial-news/share-buybacks>.

**For further information please contact:**

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#### **Note to editors**

Dialog Semiconductor provides highly integrated standard (ASSP) and custom (ASIC) mixed-signal integrated circuits (ICs), optimised for smartphone, tablet, IoT, LED Solid State Lighting (SSL) and Smart Home applications. Dialog brings decades of experience to the rapid development of ICs while providing flexible and dynamic support, world-class innovation and the assurance of dealing with an established business partner. With world-class manufacturing partners, Dialog operates a fabless business model and is a socially responsible employer pursuing many programs to benefit the employees, community, other stakeholders and the environment we operate in.

Dialog's power saving technologies including DC-DC configurable system power management deliver high efficiency and enhance the consumer's user experience by extending battery lifetime and enabling faster charging of their portable devices. Its technology portfolio also includes audio, Bluetooth® Smart, Rapid Charge™ AC/DC power conversion and multi-touch.

Dialog Semiconductor plc is headquartered in London with a global sales, R&D and marketing organisation. In 2015, it had \$1.35 billion in revenue and was one of the fastest growing European public semiconductor companies. It currently has approximately 1,660 employees worldwide. The company is listed on the Frankfurt (FWB: DLG) stock exchange (Regulated Market, Prime Standard, ISIN GB0059822006) and is a member of the German TecDax index.

#### **Forward Looking Statements**

This press release contains "forward-looking statements" that reflect management's current views with respect to future events. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "project" and "should" and similar expressions identify forward-looking statements. Such statements are subject to risks and uncertainties, including, but not limited to: an economic downturn in the semiconductor and telecommunications markets; changes in currency exchange rates and interest rates, the timing of customer orders and manufacturing lead times, insufficient, excess or obsolete inventory, the impact of competing products and their pricing, political risks in the countries in which we operate or sale and supply constraints. If any of these or other risks and uncertainties occur (some of which are described under the heading "Risks and their management" in Dialog Semiconductor's most recent Annual Report) or if the assumptions underlying any of these statements prove incorrect, then actual results may be materially different from those expressed or implied by such statements. We do not intend or assume any obligation to update any forward-looking statement which speaks only as of the date on which it is made, however, any subsequent statement will supersede any previous statement.