

**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 second tranche of shares to be bought back pursuant to its share buyback programme authorised by shareholders at the annual general meeting on 2 May 2019**

London, UK, 3 March 2020 - Today the board of directors of Dialog Semiconductor Plc (XETRA: DLG) (the **Company**), a provider of highly integrated power management, AC/DC power conversion, solid state lighting and Bluetooth® low energy wireless technology, has resolved to commence the process to buy back a second tranche of shares in accordance with the shareholder approvals granted at the Company's Annual General Meeting (**AGM**) on 2 May 2019 relating to the share buyback programme (the **2019 Buyback Programme**).

The Company will give notice in writing to each of Barclays Bank PLC, Goldman Sachs International, HSBC Bank plc and Merrill Lynch International (together the **Brokers**) that it wishes to exercise its rights to purchase shares pursuant to the contingent forward share purchase contracts entered into with each of the Brokers on or around the date of the AGM, specifying the terms on which the Company is willing to purchase shares from the Broker that provides the most favourable pricing terms to the Company (the **Preferred Broker**).

These terms include:

- the maximum total cost of the shares to be purchased by the Company from the Preferred Broker under the second tranche of the 2019 Buyback Programme shall be €90.0 million and the minimum total cost shall be €70.0 million; and
- the maximum maturity date for the second tranche of the 2019 Buyback Programme shall be 24 September 2020 and the minimum maturity date shall be 14 August 2020.

Based on the assumption that the average price at which ordinary shares will be acquired by the Company is €31.07 per share, this would enable the Company to acquire up to approximately 2.9 million ordinary shares pursuant to the second tranche of the 2019 Buyback Programme.

Once appointed, the Preferred Broker shall, acting independently as principal (without influence from the Company), purchase Certified Interests (**CIs**) in the Company on the Frankfurt Stock Exchange and, after acquiring the corresponding number of ordinary shares in the Company from Clearstream Banking AG, which is the registered shareholder for the shares underlying the CIs, shall sell these ordinary shares to the Company on certain settlement dates in accordance with the terms above and the contingent forward share purchase agreement with the Preferred Broker.

Further details relating to the second tranche of the 2019 Buyback Programme, including details of the Preferred Broker, shall be announced separately before the purchase of the second tranche of shares commences. The Company will regularly provide information on the progress of the buyback, including the number of ordinary shares purchased by the Company, on its website at <https://www.dialog-semiconductor.com/investor-relations/financial-news/share-buybacks>.

No more than one tranche of shares will be bought back at any one time by the Company and there can be no certainty that any further ordinary shares will be acquired by the Company following the conclusion of the second tranche of the 2019 Buyback Programme.

**For further information please contact:**

**Dialog Semiconductor**  
**Jose Cano**  
Head of Investor Relations  
T: +44 (0)1793 756 961  
[jose.cano@diasemi.com](mailto:jose.cano@diasemi.com)

**FTI Consulting London**

Matt Dixon  
T: +44 (0)2037 271 137  
[matt.dixon@fticonsulting.com](mailto:matt.dixon@fticonsulting.com)

**FTI Consulting Frankfurt**

Anja Meusel  
T: +49 (0) 69 9203 7120  
[Anja.Meusel@fticonsulting.com](mailto:Anja.Meusel@fticonsulting.com)

**About Dialog Semiconductor**

Dialog Semiconductor is a leading provider of integrated circuits (ICs) that power mobile devices and the Internet of Things. Dialog solutions are integral to some of today's leading mobile devices and the enabling element for increasing performance and productivity on the go. From making smartphones more power efficient and shortening charging times, enabling home appliances to be controlled from anywhere, to connecting the next generation of wearable devices, Dialog's decades of experience and world-class innovation help manufacturers get to what's next.

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 Semiconductor plc is headquartered in London with a global sales, R&D and marketing organization. In 2019, it had approximately \$1.42 billion in revenue. It currently has approximately 2,000 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 MDAX and TecDax indices. For more information, visit [www.dialog-semiconductor.com](http://www.dialog-semiconductor.com).

**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 "Managing risk and uncertainty" 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.