THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your independent financial adviser immediately. If you have sold or otherwise transferred all your shares in Dialog Semiconductor Plc, please forward this document and the accompanying document(s) to the purchaser, transferee, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.
Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of Dialog Semiconductor Plc (the Company or Dialog) will be held at Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine’s Way, London E1W 1AA on Thursday 4 May 2017 at 9am BST (10am CEST) for the purpose of transacting the following business:

To consider and, if thought fit, to pass the following Resolutions of which Resolutions 1 to 11 (inclusive) will be proposed as ordinary resolutions and Resolutions 12 to 18 (inclusive) will be proposed as special resolutions:

RESOLUTION 1 - Receipt of the Company's Report and Accounts

THAT the Annual Report and Accounts for the financial year ended 31 December 2016 be and are hereby received.

RESOLUTION 2 - Approval of Directors' Remuneration Report

THAT the Directors' Remuneration Report, set out at pages 70 to 79 of the Annual Report and Accounts for the financial year ended 31 December 2016, be and is hereby approved.

RESOLUTION 3 - Re-appointment of Deloitte LLP as Auditor of the Company

THAT Deloitte LLP be and are hereby re-appointed as Auditor of the Company.

RESOLUTION 4 - Authority to agree the Auditor’s remuneration

THAT the Directors be and are hereby authorised to agree the remuneration of the Auditor.

RESOLUTION 5 - Re-appointment of Eamonn O’Hare as a Director of the Company

THAT Eamonn O’Hare be and is hereby re-appointed as a Director of the Company.

RESOLUTION 6 - Re-appointment of Christopher Burke as a Director of the Company

THAT Christopher Burke be and is hereby re-appointed as a Director of the Company.

RESOLUTION 7 - Re-appointment of Aidan Hughes as Director of the Company

THAT Aidan Hughes be and is hereby re-appointed as a Director of the Company.

RESOLUTION 8 - Appointment of Mary Chan as a Director of the Company

THAT Mary Chan be and is hereby appointed as a Director of the Company.

RESOLUTION 9 - Appointment of Nicholas Jeffery as a Director of the Company

THAT Nicholas Jeffery be and is hereby appointed as a Director of the Company.

RESOLUTION 10 - Directors' authority to allot shares

THAT the Directors be and are hereby generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate nominal amount of £2,600,156 provided that this authority shall (unless previously renewed, varied or revoked) expire at the earlier of 15 months from the date of this Resolution and the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may before such expiry make any offers or agreements which would or might require shares in the Company to be allotted or rights to subscribe for or to convert any securities into shares in the Company to be granted after such expiry and the Directors may allot shares and grant rights to subscribe for or to convert any securities into shares in the Company pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

RESOLUTION 11 - Additional authority to allot shares in connection with a rights issue

THAT, in addition to Resolution 10, the Directors be and are hereby generally and unconditionally authorised pursuant to
section 551 of the Act to exercise all the powers of the Company to allot equity securities (within the meaning of section 560 of the Act) in connection with a rights issue in favour of ordinary shareholders where the equity securities respectively attributable to the interests of all ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them up to an aggregate nominal amount (when added to any allotments made under Resolution 10) of £5,208,119 provided that this authority shall (unless previously renewed, varied or revoked) expire at the earlier of 15 months from the date of this Resolution and the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution save that the Company may before such expiry make any offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

RESOLUTION 12 - Disapplication of pre-emption rights

THAT, subject to and conditional upon Resolution 10 and/or, as the case may be, Resolution 11 being passed, the Directors be and are hereby empowered to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolutions 10 and/or 11 (as applicable) and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority shall be limited to:

(a) the allotment of equity securities in connection with an offer of equity securities (but, in the case of the authority granted under Resolution 11, by way of a rights issue only):
   • to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and
   • to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,
   but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to part (a) of this Resolution) to any person up to an aggregate nominal amount of £390,414.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution or, if earlier, 15 months from the date of this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

RESOLUTION 13 – Additional disapplication of pre-emption rights

THAT, subject to and conditional upon Resolution 10 and/or, as the case may be, Resolution 11 being passed, the Directors be and are hereby empowered, in addition to any authority granted under Resolution 12, to allot equity securities (as defined in section 560 of the Act) for cash under the authority conferred by Resolutions 10 and/or 11 (as applicable) and/or to sell ordinary shares held by the Company as treasury shares as if section 561 of the Act did not apply to any such allotment, provided that this power shall be:

(a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £390,414; and

(b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM.

The authority granted by this Resolution will expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution or, if earlier, 15 months from the date of this Resolution, save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted (or treasury shares to be sold) after such expiry and the Directors may allot equity securities (or sell treasury shares) pursuant to any such offer or agreement as if the authority conferred by this Resolution had not expired.

RESOLUTION 14 - Authority to enter into contingent forward share purchase contract with Barclays Bank PLC

THAT, in accordance with section 694 of the Act and conditional on the passing of at least one of Resolutions 15, 16 and 17, the terms of a proposed contingent forward share pur-
chase contract to be entered into between the Company and Barclays Bank PLC (Barclays) for the purchase by the Company of up to 7,808,280 ordinary shares of 10 pence each in the capital of the Company (in the form produced to the AGM and initialled by the Chairman for the purpose of identification) (the Barclays Agreement) be and are hereby approved and the Company be and is hereby authorised to enter into the Barclays Agreement.

The maximum aggregate number of shares which may be purchased under the Barclays Agreement and such other contingent forward share purchase contracts which may be approved pursuant to Resolutions 15 and/or 16 and/or 17 is 7,808,280, representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM).

The authority conferred by this Resolution to enter into the Barclays Agreement shall (unless previously renewed, varied or revoked) expire on the day which is immediately prior to the next Annual General Meeting of the Company or on 30 June 2018, whichever is the earlier.

RESOLUTION 15 - Authority to enter into contingent forward share purchase contract with Goldman Sachs International

THAT, in accordance with section 694 of the Act and conditional on the passing of at least one of Resolutions 14, 15 and 17, the terms of a proposed contingent forward share purchase contract to be entered into between the Company and Goldman Sachs International (Goldman Sachs) for the purchase by the Company of up to 7,808,280 ordinary shares of 10 pence each in the capital of the Company (in the form produced to the AGM and initialled by the Chairman for the purpose of identification) (the Goldman Sachs Agreement) be and are hereby approved and the Company be and is hereby authorised to enter into the Goldman Sachs Agreement.

The maximum aggregate number of shares which may be purchased under the Goldman Sachs Agreement and such other contingent forward share purchase contracts which may be approved pursuant to Resolutions 14 and/or 16 and/or 17 is 7,808,280, representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM).

The authority conferred by this Resolution to enter into the Goldman Sachs Agreement shall (unless previously renewed, varied or revoked) expire on the day which is immediately prior to the next Annual General Meeting of the Company or on 30 June 2018, whichever is the earlier.

RESOLUTION 16 - Authority to enter into contingent forward share purchase contract with HSBC Bank plc

THAT, in accordance with section 694 of the Act and conditional on the passing of at least one of Resolutions 14, 15 and 17, the terms of a proposed contingent forward share purchase contract to be entered into between the Company and HSBC Bank plc (HSBC) for the purchase by the Company of up to 7,808,280 ordinary shares of 10 pence each in the capital of the Company (in the form produced to the AGM and initialled by the Chairman for the purpose of identification) (the HSBC Agreement) be and are hereby approved and the Company be and is hereby authorised to enter into the HSBC Agreement.

The maximum aggregate number of shares which may be purchased under the HSBC Agreement and such other contingent forward share purchase contracts which may be approved pursuant to Resolutions 14 and/or 15 and/or 17 is 7,808,280, representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM).

The authority conferred by this Resolution to enter into the HSBC Agreement shall (unless previously renewed, varied or revoked) expire on the day which is immediately prior to the next Annual General Meeting of the Company or on 30 June 2018, whichever is the earlier.

RESOLUTION 17 - Authority to enter into contingent forward share purchase contract with Merrill Lynch International

THAT, in accordance with section 694 of the Act and conditional on the passing of at least one of Resolutions 14, 15 and 16, the terms of a proposed contingent forward share purchase contract to be entered into between the Company and Merrill Lynch International (Merrill Lynch) for the purchase by the Company of up to 7,808,280 ordinary shares of 10 pence each in the capital of the Company (in the form produced to the AGM and initialled by the Chair-
man for the purpose of identification) (the Merrill Lynch Agreement) be and are hereby approved and the Company be and is hereby authorised to enter into the Merrill Lynch Agreement.

The maximum aggregate number of shares which may be purchased under the Merrill Lynch Agreement and such other contingent forward share purchase contracts which may be approved pursuant to Resolutions 14 and/or 15 and/or 16 is 7,808,280, representing approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM).

The authority conferred by this Resolution to enter into the Merrill Lynch Agreement shall (unless previously renewed, varied or revoked) expire on the day which is immediately prior to the next Annual General Meeting of the Company or on 30 June 2018, whichever is the earlier.

RESOLUTION 18 - Notice period for general meetings

THAT a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days’ notice.

By order of the Board

Tim Anderson
Company Secretary
Dialog Semiconductor Plc
Tower Bridge House
St Katharine’s Way
London E1W 1AA

7 April 2017

Registered in England and Wales No. 3505161
Notes to Notice of AGM

1. Documents provided

This notice of the AGM (Notice) is being sent to all members and all CI Holders as defined in the Articles (the CI Holders together with the members, the Shareholders).

A separate letter from the CEO of the Company (the Letter to Shareholders) incorporating further details of how Shareholders may attend and vote at the AGM and important notes for AGM registration, proxy appointment and voting instructions (Important Notes) is available on the Company’s website: http://www.dialog-semiconductor.com -> Investor Relations -> Annual General Meeting and is included with the Notice sent to Shareholders.

2. Entitlement to attend and vote

The Company, pursuant to the Articles, specifies that only those Shareholders entered in the register of members of the Company or the CI Register (as defined in the Articles) (together, the Registers of Members) at 9am BST (10am CEST) on 2 May 2017, or, if this meeting is adjourned, in the appropriate Registers of Members 48 hours before the time of any adjourned meeting, shall be entitled to attend and vote at the AGM in respect of the number of shares (or, in the case of CI Holders, interests in shares) registered in their name at that time. Changes to the entries in the Registers of Members after 9am BST (10am CEST) on 2 May 2017, or, if this meeting is adjourned, in the Registers of Members less than 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend or vote at the meeting.

3. Personal attendance

Shareholders wishing to attend the AGM in person should request an Admission Card by following the procedure described at section 1 (“Request for an Admission Card”) in the reply form attached to the Letter to Shareholders (the Reply Form).

4. Proxies

Shareholders who are unable to attend the AGM may appoint one or more proxies (who need not be a Shareholder) to exercise all or any of their rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different share/Cl or shares/CI held by his appointer. A Shareholder may only appoint a proxy or proxies by following the procedure described at section 2 (“Appointment of Proxy and Voting Instructions”) in the Reply Form. Your proxy appointment must be received no later than 9am BST (10am CEST) on 2 May 2017. Further details in relation to the appointment of proxies are given in the Reply Form and Important Notes.

5. Questions at the AGM

Under section 319A of the Act, any member attending the AGM has the right to ask questions. The Company must answer any such question relating to the business being dealt with at the meeting unless:

- answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

6. Number of issued shares and total voting rights

As at 27 March 2017 (being the last practicable date prior to the publication of this Notice) the Company’s issued share capital (excluding treasury shares) comprised 78,082,749 ordinary shares of 10p each carrying one vote each and having an aggregate nominal value of £7,808,275. Therefore the total voting rights in the Company as at 27 March 2017 are 78,082,749.

7. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may have a right, under an agreement between him and the Shareholder by whom he was nominated, to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he may, under any such agreement, have a right to give instructions to the Shareholder as to the exercise of voting rights.

The statement of the rights of Shareholders in relation to the appointment of proxies in note 4 to this Notice does not apply to Nominated Persons. The rights described in that note can only be exercised by Shareholders.
8. Corporate representatives

A corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that no more than one corporate representative exercises power over the same share/CI. Any corporate Shareholder who wishes (or who may wish) to appoint more than one corporate representative should contact Martina Zawadzki by email at dialog@art-of-conference.de or by telephone on +49 (0) 711 5087 7107.

9. Website giving information regarding the AGM

A copy of this Notice, and the other information required by section 311A of the Act, can be found at http://www.dialog-semiconductor.com -> Investor Relations -> Annual General Meeting.

10. Website publication of audit concerns

Pursuant to Chapter 5 of Part 16 of the Act (sections 527 to 531), where requested by a member or members meeting the qualification criteria set out at note 11 to this Notice, the Company must publish on its website a statement setting out any matter that such members propose to raise at the meeting relating to the audit of the Company’s accounts (including the Auditor’s Report and the conduct of the audit) that are to be laid before the meeting. Where the Company is required to publish such a statement on its website:

- it may not require the members making the request to pay any expenses incurred by the Company in complying with the request;
- it must forward the statement to the Company’s auditor no later than the time the statement is made available on the Company’s website; and
- the statement may be dealt with as part of the business of the meeting.

The request:

- may be in hard copy form or by fax (see note 12 to this Notice);
- must either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
- must be authenticated by the person(s) making it; and
- must be received by the Company at least one week before the AGM.

11. Qualification criteria

In order to be able to exercise the members’ right to require the Company to publish audit concerns (see note 10 to this Notice) the relevant request must be made by:

- a member or members having a right to vote at the AGM and holding at least 5% of total voting rights of the Company; or
- at least 100 members having a right to vote at the AGM and holding, on average, at least £100 of paid up share capital in the Company.

The Company wishes to extend these rights to the CI Holders, and all references in notes 10 to 12 to this Notice to a member or members should therefore be construed accordingly.

For information on voting rights, including the total number of voting rights, see note 6 to this Notice and the website referred to in note 9 to this Notice.

12. Submission of requests and authentication requirements

Where one or more members wish to request the Company to publish audit concerns (see note 10 to this Notice) such request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the relevant member(s), states their full name(s) and address(es) and is sent to Dialog Semiconductor Plc c/o Art-of-Conference - Martina Zawadzki, Böblinger Str. 26, 70178 Stuttgart, Germany; or
- a request which is signed by the relevant member(s), states their full name(s) and address(es) and is sent to fax number +49 (0) 711 4709-713 marked for the attention of Martina Zawadzki.

13. Documents available for inspection

Copies of the Executive Director’s service contract, Non-executive Directors’ letters of appointment and each of the contingent forward share purchase contracts referred to in Resolutions 14, 15, 16 and 17 will be available for inspection during normal business hours at the Company’s registered office from the date of this Notice (or, in the case of the contingent forward share purchase contracts referred to in Resolutions 14, 15, 16 and 17, from no later than
19 April 2017) until the AGM’s conclusion and will also be available for inspection at the AGM venue immediately prior to and during the AGM itself.

14. Communication

Except as provided above, Shareholders who have general queries about the AGM should contact Martina Zawadzki by email at dialog@art-of-conference.de. No other methods of communication will be accepted.

You may not use any electronic address provided either:

- in this Notice; or
- in any related documents (including the Letter to Shareholders),

_to communicate with the Company for any purposes other than those expressly stated._
Explanatory Notes for Resolutions to be proposed at AGM

Resolutions

Resolutions 1 to 11 (inclusive) are proposed as ordinary resolutions. To pass these Resolutions more than 50% of the votes cast on each Resolution must be in favour. Resolutions 12 to 18 are proposed as special resolutions. To pass a special resolution not less than 75% of the votes cast on the Resolution must be in favour.

Resolution 1 - Receipt of Report and Accounts

The Directors must present the Company's Annual Report and Accounts for the financial year ended 31 December 2016 to the AGM. The Annual Report and Accounts for the financial year ended 31 December 2016 are also available on the Company’s website: http://www.dialog-semiconductor.com -> Investor Relations -> Reports & Filings -> Annual Reports. Please note that the Directors do not propose to declare a dividend.

Resolution 2 - Approval of Directors’ Remuneration Report

In accordance with section 439 of the Act, Shareholders are required to approve a resolution on the Directors’ Remuneration Report (excluding the Directors’ Remuneration Policy). The vote on Resolution 2 is advisory. The Directors’ Remuneration Report is set out at pages 70 to 79 of the Annual Report and Accounts for the financial year ended 31 December 2016 which is available on the Company’s website: http://www.dialog-semiconductor.com -> Investor Relations -> Reports & Filings -> Annual Reports. Shareholders are not required to vote on the Directors’ Remuneration Policy this year (a copy is available at pages 80 to 85 of the Annual Report and Accounts for the financial year ended 31 December 2016 and on the Company’s website: http://www.dialog-semiconductor.com -> Investor Relations -> Reports & Filings -> Annual Reports). The Company presented the Remuneration Policy to Shareholders for approval, a vote which was binding on the Company, at the 2016 Annual General Meeting. 82.6% of the votes cast on the resolution were in favour of the Remuneration Policy and that approval remains effective for a period of three years from the 2016 Annual General Meeting or until the Company proposes to change the Remuneration Policy. A remuneration policy will be put to Shareholders again no later than the date of the Company’s AGM in 2019.

Resolutions 3 and 4 - Appointment and remuneration of Auditor

Deloitte LLP are required by section 489(1) of the Act to retire at the AGM and seek re-appointment. The Act also requires Shareholders to determine the manner in which the Auditor is remunerated. Resolution 4 gives authority to the Directors to determine the Auditor’s remuneration.

Resolutions 5, 6 and 7 - Re-appointment of Directors

Pursuant to the Articles one third of the Directors shall retire at each AGM and, in line with best practice, those Non-executive Directors who have been members of the Board for in excess of nine years are subject to annual re-election. Accordingly, each of Eamonn O’Hare, Christopher Burke and Aidan Hughes are retiring at the AGM and are each offering themselves for re-appointment in accordance with the Articles. Biographical details for each of them are set out below, and a separate Resolution is proposed for each re-appointment. In line with the Company’s commitment to ongoing Board refreshment and renewal, Russell Shaw is retiring at the AGM and will not be seeking re-appointment. The Board has confirmed that Eamonn O’Hare, Christopher Burke and Aidan Hughes, who are each seeking re-appointment as an Independent Non-executive Director, continue to perform effectively and demonstrate commitment to their roles. Therefore the Board considers that each of Eamonn O’Hare, Christopher Burke and Aidan Hughes should be re-appointed as their wider, current and relevant business experience allows them to contribute effectively to the leadership of the Company.

Eamonn O’Hare

Independent Non-executive Director, member of the Audit Committee.

Eamonn joined the Board in May 2014. He was appointed as Chair of the Audit Committee in December 2014 and was replaced by Alan Campbell in July 2015. Eamonn has spent over two decades as CFO of some of the world’s fastest-growing consumer and technology businesses. From 2009 to 2013, he was CFO and main board member of Virgin Media Inc. and led its successful sale to Liberty Global Inc. in 2013. From 2005 to 2009, he served as CFO of the UK operations at Tesco plc. Before joining Tesco he was CFO and Board Director at Energis Communications and led the successful turnaround of this high profile UK telecoms company. Prior to this Eamonn spent ten years at PepsiCo Inc. in a series of senior executive roles in Europe, Asia and the Middle East. Eamonn spent the early part of his career in...
the aerospace industry with companies that included Rolls-Royce PLC and BAE Systems PLC.

External appointments: Eamonn is the Chairman and CEO of Zegona Communications Plc and a director of Tele2 AG.

**Christopher Burke**

Independent Non-executive Director, member of the Remuneration Committee and member of the Nomination Committee.

Chris joined the Board in July 2006. He has a career of 30 years in telecommunications and technology. Post his degree in Computer Science in 1982, he spent 15 years at Nortel Research and Development. He was then Chief Technology Officer (CTO) at Energis Communications (at the time of IPO into the London Stock Exchange), then CTO at Vodafone UK Ltd. Post-Vodafone Chris has made over 20 technology investments from his own investment fund, founded/co-founded a number of start-up companies, and provides a strategy and technology advisory service.

External appointments: Chris serves on the private company boards of Fly Victor, One Access, Music Qubed, Premium Credit and Navmii.

**Aidan Hughes**

Independent Non-executive Director, member of the Audit Committee

Aidan joined the Board in October 2004. He is a Fellow of the Institute of Chartered Accountants in England and Wales and qualified as a chartered accountant with PriceWaterhouse in the 1980s. He has held senior finance roles at LexService Plc and Carlton Communications Plc. He was a FTSE 100 Finance Director, having held that position at the Sage Group Plc from 1993 to 2000. From December 2001 to August 2004, he was a Director of Communisis Plc.

External appointments: Aidan is a non-executive Director and Chair of Audit Committee for Ceres Power Holdings PLC. He is also an investor and adviser to a number of international private technology companies.

**Resolutions 8 and 9 – Appointment of Directors**

In addition to the Directors required to retire by rotation at the AGM and those Directors subject to annual re-appointment, the Articles require that any additional director appointed by the Board shall hold office only until the next following AGM, at which they shall retire and seek appointment from the Shareholders.

Nicholas Jeffery, having been appointed by the Board as a Director on 1 July 2016, and Mary Chan, having been appointed by the Board as a Director on 1 December 2016, are offering themselves for appointment in accordance with the Articles. Their biographical details are set out below.

**Nicholas Jeffery**

Independent Non-executive Director, Chair of the Nomination Committee and member of the Remuneration Committee.

Nick joined the Board in July 2016. He has a career of over 20 years in the telecommunications industry. He has held a position on the Vodafone Executive Committee since 2013 and from 1 September 2016 became CEO of Vodafone UK Limited. He has undertaken numerous roles within Vodafone including CEO of the Group’s acquired Cable and Wireless Worldwide operations from 2012 to 2013, and CEO of Vodafone Group Enterprise from 2013 to 2016. Having begun his career at Cable & Wireless plc (Mercury Communications) in 1991, he then founded and led Microfone Limited in 2001, whilst serving as Head of Worldwide Sales and Europe Managing Director at Ciena Inc. from 2002 until 2004.

External appointments: CEO, Vodafone UK.

**Mary Chan**

Independent Non-executive Director, member of the Remuneration Committee and member of the Nomination Committee.

Mary joined the Board in December 2016. Her career has spanned executive leadership roles at some of the world’s most successful international firms, including AT&T, Alcatel Lucent, Dell Inc. and General Motors Corporation (GM). At Dell, between 2009 and 2012, Mary led the company’s Enterprise Mobility Solutions and Services business in the USA. Prior to this, at Alcatel-Lucent, Mary served as Executive Vice President of the company’s US 4G LTE Wireless Networks business. Most recently at GM, Mary served between 2012 and 2015 as President, Global Connected Consumers & OnStar Service USA. She holds both Bachelor and Master of Science degrees in Electrical Engineering from Columbia University.
External appointments: Mary currently serves as an Independent Director on the Board of the SBA Communications Corporation. In addition, Mary is also currently the Managing Partner at VectoIQ. Previously, she has served on the Boards of the Mobile Marketing Association and CTIA – The Wireless Association.

Resolution 10 - Directors’ authority to allot shares

The purpose of Resolution 10 is to renew the Directors’ authority to issue shares until the conclusion of the next Annual General Meeting up to an aggregate nominal value of £2,600,156 equating to 26,001,560 shares.

The nominal amount of relevant securities to which this authority will relate represents approximately one third of the issued share capital of the Company (excluding treasury shares) of 78,082,749 shares as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM). As at 27 March 2017, the Company held 2,783,206 ordinary shares in treasury which represents approximately 3.56% of the Company’s issued ordinary shares (excluding treasury shares) at that time.

Resolution 11 - Additional authority to allot shares in connection with a rights issue

UK investor guidelines (the Investment Association Share Capital Management Guidelines) make it acceptable to give authority to the Directors to issue up to a further third of the issued share capital of the Company (excluding treasury shares) of 78,082,749 shares as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM). As at 27 March 2017, the Company held 2,783,206 ordinary shares in treasury which represents approximately 3.56% of the Company’s issued ordinary shares (excluding treasury shares) at that time.

Resolution 13 will empower the directors, in addition to the authority set out in Resolution 12, to allot ordinary shares in the capital of the Company for cash or sell treasury shares for cash (other than pursuant to an employee equity incentive share scheme) on a non-pre-emptive basis provided that the power shall be (i) limited to allotments or sales of up to a maximum nominal value of £390,414 (equivalent to approximately 5% of the Company’s issued share capital (excluding treasury shares), as at 27 March 2017); and (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on disapplying pre-emption rights most recently published by the Pre-Emption Group prior to the date of this Notice of AGM.

Resolutions 12 and 13 are in line with the template resolutions published by the Pre-Emption Group in May 2016.

The Directors do not have any present intention of exercising the authority granted by Resolutions 12 and 13 and do not intend to issue more than 7.5% of the issued share capital of the Company (excluding treasury shares) on a (non-exempt) non-pre-emptive basis, save as permitted in connection with an acquisition or specified capital investment as described above, in any rolling three-year period without prior consultation with Shareholders.

Resolutions 12 and 13 - Disapplication of pre-emption rights

If Directors wish to issue shares or sell treasury shares for cash they have to abide by the statutory pre-emption rights in the Act. This means that, subject to limited exceptions (including shares allotted under the Company’s share and incentive schemes, which are themselves subject to limits), Directors have to offer any shares they want to issue or treasury shares they want to sell for cash to existing Shareholders first.

Resolution 12 seeks to give the Directors authority to disapply the statutory pre-emption rights where (i) the share issue relates to a pre-emptive issue (in which case all holders of ordinary shares would be made an offer to participate anyway); or (ii) where the allotment or transfer or sale of treasury shares for cash is limited to equity securities having a maximum aggregate nominal value of £390,414 equating to 3,904,140 shares which is equivalent to approximately 5% of the Company’s issued share capital (excluding treasury shares) of 78,082,749 shares, as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM).

Resolutions 14, 15, 16 and 17 - Contingent forward share purchase contracts for off-market purchases of own shares

If passed, Resolutions 14, 15, 16 and 17 (each a Buyback Resolution and together the Buyback Resolutions), give authority for the Company to enter into a contingent forward share purchase contract (each a Contingent Forward Share Purchase Contract and together the Contingent Forward Share Purchase Contracts) with each of Barclays, Goldman Sachs, HSBC and Merrill Lynch (each a Broker and together the Brokers) to purchase from one or more of such Brokers, in aggregate, up to 7,808,280 of its ordinary shares, representing approximately 10% of the Company’s issued ordinary share capital.
(excluding treasury shares) as at 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM).

The purpose of the Contingent Forward Share Purchase Contracts is to permit the Company to make off-market purchases of the Company’s ordinary shares as a method of returning surplus cash to Shareholders. Any such purchases will be made out of the Company’s distributable profits. The Directors will only exercise the Company’s rights under the Contingent Forward Share Purchase Contracts if they believe at that time that purchases pursuant to such contracts would be in the best interests of the Shareholders generally and could result in an increase in earnings per ordinary share. The price per share to be paid by the Company to any Broker would be equal to or less than the Average VWAP (as defined below) for the relevant trading period.

The Company may not make market purchases of its shares authorised in accordance with section 701 of the Act because the Frankfurt Stock Exchange (FSE) is not a recognised investment exchange for the purpose of section 693 of the Act.

Therefore, if the Company wishes to make a purchase of its shares it must do so in accordance with the provisions for “off-market” purchases of shares set out in the Act. Under sections 693 and 694 of the Act, the Company is not permitted to make off-market purchases of its shares unless it obtains advance Shareholder approval of the terms of the contract pursuant to which it is to purchase its own shares. Such contract may be (as is proposed here) a contingent purchase contract under which, subject to conditions, the Company may become entitled or obliged to purchase shares.

The Buyback Resolutions, which are proposed as special resolutions, therefore seek the approval of the terms of the Contingent Forward Share Purchase Contracts to be entered into with Barclays, Goldman Sachs, HSBC and Merrill Lynch.

If the Company wishes to exercise its rights to purchase shares pursuant to any of the Contingent Forward Share Purchase Contracts (a Share Purchase Transaction), the Company must give notice in writing (a Transaction Notice) to each of the Brokers, specifying the terms on which the Company is willing to purchase shares for that Share Purchase Transaction, including the minimum and maximum total cost of the shares to be purchased from the Broker by the Company, the earliest and latest dates on which the Broker can as principal purchase interests in the Company’s shares (CIs) on the FSE and whether the price per share to be paid by the Company to the Broker will be either:

1. equal to the average of the daily volume weighted average price paid for CIs on the FSE for each day during the agreed trading period (Average VWAP), less a percentage discount (the Percentage Discount); or
2. equal to the Average VWAP less a percentage (the Profit Share Percentage) of the difference between (i) the price that will be paid by the Broker to acquire the CIs, and (ii) Average VWAP.

In the Transaction Notice, the specified maximum total cost of the shares to be purchased from the Broker by the Company in any one Share Purchase Transaction will be no more than €150 million.

Upon receipt of the Transaction Notice from the Company, each Broker will provide the Company with the following information in writing in relation to the price (the Price Notice):

- in relation to 1 above, the Percentage Discount the Broker is willing to give; or
- in relation to 2 above, the Profit Share Percentage the Broker is willing to give,

following which the Company will inform the Brokers which Broker has provided a Price Notice on the most favourable pricing terms to the Company (the Preferred Broker).

If two or more Brokers provide a Price Notice on the same terms (each a Tied Broker), such that there is no one Broker who has provided a Price Notice on the most favourable pricing terms to the Company, each Tied Broker will submit a revised Price Notice (each a Revised Price Notice) to the Company. The Tied Broker who submits a Revised Price Notice on the most favourable pricing terms to the Company shall be the Preferred Broker.

Interests in the Company’s shares (CIs) (rather than shares) are traded and settled on the FSE. Although the CIs are generally referred to as shares, in this Explanatory Note the distinction is made between the shares in the capital of the Company and CIs where relevant.

In the event that two or more Tied Brokers provide a Revised Price Notice on the same terms, such that there is no one Tied Broker who has provided a Revised Price Notice on the most favourable pricing terms to the Company, the Tied Broker who is first in time to submit a Revised Price Notice shall be the Preferred Broker. The Company and the Preferred Broker will (subject to no termination event occurring under the terms of the Contingent Forward Share Purchase Contract) then proceed with the relevant Share Purchase Transaction as set out below.
Notwithstanding the foregoing, a Broker will not be obliged to provide a Price Notice (or a Revised Price Notice) if it would be unable to perform its obligations in respect of a Share Purchase Transaction without being in breach of applicable law, rule or regulation.

Following the purchase of the relevant number of CIs as principal by the Preferred Broker on the FSE and the transfer of the legal title to the shares in the capital of the Company traded on the FSE to which holders of CI are beneficially entitled, the Preferred Broker will sell the shares to the Company for a price per share which is equal to or less than Average VWAP (as set out in more detail above) for the relevant trading period (and as part of such settlement process, the underlying CIs will be extinguished).

Each Contingent Forward Share Purchase Contract incorporates the provisions of a 2002 Master Agreement in the form published by the International Swaps and Derivatives Association, Inc (as amended by the relevant Contingent Forward Share Purchase Contract and including certain termination events which may apply to a Share Purchase Transaction). In accordance with their terms, each of the Contingent Forward Share Purchase Contracts shall expire on the day which is immediately prior to the next Annual General Meeting of the Company or on 30 June 2018 whichever is the earlier, but without affecting any Share Purchase Transaction which has only been partly completed on such date.

The Company will announce the details of each Share Purchase Transaction in accordance with its ongoing regulatory obligations.

The Company may either cancel any shares it purchases pursuant to the Contingent Forward Share Purchase Contracts or may transfer them into treasury (and may subsequently sell them or transfer them out of treasury in order to satisfy the Company’s share incentive schemes or cancel them).

Although the Company intends to enter into the Contingent Forward Share Purchase Contracts on or about the date of the AGM on 4 May 2017 (assuming the Buyback Resolutions are passed and the relevant Broker has received any outstanding internal approvals required), the authority granted by a Buyback Resolution to enter into a Contingent Forward Share Purchase Contract will expire on the day which is immediately prior to the next Annual General Meeting of the Company or on 30 June 2018 (whichever is the earlier). The Company will continue to be able to purchase shares under any Contingent Forward Share Purchase Contract entered into before the day which is immediately prior to the next Annual General Meeting and 30 June 2018 (whichever is the earlier) and under which a Share Purchase Transaction has only been partly completed on such date.

A copy of each of the proposed Contingent Forward Share Purchase Contracts will be available at the AGM on 4 May 2017. Copies will also be available for inspection at the Company’s registered office at RPC, Tower Bridge House, St Katharine’s Way, London E1W 1AA during usual business hours from no later than 19 April 2017 until the date of the AGM and at the AGM itself.

From the date of the 2016 Annual General Meeting of the Company to 27 March 2017 (being the last practicable date prior to publication of this Notice of AGM), the Company has, pursuant to the shareholder authority granted at the 2016 Annual General Meeting of the Company, purchased 2,783,206 of its ordinary shares, which are held in treasury.

Resolution 18 - Notice period for general meetings

The Articles allow the Directors to call general meetings other than Annual General Meetings on 14 clear days’ notice. However, the Companies (Shareholders’ Rights) Regulations 2009 (the Regulations) require that all general meetings be held on 21 days’ notice, unless Shareholders agree to a shorter notice period, and the Company has met the requirements for electronic voting under the Regulations. Resolution 17 seeks to renew the authority granted by Shareholders at last year’s Annual General Meeting which preserved the Company’s ability to call general meetings, other than Annual General Meetings, on 14 clear days’ notice, unless Shareholders agree to a shorter notice period, and the Company has met the requirements for electronic voting under the Regulations. Resolution 17 seeks to renew the authority granted by Shareholders at last year’s Annual General Meeting which preserved the Company’s ability to call general meetings, other than Annual General Meetings, on 14 clear days’ notice, such authority to be effective until the Company’s next Annual General Meeting, when a similar resolution will be proposed. The Directors confirm that the shorter notice period would not be used as a matter of course for such meeting, but only where flexibility is merited by the business of the meeting and it is thought to be to the advantage of Shareholders as a whole. An electronic voting facility will be made available to all Shareholders for any meeting held on such notice.

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