

Announcement relating to the first tranche of shares to be bought back pursuant to Dialog Semiconductor Plc's share buyback programme authorised by shareholders at the annual general meeting on 2 May 2019

London, UK, June 12, 2019 - Dialog Semiconductor Plc (the **Company**) refers to its ad-hoc announcement dated June 5, 2019 (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 first 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) (the **Ad-Hoc Announcement**)

The Company today announces that Goldman Sachs International has been appointed the Preferred Broker (as defined in the Ad-Hoc Announcement) in relation to the first tranche of the Company's share buyback programme authorised by shareholders at the annual general meeting on 2 May 2019 (the **2019 Buyback Programme**). The material terms on which the Company will purchase ordinary shares from the Preferred Broker in relation to the first tranche of the 2019 Buyback Programme are as follows:

- the maximum total cost of the shares to be purchased by the Company from the Preferred Broker shall be €150.0 million;
- the minimum total cost of the shares to be purchased by the Company from the Preferred Broker shall be €125.0 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 14 June 2019;
- 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 5 December 2019;
- the minimum maturity date shall be 31 October 2019 and the maximum maturity date shall be 5 December 2019; 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 first tranche of the 2019 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. Goldman Sachs International (and its affiliates) may also, at their discretion, undertake other transactions in the CIs (including sales and hedging activities) throughout the term of the first tranche of the 2019 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 not previously purchased any ordinary shares pursuant to the shareholder approvals granted at the Company's annual general meeting on 2 May 2019. Details of any ordinary shares purchased by the Company will be made available on the Company's website at <https://www.dialog-semiconductor.com/investor-relations/financial-news/share-buybacks>.

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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 2018, it had approximately \$1.44 billion in revenue. It currently has approximately 1,870 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.

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.