

## FORM OF PROXY / INSTRUCTION

DIALOG SEMICONDUCTOR PLC (THE "COMPANY")

GENERAL MEETING AT 2.15PM (BST) / 3.15PM (CEST)  
ON 9 APRIL 2021



### IMPORTANT - Please read carefully.

A General Meeting of Dialog Semiconductor Plc will be held at 2.15pm (BST) / 3.15pm (CEST) on Friday, 9 April 2021 at Reynolds Porter Chamberlain LLP, Tower Bridge House, St Katharine's Way, London, E1W 1AA.

You can access the Notice of General Meeting and the Scheme Document published by the Company on 8 March 2021 and the related Virtual Meeting Guide at [www.dialog-semiconductor.com/acquisition](http://www.dialog-semiconductor.com/acquisition).

If you wish to receive a paper copy of the Scheme Document or Virtual Meeting Guide, please contact FTI Consulting by email to [dialog@fticonsulting.com](mailto:dialog@fticonsulting.com) or on + 44 203 727 1000 or by submitting a request in writing Dialog Semiconductor Plc, c/o FTI Consulting, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD.

### COVID-19 Restrictions

The Company notes the measures issued by the UK Government in view of the ongoing COVID-19 pandemic. In light of these measures, together with the uncertainty as to any additional and/or alternative measures that may be put in place by the UK Government, and in order to protect the health and safety of the Company's shareholders and directors, Dialog Shareholders and other attendees will not be permitted to attend the General Meeting in person, save for the Chair and anyone else nominated by the Chair in order to establish a quorum. This situation is constantly evolving, and the UK Government may change current restrictions or implement further measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the General Meeting will be communicated to Dialog Shareholders through the Company's website <https://www.dialog-semiconductor.com/investor-relations> and by announcement through a Regulatory Information Service.

Dialog Shareholders are strongly encouraged to appoint / instruct "the Proxy Agent for the Company" as their proxy. If any other person is appointed as proxy, he or she will not be permitted to attend the relevant meeting in person, but will be able to attend, submit written questions and/or any objections and vote at the relevant meeting remotely via the Virtual Meeting Platform, further details of which are set out in the Scheme Document and in the Virtual Meeting Guide.

Barcode:

Lumi Meeting ID:

Shareholder  
Reference Number:

PIN:

Number of shares /  
interests held (as  
at 3 March 2021):

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DIALOG SEMICONDUCTOR PLC (THE "COMPANY")

Barcode:

Lumi Meeting ID:

Shareholder  
Reference Number:

PIN:

Number of shares /  
interests held (as  
at 3 March 2021):

Before completing the Form of Proxy / Instruction below, please read carefully the Notice of General Meeting set out in the Scheme Document (as defined below) and the explanatory notes set out overleaf. Unless otherwise defined, capitalised terms in this Form of Proxy / Instruction shall have the meaning given to them in the Scheme Document.

### PROXY APPOINTMENT

I/We, being a member(s) or holder of Clearstream Interests ("CI") in the Company hereby instruct the appointment of the following person (please indicate your selection by inserting an "X" in the appropriate box) as my/our proxy to remotely attend, submit written questions and vote at my/our/\_\_\_\_\_ (number of) shares/CIs on my/our behalf at the General Meeting (See Important Notes 3 and 4):

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(a) Proxy Agent for the Company (Martina Zawadzki, the attorney for Martina Zawadzki or such other person appointed as Proxy Agent by the Company from time to time)

The Company has appointed a Proxy Agent who may exercise your voting rights on your behalf in accordance with your voting instructions (See Important Note 4).

☐

(b) The following person

Last Name First Name

Address

Post Code City/town Country

Option (b) above: If you are instructing the appointment of someone other than the Company's Proxy Agent as your proxy, please enquire before completing their details above whether or not the person in question is willing to accept such an appointment.

I/We hereby direct my/our proxy to vote on the following resolution as I/we have indicated by signing in the appropriate box below. If no indication is given, I/we hereby authorise my/our proxy to vote (or abstain from voting) at his/her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he/she sees fit in relation to any other matter which may properly come before the General Meeting.

Please mark 'X' to indicate how you wish to vote

### Special Resolution

1. To approve certain matters in connection with the Scheme of Arrangement and an amendment to the Company's articles of association

For  
Against  
Vote  
withheld

☒ ☒ ☒

Signature

Date

## IMPORTANT NOTES

- 1 To be valid for the General Meeting your Proxy Appointment and, as the case may be, your voting instructions must be completed, signed and received either in hard copy, by fax or email by:

**Dialog Semiconductor Plc**

c/o Art-of-Conference – Martina Zawadzki

Postfach 11 06

D-71117 Grafenau

Germany

Fax: +49 (0) 7114709713

Email: [dialog\\_cm\\_gm@art-of-conference.de](mailto:dialog_cm_gm@art-of-conference.de)

- by no later than 2.15pm (BST) / 3.15pm (CEST) on 7 April 2021 or, if the General Meeting is adjourned, by not later than 48 hours (excluding any part of such 48 hour period falling on a non-working day) before the time fixed for the adjourned meeting.

- 2 Appointment of a proxy in accordance with the instructions set out in these Important Notes does not preclude you from attending, submitting written questions and/or any objections and voting at the General Meeting remotely via the Virtual Meeting Platform.

- 3 As a holder of shares in the Company or a holder of an interest in the shares in the Company, which interest is traded and settled through the electronic clearing and settlement system operated by Clearstream Banking AG ('CI' and 'CI Holder') you are entitled to appoint one or more proxies in relation to the General Meeting. You can only instruct the appointment of a proxy using the procedures set out in these Important Notes.

- 4 A proxy does not need to hold shares or CIs in the Company but must attend the General Meeting virtually to represent you. You may instruct the appointment of the proxy agent appointed by the Company (the 'Proxy Agent') to represent you by marking the box at (a) under the heading "Proxy Appointment" of this Form of Proxy / Instruction. The Proxy Agent shall be Martina Zawadzki, the attorney for Martina Zawadzki or such other person appointed as Proxy Agent by the Company from time to time. To instruct the appointment as your proxy of a person other than the Company's Proxy Agent, mark and complete the detail at box (b) of this Form of Proxy / Instruction. If you sign and return the Form of Proxy / Instruction with no name inserted for your proxy, the Proxy Agent will be deemed to be your proxy. Where you instruct the appointment as your proxy of someone other than the Proxy Agent, you are responsible for ensuring that they attend the General Meeting virtually and are aware of your voting intentions. If you sign and return the Form of Proxy / Instruction without indicating the number of shares / CIs

to which your proxy instruction relates, your proxy will be deemed to have been appointed for all of your shares / CIs.

- 5 You may instruct the appointment of more than one proxy provided that each proxy is appointed to exercise the rights attached to different shares / CIs. You may not appoint more than one proxy to exercise rights attached to any one share / CI. To appoint more than one proxy please contact Martina Zawadzki by email at [dialog\\_cm\\_gm@art-of-conference.de](mailto:dialog_cm_gm@art-of-conference.de).
- 6 To vote or to direct your proxy how to vote at the General Meeting, please mark the appropriate box with an "X". A "vote withheld" is not a vote in law which means that the vote will not be counted in the calculation of the proportion of the votes "for" and "against" the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion and will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which properly comes before the General Meeting.
- 7 In the case of a company, the proxy instruction must be executed under the company's common seal or signed on its behalf by an officer of the company or an attorney for the company.
- 8 Any power of attorney or any other authority under which the proxy appointment instruction is signed (or a duly certified copy of such power or authority) must be included with the proxy appointment.
- 9 In the case of joint holders, where more than one of the joint holders purports to submit an appointment instruction, only the appointment instruction submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the relevant Register of Members (or of CI Holders) in respect of the joint holding (the first-named being the most senior).
- 10 If you submit more than one valid proxy appointment instruction to exercise the rights attached to the same shares / CIs, the appointment instruction received last before the latest time for receipt of proxy instructions will take precedence.
- 11 You may not use any electronic address provided in the Form of Proxy / Instruction or these Important Notes to communicate with the Company for any purposes other than those expressly stated.
- 12 If you have any questions about completing this form, please telephone the Company's registrar, Link Market Services (Frankfurt) GmbH between 9:00 a.m. and 5:00 p.m. (Frankfurt time) Monday to Friday (except public holidays in Germany) on 06196 8870 555 (from within Germany) or +49 (0) 6196 8870 555 (if calling from outside of Germany).

Toppan Merrill, London  
21-6913-3