

December 5, 2006



The **BANK**  
of **NEW YORK**

**A SECURITIES SERVICING  
DEPOSITARY RECEIPTS**

## Corporate Action

**ATTENTION: International Research, Sales, Trading and Operations Staff**

### TERMINATION

<b>Name:</b>	<b>Dialog Semiconductor PLC</b>
<b>Country:</b>	Germany
<b>Symbol:</b>	DLGS
<b>CUSIP Number:</b>	25250P108
<b>Exchange:</b>	NASDAQ
<b>Ratio:</b>	1 ADR : 1 ORD

You are hereby notified, as holders of the above American Depositary Receipts ("ADRs"), that, at the request of Dialog Semiconductor plc (the "Issuer"), we have terminated the offering of the ADRs. The Depositary will not accept any further deposits of shares of the Issuer for issuance of ADRs.

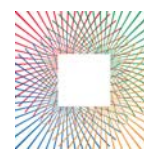
You are hereby further notified that The Bank of New York, as depositary for the ADRs (the "Depositary"), and the Issuer have agreed to amend the Deposit Agreement under which the ADRs were issued to:

- decrease from 90 days to 10 days the required notice period for termination of the Deposit Agreement
- decrease from one year to 50 days the time that must pass after termination of the Deposit Agreement before the Depositary may sell the remaining Deposited Securities; and
- change the provision on selling Deposited Securities after termination to require the Depositary to use reasonable efforts to sell the remaining Deposited Securities after the specified period.

Attached to this notice as Annex A is a copy of Section 6.2 of the Deposit Agreement, as amended. The amended provisions of the Deposit Agreement described above will not become effective as to outstanding ADRs until January 3, 2007, which is 30 days after the date of this notice.

You are hereby further notified that, at the instruction of the Issuer, the Deposit Agreement, as amended, will terminate on January 13, 2007, which is 40 days after the date of this notice.

As a result of the amendment and termination of the Deposit Agreement described above, you have until at least March 2, 2007 to decide if you would like to retain your interest in shares of the Issuer. If you do not surrender your ADRs and request delivery of the underlying Issuer shares before the Depositary sells those shares, you will lose the right to



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receive those shares and instead will be entitled, upon subsequent surrender of your ADRs, to receive the net proceeds of sale of those shares. The date or dates on which the Depositary will sell remaining deposited Issuer shares has not been determined, but it will not be earlier than March 5, 2007.

If you surrender your ADRs for the purpose of withdrawing the underlying Issuer shares before the Depositary sells those shares, you must pay the fee of the Depositary as provided in Section 2.5 of the Deposit Agreement of up to \$0.05 per American Depositary Share surrendered, a cable fee of \$12.50 and any applicable taxes or governmental charges, except that, to encourage early surrenders of ADRs, the Depositary will waive payment of the \$0.05 per American Depositary Share fee for ADRs surrendered not later than December 15, 2006. Fees and charges that are payable in connection with surrenders should be made payable to The Bank of New York.

If you surrender your ADRs to obtain payment of proceeds of sale of Issuer shares after the Depositary sells the remaining deposited Issuer shares, the fee of the Depositary as provided in Section 2.5 of the Deposit Agreement of up to \$0.05 per American Depositary Share surrendered, the expenses of sale and any applicable taxes or governmental charges will be deducted from the payment you will receive.

If you wish to receive payment of the proceeds of sale of Issuer shares, please do not surrender your ADRs at this time. The Depositary will send a separate notice with instructions to surrender your ADRs after the sale of shares has been completed.

The address of the Depositary is: The Bank of New York, 101 Barclay Street, Floor 22 West, New York, NY 10286. Registered or overnight mail is the suggested method of delivering ADRs to the Depositary.

Terms used in this Notice and not otherwise defined therein shall have the meanings set forth in the Deposit Agreement.

For information regarding your Dialog Semiconductor ADRs, please contact the Depositary on telephone number 1-888-BNY-ADRS (1-888-269-2377).

To learn more about ADRs and issuer programs, please call our marketing desks:

**New York**

Jason A. Smith  
Assistant Treasurer  
jasmith@bankofny.com  
212 815 3874 Telephone

**London**

Joseph Oakenfold  
Assistant Vice President  
joakenfold@bankofny.com  
44 207 964 6419 Telephone

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