

## **NOTICE TO HOLDERS OF SENIOR SUBORDINATED CONVERTIBLE**

### **NOTES OF MICROCHIP TECHNOLOGY INCORPORATED**

#### **1.625% Senior Subordinated Convertible Notes due 2025**

#### **CUSIP Number 595017 AD6<sup>1</sup>**

To the Holders of the 1.625% Senior Subordinated Convertible Notes due 2025 (the “Notes”) of Microchip Technology Incorporated:

On February 7, 2017, Microchip Technology Incorporated, a Delaware Corporation (the “Company”) announced that its Board of Directors declared a quarterly cash dividend to its holders of common stock of \$0.361 per share (the “Cash Dividend”). The Cash Dividend is payable on March 7, 2017 to the Company’s stockholders of record on February 21, 2017 (the “Record Date”).

Immediately after the open of business on February 16, 2017 (the “Ex-Dividend Date”), pursuant to Section 14.04(e) of the Indenture, dated as of February 11, 2015 (the “Indenture”), by and between the Company and Wells Fargo Bank, National Association, as Trustee (the “Trustee”), the Conversion Rate on the Notes was adjusted as a result of the Cash Dividend. Pursuant to Section 14.04(e) of the Indenture, the Conversion Rate with respect to the Notes is now changed such that each Holder of Notes will be entitled to receive 15.5063 shares of the Company’s common stock per \$1,000 principal amount of Notes, subject to adjustment as provided in Article 14 of the Indenture. Additionally, pursuant to Section 14.04(a) of the Indenture, the Incremental Share Factor with respect to the Notes is now changed to 7.7531 shares of the Company’s common stock per \$1,000 principal amount of Notes, subject to adjustment as provided in Article 14 of the Indenture.

Lastly, the maximum conversion rate, Additional Shares, Stock Price and each of the thresholds described in Section 14.03 of the Indenture have been similarly adjusted.

Capitalized terms used herein but not defined herein shall have the meanings assigned to such terms in the Indenture. This notice is being sent to you pursuant to Section 14.04(k) of the Indenture. If you have any questions, please contact J. Eric Bjornholt at the Company, telephone 480 792-7804.

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<sup>1</sup> The CUSIP number is included solely for the convenience of the holders of Notes. Neither the Company nor the Trustee shall be responsible for the selection or use of the CUSIP number, nor is any representation made as to their correctness with respect to the Notes or as indicated in this notice.