

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

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

#### **2.250% Convertible Junior Subordinated Notes due 2037**

#### **CUSIP Number 595017AG9<sup>1</sup>**

To the Holders of the 2.250% Convertible Junior Subordinated Notes due 2037 (the “Notes”) of Microchip Technology Incorporated:

On November 6, 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 \$0.3625 per share (the “Cash Dividend”). The Cash Dividend is payable on December 5, 2017 to the Company’s stockholders of record on November 21, 2017 (the “Record Date”).

Immediately after the open of business on November 17, 2017 (the “Ex-Dividend Date”), pursuant to Section 14.04(e) of the Indenture, dated as of February 15, 2017 (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 10.2523 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 5.1262 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(l) 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.