



**OFFICERS' CERTIFICATE**

August 18, 2016

Wells Fargo Bank, National Association, as Trustee  
333 S. Grand Avenue  
Fifth Floor, Suite 5A/MAC E2064-05A  
Los Angeles, CA 90071  
Attention: Michael Tu, Corporate Trust Dept.

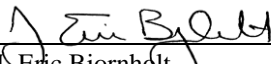
Ladies and Gentlemen:

The undersigned, as officers of and on behalf of Microchip Technology Incorporated, a Delaware corporation (the "Company"), and in connection with that certain Indenture dated as of February 11, 2015, between the Company and Wells Fargo Bank, National Association (the "Trustee"), concerning the Company's 1.625% Senior Subordinated Convertible Notes due 2025 (the "Notes") do hereby certify as follows:

1. This Officers' Certificate is being delivered to the Trustee pursuant to Section 14.04(k) of the Indenture.
2. After giving effect to the adjustment to the Conversion Rate of the Notes for the reasons set forth in paragraph 5 below, the Conversion Rate for the Notes is now 15.3437.
3. After giving effect to the adjustments to the Conversion Rate of the Notes for the reasons set forth in paragraph 5 below, the Incremental Share Factor for the Notes is now 7.6718.
4. Additionally, 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.
5. The adjustment to the Conversion Rate is required because The Company's Board of Directors declared a quarterly cash dividend to its stockholders of \$0.360 per share (the "Cash Dividend"). The Cash Dividend is payable on September 6, 2016 to stockholders of record of the Company on August 22, 2016 (the "Record Date"). The adjustment became effective immediately after the open of business on August 18, 2016 (the "Ex-Dividend Date").

Capitalized terms used but not otherwise defined in this Officers' Certificate have the meanings given to them in the Indenture.

IN WITNESS WHEREOF, the undersigned have executed this Officers' Certificate as of the date first set forth above.

By:   
Name: Eric Bjornholt  
Title: Vice President, Chief Financial Officer

By:   
Name: Kimberly van Herk  
Title: Secretary