



**OFFICERS' CERTIFICATE**

February 19, 2015

Wells Fargo Bank, National Association, as Trustee  
707 Wilshire Blvd.  
Los Angeles, CA 90017  
Attention: Maddy Hall, Corporate Trust Dept.

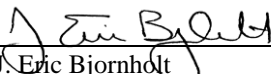
Ladies and Gentlemen:

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 14.6687.
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 7.3343.
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 \$0.357 per share (the "Cash Dividend"). The Cash Dividend is payable on March 9, 2015 to stockholders of record of the Company on February 23, 2015 (the "Record Date"). The adjustment became effective immediately after the open of business on February 19, 2015 (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: J. Eric Bjornholt  
Title: Vice President, Chief Financial Officer

By:   
Name: Kimberly van Herk  
Title: Secretary