



OFFICERS' CERTIFICATE

February 16, 2009

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 December 7, 2007, between the Company and Wells Fargo Bank, National Association (the "Trustee"), concerning the Company's 2.125% Junior Subordinated Convertible Debentures due 2037 (the "Debentures") do hereby certify as follows:

1. This Officers' Certificate is being delivered to the Trustee pursuant to Section 9.04(j) of the Indenture.
2. After giving effect to the adjustment to the Conversion Rate of the Debentures for the reasons set forth in paragraph 4 below, the Conversion Rate for the Debentures is now 31.1918.
3. Additionally, the maximum conversion rate described in Section 9.06(d) of the Indenture and, with respect to Section 9.06 of the Indenture, the Additional Shares, Stock Price and each of the thresholds in Section 9.06(d) of the Indenture have been similarly adjusted.
4. The adjustment to the Conversion Rate is required because The Company's Board of Directors declared a quarterly cash dividend to its stockholders of \$0.339 per share (the "Cash Dividend"). The Cash Dividend is payable on February 27, 2009 to stockholders of record of the Company on February 13, 2009 (the "Record Date"). The adjustment became effective immediately after 5:00 p.m., New York City time, on the Record 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