



**OFFICERS' CERTIFICATE**

May 15, 2012

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

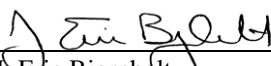
Ladies and Gentlemen:

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 36.1901.
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 \$0.35 per share (the "Cash Dividend"). The Cash Dividend is payable on May 31, 2012 to stockholders of record of the Company on May 17, 2012 (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