

ATMEL U.K. LIMITED
Registered number 2337754

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY IN
LIEU OF A GENERAL MEETING PASSED PURSUANT TO
SECTION 288 OF THE COMPANIES ACT 2006

PASSED ON FEBRUARY 27 2012

The following written resolutions, having been duly proposed by the sole member of Atmel U.K. Limited, a company incorporated under the laws of England and Wales with registration number 02337754 (the "Company"), were duly passed by the Company, resolutions 1 and 3 as special resolutions and resolution 2, as an ordinary resolution.

- 1 THAT the Articles of Association of the Company be amended by deleting the paragraph relating to authorised share capital which was previously contained in paragraph 5 of the Company's Memorandum of Association and which, by virtue of section 28 Companies Act 2006, is treated as a provision of the Company's Articles of Association.
2. THAT, in accordance with section 551 of the Companies Act 2006, the directors of the Company are generally and unconditionally authorised to exercise any power of the Company to allot shares and grant rights to subscribe for, to convert any security into shares, or to capitalize any debt into shares, provided that the maximum amount of shares that may be allotted under this authorisation in relation to ordinary shares is 12,199,600 shares with par value of GBP £1.00 each and that this authorisation will expire one (1) month from the date of this resolution, and
3. THAT, in accordance with section 570 of the Companies Act 2006, the directors of the Company have the power to allot shares (and to grant rights to subscribe for, to convert any security into, or to capitalize any debt into, shares) pursuant to the general and unconditional authorisation granted to them in resolutions above as if section 561 of the Companies Act 2006 (existing shareholders' rights to pre-emption) and paragraph 2(d) of the Articles of Association of the Company do not apply to the allotment.

Signed 

Name Stephen Cumming
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Title Director
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for and on behalf of Atmel U.K. Limited

Date 2/27/12
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01/03/2012
COMPANIES HOUSE #47