

## PROXY APPOINTMENT DISCLOSURE

The annual general meeting (“AGM”) of Wolfson Microelectronics plc (the “Company”) was held on 20 May 2009.

Proxy appointments<sup>1</sup> were received from shareholders of 68,750,914 ordinary shares amounting to 59.71% of the issued share capital of the Company. Total number of shares in issue: 115,125, 980

The resolutions were passed by the shareholders at the AGM on a show of hands. The following levels of proxy appointments and associated instructions had been received by the Company 48 hours prior to the time of the AGM:

Resolution number	For		Chairman’s discretion		Against		Total proxy votes cast
	No of shares	% of total votes cast	No of shares	% of total votes cast	No of shares	% of total votes cast	
1	68,545,583	99.7013%	3,476	0.0051%	201,855	0.2936%	68,750,914 <sup>2</sup>
2	39,359,638	58.6415%	3,476	0.0052%	27,755,965	41.3533%	67,119,079 <sup>3</sup>
3	63,089,451	91.7652%	3,476	0.0051%	5,657,987	8.2297%	68,750,914 <sup>4</sup>
4	65,464,435	95.2211%	3,476	0.0051%	3,282,003	4.7738%	68,749,914 <sup>5</sup>
5	68,624,189	99.8171%	3,476	0.0051%	122,249	0.1778%	68,749,914 <sup>6</sup>
6	64,629,024	94.0046%	3,476	0.0051%	4,118,414	5.9903%	68,750,914 <sup>7</sup>
7	64,728,714	94.1878%	4,476	0.0065%	3,989,864	5.8057%	68,723,054 <sup>8</sup>
8	68,728,075	99.9750%	6,151	0.0089%	11,088	0.0161%	68,745,314 <sup>9</sup>
9	68,728,199	99.9768%	4,976	0.0072%	10,964	0.0160%	68,744,139 <sup>10</sup>

<sup>1</sup> The appointment of a proxy is not a precise indicator of the way that shareholder would have voted on a poll. It merely reflects the shareholder’s intention at the time the instruction was given. Voting instructions can be changed at any time prior to a poll being completed and a shareholder, having lodged a proxy appointment, is still entitled to attend the meeting and vote their shares themselves as they see fit.

<sup>2</sup> Shareholders representing 0 shares directed on their proxy cards that the proxy should abstain.

<sup>3</sup> Shareholders representing 1,631,834 shares directed on their proxy cards that the proxy should abstain.

<sup>4</sup> Shareholders representing 0 shares directed on their proxy cards that the proxy should abstain.

<sup>5</sup> Shareholders representing 1,000 shares directed on their proxy cards that the proxy should abstain.

<sup>6</sup> Shareholders representing 1,000 shares directed on their proxy cards that the proxy should abstain.

<sup>7</sup> Shareholders representing 0 shares directed on their proxy cards that the proxy should abstain.

<sup>8</sup> Shareholders representing 27,860 shares directed on their proxy cards that the proxy should abstain.

<sup>9</sup> Shareholders representing 5,600 shares directed on their proxy cards that the proxy should abstain.

<sup>10</sup> Shareholders representing 6,775 shares directed on their proxy cards that the proxy should abstain.

<sup>11</sup> Shareholders representing 0 shares directed on their proxy cards that the proxy should abstain.

10	68,744,138	99.9902%	4,476	0.0065%	2,300	0.0033%	68,750,914 <sup>11</sup>
11	65,150,583	94.7734%	4,976	0.0072%	3,588,009	5.2194%	68,743,568 <sup>12</sup>

Resolutions:

1. To receive the accounts of the Company for the financial year ended 28 December 2008 and the directors' report and the auditors' report
2. To approve the directors' remuneration report set out in the Annual Report and Accounts 2008
3. To re-elect Barry Michael Rose as a director of the Company
4. To elect Glenn Collinson as a director of the Company
5. To elect Joseph Michael Hickey as a director of the Company
6. To re-appoint KPMG Audit Plc as auditors of the Company
7. To authorise the directors of the Company to determine the auditors' remuneration
8. To authorise the allotment of relevant securities
9. To disapply pre-emption rights
10. To authorise the Company to purchase its own shares
11. To adopt the new Articles of Association of the Company.

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<sup>12</sup> Shareholders representing 7,346 shares directed on their proxy cards that the proxy should abstain.