

BEST AVAILABLE COPY



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26 Westfield Road  
Edinburgh EH11 2QB  
United Kingdom

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f : +44 (0)131 272 7001  
e : sales@wolfsonmicro.com  
www.wolfsonmicro.com

FILE NO. 82-34753

May 6th, 2005

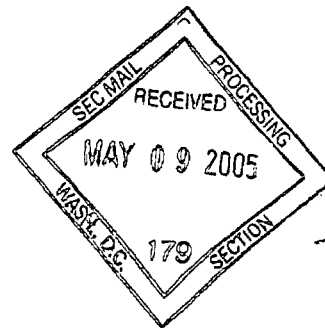
VIA COURIER

Securities and Exchange Commission  
Office of International Corporate Finance  
450 Fifth Street, N.W.  
Washington, D.C. 20549  
U.S.A.

Re: **FILE NO. 82-34753**  
Wolfson Microelectronics plc (the "Company")  
Supplemental Submission Pursuant to  
Rule 12g3-2(b) under the Securities Exchange Act of 1934



SUPL



PROCESSED  
MAY 13 2005  
THOMSON  
FINANCIAL

Ladies and Gentlemen:

We are submitting the information indicated on Schedule I pursuant to the Company's exemption from the registration requirements of the Securities Exchange Act of 1934 under Rule 12g3-2(b) thereunder. The Company's counsel received an acknowledgement postmarked November 24, 2003, from the staff of the Commission confirming receipt of the Company's initial submission.

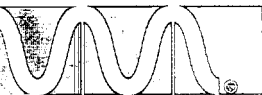
The information listed on Schedule I and submitted herewith is information that may be material to investors that the Company:

1. has made or is required to make public pursuant to the laws of Scotland;
2. has filed or is required to file with the United Kingdom Listing Authority ("UKLA") or the London Stock Exchange and which was made public by the UKLA or the London Stock Exchange; and
3. has distributed or is required to distribute to the holders of the Company's securities.

Pursuant to Rule 12g3-2(b)(1)(i) under the Exchange Act, we are enclosing one (1) copy of each of the documents described on Schedule I. This information is being furnished with the understanding that such information and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, and that neither this letter nor the furnishing of such documents and information shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

If you have any questions or require any additional information please contact either the undersigned at the Company on 011-44-131-272-7428 or Timothy Corbett, of Wilmer Cutler Pickering Hale and Dorr LLP (our external legal counsel) at 011-44-20-7645-2509.

Please acknowledge receipt of this letter and the enclosures by stamping the enclosed copy of this letter and returning it in the enclosed envelope to Timothy Corbett, Wilmer Cutler Pickering Hale and Dorr LLP, 1000



Yours faithfully



**Fiona Murdoch**  
**Internal Legal Adviser**

Enclosures



**SCHEDULE I**  
**WOLFSON MICROELECTRONICS PLC**

Supplemental Information Submitted Pursuant to Rule 12g3-2(b)(i)

1. Information notified to the Regulatory Information Service between April 7<sup>th</sup> and May 5<sup>th</sup> 2005 (inclusive)

Additional listing of shares  
Block listing application  
Section 198 notification  
AGM statements  
Investor day statement

2. Forms submitted to Companies House

Returns of allotments of shares (Forms 88(2))



**wolfson**<sup>®</sup>  
microelectronics

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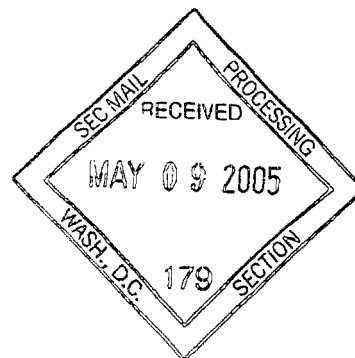
**FILE NO. 82-34753**

May 6th, 2005

VIA COURIER

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Office of International Corporate Finance  
450 Fifth Street, N.W.  
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Re: **FILE NO. 82-34753**  
Wolfson Microelectronics plc (the "Company")  
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1. has made or is required to make public pursuant to the laws of Scotland;
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Please acknowledge receipt of this letter and the enclosures by stamping the enclosed copy of this letter and returning it in the enclosed envelope to Timothy Corbett, Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, MA 02109.



**SCHEDULE I**  
**WOLFSON MICROELECTRONICS PLC**

Supplemental Information Submitted Pursuant to Rule 12g3-2(b)(i)

1. Information notified to the Regulatory Information Service between April 7<sup>th</sup> and May 5<sup>th</sup> 2005 (inclusive)

Additional listing of shares

Block listing application

Section 198 notification

AGM statements

Investor day statement

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Yours faithfully


A handwritten signature in black ink, appearing to read 'Fiona Murdoch', with a fluid, cursive style.

**Fiona Murdoch**  
**Internal Legal Adviser**

Enclosures

## Regulatory Announcement

Go to market news section

 Free annual report



<b>Company</b>	Wolfson Microelectronics PLC
<b>TIDM</b>	WLF
<b>Headline</b>	Additional Listing
<b>Released</b>	07:00 20-Apr-05
<b>Number</b>	2577L

RNS Number:2577L

Wolfson Microelectronics PLC

20 April 2005

### Wolfson Microelectronics plc

#### Additional listing of 8,661,000 Ordinary Shares

Edinburgh, 20th April 2005: Wolfson Microelectronics plc (LSE:WLF.L) ("Wolfson") announces that it has made an application for the admission of 8,661,000 ordinary shares of 0.1 pence each (the "Shares") to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities. The application for the Shares has been made to cover shares which have been allotted, up to 6th April 2005, pursuant to the exercise of employee share options.

#### Contacts:

Wolfson Microelectronics plc  
Fiona Murdoch  
Company Secretary  
Tel: 0131 272 7000



This information is provided by RNS  
The company news service from the London Stock Exchange

END

Close

## Regulatory Announcement

Go to market news section

Free annual report  

**Company** Wolfson Microelectronics PLC  
**TIDM** WLF  
**Headline** Block Listing Application  
**Released** 07:00 20-Apr-05  
**Number** 2589L

RNS Number:2589L  
 Wolfson Microelectronics PLC  
 20 April 2005

### Wolfson Microelectronics plc

#### Block Listing Application

Edinburgh, 20th April 2005: Wolfson Microelectronics plc (LSE:WLF.L) ("Wolfson") announces that it has made a block listing application for the admission of 10,697,184 ordinary shares of 0.1 pence each (the "Shares") to the Official List of the UK Listing Authority and to trading on the London Stock Exchange's market for listed securities.

It is expected that admission to listing of the Shares will take place later today.

The Shares will rank pari passu with the existing ordinary shares of 0.1 pence each in the share capital of the Company and may be issued pursuant to the following Wolfson share option schemes:

Share option scheme	Shares
	-----
1995 Wolfson Microelectronics plc First Executive Share Option Scheme	455,000
1995 Wolfson Microelectronics plc Second Executive Share Option Scheme	5,103,600
2001 Wolfson Microelectronics plc Enterprise Management Incentive Scheme	2,456,900
2003 Wolfson Microelectronics plc Executive Share Option Scheme A	156,055
2003 Wolfson Microelectronics plc Executive Share Option Scheme B	809,879
2003 Wolfson Microelectronics plc All Employee Share Option Scheme A	1,187,256
2003 Wolfson Microelectronics plc All Employee Share Option Scheme B	528,494
	-----
<b>TOTAL</b>	<b>10,697,184</b>

#### Contacts:

Wolfson Microelectronics plc  
 Fiona Murdoch  
 Company Secretary  
 Tel: 0131 272 7000






This information is provided by RNS  
The company news service from the London Stock Exchange

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Close

## Regulatory Announcement

Go to market news section

 Free annual report  

**Company** Wolfson Microelectronics PLC  
**TIDM** WLF  
**Headline** Section 198 Notification  
**Released** 11:47 20-Apr-05  
**Number** 2910L

RNS Number:2910L  
 Wolfson Microelectronics PLC  
 20 April 2005

### WOLFSON PRESS ANNOUNCEMENT OF S.198 NOTIFICATION

Wolfson Microelectronics plc (the "Company")  
 20 April 2005

#### Section 198 Notification

The Company was notified on 20 April 2005 by Fidelity Investments on behalf of FMR Corp. ("FMR") and its direct and indirect subsidiaries (which includes Fidelity Management & Research Company ("FMRCO") and Fidelity Management Trust Company ("FMTC")) and on behalf of Fidelity International Limited ("FIL") and its direct and indirect subsidiaries (which includes Fidelity Investment Services Ltd ("FISL") and Fidelity Pension Management ("FPM")), pursuant to Section 198 Companies Act 1985 that its interest in the Company is 14,557,717 ordinary shares in the Company ("Shares"), representing 13.18% of the issued share capital of the Company. In addition, this notifiable interest also comprises that of Edward C Johnson 3rd, a principal shareholder of FMR and FIL. The holding is registered as follows:

Nominee/Registered Name	Management Company	Shares Held
Brown Bros Harrimn Ltd Lux	FIL	12,506
Morgan Stanley London	FIL	16,984
National Astl Bk Melbourne	FIL	37,000
JP Morgan, Bournemouth	FISL	4,601,457
JP Morgan Chase Bank	FMRCO	20,000
Mellon Bank N.A.	FMRCO	685,250
Morgan Stanley and Co. Inc.	FMTC	20,600
Bank of New York Brussels	FPM	855,200
Bank of New York Europe Ldn	FPM	73,200
Bankers Trust London	FPM	155,400
Citibank London	FPM	269,700
Clydesdale Bank plc	FPM	94,200
HSBC Bank plc	FPM	479,200
JP Morgan, Bournemouth	FPM	1,728,400
Mellon Bank	FPM	376,800
Midland Securities Services	FPM	77,700
Northern Trust London	FPM	2,607,631
State Str Bk and Tr Co Ldn	FPM	2,446,489
Total Ordinary Shares		14,557,717




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The company news service from the London Stock Exchange

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## Regulatory Announcement

Go to market news section

 Free annual report  

**Company** Wolfson Microelectronics PLC  
**TIDM** WLF  
**Headline** AGM Statement  
**Released** 11:15 21-Apr-05  
**Number** 3462L

RNS Number:3462L  
Wolfson Microelectronics PLC  
21 April 2005

21 April 2005

Wolfson Microelectronics plc  
AGM Statement

Speaking today at the AGM of Wolfson Microelectronics plc, David Milne, Chief Executive, highlighted that litigation with Cirrus Logic was over and made the following comments regarding the group's trading outlook:

"The trading outlook for 2005 is in line with indications provided in our preliminary results announcement of 22 February 2005. Current bookings are on track with expectations and the Board is confident of delivering year-on-year growth in sales for both the first half and the full year."

Enquiries:

Wolfson Microelectronics  
David Milne, CEO; George Elliott, CFO 0131 272 7000

Corfin Communications  
Harry Chathli, Neil Thapar 020 7929 8989




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## Regulatory Announcement

Go to market news section

 Free annual report  

<b>Company</b>	Wolfson Microelectronics PLC
<b>TIDM</b>	WLF
<b>Headline</b>	AGM Statement
<b>Released</b>	11:46 21-Apr-05
<b>Number</b>	3522L

RNS Number:3522L  
Wolfson Microelectronics PLC  
21 April 2005

Wolfson Microelectronics plc  
21 April 2005

### ANNUAL GENERAL MEETING 2005

Edinburgh, UK - 21 April 2005: Wolfson Microelectronics plc (LSE: WLF.L), a leading fabless semi-conductor company that produces mixed-signal high performance integrated circuits, announces that at the Annual General Meeting of the company held earlier today, all of the resolutions were passed.

A copy of all of the resolutions passed at the AGM has been submitted to the United Kingdom Listing Authority for publication on its Document Viewing Facility.

For further information, please contact:

Wolfson Microelectronics plc:  
Fiona Murdoch, Company Secretary

Tel: 0131 272 7000




This information is provided by RNS  
The company news service from the London Stock Exchange

END

[Close](#)

## Regulatory Announcement

Go to market news section

 Free annual report  

<b>Company</b>	Wolfson Microelectronics PLC
<b>TIDM</b>	WLF
<b>Headline</b>	Investor Day
<b>Released</b>	07:00 22-Apr-05
<b>Number</b>	3887L

RNS Number:3887L  
Wolfson Microelectronics PLC  
22 April 2005

### Wolfson Microelectronics plc

#### Investor and Analyst Site Visit

Edinburgh, 22 April 2005: Wolfson is today hosting a site visit for analysts and institutional investors at its Edinburgh office. Senior management will give presentations on various aspects of the Company's business and there will be a tour of Wolfson's Edinburgh office. No new trading or financial information will be disclosed during the visit.

A copy of the presentations will be available on request through the Company's website: [www.wolfsonmicro.com](http://www.wolfsonmicro.com)

#### Contacts:

Harry Chathli - Corfin Communication Ltd  
Tel: 020 7929 8989

This information is provided by RNS  
The company news service from the London Stock Exchange

END

Close



**wolfson**<sup>®</sup>  
microelectronics

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United Kingdom

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www.wolfsonmicro.com

22 April 2005

Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh EH1 2EB

Dear Sir

**Company Number SC089839 - Wolfson Microelectronics plc  
Form 88(2)**

I enclose a Form 88(2).

Yours sincerely

**Fiona Murdoch  
Company Secretary**

**Enc:**



# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or in bold black capitals.

CHWP000

Company Number

SC089839

Company name in full

WOLFSON MICROELECTRONICS PLC

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	06	04	2005	17	04	2005

Class of shares <i>(ordinary or preference etc)</i>	ORDINARY		
Number allotted	165,000		
Nominal value of each share	0.1 PENCE		
Amount (if any) paid or due on each share <i>(including any share premium)</i>	20 PENCE		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

### If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
-----------------------------------------------	--	--	--

Consideration for which the shares were allotted <i>(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)</i>	

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ  
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB

Companies House receipt date barcode

This form has been provided free of charge by Companies House.



**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>SEAN FLEMING</u> Address <u>13 PHILIP AVENUE, SOGHALL, SATHGATE</u> <u>UK Postcode E14 4 8 1 L P</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>10,000</u>
Name <u>FRANK LANEY</u> Address <u>5 KEATS PARK, BOTHWELL, LANARKSHIRE</u> <u>UK Postcode G7 7 1 L 8</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>30,000</u>
Name <u>MARTIN TWIGG</u> Address <u>15/11 ALANFIELD, EDINBURGH</u> <u>UK Postcode E14 7 5 7 J</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>10,000</u>
Name <u>STEVE WOOD</u> Address <u>EDEN GOTTAGE, 27 ST ANDREWS ROAD, UPPER LACGO, FIFE</u> <u>UK Postcode KY8 6 6 LS</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>10,000</u>
Name <u>GLEIG NEILSON</u> Address <u>135 NETHERHILL ROAD, PADSLEY, RANKENSHIRE</u> <u>UK Postcode PA3 4 5 D</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>10,000</u>

Please enter the number of continuation sheets (if any) attached to this form

1

Signed Rona K Murdoch

Date 22nd April 2005

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

<u>WESTFIELD HOUSE, 26 WESTFIELD ROAD, EDINBURGH</u>	
<u>EH11 2QS</u>	
Tel 0131 272 7000	
DX number	DX exchange

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>RICHARD MAGUIRE</u> Address <u>1 WEST PARK ROAD, BRAMHALL, STOCKPORT,</u> <u>CHESHIRE</u> UK Postcode <u>S.K.7 3JX</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>25,000</u>
Name <u>BRIAN McLEAN</u> Address <u>2449 PINE VALLEY GLEN, ESCONDIDO,</u> <u>CALIFORNIA CA 92026, USA</u> UK Postcode <u>LLLLLLLL</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>50,000</u>
Name <u>GRAHAM JONES</u> Address <u>244 GARROWAY CRESCENT, EDINBURGH</u> UK Postcode <u>EH17 7SJ</u>	Class of shares allotted <u>ORDINARY</u>	Number allotted <u>20,000</u>
Name _____ Address _____ _____ UK Postcode <u>LLLLLLLL</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ _____ UK Postcode <u>LLLLLLLL</u>	Class of shares allotted _____	Number allotted _____

Please enter the number of continuation sheets (if any) attached to this form

Signed Alan E Murdoch

Date 22nd April 2005

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

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<u>WESTFIELD HOUSE, 26 WESTFIELD ROAD,</u>	
<u>EDINBURGH EH11 2ER</u>	
Tel <u>0131 272 7000</u>	
DX number	DX exchange



# 88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Company Number  
Company Name in full

SC 89839

WOLFSON MICROELECTRONICS PLC

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	24	02	2005	06	04	2005
Class of shares <small>(ordinary or preference etc)</small>	ORDINARY		ORDINARY	ORDINARY		
Number allotted	1,456,400		5,000	565,000		
Nominal value of each share	0.1p		0.1p	0.1p		
Amount (if any) paid or due on each share <small>(including any share premium)</small>	15p		19p	20p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)


When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland      DX 235 Edinburgh

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name GEOFFIE ELLIOTT	Class of shares allotted ORDINARY	Number allotted 600,000
Address WHINFIELD PATERSON STREET GALASHIELS SELKIRKSHIRE		
UK postcode TD1 3DD		
Name EDWARD BOYLE	Class of shares allotted ORDINARY	Number allotted 20,000
Address 18 KINGSFIELD LINLITHGOW WEST LOTHIAN		
UK postcode EH49 7ST		
Name MICHAEL CLANCY	Class of shares allotted ORDINARY	Number allotted 150,000
Address 5 PIKES KNOWE COURT, CADKON A, PEEBLES		
UK postcode EH45 9LP		
Name TIM LU	Class of shares allotted ORDINARY	Number allotted 150,000
Address 2F, No. 39, ALLEY 20, LANE 407, SEC. 2 TIDING BOULEVARD, NEIHU DISTRICT, 114, TAIPEI, TAIWAN		
UK postcode /		

Please enter the number of continuation sheets (if any) attached to this form

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1/4

Signed \_\_\_\_\_ Date \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name ANNTONY PAN	Class of shares allotted ORDINARY	Number allotted 50,000
Address 2F, No. 39, AUEY 2D, LANE 407, SEC. 2, TIDING BOULEVARD NEIHU DISTRICT, 114 TAIPEI, TAIWAN		
UK postcode		
Name JAMES REID	Class of shares allotted ORDINARY	Number allotted 120,000
Address 38A FOUNTAINHALL ROAD EDINBURGH		
UK postcode LE19 2LW		
Name JOHN URWIN	Class of shares allotted ORDINARY	Number allotted 271,400
Address 37 LONG CROOK ROAD SOUTH QUEENFERRY EDINBURGH		
UK postcode LE130 9XR		
Name ALASTAIR DAVID MILNE	Class of shares allotted ORDINARY	Number allotted 460,000
Address 18 NAPIER ROAD EDINBURGH		
UK postcode LE110 5AY		

Please enter the number of continuation sheets (if any) attached to this form

4 2/4

Signed \_\_\_\_\_ Date \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name STEPHEN DUFFY	Class of shares allotted ORDINARY	Number allotted 20,000
Address 12 WAYFAKERS PLACE DALGETY BAY DUNFERMLINE		
UK postcode KY11 9GF		
Name MICHAEL DIXON	Class of shares allotted ORDINARY	Number allotted 10,000
Address 15/14 WARDLAW STREET EDINBURGH		
UK postcode EH11 1TN		
Name LIAM HAIL	Class of shares allotted ORDINARY	Number allotted 10,000
Address 32 BARKTON AVENUE MURKISTON LIVINGSTON		
UK postcode EH54 9LD		
Name FRANK LANEY	Class of shares allotted ORDINARY	Number allotted 20,000
Address 5 KEATS PARK BOTHWELL LANARKSHIRE		
UK postcode G71 8TG		

Please enter the number of continuation sheets (if any) attached to this form

4

3/4

Signed \_\_\_\_\_ Date \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange



**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name PAULINE BOYLE	Class of shares allotted ORDINARY	Number allotted 10,000
Address 23 OLDWOOD PLACE ELIBURN LIVINGSTON		
UK postcode EH54 6UJ		
Name BERNADETTE VEITCH	Class of shares allotted ORDINARY	Number allotted 10,000
Address 10 THORNTREE CRESCENT PRESTONPANS EAST LOTHIAN		
UK postcode EH42 9HQ		
Name ROSS ARNOTT	Class of shares allotted ORDINARY	Number allotted 25,000
Address 8/6 CHARZ STREET EDINBURGH		
UK postcode EH8 9AY		
Name ANTHONY MAGRATH	Class of shares allotted ORDINARY	Number allotted 100,000
Address 52 BATH STREET PORTOBELLO EDINBURGH		
UK postcode EH15 1HF		

Please enter the number of continuation sheets (if any) attached to this form

4

4/4

Signed Fiona E Murdock

Date 8th April 2005

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

FIONA MURDOCK, WESTFIELD HOUSE, 26 WESTFIELD ROAD, EDINBURGH EH11 2QB	
Tel 0131 272 7000	
DX number	N/A
DX exchange	N/A





**wolfson**<sup>®</sup>  
microelectronics

Westfield House  
26 Westfield Road  
Edinburgh EH11 2QB  
United Kingdom

t : +44 (0)131 272 7000  
f : +44 (0)131 272 7001  
e : sales@wolfsonmicro.com  
www.wolfsonmicro.com

6 January 2005

Registrar of Companies  
Companies House  
37 Castle Terrace  
Edinburgh EH1 2EB

Dear Sir

**Company Number SC89839 - Wolfson Microelectronics plc  
Form 88(2)**

I enclose a Form 88(2).

Yours sincerely

**Fiona Murdoch  
Internal Legal Adviser and Company Secretary**

**Enc:**





Companies House

for the record

# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or in bold black capitals.

CHWP000

Company Number

SCO89839

Company name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	2	3	1 1	2	0	0 4
	0	8	1 2	2	0	0 4

Class of shares <i>(ordinary or preference etc)</i>	Ordinary	Ordinary	
Number allotted	100000	100000	
Nominal value of each share	0.1p	0.1p	
Amount (if any) paid or due on each share <i>(including any share premium)</i>	25p	15p	

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up			
-----------------------------------------------	--	--	--

Consideration for which the shares were allotted <i>(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)</i>	

When you have completed and signed the form send it to the Registrar of Companies at:

Companies House receipt date barcode

**This form has been provided free of charge by Companies House.**

Companies House, Crown Way, Cardiff CF14 3UZ  
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
For companies registered in Scotland

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name <u>Michael Clancy</u> Address <u>5 Pikes Knowe Court, Cadrona</u> <u>Peebles</u> UK Postcode <u>E H 4 5 9 L P</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>100000</u>
Name <u>Andrew Cringean</u> Address <u>24 Craigmock Avenue,</u> <u>Edinburgh</u> UK Postcode <u>E H 4 L 3 Q B</u>	Class of shares allotted <u>Ordinary</u>	Number allotted <u>100000</u>
Name _____ Address _____ UK Postcode <u>  L  L  L  L  L  L  L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u>  L  L  L  L  L  L  L</u>	Class of shares allotted _____	Number allotted _____
Name _____ Address _____ UK Postcode <u>  L  L  L  L  L  L  L</u>	Class of shares allotted _____	Number allotted _____

Please enter the number of continuation sheets (if any) attached to this form

Signed \_\_\_\_\_ Date \_\_\_\_\_

*A director / secretary / administrator / administrative receiver / receiver manager / receiver*

*Please delete as appropriate*

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Fiona Murdoch	
Wolfson Microelectronics plc	
Tel 0131 272 7000	
DX number	DX exchange

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	03	08	2004	13	09	2004
Class of shares <small>(ordinary or preference etc)</small>	Ordinary		Ordinary	Ordinary		
Number allotted	20,000		70,000	24,000		
Nominal value of each share	0.1p		0.1p	0.1p		
Amount (if any) paid or due on each share <small>(including any share premium)</small>	3p		25p	29p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)


When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland      DX 235 Edinburgh

--



# 88(2) cont

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	03	08	2004	13	09	2004
Class of shares <small>(ordinary or preference etc)</small>	Ordinary		Ordinary	Ordinary		
Number allotted	80,000		32,000	20,000		
Nominal value of each share	0.1p		0.1p	0.1p		
Amount (if any) paid or due on each share <small>(including any share premium)</small>	15p		19p	75p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

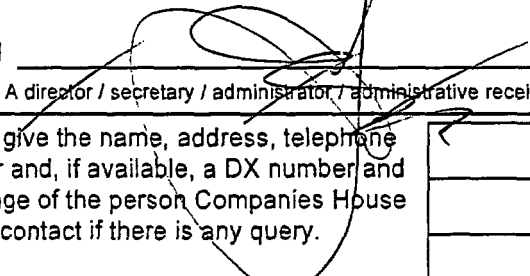
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)


**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Tom Laird	Class of shares allotted Ordinary	Number allotted 100,000
Address 49 Houston Gardens Uphall West Lothian		
UK postcode   EH52 5SH		
Name John Pennock	Class of shares allotted Ordinary	Number allotted 118,000
Address 39 Baberton Crescent Juniper Green Edinburgh		
UK postcode   EH14 5BW		
Name Andrew Cringean	Class of shares allotted Ordinary	Number allotted 8,000
Address 24 Craigercock Avenue Edinburgh		
UK postcode   EH4 3QB		
Name Vidacos Nominees	Class of shares allotted Ordinary	Number allotted 20,000
Address 25 Molesworth Street Lewisham London		
UK postcode   SE13 7EX		

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

23-09-04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange



**wolfson**<sup>®</sup>  
microelectronics

Westfield House  
26 Westfield Road  
Edinburgh EH11 2QB  
United Kingdom

t : + 44 (0)131 272 7000  
f : + 44 (0)131 272 7001  
e : sales@wolfsonmicro.com  
www.wolfsonmicro.com

8 July 2004

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Dear Sirs

**Wolfson Microelectronics plc**  
**SC 89839**

Please find enclosed a Return of Allotment of Shares form 88(2) for the above Company. If you require any further information please do not hesitate to contact me.

Yours faithfully

*GE*  
George Elliott  
Finance Director



# 88(2)

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	2	3	06	2	0	04
Class of shares <small>(ordinary or preference etc)</small>	Ordinary		Ordinary	Ordinary		Ordinary
Number allotted	206,000		67,000	8,000		
Nominal value of each share	0.1p		0.1p	0.1p		0.1p
Amount (if any) paid or due on each share <small>(including any share premium)</small>	15p		19p	29p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)


When you have completed and signed the form send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland      DX 235 Edinburgh

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# 88(2) cont

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	2	3	06	2	0	04
Class of shares <small>(ordinary or preference etc)</small>	Ordinary					
Number allotted	10,000					
Nominal value of each share	0.1p					
Amount (if any) paid or due on each share <small>(including any share premium)</small>	25p					

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)




**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Andrew Cringean	Class of shares allotted Ordinary	Number allotted 171,000
Address 24 Craigcrook Avenue Edinburgh		
UK postcode <u>EH4 3QB</u>		
Name Mark Irvine	Class of shares allotted Ordinary	Number allotted 100,000
Address 33 Craigmount Park Edinburgh		
UK postcode <u>EH12 8EF</u>		
Name Debra Hendry	Class of shares allotted Ordinary	Number allotted 20,000
Address 74 Ashley Terrace Edinburgh		
UK postcode <u>EH11 1RT</u>		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

Signed

Date

8/7/04

*A director / secretary / administrator / administrative receiver / receiver manager / receiver*

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange





Westfield House  
26 Westfield Road  
Edinburgh EH11 2QB  
United Kingdom

t : + 44 (0)131 272 7000  
f : + 44 (0)131 272 7001  
e : sales@wolfsonmicro.com  
www.wolfsonmicro.com

17<sup>th</sup> May 2004

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Dear Sir

**Wolfson Microelectronics plc**  
**Company Number: SC89839**

I refer to your letter of 13 May 2004 regarding your query in respect of Return of Allotment of Shares 88(2) form which was submitted on 11 May 2004. There would appear to be a misunderstanding in the numbers quoted by you in your letter.

The Company's authorized share capital is 125,000,000 of 0.1p each (£125,000). To date 107,652,915 shares have been issued, including the 1,678,600 shares included on the form submitted on 11 May. There is therefore no need to increase the Company's authorized share capital.

I enclose therefore the original form and would be grateful if you could confirm your agreement.

Yours faithfully



George Elliott  
Finance Director



Wolfson Microelectronics Plc  
Westfield House  
26 Westfield Road  
EDINBURGH  
EH11 2QB



37 Castle Terrace, Edinburgh EH1 2EB  
Telephone 0131 535 5849  
Fax 0131 535 5820  
DX 235 Edinburgh 1  
LP-4 Edinburgh 2  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

Your Ref  
Our Ref AM/SC89839  
Date: 13 May 2004

Dear Sir/Madam

## WOLFSON MICROELECTRONICS PLC

COMPANY NUMBER: SC89839

**The enclosed form 882R cannot be accepted for filing because:**

The value of the shares shown on this form will increase the issued capital beyond your nominal (authorised) capital. The nominal (authorised) capital is the amount the company is allowed to issue. This can be found on the company's memorandum and articles of association. The nominal (authorised) capital is currently 125000. The issued capital is currently 121063. You need to increase the capital to at least 288923 by completing the enclosed form 123. Please also send a copy of the resolution authorising the increase in capital.

Please arrange for the form 882R to be completed and returned to me as soon as possible.

DOCUMENT EXAMINATION BRANCH

Alistair Mayze



Westfield House  
26 Westfield Road  
Edinburgh EH11 2QB  
United Kingdom

t : + 44 (0)131 272 7000  
f : + 44 (0)131 272 7001  
e : sales@wolfsonmicro.com  
www.wolfsonmicro.com

11 May 2004

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Dear Sirs

**Wolfson Microelectronics plc**  
**SC89839**

Please find enclosed a completed 88(2) Return of Allotment of Shares form.

Yours faithfully



George Elliott  
Finance Director



Companies House

for the record

# 88(2)

## Return of Allotment of Shares

Please complete in typescript, or  
in bold black capitals.

CHWP000

Company Number

SC89839

Company name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

	From			To		
Date or period during which shares were allotted	Day	Month	Year	Day	Month	Year
<i>(If shares were allotted on one date enter that date in the "from" box)</i>	3	0	2	2	6	0
	0	3	0	0	4	4

Class of shares <i>(ordinary or preference etc)</i>	Ordinary	Ordinary	Ordinary
Number allotted	198600	915000	353000
Nominal value of each share	0.1p	0.1p	0.1p
Amount (if any) paid or due on each share <i>(including any share premium)</i>	3p	15p	19p

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted

*(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)*


When you have completed and signed the form send it to the Registrar of Companies at:

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For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
For companies registered in Scotland

DX 235 Edinburgh

Companies House receipt date barcode

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**Companies House**  
for the record

# 88(2)

## Return of Allotment of Shares

CONT.

Please complete in typescript, or  
in bold black capitals.

CHWP000

**Company Number**

SC89839

**Company name in full**

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <i>(If shares were allotted on one date enter that date in the "from" box)</i>	From			To		
	Day	Month	Year	Day	Month	Year
	3	0	3	2	0	4
	2	6	0	4	2	0
	0	4	2	0	0	4

	Ordinary	Ordinary	
<b>Class of shares</b> <i>(ordinary or preference etc)</i>	Ordinary	Ordinary	
<b>Number allotted</b>	200000	12000	
<b>Nominal value of each share</b>	0.1p	0.1p	
<b>Amount (if any) paid or due on each share <i>(including any share premium)</i></b>	25p	29p	

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as paid up

--	--	--

Consideration for which the shares were allotted  
*(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)*


**When you have completed and signed the form send it to the Registrar of Companies at:**

Companies House receipt date barcode  
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DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB  
For companies registered in Scotland

DX 235 Edinburgh

**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>Ricky Wong</u> <hr/> Address <u>1/9 Morrison Circus</u> <u>Edinburgh</u> <hr/> UK Postcode <u>E H 3 L 8 D W</u>	Class of shares allotted <u>Ordinary</u> <hr/> <hr/>	Number allotted <u>50,000</u> <hr/> <hr/>
Name <u>Brian McLean</u> <hr/> Address <u>10213 Prairie Fawn Road, San Diego, CA92127, USA</u> <hr/> <hr/> UK Postcode <u>L L L L L L L L</u>	Class of shares allotted <u>Ordinary</u> <hr/> <hr/>	Number allotted <u>250,000</u> <hr/> <hr/>
Name <u>Julian Hayes</u> <hr/> Address <u>18 Glenorchy Terrace</u> <u>Edinburgh</u> <hr/> UK Postcode <u>E H 9 L 2 D Q</u>	Class of shares allotted <u>Ordinary</u> <hr/> <hr/>	Number allotted <u>500,000</u> <hr/> <hr/>
Name <u>Graeme Nunn</u> <hr/> Address <u>2F2 18 Panmure Place</u> <u>Edinburgh</u> <hr/> UK Postcode <u>E H 3 L 9 J J</u>	Class of shares allotted <u>Ordinary</u> <hr/> <hr/>	Number allotted <u>50,000</u> <hr/> <hr/>
Name <u>Douglas Horn</u> <hr/> Address <u>34 Crathes Crescent, Murieston, Livingston</u> <u>West Lothian</u> <hr/> UK Postcode <u>E H 5 4 9 E N</u>	Class of shares allotted <u>Ordinary</u> <hr/> <hr/>	Number allotted <u>50,000</u> <hr/> <hr/>

Please enter the number of continuation sheets (if any) attached to this form

1

Signed



Date

11/5/04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public

Tel	
DX number	DX exchange

**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name <u>David Eke</u> <hr/> Address <u>15/2 Oxford Street, Newington</u> <u>Edinburgh</u> <div style="text-align: right;">UK Postcode <u>E</u> <u>H</u> <u>8</u> <u> </u> <u>9</u> <u>P</u> <u>H</u></div>	Class of shares allotted  <u>Ordinary</u> <hr/> <hr/>	Number allotted  <u>75,000</u> <hr/> <hr/>
Name <u>John Urwin</u> <hr/> Address <u>37 Long Crook, South Queensferry</u> <u>Edinburgh</u> <div style="text-align: right;">UK Postcode <u>E</u> <u>H</u> <u>3</u> <u>0</u> <u>9</u> <u>X</u> <u>R</u></div>	Class of shares allotted  <u>Ordinary</u> <hr/> <hr/>	Number allotted  <u>528,600</u> <hr/> <hr/>
Name <u>Christopher Livingston</u> <hr/> Address <u>520 Old Dalkeith Road</u> <u>Edinburgh</u> <div style="text-align: right;">UK Postcode <u>E</u> <u>H</u> <u>1</u> <u>7</u> <u>7</u> <u>D</u> <u>P</u></div>	Class of shares allotted  <u>Ordinary</u> <hr/> <hr/>	Number allotted  <u>50,000</u> <hr/> <hr/>
Name <u>Andrew Myles</u> <hr/> Address <u>Flat 1 (Top Floor), 4 Buccleuch Terrace</u> <u>Edinburgh</u> <div style="text-align: right;">UK Postcode <u>E</u> <u>H</u> <u>8</u> <u> </u> <u>9</u> <u>N</u> <u>D</u></div>	Class of shares allotted  <u>Ordinary</u> <hr/> <hr/>	Number allotted  <u>75,000</u> <hr/> <hr/>
Name <u>Richard Maguire</u> <hr/> Address <u>1 West Park Road, Bramhall, Stockport</u> <u>Cheshire</u> <div style="text-align: right;">UK Postcode <u>S</u> <u>K</u> <u>7</u> <u> </u> <u>3</u> <u>J</u> <u>X</u></div>	Class of shares allotted  <u>Ordinary</u> <hr/> <hr/>	Number allotted  <u>50,000</u> <hr/> <hr/>

Please enter the number of continuation sheets (if any) attached to this form

Signed \_\_\_\_\_ Date \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

*Please delete as appropriate*

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be

Tel



26 March 2004

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2DB

Dear Sirs

**Wolfson Microelectronics plc**  
**SC 89839**

Please find enclosed a 288b and 88(2) form for your records.

If any points require clarification please do not hesitate to contact me.

Yours faithfully

  
George Elliott  
Finance Director

**Return of Allotment of Shares**

*Please complete in typescript, or in bold black capitals.*

CHFP010.

**Company Number** SC 89839

**Company Name in full** Wolfson Microelectronics plc

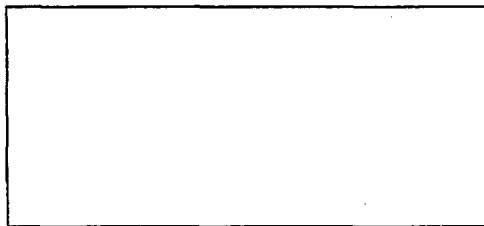
**Shares allotted (including bonus shares):**

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To				
	Day	Month	Year	Day	Month	Year		
	0	1	0	3	2	0	0	4
<b>Class of shares</b> <small>(ordinary or preference etc)</small>	Ordinary		Ordinary		Ordinary			
<b>Number allotted</b>	350,000		685,000		180,000			
<b>Nominal value of each share</b>	0.1p		0.1p		0.1p			
<b>Amount (if any) paid or due on each share</b> <small>(including any share premium)</small>	3.0p		15p		25p			

**List the names and addresses of the allottees and the number of shares allotted to each overleaf if the allotted shares are fully or partly paid up otherwise than in cash please state:**

**% that each share is to be treated as paid up**

**Consideration for which the shares were allotted**  
(This information must be supported by the duly stamped contract or by the duly stamped particulars on Form 88(3) if the contract is not in writing)



**When you have completed and signed the form send it to the Registrar of Companies at:**

**Companies House, Crown Way, Cardiff, CF14 3UZ**      **DX 33050 Cardiff**  
For companies registered in England and Wales

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**  
For companies registered in Scotland      **DX 235 Edinburgh**

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To				
	Day	Month	Year	Day	Month	Year		
	0	1	0	3	2	0	0	4
Class of shares <small>(ordinary or preference etc)</small>	Ordinary			Ordinary				
Number allotted	4,000			56,000				
Nominal value of each share	0.1p			0.1p				
Amount (if any) paid or due on each share <small>(including any share premium)</small>	29.0p			19.0p				

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as  
paid up

--	--	--

Consideration for which the shares  
were allotted

(This information must be supported by the duly  
stamped contract or by the duly stamped particulars  
on Form 88(3) if the contract is not in writing)


**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name J.R.C. Reid	Class of shares allotted Ordinary	Number allotted 960,000
Address 38 Fountainhall Road Edinburgh		
UK postcode   <u>EH9 2LW</u>		
Name Tim Lu	Class of shares allotted Ordinary	Number allotted 200,000
Address c/o 5F-9, No. 6, Lane 180, Min-Chuan East Road Sec 6, Taipei Taiwan		
UK postcode   _____		
Name Bernadette Veitch	Class of shares allotted Ordinary	Number allotted 40,000
Address 10 Thorntree Crescent Prestonpans East Lothian		
UK postcode   <u>EH32 9HQ</u>		
Name Kenneth C MacPherson	Class of shares allotted Ordinary	Number allotted 75,000
Address 98 Swanston Muir Edinburgh		
UK postcode   <u>EH10 7HY</u>		

Please enter the number of continuation sheets (if any) attached to this form

Signed \_\_\_\_\_

Date

26-03-04

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

10 February 2004

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

Dear Sirs

**Wolfson Microelectronics plc**

Please find enclosed a completed 88(2) form for your records.

Yours faithfully

George Elliott  
Finance Director

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010.

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To		
	Day	Month	Year	Day	Month	Year
	0	6	1 1 2 0 0 3	2	2	1 2 2 0 0 3
Class of shares <small>(ordinary or preference etc)</small>	Ordinary		Ordinary	Ordinary		
Number allotted	300,000		200,000	70,000		
Nominal value of each share	0.1p		0.1p	0.1p		
Amount (if any) paid or due on each share <small>(including any share premium)</small>	3.0p		25p	29p		

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as  
paid up

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Consideration for which the shares  
were allotted

(This information must be supported by the duly  
stamped contract or by the duly stamped particulars  
on Form 88(3) if the contract is not in writing)


When you have completed and signed the form send it to  
the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ      DX 33050 Cardiff  
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB  
For companies registered in Scotland      DX 235 Edinburgh



# 88(2) cont

## Return of Allotment of Shares

Please complete in typescript,  
or in bold black capitals.

CHFP010

Company Number

SC 89839

Company Name in full

Wolfson Microelectronics plc

### Shares allotted (including bonus shares):

Date or period during which shares were allotted <small>(if shares were allotted on one date enter that date in the "from" box)</small>	From			To				
	Day	Month	Year	Day	Month	Year		
	0	6	1	1	2	0	0	3
Class of shares <small>(ordinary or preference etc)</small>	Ordinary			Ordinary				
Number allotted	1,792,000			582,000				
Nominal value of each share	0.1p			0.1p				
Amount (if any) paid or due on each share <small>(including any share premium)</small>	15p			19p				

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be treated as  
paid up

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Consideration for which the shares  
were allotted

(This information must be supported by the duly  
stamped contract or by the duly stamped particulars  
on Form 88(3) if the contract is not in writing)


Shareholder details	Shares and share class allotted	
Name Peter Frith	Class of shares allotted Ordinary	Number allotted 750,000
Address 35 Oxcgangs Farm Grove Edinburgh		
UK postcode   EH13 9PP		
Name Colman Clarke	Class of shares allotted Ordinary	Number allotted 600,000
Address 79 Morningside Park Edinburgh		
UK postcode   EH10 5EZ		
Name Michael Clancy	Class of shares allotted Ordinary	Number allotted 500,000
Address 5 Pikes Knowe Court Cardrona Village Peebles		
UK postcode   EH45 9LP		
Name Stephen Wood	Class of shares allotted Ordinary	Number allotted 250,000
Address Eden Cottage 27 St. Andrews Road Upper Largo Fife		
UK postcode   KY8 6ES		

Please enter the number of continuation sheets (if any) attached to this form

4

Signed

*[Signature]*  
A director / secretary / administrator / administrative receiver / receiver manager / receiver

Date

10-2-04

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange





**Names and addresses of the allottees** *(List joint share allotments consecutively)*

Shareholder details	Shares and share class allotted	
Name Angus Jackson	Class of shares allotted Ordinary	Number allotted 100,000
Address 31 Morningside Park Edinburgh		
UK postcode   EH10 5HD		
Name Paul Neilson	Class of shares allotted Ordinary	Number allotted 100,000
Address 8 Tennent Park Mid Calder West Lothian		
UK postcode   EH53 0RF		
Name Ross Arnott	Class of shares allotted Ordinary	Number allotted 100,000
Address 8/6 Chapel Street Edinburgh		
UK postcode   EH8 9AY		
Name Kevin Stoddart	Class of shares allotted Ordinary	Number allotted 100,000
Address 17 Chapel Road Kirkcaldy		
UK postcode   KY2 6TT		

Please enter the number of continuation sheets (if any) attached to this form

Signed \_\_\_\_\_ Date \_\_\_\_\_

*A director / secretary / administrator / administrative receiver / receiver manager / receiver*

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange

Shareholder details	Shares and share class allotted	
Name John Pennock	Class of shares allotted Ordinary	Number allotted 80,000
Address 39 Baberton Crescent Juniper Green		
UK postcode EH14 5BW		
Name Edward Granville	Class of shares allotted Ordinary	Number allotted 75,000
Address 3F2 14 Gladstone Terrace Edinburgh		
UK postcode EH9 1LT		
Name Mark Emmerson	Class of shares allotted Ordinary	Number allotted 75,000
Address 19 Bonaly Avenue Edinburgh		
UK postcode EH13 0ET		
Name Graham Jones	Class of shares allotted Ordinary	Number allotted 75,000
Address 244 Guardwell Crescent Gilmerton Edinburgh		
UK postcode EH17 7SJ		

Please enter the number of continuation sheets (if any) attached to this form

Signed \_\_\_\_\_ Date \_\_\_\_\_

*A director / secretary / administrator / administrative receiver / receiver manager / receiver*

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel
DX number                      DX exchange



**Names and addresses of the allottees** (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
<b>Name</b> Andrew Murrell	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 50,000
<b>Address</b> 30 Craigentenny Crescent Edinburgh		
<b>UK postcode</b>   EH7 6QB		
<b>Name</b> Anthony Reilly	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 50,000
<b>Address</b> 7 Burnbank Grove Straiton Midlothian		
<b>UK postcode</b>   EH20 9NX		
<b>Name</b> Linda Watt	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 15,000
<b>Address</b> 18 Mauricewood Avenue Penicuik		
<b>UK postcode</b>   EH26 0BH		
<b>Name</b> Jacqui MacDonald	<b>Class of shares allotted</b> Ordinary	<b>Number allotted</b> 14,000
<b>Address</b> 21 Buckstone Court Edinburgh		
<b>UK postcode</b>   EH10 6UL		

Please enter the number of continuation sheets (if any) attached to this form

**Signed** \_\_\_\_\_ **Date** \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Tel	
DX number	DX exchange



Shareholder details	Shares and share class allotted	
Name Louise Jardine	Class of shares allotted Ordinary	Number allotted 10,000
Address 4A Morningside Place Edinburgh		
UK postcode EH10 5ER		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		
Name	Class of shares allotted	Number allotted
Address		
UK postcode		

Please enter the number of continuation sheets (if any) attached to this form

Signed \_\_\_\_\_ Date \_\_\_\_\_

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

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