

4 September 2014

**CEVA Group Plc (the "Issuer")  
Fifth Supplementary Listing Particulars**

This document constitutes the supplementary listing particulars (the "**Fifth Supplementary Listing Particulars**") and should be read in conjunction with (a) the listing particulars dated 31 July 2013 prepared in connection with the issue of \$304,863,114 4.00% First Lien Senior Secured Notes due 2018 (the "**Senior Secured Notes**") and \$688,893,689 10% Second Lien Secured PIK Notes due 2023 (the "**Initial PIK Notes**") (the "**Listing Particulars**"), (b) the supplementary listing particulars dated 4 September 2013 prepared in connection with the issue of the \$85,107,750 4.00% First Lien Senior Secured Notes due 2018 (the "**Additional Senior Secured Notes**") and the \$17,030,983 10% Second Lien Secured PIK Notes due 2023 (the "**Additional PIK Notes**") (the "**First Supplementary Listing Particulars**"), (c) the supplementary listing particulars dated 29 January 2014 prepared in connection with the issue of the \$17,648,117 10% Second Lien Secured PIK Notes due 2023 (the "**November 2013 PIK Notes**") (the "**Second Supplementary Listing Particulars**"), (d) the supplementary listing particulars dated 13 March 2014 prepared in connection with the issue of \$18,089,320 10% Second Lien Secured PIK Notes due 2023 (the "**February 2014 PIK Notes**") (the "**Third Supplementary Listing Particulars**"), and (e) the supplementary listing particulars dated 28 July 2014 prepared in connection with the issue of \$16,444,320 10% Second Lien Secured PIK Notes due 2023 (the "**May 2014 PIK Notes**") (the "**Fourth Supplementary Listing Particulars**"). Capitalised terms used herein without definition have the meanings given to such terms in the Listing Particulars.

The purpose of these Supplementary Listing Particulars is to seek admission to trading on the Global Exchange Market of the Irish Stock Exchange for the \$16,855,428 aggregate principal amount of 10% Second Lien Secured PIK Notes due 2023 issued by the Issuer on 1 August 2014 (the "**August 2014 PIK Notes**" and together with the Initial PIK Notes, the Additional PIK Notes, the November 2013 PIK Notes, the February 2014 PIK Notes and the May 2014 PIK Notes, the "**PIK Notes**"). The August 2014 PIK Notes have been issued in accordance with Section 2.06 and Paragraph 3 of Exhibit A of the indenture dated as of 2 May 2013 under which the Initial PIK Notes, the Additional PIK Notes, the November 2013 PIK Notes, the February 2014 PIK Notes and the May 2014 PIK Notes were issued (the "**PIK Notes Indenture**"). The August 2014 PIK Notes are to be consolidated and form a single series with the Initial PIK Notes, the Additional PIK Notes, the November 2013 PIK Notes, the February 2014 PIK Notes and the May 2014 PIK Notes.

On 7 April 2014, the Issuer announced the delisting of \$83,889,325 aggregate principal amount of 10% Second Lien Secured PIK Notes due 2023. As of the date hereof, the aggregate principal amount of the PIK Notes outstanding is \$691,072,532.

The Listing Particulars, the First Supplementary Listing Particulars, the Second Supplementary Listing Particulars, the Third Supplementary Listing Particulars, the Fourth Supplementary Listing Particulars, the Annual Reports of Ceva Holdings LLC as of and for the year ended 31 December 2013, and the Unaudited Quarter Two 2014 Interim Financial Statements of Ceva Holdings LLC, as of and for the sixth months ended 30 June 2014 are deemed to be incorporated by reference into these Fifth Supplementary Listing Particulars.

Any statement contained in a document incorporated or considered to be incorporated by reference into these Fifth Supplementary Listing Particulars shall be considered to be modified or superseded for purposes of these Fifth Supplementary Listing Particulars to the extent that a statement contained in these Fifth Supplementary Listing Particulars modifies or supersedes such statement.

You can obtain the Listing Particulars, the First Supplementary Listing Particulars, the Second Supplementary Listing Particulars, the Third Supplementary Listing Particulars, the Fourth Supplementary Listing Particulars and any other document incorporated by reference into these Fifth Supplementary Listing Particulars from the website of the Irish Stock Exchange (<http://www.ise.ie>).

**Use of Proceeds**

There will be no cash proceeds to the Issuer in connection with the issuance of the August 2014 PIK Notes issued by the Issuer for the payment of interest on the PIK Notes.

**INVESTING IN THE PIK NOTES INVOLVES SUBSTANTIAL RISKS. SEE THE SECTION ENTITLED "*RISK FACTORS*" ON PAGES 21 TO 44 OF THE LISTING PARTICULARS.**

Application has been made to the Irish Stock Exchange for the approval of this document as Fifth Supplementary Listing Particulars. Application has been made for the August 2014 PIK Notes to be admitted to the Official List and trading on the Global Exchange Market which is the exchange regulated market of the Irish Stock Exchange. The Global Exchange Market is not a regulated market for the purposes of Directive 2004/39/EC.

In the event that there is any inconsistency between (a) a statement in the Listing Particulars, the First Supplementary Listing Particulars, the Second Supplementary Listing Particulars, the Third Supplementary Listing Particulars or the Fourth Supplementary Listing Particulars and (b) a statement in these Fifth Supplementary Listing Particulars, the statement in (b) shall prevail.

Save as disclosed in these Fifth Supplementary Listing Particulars, there has been no significant change in the financial or trading position of the Issuer since 30 June 2014 and there has been no material adverse change in the prospects of the Issuer since 31 December 2013.

Except as otherwise disclosed herein, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Listing Particulars, the First Supplementary Listing Particulars, the Second Supplementary Listing Particulars, the Third Supplementary Listing Particulars or the Fourth Supplementary Listing Particulars.

Investors can access, in physical form and during the life of the August 2014 PIK Notes, the PIK Notes Indenture under which the Initial PIK Notes were issued (which includes the guarantees in respect of the PIK Notes) and which provided for the issue of the Additional PIK Notes, the November 2013 PIK Notes, the February 2014 PIK Notes, the May 2014 PIK Notes, the August 2014 PIK Notes, the Memorandum and Articles of Association of the Issuer, the Annual Reports of the Issuer as of and for the years ended 31 December 2012 and 31 December 2011 containing the historical audited financial statements of the Issuer as of and for the years ended 31 December 2012 and 31 December 2011, respectively, the Annual Reports of Ceva Holdings LLC as of and for the year ended 31 December 2013, the Unaudited Quarter One 2013 Interim Financial Statements of the Issuer, as of and for the three months ended 31 March 2013, the Unaudited Quarter Two 2013 Interim Financial Statements of Ceva Holdings LLC, as of and for the six months ended 30 June 2013, the Unaudited Quarter Three 2013 Interim Financial Statements of Ceva Holdings LLC, as of and for the nine months ended 30 September 2013, the Unaudited Quarter One 2014 Interim Financial Statements of Ceva Holdings LLC, as of and for the three months ended 31 March 2014, the Unaudited Quarter Two 2014 Interim Financial Statements of Ceva Holdings LLC, as of and for the sixth months ended 30 June 2014 and the constitutional documents of the guarantors at the registered office of the Issuer.

The Issuer accepts responsibility for the information contained in these Fifth Supplementary Listing Particulars and confirms that, to the best of its knowledge (having taken all reasonable care to ensure that such is the case), the information contained in these Fifth Supplementary Listing Particulars is in accordance with the facts and does not omit anything likely to affect the import of such information.

The ISIN of the PIK Notes is GB00BCRYKQ49.

Arthur Cox Listing Services Limited is acting solely in its capacity as listing agent for the Issuer in connection with the August 2014 PIK Notes and is not itself seeking admission to trading of the August 2014 PIK Notes to the Global Exchange Market of the Irish Stock Exchange for the purposes of the Global Exchange Market Rules.

## THE ISSUER

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## IRISH LISTING AGENT

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## TRUSTEE, AGENTS AND REGISTRAR

*As Trustee, Registrar and Paying Agent of  
the PIK Notes*

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*As Collateral Agent for the PIK Notes*

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## AUDITORS TO THE ISSUER AND HOLDINGS

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