

**BYLAWS
OF
ON SEMICONDUCTOR FOUNDATION**

an Arizona nonprofit corporation

I. CORPORATION ARTICLES

1.1. References to Articles. Any reference herein made to the Corporation's articles of incorporation, or articles, will be deemed to refer to ON Semiconductor Foundation's (the "Corporation's") articles of incorporation and all amendments thereto as at any given time on file with the Arizona Corporation Commission, together with any and all certificates filed by the Corporation with the Arizona Corporation Commission (or any successor to its functions) pursuant to applicable law.

1.2. Seniority. The articles and the Arizona Nonprofit Corporation Act will in all respects be considered senior and superior to these bylaws, with any inconsistency to be resolved in favor of the articles and such law, and with these bylaws to be deemed automatically amended from time to time to eliminate any such inconsistency which may then exist.

II. CORPORATION OFFICES

2.1. Known Place of Business. The known place of business of the Corporation in the State of Arizona shall be 5005 East McDowell Road, Phoenix, AZ, 85008, unless otherwise designated in the articles or in a written statement or document duly executed and filed with the Arizona Corporation Commission. The Corporation may have such other offices, either within or without the State of Arizona, as the board of directors of the Corporation ("Board" or "Board of Directors") may designate or as the business of the Corporation may require from time to time.

2.2. Change Thereof. The Board of Directors may change the Corporation's known place of business or its statutory agent from time to time by filing a statement with the Arizona Corporation Commission pursuant to applicable law.

III. MEMBERS

The Corporation shall have no members. The affairs of the Corporation shall be administered by the Board of Directors.

IV. BOARD OF DIRECTORS

4.1. Directors. The Board of Directors shall be comprised of not less than three (3) and not more than nine (9) directors ("Directors") with the actual number of Directors at any time being established by the Board. Directors will give consideration to the Corporation's commitment to diversity in electing new Directors. Directors shall have general powers to manage and direct the activities of the Corporation. Each Director shall have one equal vote.

The Board shall be comprised of two classes of Directors: Class A Directors, and Class B Directors. The Board shall be comprised at all times of not less than two (2) and not more than five (5) Class B Directors. All other Directors shall be Class A Directors. The President shall be an *ex officio* Class A Director with all of the rights, duties, and privileges of a Director, including voting rights, so long as such individual remains the President. All other Directors shall be elected by a majority of all Directors in office when the action is taken and designated as either a Class A Director or a Class B Director at the time of such Director's election.

The term of a Director shall be (2) two years, except in those instances in which a Director may be elected for a shorter term to fill the unexpired term of a Director who resigns or otherwise vacates his or her position. Directors' terms shall be staggered so that approximately one-half of the terms expire each year.

A Class A Director may serve unlimited terms as a Class A Director. A person who has served as a Class B Director may be elected as a Class A Director only if such person would otherwise be eligible to be elected as a Class B Director at such time.

A Class B Director may serve unlimited terms; provided, however, that once a Class B Director has served one (1) full term (i.e., not including any shorter term to fill a prior Director's unexpired term), such Class B Director shall be ineligible for immediate re-election to the Board, either as a Class A Director or as a Class B Director, for at least one (1) year after the end of such Class B Director's full term. So long as a person is not a Director for at least one (1) year after serving one full two (2) year term as a Class B Director, the person may be elected to serve as either a Class A Director or as a Class B Director. Notwithstanding the foregoing, the Initial Class B Directors whose terms end December 31, 2020 as set forth in Section 4.2, below, are eligible for immediate reelection to the Board, either as a Class A Director or a Class B Director. Conversely, the Initial Class B Directors whose term ends Dec 31, 2021 as set forth in Section 4.2, below, are ineligible for reelection to the Board (either as a Class A Director or as a Class B Director) until January 1, 2023.

4.2 Terms of Initial Directors. The terms of the initial Directors shall expire as follows: (i) Kelly H. Neagle (Class A), Theresa Haywood-McCarley (Class A), Jeff Mendiola (Class B), and Brigitte Scheldewaert (Class B), December 31, 2020; (ii) Jelena Madic (Class A), Dongjin Kim (Class B), and Kimberly Appleton (Class B), December 31, 2021; and (iii) Keenan Evans shall be a Class A Director for so long as he shall serve as President.

4.3 Regular Meetings. A regular annual meeting of the Board of Directors is to be held at the time and place fixed by the Board. Additional regular meetings may be held at regular intervals at such places and at such times as fixed by the Board of Directors.

4.4 Special Meetings. Special meetings of the Board of Directors may be held whenever and wherever called for by the President or the number of Directors that would be required to constitute a quorum.

4.5 Notices. No notice need be given of regular meetings of the Board of Directors. Written notice of the time and place (but not necessarily the purpose or all of the purposes) of any special meeting will be given to each Director in person or via mail, electronic mail, or facsimile

addressed to him or her at his or her latest address or facsimile number appearing on the Corporation's records. Notice to any Director of any such special meeting will be deemed given sufficiently in advance when (i) if given by the United States Postal Service, the same is deposited in the mail, with first class or airmail postage prepaid, at least five days before the meeting date, (ii) if personally delivered or delivered by electronic mail, the same is transmitted at least two days before the meeting date, or (iii) if given by facsimile, the same is transmitted and electronic confirmation of successful transmission is received at least two days prior to the convening of the meeting. Any Director may waive call or notice of any meeting (and any adjournment thereof) at any time before, during, or after the meeting is held. Attendance of a Director at any meeting will automatically evidence his or her waiver of call and notice of such meeting (and any adjournment thereof) unless he or she is attending the meeting for the express purpose of objecting to the transaction of business because the meeting has not been properly called or noticed. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance.

4.6 Quorum. A quorum for the transaction of business at any meeting or adjourned meeting of the Board of Directors will consist of a majority of all Directors in office when the action is taken. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

4.7 Voting. Any matter submitted to a meeting of the Board of Directors will be resolved by the affirmative vote of a majority of all Directors in office when the action is taken.

4.8 Committees. The Board of Directors, from time to time, by a majority of all Directors in office when the action is taken, may appoint standing or temporary committees, and vest such committees with such powers as the Board may determine; provided, however, that such committees shall not have authority to: (i) authorize distributions; (ii) fill vacancies on the Board of Directors or any committee of the Board of Directors; (iii) amend or repeal the articles or the bylaws, or adopt new articles or bylaws; or (iv) fix compensation of any Director. A member of any committee may be removed, with or without cause, by a majority of all Directors in office when the action is taken. In the event any vacancy occurs in a committee, it shall be filled by a majority of all Directors in office when the action is taken.

4.9 Presumption of Assent. A Director who is present at a meeting of the Board of Directors or a meeting of any committee at which action is taken on any matter will be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting or unless he or she files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof. A right to dissent will not be available to a Director who voted in favor of the action.

4.10 Compensation. No Director shall receive or be entitled to receive any compensation from the Corporation by reason of serving on the Board of Directors. Notwithstanding the foregoing, a Director may be reimbursed for reasonable expenses, if any, incurred by the Director on behalf of the Corporation.

4.11 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all Directors or committee members, as the case may be, consent thereto in writing. Such consent shall have the same effect as a unanimous vote of the Directors or committee members of the Corporation at a meeting duly called and noticed.

4.12 Meetings by Conference Telephone. Any member of the Board of Directors or a committee thereof may participate in any meeting of the Board or such committee by means of a conference telephone or similar communication equipment whereby all members participating in such meeting can hear one another. Such participation shall constitute attendance in person, unless otherwise stated as provided in Section 4.5 above.

4.13 Removal From the Board of Directors. Any Director may be removed by a majority of the remaining Directors in office when the action is taken; provided, however, that any removal of the President as a Class A Director shall also be deemed to include the removal of such individual from the office of President.

V. OFFICERS - GENERAL

5.1. Elections and Appointments. The Board of Directors shall elect or appoint a President, any number of Vice-Presidents (including zero), a Secretary, and a Treasurer. A person elected or appointed to any office will continue to hold that office until such officer resigns pursuant to Section 7.1 or is removed pursuant to Section 5.2. Any two or more offices may be held by the same person.

5.2. Removal; Delegation of Duties. The Board of Directors may, whenever in their judgment the best interests of the Corporation will be served thereby, with or without cause, remove any officer or agent of the Corporation or temporarily delegate such officer's powers and duties to any other officer or to any Director; provided, however, that any removal of the President shall also be deemed to include the removal of such individual from the office of Class A Director.

5.3. Salaries. An officer may be paid reasonable compensation and shall be reimbursed for reasonable expenses, if any, incurred by such officer on behalf of the Corporation. Notwithstanding the foregoing, no salary or other compensation shall be paid to an individual serving as an officer of the Corporation who is also on the Board of Directors unless such compensation relates solely to such individual's capacity as an officer. The Corporation's Conflict of Interest Policy must be consulted and satisfied prior to compensation of an officer.

VI. SPECIFIC OFFICERS

6.1. President. The President will be the chief executive officer of the Corporation. The President will supervise the business and affairs of the Corporation, shall have the general superintendence of the affairs of the Corporation, shall preside at all meetings of the Corporation, including serving as Chair at any Board of Directors' meetings, and shall supervise the performance by all other officers of their respective duties, and shall have such other duties as may be determined by the Board, subject to the control of the Board of Directors. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the President will be

the proper officer to sign on behalf of the Corporation any agreement or other instrument of any significant importance to the Corporation.

6.2. Vice-President(s). In the absence of the President, a Vice-President (if any) may exercise any and all powers and perform all duties pertaining to the office of the President, or conferred or imposed upon the President by the Board of Directors. The Vice-President may also exercise any and all powers and perform all duties conferred or imposed upon the Vice-President by the Board.

6.3 Secretary. The Secretary will keep the minutes of meetings of the Board of Directors, the minutes of the meetings of any committee of the Board of Directors, all unanimous written consents of the Board of Directors and any committee of the Board of Directors, authenticate records, and will see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary will be custodian of the corporate seal, if any, and corporate records and, in general, will perform all duties incident to the office. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the Secretary and each assistant secretary will be a proper officer to impress the Corporation's seal, if any, on any instrument signed by the President, a Vice-President, or any other duly-authorized person, and to attest to the same.

6.4. Treasurer. The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and will cause all money and other valuable effects to be deposited in the name and to the credit of the Corporation in such depositories, subject to withdrawal in such manner, as may be designated by the Board of Directors. He or she will render to the President, and/or the Directors, at proper times an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for preparing and filing, or causing to be prepared and filed, such financial reports, financial statements, and returns, as may be required by law.

VII. RESIGNATIONS AND VACANCIES

7.1. Resignations. Any Director, committee member, or officer may resign from his or her office at any time by written notice delivered or addressed to the Corporation at its known place of business. Any such resignation will be effective upon its receipt by the Corporation unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

7.2. Vacancies. If the office of any Director, committee member, or officer becomes vacant by reason of his or her death, resignation, disqualification, removal, or otherwise, the provisions of Section 4.1, 4.8 or 5.1, as applicable, shall apply with respect to the selection of a successor to hold office for the unexpired term.

VIII. CONFLICTS OF INTEREST

The Corporation's Conflict of Interest Policy ("Policy") must be consulted and satisfied prior to entering into any transaction or arrangement covered by such Policy. The Directors and officers of the Corporation, among other persons addressed by such Policy, shall annually acknowledge such Policy.

IX. INDEMNIFICATION

The Corporation shall, to the full extent consistent with the Arizona Nonprofit Corporation Act and applicable federal law, indemnify the Directors, officers, employees, and/or agents of the Corporation with respect to liabilities and expenses arising out of any action, suit, or proceedings in which they become involved by reason of their affiliation with the Corporation. Nothing contained herein shall prevent the Corporation from obtaining appropriate liability insurance for any of the foregoing.

X. SEAL

The Board of Directors may provide for a seal of the Corporation that will have inscribed thereon the name of the Corporation, the state and year of its incorporation, and the words "Corporate Seal."

XI. AMENDMENTS


11.1. Bylaw Amendment. These bylaws may be altered, amended, supplemented, repealed, or temporarily or permanently suspended, in whole or in part, or new bylaws may be adopted, by two-thirds of all Directors in office when the action is taken, provided that at least ten (10) days' notice of the proposed action, together with a copy of any proposed amendment, is provided to the Directors.

11.2 Implied Amendment. Any action taken or authorized by the Board, which would be inconsistent with the bylaws then in effect, but which is taken or authorized by the affirmative vote of not less than the number of Directors required to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended, but only so far as necessary to permit the specific action so taken or authorized, provided that at least ten (10) days' notice of the proposed action, is provided to the Directors.

CERTIFICATION OF ADOPTION

I certify that I, Theresa Haywood-McCarley, am the Secretary of ON Semiconductor Foundation, an Arizona nonprofit corporation (the "Corporation"), and have been designated by the Board of Directors of the Corporation to act in that capacity. I also certify that the foregoing Bylaws have been adopted as the Bylaws of the Corporation by its Board of Directors by written consent in lieu of meeting, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED the 30 day of July, 2019.


Theresa Haywood-McCarley, Secretary