

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

(in millions, except per share data)

	Quarter Ended			Nine Months Ended	
	September 26, 2014	June 27, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Revenues	\$ 833.5	\$ 757.6	\$ 715.4	\$ 2,297.6	\$ 2,064.7
Cost of revenues	549.4	484.6	466.2	1,489.7	1,379.2
Gross profit	284.1	273.0	249.2	807.9	685.5
Gross margin	34.1 %	36.0 %	34.8 %	35.2 %	33.2 %
Operating expenses:					
Research and development	93.4	84.2	84.0	255.7	255.5
Selling and marketing	51.1	47.9	44.2	143.4	127.3
General and administrative	48.5	44.7	34.5	134.2	110.9
Amortization of acquisition-related intangible assets	23.4	10.4	8.2	42.0	24.8
Restructuring, asset impairments and other, net	10.1	4.1	11.0	20.0	11.1
Total operating expenses	226.5	191.3	181.9	595.3	529.6
Operating income	57.6	81.7	67.3	212.6	155.9
Other income (expense), net:					
Interest expense	(8.6)	(7.9)	(9.2)	(24.6)	(28.6)
Interest income	0.2	0.2	0.3	0.6	1.0
Other	(0.9)	(1.2)	(1.4)	(2.7)	3.6
Loss on debt exchange	—	—	—	—	(3.1)
Other income (expense), net	(9.3)	(8.9)	(10.3)	(26.7)	(27.1)
Income before income taxes	48.3	72.8	57.0	185.9	128.8
Income tax benefit (provision)	(6.3)	16.2	(4.2)	3.7	(4.0)
Net income	42.0	89.0	52.8	189.6	124.8
Less: Net income attributable to non- controlling interest	(0.4)	(1.0)	(1.0)	(1.6)	(2.7)
Net income attributable to ON Semiconductor Corporation	\$ 41.6	\$ 88.0	\$ 51.8	\$ 188.0	\$ 122.1
Net income per common share attributable to ON Semiconductor Corporation:					
Basic	\$ 0.09	\$ 0.20	\$ 0.12	\$ 0.43	\$ 0.27
Diluted	\$ 0.09	\$ 0.20	\$ 0.11	\$ 0.42	\$ 0.27
Weighted average common shares outstanding:					
Basic	440.7	441.1	449.3	440.7	449.8
Diluted	444.9	444.5	452.1	444.6	452.6

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

UNAUDITED CONSOLIDATED BALANCE SHEET

(in millions)

	<u>September 26, 2014</u>	<u>June 27, 2014</u>	<u>December 31, 2013</u>
Assets			
Cash and cash equivalents	\$ 492.1	\$ 598.9	\$ 509.5
Short-term investments	2.8	2.3	116.2
Receivables, net	488.7	437.3	383.4
Inventories	724.3	632.6	611.8
Other current assets	105.3	90.5	89.3
Total current assets	<u>1,813.2</u>	<u>1,761.6</u>	<u>1,710.2</u>
Property, plant and equipment, net	1,211.9	1,141.7	1,074.2
Goodwill	275.3	211.6	184.6
Intangible assets, net	480.4	245.5	223.4
Other assets	101.4	58.0	64.6
Total assets	<u>\$ 3,882.2</u>	<u>\$ 3,418.4</u>	<u>\$ 3,257.0</u>
Liabilities, Non-Controlling Interest and Stockholders' Equity			
Accounts payable	\$ 398.7	\$ 305.4	\$ 276.8
Accrued expenses	244.0	231.9	220.3
Deferred income on sales to distributors	167.0	162.6	140.5
Current portion of long-term debt	203.3	169.4	181.6
Total current liabilities	<u>1,013.0</u>	<u>869.3</u>	<u>819.2</u>
Long-term debt	980.3	735.5	760.6
Other long-term liabilities	214.6	174.1	190.4
Total liabilities	<u>2,207.9</u>	<u>1,778.9</u>	<u>1,770.2</u>
ON Semiconductor Corporation stockholders' equity:			
Common stock	5.2	5.2	5.2
Additional paid-in capital	3,269.0	3,250.6	3,210.8
Accumulated other comprehensive loss	(44.6)	(45.3)	(47.4)
Accumulated deficit	(954.1)	(995.7)	(1,142.1)
Less: treasury stock, at cost	(632.9)	(608.1)	(572.5)
Total ON Semiconductor Corporation stockholders' equity	<u>1,642.6</u>	<u>1,606.7</u>	<u>1,454.0</u>
Non-controlling interest in consolidated subsidiary	31.7	32.8	32.8
Total stockholders' equity	<u>1,674.3</u>	<u>1,639.5</u>	<u>1,486.8</u>
Total liabilities and equity	<u>\$ 3,882.2</u>	<u>\$ 3,418.4</u>	<u>\$ 3,257.0</u>

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
UNAUDITED RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA* AND
NET CASH PROVIDED BY OPERATING ACTIVITIES

(in millions)

	Quarter Ended			Nine Months Ended	
	September 26, 2014	June 27, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Net income	\$ 42.0	\$ 89.0	\$ 52.8	\$ 189.6	\$ 124.8
Adjusted for:					
Restructuring, asset impairments and other, net	10.1	4.1	11.0	20.0	11.1
Interest expense	8.6	7.9	9.2	24.6	28.6
Interest income	(0.2)	(0.2)	(0.3)	(0.6)	(1.0)
Loss on debt exchange	—	—	—	—	3.1
Income tax (benefit) provision	6.3	(16.2)	4.2	(3.7)	4.0
Net income attributable to non-controlling interest	(0.4)	(1.0)	(1.0)	(1.6)	(2.7)
Depreciation and amortization	74.5	57.9	52.9	184.8	156.5
Actuarial losses on pension plans and other pension benefits	—	—	—	—	13.6
Expensing of appraised inventory at fair market value step up	12.9	1.3	—	14.2	—
Third party acquisition related costs	4.0	3.7	—	8.0	—
Adjusted EBITDA*	157.8	146.5	128.8	435.3	338.0
Increase (decrease):					
Restructuring, asset impairments and other, net	(10.1)	(4.1)	(11.0)	(20.0)	(11.1)
Interest expense	(8.6)	(7.9)	(9.2)	(24.6)	(28.6)
Interest income	0.2	0.2	0.3	0.6	1.0
Income tax benefit (provision)	(6.3)	16.2	(4.2)	3.7	(4.0)
Net income attributable to non-controlling interest	0.4	1.0	1.0	1.6	2.7
Actuarial losses on pension plans and other pension benefits	—	—	—	—	(13.6)
Expensing of appraised inventory at fair market value step up	(12.9)	(1.3)	—	(14.2)	—
Third party acquisition related costs	(4.0)	(3.7)	—	(8.0)	—
(Gain) loss on sale or disposal of fixed assets	(0.3)	—	(0.5)	(0.6)	(7.6)
Amortization of debt issuance costs	0.3	0.4	0.3	1.0	0.9
Provision for excess inventories	9.6	4.7	5.8	21.1	45.7
Non-cash asset impairment charges	—	1.8	2.9	1.8	3.5
Non-cash share-based compensation expense	11.1	13.4	7.0	33.0	23.4
Non-cash interest	1.8	1.7	2.7	5.1	8.5
Non-cash foreign currency translation gain	—	—	—	—	(21.0)
Reversal of valuation allowance	(0.2)	(21.5)	—	(21.7)	—
Other	3.5	0.9	0.8	6.2	(5.7)
Changes in operating assets and liabilities	(50.0)	3.3	(64.8)	(101.5)	(131.8)
Net cash provided by operating activities	\$ 92.3	\$ 151.6	\$ 59.9	318.8	200.3

* Adjusted EBITDA represents net income before interest expense, interest income, provision for income taxes, depreciation and amortization expense and special items. We use the adjusted EBITDA measure for internal managerial evaluation purposes, as a means to evaluate period-to-period comparisons and as a performance metric for the vesting/releasing of certain of our

performance-based equity awards. Adjusted EBITDA is a non-GAAP financial measure. Regulation G and other provisions of the securities laws regulate the use of financial measures that are not prepared in accordance with generally accepted accounting principles. We believe this measure provides important supplemental information to investors. However, we do not, and you should not, rely on non-GAAP financial measures alone as measures of our performance.

We believe that non-GAAP financial measures reflect an additional way of viewing aspects of our operations that – when taken together with GAAP results and the reconciliations to corresponding GAAP financial measures that we also provide in our press releases – provide a more complete understanding of factors and trends affecting our business. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with non-GAAP financial measures used by our company or other companies, even if they have similar names.

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES

ANALYSIS OF GAAP VERSUS NON-GAAP DISCLOSURES

(in millions, except per share and percentage data)

	Quarter Ended			Nine Months Ended	
	September 26, 2014	June 27, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Reconciliation of GAAP gross profit to non-GAAP gross profit:					
GAAP gross profit	\$ 284.1	\$ 273.0	\$ 249.2	\$ 807.9	\$ 685.5
Special items:					
a) Actuarial (gains) losses on pension plans and other pension benefits	—	—	—	—	6.7
b) Expensing of appraised inventory at fair market value step up	12.9	1.3	—	14.2	—
Total special items	12.9	1.3	—	14.2	6.7
Non-GAAP gross profit	\$ 297.0	\$ 274.3	\$ 249.2	\$ 822.1	\$ 692.2
Reconciliation of GAAP gross margin to non-GAAP gross margin:					
GAAP gross margin	34.1 %	36.0 %	34.8 %	35.2 %	33.2 %
Special items:					
a) Actuarial (gains) losses on pension plans and other pension benefits	— %	— %	— %	— %	0.3 %
b) Expensing of appraised inventory at fair market value step up	1.5 %	0.2 %	— %	0.6 %	— %
Total special items	1.5 %	0.2 %	— %	0.6 %	0.3 %
Non-GAAP gross margin	35.6 %	36.2 %	34.8 %	35.8 %	33.5 %
Reconciliation of GAAP operating expenses to non-GAAP operating expenses:					
GAAP operating expenses	\$ 226.5	\$ 191.3	\$ 181.9	595.3	529.6
Special items:					
a) Amortization of acquisition related intangible assets	(23.4)	(10.4)	(8.2)	(42.0)	(24.8)
b) Actuarial gains (losses) on pension plans and other pension benefits	—	—	—	—	(6.9)
c) Restructuring, asset impairments and other, net	(10.1)	(4.1)	(11.0)	(20.0)	(11.1)
d) Third party acquisition related costs	(4.0)	(3.7)	—	(8.0)	—
Total special items	(37.5)	(18.2)	(19.2)	(70.0)	(42.8)
Non-GAAP operating expenses	\$ 189.0	\$ 173.1	\$ 162.7	\$ 525.3	\$ 486.8
Reconciliation of GAAP operating income to non-GAAP operating income:					
GAAP operating income	\$ 57.6	\$ 81.7	\$ 67.3	\$ 212.6	\$ 155.9
Special items:					
a) Actuarial (gains) losses on pension plans and other pension benefits (cost of revenues)	—	—	—	—	6.7
b) Expensing of appraised inventory at fair market value step up	12.9	1.3	—	14.2	—
c) Amortization of acquisition related intangible assets	23.4	10.4	8.2	42.0	24.8
d) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses)	—	—	—	—	6.9

e) Restructuring, asset impairments and other, net	10.1	4.1	11.0	20.0	11.1
f) Third party acquisition related costs	4.0	3.7	—	8.0	—
Total special items	50.4	19.5	19.2	84.2	49.5
Non-GAAP operating income	\$ 108.0	\$ 101.2	\$ 86.5	\$ 296.8	\$ 205.4
Reconciliation of GAAP operating margin to non-GAAP operating margin (operating income / revenues):					
GAAP operating margin	6.9 %	10.8 %	9.4 %	9.3 %	7.6 %
Special items:					
a) Actuarial (gains) losses on pension plans and other pension benefits (cost of revenues)	— %	— %	— %	— %	0.3 %
b) Expensing of appraised inventory at fair market value step up	1.5 %	0.2 %	— %	0.6 %	— %
c) Amortization of acquisition related intangible assets	2.8 %	1.4 %	1.1 %	1.8 %	1.2 %
d) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses)	— %	— %	— %	— %	0.3 %
e) Restructuring, asset impairments and other, net	1.2 %	0.5 %	1.5 %	0.9 %	0.5 %
f) Third party acquisition related costs	0.5 %	0.5 %	— %	0.3 %	— %
Total special items	6.0 %	2.6 %	2.7 %	3.7 %	2.4 %
Non-GAAP operating margin	13.0 %	13.4 %	12.1 %	12.9 %	9.9 %
Reconciliation of GAAP net income to non-GAAP net income:					
GAAP net income attributable to ON Semiconductor Corporation	\$ 41.6	\$ 88.0	\$ 51.8	\$ 188.0	\$ 122.1
Special items:					
a) Actuarial (gains) losses on pension plans and other pension benefits (cost of revenues)	—	—	—	—	6.7
b) Expensing of appraised inventory at fair market value step up	12.9	1.3	—	14.2	—
c) Amortization of acquisition related intangible assets (operating expenses)	23.4	10.4	8.2	42.0	24.8
d) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses)	—	—	—	—	6.9
e) Restructuring, asset impairments and other, net	10.1	4.1	11.0	20.0	11.1
f) Third party acquisition related costs	4.0	3.7	—	8.0	—
g) Loss on debt exchange	—	—	—	—	3.1
h) Non-cash interest on convertible notes	1.8	1.7	2.7	5.1	8.5
i) Adjustment to reflect cash taxes	(0.6)	(19.5)	1.7	(19.2)	(5.9)
Total special items	51.6	1.7	23.6	70.1	55.2
Non-GAAP net income	\$ 93.2	\$ 89.7	\$ 75.4	\$ 258.1	\$ 177.3
Non-GAAP net income per share:					
Basic	\$ 0.21	\$ 0.20	\$ 0.17	\$ 0.59	\$ 0.39
Diluted	\$ 0.21	\$ 0.20	\$ 0.17	\$ 0.58	\$ 0.39
Weighted average common shares outstanding:					
Basic	440.7	441.1	449.3	440.7	449.8
Diluted	444.9	444.5	452.1	444.6	452.6

Certain of the amounts in the above table may not total due to rounding of individual amounts.

Total share-based compensation expense, related to the company's stock options, restricted stock units, stock grant awards and employee stock purchase plan is included below.

	Quarter Ended			Nine Months Ended	
	September 26, 2014	June 27, 2014	September 27, 2013	September 26, 2014	September 27, 2013
Cost of revenues	\$ 1.7	\$ 1.7	\$ 1.3	\$ 4.8	\$ 3.8
Research and development	2.2	2.2	1.5	6.2	4.6
Selling and marketing	2.1	2.2	1.4	5.8	4.1
General and administrative	5.1	7.3	2.8	16.2	10.9
Total share-based compensation	\$ 11.1	\$ 13.4	\$ 7.0	\$ 33.0	\$ 23.4

Non-GAAP Measures

To supplement the consolidated financial results prepared under GAAP, ON Semiconductor uses non-GAAP measures which are adjusted from the most directly comparable GAAP results to exclude items related to the amortization of intangible assets, amortization of acquisition-related intangibles, expensing of appraised inventory fair market value step-up, inventory valuation adjustments, purchased in-process research and development expenses, restructuring, asset impairments and other, net, goodwill impairment charges, gains and losses on debt prepayment, non-cash interest expense, their related tax effects, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition related costs, and certain other special items, as necessary. Management does not consider these charges in evaluating the core operational activities of ON Semiconductor. Management uses these non-GAAP measures internally to make strategic decisions, forecast future results and evaluate ON Semiconductor's current performance. In addition, we believe that most analysts covering ON Semiconductor use the non-GAAP measures as well. Given management's and other relevant use of these non-GAAP measures, ON Semiconductor believes these measures are important to investors in understanding ON Semiconductor's current and future operating results as seen through the eyes of management. In addition, management believes these non-GAAP measures are useful to investors in enabling them to better assess changes in ON Semiconductor's core business across different time periods. These non-GAAP measures are not in accordance with or an alternative to GAAP financial data and may be different from non-GAAP measures used by other companies. Because non-GAAP financial measures are not standardized, it may not be possible to compare these financial measures with other companies' non-GAAP financial measures, even if they have similar names.

Non-GAAP Gross Profit and Gross Margin

The use of non-GAAP gross profit and gross margin allows management to evaluate, among other things, the gross margin and gross profit of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, expensing of appraised inventory fair market value step-up and amortization of intangible assets. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets, obtaining targets, and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of revenue of ON Semiconductor's core businesses.

Non-GAAP Operating Profit and Operating Margin

The use of non-GAAP operating profit and operating margin allows management to evaluate, among other things, the operating margin and operating profit of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, expensing of appraised inventory fair market value step-up, amortization of intangible assets, third party acquisition related costs, and restructuring charges. In addition, it is an important component of management's internal performance measurement and incentive and reward process as it is used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets, obtaining targets, and forecasting future results. Management presents this non-GAAP financial measure to enable investors and analysts to evaluate our revenue generation performance relative to the direct costs of operations of ON Semiconductor's core businesses.

Non-GAAP Net Income and Net Income Per Share

The use of non-GAAP net income and net income per share allows management to evaluate the operating results of ON Semiconductor's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including, generally speaking, the amortization of intangible assets, amortization of acquisition-related intangibles, expensing of appraised inventory fair market value step-up, purchased in-process research and development expenses, restructuring, asset impairments and other, net, goodwill impairment charges, gains and losses on debt prepayment, non-cash interest expense, their related tax effects, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition related costs, and certain other special items, as necessary. In addition, they are important components of management's internal performance measurement and incentive and reward process as they are used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets, obtaining targets, and forecasting future results. Management presents these non-GAAP financial measures to enable investors and analysts to understand the results of operations of ON Semiconductor's core businesses and, to the extent comparable, to compare our results of operations on a more consistent basis against that of other companies in our industry.

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