



ON Semiconductor®

ON SEMICONDUCTOR Q1 2010 BUSINESS OUTLOOK			
	GAAP	Special Items ***	Non-GAAP****
Revenue	\$515 to \$525 million		\$515 to \$525 million
Gross Margin	40.0% to 41.0%	\$3 million	40.5% to 41.5%
Operating Expenses	\$132 to \$136 million	\$10 million	\$122 to \$126 million
Net Interest Expense / Other Expenses	\$10 to \$11 million		\$10 to \$11 million
Convertible Notes, Non-cash Interest Expense*	\$9 million	\$9 million	\$0 million
Tax	\$4 million		\$4 million
Fully Diluted Share Count **	445 million		445 million

* Convertible Notes, Non-cash Interest Expense are included in FASB's Accounting Standards Codification ("ASC") Topic 470 Debt.

** Fully diluted share count can vary for among other things, the actual exercise of options or restricted stock units, the incremental dilutive shares from all of the company's convertible senior subordinated notes, and the repurchase or the issuance of stock or the sale of treasury shares. Please refer to the table on our website for potential changes to the Fully Diluted Share Count.

*** Special Items can include: restructuring, asset impairments and other, net; expensing of appraised inventory fair market value (FMV) step up; amortization of intangibles; goodwill impairments; income tax adjustments to approximate cash taxes; non-cash interest expense and certain other special items as necessary.

**** 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 these non-GAAP measures provide important supplemental information to investors. We use these measures, together with GAAP measures, for internal managerial purposes and as a means to evaluate period-to-period comparisons. 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 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 other companies' non-GAAP financial measures, even if they have similar names.