

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS

(in millions, except per share data)

	Quarter Ended			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
Revenue	\$ 1,455.9	\$ 1,377.6	\$ 1,338.0	\$ 2,833.5	\$ 2,774.7
Cost of revenue (exclusive of amortization shown below)	900.9	860.2	846.0	1,761.1	1,779.6
Gross profit	555.0	517.4	492.0	1,072.4	995.1
Gross margin	38.1%	37.6%	36.8%	37.8%	35.9%
Operating expenses:					
Research and development	167.1	155.2	145.6	322.3	285.7
Selling and marketing	81.7	77.8	79.5	159.5	157.0
General and administrative	74.6	70.9	76.6	145.5	145.0
Amortization of acquisition-related intangible assets	27.9	27.4	28.6	55.3	57.7
Restructuring, asset impairments and other, net	3.2	0.4	5.9	3.6	6.4
Goodwill and intangible asset impairment	3.3	—	1.8	3.3	6.2
Total operating expenses	357.8	331.7	338.0	689.5	658.0
Operating income	197.2	185.7	154.0	382.9	337.1
Other income (expense), net:					
Interest expense	(32.6)	(31.5)	(34.7)	(64.1)	(73.1)
Interest income	1.1	0.9	0.5	2.0	1.1
Loss on debt refinancing and prepayment	(4.0)	—	—	(4.0)	(26.2)
Gain on divestiture of business	4.6	—	—	4.6	—
Licensing income	28.1	3.8	23.9	31.9	23.9
Other expense	(1.0)	(2.0)	(0.5)	(3.0)	(4.6)
Other income (expense), net	(3.8)	(28.8)	(10.8)	(32.6)	(78.9)
Income before income taxes	193.4	156.9	143.2	350.3	258.2
Income tax provision	(37.1)	(16.4)	(48.8)	(53.5)	(85.1)
Net income	156.3	140.5	94.4	296.8	173.1
Less: Net income attributable to non-controlling interest	(1.0)	(0.9)	(0.5)	(1.9)	(1.0)
Net income attributable to ON Semiconductor Corporation	\$ 155.3	\$ 139.6	\$ 93.9	\$ 294.9	\$ 172.1
Net income per common share attributable to ON Semiconductor Corporation:					
Basic	\$ 0.36	\$ 0.33	\$ 0.22	\$ 0.69	\$ 0.41
Diluted	\$ 0.35	\$ 0.31	\$ 0.22	\$ 0.66	\$ 0.40
Weighted average common shares outstanding:					
Basic	427.0	425.9	420.8	426.5	420.4
Diluted	444.3	444.2	425.9	444.4	426.0

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
UNAUDITED CONSOLIDATED BALANCE SHEETS

(in millions)

	June 29, 2018	March 30, 2018	December 31, 2017
Assets			
Cash and cash equivalents	\$ 850.2	\$ 924.9	\$ 949.2
Receivables, net	698.8	696.9	701.5
Inventories	1,204.4	1,160.0	1,089.5
Other current assets	173.6	185.2	193.0
Total current assets	2,927.0	2,967.0	2,933.2
Property, plant and equipment, net	2,387.2	2,336.4	2,279.1
Goodwill	928.8	916.9	916.9
Intangible assets, net	627.9	600.9	628.3
Deferred tax assets	298.9	333.3	339.1
Other assets	127.5	108.6	98.5
Total assets	<u>\$ 7,297.3</u>	<u>\$ 7,263.1</u>	<u>\$ 7,195.1</u>
Liabilities, Non-Controlling Interest and Stockholders' Equity			
Accounts payable	\$ 584.7	\$ 612.0	\$ 548.0
Accrued expenses	563.9	585.8	612.8
Current portion of long-term debt	746.4	747.2	248.1
Total current liabilities	1,895.0	1,945.0	1,408.9
Long-term debt	2,020.4	2,084.4	2,703.7
Deferred tax liabilities	63.6	57.1	55.1
Other long-term liabilities	221.5	225.1	226.4
Total liabilities	4,200.5	4,311.6	4,394.1
ON Semiconductor Corporation stockholders' equity:			
Common stock	5.6	5.5	5.5
Additional paid-in capital	3,646.1	3,615.5	3,593.5
Accumulated other comprehensive loss	(34.9)	(34.4)	(40.6)
Accumulated earnings	646.9	491.7	351.5
Less: Treasury stock, at cost	(1,191.0)	(1,149.9)	(1,131.1)
Total ON Semiconductor Corporation stockholders' equity	3,072.7	2,928.4	2,778.8
Non-controlling interest in consolidated subsidiary	24.1	23.1	22.2
Total stockholders' equity	3,096.8	2,951.5	2,801.0
Total liabilities and stockholders' equity	<u>\$ 7,297.3</u>	<u>\$ 7,263.1</u>	<u>\$ 7,195.1</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			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
Net income	\$ 156.3	\$ 140.5	\$ 94.4	\$ 296.8	\$ 173.1
Adjusted for:					
Licensing income	(28.1)	(3.8)	(23.9)	(31.9)	(23.9)
R&D costs related to licensing income	3.7	2.8	4.1	6.5	4.1
Restructuring, asset impairments and other, net	3.2	0.4	5.9	3.6	6.4
Goodwill and intangible asset impairment	3.3	—	1.8	3.3	6.2
Interest expense	32.6	31.5	34.7	64.1	73.1
Interest income	(1.1)	(0.9)	(0.5)	(2.0)	(1.1)
Loss on debt refinancing and prepayment	4.0	—	—	4.0	26.2
Income tax provision	37.1	16.4	48.8	53.5	85.1
Net income attributable to non-controlling interest	(1.0)	(0.9)	(0.5)	(1.9)	(1.0)
Depreciation and amortization	125.5	119.9	116.5	245.4	230.8
Amortization of fair market value step-up of inventory	0.2	—	1.3	0.2	11.1
Sell-through to sell-in adjustment	—	—	—	—	(59.0)
Gain on divestiture of business	(4.6)	—	—	(4.6)	—
Adjustment to contingent consideration	—	(2.1)	0.8	(2.1)	2.3
Third party acquisition and divestiture related costs	2.1	0.4	0.7	2.5	1.7
Adjusted EBITDA	333.2	304.2	284.1	637.4	535.1
Increase (decrease):					
Licensing income	28.1	3.8	23.9	31.9	23.9
R&D costs related to licensing income	(3.7)	(2.8)	(4.1)	(6.5)	(4.1)
Restructuring, asset impairments and other, net	(3.2)	(0.4)	(5.9)	(3.6)	(6.4)
Interest expense	(32.6)	(31.5)	(34.7)	(64.1)	(73.1)
Interest income	1.1	0.9	0.5	2.0	1.1
Income tax provision	(37.1)	(16.4)	(48.8)	(53.5)	(85.1)
Net income attributable to non-controlling interest	1.0	0.9	0.5	1.9	1.0
Amortization of fair market value step-up of inventory	(0.2)	—	(1.3)	(0.2)	(11.1)
Sell-through to sell-in adjustment	—	—	—	—	59.0
Adjustment to contingent consideration	—	2.1	(0.8)	2.1	(2.3)
Third party acquisition and divestiture related costs	(2.1)	(0.4)	(0.7)	(2.5)	(1.7)
Loss (gain) on sale or disposal of fixed assets	1.1	1.3	(1.1)	2.4	1.8
Amortization of debt discount and issuance costs	3.4	3.3	3.9	6.7	8.4
Payments for term debt modification	(1.1)	—	—	(1.1)	(2.4)
Write-down of excess inventories	14.4	9.4	21.4	23.8	35.6
Share-based compensation expense	23.1	18.4	20.8	41.5	35.9
Non-cash interest on convertible notes	8.9	8.7	8.6	17.6	13.3
Change in deferred taxes	35.7	7.5	21.0	43.2	57.2

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

(in millions)

	Quarter Ended			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
Other	0.2	(1.2)	0.5	(1.0)	2.0
Changes in operating assets and liabilities	(101.7)	(81.3)	45.4	(183.0)	(46.4)
Net cash provided by operating activities	<u>\$ 268.5</u>	<u>\$ 226.5</u>	<u>\$ 333.2</u>	<u>495.0</u>	<u>\$ 541.7</u>
Cash flows from investing activities:					
Purchases of property, plant and equipment	\$ (152.9)	\$ (99.5)	\$ (69.0)	\$ (252.4)	\$ (121.7)
Proceeds from sales of property, plant and equipment	0.4	5.6	1.6	6.0	1.8
Deposits made (utilized) for purchases of property, plant and equipment	(2.1)	(11.6)	1.3	(13.7)	1.1
Purchase of business, net of cash acquired	(70.7)	—	—	(70.7)	(0.8)
Proceeds from divestiture of business, net of cash transferred	5.6	—	—	5.6	—
Proceeds from repayment of note receivable	10.2	—	—	10.2	—
Equity method investment	(19.8)	—	—	(19.8)	—
Purchase of held-to-maturity securities	—	—	—	—	(1.6)
Net cash used in investing activities	<u>\$ (229.3)</u>	<u>\$ (105.5)</u>	<u>\$ (66.1)</u>	<u>\$ (334.8)</u>	<u>\$ (121.2)</u>
Cash flows from financing activities:					
Proceeds from issuance of common stock under the ESPP	6.9	\$ —	\$ 5.4	6.9	\$ 11.3
Proceeds from exercise of stock options	0.7	3.6	1.7	4.3	9.2
Payment of tax withholding for restricted shares	(1.1)	(18.8)	(0.6)	(19.9)	(13.6)
Repurchase of common stock	(40.0)	—	—	(40.0)	(25.0)
Proceeds from debt issuance	2.2	5.3	6.9	7.5	695.9
Repayment of long-term debt	(79.5)	(135.9)	(136.9)	(215.4)	(1,191.3)
Purchases of convertible note hedges	—	—	—	—	(144.7)
Proceeds from issuance of warrants	—	—	—	—	85.2
Payment of capital lease obligations	(2.1)	(1.1)	(1.1)	(3.2)	(6.5)
Net cash used in financing activities	<u>\$ (112.9)</u>	<u>\$ (146.9)</u>	<u>\$ (124.6)</u>	<u>\$ (259.8)</u>	<u>\$ (579.5)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	\$ (0.9)	\$ 1.6	\$ (0.1)	0.7	\$ 2.2
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>\$ (74.6)</u>	<u>\$ (24.3)</u>	<u>\$ 142.4</u>	<u>\$ (98.9)</u>	<u>\$ (156.8)</u>
Cash, cash equivalents and restricted cash, beginning of period	\$ 942.3	\$ 966.6	\$ 746.6	\$ 966.6	\$ 1,045.8
Cash, cash equivalents and restricted cash, end of	<u>\$ 867.7</u>	<u>\$ 942.3</u>	<u>\$ 889.0</u>	<u>\$ 867.7</u>	<u>\$ 889.0</u>

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
RECONCILIATION OF GAAP VERSUS NON-GAAP DISCLOSURES

(in millions, except per share and percentage data)

	Quarter Ended			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
Reconciliation of GAAP revenue to non-GAAP					
GAAP revenue	\$ 1,455.9	\$ 1,377.6	\$ 1,338.0	\$ 2,833.5	\$ 2,774.7
Special items:					
a) Sell-through to sell-in adjustment	—	—	—	—	(155.1)
Total special items	—	—	—	—	(155.1)
Non-GAAP revenue	\$ 1,455.9	\$ 1,377.6	\$ 1,338.0	\$ 2,833.5	\$ 2,619.6
Reconciliation of GAAP gross profit to non-GAAP gross profit:					
GAAP gross profit	\$ 555.0	\$ 517.4	\$ 492.0	\$ 1,072.4	\$ 995.1
Special items:					
a) Sell-through to sell-in adjustment	—	—	—	—	(59.0)
b) Expensing of appraised inventory at fair market value step-up	0.2	—	1.3	0.2	11.1
Total special items	0.2	—	1.3	0.2	(47.9)
Non-GAAP gross profit	\$ 555.2	\$ 517.4	\$ 493.3	\$ 1,072.6	\$ 947.2
Reconciliation of GAAP gross margin to non-GAAP gross margin:					
GAAP gross margin	38.1%	37.6%	36.8%	37.8%	35.9 %
Special items:					
a) Sell-through to sell-in adjustment	—%	—%	—%	—%	(0.1 %)
b) Expensing of appraised inventory at fair market value step-up	—%	—%	0.1%	—%	0.4 %
Total special items	—%	—%	0.1%	—%	0.3 %
Non-GAAP gross margin	38.1%	37.6%	36.9%	37.9%	36.2 %
Reconciliation of GAAP operating expenses to non-GAAP operating expenses:					
GAAP operating expenses	\$ 357.8	\$ 331.7	\$ 338.0	\$ 689.5	\$ 658.0
Special items:					
a) Amortization of acquisition-related intangible assets	(27.9)	(27.4)	(28.6)	(55.3)	(57.7)
b) Restructuring, asset impairments and other, net	(3.2)	(0.4)	(5.9)	(3.6)	(6.4)
c) Goodwill and intangible asset impairment	(3.3)	—	(1.8)	(3.3)	(6.2)
d) Third party acquisition and divestiture related costs	(2.1)	(0.4)	(0.7)	(2.5)	(1.7)
e) R&D costs related to licensing income	(3.7)	(2.8)	(4.1)	(6.5)	(4.1)
Total special items	(40.2)	(31.0)	(41.1)	(71.2)	(76.1)
Non-GAAP operating expenses	\$ 317.6	\$ 300.7	\$ 296.9	\$ 618.3	\$ 581.9
Reconciliation of GAAP operating income to non-GAAP operating income:					
GAAP operating income	\$ 197.2	\$ 185.7	\$ 154.0	\$ 382.9	\$ 337.1
Special items:					
a) Sell-through to sell-in adjustment	—	—	—	—	(59.0)
b) Expensing of appraised inventory at fair market value step-up	0.2	—	1.3	0.2	11.1
c) Amortization of acquisition-related intangible assets	27.9	27.4	28.6	55.3	57.7

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
RECONCILIATION OF GAAP VERSUS NON-GAAP DISCLOSURES (Continued)

(in millions, except per share and percentage data)

	Quarter Ended			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
d) Restructuring, asset impairments and other, net	3.2	0.4	5.9	3.6	6.4
e) Goodwill and intangible asset impairment	3.3	—	1.8	3.3	6.2
f) Third party acquisition and divestiture related	2.1	0.4	0.7	2.5	1.7
g) R&D costs related to licensing income	3.7	2.8	4.1	6.5	4.1
Total special items	40.4	31.0	42.4	71.4	28.2
Non-GAAP operating income	\$ 237.6	\$ 216.7	\$ 196.4	\$ 454.3	\$ 365.3
Reconciliation of GAAP operating margin to non-GAAP operating margin (operating income /					
GAAP operating margin	13.5%	13.5%	11.5%	13.5%	12.1 %
Special items:					
a) Sell-through to sell-in adjustment	—%	—%	—%	—%	(1.3 %)
b) Expensing of appraised inventory at fair market value step-up	—%	—%	0.1%	—%	0.4 %
c) Amortization of acquisition-related intangible assets	1.9%	2.0%	2.1%	2.0%	2.1 %
d) Restructuring, asset impairments and other, net	0.2%	—%	0.4%	0.1%	0.2 %
e) Goodwill and intangible asset impairment	0.2%	—%	0.1%	0.1%	0.2 %
f) Third party acquisition and divestiture related costs	0.1%	—%	0.1%	0.1%	0.1 %
g) R&D costs related to licensing income	0.3%	0.2%	0.3%	0.2%	0.1 %
Total special items	2.8%	2.2%	3.2%	2.5%	1.8 %
Non-GAAP operating margin	16.3%	15.7%	14.7%	16.0%	13.9 %
Reconciliation of GAAP income before income taxes to non-GAAP income before income taxes:					
GAAP income before income taxes	\$ 193.4	\$ 156.9	\$ 143.2	\$ 350.3	\$ 258.2
Special items:					
a) Sell-through to sell-in adjustment	—	—	—	—	(59.0)
b) Expensing of appraised inventory at fair market value step-up	0.2	—	1.3	0.2	11.1
c) Amortization of acquisition-related intangible assets	27.9	27.4	28.6	55.3	57.7
d) Restructuring, asset impairments and other, net	3.2	0.4	5.9	3.6	6.4
e) Goodwill and intangible asset impairment	3.3	—	1.8	3.3	6.2
f) Third party acquisition and divestiture related costs	2.1	0.4	0.7	2.5	1.7
g) R&D costs related to licensing income	3.7	2.8	4.1	6.5	4.1
h) Loss on debt refinancing and prepayment	4.0	—	—	4.0	26.2
i) Non-cash interest on convertible notes	8.9	8.7	8.6	17.6	13.3
j) Adjustment to contingent consideration	—	(2.1)	0.8	(2.1)	2.3
k) Licensing income	(28.1)	(3.8)	(23.9)	(31.9)	(23.9)
l) Gain on divestiture of business	(4.6)	—	—	(4.6)	—
Total special items	20.6	33.8	27.9	54.4	46.1
Non-GAAP income before income taxes	\$ 214.0	\$ 190.7	\$ 171.1	\$ 404.7	\$ 304.3
Reconciliation of GAAP net income to non-GAAP net income:					

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
RECONCILIATION OF GAAP VERSUS NON-GAAP DISCLOSURES (Continued)

(in millions, except per share and percentage data)

	Quarter Ended			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
GAAP net income attributable to ON Semiconductor Corporation	\$ 155.3	\$ 139.6	\$ 93.9	\$ 294.9	\$ 172.1
Special items:					
a) Sell-through to sell-in adjustment	—	—	—	—	(59.0)
b) Expensing of appraised inventory at fair market value step-up	0.2	—	1.3	0.2	11.1
c) Amortization of acquisition-related intangible assets	27.9	27.4	28.6	55.3	57.7
d) Restructuring, asset impairments and other, net	3.2	0.4	5.9	3.6	6.4
e) Goodwill and intangible asset impairment	3.3	—	1.8	3.3	6.2
f) Third party acquisition and divestiture related costs	2.1	0.4	0.7	2.5	1.7
g) R&D costs related to licensing income	3.7	2.8	4.1	6.5	4.1
h) Loss on debt refinancing and prepayment	4.0	—	—	4.0	26.2
i) Non-cash interest on convertible notes	8.9	8.7	8.6	17.6	13.3
j) Adjustment to contingent consideration	—	(2.1)	0.8	(2.1)	2.3
k) Licensing income	(28.1)	(3.8)	(23.9)	(31.9)	(23.9)
l) Gain on divestiture of business	(4.6)	—	—	(4.6)	—
m) Adjustment of income taxes	23.8	(2.7)	31.7	21.1	49.6
Total special items	44.4	31.1	59.6	75.5	95.7
Non-GAAP net income attributable to ON Semiconductor Corporation	\$ 199.7	\$ 170.7	\$ 153.5	\$ 370.4	\$ 267.8
Adjustment of income taxes:					
Tax adjustment for Special Items (1)	\$ (4.3)	\$ (7.1)	\$ (9.8)	\$ (11.4)	\$ (16.1)
Other non-GAAP tax adjustment (2)	28.1	4.4	41.5	32.5	65.7
Total	\$ 23.8	\$ (2.7)	\$ 31.7	\$ 21.1	\$ 49.6
Reconciliation of GAAP diluted share count to non-GAAP diluted share count:					
GAAP diluted share count	444.3	444.2	425.9	444.4	426.0
Special items:					
a) Dilutive share count attributable to convertible notes	(12.7)	(12.6)	—	(12.7)	—
Total special items	(12.7)	(12.6)	—	(12.7)	—
Non-GAAP diluted share count	431.6	431.6	425.9	431.7	426.0
Non-GAAP diluted earnings per share:					
Non-GAAP net income attributable to ON Semiconductor Corporation	\$ 199.7	\$ 170.7	\$ 153.5	\$ 370.4	\$ 267.8
Non-GAAP diluted share count	431.6	431.6	425.9	431.7	426.0
Non-GAAP diluted earnings per share	\$ 0.46	\$ 0.40	\$ 0.36	\$ 0.86	\$ 0.63
Reconciliation of net cash provided by operating activities to free cash flow:					
Net cash provided by operating activities	\$ 268.5	\$ 226.5	\$ 333.2	\$ 495.0	\$ 541.7
Special items:					
a) Purchases of property, plant and equipment	(152.9)	(99.5)	(69.0)	(252.4)	(121.7)
Total special items	(152.9)	(99.5)	(69.0)	(252.4)	(121.7)

ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES
RECONCILIATION OF GAAP VERSUS NON-GAAP DISCLOSURES (Continued)

(in millions, except per share and percentage data)

	Quarter Ended			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
Free cash flow	\$ 115.6	\$ 127.0	\$ 264.2	\$ 242.6	\$ 420.0

- (1) Tax impact of non-GAAP Special Items (a) - (l) is calculated using the federal statutory rate of 21%, 21% and 35% for the quarters and six months ended June 29, 2018, March 30, 2018, and June 30, 2017, respectively.
- (2) The income tax adjustment primarily represents the use of the net operating loss, non-cash impact of not asserting indefinite reinvestment on earnings of our foreign subsidiaries, deferred tax expense not affecting taxes payable, and non-cash expense (benefit) related to uncertain tax positions.

Certain of the amounts in the above tables 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			Six Months Ended	
	June 29, 2018	March 30, 2018	June 30, 2017	June 29, 2018	June 30, 2017
Cost of revenue	\$ 1.8	\$ 1.6	\$ 1.5	\$ 3.4	\$ 3.0
Research and development	4.0	3.2	3.5	7.2	6.4
Selling and marketing	4.0	3.2	3.2	7.2	6.0
General and administrative	13.3	10.4	12.6	23.7	20.5
Total share-based compensation expense	\$ 23.1	\$ 18.4	\$ 20.8	\$ 41.5	\$ 35.9

NON-GAAP MEASURES

To supplement the consolidated financial results prepared in accordance with GAAP, ON Semiconductor uses certain non-GAAP measures, which are adjusted from the most directly comparable GAAP measures 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, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition and divestiture related costs, tax impact of these items and certain other non-recurring items, as necessary. Management does not consider the effects of these items 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 to evaluate ON Semiconductor's performance. 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 prepared in accordance with, and should not be considered alternatives or necessarily superior 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.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure that 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/release of certain of our performance-based equity awards. SEC Regulation G and other federal 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.

Non-GAAP Revenue

The use of non-GAAP revenue allows management to evaluate, among other things, the revenue from the Company's core businesses and trends across different reporting periods on a consistent basis, independent of special items such as the impact of the change in revenue recognition on distributor sales implemented in the first quarter of 2017. In addition, non-GAAP Revenue 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 and 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 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 the impact from the change in revenue recognition on distributor sales. 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 and 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 Income and Operating Margin

The use of non-GAAP operating income and operating margin allows management to evaluate, among other things, the operating margin and operating income 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, the impact from the change in revenue recognition on distributor sales, amortization and

NON-GAAP MEASURES (Continued)

impairments of intangible assets, third party acquisition and divestiture related costs, restructuring charges and certain other special items as necessary. 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 and 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 Attributable to ON Semiconductor and Diluted Earnings Per Share

The use of non-GAAP net income attributable to ON Semiconductor and diluted earnings 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, the amortization and impairments of intangible assets, expensing of appraised inventory fair market value step-up, the impact from the change in revenue recognition on distributor sales, restructuring, gains and losses on debt prepayment, non-cash interest expense, actuarial (gains) losses on pension plans and other pension benefits, third party acquisition and divestiture related costs, tax impact of these items and other non-GAAP adjustments and certain other special items, as necessary. In addition, these items 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 and for strategic decision making, preparing budgets, setting 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.

Free Cash Flow

The use of free cash flow allows management to evaluate, among other things, the ability of the Company to make interest or principal payments on its debt. Free cash flow is defined as the difference between cash flow from operating activities and capital expenditures disclosed under investing activities in the consolidated statement of cash flows. Free cash flow is not an alternate to cash flow from operating activities as a measure of liquidity. 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 and 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.

Diluted Share Count

In periods when the quarterly average stock price per share exceeds \$18.50, the non-GAAP diluted share count includes the anti-dilutive impact of the Company's hedge transactions issued concurrently with the 1.00% convertible notes. As such, at an average stock price per share between \$18.50 and \$25.96, the hedging activity offsets the potentially dilutive effect of the 1.00% convertible notes.

In periods when the quarterly average stock price per share exceeds \$20.72, the non-GAAP diluted share count includes the anti-dilutive impact of the Company's hedge transactions issued concurrently with the 1.625% convertible notes. As such, at an average stock price per share between \$20.72 and \$30.70, the hedging activity offsets the potentially dilutive effect of the 1.625% convertible notes.