

**ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS**

(in millions, except per share data)

	Quarter Ended			Year Ended	
	December 31, 2012	September 28, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Revenues	\$ 680.2	\$ 725.5	\$ 767.9	\$ 2,894.9	\$ 3,442.3
Cost of revenues	469.8	487.5	528.7	1,943.0	2,433.5
Gross profit	210.4	238.0	239.2	951.9	1,008.8
Gross margin	30.9%	32.8%	31.1%	32.9%	29.3%
Operating expenses:					
Research and development	88.2	90.1	90.7	367.5	362.5
Selling and marketing	44.1	44.2	46.1	180.9	195.1
General and administrative	40.9	36.8	41.1	160.6	192.4
Amortization of acquisition-related intangible assets	11.1	11.1	11.0	44.4	42.7
Restructuring, asset impairments and other, net	108.0	11.2	19.8	165.3	102.7
Goodwill and intangible asset impairment	49.5	—	—	49.5	—
Total operating expenses	341.8	193.4	208.7	968.2	895.4
Operating income (loss)	(131.4)	44.6	30.5	(16.3)	113.4
Other income (expenses), net:					
Interest expense	(12.7)	(13.6)	(16.4)	(56.1)	(68.9)
Interest income	0.4	0.3	0.3	1.5	1.1
Other	2.4	(3.6)	(2.3)	5.8	(8.9)
Loss on debt repurchase or exchange	—	(7.8)	(17.9)	(7.8)	(23.2)
Gain on SANYO Semiconductor acquisition	—	—	—	—	24.3
Other income (expenses), net	(9.9)	(24.7)	(36.3)	(56.6)	(75.6)
Income (loss) before income taxes	(141.3)	19.9	(5.8)	(72.9)	37.8
Income tax benefit (provision)	4.4	(6.5)	(1.6)	(13.4)	(22.9)
Net income (loss)	(136.9)	13.4	(7.4)	(86.3)	14.9
Less: Net income attributable to non-controlling interest	(1.3)	(0.9)	(1.4)	(4.3)	(3.3)
Net income (loss) attributable to ON Semiconductor Corporation	\$ (138.2)	\$ 12.5	\$ (8.8)	\$ (90.6)	\$ 11.6
Net income (loss) per common share attributable to ON Semiconductor Corporation:					
Basic	\$ (0.31)	\$ 0.03	\$ (0.02)	\$ (0.20)	\$ 0.03
Diluted	\$ (0.31)	\$ 0.03	\$ (0.02)	\$ (0.20)	\$ 0.03
Weighted average common shares outstanding:					
Basic	448.6	454.6	450.4	452.6	446.7
Diluted	448.6	456.2	450.4	452.6	457.2

**ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**

**UNAUDITED CONSOLIDATED BALANCE SHEET**

(in millions)

	<u>December 31, 2012</u>	<u>September 28, 2012</u>	<u>December 31, 2011</u>
<b>Assets</b>			
Cash and cash equivalents	\$ 486.9	\$ 421.4	\$ 652.9
Short-term investments	144.8	221.6	248.6
Receivables, net	357.8	415.4	457.2
Inventories	581.7	644.3	637.4
Other current assets	111.7	121.9	121.6
Deferred income taxes	10.5	10.4	10.0
Total current assets	<u>1,693.4</u>	<u>1,835.0</u>	<u>2,127.7</u>
Property, plant and equipment, net	1,103.3	1,231.6	1,109.5
Deferred income taxes	31.2	34.6	34.2
Goodwill	184.6	198.7	198.7
Intangible assets, net	257.0	303.9	337.2
Other assets	58.9	66.1	76.2
Total assets	<u>\$ 3,328.4</u>	<u>\$ 3,669.9</u>	<u>\$ 3,883.5</u>
<b>Liabilities, Non-Controlling Interest and Stockholders' Equity</b>			
Accounts payable	\$ 279.5	\$ 349.9	\$ 451.8
Accrued expenses	228.3	248.7	239.8
Income taxes payable	4.9	6.2	7.5
Accrued interest	0.6	4.1	0.7
Deferred income on sales to distributors	134.5	149.9	172.0
Deferred income taxes	22.9	33.9	33.6
Current portion of long-term debt	353.6	260.9	370.1
Total current liabilities	<u>1,024.3</u>	<u>1,053.6</u>	<u>1,275.5</u>
Long-term debt	658.3	802.5	836.9
Other long-term liabilities	232.2	252.8	260.1
Deferred income taxes	22.9	21.4	17.5
Total liabilities	<u>1,937.7</u>	<u>2,130.3</u>	<u>2,390.0</u>
ON Semiconductor Corporation stockholders' equity:			
Common stock	5.1	5.1	5.0
Additional paid-in capital	3,156.4	3,143.2	3,113.5
Accumulated other comprehensive loss	(41.1)	(45.2)	(46.7)
Accumulated deficit	(1,292.9)	(1,154.7)	(1,202.3)
Less: treasury stock, at cost	(466.4)	(437.1)	(401.3)
Total ON Semiconductor Corporation stockholders' equity	<u>1,361.1</u>	<u>1,511.3</u>	<u>1,468.2</u>
Non-controlling interest in consolidated subsidiary	29.6	28.3	25.3
Total equity	<u>1,390.7</u>	<u>1,539.6</u>	<u>1,493.5</u>
Total liabilities and equity	<u>\$ 3,328.4</u>	<u>\$ 3,669.9</u>	<u>\$ 3,883.5</u>

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

(in millions)

	Quarter Ended			Year Ended	
	December 31, 2012	September 28, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Net income (loss)	\$ (136.9)	\$ 13.4	\$ (7.4)	(86.3)	14.9
Adjusted for:					
Restructuring, asset impairments and other, net	108.0	11.2	19.8	165.3	102.7
Goodwill and intangible asset impairment	49.5	—	—	49.5	—
Interest expense	12.7	13.6	16.4	56.1	68.9
Interest income	(0.4)	(0.3)	(0.3)	(1.5)	(1.1)
Loss on debt repurchase or exchange	—	7.8	17.9	7.8	23.2
Income tax provision (benefit)	(4.4)	6.5	1.6	13.4	22.9
Net income attributable to non-controlling interest	(1.3)	(0.9)	(1.4)	(4.3)	(3.3)
Depreciation and amortization	60.9	61.3	62.6	243.6	229.4
Non-cash manufacturing expenses associated with favorable supply agreement	—	—	—	—	80.4
Gain on acquisition of SANYO Semiconductor	—	—	—	—	(24.3)
Actuarial losses on pension plans and other pension benefits	8.2	—	0.8	11.6	6.5
SANYO Semiconductor inventory item	—	3.1	—	8.0	41.5
SANYO Semiconductor purchase agreement amounts due from SANYO Electric	—	—	—	(2.2)	—
Thailand inventory write down	—	—	6.7	—	6.7
Expensing of appraised inventory fair market value step up	—	—	5.3	—	58.3
Adjusted EBITDA*	96.3	115.7	122.0	461.0	626.7
Increase (decrease):					
Restructuring, asset impairments and other, net	(108.0)	(11.2)	(19.8)	(165.3)	(102.7)
Interest expense	(12.7)	(13.6)	(16.4)	(56.1)	(68.9)
Interest income	0.4	0.3	0.3	1.5	1.1
Income tax benefit (provision)	4.4	(6.5)	(1.6)	(13.4)	(22.9)
Net income attributable to non-controlling interest	1.3	0.9	1.4	4.3	3.3
Actuarial losses on pension plans and other pension benefits	(8.2)	—	(0.8)	(11.6)	(6.5)
SANYO Semiconductor inventory item	—	(3.1)	—	(8.0)	(41.5)
SANYO Semiconductor purchase agreement amounts due from SANYO Electric	—	—	—	2.2	—
Thailand inventory write down	—	—	(6.7)	—	(6.7)
Expensing of appraised inventory fair market value step up	—	—	(5.3)	—	(58.3)
Gain on sale or disposal of fixed assets	(4.8)	(2.7)	(1.8)	(9.5)	(8.7)
Amortization of debt issuance costs	0.4	0.6	0.5	2.1	2.3

Provision for excess inventories	21.3	3.3	30.4	51.9	49.1
Non-cash asset impairment charges	100.9	2.1	25.1	103.0	86.3
Non-cash share-based compensation expense	5.8	2.1	6.6	20.5	33.5
Non-cash interest on convertible notes	4.7	5.5	8.4	23.4	34.9
Recovery from insurance proceeds on property, plant and equipment	—	—	(13.3)	—	(13.3)
Non-cash portion of insurance recovery	—	—	(23.9)	—	(23.9)
Deferred income taxes	(6.5)	1.4	3.0	(3.1)	(4.2)
Other	(0.2)	(0.8)	(0.3)	(1.6)	0.7
Changes in operating assets and liabilities	41.5	(82.1)	56.9	(125.3)	65.2
Net cash provided by operating activities	<u>\$ 136.6</u>	<u>\$ 11.9</u>	<u>\$ 164.7</u>	<u>276.0</u>	<u>545.5</u>

\* Adjusted EBITDA represents net income (loss) 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			Year Ended	
	December 31, 2012	September 28, 2012	December 31, 2011	December 31, 2012	December 31, 2011
<b>Reconciliation of GAAP gross profit to non-GAAP gross profit:</b>					
GAAP gross profit	\$ 210.4	\$ 238.0	\$ 239.2	\$ 951.9	\$ 1,008.8
Special items:					
a) Expensing of inventory fair market value step up	—	—	5.3	—	58.3
b) Non-cash manufacturing expenses and amortization of intangibles	—	—	—	—	81.5
c) Actuarial losses on pension plans and other pension benefits	0.5	—	1.3	3.1	2.8
d) SANYO Semiconductor inventory item	—	3.1	—	8.0	41.5
e) Thailand inventory write down	—	—	6.7	—	6.7
Total special items	0.5	3.1	13.3	11.1	190.8
Non-GAAP gross profit	\$ 210.9	\$ 241.1	\$ 252.5	\$ 963.0	\$ 1,199.6
<b>Reconciliation of GAAP gross margin to non-GAAP gross margin:</b>					
GAAP gross margin	30.9%	32.8%	31.1%	32.9%	29.3%
Special items:					
a) Expensing of inventory fair market value step up	—	—	0.7%	—	1.7%
b) Non-cash manufacturing expenses and amortization of intangibles	—	—	—	—	2.4%
c) Actuarial losses on pension plans and other pension benefits	0.1%	—	0.2%	0.1%	0.1%
d) SANYO Semiconductor inventory item	—	0.4%	—	0.3%	1.2%
e) Thailand inventory write down	—	—	0.9%	—	0.2%
Total special items	0.1%	0.4%	1.8%	0.4%	5.5%
Non-GAAP gross margin	31.0%	33.2%	32.9%	33.3%	34.8%
<b>Reconciliation of GAAP operating expenses to non-GAAP operating expenses:</b>					
GAAP operating expenses	341.8	193.4	208.7	968.2	895.4
Special items:					
a) Amortization of acquisition related intangible assets	(11.1)	(11.1)	(11.0)	(44.4)	(42.7)
b) Actuarial gains (losses) on pension plans and other pension benefits	(7.7)	—	0.5	(8.5)	(3.7)
c) Restructuring, asset impairments and other, net	(108.0)	(11.2)	(19.8)	(165.3)	(102.7)
d) Goodwill and intangible asset impairments	(49.5)	—	—	(49.5)	—
e) SANYO Semiconductor acquisition related costs	—	—	—	—	(7.3)
Total special items	(176.3)	(22.3)	(30.3)	(267.7)	(156.4)

Non-GAAP operating expenses	\$ 165.5	\$ 171.1	\$ 178.4	\$ 700.5	\$ 739.0
<b>Reconciliation of GAAP net income to non-GAAP net income:</b>					
GAAP net income (loss) attributable to ON Semiconductor Corporation	\$ (138.2)	\$ 12.5	\$ (8.8)	\$ (90.6)	\$ 11.6
Special items:					
a) Expensing of inventory fair market value step up (cost of revenues)	—	—	5.3	—	58.3
b) Non-cash manufacturing expenses and amortization of intangibles (cost of revenues)	—	—	—	—	81.5
c) Actuarial losses on pension plans and other pension benefits (cost of revenues)	0.5	—	1.3	3.1	2.8
d) SANYO Semiconductor inventory item	—	3.1	—	8.0	41.5
e) Thailand inventory write down	—	—	6.7	—	6.7
f) Amortization of acquisition related intangible assets (operating expenses)	11.1	11.1	11.0	44.4	42.7
g) Actuarial (gains) losses on pension plans and other pension benefits (operating expenses)	7.7	—	(0.5)	8.5	3.7
h) Restructuring, asset impairments and other, net	108.0	11.2	19.8	165.3	102.7
i) Goodwill and intangible asset impairments	49.5	—	—	49.5	—
j) SANYO Semiconductor acquisition related costs	—	—	—	—	7.3
k) Gain on SANYO Semiconductor acquisition	—	—	—	—	(24.3)
l) SANYO Semiconductor purchase agreement amounts due from SANYO Electric	—	—	—	(2.2)	—
m) Loss on debt repurchase or exchange	—	7.8	17.9	7.8	23.2
n) Non-cash interest on convertible notes	4.7	5.5	8.4	23.4	34.9
o) Adjustment to reflect cash taxes	(6.3)	2.3	(2.7)	(4.2)	2.5
Total special items	175.2	41.0	67.2	303.6	383.5
Non-GAAP net income	\$ 37.0	\$ 53.5	\$ 58.4	\$ 213.0	\$ 395.1
Non-GAAP net income per share:					
Basic	\$ 0.08	\$ 0.12	\$ 0.13	\$ 0.47	\$ 0.88
Diluted	\$ 0.08	\$ 0.12	\$ 0.13	\$ 0.47	\$ 0.86
Weighted average common shares outstanding:					
Basic	448.6	454.6	450.4	452.6	446.7
Diluted	450.0	456.2	456.3	456.1	457.2

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			Year Ended	
	December 31, 2012	September 28, 2012	December 31, 2011	December 31, 2012	December 31, 2011
Cost of revenues	\$ 1.1	\$ 0.5	\$ 1.4	\$ 3.7	\$ 6.3
Research and development	1.4	0.6	1.4	4.5	6.9
Selling and marketing	1.2	0.7	1.5	4.3	6.4
General and administrative	2.1	0.3	2.3	8.0	13.9
Total share-based compensation expense	\$ 5.8	\$ 2.1	\$ 6.6	\$ 20.5	\$ 33.5

## 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 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, 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. Most analysts covering ON Semiconductor use the non-GAAP measures as well. Given management's 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 this non-GAAP financial measure allows management to evaluate the gross margin of the company's core businesses and trends across different reporting periods on a consistent basis, independent of non-cash items including 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 reward process as it is used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets 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 net income and net income per share. The use of these non-GAAP financial measures allow 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 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, and certain other special items, as necessary. In addition, they are important components of management's internal performance measurement and reward process as they are used to assess the current and historical financial results of the business, for strategic decision making, preparing budgets 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 compare our results of operations on a more consistent basis against that of other companies in our industry.