



onsemi Withdraws Proposal to Acquire Allegro MicroSystems

April 14, 2025

onsemi intends to continue to allocate capital towards authorized share repurchase

SCOTTSDALE, Ariz.--(BUSINESS WIRE)--Apr. 14, 2025-- onsemi (NASDAQ: ON) today announced that it has terminated its efforts to acquire Allegro MicroSystems, Inc. ("Allegro") (NASDAQ: ALGM) and withdrawn its all-cash proposal to acquire Allegro for \$35.10 per share.

While onsemi continues to believe that a combination of these companies would have brought two highly complementary businesses together, benefiting their respective customers and delivering immediate value to Allegro shareholders, onsemi has determined there is no actionable path forward.

onsemi will focus on other existing opportunities to enhance stockholder value. In connection with today's announcement, onsemi intends to continue to allocate capital towards the Company's existing share repurchase program.

"onsemi is committed to taking a disciplined approach to capital allocation and maximizing long-term stockholder value," said Hassane El-Khoury, president and CEO, onsemi. "While we continue to believe that a combination with onsemi would be beneficial to all stakeholders of both companies, after careful consideration, we have decided to withdraw our acquisition proposal given the reluctance of Allegro's Board of Directors to fully engage and explore our proposal. We continue to respect both the leadership team at Allegro as well as its talented base of employees."

El-Khoury continued, "onsemi is well-positioned, both strategically and financially, and we remain sharply focused on executing on our core growth initiatives while pursuing our value-enhancing capital allocation approach. With market-leading technology, a robust innovation pipeline, and a clear strategic roadmap, we continue to see significant long-term opportunities in our core markets of automotive, industrial, and AI data centers."

About onsemi

onsemi (Nasdaq: ON) is driving disruptive innovations to help build a better future. With a focus on automotive and industrial end-markets, the company is accelerating change in megatrends such as vehicle electrification and safety, sustainable energy grids, industrial automation, and 5G and cloud infrastructure. **onsemi** offers a highly differentiated and innovative product portfolio, delivering intelligent power and sensing technologies that solve the world's most complex challenges and leads the way to creating a safer, cleaner and smarter world. onsemi is recognized as a Fortune 500[®] company and included in the Nasdaq-100 Index[®] and S&P 500[®] index. Learn more about onsemi at www.onsemi.com.

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Caution Regarding Forward-Looking Statements:

This press release includes "forward-looking statements," as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical facts, included or incorporated in this press release could be deemed forward-looking statements, particularly statements about onsemi's current expectations, estimates, and projections about its industry, its business, its capital allocation strategies or any proposed transactions. Forward-looking statements are often characterized by the use of words such as "believes," "estimates," "expects," "projects," "may," "will," "intends," "plans," "anticipates," "should" or similar expressions or by discussions of strategy, plans or intentions. All forward-looking statements in this document are made based on our current expectations, forecasts, estimates and assumptions and involve risks, uncertainties and other factors that could cause results or events to differ materially from those expressed in the forward-looking statements. Certain factors that could affect our future results or events are described under Part I, Item 1A "Risk Factors" of onsemi's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (filed with the SEC on February 10, 2025), and any subsequently filed Quarterly Reports on Form 10-Q or Current Reports on Form 8-K, and in other documents that onsemi may file from time to time with the SEC. Should one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may differ materially from those expressed or implied by these forward-looking statements. onsemi undertakes no obligation to update or revise any forward-looking statements, except as required by law, and readers are cautioned not to place undue reliance on them, which speak only as of the date of this document. Investing in our securities involves a high degree of risk and uncertainty, and you should carefully consider the trends, risks and uncertainties described in this document, our 2024 Form 10-K and other reports filed with or furnished to the SEC before making any investment decision with respect to our securities. If any of these trends, risks or uncertainties actually occurs or continues, our business, financial condition or operating results could be materially adversely affected, the trading prices of our securities could decline, and you could lose all or part of your investment. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

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