

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 28, 2024

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

(Commission File Number) 001-39317

**ON SEMICONDUCTOR CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**36-3840979**  
(I.R.S. Employer  
Identification No.)

**5701 N. Pima Road  
Scottsdale, AZ 85250  
(602) 244-6600**

(Address, zip code and telephone number, including area code, of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	ON	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer  Accelerated filer   
Non-accelerated filer  Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the issuer's class of common stock as of the close of business on July 24, 2024:

<u>Title of Each Class</u>	<u>Number of Shares</u>
Common Stock, par value \$0.01 per share	428,356,117

ON SEMICONDUCTOR CORPORATION FORM 10-Q

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(See the glossary of selected terms immediately following this table of contents for definitions of certain abbreviated terms.)

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**ON SEMICONDUCTOR CORPORATION**  
**FORM 10-Q**  
**GLOSSARY OF SELECTED ABBREVIATED TERMS\***

<b>Abbreviated Term</b>	<b>Defined Term</b>
0% Notes	0% Convertible Senior Notes due 2027
0.50% Notes	0.50% Convertible Senior Notes due 2029
1.625% Notes	1.625% Convertible Senior Notes due 2023
3.875% Notes	3.875% Senior Notes due 2028
ADAS	Advanced driver-assistance systems
Amended and Restated SIP	ON Semiconductor Corporation Amended and Restated Stock Incentive Plan, as amended
ASU	Accounting Standards Update
Commission or SEC	Securities and Exchange Commission
New Credit Agreement	Credit agreement, dated as of June 22, 2023, by and among the Company, as borrower, the several lenders party thereto, JP Morgan Chase Bank, N.A., as administrative agent, and certain other parties, providing for the Revolving Credit Facility
EFK	East Fishkill, New York fabrication facility
ESPP	ON Semiconductor Corporation 2000 Employee Stock Purchase Plan, as amended
Exchange Act	Securities Exchange Act of 1934, as amended
IP	Intellectual property
IRS	United States Internal Revenue Service
IT	Information Technology
Revolving Credit Facility	A \$1.5 billion senior revolving credit facility created pursuant to the New Credit Agreement
ROU	Right-of-use
RSU	Restricted stock unit
SiC	Silicon carbide
Securities Act	Securities Act of 1933, as amended
U.S. or United States	United States of America

\* Terms used, but not defined, within the body of the Form 10-Q are defined in this Glossary.

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## PART I: FINANCIAL INFORMATION

## Item 1. Financial Statements (unaudited)

**ON SEMICONDUCTOR CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**  
(in millions, except share and per share data)  
(unaudited)

	June 28, 2024	December 31, 2023
<b>Assets</b>		
Cash and cash equivalents	\$ 2,231.0	\$ 2,483.0
Short-term investments	450.0	—
Receivables, net	887.2	935.4
Inventories	2,224.6	2,111.8
Other current assets	532.2	382.1
Total current assets	6,325.0	5,912.3
Property, plant and equipment, net	4,372.5	4,401.5
Goodwill	1,577.6	1,577.6
Intangible assets, net	275.0	299.3
Deferred tax assets	679.1	600.8
ROU financing lease assets	41.7	42.4
Other assets	387.9	381.3
Total assets	\$ 13,658.8	\$ 13,215.2
<b>Liabilities and Stockholders' Equity</b>		
Accounts payable	\$ 617.7	\$ 725.6
Accrued expenses and other current liabilities	684.3	663.2
Current portion of financing lease liabilities	0.4	0.8
Current portion of long-term debt	795.6	794.0
Total current liabilities	2,098.0	2,183.6
Long-term debt	2,545.7	2,542.6
Deferred tax liabilities	39.6	38.7
Long-term financing lease liabilities	21.7	22.4
Other long-term liabilities	595.4	627.3
Total liabilities	5,300.4	5,414.6
Commitments and contingencies (Note 9)		
ON Semiconductor Corporation stockholders' equity:		
Common stock (\$0.01 par value, 1,250,000,000 shares authorized, 622,068,261 and 616,281,996 issued, 428,217,874 and 426,386,426 outstanding, respectively)	6.2	6.2
Additional paid-in capital	5,283.3	5,210.9
Accumulated other comprehensive loss	(56.8)	(45.2)
Accumulated earnings	7,339.3	6,548.1
Less: Treasury stock, at cost: 193,850,387 and 189,895,570 shares, respectively	(4,232.5)	(3,937.4)
Total ON Semiconductor Corporation stockholders' equity	8,339.5	7,782.6
Non-controlling interest	18.9	18.0
Total stockholders' equity	8,358.4	7,800.6
Total liabilities and stockholders' equity	\$ 13,658.8	\$ 13,215.2

See accompanying notes to consolidated financial statements

**ON SEMICONDUCTOR CORPORATION**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME**  
(in millions, except per share data)  
(unaudited)

	Quarters Ended		Six Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Revenue	\$ 1,735.2	\$ 2,094.4	\$ 3,597.9	\$ 4,054.1
Cost of revenue	951.2	1,101.0	1,960.3	2,143.2
Gross profit	784.0	993.4	1,637.6	1,910.9
Operating expenses:				
Research and development	156.5	145.3	306.5	283.7
Selling and marketing	68.6	71.6	137.7	143.4
General and administrative	85.0	87.2	180.3	163.1
Amortization of acquisition-related intangible assets	12.9	12.0	25.5	27.0
Restructuring, asset impairments and other charges, net	72.5	2.6	73.9	54.1
Total operating expenses	395.5	318.7	723.9	671.3
Operating income	388.5	674.7	913.7	1,239.6
Other income (expense), net:				
Interest expense	(15.7)	(16.4)	(31.3)	(42.8)
Interest income	27.4	24.0	55.0	41.1
Loss on debt prepayment	—	—	—	(13.3)
Gain (loss) on divestiture of business	—	0.5	—	(0.6)
Other income (expense)	1.9	(1.3)	2.9	3.4
Other income (expense), net	13.6	6.8	26.6	(12.2)
Income before income taxes	402.1	681.5	940.3	1,227.4
Income tax provision	(63.7)	(104.4)	(148.2)	(188.1)
Net income	338.4	577.1	792.1	1,039.3
Less: Net income attributable to non-controlling interest	(0.2)	(0.5)	(0.9)	(1.0)
Net income attributable to ON Semiconductor Corporation	\$ 338.2	\$ 576.6	\$ 791.2	\$ 1,038.3
Net income for diluted earnings per share of common stock (Note 7)	\$ 338.2	\$ 577.0	\$ 791.2	\$ 1,039.1
Net income per share of common stock attributable to ON Semiconductor Corporation:				
Basic	\$ 0.79	\$ 1.34	\$ 1.85	\$ 2.40
Diluted	\$ 0.78	\$ 1.29	\$ 1.82	\$ 2.32
Weighted-average shares of common stock outstanding:				
Basic	429.1	431.7	428.6	431.8
Diluted	433.2	448.7	434.9	448.6
Comprehensive income (loss), net of tax:				
Net income	\$ 338.4	\$ 577.1	\$ 792.1	\$ 1,039.3
Foreign currency translation adjustments	(2.0)	(3.0)	(4.3)	(2.7)
Effects of cash flow hedges and other adjustments	(2.6)	(4.8)	(7.3)	(11.5)
Other comprehensive income (loss), net of tax	(4.6)	(7.8)	(11.6)	(14.2)
Comprehensive income	333.8	569.3	780.5	1,025.1
Comprehensive income attributable to non-controlling interest	(0.2)	(0.5)	(0.9)	(1.0)
Comprehensive income attributable to ON Semiconductor Corporation	\$ 333.6	\$ 568.8	\$ 779.6	\$ 1,024.1

See accompanying notes to consolidated financial statements

**ON SEMICONDUCTOR CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in millions, except share data)  
(unaudited)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Accumulated Earnings	Treasury Stock		Non-Controlling Interest	Total Equity
	Number of shares	At Par Value				Number of shares	At Cost		
Balance at March 29, 2024	621,590,872	\$ 6.2	\$ 5,243.9	\$ (52.2)	\$ 7,001.1	(191,656,539)	\$ (4,075.1)	\$ 18.7	\$ 8,142.6
Shares issued pursuant to the ESPP	115,991	—	7.1	—	—	—	—	—	7.1
RSUs released and stock grant awards issued	361,389	—	—	—	—	—	—	—	—
Partial settlement - 0% Notes	7	—	—	—	—	—	—	—	—
Partial settlement of bond hedges - 0% Notes	—	—	—	—	—	(5)	—	—	—
Partial settlement of Warrants - 0% Notes	2	—	—	—	—	—	—	—	—
Payment of tax withholding for RSUs	—	—	—	—	—	(106,969)	(7.4)	—	(7.4)
Share-based compensation	—	—	32.3	—	—	—	—	—	32.3
Repurchase of common stock	—	—	—	—	—	(2,086,874)	(150.0)	—	(150.0)
Comprehensive income (loss)	—	—	—	(4.6)	338.2	—	—	0.2	333.8
Balance at June 28, 2024	622,068,261	\$ 6.2	\$ 5,283.3	\$ (56.8)	\$ 7,339.3	(193,850,387)	\$ (4,232.5)	\$ 18.9	\$ 8,358.4
Balance at December 31, 2023	616,281,996	\$ 6.2	\$ 5,210.9	\$ (45.2)	\$ 6,548.1	(189,895,570)	\$ (3,937.4)	\$ 18.0	\$ 7,800.6
Shares issued pursuant to the ESPP	115,991	—	7.1	—	—	—	—	—	7.1
RSUs released and stock grant awards issued	1,642,003	—	—	—	—	—	—	—	—
Partial settlement - 0% Notes	43	—	—	—	—	—	—	—	—
Partial settlement bond hedges - 0% Notes	—	—	—	—	—	(40)	—	—	—
Settlement of Warrants - 0% Notes	12	—	—	—	—	—	—	—	—
Partial settlement - 1.625% Notes	4,028,216	—	—	—	—	—	—	—	—
Payment of tax withholding for RSUs	—	—	—	—	—	(595,230)	(45.1)	—	(45.1)
Share-based compensation	—	—	65.3	—	—	—	—	—	65.3
Repurchase of common stock	—	—	—	—	—	(3,359,547)	(250.0)	—	(250.0)
Comprehensive income (loss)	—	—	—	(11.6)	791.2	—	—	0.9	780.5
Balance at June 28, 2024	622,068,261	\$ 6.2	\$ 5,283.3	\$ (56.8)	\$ 7,339.3	(193,850,387)	\$ (4,232.5)	\$ 18.9	\$ 8,358.4

See accompanying notes to consolidated financial statements

**ON SEMICONDUCTOR CORPORATION**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in millions, except share data)  
(unaudited)

	Common Stock			Accumulated Other Comprehensive Loss	Accumulated Earnings	Treasury Stock		Non-Controlling Interest	Total Equity
	Number of shares	At Par Value	Additional Paid-in Capital			Number of shares	At Cost		
Balance at March 31, 2023	610,278,043	\$ 6.1	\$ 4,633.6	\$ (29.6)	\$ 4,826.1	(178,426,953)	\$ (2,988.2)	\$ 19.0	\$ 6,467.0
Shares issued pursuant to the ESPP	83,858	—	5.9	—	—	—	—	—	5.9
RSUs released and stock grant awards issued	396,303	—	—	—	—	—	—	—	—
Partial settlement - 1.625% Notes	528,213	—	—	—	—	—	—	—	—
Partial settlement of bond hedges - 1.625% Notes	—	—	43.5	—	—	(528,205)	(43.5)	—	—
Payment of tax withholding for RSUs	—	—	—	—	—	(116,917)	(9.8)	—	(9.8)
Share-based compensation	—	—	31.6	—	—	—	—	—	31.6
Repurchase of common stock	—	—	—	—	—	(693,736)	(60.4)	—	(60.4)
Comprehensive income (loss)	—	—	—	(7.8)	576.6	—	—	0.5	569.3
Balance at June 30, 2023	<u>611,286,417</u>	<u>\$ 6.1</u>	<u>\$ 4,714.6</u>	<u>\$ (37.4)</u>	<u>\$ 5,402.7</u>	<u>(179,765,811)</u>	<u>\$ (3,101.9)</u>	<u>\$ 19.5</u>	<u>\$ 7,003.6</u>
Balance at December 31, 2022	608,367,713	\$ 6.1	\$ 4,670.9	\$ (23.2)	\$ 4,364.4	(176,431,298)	\$ (2,829.7)	\$ 18.5	\$ 6,207.0
Shares issued pursuant to the ESPP	220,714	—	13.2	—	—	—	—	—	13.2
RSUs released and stock grant awards issued	2,076,679	—	—	—	—	—	—	—	—
Partial settlement - 1.625% Notes	621,311	—	—	—	—	—	—	—	—
Partial settlement of bond hedges - 1.625% Notes	—	—	50.4	—	—	(621,303)	(50.4)	—	—
Warrants and bond hedges, net - 0.50% Notes	—	—	(171.5)	—	—	—	—	—	(171.5)
Tax impact of warrants and bond hedges, net	—	—	92.3	—	—	—	—	—	92.3
Payment of tax withholding for RSUs	—	—	—	—	—	(695,323)	(57.4)	—	(57.4)
Share-based compensation	—	—	59.3	—	—	—	—	—	59.3
Repurchase of common stock	—	—	—	—	—	(2,017,887)	(164.4)	—	(164.4)
Comprehensive income	—	—	—	(14.2)	1,038.3	—	—	1.0	1,025.1
Balance at June 30, 2023	<u>611,286,417</u>	<u>\$ 6.1</u>	<u>\$ 4,714.6</u>	<u>\$ (37.4)</u>	<u>\$ 5,402.7</u>	<u>(179,765,811)</u>	<u>\$ (3,101.9)</u>	<u>\$ 19.5</u>	<u>\$ 7,003.6</u>

See accompanying notes to consolidated financial statements

**ON SEMICONDUCTOR CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in millions)  
(unaudited)

	Six Months Ended	
	June 28, 2024	June 30, 2023
<b>Cash flows from operating activities:</b>		
Net income	\$ 792.1	\$ 1,039.3
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>		
Depreciation and amortization	314.5	293.8
Loss on sale or disposal of fixed assets	1.0	4.8
Loss on divestiture of business	—	0.6
Loss on debt prepayment	—	13.3
Amortization of debt discount and issuance costs	5.6	5.8
Share-based compensation	65.3	59.3
Non-cash asset impairment charges	15.7	12.7
Change in deferred tax balances	(76.5)	(29.6)
Other	5.3	(9.3)
<b>Changes in assets and liabilities:</b>		
Receivables	35.9	(106.0)
Inventories	(113.4)	(347.8)
Other assets	(99.2)	(29.6)
Accounts payable	(40.0)	(25.6)
Accrued expenses and other current liabilities	(1.5)	(175.3)
Other long-term liabilities	(43.9)	93.3
Net cash provided by operating activities	<u>860.9</u>	<u>799.7</u>
<b>Cash flows from investing activities:</b>		
Purchase of property, plant and equipment	(376.9)	(752.1)
Proceeds from sale of property, plant and equipment	0.3	2.6
Deposits utilized for purchase of property, plant and equipment	1.9	19.5
Proceeds from sale or maturity of available-for-sale securities	—	20.8
Purchase of short-term investments	(450.0)	—
Payments related to acquisition of business	—	(236.3)
Other	(1.5)	—
Net cash used in investing activities	<u>(826.2)</u>	<u>(945.5)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from the issuance of common stock under the ESPP	13.1	13.2
Payment of tax withholding for RSUs	(45.2)	(56.5)
Repurchase of common stock	(250.0)	(164.1)
Issuance and borrowings under debt agreements	—	1,845.0
Reimbursement of debt issuance and other financing costs	—	4.5
Payment of debt issuance and other financing costs	—	(11.3)
Repayment of borrowings under debt agreements	—	(1,603.7)
Payment for purchase of bond hedges	—	(414.0)
Proceeds from issuance of warrants	—	242.5
Payment of financing lease obligations	(1.4)	(8.6)
Net cash used in financing activities	<u>(283.5)</u>	<u>(153.0)</u>
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(3.1)	(1.0)
Net decrease in cash, cash equivalents and restricted cash	<u>(251.9)</u>	<u>(299.8)</u>
Cash, cash equivalents and restricted cash, beginning of period (Note 5)	2,485.0	2,933.0
Cash, cash equivalents and restricted cash, end of period (Note 5)	<u>\$ 2,233.1</u>	<u>\$ 2,633.2</u>

See accompanying notes to consolidated financial statements



**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**Note 1: Background and Basis of Presentation**

ON Semiconductor Corporation (“onsemi,” “we,” “us,” “our,” or the “Company”), with its wholly and majority-owned subsidiaries, operates under the onsemi™ brand. The Company is organized into three operating and reportable segments: the Power Solutions Group (“PSG”), the Analog and Mixed-Signal Group (“AMG”), and the Intelligent Sensing Group (“ISG”). During the first quarter of 2024, onsemi reorganized the existing divisions within certain of its operating and reportable segments and renamed the Advanced Solutions Group (“ASG”) reportable segment to AMG. See Note 2: “Revenue and Segment Information” for additional information regarding the segment reorganization.

The Company's fiscal calendar year begins on January 1 and ends on December 31, with each fiscal quarter containing a thirteen-week accounting period. The quarters ended June 28, 2024 and June 30, 2023 contained 91 days each. The six months ended June 28, 2024 and June 30, 2023 contained 180 days and 181 days, respectively.

The accompanying unaudited financial statements as of and for the quarter and six months ended June 28, 2024 have been prepared following generally accepted accounting principles in the United States of America (“GAAP”) for interim financial reporting and the rules and regulations of the SEC for interim reporting. Accordingly, the unaudited financial statements do not include all of the information and footnotes required by GAAP for audited financial statements. The balance sheet as of December 31, 2023 was derived from the Company's audited financial statements but does not include all disclosures required by GAAP for annual financial statements. In management's opinion, the interim information contains all adjustments, which include normal recurring adjustments necessary for a fair statement of the results for the interim periods. The footnote disclosures related to the interim financial information contained herein are also unaudited. Such financial information should be read in conjunction with the consolidated financial statements and related notes thereto for the year ended December 31, 2023, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, which was filed with the SEC on February 5, 2024 (the “2023 Form 10-K”).

***Use of Estimates***

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Management evaluates these estimates and judgments on an ongoing basis and bases its estimates on experience, current and expected future conditions, third-party evaluations, and various other assumptions that management believes are reasonable under the circumstances. Significant estimates have been used by management in conjunction with the following: (i) calculation of future payouts for customer incentives and amounts subject to allowances and returns; (ii) valuation and obsolescence relating to inventories; (iii) measurement of valuation allowances against deferred tax assets and evaluations of uncertain tax positions; and (iv) testing for impairment of long-lived assets and goodwill. Additionally, during periods where it becomes applicable, significant estimates will be used by management in determining the assumptions used in business combinations. Actual results may differ from the estimates and assumptions used in the consolidated financial statements.

**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
(unaudited)

**Note 2: Revenue and Segment Information****Revenue**

The Company's revenue is primarily from product sales, and to a much lesser extent from manufacturing services and product development agreements. For the quarters and six months ended June 28, 2024 and June 30, 2023, revenue recognized from product sales as a percentage of total revenue was approximately 98% and revenue recognized from manufacturing services and product development agreements was approximately 2% of total revenue.

Revenue disaggregated by end-markets and product technologies was as follows (in millions):

	Quarters Ended		Six Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
<b>End-Markets:</b>				
Automotive	\$ 906.9	\$ 1,061.8	\$ 1,924.1	\$ 2,047.8
Industrial	468.0	609.3	944.1	1,165.5
Other*	360.3	423.3	729.7	840.8
Total	<u>\$ 1,735.2</u>	<u>\$ 2,094.4</u>	<u>\$ 3,597.9</u>	<u>\$ 4,054.1</u>
* Other primarily includes the end-markets of computing, consumer, networking and communications.				
<b>Product Technologies:</b>				
Intelligent Power	\$ 898.0	\$ 1,064.2	\$ 1,851.4	\$ 1,991.5
Intelligent Sensing	310.8	400.3	673.7	828.5
Other	526.4	629.9	1,072.8	1,234.1
Total	<u>\$ 1,735.2</u>	<u>\$ 2,094.4</u>	<u>\$ 3,597.9</u>	<u>\$ 4,054.1</u>

**Remaining Performance Obligations**

A significant portion of the Company's orders are firm commitments that are non-cancellable, including certain orders or contracts with a duration of less than one year. Certain of the Company's customer contracts are multi-year agreements that include firmly committed amounts ("Long-term Supply Agreements" or "LTSAs") for which the remaining performance obligations as of June 28, 2024 are approximately \$14.7 billion (excluding the remaining performance obligations for contracts having a duration of one year or less). The Company expects to recognize approximately 30% of this amount as revenue during the next twelve months upon shipment of products under these contracts. Total revenue estimates are based on negotiated contract prices and demand quantities, and could be influenced by risks and uncertainties, including manufacturing or supply chain constraints, modifications to customer agreements and regulatory changes, among other factors. Accordingly, the actual revenue recognized for the remaining performance obligation in future periods may significantly fluctuate from these estimates.

Certain LTSAs include non-cancellable capacity payments from the customer, which are generally due within 30 days of the agreement. These payments reserve production availability or are prepayments for the same purpose and are not recognized as revenue until the performance obligations are satisfied. Payments received in advance of the satisfaction of performance obligations are recorded as contract liabilities. The Company fulfilled certain performance obligations and recognized revenue of \$23.3 million and \$16.8 million for the quarters ended June 28, 2024 and June 30, 2023, respectively, and \$35.4 million and \$31.6 million for the six months ended June 28, 2024 and June 30, 2023, respectively, related to contract liabilities outstanding as of the end of each respective prior year.

**ON SEMICONDUCTOR CORPORATION**  
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**Contract Balances**

Contract assets and contract liabilities were as follows (in millions):

	As of	
	June 28, 2024	December 31, 2023
Contract assets included in:		
Other current assets	\$ 190.0	\$ 83.1
Other assets	4.0	12.0
Total	\$ 194.0	\$ 95.1
Contract liabilities included in:		
Other current liabilities	\$ 112.0	\$ 87.6
Other long-term liabilities	185.0	216.6
Total	\$ 297.0	\$ 304.2

**Segment Information**

The Company is organized into three operating and reportable segments consisting of PSG, AMG and ISG. These segments represent management's view of the business, and gross profit is used to evaluate its performance, the progress of major initiatives and the allocation of resources.

PSG reportable segment formerly included the divisions of Advanced Power Division, and Integrated Circuits, Protection and Signal Division ("IPS"). During the first quarter of 2024, management reorganized them to the divisions of Automotive Power Division, Industrial Power Division and Multi-Market Power Division ("MPD"). Further, the IPS division was split, with portions remaining in MPD and portions moving to the new Integrated Circuits Division ("ICD") within the AMG reportable segment. Management performed a goodwill impairment analysis on the divisions (which were the reporting units) prior to and after the reorganization and did not identify an impairment.

Revenue and gross profit for the operating and reportable segments were as follows (in millions):

	PSG <sup>(1)</sup>	AMG <sup>(1)</sup>	ISG	Total
For the quarter ended June 28, 2024:				
Revenue from external customers	\$ 835.2	\$ 647.8	\$ 252.2	\$ 1,735.2
Gross profit	\$ 348.8	\$ 321.9	\$ 113.3	\$ 784.0
For the quarter ended June 30, 2023:				
Revenue from external customers	\$ 977.4	\$ 791.9	\$ 325.1	\$ 2,094.4
Gross profit	\$ 468.0	\$ 370.2	\$ 155.2	\$ 993.4
For the six months ended June 28, 2024:				
Revenue from external customers	\$ 1,709.5	\$ 1,344.8	\$ 543.6	\$ 3,597.9
Gross profit	\$ 714.2	\$ 660.7	\$ 262.7	\$ 1,637.6
For the six months ended June 30, 2023:				
Revenue from external customers	\$ 1,838.3	\$ 1,536.6	\$ 679.2	\$ 4,054.1
Gross profit	\$ 864.4	\$ 714.2	\$ 332.3	\$ 1,910.9

<sup>(1)</sup> During the first quarter of 2024, the Company reorganized certain reporting units and its segment reporting structure. As a result of the reorganization of divisions within PSG and AMG, the prior-period amounts have been reclassified to conform to current-period presentation.

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The Company had one customer, a distributor, whose revenue accounted for approximately 12% and 11% of the total revenue for the quarters ended June 28, 2024 and June 30, 2023, respectively, and approximately 11% and 10% of the total revenue for the six months ended June 28, 2024 and June 30, 2023, respectively.

Revenue for the operating and reportable segments disaggregated into geographic locations based on sales billed from the respective country and sales channel was as follows (in millions):

	<b>Quarter Ended June 28, 2024</b>			
	<b>PSG</b>	<b>AMG</b>	<b>ISG</b>	<b>Total</b>
<b>Geographic Location:</b>				
Hong Kong	\$ 230.3	\$ 162.2	\$ 61.0	\$ 453.5
Singapore	206.8	160.8	22.7	390.3
United Kingdom	187.7	122.7	103.4	413.8
United States	147.7	145.7	31.5	324.9
Other	62.7	56.4	33.6	152.7
Total	<u>\$ 835.2</u>	<u>\$ 647.8</u>	<u>\$ 252.2</u>	<u>\$ 1,735.2</u>
<b>Sales Channel:</b>				
Distributors	\$ 515.2	\$ 348.4	\$ 91.4	\$ 955.0
Direct customers	320.0	299.4	160.8	780.2
Total	<u>\$ 835.2</u>	<u>\$ 647.8</u>	<u>\$ 252.2</u>	<u>\$ 1,735.2</u>
	<b>Six Months Ended June 28, 2024</b>			
	<b>PSG</b>	<b>AMG</b>	<b>ISG</b>	<b>Total</b>
<b>Geographic Location:</b>				
Hong Kong	\$ 433.6	\$ 312.0	\$ 113.3	\$ 858.9
Singapore	413.5	346.9	63.1	823.5
United Kingdom	390.2	256.5	211.1	857.8
United States	353.1	305.1	85.7	743.9
Other	119.1	124.3	70.4	313.8
Total	<u>\$ 1,709.5</u>	<u>\$ 1,344.8</u>	<u>\$ 543.6</u>	<u>\$ 3,597.9</u>
<b>Sales Channel:</b>				
Distributors	\$ 965.6	\$ 692.0	\$ 203.4	\$ 1,861.0
Direct customers	743.9	652.8	340.2	1,736.9
Total	<u>\$ 1,709.5</u>	<u>\$ 1,344.8</u>	<u>\$ 543.6</u>	<u>\$ 3,597.9</u>

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	<b>Quarter Ended June 30, 2023</b>			
	<b>PSG<sup>(1)</sup></b>	<b>AMG<sup>(1)</sup></b>	<b>ISG</b>	<b>Total</b>
<b>Geographic Location:</b>				
Hong Kong	\$ 282.4	\$ 187.8	\$ 60.0	\$ 530.2
Singapore	303.5	166.1	49.7	519.3
United Kingdom	191.0	166.7	91.7	449.4
United States	133.0	171.5	76.4	380.9
Other	67.5	99.8	47.3	214.6
Total	<u>\$ 977.4</u>	<u>\$ 791.9</u>	<u>\$ 325.1</u>	<u>\$ 2,094.4</u>

<b>Sales Channel:</b>				
Distributors	\$ 583.4	\$ 391.6	\$ 152.7	\$ 1,127.7
Direct customers	394.0	400.3	172.4	966.7
Total	<u>\$ 977.4</u>	<u>\$ 791.9</u>	<u>\$ 325.1</u>	<u>\$ 2,094.4</u>

	<b>Six Months Ended June 30, 2023</b>			
	<b>PSG<sup>(1)</sup></b>	<b>AMG<sup>(1)</sup></b>	<b>ISG</b>	<b>Total</b>
<b>Geographic Location:</b>				
Hong Kong	\$ 524.3	\$ 372.5	\$ 123.8	\$ 1,020.6
Singapore	547.7	314.4	107.9	970.0
United Kingdom	359.7	330.2	172.8	862.7
United States	268.8	323.3	177.9	770.0
Other	137.8	196.2	96.8	430.8
Total	<u>\$ 1,838.3</u>	<u>\$ 1,536.6</u>	<u>\$ 679.2</u>	<u>\$ 4,054.1</u>

<b>Sales Channel:</b>				
Distributors	\$ 1,104.7	\$ 722.4	\$ 339.8	\$ 2,166.9
Direct customers	733.6	814.2	339.4	1,887.2
Total	<u>\$ 1,838.3</u>	<u>\$ 1,536.6</u>	<u>\$ 679.2</u>	<u>\$ 4,054.1</u>

<sup>(1)</sup> During the first quarter of 2024, the Company reorganized certain reporting units and its segment reporting structure. As a result of the reorganization of divisions within PSG and AMG, the prior-period amounts have been reclassified to conform to current-period presentation.

The Company operates in various geographic locations. Sales to external customers have little correlation to where products are manufactured or the location of the end-customers. It is, therefore, not meaningful to present operating profit by geographical location.

The Company does not discretely allocate assets to its operating segments, nor does management evaluate operating segments using discrete asset information. The consolidated assets used in manufacturing are generally shared and are not specifically ascribed to operating and reportable segments. In situations where the carrying amounts assigned to an asset group need to be evaluated for recoverability, judgment is used to determine the carrying amounts of the asset group based on the facts and circumstances.

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Property, plant and equipment, net by geographic location, is summarized below (in millions):

	As of	
	June 28, 2024	December 31, 2023
United States	\$ 1,431.3	\$ 1,456.5
South Korea	1,399.4	1,360.8
Czech Republic	566.9	559.7
Philippines	235.1	252.9
China	246.5	252.2
Malaysia	193.1	199.3
Vietnam	154.4	164.3
Other	145.8	155.8
Total	<u>\$ 4,372.5</u>	<u>\$ 4,401.5</u>

**Note 3: Recent Accounting Pronouncements and Other Developments**

*Pending Adoption*

***Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07")***

In November 2023, the FASB issued ASU 2023-07 to enhance disclosures about significant segment expenses. The amendments in this ASU require a public entity to disclose significant segment expenses and other segment items on an annual and interim basis and to provide in interim periods all disclosures about a reportable segment's profit or loss and assets that are currently required annually. The amendments in this ASU also clarify circumstances in which an entity can disclose multiple segment measures of profit or loss and provide new segment disclosure requirements for entities with a single reportable segment. For public business entities, the provisions of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance will be applied retrospectively to all periods presented in the financial statements. ASU 2023-07 will be applicable for the Company's financial statements for the year ended December 31, 2024. Management is currently evaluating and understanding the requirements under this new standard.

***Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")***

In December 2023, the FASB issued ASU 2023-09 to enhance disclosures about income taxes. The amendments in this ASU require a public entity to disclose in tabular format, using both percentages and reporting currency amounts, specific categories in the rate reconciliation and to provide additional information for reconciling items that meet a quantitative threshold. The amendments in this ASU also require taxes paid (net of refunds received) to be disaggregated by federal, state and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. For public business entities, the provisions of ASU 2023-09 are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. Management is currently evaluating the requirements under this new standard.

***SEC Climate Disclosure***

In March 2024, the SEC issued final rules requiring registrants to include comprehensive climate-related disclosures in annual reports and registration statements. As adopted, the final rules require large accelerated filers to make their first climate-related disclosures for fiscal years beginning in 2025. However, in April 2024, the SEC issued an order voluntarily staying the effectiveness of the new rules pending the completion of judicial review of certain legal challenges to their validity. Management is currently evaluating these rules as adopted as well as monitoring the status of the related litigation and the SEC's stay.

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**Note 4: Restructuring, Asset Impairments and Other Charges, Net**

Details of restructuring, asset impairments and other charges, net are as follows (in millions):

	<u>Restructuring</u>	<u>Asset Impairments<sup>(1)</sup></u>	<u>Other Charges</u>	<u>Total</u>
<b>Quarter ended June 28, 2024</b>				
2024 Business Realignment	\$ 52.5	\$ 15.7	\$ 3.1	\$ 71.3
Other	0.2	—	1.0	1.2
Total	<u>\$ 52.7</u>	<u>\$ 15.7</u>	<u>\$ 4.1</u>	<u>\$ 72.5</u>
<b>Six months ended June 28, 2024</b>				
2024 Business Realignment	\$ 52.5	\$ 15.7	\$ 3.1	\$ 71.3
Other	1.2	—	1.4	2.6
Total	<u>\$ 53.7</u>	<u>\$ 15.7</u>	<u>\$ 4.5</u>	<u>\$ 73.9</u>

<sup>(1)</sup> During the quarter and six months ended June 28, 2024, asset impairment charges primarily related to property, plant and equipment.

A summary of changes in accrued restructuring balance was as follows (in millions):

	<u>As of December 31, 2023</u>	<u>Charges</u>	<u>Usage</u>	<u>As of June 28, 2024</u>
Employee separation charges	<u>\$ 17.9</u>	<u>\$ 53.7</u>	<u>\$ (11.6)</u>	<u>\$ 60.0</u>

**2024 Business Realignment**

During the second quarter of 2024, to further align with the "Fab Right" manufacturing strategy and consolidate its global footprint, the Company announced a restructuring plan that impacted approximately 1,300 employees. Approximately 1,000 employees were notified of their employment termination and around 300 additional employees were reassigned or asked to relocate to another onsemi site. In connection with these actions the Company expects to incur severance costs, related benefit expenses and other ancillary charges totaling approximately \$75 million of which approximately \$53 million was recognized during the quarter and six months ended June 28, 2024. Certain of the employees notified of their employment termination are required to render future service beyond a minimum retention period in order to receive severance benefits, and the related expense will be recognized ratably over the respective service periods, substantially all of which is expected to be recognized during the remainder of 2024.

Of the aggregate expenses relating to the actions announced during 2024, the Company paid approximately \$3 million related to approximately 200 terminated employees and had approximately \$49.0 million accrued as of June 28, 2024. The remaining employees subject to this realignment are expected to be relocated or terminated and substantially all applicable severance and related benefit payments are expected to be paid over the next twelve months.

The Company continues to evaluate employee positions and locations for potential operating improvements and efficiencies and may incur additional severance and related charges in the future.

**Note 5: Balance Sheet Information and Other Supplemental Disclosures**
**Goodwill**

Goodwill is tested for impairment annually on the first day of the fourth quarter, or more frequently, if events or changes in circumstances (each, a "triggering event") would more likely-than-not reduce the fair value of a reporting unit below its carrying value.

As a result of the segment reorganization during the first quarter of 2024 discussed in Note 2: "Revenue and Segment Information," management performed a goodwill impairment analysis on the divisions (which were the reporting units) prior to

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and after the reorganization and did not identify an impairment. In connection with the reorganization, the Company changed its reporting units structure, which resulted in the reallocation of \$25.9 million of goodwill, presented on a prospective basis, from PSG to AMG based on the relative fair values of the businesses transferred.

There was no change in the overall balance of goodwill from December 31, 2023 to June 28, 2024.

The following table summarizes goodwill by operating and reportable segments (in millions):

	As of						
	June 28, 2024				December 31, 2023		
	Goodwill	Accumulated Impairment Losses	Reallocation	Carrying Value	Goodwill	Accumulated Impairment Losses	Carrying Value
<i>Operating and Reportable Segments:</i>							
PSG	\$ 708.0	\$ (31.9)	\$ (25.9)	\$ 650.2	\$ 708.0	\$ (31.9)	\$ 676.1
AMG	1,536.4	(748.9)	25.9	813.4	1,536.4	(748.9)	787.5
ISG	114.0	—	—	114.0	114.0	—	114.0
Total	<u>\$ 2,358.4</u>	<u>\$ (780.8)</u>	<u>\$ —</u>	<u>\$ 1,577.6</u>	<u>\$ 2,358.4</u>	<u>\$ (780.8)</u>	<u>\$ 1,577.6</u>

### ***Inventories***

Details of inventories included in the Consolidated Balance Sheets were as follows (in millions):

	As of	
	June 28, 2024	December 31, 2023
<i>Inventories:</i>		
Raw materials	\$ 444.9	\$ 469.3
Work in process	1,341.8	1,221.1
Finished goods	437.9	421.4
Total	<u>\$ 2,224.6</u>	<u>\$ 2,111.8</u>

### ***Defined Benefit Plans***

The Company recognizes the aggregate amount of all over-funded plans as assets and the aggregate amount of all underfunded plans as liabilities in its financial statements. As of June 28, 2024, the net assets for the over-funded plans totaled \$15.8 million. The total accrued pension liability for underfunded plans was \$64.4 million, of which the current portion of \$1.3 million was classified as accrued expenses and other current liabilities. As of December 31, 2023, the net funded status for all the plans was a liability of \$50.8 million, of which the current portion of \$1.4 million was classified as accrued expenses and other current liabilities.

The components of the net periodic pension expense were as follows (in millions):

	Quarters Ended		Six Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Service cost	\$ 1.2	\$ 1.2	\$ 2.5	\$ 2.4
Interest cost	1.4	1.6	2.8	3.2
Expected return on plan assets	(1.2)	(1.2)	(2.4)	(2.4)
Total	<u>\$ 1.4</u>	<u>\$ 1.6</u>	<u>\$ 2.9</u>	<u>\$ 3.2</u>



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**Leases**

Operating lease arrangements are comprised primarily of real estate and equipment agreements. The components of lease expense were as follows (in millions):

	Quarters Ended		Six Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023
Operating lease	\$ 15.0	\$ 12.0	\$ 27.6	\$ 24.3
Variable lease	1.4	1.0	2.7	2.8
Short-term lease	0.4	0.7	0.8	1.2
Total	<u>\$ 16.8</u>	<u>\$ 13.7</u>	<u>\$ 31.1</u>	<u>\$ 28.3</u>

The ROU assets and lease liabilities for operating leases recognized in the Consolidated Balance Sheets were as follows (in millions):

	As of	
	June 28, 2024	December 31, 2023
Operating lease liabilities included in:		
Accrued expenses and other current liabilities	\$ 31.6	\$ 33.0
Other long-term liabilities	249.4	231.0
Total	<u>\$ 281.0</u>	<u>\$ 264.0</u>
Operating ROU assets included in:		
Other assets	\$ 265.9	\$ 247.3

As of June 28, 2024, the weighted-average remaining lease-terms were 10.6 years and 17.5 years, and the weighted-average discount rates were 5.2% and 5.7%, for operating leases and financing leases, respectively.

**Supplemental Disclosure of Cash Flow Information**

Certain of the cash and non-cash activities were as follows (in millions):

	Six Months Ended	
	June 28, 2024	June 30, 2023
Non-cash investing activities:		
Capital expenditures in accounts payable and other long-term liabilities	\$ 221.7	\$ 392.5
Operating ROU assets obtained in exchange for lease liabilities	38.5	8.1
Cash paid for:		
Interest expense	\$ 31.3	\$ 41.3
Income taxes	244.9	227.6
Operating lease payments in operating cash flows	24.2	22.1

Reconciliation of the captions in the Consolidated Balance Sheets to the Consolidated Statements of Cash Flows (in millions):

	As of			
	June 28, 2024	December 31, 2023	June 30, 2023	December 31, 2022
Consolidated Balance Sheets:				
Cash and cash equivalents	\$ 2,231.0	\$ 2,483.0	\$ 2,622.2	\$ 2,919.0
Restricted cash (included in other current assets)	2.1	2.0	11.0	14.0
Cash, cash equivalents and restricted cash in Consolidated Statements of Cash Flows	<u>\$ 2,233.1</u>	<u>\$ 2,485.0</u>	<u>\$ 2,633.2</u>	<u>\$ 2,933.0</u>

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**Note 6: Long-Term Debt**

Long-term debt consisted of the following (in millions, with annualized interest rates):

	As of	
	June 28, 2024	December 31, 2023
Revolving Credit Facility due 2028, interest payable monthly at 6.69% and 6.71%	\$ 375.0	\$ 375.0
0.50% Notes due 2029 <sup>(1)</sup>	1,500.0	1,500.0
0% Notes due 2027	804.9	804.9
3.875% Notes due 2028 <sup>(2)</sup>	700.0	700.0
Gross long-term debt, including current maturities	3,379.9	3,379.9
Less: Debt discount <sup>(3)</sup>	(3.7)	(4.2)
Less: Debt issuance costs <sup>(4)</sup>	(34.9)	(39.1)
Net long-term debt, including current maturities	3,341.3	3,336.6
Less: Current maturities	(795.6)	(794.0)
Net long-term debt	<u>\$ 2,545.7</u>	<u>\$ 2,542.6</u>

<sup>(1)</sup> Interest is payable on March 1 and September 1 of each year at 0.50% annually.

<sup>(2)</sup> Interest is payable on March 1 and September 1 of each year at 3.875% annually.

<sup>(3)</sup> Debt discount of \$3.7 million and \$4.2 million for the 3.875% Notes as of June 28, 2024 and December 31, 2023, respectively.

<sup>(4)</sup> Debt issuance costs of \$24.3 million and \$26.8 million for the 0.50% Notes, \$9.3 million and \$10.9 million for the 0% Notes and \$1.3 million and \$1.4 million for the 3.875% Notes, in each case as of June 28, 2024 and December 31, 2023, respectively.

Expected maturities of gross long-term debt (including current portion - see section below on 0% Notes) as of June 28, 2024 were as follows (in millions):

Period	Expected Maturities
Remainder of 2024	\$ 804.9
2025	—
2026	—
2027	—
2028	1,075.0
Thereafter	1,500.0
Total	<u>\$ 3,379.9</u>

The Company was in compliance with its covenants under all debt agreements as of June 28, 2024, and expects to remain in compliance with all covenants over at least the next 12 months.

**0% Notes**

Pursuant to the indenture governing the 0% Notes, as of June 28, 2024, the \$795.6 million remaining outstanding principal amount of the 0% Notes, net of unamortized issuance costs, was classified as a current portion of long-term debt since the last reported sale price of the Company's common stock for at least 20 trading days during the period of 30 consecutive trading days ending on June 28, 2024 was greater than or equal to \$68.86 (130% of the conversion price) on each applicable trading day. This condition gives holders the right to surrender any portion of their 0% Notes (in minimum denominations of \$1,000 in principal amount or an integral multiple thereof) for conversion during the calendar quarter ending September 30, 2024, and only during such calendar quarter.

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**Note 7: Earnings Per Share and Equity***Earnings Per Share*

Net income per share of common stock for calculating basic and diluted earnings per share was calculated as follows (in millions, except per share data):

	<b>Quarters Ended</b>		<b>Six Months Ended</b>	
	<b>June 28, 2024</b>	<b>June 30, 2023</b>	<b>June 28, 2024</b>	<b>June 30, 2023</b>
Net income for basic earnings per share of common stock	\$ 338.2	\$ 576.6	\$ 791.2	\$ 1,038.3
Add: Interest on 1.625% Notes	—	0.4	—	0.8
Net income for diluted earnings per share of common stock	<u>\$ 338.2</u>	<u>\$ 577.0</u>	<u>\$ 791.2</u>	<u>\$ 1,039.1</u>
Basic weighted-average shares of common stock outstanding	429.1	431.7	428.6	431.8
Dilutive effect of share-based awards	0.4	1.0	0.6	1.2
Dilutive effect of convertible notes and warrants	3.7	16.0	5.7	15.6
Diluted weighted-average shares of common stock outstanding	<u>433.2</u>	<u>448.7</u>	<u>434.9</u>	<u>448.6</u>
Net income per share of common stock attributable to ON Semiconductor Corporation:				
Basic	<u>\$ 0.79</u>	<u>\$ 1.34</u>	<u>\$ 1.85</u>	<u>\$ 2.40</u>
Diluted	<u>\$ 0.78</u>	<u>\$ 1.29</u>	<u>\$ 1.82</u>	<u>\$ 2.32</u>

Basic income per share of common stock is computed by dividing net income for basic earnings by the weighted-average number of shares of common stock outstanding during the period. To calculate the diluted weighted-average shares of common stock outstanding, the treasury stock method has been applied to calculate the number of incremental shares from the assumed issuance of shares relating to RSUs. The excluded number of anti-dilutive share-based awards was 1.2 million and 0.1 million for the quarters ended June 28, 2024 and June 30, 2023, respectively, and 0.8 million and 0.2 million for the six months ended June 28, 2024 and June 30, 2023, respectively.

The dilutive impacts related to the 0.50% Notes and 0% Notes have been calculated using the if-converted method for the quarters and six months ended June 28, 2024 and June 30, 2023. The 0.50% Notes and the 0% Notes are repayable in cash up to the par value and in cash or shares of common stock for the excess over par value. Prior to conversion, the convertible note hedges are not considered for purposes of the earnings per share calculations, as their effect would be anti-dilutive. Upon conversion, the convertible note hedges are expected to offset the dilutive effect of the 0.50% Notes and 0% Notes when the stock price is above \$103.87 and \$52.97 per share, respectively.

The dilutive impact of the warrants issued concurrently with the issuance of the 0.50% Notes and 0% Notes with exercise prices of \$156.78 and \$74.34, respectively, has been included in the calculation of diluted weighted-average common shares outstanding, if applicable.

*Warrants Settlement*

At the time of issuance of the 1.625% Notes, the Company sold warrants to bank counterparties whereby the holders of the warrants had the option to purchase the equivalent number of shares of the Company's common stock at a price of \$30.70 per share from the Company beginning on January 16, 2024. The bank counterparties exercised 6.7 million warrants during the first quarter of 2024, and the Company settled them by issuing 4.0 million shares of common stock on a net-share basis based on the average stock price on the day of exercise, for which no cash was exchanged. All outstanding warrants related to the 1.625% Notes were settled entirely during the quarter ended March 29, 2024.

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**Equity**
*Share Repurchase Program*

Under the share repurchase program announced on February 6, 2023 (the "Share Repurchase Program"), the Company may repurchase up to \$3.0 billion (exclusive of fees, commissions and other expenses) of the Company's common stock through December 31, 2025. Activity under the Share Repurchase Program during the quarters ended June 28, 2024 and June 30, 2023, respectively, was as follows (in millions, except per share data):

	<b>Quarters Ended</b>		<b>Six Months Ended</b>	
	<b>June 28, 2024</b>	<b>June 30, 2023</b>	<b>June 28, 2024</b>	<b>June 30, 2023</b>
Number of repurchased shares <sup>(1)</sup>	2.1	0.7	3.4	2.0
Aggregate purchase price	\$ 150.0	\$ 60.0	\$ 250.0	\$ 164.1
Fees, commissions and excise tax	0.1	0.3	0.1	0.3
Total	\$ 150.1	\$ 60.3	\$ 250.1	\$ 164.4
Weighted-average purchase price per share <sup>(2)</sup>	\$ 71.88	\$ 86.49	\$ 74.41	\$ 81.29

<sup>(1)</sup> None of these shares had been reissued or retired as of June 28, 2024, but may be reissued later.

<sup>(2)</sup> Exclusive of fees, commissions or other expenses.

As of June 28, 2024, the authorized amount remaining under the Share Repurchase Program was approximately \$2.2 billion.

*Shares for Restricted Stock Units Tax Withholding*

The amounts remitted for employee withholding taxes during the quarter and six months ended June 28, 2024 was \$7.4 million and \$45.1 million, respectively, for which the Company withheld approximately 0.1 million and 0.6 million shares of common stock, respectively, that were underlying the RSUs that vested. The amounts remitted for employee withholding taxes during the quarter and six months ended June 30, 2023 was \$9.8 million and \$57.4 million, respectively, for which the Company withheld approximately 0.1 million and 0.7 million shares of common stock, respectively, that were underlying the RSUs that vested. This tax withholding activity is separate from the Share Repurchase Program.

*Non-Controlling Interest in Leshan-Phoenix Semiconductor Company Limited ("Leshan")*

The results of Leshan have been consolidated in the Company's financial statements. The Leshan non-controlling interest balance was \$18.9 million as of June 28, 2024 after including its \$0.9 million share of earnings for the six months ending June 28, 2024. As of December 31, 2023, the Leshan non-controlling interest balance was \$18.0 million.

**Note 8: Share-Based Compensation**

Total share-based compensation expense related to the RSUs, stock grant awards and the ESPP was recorded within the Consolidated Statements of Operations and Comprehensive Income as follows (in millions):

	<b>Quarters Ended</b>		<b>Six Months Ended</b>	
	<b>June 28, 2024</b>	<b>June 30, 2023</b>	<b>June 28, 2024</b>	<b>June 30, 2023</b>
Cost of revenue	\$ 6.5	\$ 4.9	\$ 11.9	\$ 8.6
Research and development	6.4	5.2	12.1	9.7
Selling and marketing	5.4	5.0	10.6	9.1
General and administrative	14.0	16.5	30.7	31.9
Share-based compensation expense	32.3	31.6	65.3	59.3
Income tax benefit	(6.8)	(6.6)	(13.7)	(12.5)
Share-based compensation expense, net of tax	\$ 25.5	\$ 25.0	\$ 51.6	\$ 46.8

**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(unaudited)**

As of June 28, 2024, total unrecognized expected share-based compensation expense, net of estimated forfeitures, related to non-vested RSUs with service, performance and market conditions was \$207.0 million, which is expected to be recognized over a weighted-average period of 2.0 years. Upon vesting of RSUs or stock grant awards or completion of a purchase under the ESPP, new shares of common stock are issued. The annualized pre-vesting forfeiture rate for RSUs was estimated to be 8% for each of the quarters ended June 28, 2024 and June 30, 2023.

***Shares Available***

As of June 28, 2024 and December 31, 2023, there was an aggregate of 33.7 million and 37.1 million shares of common stock, respectively, available for grant under the Amended and Restated SIP.

***Restricted Stock Units***

RSUs generally vest ratably over three years for awards with service conditions and over two or five years for awards with performance, service and market conditions, or a combination thereof, and are settled in shares of common stock upon vesting. A summary of the RSU transactions for the six months ended June 28, 2024 was as follows (in millions, except per share data):

	<u>Number of Shares</u>	<u>Weighted-Average Grant Date Fair Value Per Share</u>
Non-vested RSUs at December 31, 2023	3.2	\$ 69.39
Granted	2.1	77.83
Achieved	0.3	61.20
Released	(1.7)	62.80
Forfeited	(0.2)	71.62
Non-vested RSUs at June 28, 2024	<u>3.7</u>	

**Note 9: Commitments and Contingencies**

***Environmental Contingencies***

The Company has encountered and dealt with a number of environmental issues over time relating to the various locations where it conducts its operations and has incurred certain costs related to clean-up activities and environmental remediation efforts. In certain instances, the Company has been indemnified for such costs, often from third parties who were the prior owners of such facilities. Any costs to the Company in connection with such environmental matters have generally not been, and based on the information available, are not expected to be material.

***Financing Contingencies***

In the ordinary course of business, the Company provides standby letters of credit or other guarantee instruments to certain parties initiated by either the Company or its subsidiaries, as required for transactions, including, but not limited to, material purchase commitments, agreements to mitigate collection risk, leases, utilities arrangements and/or customs guarantees. The Revolving Credit Facility includes \$25.0 million available for the issuance of letters of credit, of which \$0.9 million was outstanding as of June 28, 2024, which reduced the borrowing capacity under such facility. As of June 28, 2024, the Company also had outstanding guarantees and letters of credit outside of its Revolving Credit Facility totaling \$6.2 million.

As part of obtaining financing in the ordinary course of business, the Company issued guarantees related to certain of its subsidiaries, which totaled \$0.9 million as of June 28, 2024. Based on historical experience and information currently available, the Company believes that it will not be required to make payments under the standby letters of credit or guarantee arrangements for the foreseeable future.

**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
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### ***Indemnification Contingencies***

The Company is a party to a variety of agreements entered into in the ordinary course of business, including acquisition agreements, pursuant to which it may be obligated to indemnify the other parties for certain liabilities that arise out of or relate to the subject matter of the agreements. Some of the agreements entered into by the Company require it to indemnify the other party against losses due to IP infringement, property damage (including environmental contamination), personal injury, failure to comply with applicable laws, the Company's negligence or willful misconduct or breach of representations and warranties and covenants related to such matters as title to sold assets. In the case of certain acquisition agreements, these agreements may require us to maintain such indemnification provisions for the acquiree's directors, officers and other employees and agents, in certain cases for a number of years following the acquisition.

While the Company's future obligations under certain agreements may contain limitations on liability for indemnification, other agreements do not contain such limitations and under such agreements it is not possible to predict the maximum potential amount of future payments due to the conditional nature of the Company's obligations and the unique facts and circumstances involved in each particular agreement. Historically, payments made by the Company under any of these indemnities have not had a material effect on the Company's business, financial condition, results of operations or cash flows. Additionally, the Company does not believe that any amounts that it may be required to pay under these indemnities in the future will be material to the Company's business, financial position, results of operations, or cash flows.

### ***Legal Matters***

The Company is currently involved in a variety of legal matters that arise in the ordinary course of business. Based on information currently available, the Company is not involved in any pending or threatened legal proceedings that it believes could reasonably be expected to have a material adverse effect on its financial condition, results of operations or liquidity. However, the litigation process is inherently uncertain, and the Company cannot guarantee that the outcome of any litigation matter will be favorable to the Company.

### ***Securities Class Action And Derivative Litigation Concerning the Company's SiC Business***

On December 13, 2023, a putative class action captioned *Hubacek v. On Semiconductor Corp., et al.*, Case No. 1:23-cv-01429 (D. Del.), was filed by an alleged stockholder of the Company in the U.S. District Court for the District of Delaware against the Company and certain of its officers. This action was transferred to the U.S. District Court for the District of Arizona in March of 2024. The initial complaint asserted claims for alleged violation of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. The initial complaint alleged that the defendants made misleading statements regarding the Company's SiC business. An amended complaint was filed on May 31, 2024. The amended complaint again asserts claims for alleged violations of Sections 10(b) and 20(a) of the Securities Exchange Act of 1934. The plaintiff seeks a ruling that this case may proceed as a class action, and seeks damages, attorneys' fees and costs. The Company will file a motion to dismiss the amended complaint on or before July 30, 2024. Additional written briefing on this motion to dismiss the amended complaint is expected to be completed by October 30, 2024. The Company believes that it has strong legal defenses to the claims asserted, and will vigorously defend it.

On January 3, 2024, a purported stockholder derivative action captioned *Silva v. El-Khoury, et al.*, Case No. 1:24-cv-00007 (D. Del.), was filed by a purported stockholder of the Company in the U.S. District Court for the District of Delaware. On February 12, 2024, a purported stockholder derivative action captioned *Smalley et al. v. El-Khoury et al.* Case No. 1:24-cv-00183 (D. Del.), was filed by a purported stockholder of the Company in the U.S. District Court for the District of Delaware. Both aforementioned derivative actions, *Silva* and *Smalley*, were voluntarily dismissed without prejudice on April 15, 2024. On February 28, 2024, a purported stockholder derivative action captioned *Mumme et al. v. El-Khoury et al.* Case No. CV2024-003974 (D. AZ.), was filed by a purported stockholder of the Company in the Superior Court of the State of Arizona in and for the County of Maricopa and on March 15, 2024, a purported stockholder derivative action captioned *Chan et al. v. Abe et al.* Case No. 2:24-cv-00552 (D. AZ.), was filed by a purported stockholder of the Company in the U.S. District Court for the District of Arizona. The allegations in these derivative complaints are substantially similar to the allegations in the securities class action complaint discussed above. The derivative suits purport to assert claims (1) on behalf of the Company against certain of its officers for contribution under the federal securities laws and (2) against all of the defendants for breach of fiduciary duty, aiding and abetting, unjust enrichment, abuse of control, gross mismanagement, and waste. The plaintiffs seek an award of damages, pre-judgment interest, punitive damages, attorneys' fees, and other costs and expenses related to the litigation. The Company believes that the plaintiffs lack standing to assert claims on the Company's behalf. These two pending derivative actions, *Mumme* and *Chan*, were stayed by court order, pending the resolution of *Hubacek v. On Semiconductor Corp.*

**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(unaudited)**

***Intellectual Property Matters***

The Company faces risk of exposure from claims of infringement of the IP rights of others. In the ordinary course of business, the Company receives letters asserting that the Company's products or components breach another party's rights. Such letters may request royalty payments from the Company, that the Company cease and desist using certain IP, and/or request other remedies.

**Note 10: Fair Value Measurements**

***Fair Value of Financial Instruments***

The following tier level hierarchy is used to determine fair values of the financial instruments:

- Level 1: based on observable inputs that reflect quoted prices for identical assets or liabilities in active markets.
- Level 2: based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly or indirectly.
- Level 3: based on the use of unobservable inputs for the assets and liabilities and other types of analyses.

The carrying values of cash and cash equivalents, which include money market funds and demand and time deposits, as well as short-term investments, which include time deposits, approximate fair value because of the short-term maturity of these instruments. The carrying amounts of other current assets and liabilities, such as accounts receivable and accounts payable, approximate fair value due to the short-term maturity of the amounts, and such amounts are considered Level 2 in the fair value hierarchy.

The Company held \$450.0 million of short-term investments in time deposits and an insignificant amount of cash equivalents in the form of time deposits and money market funds as of June 28, 2024. The Company held an insignificant amount of investments in money market funds and no cash equivalents in the form of demand deposits or time deposits or investments in other assets as of December 31, 2023. Money market funds and demand deposits are classified as Level 1 while time deposits are classified as Level 2 within the fair value hierarchy.

***Fair Value of Long-Term Debt, including Current Portion***

The carrying amounts and fair values of the long-term borrowings were as follows (in millions):

	As of			
	June 28, 2024		December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt, including current portion <sup>(1)</sup>				
0% Notes	\$ 795.6	\$ 1,125.4	\$ 794.0	\$ 1,334.4
0.50% Notes	1,475.7	1,445.3	1,473.1	1,596.6
3.875% Notes	695.0	645.3	694.4	652.0
Revolving Credit Facility	375.0	386.3	375.0	390.6

<sup>(1)</sup> Carrying amounts shown are net of debt discount, if applicable, and debt issuance costs.

Fair values of the 0% Notes, 0.50% Notes and 3.875% Notes were estimated based on market prices in active markets (Level 1), and the Revolving Credit Facility was estimated based on discounting the remaining principal and interest payments using current market rates for similar debt (Level 2).

**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(unaudited)**

**Note 11: Financial Instruments****Foreign Currencies**

As a multinational business, the Company engages in transactions that are denominated in a variety of currencies. When appropriate, the Company uses forward foreign currency contracts to reduce its overall exposure to the effects of currency fluctuations on its results of operations and cash flows. The Company's policy prohibits trading in currencies for which there are no underlying exposures and entering into trades for any currency to intentionally increase the underlying exposure. The Company primarily hedges existing assets and liabilities associated with transactions currently on its balance sheet, which are undesignated hedges for accounting purposes. The Company is exposed to credit-related losses if counterparties to hedge contracts fail to perform their obligations.

As of June 28, 2024 and December 31, 2023, the Company had net outstanding foreign exchange contracts with notional amounts of \$253.1 million and \$262.2 million, respectively. Such contracts were obtained through financial institutions and were scheduled to mature within one month from the time of purchase. Management believes that these financial instruments should not subject the Company to increased risks from foreign exchange movements because gains and losses on these contracts should offset losses and gains on the underlying assets, liabilities and transactions to which they are related.

The following summarizes the Company's net foreign exchange positions in U.S. Dollars (in millions):

	As of			
	June 28, 2024		December 31, 2023	
	Buy (Sell)	Notional Amount	Buy (Sell)	Notional Amount
Japanese Yen	\$ 48.8	\$ 48.8	\$ 55.2	\$ 55.2
Philippine Peso	44.1	44.1	47.3	47.3
Czech Koruna	26.4	26.4	16.8	16.8
Euro	52.9	52.9	64.6	64.6
Korean Won	(32.2)	32.2	(14.3)	14.3
Other Currencies - Buy	40.9	40.9	54.4	54.4
Other Currencies - Sell	(7.8)	7.8	(9.6)	9.6
	<u>\$ 173.1</u>	<u>\$ 253.1</u>	<u>\$ 214.4</u>	<u>\$ 262.2</u>

Amounts receivable or payable under the contracts were not material as of June 28, 2024 or December 31, 2023. During the quarters ended June 28, 2024 and June 30, 2023, net of the impact of the hedge positions, the realized and unrealized foreign currency transactions totaled a gain of \$0.2 million and a loss of \$0.7 million, respectively. During the six months ended June 28, 2024 and June 30, 2023, net of the impact of the hedge positions, the realized and unrealized foreign currency transactions totaled a gain of \$1.6 million and a loss of \$2.7 million, respectively. The realized and unrealized foreign currency transactions are included in other income (expense) in the Consolidated Statements of Operations and Comprehensive Income.

**Cash Flow Hedges***Foreign currency risk*

The Company's foreign currency forward contracts generally mature within 12 months and are designated as cash flow hedges for accounting purposes. As of June 28, 2024, the notional value of outstanding foreign currency forward contracts designated as cash flow hedges was \$157.3 million, with a fair value of \$5.3 million recorded as accrued expenses and other current liabilities. A loss of \$3.6 million and \$4.6 million, was recognized as a component of cost of revenue for the quarter and six months ended June 28, 2024, respectively. The Company did not identify any ineffectiveness with respect to the notional amounts of the foreign currency forward contracts effective as of June 28, 2024.



**ON SEMICONDUCTOR CORPORATION**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued**  
**(unaudited)**

*Other*

As of June 28, 2024, the Company had no outstanding commodity derivatives, currency swaps, options or equity investments held at subsidiaries or affiliated companies. The Company does not hedge the value of its equity investments in its subsidiaries or affiliated companies. The Company is exposed to credit-related losses if its hedge counterparties fail to perform their obligations.

As of June 28, 2024, the counterparties to the Company's hedge contracts are held at financial institutions which the Company believes to be highly rated, and no credit-related losses are anticipated.

**Note 12: Income Taxes**

The Company recognizes interest and penalties accrued related to uncertain tax positions in tax expense in the Consolidated Statements of Operations and Comprehensive Income. The Company recognized approximately \$3.1 million and \$2.0 million of net interest and penalties accrued as of June 28, 2024 and December 31, 2023, respectively. It is reasonably possible that the Company's unrecognized tax benefits will be reduced by \$3.9 million in the next 12 months due to expiration of the applicable statute of limitations.

The Company maintains a partial valuation allowance on its U.S. state deferred tax assets and a valuation allowance on foreign net operating losses and tax credits that primarily expire in 2025.

Tax years prior to 2020 are generally not subject to examination by the IRS. For state tax returns, the Company is generally not subject to income tax examinations for tax years prior to 2019. With respect to jurisdictions outside the United States, the Company is generally not subject to examination for tax years prior to 2014.

**Note 13: Changes in Accumulated Other Comprehensive Loss**

Amounts comprising accumulated other comprehensive loss and reclassifications were as follows (in millions):

	Currency Translation Adjustments	Effects of Cash Flow Hedges	Total
Balance as of December 31, 2023	\$ (52.5)	\$ 7.3	\$ (45.2)
Other comprehensive income (loss) prior to reclassifications	(4.3)	4.9	0.6
Amounts reclassified from accumulated other comprehensive loss	—	(12.2)	(12.2)
Net current period other comprehensive loss <sup>(1)</sup>	(4.3)	(7.3)	(11.6)
Balance as of June 28, 2024	\$ (56.8)	\$ —	\$ (56.8)

<sup>(1)</sup> Effects of cash flow hedges were net of tax impact of \$1.4 million for the six months ended June 28, 2024.

Amounts reclassified from accumulated other comprehensive loss to the specific caption within Consolidated Statements of Operations and Comprehensive Income were as follows (in millions):

	Quarters Ended		Six Months Ended		To caption
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	
Cash flow hedges	\$ (4.5)	\$ (0.8)	\$ (6.3)	\$ (0.8)	Cost of revenue
Interest rate swaps	(2.9)	(3.0)	(5.9)	(8.0)	Interest expense
Interest rate swaps terminations	—	—	—	(6.9)	Other income
Total reclassifications	\$ (7.4)	\$ (3.8)	\$ (12.2)	\$ (15.7)	

## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

You should read the following discussion in conjunction with our audited historical consolidated financial statements, which are included in the 2023 Form 10-K, and our unaudited consolidated financial statements for the fiscal quarter ended June 28, 2024, which are included elsewhere in this Form 10-Q. This Management's Discussion and Analysis of Financial Condition and Results of Operations contains statements that are forward-looking. These statements are based on expectations and assumptions as of the date of this Form 10-Q and are subject to risks, uncertainties and other factors. Actual results could differ materially because of the factors discussed below or elsewhere in this Form 10-Q. See Part II, Item 1A. "Risk Factors" of this Form 10-Q and Part I, Item 1A. "Risk Factors" of the 2023 Form 10-K.

### **Executive Overview**

#### *onsemi Overview*

We provide intelligent power and intelligent sensing solutions with a primary focus towards automotive and industrial markets to help our customers solve challenging problems and create cutting-edge products for a better future. Our intelligent power technologies enable the electrification of the automotive industry that allows for lighter and longer-range electric vehicles, empowers efficient fast-charging systems and propels sustainable energy for the highest efficiency solar strings, industrial power, data centers and storage systems. Our intelligent power solutions for the automotive industry allow our customers to exceed range targets with lower weight and reduce system cost through efficiency. Our intelligent sensing technologies support the next generation industry, allowing for smarter factories and buildings while also enhancing the automotive mobility experience with imaging and depth sensing that make advanced vehicle safety and automated driving systems possible.

We believe the evolution of the automotive industry, with advancements in autonomous driving, ADAS, vehicle electrification, and the increase in electronics content for vehicle platforms, is reshaping the boundaries of transportation. Through sensing integration, we believe our intelligent power solutions achieve superior efficiencies compared to our peers. This integration allows lower temperature operation and reduced cooling requirements while saving costs and minimizing weight. In addition, our power solutions deliver power with less die per module, achieving higher range for a given battery capacity.

During the first quarter of 2024, we renamed our Advanced Solutions Group ("ASG") reportable segment to Analog and Mixed-Signal Group ("AMG") and reorganized the existing divisions within PSG and AMG. See Note 2: "Revenue and Segment Information" in the notes to the unaudited consolidated financial statements included elsewhere in this Form 10-Q for additional information regarding the segment reorganization. As of June 28, 2024, we were organized into the three operating and reportable segments of PSG, AMG and ISG.

#### *Business Strategy Developments*

Our primary focus continues to be on profitable revenue with stable gross margin and operating income by capturing high-growth megatrends in our focused end-markets of automotive and industrial infrastructure. We design products in highly-differentiated markets focused on customer needs while optimizing and right-sizing our manufacturing footprint to support growth and maintain gross margins through efficiencies and new product development. We are focused on achieving efficiencies in our operating and capital expenditures, capital allocation on research and development investments and resources to accelerate growth in high-margin products.

#### *2024 Business Realignment*

In an effort to streamline resources, drive organizational efficiencies, consolidate our global corporate footprint, and align with our "Fab Right" manufacturing strategy, we initiated the 2024 business realignment efforts during the second quarter of 2024. Under this business realignment, approximately 1,000 employees were notified of their employment termination and around 300 additional employees were reassigned or asked to relocate to another site. We incurred severance and other related charges of approximately \$52.5 million and asset impairments and other charges of approximately \$18.8 million. For additional information, see Note 4: "Restructuring, Asset Impairments and Other Charges, Net" in the notes to our unaudited consolidated financial statements included elsewhere in this Form 10-Q.

#### *Share Repurchases*

During the quarter ended June 28, 2024, we repurchased approximately 2.1 million shares of common stock for an aggregate purchase price of \$150.1 million. During the first quarter of 2024, we had repurchased approximately 1.3 million shares of common stock for an aggregate purchase price of \$100 million. For additional information, see Note 7: "Earnings Per Share and Equity" in the notes to our unaudited consolidated financial statements included elsewhere in this Form 10-Q.

## Results of Operations

### Quarter Ended June 28, 2024 compared to the Quarter Ended June 30, 2023

The following table summarizes certain information relating to our operating results that has been derived from our unaudited consolidated financial statements (in millions):

	Quarters Ended		Dollar Change
	June 28, 2024	June 30, 2023	
Revenue	\$ 1,735.2	\$ 2,094.4	\$ (359.2)
Cost of revenue	951.2	1,101.0	(149.8)
Gross profit	784.0	993.4	(209.4)
Operating expenses:			
Research and development	156.5	145.3	11.2
Selling and marketing	68.6	71.6	(3.0)
General and administrative	85.0	87.2	(2.2)
Amortization of acquisition-related intangible assets	12.9	12.0	0.9
Restructuring, asset impairments and other charges, net	72.5	2.6	69.9
Total operating expenses	395.5	318.7	76.8
Operating income	388.5	674.7	(286.2)
Other income (expense), net:			
Interest expense	(15.7)	(16.4)	0.7
Interest income	27.4	24.0	3.4
Loss on divestiture of business	—	0.5	(0.5)
Other income (expense)	1.9	(1.3)	3.2
Other income (expense), net	13.6	6.8	6.8
Income before income taxes	402.1	681.5	(279.4)
Income tax provision	(63.7)	(104.4)	40.7
Net income	338.4	577.1	(238.7)
Less: Net income attributable to non-controlling interest	(0.2)	(0.5)	0.3
Net income attributable to ON Semiconductor Corporation	\$ 338.2	\$ 576.6	\$ (238.4)

### Revenue

Revenue was \$1,735.2 million and \$2,094.4 million for the quarters ended June 28, 2024 and June 30, 2023, respectively, representing a decrease of \$359.2 million, or approximately 17%, year over year. We had one customer, a distributor, whose revenue accounted for approximately 12% and 11% of our total revenue for the quarters ended June 28, 2024 and June 30, 2023, respectively.

Revenue by operating and reportable segments was as follows (dollars in millions):

	Quarter Ended June 28, 2024	As a % of Total Revenue <sup>(1)</sup>	Quarter Ended June 30, 2023	As a % of Total Revenue <sup>(1)</sup>
PSG	\$ 835.2	48.1 %	\$ 977.4	46.7 %
AMG	647.8	37.3 %	791.9	37.8 %
ISG	252.2	14.5 %	325.1	15.5 %
Total revenue	\$ 1,735.2		\$ 2,094.4	

<sup>(1)</sup> Certain amounts may not total due to rounding of individual amounts.

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Revenue from PSG decreased by \$142.2 million, or approximately 15%, for the quarter ended June 28, 2024 compared to the quarter ended June 30, 2023. Revenue from our Multi-Market Power Division, Automotive Power Division and Industrial Power Division decreased by \$68.8 million, \$36.8 million and \$36.7 million, respectively, primarily driven by a decrease in demand in the automotive, industrial and communications end-markets.

Revenue from AMG decreased by \$144.1 million, or approximately 18%, for the quarter ended June 28, 2024 compared to the quarter ended June 30, 2023. Revenue from our Power Management Division, Sensor Interface Division and Integrated Circuit Division decreased by \$80.5 million, \$36.5 million and \$27.2 million, respectively, primarily due to a decrease in demand in the automotive and industrial end-markets.

Revenue from ISG decreased by \$72.9 million, or approximately 22%, for the quarter ended June 28, 2024 compared to the quarter ended June 30, 2023, largely driven by a decrease in revenue from our Automotive Sensing Division and Industrial and Consumer Solutions Division of \$38.7 million and \$34.2 million, respectively, primarily due to the decrease in demand for these products in the automotive and industrial end-markets.

Revenue by geographic location, based on sales billed from the respective country or region, was as follows (dollars in millions):

	Quarter Ended June 28, 2024	As a % of Total Revenue <sup>(1)</sup>	Quarter Ended June 30, 2023	As a % of Total Revenue <sup>(1)</sup>
Hong Kong	\$ 453.5	26.1 %	\$ 530.2	25.3 %
Singapore	390.3	22.5 %	519.3	24.8 %
United Kingdom	413.8	23.8 %	449.4	21.5 %
United States	324.9	18.7 %	380.9	18.2 %
Other	152.7	8.8 %	214.6	10.2 %
Total revenue	<u>\$ 1,735.2</u>		<u>\$ 2,094.4</u>	

<sup>(1)</sup> Certain amounts may not total due to rounding of individual amounts.

**Gross Profit and Gross Margin**

Gross profit decreased by \$209.4 million to \$784.0 million for the quarter ended June 28, 2024 compared to \$993.4 million for the quarter ended June 30, 2023. This was primarily due to the decline in volume which negatively impacted gross profit by approximately \$183 million and \$47 million from existing products and new products, respectively, partially offset by approximately \$20 million due to a reduction in the lower-margin foundry business at our EFK location.

Our gross margin decreased by approximately 2.2% to 45.2% for the quarter ended June 28, 2024 from 47.4% for the quarter ended June 30, 2023, primarily due to changes as explained in the segment gross margin sections below.

Our gross profit by operating and reportable segments was as follows (dollars in millions):

	Quarter Ended June 28, 2024	As a % of Revenue	Quarter Ended June 30, 2023	As a % of Revenue
PSG	\$ 348.8	41.8 %	\$ 468.0	47.9 %
AMG	321.9	49.7 %	370.2	46.7 %
ISG	113.3	44.9 %	155.2	47.7 %
Total gross profit	<u>\$ 784.0</u>	45.2 %	<u>\$ 993.4</u>	47.4 %

Explanation for the fluctuation in gross profit amounts and gross margin percentages for the quarter ended June 28, 2024 compared to the quarter ended June 30, 2023 is provided below:

PSG gross profit decreased by \$119.2 million, primarily driven by a decline in volume which negatively impacted gross profit by approximately \$72 million and \$47 million from existing products and new products, respectively. PSG gross margin decreased by 6.1% to 41.8% from 47.9% primarily as a result of the decline in volume, underutilization and the related impact of unfavorable product mix.

AMG gross profit decreased by \$48.3 million, primarily driven by a decline in existing business which negatively impacted gross profit by approximately \$69 million partially offset by improved gross profit of approximately \$20 million due to the

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reduction in the lower-margin foundry business at our EFK location. AMG gross margin increased by 3.0% to 49.7% from 46.7%, primarily due to the reduction in the lower-margin foundry business.

ISG gross profit decreased by \$41.9 million, primarily driven by a decline in existing business. ISG gross margin decreased by 2.8% to 44.9% from 47.7%, primarily driven by changes in product mix.

### ***Operating Expenses***

Research and development expenses were \$156.5 million for the quarter ended June 28, 2024, as compared to \$145.3 million for the quarter ended June 30, 2023, representing an increase of \$11.2 million, or approximately 8%. The increase was primarily attributable to an increase in payroll-related expenses and materials used in development activities, partially offset by a decrease in variable compensation.

Selling and marketing expenses were \$68.6 million for the quarter ended June 28, 2024, as compared to \$71.6 million for the quarter ended June 30, 2023, representing a decrease of \$3.0 million, or approximately 4%. The decrease was primarily attributable to decreased variable compensation and commissions, partially offset by increased payroll-related costs.

General and administrative expenses were \$85.0 million for the quarter ended June 28, 2024, as compared to \$87.2 million for the quarter ended June 30, 2023, representing a decrease of \$2.2 million, or approximately 3%. The decrease was primarily attributable to decreased variable compensation, partially offset by an increase in expenses associated with information technology initiatives.

### ***Other Operating Expenses***

#### *Amortization of Acquisition-Related Intangible Assets*

Amortization of acquisition-related intangible assets was \$12.9 million for the quarter ended June 28, 2024, as compared to \$12.0 million for the quarter ended June 30, 2023, representing an increase of \$0.9 million, or approximately 8%.

#### *Restructuring, Asset Impairments and Other, Net*

Restructuring, asset impairments and other, net was \$72.5 million for the quarter ended June 28, 2024, as compared to \$2.6 million for the quarter ended June 30, 2023. Charges incurred for quarter ended June 28, 2024 primarily relate to restructuring actions during the period. See Note 4: "Restructuring, Asset Impairments and Other Charges, Net" in the notes to our unaudited consolidated financial statements included elsewhere in this Form 10-Q for additional information.

### ***Interest Expense***

Interest expense decreased by \$0.7 million to \$15.7 million during the quarter ended June 28, 2024, as compared to \$16.4 million during the quarter ended June 30, 2023. The decrease was primarily due to the maturity of the 1.625% notes in 2023. Our average gross long-term debt for the quarter ended June 28, 2024 was \$3,379.9 million at a weighted-average interest rate of 1.9%, as compared to \$3,507.1 million at a weighted-average interest rate of 1.9% for the quarter ended June 30, 2023. The calculation of our weighted-average interest rates includes the effect of our interest rate swap agreements.

### ***Interest income***

Interest income increased by \$3.4 million, or approximately 14%, to \$27.4 million during the quarter ended June 28, 2024 compared to \$24.0 million during the quarter ended June 30, 2023, primarily due to an increase in interest rates along with a strategic shift in our investment strategy with higher balances in interest bearing accounts.

### ***Other Income (Expense)***

During the quarter ended June 28, 2024, other income was \$1.9 million compared to an expense of \$1.3 million during the quarter ended June 30, 2023.

### ***Income Tax Provision***

We recorded an income tax provision of \$63.7 million and \$104.4 million for the quarters ended June 28, 2024 and June 30, 2023, respectively, representing effective tax rates of 15.8% and 15.3%, respectively.

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For additional information, see Note 12: "Income Taxes" in the notes to the unaudited consolidated financial statements included elsewhere in this Form 10-Q.

**Results of Operations*****Six Months Ended June 28, 2024 compared to the Six Months Ended June 30, 2023***

The following table summarizes certain information relating to our operating results that has been derived from our unaudited consolidated financial statements (in millions):

	Six Months Ended		Dollar Change
	June 28, 2024	June 30, 2023	
Revenue	\$ 3,597.9	\$ 4,054.1	\$ (456.2)
Cost of revenue	1,960.3	2,143.2	(182.9)
Gross profit	1,637.6	1,910.9	(273.3)
Operating expenses:			
Research and development	306.5	283.7	22.8
Selling and marketing	137.7	143.4	(5.7)
General and administrative	180.3	163.1	17.2
Amortization of acquisition-related intangible assets	25.5	27.0	(1.5)
Restructuring, asset impairments and other charges, net	73.9	54.1	19.8
Total operating expenses	723.9	671.3	52.6
Operating income	913.7	1,239.6	(325.9)
Other income (expense), net:			
Interest expense	(31.3)	(42.8)	11.5
Interest income	55.0	41.1	13.9
Loss on debt prepayment	—	(13.3)	13.3
Loss on divestiture of business	—	(0.6)	0.6
Other income	2.9	3.4	(0.5)
Other income (expense), net	26.6	(12.2)	38.8
Income before income taxes	940.3	1,227.4	(287.1)
Income tax provision	(148.2)	(188.1)	39.9
Net income	792.1	1,039.3	(247.2)
Less: Net income attributable to non-controlling interest	(0.9)	(1.0)	0.1
Net income attributable to ON Semiconductor Corporation	\$ 791.2	\$ 1,038.3	\$ (247.1)

**Revenue**

Revenue was \$3,597.9 million and \$4,054.1 million for the six months ended June 28, 2024 and June 30, 2023, respectively, representing a decrease of \$456.2 million, or approximately 11%, year over year. We had one customer, a distributor, whose revenue accounted for approximately 11% and 10% of our total revenue for the six months ended June 28, 2024 and June 30, 2023, respectively.

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Revenue by operating and reportable segments was as follows (dollars in millions):

	Six Months Ended June 28, 2024	As a % of Total Revenue <sup>(1)</sup>	Six Months Ended June 30, 2023	As a % of Total Revenue <sup>(1)</sup>
PSG	\$ 1,709.5	47.5 %	\$ 1,838.3	45.3 %
AMG	1,344.8	37.4 %	1,536.6	37.9 %
ISG	543.6	15.1 %	679.2	16.8 %
Total revenue	<u>\$ 3,597.9</u>		<u>\$ 4,054.1</u>	

<sup>(1)</sup> Certain amounts may not total due to rounding of individual amounts.

Revenue from PSG decreased by \$128.8 million, or approximately 7%, for the six months ended June 28, 2024 compared to the six months ended June 30, 2023. Revenue from our Multi-Market Power Division and Industrial Power Division decreased by \$117.4 million and \$57.2 million, respectively, primarily driven by a decrease in demand in the industrial and communications end-markets which was partially offset by an increase in revenue from our Automotive Power Division of \$45.8 million.

Revenue from AMG decreased by \$191.8 million, or approximately 12%, for the six months ended June 28, 2024 compared to the six months ended June 30, 2023. Revenue from our Power Management Division, Integrated Circuit Division and Sensor Interface Division decreased by \$110.0 million, \$69.4 million and \$12.4 million, respectively, primarily due to a decrease in demand in the automotive and industrial end-markets.

Revenue from ISG decreased by \$135.6 million, or approximately 20%, for the six months ended June 28, 2024 compared to the six months ended June 30, 2023, largely driven by a decrease in revenue from our Automotive Sensing Division and Industrial and Consumer Solutions Division of \$70.4 million and \$65.2 million, respectively, primarily due to the decrease in demand for these products in the automotive and industrial end-markets.

Revenue by geographic location, including local sales made by operations within each area, based on sales billed from the respective region, was as follows (dollars in millions):

	Six Months Ended June 28, 2024	As a % of Total Revenue <sup>(1)</sup>	Six Months Ended June 30, 2023	As a % of Total Revenue <sup>(1)</sup>
Hong Kong	\$ 858.9	23.9 %	\$ 1,020.6	25.2 %
Singapore	823.5	22.9 %	970.0	23.9 %
United Kingdom	857.8	23.8 %	862.7	21.3 %
United States	743.9	20.7 %	770.0	19.0 %
Other	313.8	8.7 %	430.8	10.6 %
Total revenue	<u>\$ 3,597.9</u>		<u>\$ 4,054.1</u>	

<sup>(1)</sup> Certain amounts may not total due to rounding of individual amounts.

**Gross Profit and Gross Margin**

Gross profit was \$1,637.6 million for the six months ended June 28, 2024 compared to \$1,910.9 million for the six months ended June 30, 2023, representing a decrease of \$273.3 million. This was primarily due to the decline in volume which negatively impacted gross profit by approximately \$325 million, partially offset by approximately \$54 million due to a reduction in the lower-margin foundry business at our EFK location.

Our gross margin decreased by 1.6% to 45.5% for the six months ended June 28, 2024 from 47.1% for the six months ended June 30, 2023, primarily due to changes as explained in the segment gross margin sections below.

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Our gross profit by operating and reportable segments was as follows (dollars in millions):

	Six Months Ended June 28, 2024	As a % of Revenue	Six Months Ended June 30, 2023	As a % of Revenue
PSG	\$ 714.2	41.8 %	\$ 864.4	47.0 %
AMG	660.7	49.1 %	714.2	46.5 %
ISG	262.7	48.3 %	332.3	48.9 %
Total gross profit	<u>\$ 1,637.6</u>	45.5 %	<u>\$ 1,910.9</u>	47.1 %

Explanation for the increase or decrease in gross profit amounts and gross margin percentages for the six months ended June 28, 2024 compared to the six months ended June 30, 2023 is provided below:

PSG gross profit decreased by \$150.2 million, primarily driven by a decline in volume which negatively impacted gross profit by approximately \$148 million. PSG gross margin decreased by 5.2% to 41.8% from 47.0%, primarily as a result of the decline in volume, underutilization and the related impact of unfavorable product mix.

AMG gross profit decreased by \$53.5 million, primarily driven by a decline in existing business which negatively impacted gross profit by approximately \$108 million, partially offset by improved gross profit of approximately \$54 million from the lower-margin foundry business at our EFK location. AMG gross margin increased by 2.6% to 49.1% from 46.5%, primarily due to the reduction in the lower-margin foundry business.

ISG gross profit decreased by \$69.6 million, primarily driven by a decline in existing business. ISG gross margin decreased 0.6% to 48.3% from 48.9%, primarily driven by changes in product mix.

### ***Operating Expenses***

Research and development expenses were \$306.5 million for the six months ended June 28, 2024, as compared to \$283.7 million for the six months ended June 30, 2023, representing an increase of \$22.8 million, or approximately 8%. The increase was primarily attributable to increase in payroll-related expenses and materials used in development activities, partially offset by a decrease in variable compensation.

Selling and marketing expenses were \$137.7 million for the six months ended June 28, 2024, as compared to \$143.4 million for the six months ended June 30, 2023, representing a decrease of \$5.7 million, or approximately 4%. The decrease was primarily attributable to decreased variable compensation and commissions, partially offset by increased payroll-related costs.

General and administrative expenses were \$180.3 million for the six months ended June 28, 2024, as compared to \$163.1 million for the six months ended June 30, 2023, representing an increase of \$17.2 million, or approximately 11%. The increase was primarily attributable to expenses associated with information technology initiatives and an adjustment to variable compensation during the quarter ended March 31, 2023.

### ***Other Operating Expenses***

#### *Amortization of Acquisition-Related Intangible Assets*

Amortization of acquisition-related intangible assets was \$25.5 million and \$27.0 million for the six months ended June 28, 2024 and June 30, 2023, respectively, representing a decrease of \$1.5 million, or approximately 6%. The decrease was due to a reduction in amortization expense as certain intangible assets became fully amortized.

#### *Restructuring, Asset Impairments and Other, Net*

Restructuring, asset impairments and other, net was \$73.9 million for the six months ended June 28, 2024, as compared to \$54.1 million for the six months ended June 30, 2023, representing an increase of \$19.8 million. Amounts incurred for the six months ended June 28, 2024 related primarily to the business realignment efforts in the second quarter of 2024. See Note 4: "Restructuring, Asset Impairments and Other Charges, Net" in the notes to our unaudited consolidated financial statements included elsewhere in this Form 10-Q for additional information.



### ***Interest Expense***

Interest expense decreased by \$11.5 million to \$31.3 million during the six months ended June 28, 2024, as compared to \$42.8 million during the six months ended June 30, 2023. The decrease was primarily due to higher variable-rate debt that was paid down and replaced by the 0.50% Notes in 2023. Our average gross long-term debt balance for the six months ended June 28, 2024 was \$3,379.9 million at a weighted-average interest rate of 1.9%, as compared to \$3,363.9 million at a weighted-average interest rate of 2.5% for the six months ended June 30, 2023. The calculation of our weighted-average interest rates includes the effect of our interest rate swap agreements.

### ***Loss on Debt Prepayment***

There was no loss on debt prepayment recognized for the six months ended June 28, 2024, as compared to \$13.3 million for the six months ended June 30, 2023 due to the write-off relating to the partial repayment of the Term Loan "B" Facility in 2023. See Note 6: "Long-Term Debt" in the notes to our unaudited consolidated financial statements included elsewhere in this Form 10-Q for additional information.

### ***Other Income (Expense)***

Other income (expense) was an income of \$2.9 million for the six months ended June 28, 2024 as compared to \$3.4 million for the six months ended June 30, 2023.

### ***Income Tax Provision***

We recorded an income tax provision of \$148.2 million and \$188.1 million during the six months ended June 28, 2024 and June 30, 2023, respectively, representing effective tax rates of 15.8% and 15.3%, respectively.

For additional information, see Note 12: "Income Taxes" in the notes to the unaudited consolidated financial statements included elsewhere in this Form 10-Q.

## **Liquidity and Capital Resources**

### ***Overview***

Our principal sources of liquidity are cash on hand, cash generated from operations, available borrowings under our Revolving Credit Facility as well as new debt and/or equity issuances. In the near term, we expect to fund our cash requirements by utilizing any or a combination of these principal sources, including any amounts required to satisfy our current portion of long-term debt. Our cash and cash equivalents and short-term investments were approximately \$2.7 billion as of June 28, 2024, and the Revolving Credit Facility has approximately \$1.1 billion available for future borrowings.

We require cash to: (i) fund our operating expenses, working capital requirements, outlays for strategic acquisitions and investments; (ii) service our debt, including principal and interest; (iii) incur capital expenditures; and (iv) repurchase our common stock. During the ordinary course of business, we evaluate our cash requirements and, if necessary, adjust our expenditures to reflect the current market conditions and our projected sales and demand. Our capital expenditures are primarily directed towards manufacturing equipment and can materially influence our available cash for other initiatives. Future capital expenditures may be impacted by events and transactions that are not currently forecasted.

We believe that our cash on hand, cash generated from our operations and the amounts available under the Revolving Credit Facility are adequate to meet our working capital requirements and other business needs for at least the next 12 months.

### ***Operating Activities***

Our cash flows from operating activities were \$860.9 million and \$799.7 million for the six months ended June 28, 2024 and June 30, 2023, respectively. The increase of \$61.2 million was primarily due to improved working capital management.

Our ability to maintain positive operating cash flows is dependent on, among other factors, our success in achieving our revenue goals and manufacturing and operating cost targets. Management of our assets and liabilities, including both working capital and long-term assets and liabilities, also influences our operating cash flows.

### *Investing Activities*

Our cash flows used in investing activities were \$826.2 million and \$945.5 million for the six months ended June 28, 2024 and June 30, 2023, respectively. The decrease of \$119.3 million was primarily attributable to a decrease in capital expenditures and payments for the acquisition of our EFK location during the six months ended June 30, 2023 partially offset by the purchase of short-term investments. Our capital expenditures as a percent of revenue were approximately 10%, and we expect capital expenditures to be in the range of 9% - 11% of revenue for the remainder of 2024.

### *Financing Activities*

Our cash flows used in financing activities were \$283.5 million and \$153.0 million for the six months ended June 28, 2024 and June 30, 2023, respectively. The increase of \$130.5 million was primarily attributable to increased share repurchases during the six months ended June 28, 2024 compared to the same period in 2023. Additionally, during the quarter ended June 30, 2023, we had net cash outflows related to the establishment of our New Credit Agreement.

We do not have any meaningful debt maturing during the next 12 months. Our 0% Notes are also classified as a current liability based on share price trigger provisions. We expect to continue our Share Repurchase Program subject to market conditions, the price of our shares and other factors (including liquidity needs). However, the Share Repurchase Program may be modified, suspended or terminated by the Board of Directors at any time without prior notice.

### *Key Factors Potentially Affecting Liquidity*

We believe that the key factors that could adversely affect our internal and external sources of cash include, among other considerations:

- changes in demand for our products, competitive pricing pressures, supply chain constraints, effective management of our manufacturing capacity, our ability to achieve further reductions in operating expenses, our ability to make progress on the achievement of our business strategy and sustainability goals, the impact of our restructuring programs on our production and cost efficiency, and our ability to make the research and development expenditures required to remain competitive in our business; and
- the debt and equity capital markets could impact our ability to obtain needed financing on acceptable terms or to respond to business opportunities and developments as they arise, including interest rate fluctuations, macroeconomic conditions, sudden reductions in the general availability of lending from banks or the related increase in cost to obtain bank financing and our ability to maintain compliance with covenants under our debt agreements in effect from time to time.

### **Debt Guarantees and Related Covenants**

As of June 28, 2024, we were in compliance with the indentures relating to our 0% Notes, 0.50% Notes and 3.875% Notes and with covenants included in the New Credit Agreement. The 0% Notes, 0.50% Notes and 3.875% Notes are senior to the existing and future subordinated indebtedness of onsemi and its guarantor subsidiaries, rank equally in right of payment to all of our existing and future senior debt and, as unsecured obligations, are subordinated to all of our existing and future secured debt to the extent of the assets securing such debt.

### **Recent Accounting Pronouncements**

For a discussion of recent accounting pronouncements, see Note 3: "Recent Accounting Pronouncements and Other Developments" in the notes to the unaudited consolidated financial statements included elsewhere in this Form 10-Q and our 2023 Form 10-K.

### ***Item 3. Quantitative and Qualitative Disclosures About Market Risk***

There have been no material changes in market risk from the information presented in Part II, Item 7A "Quantitative and Qualitative Disclosures About Market Risk," in the 2023 Form 10-K.

**Item 4. Controls and Procedures**

*Evaluation of Disclosure Controls and Procedures*

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered in this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the required time periods and is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

*Changes in Internal Control Over Financial Reporting*

We also carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) that occurred during the fiscal quarter ended June 28, 2024.

There have been no changes to our internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) that occurred during the fiscal quarter ended June 28, 2024 which have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II: OTHER INFORMATION

### *Item 1. Legal Proceedings*

See Note 9: "Commitments and Contingencies" under the heading "Legal Matters" in the notes to the consolidated unaudited financial statements included elsewhere in this Form 10-Q for additional information on our legal proceedings and related matters. See also Part I, Item 1 "Business - Government Regulation" of the 2023 Form 10-K for information on certain environmental matters.

### *Item 1A. Risk Factors*

Our business, financial condition and results of operations are subject to a number of trends, risks and uncertainties. We review and, where applicable, update our risk factors each quarter. There have been no material changes from the risk factors disclosed in Part I, Item 1A of the 2023 Form 10-K.

#### **Forward-Looking Statements**

This Quarterly Report on Form 10-Q includes "forward-looking statements," as that term is defined in Section 27A of the Securities Act and Section 21E of the Exchange Act. All statements, other than statements of historical facts, included or incorporated in this Form 10-Q could be deemed forward-looking statements, particularly statements about our plans, strategies and prospects under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations." 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 Form 10-Q 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.

Important factors that could cause our actual results to differ materially from those anticipated in the forward-looking statements are described under Part I, Item 1A "Risk Factors" in the 2023 Form 10-K, in this Form 10-Q and from time to time in our other SEC reports. Readers are cautioned not to place undue reliance on forward-looking statements. We assume no obligation to update such information, which speaks only as of the date made, except as may be required by law. Investing in our securities involves a high degree of risk and uncertainty, and you should carefully consider the trends, risks and uncertainties described in the aforementioned reports and subsequent reports filed with or furnished to the SEC before making any investment decision with respect to our securities. The risk factors described herein and in our 2023 Form 10-K are not all of the risks we may face. Other risks not presently known to us or that we currently believe are immaterial may materially affect our business. If any of the 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.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

The following table provides information regarding repurchases of our common stock during the quarter ended June 28, 2024:

<b>Period <sup>(1)</sup></b>	<b>Total Number of Shares Purchased</b>	<b>Average Price Paid per Share (\$)</b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>Approximate Dollar value of Shares that May Yet be Purchased Under the Plans or Programs (in millions) (\$)</b>
<b>March 30, 2024 - April 26, 2024</b>	—	—	—	2,336.0
<b>April 27, 2024 - May 24, 2024</b>	2,086,879	71.89	2,086,874	2,186.0
<b>May 25, 2024 - June 28, 2024</b>	—	—	—	2,186.0
<b>Total</b>	<u>2,086,879</u>	<u>71.89</u>	<u>2,086,874</u>	

<sup>(1)</sup> These time periods represent our fiscal month start and end dates for the second quarter of 2024.

Shares withheld to satisfy statutory tax withholding requirements related to the vesting of share-based awards are not issued or considered repurchases of our common stock under our Share Repurchase Program and, therefore, are excluded from the table above.

**Share Repurchase Program**

In February 2023, the Board of Directors approved a share repurchase program (the "Share Repurchase Program"), which allows for the repurchase of our common stock from time to time in privately negotiated transactions or open market transactions, including pursuant to a trading plan in accordance with Rule 10b5-1 and Rule 10b-18 of the Exchange Act, or by any combination of such methods or other methods. The Share Repurchase Program, which does not require us to purchase any minimum amount of our common stock, has an aggregate limit of \$3.0 billion from February 8, 2023 through December 31, 2025 (exclusive of fees, commissions and other expenses). Any repurchases will be at the Company's discretion and will be subject to market conditions, the price of our shares and other factors (including liquidity needs). The Share Repurchase Program may be modified, suspended or terminated by the Board of Directors at any time without prior notice.

There were 2.1 million shares of the Company's common stock repurchased under the Share Repurchase Program during the quarter ended June 28, 2024. As of June 28, 2024, the authorized amount remaining under the Share Repurchase Program was approximately \$2.2 billion.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. Mine Safety Disclosures**

Not applicable.

**Item 5. Other Information****Insider Trading Arrangements**

During the quarter ended June 28, 2024, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" (as those terms are defined in Item 408 of Regulation S-K), except as follows:

- Hassane El-Khoury, our President and CEO, and a director, adopted a Rule 10b5-1 trading arrangement on June 7, 2024. Under this arrangement, a total of 10,500 shares of our common stock may be sold, subject to certain conditions, before the plan expires on March 31, 2025.

The above arrangement is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) of the Exchange Act

**Item 6. Exhibits**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Exhibit Description*</b>
31.1	<a href="#">Certification by CEO pursuant to Rule 13(a)-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002</a> <sup>(1)</sup>
31.2	<a href="#">Certification by CFO pursuant to Rule 13(a)-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002</a> <sup>(1)</sup>
32	<a href="#">Certification by CEO and CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a> <sup>(1)</sup>
10.1	<a href="#">onsemi Nonqualified Deferred Compensation Plan for senior officers (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on May 22, 2024)</a> <sup>(1)</sup>
10.2	<a href="#">Non-employee Director Stock Election and Deferral Plan</a> <sup>(1)(3)</sup>
101.INS	XBRL Instance Document <sup>(1)</sup>
101.SCH	XBRL Taxonomy Extension Schema Document <sup>(1)</sup>
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document <sup>(1)</sup>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document <sup>(1)</sup>
101.LAB	XBRL Taxonomy Extension Label Linkbase Document <sup>(1)</sup>
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document <sup>(1)</sup>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

\* Reports filed under the Exchange Act (Form 10-K, Form 10-Q and Form 8-K) are filed under File No. 000-30419 and File No. 001-39317.

† The Company has omitted certain schedules and exhibits pursuant to Item 601(b)(2) of Regulation S-K and, upon request by the Commission, agrees to furnish supplementally to the Commission a copy of any omitted schedule or exhibit.

<sup>(1)</sup> Filed herewith.

<sup>(2)</sup> Furnished herewith.

<sup>(3)</sup> Management contract or compensatory plan, contract or arrangement.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ON SEMICONDUCTOR CORPORATION  
(Registrant)

Date: July 29, 2024

By: /s/ THAD TRENT  
**Thad Trent**  
**Executive Vice President, Chief Financial Officer and Treasurer**  
**(Principal Financial and Accounting Officer and officer duly authorized to sign this report)**

**ON Semiconductor Corporation**  
**Non-Employee Director Stock Election and Deferral Plan**

1. **Purpose.** The purpose of the ON Semiconductor Corporation Non-Employee Director Stock Election and Deferral Plan (as it may be amended from time to time, this “**Plan**”) is to aid ON Semiconductor Corporation (the “**Company**” and, together with its subsidiaries, “**onsemi**”) in attracting and retaining experienced Directors by providing them with the opportunity (a) to elect to receive fully-vested shares of Stock in lieu of some or all of their cash compensation (a “**Stock Election**”) and/or (b) to defer receipt, and thus income taxation, of some or all of the shares of Stock issuable to them under their Stock Awards (a “**Deferral Election**”).

2. **Definitions.** Unless otherwise defined in this Plan, the following terms (and capitalized variants of such terms) have the meanings indicated:

“**Board**” means the Board of Directors of the Company.

“**Cash Retainers**” means all cash retainers earned by a Director for a given Plan Year for his or her service on the Board or one of its committees, whether as a member or a chair, net of any required tax withholding.

“**Change in Control**” means a “Change in Control” as defined in the applicable Stock Plan, provided that such event constitutes a “change in control event” as defined in Section 409A.

“**Committee**” means the Human Capital and Compensation Committee of the Board or any other Board committee or subcommittee consisting solely of “non-employee directors” (as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended) that is designated by the Board to administer the Stock Plan.

“**Director**” means any member of the Board who is not employed by **onsemi**.

“**Grant Date**” means the date on which the Stock Award was granted to a given Participant under the Stock Plan.

“**Participant**” means any Director who makes a Stock Election or a Deferral Election by filing a Participation Agreement as provided in Section 5, and any former Director who has outstanding DSUs under the Plan.

“**Plan Year**” means a twelve-month period beginning January 1 and ending the following December 31.

“**Section 409A**” means Section 409A of the Internal Revenue Code of 1986, as amended, including all regulations and guidance issued under such section, or any successor provisions.

“**Service End Date**” means the last day that a Participant serves as a member of the Board or, if later, the date on which he or she has a “separation from service” for purposes of this Plan as determined under Section 409A.



“**Stock**” means the Company’s common stock, \$0.01 par value per share.

“**Stock Award**” means the annual equity award granted by the Company to a Director for services as a non-employee member of the Board.

“**Stock Plan**” means the ON Semiconductor Amended and Restated Stock Incentive Plan or any successor equity incentive plan under which shares of Stock may be granted to Directors.

3. Administration.

(a) Administrator. The Plan will be administered by the Committee, which has the power to interpret the Plan and, subject to its provisions, to prescribe, amend, and rescind Plan rules and to make all determinations necessary for the Plan’s administration. The Committee has the authority to amend, suspend, or terminate the Plan as provided in Section 9.

(b) Authority and Limitations of Liability. All rules, interpretations, and decisions of the Committee are conclusive and binding on all persons and entities, including, but not limited to, the Company, Directors and Participants. No member of the Committee or the Board will be liable for any action or determination made in good faith by the Committee or the Board with respect to the Plan.

(c) Delegation. The Committee may delegate any of its administrative duties and powers to any officer or employee of the Company as it deems appropriate, except for any duties that may not be delegated pursuant to applicable law or regulation. In administering the Plan, the Committee may employ attorneys, consultants, accountants, or other advisors, and the Company and the Committee will be entitled to rely on the advice or opinions of such persons or entities.

(d) Recusal. Any member of the Committee who is due a benefit under the Plan must recuse himself or herself from any Committee deliberations and approvals that specifically concern his or her benefits, including deliberations concerning such member’s eligibility for a benefit or his or her level of benefits. For avoidance of doubt, this limitation does not apply to deliberations and approvals that relate to the adoption or amendment of the Plan or to Participants generally.

4. Source of Shares. This Plan is not a separate source of shares of Stock; rather, all Stock Awards are granted under, and all shares of Stock issued in lieu of Cash Retainers or in settlement of DSUs will be issued under, and subject to all terms and conditions of, the applicable Stock Plan and, with respect to DSUs, the award agreement governing the related Stock Award.

5. Participation. Participation in the Plan is voluntary. For each Plan Year, Directors may elect to participate by timely submitting a participation agreement (a “**Participation Agreement**”) to make a Stock Election, a Deferral Election, or both with the Company as provided in this Section 5.

(a) Contents of Participation Agreement. The Committee has the discretion to specify the contents of Participation Agreements. Each Participation Agreement must set forth: (i) whether the Participant is making a Stock Election for that Plan Year and, if so, what percentage of Cash Retainers should be delivered in shares of Stock (the “**Stock Percentage**”); (ii) whether the Participant is electing to defer his or her Stock Award for that Plan Year and, if so, (1) what percentage of the Stock Award should be deferred (the “**Deferral Percentage**”) and (2) the time and form of deferred payout as required by Section 7(a).

(b) Deadline for Making Elections. A Participation Agreement must be submitted to the Company in accordance with its instructions no later than December 15 of the year immediately preceding the Plan Year for which it is effective or by such earlier deadline as the Committee may prescribe. However, for 2024, the first year in which the Plan is in effect, each Director may submit a Participation Agreement no later than May 15, 2024, to make a Stock Election for any 2024 Cash Retainers paid after that date and/or a Deferral Election for any 2024 Stock Award granted after that date.

(c) Newly-Eligible Directors. Notwithstanding Section 5(b), a Director who is newly eligible for the Plan may file a Participation Agreement for his or her initial Plan Year to make a Stock Election applicable to Cash Retainers paid and/or a Deferral Election for any Stock Award granted in the remainder of such Plan Year, but only if such election is made not more than 30 days after the Director becomes eligible for the Plan. If the Director makes an Deferral Election during such 30-day period but after the Grant Date of the Stock Award, the maximum Deferral Percentage that may be applied to that Stock Award will be determined by dividing (i) the number of days between the date on which the election is made and the scheduled vesting date by (ii) the number of days between the Grant Date and the scheduled vesting date.

(d) Annual Elections Required. A Participant’s elections for one Plan Year will not automatically carry forward to the next Plan Year; to make a Stock Election and/or a Deferral Election for a subsequent year, the Participant must timely submit a new Participation Agreement as provided in Section 5(b).

6. Election to Receive Shares in Lieu of Cash Retainers (Stock Election).

(a) Calculation and Issuance of Shares. For each Participant who has made a timely Stock Election, on the date that any portion of the Cash Retainers would have otherwise been paid to him or her (each, a “**Retainer Payment Date**”), the Company will issue to the Participant a number of shares of Stock, rounded up to the nearest whole share, equal to the amount of Cash Retainers payable to that Director multiplied by the applicable Stock Percentage (such amount, the “**Stock Election Amount**”). The number of shares of Stock issued to the Participant will be determined by dividing the Stock Election Amount by the closing sale price of a share of Stock on the Retainer Payment Date or, if the shares of Stock did not trade on that day, the closing sale price on the next preceding day on which there was a sale of the Stock. If a Participant’s Stock Percentage is less than 100%, he or she will receive a cash payment for the difference between the total Cash Retainers payable to him or her on that Retainer Payment Date and the Stock Election Amount.

(b) Ownership of Shares. Any shares of Stock issued to a Director pursuant to his or her Stock Election will be fully vested upon issuance.

(c) Revocation of Stock Election. Once submitted, a Director may not amend or revise his or her Stock Election for that Plan Year unless permitted by the Committee; however, a Director may fully revoke his or her Stock Election for the remainder of the Plan Year by submitting a written notice of revocation during an open trading window (as determined under the onsemi Insider Trading Policy), which will be effective beginning with the next Retainer Payment Date that is at least 14 days after the Company's receipt of such notice.

7. Election to Defer Stock Units (Deferral Election).

(a) Deferral of Stock Award. For each Participant who has made a timely Deferral Election, his or her Stock Award will be granted to him or her as restricted stock units ("**RSUs**") under the Stock Plan and the applicable award agreement, subject to all terms and conditions applicable to that Stock Award (including vesting) but with payout of all or a portion of the RSUs deferred in accordance with the applicable Participation Agreement (such deferred RSUs, "**Deferred Stock Units**" or "**DSUs**"). If a Participant's Deferral Percentage is less than 100%, the Deferral Percentage will be applied to the total number of RSUs in the Stock Award, rounding, if necessary, to the nearest whole share to determine the number of DSUs; the difference between the total number of RSUs in the Stock Award and the number of DSUs will be treated as RSUs without any deferral feature.

(b) Time and Form of Payment Election. In addition to the information specified in Section 5(a), each Participant who makes a Deferral Election must indicate in his or her Participation Agreement (i) when his or her DSUs should be paid out (the "**Trigger Date**") and (ii) whether the DSUs should be paid out in a single issuance or in substantially equal annual installments. The Trigger Date may be the Participant's Service End Date, March 15 of the year following the year in which the Service End Date occurs, or any other event approved by the Committee and listed as a permissible Trigger Date in the applicable Participation Agreement; provided, however, that all of a Participant's DSUs must be paid out to him or her no later than 10 years following his or her Service End Date.

(c) Early Payout Triggers. Notwithstanding any election made by a Participant, (i) in the event of a Change in Control, all outstanding DSUs will settle and be paid out in shares of Stock to each Participant immediately prior to the closing of the Change in Control and (ii) in the event of a Participant's death, all of his or her outstanding DSUs will settle and be paid out in shares of Stock within 30 days of his or her death.

(d) Modification or Revocation of Deferral Election by Participant. A Participant may make an election to change his or her Deferral Election as set forth in an existing Participation Agreement, but any such change must comply with Section 409A, including: (i) lengthening of the deferral period by no less than five years from the original payment date under the Participation Agreement (as in effect before such amendment); (ii) filing such amended Participation Agreement with the Company at least 12 months prior to the date of the first scheduled payment under the

Participation Agreement (as in effect before such amendment); (iii) a 12-month delay in effectiveness of the requested amendment. Under no circumstances may a Participation Agreement be retroactively entered into, modified, or revoked.

(e) Acceleration of Payment. A Participant will have no right to compel any accelerated payment of any amounts due to him or her under the Plan. The Company may accelerate the payment of some or all of the amounts due to a Participant in a given year only in accordance with Section 409A and the terms of this Plan.

(f) Delay of Payment. The Company may delay the payment of some or all of the amounts due to a Participant in a given year only in accordance with Section 409A and the terms of this Plan.

(g) Availability of Shares. Notwithstanding anything in this Plan to the contrary, the Company may settle a DSU in whole or in part in cash if, as of the date of payment, an insufficient number of shares of Stock remain available for grant under the applicable Stock Plan.

8. Deferral Elections – Creation, Maintenance and Crediting of Accounts.

(a) Creation and Maintenance of Accounts. For each Participant who makes a Deferral Election, the Company will establish a bookkeeping account to which the Participant's DSUs will be notionally credited (an "**Account**"). Separate Accounts will be maintained for each Participant. In addition, more than one Account may be maintained for a Participant as necessary to reflect separate Participation Agreements specifying different Deferral Elections. A Participant's Accounts will be utilized solely as a device for the measurement and determination of the amounts to be paid to the Participant with respect to his or her DSUs and will not constitute or be treated as a trust fund of any kind.

(b) Adjustments in Capitalization. In the event of any change in the outstanding shares of Stock, the number of DSUs in each Account will be adjusted as provided in the applicable Stock Plan.

(c) Dividends and Distributions. If the Company declares a cash dividend payable any time between the time a DSU is credited to the Participant's Account and the date on which the DSU settles in shares of Common Stock, the Participant will be credited with an amount equal to any cash that would have been received as a dividend had his or her outstanding DSUs been shares of Stock as of the record date with respect to which such cash dividend is to be paid. The Company will credit such amount to the Participant's Account, converting it into additional DSUs based on the fair market value of a share of Stock (as determined under the Stock Plan) on the dividend payment date, rounding down to the nearest whole DSU and with cash credited in lieu of any fractional share. If dividends are declared and paid in the form of shares of Stock rather than cash, then each Account will be credited with one additional DSU for each share of Stock that would have been received as a dividend had the Participant's outstanding DSUs been shares of Stock on the applicable record date. Except as otherwise provided in this Section 8(c), if any dividends or distributions are made in securities or property other than cash or shares of Stock,

each Account will be credited with the fair market value, in cash, of any such dividends or distributions that would have been received had the Participant's outstanding DSUs been shares of Stock on the applicable record date, as determined by the Committee in its discretion. Notwithstanding the foregoing, the Committee may, in its discretion, deposit in each Participant's Account the securities or property comprising such dividend or distribution in lieu of crediting the Account with the cash fair market value.

(d) Vesting of DSUs and Related Account Balances. Subject to Section 9(e), any terms of the DSUs and the vesting and other terms of the related Stock Award, each Participant will be 100% vested in his or her Accounts at all times.

(e) Account Payout Timing. Any additional DSUs credited via dividend equivalents or any other securities or property credited to a Participant's Account as provided in this Section 8 will settle and be paid out at the same time and on the same terms as the DSUs to which they relate.

(f) Statement of Accounts. The Company will deliver to each Participant an annual statement of his or her Accounts in such form as the Company deems appropriate, setting forth the balance to the credit of such Participant in his or her Accounts as of the end of the most recently-completed Plan Year.

9. General Provisions.

(a) Amendment of the Plan. The Committee, in its sole discretion, may amend or suspend the Plan, any Stock Election, or any Deferral Election at any time; provided, however, that no such amendment or suspension may reduce the accrued benefit of any Participant except to the extent necessary to comply with any provision of federal, state, or other applicable law. The Committee further has the right, without a Participant's consent, to amend or modify the terms of the Plan and such Participant's deferrals to the extent that the Committee deems it necessary to avoid adverse or unintended tax consequences to such Participant under Section 409A.

(b) Termination of the Plan. The Committee, in its sole discretion, may terminate the Plan at any time, as long as such termination complies with then applicable tax and other requirements (including, but not limited to, Section 409A). Distributions of Stock underlying outstanding DSUs and related Account balances as of the date on which the Plan is terminated will be made in a lump sum payment 12 months after such termination, unless the right to receive a distribution in accordance with the terms of the Plan and the applicable Deferral Election would occur before the end of such 12-month period, in which case distribution will be made in accordance with the terms of the Plan and applicable Deferral Election.

(c) Section 409A. This Plan is intended to comply with, or be exempt from Section 409A. If any provision of the Plan is capable of being interpreted in more than one manner, to the extent feasible, the provision will be interpreted in a manner that does not result in an excise tax under Section 409A.

- (d) Withholding. Each Participant is responsible for all income tax, social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related and legally applicable to his or her participation in the Plan (the “**Tax Obligations**”). Without limiting the foregoing, the Company is authorized to withhold from any Participant any amount (in cash, shares of Stock, other securities, or other property) of any Tax Obligations required to be withheld upon the grant, vesting, or payout of DSUs or any related Account Balance and to take such other action as may be necessary in the opinion of the Company to satisfy all obligations of the Company for the payment of any such Tax Obligations.
- (e) Unfunded Plan. This Plan is an unfunded plan. All payments pursuant to the Plan will be made from the general funds of the Company and no special or separate fund will be established or other segregation of assets made to assure payment. No Participant or any other Person has under any circumstances any interest in any particular property or assets of the Company as a result of participating in the Plan.
- (f) Rights of Ownership. Once shares of Stock have been issued to a Participant, whether pursuant to a Stock Election or in settlement of DSUs, the Participant is free to hold or dispose of such shares, subject to applicable securities laws and any internal policy of the Company then in effect and applicable to the Participant, including, but not limited to, the Company’s Insider Trading Policy and the Director Stock Ownership Guidelines. Except as provided in Section 8, the Stock Plan and applicable award agreement, a DSU, prior to settlement, will not entitle the Participant to any rights or privileges of ownership (including, without limitation, dividend and voting rights) in any share of Stock.
- (g) Nonassignability. Neither a Participant nor any other Person has any right to commute, sell, assign, transfer, pledge, anticipate, mortgage, or otherwise encumber, transfer, hypothecate, or convey in advance of actual receipt the amounts, if any, payable under this Plan, which are, and all rights to which are, expressly declared to be unassignable and non-transferable. No part of the amounts payable will, prior to actual payment, be subject to seizure or sequestration for the payment of any debts, judgments, alimony, or separate maintenance owed by a Participant or any other Person, nor be transferable by operation of law in the event of a Participant’s or any other Person’s bankruptcy or insolvency.
- (h) Status. Nothing in this Plan will confer upon any Participant any right to continue as a Director or affect the right of the Company, the Board and its stockholders to remove any Director.
- (i) Validity and Severability. The invalidity or unenforceability of any provision of this Plan will not affect the validity or enforceability of any other provision of this Plan, which will remain in full force and effect, and any prohibition or unenforceability in any jurisdiction will not invalidate or render unenforceable such provision in any other jurisdiction.
- (j) Governing Law. The validity, interpretation, construction, and performance of this Plan shall in all respects be governed by the laws of the State of Delaware,

without reference to principles of conflict of law, except to the extent preempted by federal law.

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As approved and adopted by the Committee on April 20, 2024.

## CERTIFICATIONS

I, Hassane El-Khoury, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ON Semiconductor Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2024

/s/ HASSANE EL-KHOURY

Hassane El-Khoury

Chief Executive Officer



## CERTIFICATIONS

I, Thad Trent, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ON Semiconductor Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 29, 2024

/s/ THAD TRENT

Thad Trent

Chief Financial Officer

**Certification****Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906  
of the Sarbanes-Oxley Act of 2002**

For purposes of Section 1350 of Chapter 63 of Title 18 of the United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of ON Semiconductor Corporation, a Delaware corporation (the “Company”), does hereby certify, to such officer’s knowledge, that:

The Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2024 (the “Form 10-Q”) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) and information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2024

/s/ HASSANE EL-KHOURY

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Hassane El-Khoury  
President and Chief Executive Officer

Dated: July 29, 2024

/s/ THAD TRENT

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Thad Trent  
Executive Vice President,  
Chief Financial Officer and Treasurer