

REFINITIV

DELTA REPORT

10-Q

ON - ON SEMICONDUCTOR CORP
10-Q - SEPTEMBER 27, 2024 COMPARED TO 10-Q - JUNE 28, 2024

The following comparison report has been automatically generated

TOTAL DELTAS	1605
CHANGES	394
DELETIONS	596
ADDITIONS	615

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** **September 27, 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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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** **October 23, 2024**:

Title of Each Class	Number of Shares
Common Stock, par value \$0.01 per share	428,356,117 425,797,438

ON SEMICONDUCTOR CORPORATION FORM 10-Q

TABLE OF CONTENTS

Part I: Financial Information

Item 1. Financial Statements (unaudited)	4
Consolidated Balance Sheets	4
Consolidated Statements of Operations and Comprehensive Income	5
Consolidated Statements of Stockholders' Equity	6
Consolidated Statements of Cash Flows	8
Notes to Consolidated Financial Statements	9
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	26 27
Item 3. Quantitative and Qualitative Disclosures About Market Risk	34 36
Item 4. Controls and Procedures	35 36

Part II: Other Information

Item 1. Legal Proceedings	36 37
Item 1A. Risk Factors	36 37
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	37 38
Item 3. Defaults Upon Senior Securities	37 38
Item 4. Mine Safety Disclosures	37 38
Item 5. Other Information	37 38
Item 6. Exhibits	38 39
Signatures	39 40

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

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

Abbreviated Term	Defined Term
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.

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
	September 27, 2024	December 31, 2023
Assets		
Cash and cash equivalents		
Cash and cash equivalents		
Cash and cash equivalents		
Short-term investments		
Receivables, net		
Inventories		
Other current assets		
Total current assets		

Total current assets		
Total current assets		
Property, plant and equipment, net		
Property, plant and equipment, net		
Property, plant and equipment, net		
Goodwill		
Intangible assets, net		
Deferred tax assets		
ROU financing lease assets		
Other assets		
Total assets		
Liabilities and Stockholders' Equity		
Accounts payable		
Accounts payable		
Accounts payable		
Accrued expenses and other current liabilities		
Current portion of financing lease liabilities		
Current portion of long-term debt		
Total current liabilities		
Long-term debt		
Deferred tax liabilities		
Long-term financing lease liabilities		
Other long-term liabilities		
Total liabilities		
Commitments and contingencies (Note 9)	Commitments and contingencies (Note 9)	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)		
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)		
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)		
Common stock (\$0.01 par value, 1,250,000,000 shares authorized, 622,306,537 and 616,281,996 issued, 425,645,765 and 426,386,426 outstanding, respectively)		
Common stock (\$0.01 par value, 1,250,000,000 shares authorized, 622,306,537 and 616,281,996 issued, 425,645,765 and 426,386,426 outstanding, respectively)		
Common stock (\$0.01 par value, 1,250,000,000 shares authorized, 622,306,537 and 616,281,996 issued, 425,645,765 and 426,386,426 outstanding, respectively)		
Additional paid-in capital		
Accumulated other comprehensive loss		
Accumulated earnings		
Less: Treasury stock, at cost: 193,850,387 and 189,895,570 shares, respectively		
Less: Treasury stock, at cost: 196,660,772 and 189,895,570 shares, respectively		
Total ON Semiconductor Corporation stockholders' equity		
Non-controlling interest		
Total stockholders' equity		
Total liabilities and stockholders' equity		
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	Quarters Ended		Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	September 27, 2024	September 29, 2023	September 27, 2024
Revenue							
Cost of revenue							
Gross profit							
Operating expenses:							
Research and development							
Research and development							
Research and development							
Selling and marketing							
General and administrative							
Amortization of acquisition-related intangible assets							
Amortization of acquisition-related intangible assets							
Amortization of acquisition-related intangible assets							
Restructuring, asset impairments and other charges, net							
Total operating expenses							
Total operating expenses							
Total operating expenses							
Operating income							
Other income (expense), net:							
Interest expense							
Interest expense							
Interest expense							
Interest income							
Loss on debt prepayment							
Gain (loss) on divestiture of business							
Gain (loss) on divestiture of business							
Gain (loss) on divestiture of business							
Loss on divestiture of business							
Loss on divestiture of business							
Loss on divestiture of business							
Other income (expense)							
Other income (expense)							
Other income (expense)							
Other income (expense), net							
Income before income taxes							
Income tax provision							
Net income							
Less: Net income attributable to non-controlling interest							
Net income attributable to ON Semiconductor Corporation							
Net income for diluted earnings per share of common stock (Note 7)							
Net income for diluted earnings per share of common stock (Note 7)							
Net income for diluted earnings per share of common stock (Note 7)							
Net income per share of common stock attributable to ON Semiconductor Corporation:							
Basic							
Basic							
Basic							

Diluted
Weighted-average shares of common stock outstanding:
Basic
Basic
Basic
Diluted
Comprehensive income (loss), net of tax:
Comprehensive income (loss), net of tax:
Comprehensive income (loss), net of tax:
Net income
Net income
Net income
Foreign currency translation adjustments
Effects of cash flow hedges and other adjustments
Other comprehensive income (loss), net of tax
Other comprehensive income (loss), net of tax
Other comprehensive income (loss), net of tax
Comprehensive income
Comprehensive income attributable to non-controlling interest

Comprehensive income attributable to ON Semiconductor Corporation

See accompanying notes to consolidated financial statements

ON SEMICONDUCTOR CORPORATION

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in millions, except share data)

(unaudited)

	Common Stock												
	Number of shares			Accumulated Earnings	Number of		Total Equity	At Par Value	Accumulated Earnings	Number of shares			Total Equity
	Number of shares	Number of shares	At Par Value		Number of shares	At Cost				Number of shares	At Cost		
Balance at March 29, 2024													
Balance at March 29, 2024													
Balance at March 29, 2024													
Balance at June 28, 2024													
Balance at June 28, 2024													
Balance at June 28, 2024													
Shares issued pursuant to the ESPP													
Shares issued pursuant to the ESPP													
Shares issued pursuant to the ESPP													
RSUs released and stock grant awards issued													
Partial settlement - 0% Notes													
Partial settlement of bond hedges - 0% Notes													
Partial settlement of Warrants - 0% Notes													
Payment of tax withholding for RSUs													
Payment of tax withholding for RSUs													
Payment of tax withholding for RSUs													
Share-based compensation													
Repurchase of common stock													

Comprehensive income (loss)
Comprehensive income
Comprehensive income (loss)
Comprehensive income
Comprehensive income (loss)
Balance at June 28, 2024
Comprehensive income
Balance at September 27, 2024
Balance at December 31, 2023
Balance at December 31, 2023
Balance at December 31, 2023
Shares issued pursuant to the ESPP
Shares issued pursuant to the ESPP
Shares issued pursuant to the ESPP
RSUs released and stock grant awards issued
Partial settlement - 0% Notes
Partial settlement bond hedges - 0% Notes
Partial settlement of bond hedges - 0% Notes
Settlement of Warrants - 0% Notes
Settlement of Warrants - 0% Notes
Settlement of Warrants - 0% Notes
Partial settlement - 1.625% Notes
Settlement of Warrants - 1.625% Notes
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Share-based compensation
Repurchase of common stock
Comprehensive income (loss)
Comprehensive income (loss)
Comprehensive income (loss)
Balance at June 28, 2024
Balance at September 27, 2024

See accompanying notes to consolidated financial statements

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

Common Stock												
Number of shares												
Number of shares	Number of shares	At Par Value	Accumulated Earnings	Number of shares	At Cost	Total Equity	At Par Value	Accumulated Earnings	Number of shares	At Cost	Total Equity	
Balance at March 31, 2023												
Balance at March 31, 2023												
Balance at March 31, 2023												
Balance at June 30, 2023												
Balance at June 30, 2023												
Balance at June 30, 2023												

Shares issued pursuant to the ESPP
Shares issued pursuant to the ESPP
Shares issued pursuant to the ESPP
RSUs released and stock grant awards issued
Partial settlement - 1.625% Notes
Partial settlement - 1.625% Notes
Partial settlement - 1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Payment of tax withholding for RSUs
RSUs released and stock grant awards issued
RSUs released and stock grant awards issued
Partial settlement - 0% Notes
Partial settlement of bond hedges - 0% Notes
Partial settlement of warrants - 0% Notes
Partial settlement - 1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Partial settlement of warrants - 1.625% Notes
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Share-based compensation
Repurchase of common stock
Comprehensive income (loss)
Comprehensive income (loss)
Comprehensive income (loss)
Balance at June 30, 2023
Balance at September 29, 2023
Balance at December 31, 2022
Balance at December 31, 2022
Balance at December 31, 2022
Shares issued pursuant to the ESPP
Shares issued pursuant to the ESPP
Shares issued pursuant to the ESPP
RSUs released and stock grant awards issued
Partial settlement -1.625% Notes
Partial settlement -1.625% Notes
Partial settlement -1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Warrants and bond hedges, net - 0.50% Notes
Warrants and bond hedges, net - 0.50% Notes
Warrants and bond hedges, net - 0.50% Notes
Tax impact of warrants and bond hedges, net
Partial settlement - 0% Notes
Partial settlement of bond hedges -0% Notes
Partial settlement of warrants - 0% Notes
Partial settlement -1.625% Notes
Partial settlement of bond hedges - 1.625% Notes
Partial settlement of warrants - 1.625% Notes
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Share-based compensation

Repurchase of common stock
Comprehensive income
Comprehensive income (loss)
Comprehensive income
Comprehensive income (loss)
Comprehensive income
Balance at June 30, 2023
Comprehensive income (loss)
Balance at September 29, 2023

See accompanying notes to consolidated financial statements

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

	Six Months Ended	Nine Months Ended		
	June 28, 2024	June 30, 2023	September 27, 2024	September 29, 2023
Cash flows from operating activities:				
Net income				
Net income				
Net income				
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization				
Depreciation and amortization				
Depreciation and amortization				
Loss on sale or disposal of fixed assets				
Loss on divestiture of business				
Loss on debt prepayment				
Amortization of debt discount and issuance costs				
Amortization of debt discount and issuance costs				
Amortization of debt discount and issuance costs				
Share-based compensation				
Share-based compensation				
Share-based compensation				
Non-cash asset impairment charges				
Non-cash asset impairment charges				
Non-cash asset impairment charges				
Change in deferred tax balances				
Change in deferred tax balances				
Change in deferred tax balances				
Other				
Other				
Other				
Changes in assets and liabilities:				
Receivables				
Receivables				
Receivables				
Inventories				

Other assets
Accounts payable
Accrued expenses and other current liabilities
Other long-term liabilities
Net cash provided by operating activities
Cash flows from investing activities:
Purchase of property, plant and equipment
Purchase of property, plant and equipment
Purchase of property, plant and equipment
Proceeds from sale of property, plant and equipment
Deposits utilized for purchase of property, plant and equipment
Proceeds from sale or maturity of available-for-sale securities
Purchase of short-term investments
Proceeds from sale or maturity of available-for-sale securities
Purchase of short-term investments
Proceeds from sale or maturity of available-for-sale securities
Purchase of short-term investments
Purchase of short-term investments
Purchase of short-term investments
Proceeds from sale or maturity of short-term investments and available-for-sale securities
Purchase of a business, net of cash acquired
Payments related to acquisition of business
Other
Other
Other
Net cash used in investing activities
Cash flows from financing activities:
Proceeds for the issuance of common stock under the ESPP
Proceeds for the issuance of common stock under the ESPP
Proceeds for the issuance of common stock under the ESPP
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Payment of tax withholding for RSUs
Repurchase of common stock
Issuance and borrowings under debt agreements
Reimbursement of debt issuance and other financing costs
Payment of debt issuance and other financing costs
Repayment of borrowings under debt agreements
Payment for purchase of bond hedges
Proceeds from issuance of warrants
Payment of financing lease obligations
Payment of financing lease obligations
Payment of financing lease obligations
Net cash used in financing activities
Net cash used in financing activities
Net cash used in financing activities
Effect of exchange rate changes on cash, cash equivalents and restricted cash
Net decrease in cash, cash equivalents and restricted cash
Cash, cash equivalents and restricted cash, beginning of period (Note 5)
Cash, cash equivalents and restricted cash, end of period (Note 5)

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 Segments and Segment Information Revenue" 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 September 27, 2024 and June 30, 2023 September 29, 2023 contained 91 days each. The six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023 contained 180 271 days and 181 272 days, respectively.

The accompanying unaudited financial statements as of and for the quarter and six nine months ended June 28, 2024 September 27, 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 goodwill; and (v) 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 Segments and Segment Information Revenue

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
End-Markets:				
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	\$ 1,735.2	\$ 2,094.4	\$ 3,597.9	\$ 4,054.1

* Other primarily includes the end-markets of computing, consumer, networking and communications.

Product Technologies:						
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	\$	1,735.2	\$	2,094.4	\$ 3,597.9	\$ 4,054.1

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 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued (unaudited)

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 Segments

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. AMG. 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 ⁽¹⁾	PSG ⁽¹⁾	AMG ⁽¹⁾	ISG	Total	PSG ⁽¹⁾	AMG ⁽¹⁾	ISG	Total
For the quarter ended June 28, 2024:									
For the quarter ended September 27, 2024:									
Revenue from external customers									
Revenue from external customers									
Revenue from external customers									

Gross profit
For the quarter ended June 30, 2023:
For the quarter ended September 29, 2023:
Revenue from external customers
Revenue from external customers
Revenue from external customers
Gross profit
For the six months ended June 28, 2024:
For the nine months ended September 27, 2024:
Revenue from external customers
Revenue from external customers
Revenue from external customers
Gross profit
For the six months ended June 30, 2023:
For the nine months ended September 29, 2023:
Revenue from external customers
Revenue from external customers
Revenue from external customers
Gross profit

(1) 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 had one customer, a distributor, whose revenue accounted for approximately 12% and 11% of the total revenue for the quarters ended September 27, 2024 and September 29, 2023, respectively, and approximately 11% and 10% of the total revenue for the nine months ended September 27, 2024 and September 29, 2023, respectively. One customer, a distributor, accounted for approximately 10% of the Company's accounts receivable balance as of September 27, 2024, and no single customer had an accounts receivable concentration of 10% or greater as of December 31, 2023.

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

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):

	Quarter Ended June 28, 2024					Quarter Ended September 27, 2024				
	PSG	PSG	AMG	ISG	Total	PSG	PSG	AMG	ISG	Total
Geographic Location:										
Hong Kong										
Hong Kong										
Hong Kong										
Singapore										
United Kingdom										
United States										
Other										
Total										
Sales Channel:										
Sales Channel:										
Sales Channel:										
Distributors										
Distributors										
Distributors										

Philippines

China

Malaysia

Vietnam

Other

Total

Revenue

The Company's revenue derives primarily from product sales and to a much lesser extent from manufacturing services and product development agreements. For the quarters ended September 27, 2024 and September 29, 2023, revenue recognized from product sales as a percentage of total revenue was approximately 99% in each period and revenue recognized from manufacturing services and product development agreements was approximately 1% of total revenue in each period. For the nine months ended September 27, 2024 and September 29, 2023, revenue recognized from product sales as a percentage of total revenue was approximately 98% in each period and revenue recognized from manufacturing services and product development agreements was approximately 2% of total revenue in each period.

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

	Quarters Ended		Nine Months Ended	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023
End-Markets:				
Automotive	\$ 951.2	\$ 1,157.8	\$ 2,875.3	\$ 3,205.6
Industrial	439.9	615.8	1,384.0	1,781.3
Other*	370.8	407.2	1,100.5	1,248.0
Total	<u>\$ 1,761.9</u>	<u>\$ 2,180.8</u>	<u>\$ 5,359.8</u>	<u>\$ 6,234.9</u>
* Other primarily includes the end-markets of computing, consumer, networking and communications.				
Product Technologies:				
Intelligent Power	\$ 914.5	\$ 1,154.8	\$ 2,765.9	\$ 3,146.3
Intelligent Sensing	344.0	406.3	1,017.7	1,234.8
Other	503.4	619.7	1,576.2	1,853.8
Total	<u>\$ 1,761.9</u>	<u>\$ 2,180.8</u>	<u>\$ 5,359.8</u>	<u>\$ 6,234.9</u>

Remaining Performance Obligations

A 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 committed amounts ("Long-term Supply Agreements" or "LTSA") for which the remaining performance obligations as of September 27, 2024 are approximately \$13.7 billion (excluding the remaining performance obligations for contracts having a duration of one year or less). The Company expects to recognize approximately 31% of this amount as revenue during the next 12 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. The timing, pricing or amount of products

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

delivered under LTSA may be modified in circumstances upon mutual agreement, and the actual revenue recognized for the remaining performance obligations in future periods may significantly fluctuate from current estimates.

Certain LTSA 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 \$42.0 million and \$30.1 million for the quarters ended September 27, 2024 and September 29, 2023, respectively, and \$77.4 million and \$61.7 million for the nine months ended September 27, 2024 and September 29, 2023, respectively, related to contract liabilities outstanding as of the end of each respective prior period.

Contract Balances

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

	As of	
	September 27, 2024	December 31, 2023
Contract assets included in:		

Other current assets	\$	150.1	\$	83.1
Other assets		—		12.0
Total	\$	150.1	\$	95.1
Contract liabilities included in:				
Other current liabilities	\$	111.4	\$	87.6
Other long-term liabilities		161.7		216.6
Total	\$	273.1	\$	304.2

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 The Company will adopt ASU 2023-07 are effective for its financial statements starting with the fiscal years beginning after December 15, 2023 year ended December 31, 2024 and interim periods within the fiscal years beginning after December 15, 2024. Early adoption is permitted. The guidance year ended December 31, 2025, and it will be applied retrospectively to all periods presented in presented. Management has substantially completed its evaluation of this standard, which only impacts the financial statements. ASU 2023-07 will be applicable for disclosures, and does not expect the adoption to have a material impact on the Company's results of operations or financial statements for the year ended December 31, 2024. Management is currently evaluating and understanding the requirements under this new standard. condition.

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.

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

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 while monitoring the status of the related litigation and the SEC's stay.

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

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

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

	Restructuring
	Restructuring
	Restructuring
Quarter ended June 28, 2024	
Quarter ended June 28, 2024	
Quarter ended June 28, 2024	
Quarter ended September 27, 2024	
Quarter ended September 27, 2024	

2024 Business Realignment

Other

Total

Restructuring

Nine months ended September 27, 2024

2024 Business Realignment

Other

Total

(2) Other charges primarily related to equipment movement costs and accelerated amortization of ROU assets for certain leases.

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

As of

December 31, 2023	December 31, 2023	Charges	Usage	June 28, 2024	December 31, 2023	Charges	Usage	September 27, 2024
-------------------	-------------------	---------	-------	---------------	-------------------	---------	-------	--------------------

Accrued restructuring

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 1,100 employees were notified of their employment termination and around 300 200 additional employees were reassigned or asked to relocate relocated to another onsemi site. The Company continues to evaluate employee positions and locations for potential operating improvements and efficiencies.

In connection with these the actions announced during the second quarter, the Company expects to incur severance costs, related benefit expenses and other ancillary charges totaling approximately \$75-\$72 million, of which approximately \$53-\$70 million was recognized during the quarter and six nine months ended June 28, 2024 September 27, 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 so far in 2024, the Company paid approximately \$3 \$7 million related to approximately 200 500 terminated employees and had approximately \$49.0 \$63 million accrued as of June 28, 2024 September 27, 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 12 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.

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

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 "Segments and Segment Information, Revenue," management performed a goodwill impairment analysis on the divisions (which were the reporting units) prior to

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

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															
As of															
As of															
		June 28, 2024			December 31, 2023		September 27, 2024			December 31, 2023					
		Accumulated Impairment		Carrying		Accumulated Impairment		Carrying		Accumulated Impairment		Carrying		Accumulated Impairment	
Goodwill		Goodwill	Losses	Reallocation	Value	Goodwill	Losses	Value	Goodwill	Losses	Reallocation	Value	Goodwill	Losses	Value
Operating and Reportable Segments:															
PSG															
PSG															
PSG															
AMG															
ISG															
Total															

Inventories

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

	As of	As of	As of
	June 28, 2024	December 31, 2023	
	September 27, 2024	December 31, 2023	
Inventories:			
Raw materials			
Raw materials			
Raw materials			
Work in process			
Finished goods			
Total			

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

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 September 27, 2024, the net assets for the over-funded plans totaled \$15.8 17.1 million. The total accrued pension liability for underfunded plans was \$64.4 million \$69.0 million, of which the current portion of \$1.3 million \$1.4 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	Quarters Ended	Six Months Ended	Quarters Ended	Nine Months Ended
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023	
Service cost					
Interest cost					
Expected return on plan assets					
Total					
Total					
Total					

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

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	Quarters Ended	Six Months Ended	Quarters Ended	Nine Months Ended
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	
	September 27, 2024	September 29, 2023	September 27, 2024	September 29, 2023	
Operating lease					
Variable lease					
Short-term lease					
Total					

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

	As of	As of	As of
	June 28, 2024	December 31, 2023	

	September 27, 2024	December 31, 2023
Operating lease liabilities included in:		
Accrued expenses and other current liabilities		
Accrued expenses and other current liabilities		
Accrued expenses and other current liabilities		
Other long-term liabilities		
Total		
Operating ROU assets included in:		
Operating ROU assets included in:		
Operating ROU assets included in:		
Other assets		
Other assets		
Other assets		

As of June 28, 2024 September 27, 2024, the weighted-average remaining lease-terms were 10.6 10.4 years and 17.5 17.3 years, and the weighted-average discount rates were 5.2% and 5.7%, for operating leases and financing leases, respectively.

ON SEMICONDUCTOR CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

(unaudited)

Supplemental Disclosure of Cash Flow Information

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

	Six Months Ended
	Six Months Ended
	Six Months Ended
	June 28, 2024
	June 28, 2024
	June 28, 2024
	Nine Months Ended
	Nine Months Ended
	Nine Months Ended
	September 27, 2024
	September 27, 2024
	September 27, 2024
Non-cash investing activities:	
Non-cash investing activities:	
Non-cash investing activities:	
Capital expenditures in accounts payable and other long-term liabilities	
Capital expenditures in accounts payable and other long-term liabilities	
Capital expenditures in accounts payable and other long-term liabilities	
Operating ROU assets obtained in exchange for lease liabilities	
Operating ROU assets obtained in exchange for lease liabilities	
Operating ROU assets obtained in exchange for lease liabilities	
Cash paid for:	
Cash paid for:	
Cash paid for:	
Interest expense	
Interest expense	
Interest expense	
Income taxes	
Income taxes	

Income taxes

Operating lease payments in operating cash flows

Operating lease payments in operating cash flows

Operating lease payments in operating cash flows

Reconciliation The following table shows a reconciliation of the captions in the Consolidated Balance Sheets to the Consolidated Statements of Cash Flows (in millions):

	As of		As of		As of
	June 28, 2024	December 31, 2023	June 30, 2023	December 31, 2022	
	September 27, 2024	December 31, 2023	September 29, 2023	December 31, 2022	
Consolidated Balance Sheets:					
Cash and cash equivalents					
Cash and cash equivalents					
Cash and cash equivalents					
Restricted cash (included in other current assets)					
Cash, cash equivalents and restricted cash in Consolidated Statements of Cash Flows					
Cash, cash equivalents and restricted cash in Consolidated Statements of Cash Flows					
Cash, cash equivalents and restricted cash in Consolidated Statements of Cash Flows					

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

Note 6: Long-Term Debt

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

	As of	As of	As of
	June 28, 2024	December 31, 2023	
Revolving Credit Facility due 2028, interest payable monthly at 6.69% and 6.71%			
	September 27, 2024	December 31, 2023	
Revolving Credit Facility due 2028, interest payable monthly at 6.60% and 6.71%			
0.50% Notes due 2029 ⁽¹⁾			
0.50% Notes due 2029 ⁽¹⁾			
0.50% Notes due 2029 ⁽¹⁾			
0% Notes due 2027			
3.875% Notes due 2028 ⁽²⁾			
Gross long-term debt, including current maturities			
Gross long-term debt, including current maturities			
Gross long-term debt, including current maturities			
Less: Debt discount ⁽³⁾			
Less: Debt issuance costs ⁽⁴⁾			
Net long-term debt, including current maturities			
Less: Current maturities			
Net long-term debt			

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

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

⁽³⁾ Debt discount of \$3.7 million \$3.5 million and \$4.2 million for the 3.875% Notes as of June 28, 2024 September 27, 2024 and December 31, 2023, respectively.

⁽⁴⁾ Debt issuance costs of \$24.3 million \$23.1 million and \$26.8 million for the 0.50% Notes, \$9.3 million \$8.5 million and \$10.9 million for the 0% Notes and \$1.3 \$1.2 million and \$1.4 million for the 3.875% Notes, in each case as of June 28, 2024 September 27, 2024 and December 31, 2023, respectively.

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

Expected maturities of gross long-term debt (including current portion - see section below on 0% Notes) as of **June 28, 2024** **September 27, 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	\$ 3,379.9

The Company was in compliance with its covenants under all debt agreements as of **June 28, 2024** **September 27, 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** **September 27, 2024**, the **\$795.6** **\$796.4** 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** **September 27, 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** **December 31, 2024**, and only during such calendar quarter.

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

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):

	Quarters Ended	Quarters Ended	Six Months Ended	Quarters Ended	Nine Months Ended
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	September 27, 2024
Net income for basic earnings per share of common stock					
Add: Interest on 1.625% Notes					
Net income for diluted earnings per share of common stock					
Basic weighted-average shares of common stock outstanding					
Basic weighted-average shares of common stock outstanding					
Basic weighted-average shares of common stock outstanding					
Dilutive effect of share-based awards					
Dilutive effect of convertible notes and warrants					
Diluted weighted-average shares of common stock outstanding					
Net income per share of common stock attributable to ON Semiconductor Corporation:					
Net income per share of common stock attributable to ON Semiconductor Corporation:					
Net income per share of common stock attributable to ON Semiconductor Corporation:					
Basic					
Basic					
Basic					
Diluted					

ON SEMICONDUCTOR CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

(unaudited)

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 0.2 million and zero for the quarters ended September 27, 2024 and September 29, 2023, respectively, and 0.6 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 nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 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 nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 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.

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

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 and nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively, was as follows (in millions, except per share data):

	Quarters Ended	Quarters Ended	Six Months Ended		Quarters Ended	Nine Months Ended	
	June 28, 2024	June 30, 2023	June 28, 2024	June 30, 2023	September 27, 2023	September 27, 2024	September 29, 2023
Number of repurchased shares ⁽¹⁾							
Aggregate purchase price							
Fees, commissions and excise tax							
Total							
Total							
Total							
Weighted-average purchase price per share ⁽²⁾							

⁽¹⁾ None of these shares had been reissued or retired as of June 28, 2024 September 27, 2024, but may be reissued later.

⁽²⁾ Exclusive of fees, commissions or other expenses.

As of June 28, 2024 September 27, 2024, the authorized amount remaining under the Share Repurchase Program was approximately \$2.2 billion, \$2.0 billion.

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

Shares for Restricted Stock Units Tax Withholding

The amounts remitted for employee withholding taxes during the quarter and six nine months ended June 28, 2024 September 27, 2024 was \$7.4 \$3.0 million and \$45.1 \$48.1 million, respectively, for which the Company withheld an immaterial an immaterial number of shares and 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 nine months ended June 30, 2023 was \$9.8 September 29, 2023 were \$5.2 million and \$57.4 million \$62.6 million, respectively, for which the Company withheld approximately 0.1 million and 0.7 million 0.8 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 \$19.9 million as of June 28, 2024 September 27, 2024 after including its \$0.9 million \$1.9 million share of earnings for the six nine months ending June 28, 2024 ended September 27, 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):

	Quarters Ended	Quarters Ended		Six Months Ended	Quarters Ended	Nine Months Ended
	June 28, 2024	June 30, 2023		June 28, 2024	June 30, 2023	
	September 27, 2024	September 29, 2023		September 27, 2024	September 29, 2023	
Cost of revenue						
Research and development						
Selling and marketing						
General and administrative						
Share-based compensation expense						
Income tax benefit						
Share-based compensation expense, net of tax						

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

As of June 28, 2024 September 27, 2024, the total unrecognized expected share-based compensation expense, net of estimated forfeitures, related to non-vested RSUs with service, performance and market conditions was \$207.0 174.3 million, which is expected to be recognized over a weighted-average period of 2.0 1.8 years 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 and nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023.

Shares Available

As of June 28, 2024 September 27, 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.

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

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 nine months ended June 28, 2024 September 27, 2024 was as follows (in millions, except per share data):

	Number of Shares	Weighted-Average Grant Date Fair Value Per Share	Number of Shares	Weighted-Average Grant Date Fair Value Per Share
Non-vested RSUs at December 31, 2023				
Granted				
Achieved				
Released				
Forfeited				

Non-vested RSUs at June 28, 2024	3.7
Non-vested RSUs at September 27, 2024	

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, 2024September 27, 2024, which reduced the borrowing capacity under such facility. As of June 28, 2024September 27, 2024, the Company also had outstanding guarantees and letters of credit outside of its Revolving Credit Facility totaling \$6.2 million\$6.6 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, 2024September 27, 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
(unaudited)

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

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

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 filed a motion to dismiss the amended complaint on or before July 30, 2024 . Upon reviewing the Company's motion to dismiss the amended complaint, plaintiff deemed it necessary to further amend their complaint. On September 6, 2024, plaintiff filed their second amended complaint. The Company filed a motion to dismiss this second amended complaint on October 10, 2024. Additional written briefing on this the motion to dismiss the second amended complaint is expected to be completed by October 30, 2024 December 20, 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.

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

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 \$300.0 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 September 27, 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				As of		As of	
	June 28, 2024		December 31, 2023		September 27, 2024		December 31, 2023	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt, including current portion ⁽¹⁾								
0% Notes								
0% Notes								
0% Notes								

0.50% Notes
3.875% Notes
3.875% Notes
3.875% Notes
Revolving Credit Facility

(1) 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.

ON SEMICONDUCTOR CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - Continued

(unaudited)

As of June 28, 2024 September 27, 2024 and December 31, 2023, the Company had net outstanding foreign exchange contracts with notional amounts of \$253.1 million \$286.6 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				As of				As of	
	June 28, 2024		December 31, 2023							
	September 27, 2024		December 31, 2023							
	Buy (Sell)	Buy (Sell)	Notional Amount	Buy (Sell)	Notional Amount	Buy (Sell)	Notional Amount	Buy (Sell)	Notional Amount	
Japanese Yen										
Philippine Peso										
Czech Koruna										
Euro										
Korean Won										
Other Currencies - Buy										
Other Currencies - Buy										
Other Currencies - Buy										
Other Currencies - Sell										
	\$									

Amounts receivable or payable under the contracts were not material as of June 28, 2024 September 27, 2024 or December 31, 2023. During the quarters ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, net of the impact of the hedge positions, the realized and unrealized foreign currency transactions totaled a loss of \$5.5 million and a gain of \$0.2 million and a loss of \$0.7 million \$1.5 million, respectively. During the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 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 \$3.9 million and \$1.2 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 September 27, 2024, the notional value of outstanding foreign currency forward contracts designated as cash flow hedges was \$157.3 \$158.6 million, with a fair value of \$5.3 million \$2.8 million recorded as accrued expenses and other current liabilities. assets. A loss of \$3.6 million \$1.4 million and \$4.6 million, \$7.7 million was recognized as a component of cost of revenue for the quarter and six nine months ended June 28, 2024 September 27, 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 September 27, 2024.

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

Other

As of June 28, 2024 September 27, 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 September 27, 2024, the counterparties to the Company's hedge contracts are were held at financial institutions which the Company believes to be highly rated, and no credit-related losses are anticipated.

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

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 \$3.0 million and \$2.0 million of net interest and penalties accrued as of June 28, 2024 September 27, 2024 and December 31, 2023, respectively. It is reasonably possible that the Company's unrecognized tax benefits will be reduced by \$3.9 million \$3.8 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 2021 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		Currency Translation Adjustments		Currency Translation Adjustments	Effects of Cash Flow Hedges	Total	Effects of Cash Flow Hedges	Total
Balance as of December 31, 2023									
Other comprehensive income (loss) prior to reclassifications									
Amounts reclassified from accumulated other comprehensive loss									
Net current period other comprehensive loss (1)									
Balance as of June 28, 2024									
Balance as of September 27, 2024									

(1) Effects of cash flow hedges were net of tax impact of \$1.4 million \$0.4 million for the six nine months ended June 28, 2024 September 27, 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
Quarters
Ended

		Quarters Ended															
		June 28, 2024	June 30, 2023		June 28, 2024		June 30, 2023			To caption				September 27, 2024	September 29, 2023		September 27, 2024
Cash flow hedges	Cash flow hedges																
Cash flow hedges	Cash flow hedges	\$(4.5)	\$	\$(0.8)	\$	\$(6.3)	\$	\$(0.8)	Cost of revenue	Cost of revenue	\$	(1.4)	\$		\$	—	\$
Interest rate swaps	Interest rate swaps	(2.9)	(3.0)	(3.0)	(5.9)	(5.9)	(8.0)	(8.0)	Interest expense	Interest expense						(2.9)	(2.9)
Interest rate swaps terminations	Interest rate swaps terminations	—	—	—	—	—	(6.9)	(6.9)	Other income	Other income						—	—
Total reclassifications																	

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** **September 27, 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 and industrial power, data centers and storage systems. power. Our intelligent power solutions for the automotive industry allow our customers to exceed range targets with lower weight and reduce system cost through efficiency. We are utilizing our extensive range of power technologies to address the growing power demands of artificial intelligence and data centers. 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 Segments and Segment Information Revenue" 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** **September 27, 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** **1,100** employees were notified of their employment termination and around **300** **200** additional employees were reassigned or asked to relocate to another site. We site so far. During the nine months ended **September 27, 2024**, we incurred severance and other related charges of approximately **\$52.5 million** **\$70.1 million** and asset impairments and other charges of approximately **\$18.8 million** **\$29.5 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** **September 27, 2024**, we repurchased approximately **2.1 million** **2.8 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 **\$200.4 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** **September 27, 2024** compared to the Quarter Ended **June 30, 2023** **September 29, 2023**

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

	June 28, 2024	June 30, 2023	Dollar Change	September 27, 2024	September 29, 2023	Dollar Change
Revenue						
Cost of revenue						
Gross profit						
Operating expenses:						
Research and development						
Research and development						
Research and development						
Selling and marketing						
General and administrative						
Amortization of acquisition-related intangible assets						
Amortization of acquisition-related intangible assets						
Amortization of acquisition-related intangible assets						
Restructuring, asset impairments and other charges, net						
Total operating expenses						
Total operating expenses						
Total operating expenses						
Operating income						
Other income (expense), net:						
Interest expense						
Interest expense						
Interest expense						
Interest income						
Loss on divestiture of business						
Loss on divestiture of business						
Loss on divestiture of business						
Other income (expense)						
Other income (expense)						
Other income (expense)						
Other income (expense), net						
Income before income taxes						
Income tax provision						
Net income						
Less: Net income attributable to non-controlling interest						
Net income attributable to ON Semiconductor Corporation						

Revenue

Revenue was \$1,735.2 million, \$1,761.9 million and \$2,094.4 million, \$2,180.8 million for the quarters ended June 28, 2024, September 27, 2024 and June 30, 2023, September 29, 2023, respectively, representing a decrease of \$359.2 million, \$418.9 million, or approximately 17%, 19%, 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, September 27, 2024 and June 30, 2023, September 29, 2023, respectively.

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

		As a % of Total Revenue				As a % of Total Revenue			
Quarter Ended June 28, 2024		(1)				Quarter Ended June 30, 2023			
		As a % of Total Revenue				As a % of Total Revenue			
Quarter Ended September 27, 2024		(1)				Quarter Ended September 29, 2023			
2024		(1)				2023			
PSG	PSG	\$835.2	48.1	48.1	%	\$977.4	46.7	46.7	%
AMG	AMG	647.8	37.3	37.3	%	791.9	37.8	37.8	%
ISG	ISG	252.2	14.5	14.5	%	325.1	15.5	15.5	%
Total revenue									

(1) Certain amounts may not total due to rounding of individual amounts.

Revenue from PSG decreased by \$142.2 million, \$247.1 million, or approximately 15%, 23%, for the quarter ended June 28, 2024, September 27, 2024 compared to the quarter ended June 30, 2023, September 29, 2023. Revenue from our Multi-Market Automotive Power Division, Automotive Multi-Market Power Division and Industrial Power Division decreased by \$68.8 million, \$129.7 million, \$36.8 million, \$58.9 million and \$36.7 million, \$58.5 million, respectively, primarily driven by a decrease in demand in the automotive industrial and communications industrial end-markets.

Revenue from AMG decreased by \$144.1 million, \$122.0 million, or approximately 18%, 16%, for the quarter ended June 28, 2024, September 27, 2024 compared to the quarter ended June 30, 2023, September 29, 2023. Revenue from our Sensor Interface Division, Power Management Division, Sensor Interface Division and Integrated Circuit Division decreased by \$80.5 million, \$65.4 million, \$36.5 million, \$47.4 million and \$27.2 million, \$9.2 million, respectively, primarily due to a decrease in demand in the automotive and industrial end-markets.

Revenue from ISG decreased by \$72.9 million, \$49.8 million, or approximately 22%, 15%, for the quarter ended June 28, 2024, September 27, 2024 compared to the quarter ended June 30, 2023, September 29, 2023, largely driven by a decrease in revenue from our Automotive Sensing Division and Industrial and Consumer Solutions Division and Automotive Sensing Division of \$38.7 million, \$35.1 million and \$34.2 million, \$14.7 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):

		As a % of Total Revenue				As a % of Total Revenue			
Quarter Ended June 28, 2024		(1)				Quarter Ended June 30, 2023			
		As a % of Total Revenue				As a % of Total Revenue			
Quarter Ended September 27, 2024		(1)				Quarter Ended September 29, 2023			
2024		(1)				2023			
Hong Kong	Hong Kong	\$453.5	26.1	26.1	%	\$530.2	25.3	25.3	%
Singapore	Singapore	390.3	22.5	22.5	%	519.3	24.8	24.8	%
United Kingdom	United Kingdom	413.8	23.8	23.8	%	449.4	21.5	21.5	%
United States	United States	324.9	18.7	18.7	%	380.9	18.2	18.2	%
Other	Other	152.7	8.8	8.8	%	214.6	10.2	10.2	%
Total revenue									

(1) Certain amounts may not total due to rounding of individual amounts.

Gross Profit and Gross Margin

Gross profit decreased by \$209.4 million \$231.3 million, or approximately 22%, to \$784.0 million \$799.4 million for the quarter ended June 28, 2024 September 27, 2024 compared to \$993.4 million \$1,030.7 million for the quarter ended June 30, 2023 September 29, 2023. This was primarily due to the decline in sales volume from existing products and new products which negatively impacted gross profit by approximately \$183 million \$162 million and \$47 million from existing products and new products, \$77 million, respectively, partially offset by approximately \$20 million \$8 million due to a reduction in the lower-margin foundry business manufacturing services revenue at our EFK location.

Our gross margin decreased by approximately 2.2% 1.9 percentage points to 45.2% 45.4% for the quarter ended June 28, 2024 September 27, 2024 from 47.4% 47.3% for the quarter ended June 30, 2023 September 29, 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							
		Quarter Ended September 27, 2024				As a % of Revenue		Quarter Ended September 29, 2023				As a % of Revenue							
PSG	PSG	\$348.8	41.8	41.8	%	\$468.0	47.9	47.9	%	PSG	\$344.9	41.6	41.6	%	\$513.5	47.7	47.7	%	
AMG	AMG	321.9	49.7	49.7	%	370.2	46.7	46.7	%	AMG	325.3	49.8	49.8	%	361.1	46.6	46.6	%	
ISG	ISG	113.3	44.9	44.9	%	155.2	47.7	47.7	%	ISG	129.2	46.3	46.3	%	156.1	47.5	47.5	%	
Total gross profit	Total gross profit	\$784.0	45.2	45.2	%	\$993.4	47.4	47.4	%	Total gross profit	\$799.4	45.4	45.4	%	\$1,030.7	47.3	47.3	%	

Explanation for the fluctuation in gross profit amounts and gross margin percentages for the quarter ended June 28, 2024 September 27, 2024 compared to the quarter ended June 30, 2023 September 29, 2023 is provided below:

PSG gross profit decreased by \$119.2 \$168.6 million, primarily driven by a the decline in sales volume from existing products and new products which negatively impacted gross profit by approximately \$72 million \$91 million and \$47 million from existing products and new products, \$77 million, respectively. PSG gross margin decreased by 6.1% 6.1 percentage points to 41.8% 41.6% from 47.9% 47.7% 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 \$35.8 million, primarily driven by a the decline in sales volume from existing business products which negatively impacted gross profit by approximately \$69 million \$43 million, partially offset by improved gross profit of approximately \$20 million \$8 million due to the

reduction in the lower-margin foundry business manufacturing services revenue at our EFK location. AMG gross margin increased by 3.0% 3.2 percentage points to 49.7% 49.8% from 46.7% 46.6%, primarily due to the reduction in the lower-margin foundry business manufacturing services revenue at our EFK location and favorable changes in product mix.

ISG gross profit decreased by \$41.9 \$26.9 million, primarily driven by a the decline in sales volume from existing business products. ISG gross margin decreased by 2.8% 1.2 percentage points to 44.9% 46.3% from 47.7% 47.5%, primarily driven by unfavorable changes in product mix.

Operating Expenses

Research and development expenses were \$156.5 million \$151.0 million for the quarter ended June 28, 2024 September 27, 2024, as compared to \$145.3 million \$143.4 million for the quarter ended June 30, 2023 September 29, 2023, representing an increase of \$11.2 million \$7.6 million, or approximately 8% 5%. 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, production supplies.

Selling and marketing expenses were \$68.6 million \$65.4 million for the quarter ended June 28, 2024 September 27, 2024, as compared to \$71.6 million \$68.2 million for the quarter ended June 30, 2023 September 29, 2023, representing a decrease of \$3.0 million \$2.8 million, or approximately 4%. The decrease was primarily attributable to decreased variable compensation and commissions, partially offset by increased payroll-related costs, a decrease in sales commissions.

General and administrative expenses were \$85.0 million \$95.5 million for the quarter ended June 28, 2024 September 27, 2024, as compared to \$87.2 million \$110.7 million for the quarter ended June 30, 2023 September 29, 2023, representing a decrease of \$2.2 million \$15.2 million, or approximately 3% 14%. The decrease was primarily attributable to decreased variable compensation, partially offset by an increase a decrease in expenses associated the bad debt provision with information technology initiatives, a strategic business partner, compared to the quarter ended September 29, 2023.

Other Operating Expenses

Amortization of Acquisition-Related Intangible Assets

Amortization of acquisition-related intangible assets was \$12.9 million \$13.0 million for the quarter ended June 28, 2024 September 27, 2024, as compared to \$12.0 million for the quarter ended June 30, 2023 September 29, 2023, representing an increase of \$0.9 million \$1.0 million, or approximately 8%.

Restructuring, Asset Impairments and Other, Net

Restructuring, asset impairments and other, net was \$72.5 million \$29.1 million for the quarter ended June 28, 2024 September 27, 2024, as compared to \$2.6 million \$9.4 million for the quarter ended June 30, 2023 September 29, 2023. Charges incurred for the quarter ended June 28, 2024 September 27, 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 \$0.5 million to \$15.7 million during the quarter ended June 28, 2024 September 27, 2024, as compared to \$16.4 million \$16.2 million during the quarter ended June 30, 2023 September 29, 2023. The decrease was primarily due to the maturity of the 1.625% notes Notes in 2023. Our average gross long-term debt for the quarter ended June 28, 2024 September 27, 2024 was \$3,379.9 million at a weighted-average interest rate of 1.9%, as compared to \$3,507.1 million \$3,499.5 million at a weighted-average interest rate of 1.9% 1.8% for the quarter ended June 30, 2023 September 29, 2023. The calculation of our weighted-average interest rates includes the effect of our interest rate swap agreements.

Interest income Income

Interest income increased by \$3.4 million \$2.9 million, or approximately 14% 11%, to \$27.4 million \$28.6 million during the quarter ended June 28, 2024 September 27, 2024 compared to \$24.0 million \$25.7 million during the quarter ended June 30, 2023 September 29, 2023, primarily due to an increase in higher interest rates along with a strategic shift in our investment strategy with higher and increased balances in interest bearing interest-bearing accounts.

Other Income (Expense)

During the quarter ended June 28, 2024 September 27, 2024, other income was \$1.9 million \$3.7 million compared to an expense of \$1.3 million \$1.1 million during the quarter ended June 30, 2023 September 29, 2023.

Income Tax Provision

We recorded an income tax provision of \$63.7 million \$51.9 million and \$104.4 million \$114.6 million for the quarters ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively, representing effective tax rates of 15.8% 11.4% and 15.3% 16.4%, respectively. The decrease in our effective tax rate is mainly due to return-to-provision adjustments reflecting additional tax benefits from Foreign Derived Intangible Income.

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 Nine Months Ended June 28, September 27, 2024 compared to the Six Nine Months Ended June 30, 2023 September 29, 2023

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

	June 28, 2024	June 30, 2023	Dollar Change	September 27, 2024	September 29, 2023	Dollar Change
Revenue						
Cost of revenue						
Gross profit						
Operating expenses:						
Research and development						
Research and development						
Research and development						
Selling and marketing						
General and administrative						
Amortization of acquisition-related intangible assets						
Amortization of acquisition-related intangible assets						

Amortization of acquisition-related intangible assets
Restructuring, asset impairments and other charges, net
Total operating expenses
Total operating expenses
Total operating expenses
Operating income
Other income (expense), net:
Interest expense
Interest expense
Interest expense
Interest income
Loss on debt prepayment
Loss on divestiture of business
Loss on divestiture of business
Loss on divestiture of business
Other income
Other income
Other income
Other income (expense), net
Income before income taxes
Income tax provision
Net income
Less: Net income attributable to non-controlling interest
Net income attributable to ON Semiconductor Corporation

Revenue

Revenue was \$3,597.9 million \$5,359.8 million and \$4,054.1 million \$6,234.9 million for the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively, representing a decrease of \$456.2 million \$875.1 million, or approximately 11% 14%, year over year. We had one customer, a distributor, whose revenue accounted for approximately 11% and 10% of our total revenue for the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively.

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

		Six Months Ended June 28, 2024		As a % of Total Revenue ⁽¹⁾		Six Months Ended June 30, 2023		As a % of Total Revenue ⁽¹⁾							
		2024				2023									
		Nine Months Ended September 27, 2024		As a % of Total Revenue ⁽¹⁾		Nine Months Ended September 29, 2023		As a % of Total Revenue ⁽¹⁾							
PSG	PSG \$1,709.5	47.5	47.5	%	\$1,838.3	45.3	45.3	%	PSG \$2,538.8	47.4	47.4	%	\$2,914.8	46.7	46.7
AMG	AMG 1,344.8	37.4	37.4	%	1,536.6	37.9	37.9	%	AMG 1,998.5	37.3	37.3	%	2,312.3	37.1	37.1
ISG	ISG 543.6	15.1	15.1	%	679.2	16.8	16.8	%	ISG 822.5	15.3	15.3	%	1,007.8	16.2	16.2
Total revenue															

(1) Certain amounts may not total due to rounding of individual amounts.

Revenue from PSG decreased by \$128.8 million \$376.0 million, or approximately 7% 13%, for the six nine months ended June 28, 2024 September 27, 2024 compared to the six nine months ended June 30, 2023 September 29, 2023. Revenue from our Multi-Market Power Division, Industrial Power Division and Industrial Automotive Power Division decreased by \$117.4 million \$176.3 million, \$115.8 million and \$57.2 million \$83.9 million, respectively, primarily driven by a decrease in demand in the automotive and industrial and communications end-markets which was partially offset by an increase in revenue from our Automotive Power Division of \$45.8 million. end-markets.

Revenue from AMG decreased by **\$191.8 million** **\$313.8 million**, or approximately **12%** **14%**, for the **six nine** months ended **June 28, 2024** **September 27, 2024** compared to the **six nine** months ended **June 30, 2023** **September 29, 2023**. Revenue from our Power Management Division, Integrated Circuit Division and Sensor Interface Division decreased by **\$110.0 million** **\$157.3 million**, **\$69.4 million** **\$78.6 million** and **\$12.4 million** **\$77.9 million**, respectively, primarily due to a decrease in demand in the automotive and industrial end-markets.

Revenue from ISG decreased by **\$135.6 million** **\$185.3 million**, or approximately **20%** **18%**, for the **six nine** months ended **June 28, 2024** **September 27, 2024** compared to the **six nine** months ended **June 30, 2023** **September 29, 2023**, largely driven by a decrease in revenue from our **Automotive Sensing Division** and Industrial and Consumer Solutions Division and **Automotive Sensing Division** of **\$70.4 million** **\$100.3 million** and **\$65.2 million** **\$85.0 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 ⁽¹⁾		Six Months Ended June 30, 2023						As a % of Total Revenue ⁽¹⁾				
Nine Months Ended September 27, 2024						As a % of Total Revenue ⁽¹⁾		Nine Months Ended September 29, 2023						As a % of Total Revenue ⁽¹⁾				
Hong Kong	Hong Kong	\$858.9	23.9	23.9	%	\$1,020.6	25.2	25.2	%	Hong Kong	\$1,325.8	24.7	24.7	%	\$1,602.5	25.7	25.7	%
Singapore	Singapore	823.5	22.9	22.9	%	970.0	23.9	23.9	%	Singapore	1,273.0	23.8	23.8	%	1,476.8	23.7	23.7	%
United Kingdom	United Kingdom	857.8	23.8	23.8	%	862.7	21.3	21.3	%	United Kingdom	1,253.6	23.4	23.4	%	1,326.8	21.3	21.3	%
United States	United States	743.9	20.7	20.7	%	770.0	19.0	19.0	%	United States	1,025.7	19.1	19.1	%	1,194.5	19.2	19.2	%
Other	Other	313.8	8.7	8.7	%	430.8	10.6	10.6	%	Other	481.7	9.0	9.0	%	634.3	10.2	10.2	%
Total revenue																		

⁽¹⁾ Certain amounts may not total due to rounding of individual amounts.

Gross Profit and Gross Margin

Gross profit was **\$1,637.6 million** **\$2,437.0 million** for the **six nine** months ended **June 28, 2024** **September 27, 2024** compared to **\$1,910.9 million** **\$2,941.6 million** for the **six nine** months ended **June 30, 2023** **September 29, 2023**, representing a decrease of **\$273.3 million** **\$504.6 million**, or approximately **17%**. This was primarily due to the decline in sales volume from existing products and new products which negatively impacted gross profit by approximately **\$325 million** **\$487 million** and **\$79 million**, respectively, partially offset by approximately **\$54 million** **\$62 million** due to a reduction in the lower-margin **foundry business** manufacturing services revenue at our EFK location.

Our gross margin decreased by **1.6%** **1.7 percentage points** to 45.5% for the **six nine** months ended **June 28, 2024** **September 27, 2024** from **47.1%** **47.2%** for the **six nine** months ended **June 30, 2023** **September 29, 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):

		Six Months Ended June 28, 2024				Six Months Ended June 30, 2023				Nine Months Ended September 27, 2024								
					As a % of Revenue				As a % of Revenue									
PSG																		
PSG																		
PSG		\$ 714.2	41.8	41.8	%	\$ 864.4	47.0	47.0	%	\$ 1,059.1	41.7	41.7	%	\$1,377.9	47.3	47.3	%	
AMG	AMG	660.7	49.1	49.1	%	714.2	46.5	46.5	%	AMG	986.0	49.3	49.3	%	1,075.3	46.5	46.5	%
ISG	ISG	262.7	48.3	48.3	%	332.3	48.9	48.9	%	ISG	391.9	47.6	47.6	%	488.4	48.5	48.5	%
Total gross profit	Total gross profit	\$1,637.6	45.5	45.5	%	\$1,910.9	47.1	47.1	%	Total gross profit	\$2,437.0	45.5	45.5	%	\$2,941.6	47.2	47.2	%

Explanation for the increase or decrease in gross profit amounts and gross margin percentages for the **six nine** months ended **June 28, 2024** **September 27, 2024** compared to the **six nine** months ended **June 30, 2023** **September 29, 2023** is provided below:

PSG gross profit decreased by ~~\$150.2~~ \$318.8 million, primarily driven by ~~a the decline in sales volume from existing products and new products~~ which negatively impacted gross profit by approximately ~~\$148 million~~. \$240 million and \$79 million, respectively. PSG gross margin decreased by ~~5.2%~~ 5.6 percentage points to ~~41.8%~~ 41.7% from ~~47.0%~~ 47.3%, 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~~ \$89.3 million, primarily driven by ~~a the decline in sales volume from existing business products~~ which negatively impacted gross profit by approximately ~~\$108 million~~ \$151 million, partially offset by improved gross profit of approximately ~~\$54 million~~ \$62 million from the lower-margin ~~foundry business manufacturing services revenue at our EFK location~~. AMG gross margin increased by ~~2.6%~~ 2.8 percentage points to ~~49.1%~~ 49.3% from 46.5%, primarily due to the reduction in the lower-margin ~~foundry business manufacturing services revenue at our EFK location~~.

ISG gross profit decreased by ~~\$69.6~~ \$96.5 million, primarily driven by ~~a the decline in sales volume from existing business products~~. ISG gross margin decreased ~~0.6%~~ 0.9 percentage points to ~~48.3%~~ 47.6% from ~~48.9%~~ 48.5%, primarily driven by ~~unfavorable~~ changes in product mix.

Operating Expenses

Research and development expenses were ~~\$306.5 million~~ \$457.5 million for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024, as compared to ~~\$283.7 million~~ \$427.1 million for the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 2023, representing an increase of ~~\$22.8 million~~ \$30.4 million, or approximately ~~8%~~ 7%. The increase was primarily attributable to ~~an increase in payroll-related expenses and materials used in development activities, production supplies~~, partially offset by a decrease in variable compensation.

Selling and marketing expenses were ~~\$137.7 million~~ \$203.1 million for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024, as compared to ~~\$143.4 million~~ \$211.6 million for the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 2023, representing a decrease of ~~\$5.7 million~~ \$8.5 million, or approximately 4%. The decrease was primarily attributable to ~~decreased variable compensation and commissions, partially offset by increased payroll-related costs, a decrease in sales commissions~~.

General and administrative expenses were ~~\$180.3 million~~ \$275.8 million for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024, as compared to ~~\$163.1 million~~ \$273.8 million for the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 2023, representing an increase of ~~\$17.2 million~~ \$2.0 million, or approximately ~~11%~~ 1%. The increase was primarily attributable to expenses associated with information technology initiatives, partially offset by a decrease in the bad debt provision with a strategic business partner and ~~an adjustment to a decrease in variable compensation during the quarter ended March 31, 2023, compensation~~.

Other Operating Expenses

Amortization of Acquisition-Related Intangible Assets

Amortization of acquisition-related intangible assets was ~~\$25.5 million~~ \$38.5 million and ~~\$27.0 million~~ \$39.0 million for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024 and ~~June 30, 2023~~ September 29, 2023, respectively, representing a decrease of ~~\$1.5 million~~ \$0.5 million, or approximately ~~6%~~ 1%. 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~~ \$103.0 million for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024, as compared to ~~\$54.1 million~~ \$63.5 million for the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 2023, representing an increase of ~~\$19.8 million~~ \$39.5 million. Amounts incurred for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024 related primarily to the business realignment efforts in the ~~second quarter first nine months~~ 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~~ \$12.0 million to ~~\$31.3 million~~ \$47.0 million during the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024, as compared to ~~\$42.8 million~~ \$59.0 million during the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 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 nine~~ months ended ~~June 28, 2024~~ September 27, 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%~~ 2.3% for the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 2023. The calculation of our weighted-average interest rates includes the effect of our interest rate swap agreements.

Interest Income

Interest income increased by \$16.8 million, or approximately 25%, to \$83.6 million during the nine months ended September 27, 2024 compared to \$66.8 million during the nine months ended September 29, 2023, primarily due to higher interest rates and increased balances in interest-bearing accounts.

Loss on Debt Prepayment

There was no loss on debt prepayment recognized for the ~~six nine~~ months ended ~~June 28, 2024~~ September 27, 2024, as compared to \$13.3 million for the ~~six nine~~ months ended ~~June 30, 2023~~ September 29, 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 \$0.8 million for the six nine months ended June 28, 2024 September 27, 2024 as compared to \$3.4 million \$4.5 million for the six nine months ended June 30, 2023 September 29, 2023.

Income Tax Provision

We recorded an income tax provision of \$148.2 million \$200.1 million and \$188.1 million \$302.7 million during the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively, representing effective tax rates of 15.8% 14.3% and 15.3% 15.7%, respectively. The decrease in our effective tax rate is mainly due to return-to-provision adjustments reflecting additional tax benefits from Foreign Derived Intangible Income.

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 \$2.8 billion as of June 28, 2024 September 27, 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, equipment. 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 \$1,326.7 million and \$799.7 million \$1,366.3 million for the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively. The increase decrease of \$61.2 million \$39.6 million was primarily due to improved a reduction in net income driven by lower end-market demand for our products partially offset by the timing of cash receipts and payments related to working capital management balances.

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 \$858.1 million and \$945.5 million \$1,352.7 million for the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively. The decrease of \$119.3 million \$494.6 million was primarily attributable to a decrease in capital expenditures and payments for the acquisition of our EFK location during the six nine months ended June 30, 2023 September 29, 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% 8% - 11% 10% of revenue for the remainder of 2024.

Financing Activities

Our cash flows used in financing activities were \$283.5 million \$480.5 million and \$153.0 million \$254.3 million for the six nine months ended June 28, 2024 September 27, 2024 and June 30, 2023 September 29, 2023, respectively. The increase of \$130.5 million \$226.2 million was primarily attributable to increased share repurchases during the six nine months ended June 28, 2024 September 27, 2024 compared to the same period in 2023. Additionally, during the quarter nine months ended June 30, 2023 September 29, 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** **September 27, 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 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** **September 27, 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** **September 27, 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** **September 27, 2024**:

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

Period ⁽¹⁾	Total Number of Shares Purchased	Average Price Paid per Share (\$)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar value of Shares that May Yet be Purchased Under the Plans or Programs (in millions) (\$)
June 29, 2024 - July 26, 2024	—	—	—	2,186.0
July 27, 2024 - August 23, 2024	2,469,967	71.90	2,469,957	2,008.4
August 24, 2024 - September 27, 2024	298,577	75.20	298,577	1,986.0
Total	2,768,544	72.26	2,768,534	

⁽¹⁾ These time periods represent our fiscal month start and end dates for the **second** **third** 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 2.8 million shares of the Company's common stock repurchased under the Share Repurchase Program during the quarter ended June 28, 2024 September 27, 2024. As of June 28, 2024 September 27, 2024, the authorized amount remaining under the Share Repurchase Program was approximately \$2.2 billion \$2.0 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 September 27, 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

Exhibit No.	Exhibit Description*
31.1	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. ⁽¹⁾
31.2	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. ⁽¹⁾
32	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. ⁽²⁾
10.1	onsemi Nongualified Deferred Compensation ON Semiconductor Corporation 2000 Employee Stock Purchase Plan, for senior officers (incorporated approved by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on May 22, 2024 stockholders May 20, 2021 (as amended and restated effective August 16, 2024). ⁽¹⁾⁽³⁾
10.2	Non-employee Director Stock Election and Deferral Plan. ⁽¹⁾⁽³⁾
101.INS	XBRL Instance Document ⁽¹⁾
101.SCH	XBRL Taxonomy Extension Schema Document ⁽¹⁾
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document ⁽¹⁾
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document ⁽¹⁾
101.LAB	XBRL Taxonomy Extension Label Linkbase Document ⁽¹⁾
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document ⁽¹⁾
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.

(1) Filed herewith.

(2) Furnished herewith.

(3) 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, October 28, 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)

39 40

Exhibit 10.2 10.1

ON Semiconductor Corporation SEMICONDUCTOR CORPORATION Non-Employee Director Stock Election and Deferral Plan 2000 EMPLOYEE STOCK PURCHASE PLAN

APPROVED BY STOCKHOLDERS: MAY 20, 2021

(AS AMENDED AND RESTATED EFFECTIVE AUGUST 16, 2024)

1. Purpose.

(a) The purpose of the this ON Semiconductor Corporation Non-Employee Director 2000 Employee Stock Election and Deferral Purchase Plan (as it may be amended from time to time, this (the "Plan") is to aid encourage stock ownership by eligible employees of ON Semiconductor Corporation (the "Company"), its Subsidiaries and together Affiliates and thereby provide employees with its subsidiaries, an incentive to contribute to the profitability and success of the Company.

(b) This Plan includes two components: a Code Section 423 Component (the "onsemi 423 Component") and a non-Code Section 423 Component (the "Non-423 Component"). It is the intention of the Company that the 423 Component qualify as an "employee stock purchase plan" under Section 423 of the Code. The provisions of the Plan will govern the 423 Component, and accordingly will be construed so as to extend and limit participation in attracting a uniform and retaining experienced Directors by providing them nondiscriminatory basis consistent with the opportunity (a) to elect to receive fully-vested shares requirements 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 Section 423 of the shares Code. In addition, this Plan authorizes the grant of Stock issuable Purchase Rights under the Non-423 Component, which is not intended to them qualify as an "employee stock purchase plan" under their Stock Awards (a "Deferral Election"). Section 423 of the Code, and which Purchase Rights will be granted pursuant to rules, procedures or subplans adopted by the Board designed to achieve tax, securities laws or other objectives for eligible employees, the Company, its Subsidiaries and Affiliates. Except as otherwise provided in the Plan or determined by the Board, the Non-423 Component will operate and be administered in the same manner as the 423 Component.

2. Definitions. Unless otherwise For purposes of the Plan, in addition to the terms defined in this Plan, Section 1, the following terms (and capitalized variants are defined:

(a) "Affiliate" means any person or entity that directly or indirectly controls or is controlled by the Company. The term "control" (including, with correlative meaning, the term "controlled by"), as applied to any person or entity, means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such (terms) person or entity, whether through the ownership of voting or other securities, by contract or otherwise. The Board will have the meanings indicated: authority to determine the time or times at which "Affiliate" status is determined within the foregoing definition.

(b) **"Board"** means the Board of Directors of the Company.

(c) **"Cash Retainers Account"** means all the account maintained on behalf of a Participant by the Company for the purpose of holding cash retainers earned contributions withheld from payroll pending investment in Stock.

(d) **"Code"** means the Internal Revenue Code of 1986, as amended.

(e) **"Custodian"** means Morgan Stanley At Work or any successor or replacement appointed by a Director for a given Plan Year for his or her service on the Board under Section 3(a).

(f) **"Designated Company"** means any Subsidiary or one of Affiliate, whether now existing or existing in the future, that has been designated by the Board from time to time in its committees, whether discretion as eligible to participate in the Plan. The Board may designate any Subsidiary or Affiliate as a member or Designated Company in the Non-423 Component. For purposes of an Offering under the 423 Component, only the Company and any Subsidiary may be Designated Companies; provided, however, that at any given time, a chair, net of any required tax withholding. Subsidiary that is a Designated Company under an Offering under the 423 Component will not be a Designated Company under a Non-423 Component.

(g) **"Change in Control Earnings"** means a "Change in Control" as defined in Participant's salary or wages, including bonuses, for services performed for the applicable Stock Plan, provided that such event constitutes Company and Designated Companies and received by a "change in control event" as defined in Section 409A. Participant for services rendered during an Offering Period.

(h) **"Committee Fair Market Value"** means the Human Capital and Compensation Committee closing price of the Board Stock on the relevant date as reported on NASDAQ (or any national securities exchange 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 quotation system on which the Stock Plan. is then listed), or if there were no sales on that date the closing price on the next preceding date for which a closing price was reported; provided, however, that for any Offering Period beginning on the IPO Date, the Fair Market Value of the Stock on the first day of such Offering Period shall be deemed to be the price at which the Company's Stock is offered under its initial public offering of Stock.

"(i) Director" means any member of the Board who is not employed by onsemi.

"Grant IPO Date" means the date on which the Company's initial public offering of Stock Award was granted to a given Participant is consummated.

(i) **"Offering"** means an offering of Purchase Rights during an Offering Period, as further described in the Plan, under either the 423 Component or the Non-423 Component. Unless otherwise determined by the Board, each Offering under the Stock Plan. Plan in which eligible employees of the Company or one or more Designated Companies may participate will be deemed a separate Offering for purposes of Section 423 of the Code, even if the dates of each such Offering are identical, and the provisions of the Plan will separately apply to each Offering.

(k) **"Offering Period"** means the period beginning on the IPO Date and ending on the last day of the next calendar quarter, and every three-month period thereafter. For Participants who do not reside in the United States, if the day on which the Company receives approval by the applicable foreign jurisdiction to offer common stock to Participants residing in that jurisdiction is later than the day on which the Company's initial public offering becomes effective, the Offering Period means the period beginning on the day on which the Company receives approval by the applicable foreign jurisdiction to offer common stock to such Participants and ending on the last day of the next calendar quarter, and every three-month period thereafter.

(l) **"Participant"** means any Director who makes a Stock Election an employee of the Company or a Deferral Election by filing a Participation Agreement as provided Designated Company who is participating in Section 5, and any former Director who has outstanding DSUs under the Plan.

(m) **"Plan Year Purchase Right"** means a twelve-month period beginning January 1 and ending Participant's option to purchase Stock that is deemed to be outstanding during an Offering Period. With respect to the following December 31. 423 Component, a Purchase Right represents an "option" under Section 423 of the Code.

"(n) 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, of the Company.

(o) **“Stock Award Account”** means the annual equity award granted account maintained on behalf of the Participant by the Company to a Director Custodian for services as a non-employee member the purpose of holding Stock acquired under the Board. Plan.

(p) **“Stock Plan Subsidiary”** means any corporation (other than the ON Semiconductor Amended and Restated Stock Incentive Plan Company) in an unbroken chain of corporations beginning with the Company if each of the corporations (other than the last corporation in the unbroken chain) owns stock possessing 50% or any successor equity incentive plan under which shares more of Stock may be granted to Directors. the total combined voting power of all classes of stock in one of the other corporations in the chain as set forth in Code Section 424(f).

3. Administration.

(a) **Administrator Board Administration.** The Plan will be administered by the Committee, Board. The Board may delegate its administrative duties and authority (other than its authority to amend the Plan) to any Board committee or to any officers or employees or committee thereof as the Board may designate (in which has case references to the power Board will be deemed to refer to the administrator to which such duties and authority have been delegated). The Board will have full authority to adopt, amend, suspend, waive, and rescind rules and regulations and appoint agents as it deems necessary or advisable to administer the Plan, to correct any defect or supply any omission or reconcile any inconsistency in the Plan and to construe and interpret the Plan and subject rules and regulations thereunder, to its provisions, furnish to prescribe, amend, and rescind Plan rules the Custodian such information as the Custodian may require, and to make all other decisions and determinations necessary for the Plan’s administration. The Committee has the authority to amend, suspend, or terminate under the Plan as provided (including determinations relating to eligibility). No person acting in Section 9, connection with the administration of the Plan will, in that capacity, participate in deciding any matter relating to his or her participation in the Plan.

(b) **Authority and Limitations of Liability The Custodian.** All rules, interpretations, The Custodian will act as custodian under the Plan and decisions of will perform duties under the Committee are conclusive Plan and binding on all persons and entities, including, but not limited to, in any agreement between the Company Directors and Participants. No member of the Committee Custodian. The Custodian will establish and maintain Participants’ Stock Accounts and any subaccounts as may be necessary or the Board will be liable for any action or determination made in good faith by the Committee or the Board with respect desirable to administer the Plan.

(c) **Delegation Waivers.** The Committee Board may delegate waive or modify any of its administrative duties and powers to any officer requirement that a notice or employee of the Company as it deems appropriate, except for any duties that may not election be delegated pursuant to applicable law made or regulation. In administering filed under the Plan a specified period in advance on an individual case or by adopting a rule or regulation under the Committee may employ attorneys, consultants, accountants, or other advisors, and Plan, without amending the Company and the Committee will be entitled to rely on the advice or opinions of such persons or entities, Plan.

(d) **Recusal Other Administrative Provisions.** Any member of The Company will furnish information from its records as directed by the Committee who is due Board, and such records, including a benefit Participant’s Earnings, will be conclusive on all persons unless determined by the Board to be incorrect. Each Participant and other person claiming benefits 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 furnish to the Company in writing an up-to-date mailing address and any other information as the Board or Custodian may reasonably request. Any communication, statement, or notice mailed with postage prepaid to any such Participant or other person at the last mailing address filed with the Company will be deemed sufficiently

given when mailed and will be binding upon the named recipient. The Plan will be administered on a reasonable and nondiscriminatory basis and uniform rules will apply to all persons similarly situated. All Participants will have equal rights and privileges (subject to the terms of the Plan) with respect to Purchase Right outstanding during any given Offering Period in accordance with its instructions no later than December 15 Code Section 423(b)(5). With respect to an Offering under the 423 Component, the terms of separate Offerings need not be identical, provided that all Participants in a particular Offering will have equal rights and privileges, except as otherwise may be permitted by Section 423 of the year immediately preceding Code. An Offering under the Plan Year for which it is effective or by Non-423 Component need not satisfy 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, requirements.

(c) (e) Newly-Eligible Directors Non-423 Component. Notwithstanding any provision to the contrary in this Plan, the Board may adopt terms and conditions governing Offerings which shall take precedence over the provisions of this Plan and/or adopt rules or procedures relating to the operation and administration of the Plan, in each case, to accommodate the specific requirements of local laws, customs and procedures for or to facilitate favorable tax treatment available in jurisdictions outside of the United States. To the extent inconsistent with the requirements of Section 423, any Offering containing such differing terms and conditions contemplated under the foregoing sentence shall be considered to be made under the Non-423 Component and such Offering shall not be required by the terms of the Plan to comply with Section 423 of the Code. Without limiting the generality of the foregoing, the Board specifically is authorized to adopt rules, procedures and subplans, which, for purposes of the Non-423 Component, may be outside the scope of Section 423 of the Code, regarding, without limitation, eligibility to participate in the Plan, the definition of Earnings, handling of payroll deductions, making of contributions to the Plan (including, without limitation, in forms other than payroll deductions), establishment of bank or trust accounts to hold payroll deductions or other contributions, payment of interest, conversion of local currency, obligations to pay payroll tax, determination of beneficiary-designation requirements, withholding procedures and handling of Stock issuances, which may vary according to local requirements.

4. Section 5(b) Stock Subject to Plan. Subject to adjustment as provided below, the total number of shares of Stock reserved and available for issuance or which may be otherwise acquired upon exercise of Purchase Rights under the Plan will be 34,500,000. If, at the end of any Offering Period, the number of shares of Stock with respect to which Purchase Rights are to be exercised exceeds the number of shares of Stock then available under the Plan, the Board shall make a Director who is newly eligible pro rata allocation of the shares of Stock remaining available for purchase in as uniform a manner as shall be practicable and as it shall determine to be equitable. Any shares of Stock delivered by the Company under the Plan may file a Participation Agreement for his consist, in whole or her initial Plan Year to make a in part, of authorized and unissued shares or treasury shares or shares of Stock Election applicable to Cash Retainers paid and/or a Deferral Election for any Stock Award granted in purchased on the remainder open market. The number of such Plan Year, but only if such election is made not more than 30 days after shares of Stock or kind and number of other securities subject to 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, Plan, the maximum Deferral Percentage number of shares of Stock that may be applied to that Stock Award purchased during an Offering Period and the Purchase Price will be proportionately adjusted, as determined by dividing (i) the Board, in the event of any extraordinary dividend or other distribution, recapitalization, forward or reverse split, reorganization, merger, consolidation, spin-off, combination, repurchase, or share exchange, or other similar corporate transaction or event affecting the Stock. For the avoidance of doubt, up to the maximum number of days between shares of Stock reserved under this Section 4 may be used to satisfy purchases of Stock under the date on which the election is made 423 Component and the scheduled vesting date by (ii) the any remaining portion of such

maximum number of days between shares of Stock may be used to satisfy purchases of Stock under the Grant Date Non-423 Component.

5. Enrollment 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) Contributions.

(a) Calculation and Issuance of Shares Eligibility. An employee of the Company or any Designated Company may be enrolled in the Plan for any Offering Period if such employee is employed by the Company or a Designated Company on the first day of the Offering Period unless such person would, immediately upon enrollment, be deemed to own, for purposes of Section 423(b)(3) of the Code, an aggregate of five percent or more of the total combined voting power or value of all outstanding shares of all classes of the Stock of the Company or any Subsidiary. In addition, prior to an Offering Period, the Board may determine, in its discretion (but on a uniform and nondiscriminatory basis for Offerings under the 423 Component), to exclude employees from participating in that Offering, if, as of the first day of the Offering Period, the employee:

- i) has not completed a specified minimum period of service (not to exceed two years); or
- ii) customarily works 20 hours or less per week (or a lesser number of weekly hours as may be specified by the Board); or
- iii) customarily works five months or less in a calendar year (or a lesser number of months as may be specified by the Board).

The Company will notify an employee of the date as of which he or she is eligible to enroll in the Plan and will make available to each eligible employee the necessary enrollment forms. Notwithstanding the above, any individual who is employed by the Company or a Designated Company and who is a citizen or resident of a foreign jurisdiction (without regard to whether they are also citizens of the United States or resident aliens (within the meaning of

section 7701(b)(1)(A))) will be ineligible to participate in the Plan if the offering is prohibited under the laws of the jurisdiction or if compliance with the laws of the jurisdiction would cause the offering to violate Section 423 of the Code. Additionally, the offer of the Purchase Right and the delivery of Stock under the Plan shall be effective for any individual who is employed by the Company or Designated Company and who is working outside of the United States only after the Company has complied with the applicable laws of the country in which the employee is working.

For each purposes of clarity, and unless otherwise required by Section 423 of the Code, the term "employee" will not include the following, regardless of any subsequent reclassification as an employee by the Company or a Designated Company, any governmental agency, or any court: any independent contractor; any consultant; any individual performing services for the Company or a Designated Company who has entered into an independent contractor or consultant agreement with the Company or a Designated Company; any individual performing services for the Company or a Designated Company under a purchase order, a supplier agreement or any other agreement that the Company or a Designated Company enters into for services; any individual classified by the

Company or a Designated Company as contract labor (such as contractors, contract employees, job shoppers), regardless of length of service; any individual whose base wage or salary is not processed for payment by the payroll department(s) or payroll provider(s) of the Company or a Designated Company; and any leased employee. The Board has exclusive discretion to determine whether an individual is an "employee" for purposes of the Plan.

(b) **Initial Enrollment.** An employee who is eligible under Section 5(a) (or who will become eligible on or before a given Offering Period) may, after receiving current information about the Plan, initially enroll in the Plan by executing and filing with the Company a properly completed enrollment form, including the employee's election as to the rate of payroll contributions for the Offering Period. To be effective for any Offering Period, such enrollment form must be filed at least two weeks (or such other period determined by the Board) preceding such Offering Period.

(c) **Automatic Re-enrollment for Subsequent Offering Periods.** A Participant whose enrollment in, and payroll contributions under, the Plan continues throughout an Offering Period will automatically be re-enrolled in the Plan for the next Offering Period unless (i) the Participant terminates enrollment before the next Offering Period in accordance with Section 7(a), or (ii) the Participant is ineligible to participate under Section 5(a). The initial rate of payroll contributions for a Participant who has made a timely Stock Election, on is automatically re-enrolled for an Offering Period will be the date that any portion same as the rate of payroll contribution in effect at the end of the Cash Retainers would have otherwise been paid preceding Offering Period, unless the Participant files a new enrollment form designating a different rate of payroll contributions and such new enrollment form is received no later than two weeks (or such other period determined by the Board) prior to him the beginning of the next Offering Period.

(d) **Payroll Contributions.** A Participant will make contributions under the Plan at the rate elected by the Participant in his or her (each, enrollment form in effect for that Offering Period (except that such rate may be changed during the Offering Period to the extent permitted below) by means of payroll deductions from each payroll period which ends during the Offering Period. The rate of payroll contributions elected by a "Retainer Payment Date" Participant may not be less than one percent (1%), nor more than ten percent (10%) of the Participant's Earnings for the Offering Period, and only whole percentages may be elected; provided, however, that the Board may specify a lower minimum rate and higher maximum rate, subject to Section 8(c). Notwithstanding the above, a Participant's payroll contributions will be adjusted downward by the Company will issue as necessary to ensure that the Participant a number of shares of Stock, rounded up to the nearest whole share, equal to limit on the amount of Cash Retainers payable Stock purchased for an Offering Period set forth in Section 6(a) (iii) is not exceeded. A Participant may elect to that Director multiplied increase, decrease, or discontinue payroll contributions for a future Offering Period by filing a new enrollment form designating a different rate of payroll contributions, which form must be received at least two weeks (or such other period determined by the applicable Stock Percentage (such amount, Board) prior to the "beginning of an Offering Period to be effective for that Offering Period. In addition, a Participant may elect to discontinue payroll contributions during an Offering Period by filing a new enrollment form, such change to be effective for the next payroll after the Participant's new enrollment form is received.

(e) **Stock Election Amount Crediting Payroll Contributions to Cash Accounts.** All payroll contributions by a Participant under the Plan will be credited to a Cash Account maintained by the Company on behalf of the Participant. The number of shares Company will credit payroll contributions to each Participant's Cash Account as soon as practicable after the contributions are withheld from the Participant's Earnings.

(f) **No Interest on Cash Accounts.** No interest will be credited or paid on cash balances in any Participant's Cash Account pending investment in Stock.

6. **Purchases of Stock issued.**

(a) **Purchase Rights.** Enrollment in the Plan for any Offering Period by a Participant will constitute a grant by the Company of a Purchase Right to such Participant for such Offering Period. Each Purchase Right will be subject to the Participant following terms:

- i) The purchase price of each share of Stock purchased for each Offering Period will be determined by dividing equal 85% of the Stock Election Amount by lesser of the closing sale price Fair Market Value of a share of Stock on the Retainer Payment Date first day of an Offering Period, or if the Fair Market Value of a share of Stock on the last day of an Offering Period.
- ii) Except as limited in (iii) below, the number of shares of Stock did that may be purchased upon exercise of the Purchase Right for an Offering Period will equal the number of shares (including fractional shares) that can be purchased at the purchase price specified in Section 6(a)(i) with the aggregate amount credited to the Participant's Cash Account as of the last day of an Offering Period.

- iii) The number of shares of Stock subject to a Participant's Purchase Right for any Offering Period will not trade on that day, exceed the closing sale price lesser of: (1) 500 shares of Stock, or (2) the number derived by dividing \$6,250 by 100% of the Fair Market Value of one share of Stock on the next preceding first day of the Offering Period for the Offering Period.
- iv) The Purchase Right will be automatically exercised on the last day of the Offering Period.
- v) Payments by a Participant for Stock purchased under a Purchase Right will be made only through payroll deduction in accordance with Section 5(d) and (e).
- vi) The Purchase Right will expire on the earlier of the last day of the Offering Period or the date on which there was a sale the Participant's enrollment in the Plan terminates.

(b) **Purchase of Stock.** At or as promptly as practicable after the last day of an Offering Period, amounts credited to each Participant's Cash Account will be applied by the Company to purchase Stock, in accordance with the terms of the Stock. If Plan. Shares of Stock will be purchased from the Company or in the open market, as the Board

determines. The Company will aggregate the amounts in all Cash Accounts when purchasing Stock, and shares purchased will be allocated to each Participant's Stock Account in proportion to the cash amounts withdrawn from such Participant's Cash Account. After completing purchases for each Offering Period (which will be completed in not more than 15 calendar days after the last day of an Offering Period), all shares of Stock so purchased for a Participant will be credited to the Participant's Stock Account.

(c) **Dividend Reinvestment; Other Distributions.** Cash dividends on any Stock credited to a Participant's Stock Percentage is less Account will be automatically reinvested in additional shares of Stock; such amounts will not be available in the form of cash to Participants. The Company will aggregate all purchases of Stock in connection with dividend reinvestment for a given dividend payment date. Purchases of Stock for purposes of dividend reinvestment will be made as promptly as practicable (but not more than 15 calendar days) after a dividend payment date. The purchases will be made directly from the Company at 100%, he of the Fair Market Value of a share of Stock on the dividend payment date or she will receive a cash payment for on 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.** open market. Any shares of Stock issued distributed as a dividend or distribution in respect of shares of Stock or in connection with a split of the Stock credited to a Director pursuant to his or her Participant's Stock Election Account will be fully vested upon issuance. credited to such Account.

(c) (d) **Revocation Withdrawals and Transfers.** Shares of Stock Election may be withdrawn from a Participant's Stock Account, in which case one or more certificates for whole shares may be issued in the name of, and delivered to, the Participant, with such Participant receiving cash in lieu of fractional shares based on the Fair Market Value of a share of Stock on the day preceding the date of withdrawal. Alternatively, whole shares of Stock may be withdrawn from a Participant's Stock Account by means of a transfer to a broker-dealer or financial institution that maintains an account for the Participant, together with the transfer of cash in lieu of fractional shares based on the Fair Market Value of a share of Stock on the day preceding the date of withdrawal. Participants may not designate any other person to receive shares of Stock withdrawn or transferred under the Plan. A Participant seeking to withdraw or transfer shares of Stock must give instructions to the Custodian in such manner and form as may be prescribed by the Custodian, which instructions will be acted upon as promptly as practicable. Withdrawals and transfers will be subject to any fees imposed in accordance with Section 8(a).

(e) **Excess Account Balances.** Once submitted, If any amounts remain in a Director may not amend or revise his or her Cash Account following the date on which the Company purchases Stock Election for that Plan Year unless permitted by the Committee; however, an Offering Period as a Director may fully revoke his or her Stock Election for the remainder result 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 limitation set forth in Section 6(a)(iii) or for any other reason, such amounts will be effective beginning with returned to the next Retainer Payment Date that is at least 14 days after the Company's receipt of such notice. Participant as promptly as practicable.

7. **Election to Defer Stock Units (Deferral Election) Termination and Distributions.**

(a) **Deferral Termination of Enrollment.** A Participant's enrollment in the Plan will terminate upon (i) the beginning of any payroll period or Offering Period that begins after he or she files a written notice of termination of enrollment with the Company, provided that such Participant will continue to be deemed to be enrolled with respect to any completed Offering Period for which purchases have not been completed, (ii) such time as the Participant becomes ineligible to participate under Section 5(a) of the

Plan, or (iii) the termination of the Participant's employment by the Company and its Subsidiaries. An employee whose enrollment in the Plan terminates may again enroll in the Plan as of any subsequent Offering Period if he or she satisfies the eligibility requirements of Section 5(a) as of such Offering Period. A Participant's election to discontinue payroll contributions will not constitute a termination of enrollment.

(b) **Distribution.** As soon as practicable after a Participant's enrollment in the Plan terminates, amounts in the Participant's Cash Account which resulted from payroll contributions will be repaid to the Participant. The Custodian will continue to maintain the Participant's Stock Account for the Participant until the earlier of such time as the Participant directs the sale of all Stock in the Account, withdraws, or transfers all Stock in the Account, or one year after the Participant ceases to be employed by the Company and its Subsidiaries. If a Participant's termination of enrollment results from his or her death, all amounts payable will be paid to his or her estate.

8. **General.**

(a) **Costs.** Costs and expenses incurred in the administration of the Plan and maintenance of Accounts will be paid by the Company, to the extent provided in this Section 8(a). Any brokerage fees and commissions for the purchase of Stock Award under the Plan (including Stock purchased upon reinvestment of dividends and distributions) will be paid by the Company, but any brokerage fees and commissions for the sale of Stock under the Plan by a Participant will be borne by such Participant. The rate at which such fees and commissions will be charged to Participants will be determined by the Custodian or any broker-dealer used by the Custodian (including an affiliate of the Custodian) and communicated from time to time to Participants. In addition, the Custodian may impose or pass through a reasonable fee for the withdrawal of Stock in the form of stock certificates (as permitted under Section 6(d)), and reasonable fees for other services unrelated to the purchase of Stock under the Plan, to the extent approved in writing by the Company and communicated to Participants.

(b) **Statements to Participants.** For each The Participant's statement will reflect payroll contributions, purchases, sales, and withdrawals and transfers of shares of Stock and other Plan transactions by appropriate adjustments to the Participant's Accounts. The Custodian will, not less frequently than quarterly, provide or cause to be provided a written statement to the Participant who has made a timely Deferral Election, showing the transactions in his or her Stock Award will be granted to him or her as restricted stock units ("RSUs") under the Stock Plan Account 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 date thereof, 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 credited or sold, the aggregate purchase price paid or sales price received, the purchase or sales price per share, the brokerage fees and commissions paid (if any), the total shares held 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 Stock Account may be maintained for a Participant (computed to at least three decimal places), and such other information as necessary agreed to reflect

separate Participation Agreements specifying different Deferral Elections. A Participant's Accounts will be utilized solely as a device for by the measurement Custodian 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. Company.

(c) Dividends and Distributions Compliance with Section 423. If it is the intent of the Company declares a cash dividend payable that the 423 Component of this Plan comply in all respects with applicable requirements of Section 423 of the Code and regulations thereunder. Accordingly, if any time between the time a DSU is credited provision of this Plan does not comply with such requirements, such provision will be construed or deemed amended to the Participant's Account and the date on which the DSU settles in shares of Common Stock, the Participant will be credited with extent necessary to conform to such requirements as it pertains to 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 Offering 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, 423 Component.

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 Compliance With Legal and Other Requirements. The Committee, Plan, the granting and exercising of Purchase Rights hereunder, and the other obligations of the Company and the Custodian under the Plan will be subject to all applicable federal and state laws, rules, and regulations, and to such approvals by any regulatory or governmental agency as may be required. The Company may, in its sole discretion, may amend postpone the issuance or suspend delivery of Stock upon exercise of Purchase Rights until completion of such registration or qualification of such Stock or other required action under any federal or state law, rule, or regulation, or 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 laws of any Participant except country in which employees of the Company and a Subsidiary who are nonresident aliens and who are eligible to participate reside, or other required action with respect to any automated quotation system or stock exchange upon which the extent necessary to comply Stock or other Company securities are designated or listed, or compliance with any provision other contractual obligation of federal, state, the Company, as the Company may consider appropriate. In addition, the Company may require any Participant to make such representations and furnish such information as it may consider appropriate in connection with the issuance or delivery of Stock in compliance with applicable laws, rules, and regulations, designation or listing requirements, 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. contractual obligations.

(b) Termination of the Plan Limits on Encumbering Rights. The Committee, in its sole discretion, may terminate No right or interest of a Participant under the Plan, at including any time, as long as Purchase Right, may be pledged, encumbered, or hypothecated to or in favor of any party, subject to any lien, obligation, or liability of such termination complies with then applicable tax Participant, or otherwise assigned, transferred, or disposed of except pursuant to the laws of descent or distribution, and other requirements (including, but not limited to, Section 409A). Distributions any right of Stock underlying outstanding DSUs and related Account balances as of the date on which a Participant under the Plan is terminated will be made in a lump sum payment 12 months after such termination, unless exercisable during the right to receive a distribution in accordance with Participant's lifetime only by 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. Participant.

(c) Section 409A No Right to Continued Employment. This Neither the Plan is intended nor any action taken hereunder, including the grant of a Purchase Right, will be construed as giving any employee the right to comply with, or be exempt from Section 409A. If any provision retained in the employ of the Plan is

capable Company, any of being interpreted its Subsidiaries or any Affiliate, nor will it interfere in more than one manner, any way with the right of any of the foregoing to the extent feasible, the provision will be interpreted in a manner that does not result in an excise tax under Section 409A, terminate any employee's employment at any time.

(d) **Withholding Taxes.** Each Participant is responsible for all income tax, social insurance, payroll tax, fringe benefits tax, payment on account The Company, any Subsidiary 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 Affiliate is authorized to withhold from any Participant any amount (in cash, shares of Stock, other securities, or other property) of any Tax Obligations required payment to be withheld upon made to a Participant, including any payroll and other payments not related to the grant, vesting, or payout Plan, amounts of DSUs or withholding and other taxes due in connection with any related Account Balance transaction under the Plan, and to take such other action as may be necessary a Participant's enrollment 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 deemed to constitute his or her consent to such withholding. In addition, Participants may be required to advise the general funds Company of sales and other dispositions of Stock acquired under the plan in order to permit the Company to comply with tax laws and to claim any tax deductions to which the Company may be entitled with respect to the Plan. This provision and other Plan provisions do not set forth an explanation of the tax consequences to Participants under the Plan. A brief summary of the tax consequences will be included in disclosure documents to be separately furnished to Participants.

(e) **Changes to the Plan.** The Board may amend, alter, suspend, discontinue, or terminate the Plan without the consent of shareholders or Participants, except that any such action will be subject to the approval of the Company's shareholders within

one year after such Board action if such shareholder approval is required by any federal or state law or regulation or the rules of any automated quotation system or stock exchange on which the Stock may then be quoted or listed, or if such shareholder approval is necessary in order for the Plan to continue to meet the requirements of Section 423 of the Code, and the Board may otherwise, in its discretion, determine to submit other such actions to shareholders for approval. However, without the consent of an affected Participant, no amendment, alteration, suspension, discontinuation, or termination of the Plan may materially and adversely affect the rights of such Participant with respect to outstanding Purchase Rights relating to any Offering Period that has been completed prior to such Board action. The foregoing notwithstanding, upon termination of the Plan the Board may (i) elect to terminate all outstanding Purchase Rights at such time as the Board may designate, and all amounts contributed to the Plan which remain in a Participant's Cash Account will be returned to the Participant (without interest) as promptly as practicable, or (ii) shorten the Offering Period to such period determined by the Board and use amounts credited to a Participant Cash Account to purchase Stock.

(f) **No Rights to Participate; No Shareholder Rights.** No Participant or employee will have any claim to participate in the Plan with respect to Offering Periods that have not commenced, and the Company will have no obligation to continue the Plan. No Purchase Right will confer on any Participant any of the rights of a shareholder of the Company unless and no special until Stock is duly issued or separate fund will be established or other segregation transferred and delivered to the Participant (or credited to the Participant's Stock Account).

(g) **Fractional Shares.** Unless otherwise determined by the Board, purchases of assets made to assure payment. No Participant or any other Person has Stock under any circumstances any interest in any particular property or assets of the Company as a Plan executed by the Custodian may result of participating in the Plan.

(f) **Rights crediting of Ownership.** Once fractional shares of Stock have been to the Participant's Stock Account. Such fractional shares will be computed to at least three decimal places. Fractional shares will not, however, be 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 by 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, certificates representing fractional shares will not entitle the Participant be delivered to Participants under 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, circumstances.

(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 Year.** 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 operate on a plan year that begins on January 1 and ends December 31 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, each year.

(j) (i) Governing Law. The validity, interpretation, construction, and performance effect of this the Plan shall and any rules and regulations relating to the Plan will be determined in all respects be governed by accordance with the laws of the State of Delaware, Arizona, without giving effect to principles of conflicts of laws, and applicable federal law.

(j) Effective Date. The Plan will become effective on the IPO Date, subject to the Plan being approved by shareholders of the Company, at a meeting by a vote sufficient to meet the requirements of Section 423(b)(2) of the Code. If the Plan is not approved in accordance with Section 423(b)(2) of the Code, each Participant's Purchase Right shall be void and amounts credited to the Participant's Cash Account shall be promptly returned to the Participant.

(k) Section 409A. Purchase Rights granted under the 423 Component are exempt from the application of Section 409A of the Code. Purchase Rights granted under the Non-423 Component to U.S. taxpayers are intended to be exempt from the

without reference application of Section 409A of the Code under the short-term deferral exception and any ambiguities will be construed and interpreted in accordance with such intent. Subject to principles Section 9(l), Purchase Rights granted to U.S. taxpayers under the Non-423 Component will be subject to such terms and conditions that will permit such Purchase Rights to satisfy the requirements of conflict the short-term deferral exception available under Section 409A of law, except the Code, including the requirement that the Stock subject to a Purchase Right be delivered within the short-term deferral period. Subject to Section 9(l), in the case of a Participant who would otherwise be subject to Section 409A of the Code, to the extent preempted by federal law.

* * *

As approved and adopted the Board determines that a Purchase Right or its exercise, payment, settlement or deferral is subject to Section 409A of the Code, the Purchase Right will be granted, exercised, paid, settled or deferred in a manner that will comply with Section 409A of the Code, including without limitation any regulations or other guidance issued thereunder. Notwithstanding the foregoing, the Company will have no liability to a Participant or any other party if the Purchase Right that is intended to be exempt from or compliant with Section 409A of the Code is not so exempt or compliant or for any action taken by the Committee Board with respect thereto.

(l) Tax Qualification and Limitations. Although the Company may endeavor to (i) qualify a Purchase Right for favorable tax treatment under the laws of the United States or jurisdictions outside of the United States or (ii) avoid adverse tax treatment (for example, under Section 409A of the Code), the Company makes no representation to that effect and expressly disavows any covenant to maintain favorable or avoid unfavorable tax treatment, notwithstanding anything to the contrary in this Plan, including Section 9(k). The Company will be unconstrained in its corporate activities without regard to the potential negative tax impact on April 20, 2024, Participants under the Plan.

8 12

Exhibit 31.1

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 October 28, 2024

/s/ HASSANE EL-KHOURY

Hassane El-Khoury

Chief Executive Officer

Exhibit 31.2

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 October 28, 2024

/s/ THAD TRENT

Thad Trent

Chief Financial Officer

Exhibit 32

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 September 27, 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 October 28, 2024

/s/ HASSANE EL-KHOURY

Hassane El-Khoury

President and Chief Executive Officer

Dated: July 29, 2024 October 28, 2024

/s/ THAD TRENT

Thad Trent

Executive Vice President,

Chief Financial Officer and Treasurer

DISCLAIMER

THE INFORMATION CONTAINED IN THE REFINITIV CORPORATE DISCLOSURES DELTA REPORT™ IS A COMPARISON OF TWO FINANCIALS PERIODIC REPORTS. THERE MAY BE MATERIAL ERRORS, OMISSIONS, OR INACCURACIES IN THE REPORT INCLUDING THE TEXT AND THE COMPARISON DATA AND TABLES. IN NO WAY DOES REFINITIV OR THE APPLICABLE COMPANY ASSUME ANY RESPONSIBILITY FOR ANY INVESTMENT OR OTHER DECISIONS MADE BASED UPON THE INFORMATION PROVIDED IN THIS REPORT. USERS ARE ADVISED TO REVIEW THE APPLICABLE COMPANY'S ACTUAL SEC FILINGS BEFORE MAKING ANY INVESTMENT OR OTHER DECISIONS.

©2024, Refinitiv. All rights reserved. Patents Pending.