Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Paril Reporting	Issuer			
1 Issuer's name		•		2 Issuer's employer identification number (EIN)
N SEMICONDUCTOR	CORPORATION		3	36-3840979
3 Name of contact for ad		Telephone No. of contact		5 Email address of contact
A MARIANTA DE CAST ED		.00 044 0500		
ATTHEW BECKLER 6 Number and street for		602-244-3528 delivered to street address) of contact		FAXDEPARTMENT@ONSEMI.COM 7 City, town, or post office, state, and ZIP code of contact
o Hambor and street (or	1.0. box ii iiidii 13 iiot d	chiveled to street address) of	Contact	7 Oily, town, or post office, state, and 211 code of contact
005 E. MCDOWELL	RD. MS C250			PHOENIX, ARIZONA 85008
8 Date of action		9 Classification and des	•	
	1.0	TERM LOAN B FAC:	ILITY	
EPTEMBER 19, 20 O CUSIP number	11 Serial number(s)	12 Ticker sym	hol 1	3 Account number(s)
o cocii namboi	Tr Condition(b)	12 Hoker Sym		• Noodan Hambor(a)
8218EAH7	N/A	N/A	1	N/A
				of form for additional questions. st which shareholders' ownership is measured for
				
	age of old basis ► SE		of the security in the	hands of a U.S. taxpayer as an adjustment per
	· · · · · · · · · · · · · · · · · · ·			
Describe the calculate valuation dates ► SE		sis and the data that support	s the calculation, su	ich as the market values of securities and the
or Paperwork Reduction	n Act Notice, see the s	eparate Instructions.		Form 8937 (12-20

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Fε	rt II	Organizational Action (continued)	
17	List the	applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶	SEE ATTACHMENT
18	Can any	resulting loss be recognized?▶ SEE ATTACHMENT	
		<u> </u>	
19	Provide	any other information necessary to implement the adjustment, such as the reportable tax year ▶	
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	11-3-		
	belief	r penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, , it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which prepa	and to the best of my knowledge and arer has any knowledge.
Sig	n 🛵 🗙		1
Hei	TO "	ture Natto E. Symba Date > 10/18	12019
			about Tax
_		Print/Type preparer's name Preparer's signature Date	ODAI AX
Pai Pre	id eparer	Amy E. Patel 10/16/2019	Check if P00391257
	e Only	Firm's name ► Deloitte Tax LLP	Firm's EIN ▶ 86-1065772
		Firm's address ►2901 N. Central Avenue, Suite 1200, Phoenix, AZ 85012	Phone no. 602-234-5100
sen	a Form 89	37 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogo	den, UT 84201-0054

ON Semiconductor Corporation EIN: 36-3840979

Attachment to Form 8937 Report of Organizational Actions Affecting Basis of Securities

Disclaimer: The information contained in Form 8937 and this attachment does not constitute tax advice and does not purport to take into account any lender's specific circumstances. Lenders are urged to consult their own tax advisors regarding U.S. tax consequences of the amendment described herein and the impact to tax basis resulting from the amendment.

ON Semiconductor Corporation EIN: 36-3840979

Attachment to Form 8937

Report of Organizational Actions Affecting Basis of Securities

Form 8937, Part II, Line 14

ON Semiconductor Corporation ("ON Semi") has an outstanding Term Loan B Facility. This Form 8937 addresses the amendment to the Term Loan B Facility that took place on September 19, 2019. The last significant modification (*i.e.*, section 1001 event) with respect to the Term Loan B Facility took place on May 31, 2018 in connection with the Fourth Amendment to the Credit Agreement. The loan issued pursuant to the Fourth Amendment to the Credit Agreement (the "Prior Term Loan") had a principal amount of approximately \$1.2 billion, an interest rate equal to LIBOR plus an applicable margin of 1.75 percent, and a maturity date of March 31, 2023. The Prior Term Loan had an issue price equal to 100.334% of the stated principal amount.

On September 19, 2019, ON Semi entered into the Seventh Amendment¹ to the Credit Agreement. The Seventh Amendment increased the amount borrowed under the Term Loan B Facility, increased the applicable margin by 25 bps, from 1.75 percent to 2.0 percent, and reset the maturity date to September 19, 2026. As a result of the Seventh Amendment, for U.S. federal income tax purposes, the Prior Term Loan was treated as retired in exchange for a new term loan (the "2019 Term Loan") under Treas. Reg. § 1.1001-3.

Certain lenders under the Prior Term Loan rolled their interests in the Prior Term Loan into the 2019 Term Loan (the "Participating Lenders"), while other lenders were repaid in cash.

After the execution of the Seventh Amendment, the amount outstanding under the Term Loan B Facility was approximately \$1.6 billion.

Form 8937, Part II, Line 15

To the extent that the Prior Term Loan and the 2019 Term Loan constitute "securities" for purposes of the rules providing for tax-free recapitalizations under section 368(a)(1)(E) ("Tax Securities"), the Seventh Amendment likely qualifies as a tax-free recapitalization of the Prior Term Loan. To the extent that either the Prior Term Loan or the 2019 Term Loan are not Tax Securities, the Seventh Amendment does not qualify as a tax-free recapitalization of the Prior Term Loan.

To the extent the Seventh Amendment is a tax-free recapitalization of the Prior Term Loan, each Participating Lender's aggregate tax basis in the 2019 Term Loan will generally equal such Participating Lender's aggregate basis in the Prior Term Loan immediately prior to the deemed exchange (excluding any amounts attributable to accrued interest), increased by any gain recognized and decreased by any boot (i.e., any cash consideration received as part of the transaction). Gain is recognized to the extent of any boot (i.e., cash consideration received as part of the transaction). To the extent any portion of a U.S.

¹ The Fifth and Sixth Amendments related to the revolver under the Credit Agreement.

Lender's share of the consideration is allocable to interest on the Prior Term Loan that accrued while such lender held the Prior Term Loan, such portion would be generally treated as a payment of interest.

ON Semi intends to treat the Prior Term Loan and the 2019 Term Loan as Tax Securities such that the Seventh Amendment qualifies as a tax-free recapitalization of the Prior Term Loan. Participating Lenders should consult their tax advisors to determine the tax consequences of the Seventh Amendment to them.

Form 8937, Part II, Line 16

To the extent the Seventh Amendment is a tax-free recapitalization of the Prior Term Loan, each Participating Lender's aggregate tax basis in the 2019 Term Loan will generally equal such Participating Lenders aggregate basis in the Prior Term Loan immediately prior to the deemed exchange (excluding any amounts attributable to accrued interest), increased by any gain recognized and decreased by any boot).

ON Semi intends to treat the Prior Term Loan and the 2019 Term Loan as Tax Securities such that the Amendment qualifies as a tax-free recapitalization of the Prior Term Loan. Participating Lenders should consult their tax advisors to determine the tax consequences of the Seventh Amendment to them.

Form 8937, Part II, Line 17

Sections 354, 356, 358, 1001 and 1012.

Form 8937, Part II, Line 18

The Seventh Amendment generally should not result in a loss to Participating Lenders to the extent the amendment is a tax-free recapitalization of the Prior Term Loan. To the extent the Seventh Amendment is not a tax-free recapitalization of the Prior Term Loan, the Seventh Amendment may result in a loss to a Participating Lender to the extent such Participating Lender's tax basis in the Prior Term Loan exceeds the issue price of the 2019 Term Loan received plus any cash consideration received in exchange therefor.

Participating Lenders should consult their tax advisors to determine the tax consequences of the Seventh Amendment to them.