

ON Semiconductor Corporation
Disclosure and Advisory Committee Charter

Adopted by the Disclosure and Advisory Committee on October 31, 2002,
Amended and Restated on July 31, 2017

The Chief Executive Officer and Chief Financial Officer of ON Semiconductor Corporation (the “Company”) have established the ON Semiconductor Corporation Disclosure and Advisory Committee (the “Committee”) and vested it with the powers and responsibilities set forth in this Charter to assist with the implementation of disclosure controls and procedures necessary to meet the requirements set forth in rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), effective as of August 29, 2002, which implement Section 302 of the Sarbanes-Oxley Act of 2002 (the “Exchange Act Rules”), and other provisions of the Sarbanes-Oxley Act of 2002. The Exchange Act Rules require the Company’s Chief Executive Officer and Chief Financial Officer to certify in each of the Company’s periodic reports filed with the Securities and Exchange Commission (the “SEC”), among other things, that they are responsible for establishing and maintaining disclosure controls and procedures, and that, as of a date within 90 days prior to the filing date of the applicable report, they have evaluated the effectiveness of the Company’s disclosure controls and procedures. The Company’s current internal processes are summarized separately in a document entitled “Disclosure Controls and Procedures ON Semiconductor.”

Purposes and Reporting

The purposes of the Committee are to: (1) assure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is properly recorded, processed, summarized and reported to senior management of the Company as appropriate to allow timely decisions regarding required disclosure; and (2) evaluate the adequacy of the Company’s disclosure controls and procedures with respect to its periodic reports and other relevant disclosure documents. The Committee shall report to and advise both the Chief Executive Officer and the Chief Financial Officer of the Company.

Members

The Committee shall consist of individuals within the Company holding each of the below positions or similar positions within the same group or department at the Company.

- General Counsel, Chair of the Committee
- Chief Compliance and Ethics Officer
- Assistant General Counsel, Secretary of the Committee
- Chief Accounting Officer
- Corporate Controller
- Senior Director of Internal Audit
- Director of Financial Reporting
- Senior Vice President of Global Supply Chain Operations and Procurement
- Vice President, Finance, FP&A and Corporate Business Units
- Vice President, Global Tax
- Vice President, Investor Relations
- Vice President, Quality
- Director, Controller (BU)
- Chief of Staff, Sales Operations

Each member of the Committee has been selected in order for the Committee to benefit from such member's specific area of expertise. Thus, each Committee member should focus on his/her specific area of expertise while serving on the Committee. The Committee may consult with members of the Company's external audit firm or legal counsel on Committee matters, as deemed appropriate and/or necessary by the Committee. The Committee members may call on other Company resources to participate in Committee meetings as needed. The Chair of the Committee shall have the authority to appoint and remove individuals from the Committee as he/she deems appropriate, provided they promptly notify the Chief Executive and Chief Financial Officers.

Meetings

The Committee shall meet at the discretion of the Chair; *provided, however, that* the Committee shall meet not less than once per quarter. The Chair may designate an assistant secretary to assist the Secretary in keeping minutes of the Committee. The minutes, or a briefing of the issues discussed and decisions taken with respect to disclosure issues, of each meeting will be distributed and/or summarized to the Chief Executive and Chief Financial Officers.

Functions

In order to achieve its purpose, the Committee will perform two primary functions. First, it will identify and consider disclosure issues in connection with the preparation of periodic reports and other relevant disclosure documents, and participate in the review of such disclosures. Second, it will undertake a quarterly evaluation of the Company's disclosure controls and procedures.

Identification and Consideration of Disclosure Issues

The members of the Committee will continue to follow the internal processes set forth in the disclosure controls and procedures documented by the Company pertaining to the preparation of periodic reports required by the federal securities laws and the preparation of other relevant disclosure documents. As part of this process, the Committee shall:

- Review the Company's periodic reports, with a particular focus on "Management's Discussion and Analysis of Financial Conditions and Results of Operations";
- Review and discuss with the Finance Department's SEC Reporting Group whether the Company's periodic reports and other relevant disclosure documents provide a fair presentation of the Company's financial condition, results of operation and cash flows;
- Assess the materiality of specific events, developments or risks to the Company; and
- Review financial reporting issues that are significant to the Company and other material reporting matters where the person primarily responsible for such matters made significant judgments (either independently or in consultation with others).

Evaluation of Disclosure Controls and Procedures

Each quarter, the Committee shall review and evaluate the effectiveness of the Company's procedures for recording, processing, summarizing and reporting of information required to be disclosed by the Company in its Exchange Act filings. As part of this review and evaluation, in connection with the preparation of the Company's annual report, the Committee will assess the effectiveness of the Company's internal control structure and procedures for financial reporting.

The Committee shall inform the Company's Chief Executive Officer and Chief Financial Officers of its quarterly conclusions about the effectiveness of the disclosure controls and procedures and annual assessment of the internal control structure and procedures for financial reporting to the Company's Chief Executive Officer and Chief Financial Officer. Such information shall be provided as soon as practicable in advance of the filing of the Company's periodic reports and other relevant disclosure documents.

Other Functions

In addition to the Committee's two primary functions, the Committee may perform such other acts, powers and functions as may be necessary or convenient in fulfilling the purposes of the Committee. In connection with discharging any function authorized or permitted by this Charter, the Committee shall have full access to all Company books, records, facilities, and personnel, including the internal and outside auditors and attorneys of the Company.

Amendments

The Committee shall review and reassess the adequacy of the Committee's Charter at least annually. If the Committee deems it necessary or appropriate to revise the Charter, it may submit proposed revisions first to the Company's Chief Financial Officer and General Counsel, and then Chief Executive Officer for review and approval. This Charter may be amended upon written direction or approval from the Chief Executive Officer and Chief Financial Officer of the Company.



Chief Executive Officer



Chief Financial Officer

Effective: July 31, 2017