



ON Semiconductor

Compte Rendu de la réunion du Comité d'Entreprise du 27 avril 2015

La composition de l'assemblée était la suivante :

Représentants de la Direction	
Yolande De Busschop, Présidente	Sophie Baquié, Administration Ressources Humaines
Carolina De Landsheer, Directrice des Ressources Humaines EMEA	Pascal Aigouy, Collaborateur de la Présidente
Sophie Penent, EMEA Corporate Controller pour les points 3, 4 et 5	Christophe Basso, Applications manager PG pour le point 2
Représentants du Personnel	
Titulaires	Suppléants
Bernard Clarysse, Trésorier	Aurore Weiss, Trésorier adjoint
Carl Van Baelen	Fabien Foulon
Olivier Martinez, Secrétaire	Philippe Andre
Pascal Tournier, Secrétaire adjoint (excusé)	Thierry Sutto
Thierry Viard	Julie Athanassiadis
Délégués Syndicaux	
Bernard Clarysse, CFE-CGC	Myriam Combes, CFDT

Ordre du jour :

- 1- Approbation du compte-rendu de la réunion du CE du 23 mars 2015
- 2- Politique de recherche et développement de l'entreprise – Information et Consultation (suite)
- 3- Communication des documents comptables – information
- 4- Rapport annuel sur la situation économique de l'entreprise – information et consultation
- 5- Rapport sur la participation – information
- 6- Bilan des embauches de contrats initiative-emploi et de contrats d'accompagnement dans l'emploi – information
- 7- Voitures de société – Présentation de la nouvelle procédure – Information et Consultation
- 8- Point sur la mise en place de la base de données unique



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Approbation du compte-rendu de la réunion du CE du 23 mars 2015

Le compte-rendu est approuvé à l'unanimité.

Politique de recherche et développement technologique de l'entreprise – Information et consultation

Suite aux questions du CE lors de la réunion du mois précédent, Christophe Basso vient présenter les 4 axes de développements des activités PG :

- Adaptateurs pour le computing. (en baisse)
- Consumer. (marge faible)
- Wireless. (très bas coup, marge faible, beaucoup de concurrent)
- Lighting.

Philippe Andre demande si au vu des objectifs de la BU PG (+60M\$ de chiffre d'affaire en 5 ans) il est prévu d'augmenter les effectifs de l'équipe d'ingénieurs application à Toulouse. Pour la viabilité du site de Toulouse il serait souhaitable d'agrandir l'équipe travaillant pour la BU PG.

Christophe Basso répond qu'au niveau ressources les embauches se font plus en design qu'en applications. Au niveau de la charge de travail, entre 2 projets Christophe laisse à son équipe un laps de temps de 2 à 3 mois pour faire des notes d'application et pour faire de la R&D. Actuellement Christophe ne peut pas justifier l'embauche de nouveaux ingénieurs application.

A l'unanimité les élus donnent un avis favorable à la politique de R&D de l'entreprise.

Communication des documents comptables – Information

Rapport annuel sur la situation économique de l'entreprise – Information et consultation

Rapport sur la participation - Information

Sophie Penent présente les comptes statutaires des sociétés ON SEMICONDUCTOR France SAS et ON SEMICONDUCTOR SAS arrêtés au 31 décembre 2014.

Le bilan et comptes de résultats complets ainsi que le rapport de gestion des 2 sociétés sont disponibles sur le site du CE.

- ON SEMICONDUCTOR France SAS : La société présente un bénéfice net comptable pour l'exercice mais est en perte fiscale au 31 décembre 2014. Il n'y a donc pas de participation légale. Le Crédit Impôt Recherche représente sur l'année 2014 un montant de 2.8 M€ et le Crédit d'Impôt Compétitivité Emploi s'élève à 18 k€.



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- ON SEMICONDUCTOR SAS : La société présente un bénéfice net comptable et fiscal. La participation légale ressort à 69.3 k€ pour l'exercice. Le calcul de la participation est fait conformément à la formule légale et la répartition conformément à l'accord d'entreprise. Il n'y a pas en 204 de Crédit d'Impôt Compétitivité.

Sophie Penent nous présente ensuite le Rapport de Gestion Annuel qui inclut notamment pour la société ON SEMICONDUCTOR France SAS un descriptif des activités de R&D. Ce descriptif est important pour la justification du Crédit d'Impôt Recherche.

Les élus Titulaires présents ou représentés approuvent à l'unanimité le rapport annuel sur la situation économique des 2 entités.

Bilan des embauches de contrats initiative-emploi et de contrats d'accompagnement dans l'emploi - information

Il n'y a pas dans les 2 entités de contrats initiative emploi ou de contrats d'accompagnement dans l'emploi.

Voitures de sociétés – Présentation de la nouvelle procédure – information et consultation

Carolina de Landsheer présente la nouvelle procédure concernant les voitures de sociétés. En France, seul les membres des équipes vente ont à leur disposition une voiture de société. Cette année une carte d'essence leur a été fournie.

Cette nouvelle procédure est européenne, elle ne concerne donc pas uniquement l'entité française. (Choix du modèle, utilisation, assurance, etc ...)

La carte d'essence choisie pour la France est une carte SHELL. Les élus font remarquer que le réseau SHELL est très peu développé en France. Il serait donc préférable de choisir un autre réseau beaucoup plus répandu. La direction va revoir ce point et revenir vers les élus.

Les élus après analyse des documents rendront leur avis lors du CE suivant fin mai.

Point sur la mise en place de la base de données unique

La base de données unique n'est pas encore en place. La direction propose de créer un répertoire à accès restreint sur l'intranet de la société. Les élus sont d'accord avec cette approche.



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Toulouse le 27 avril 2015,

Yolande De Busschop

Présidente

Olivier Martinez

Secrétaire



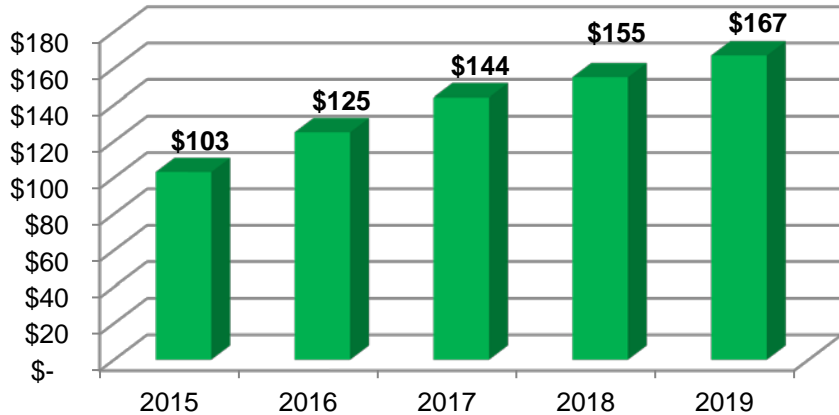
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3-5 Year - PG

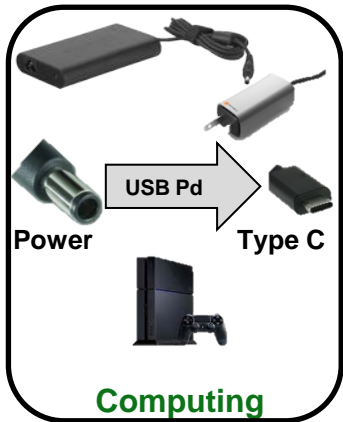
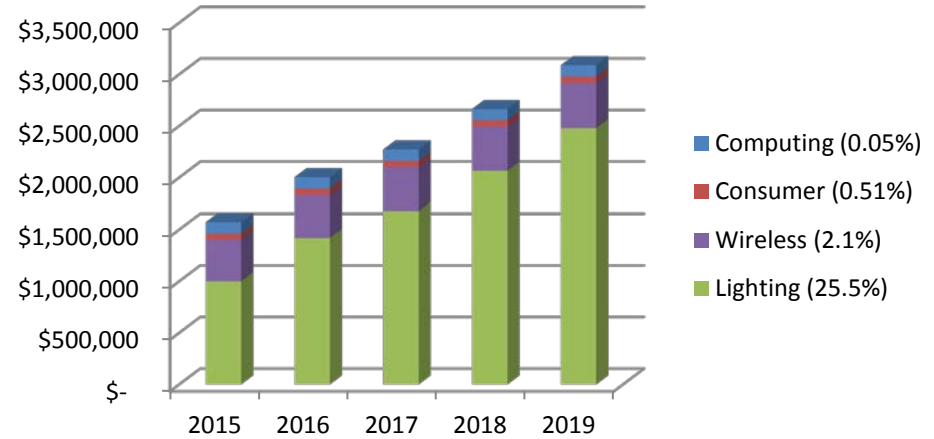
Power Conversion Division

3-5 yr Revenue Outlook 2015-2019

PG Revenue



Segment Growth



2015	2019
70	80
3% CAGR	



2015	2019
20	30
11% CAGR	



2015	2019
7.5	32
44% CAGR	



2015	2019
6	25
43% CAGR	

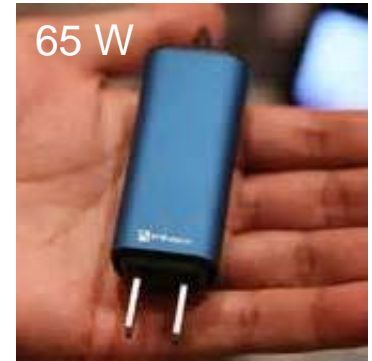


Trends in Adapters

Increased power density in smaller form factor

- FinSix effect – setting consumers expectations
- Driving OEM/ODM requirements

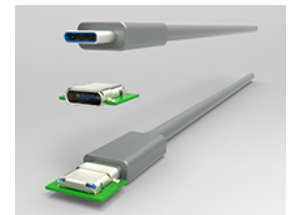
→ Yann's high-density 45-W adapter showcased at APEC 2015



USB-PD adoption

- Increased eBOM – Higher power / functionality
- Will push for more integration
- Will increase digital content
- Potential to reduce the total number of adapters shipped

USB type C



→ Christophe's 60-W USB-PD adapter built in 2013 with Microchip

Consumer Market Trends

- Reliability & Robustness
 - Higher breakdown voltage
 - Protection features
 - More robust process/design
- Reduced BOM and simple design-in
 - Primary side regulation
 - Hysteretic control
- Increased performance requirements
 - Regulatory standards
 - Migration above 30 W applications
 - Power packages
- Higher efficiency → low $r_{DS(on)}$
 - Co-packaged (vs. monolithic)
 - Discrete ctrl + FET
 - High perf ctrl & Power MOS
 - PSR & Sync Rectification
- Convergence between low Power and LED retrofit (28% CAGR for switcher approach)
 - Cost optimized process
 - Co-package (LED drivers + FET or BJT)
- Emerging need for AEC-Q100 Aux PSU for Hybrid & e-Cars
 - SCY99104 developed in TLS qualified for automotive

Key Products for Consumer Segment

- Super Switcher

- New switcher platform
- Hysteretic
- Leveraging new UH7 process
- Co-packaged with desire for monolithic
- Improved robustness (4 kV ESD, surge)

→ **Stéphanie** is working on a new hysteretic concept

- PSR Switcher

- New PSR platform with peak power
- Internal compensation / OTP
- Leveraging new UH7 process
- Co-package in new power package

→ **Thierry's** NCP1365, R&D and prototyping in Toulouse

Rank 2013	Company	2012 Market Share	2013 Market Share
1	Power Integrations	42.8%	39.0%
2	Fairchild Semiconductor	14.0%	13.2%
3	Infineon Technologies	11.3%	11.0%
4	STMicroelectronics	10.5%	9.5%
5	Diodes	0.0%	6.6%
6	Sanken Electric Company	3.0%	2.5%
7	ON Semiconductor	2.0%	1.9%
8	NXP	1.5%	1.4%
9	Shindengen Electric Manufacturing	1.2%	0.9%
	Others	13.6%	14.0%
	Total Market	\$775.0	\$856.5



Trends in Wireless

Mobile charging going to higher power

- Requires higher efficiency (thermal considerations)
- Fast charge requirement

Continued convergence between computer and mobile

- Continued shift from computer segment to mobile segment (latest MAC power supply is 29 W)
- Increasing power in mobile (latest Oppo is 35 W)



Output power is increasing for mobile devices



Lighting Trends

- As LED bulbs become more commodities, manufacturers are focused on introducing value added smart solutions leveraging IoT and shifting away from expensive legacy building automation controls
 - More dimming control and added connectivity, IR or RF controls
 - 2015 and 2016 will experience rapid growth and design refresh cycles in LED lamps and LED drivers due to tighter China 3C regulation (June 2015) and new EuP Regulations in 2016 (Halogen/Standby)
 - Higher efficiency solutions
 - Push for higher reliability to guarantee longer lifetime warranty
- **Joël's** NCL30087, R&D and prototyping in Toulouse, PFC control
- **José's** NCP1602, R&D and development in Toulouse, PFC control



ON Semiconductor France SAS
Société par actions simplifiée
Au capital de 2 574 480 €

Siège social : 132, Chemin de Basso Cambo - B.P. 53512
31035 Toulouse Cedex 1

N° RCS : 423 339 084 - N° SIRET : 42333908400083
Code APE : 4652Z

RAPPORT DE GESTION ANNUEL

EXERCICE SOCIAL CLOS LE 31 DECEMBRE 2014

A l'attention de l'Associé Unique

Conformément à la loi et aux statuts de notre société, nous avons l'avantage de vous rendre compte de la situation et de l'activité de notre société durant l'exercice écoulé, clos le 31 décembre 2014, afin de soumettre à votre approbation les comptes annuels dudit exercice.

ACTIVITE DE LA SOCIETE

1- Description de l'activité

La Société a pour objet social : le négoce, la distribution, l'utilisation, l'assemblage, la sous-traitance, le test, l'achat, l'import de services, la réparation, la maintenance, la conception et tous les autres services relatifs ou ayant rapport aux :

- circuits intégrés semi-conducteurs
- composants électroniques liés aux circuits intégrés
- diodes et transistors.

La Société facture des prestations de Services de Recherche et de Développement et des prestations de services dont des services administratifs aux Sociétés du Groupe aux USA et en Europe.

2- Faits marquants de l'exercice

En terme d'activité

Au cours de l'exercice clos le 31 décembre 2014, le chiffre d'affaires net H.T. s'est élevé à 10 438 804 euros (€) contre 9 915 750 € au 31 décembre 2013, soit une augmentation de 5.28 % par rapport à l'exercice précédent.

Les revenus liés aux facturations des prestations de Recherche et de Développement et de Services, dont des services administratifs, aux Sociétés du Groupe aux USA et en Europe ont augmenté par rapport à l'exercice précédent, principalement du fait de l'augmentation des charges refacturées aux sociétés du Groupe.

Au 31 décembre 2014, les dettes envers les fournisseurs représentent un montant total de 326 477.73 €.

Dettes fournisseurs : 188 181.24 €
Charges à payer : 138 296.49 € (échéance à moins d'un an)

La décomposition des dettes fournisseurs par échéance est précisée comme suit :
Dettes échéant jusqu'au 31 décembre 2014 : €
Dettes échéant du 1er janvier 2015 au 31 janvier 2015 : 165 979 €
Dettes échéant du 1er février 2015 au 28 février 2015: €
Dettes échéant du 1^{er} mars 2015 au 31 mars 2015 : 22 202.24 €

Au 31 décembre 2013, les dettes envers les fournisseurs représentent un montant total de 414 407.03 €.

Dettes fournisseurs : 285 728.83 €
Charges à payer : 128 678.20 € (échéance à moins d'un an)

La décomposition des dettes fournisseurs par échéance est précisée comme suit :
Dettes échéant jusqu'au 31 décembre 2013 : 9 913.80 €
Dettes échéant du 1er janvier 2014 au 31 janvier 2014 : 263 292.92 €
Dettes échéant du 1er février 2014 au 29 février 2014: 117 969.47 €
Dettes échéant du 1^{er} mars 2014 au 31 mars 2014 : 23 230.84 €

En termes de principes & méthodes comptables

Il n'y a pas eu de changement de principes et/ou de méthodes comptables au cours de l'exercice clos le 31 décembre 2014.

3- Activité en matière de recherche et de développement

Le service **RECHERCHE ET DEVELOPPEMENT** (R&D) assure la conception de nouvelles architectures de circuits intégrés analogiques, en collaboration avec les autres services. Tout nouveau projet débute par la rédaction d'un cahier des charges en relation avec les besoins et tendances émergentes du marché puis par la conception de nouveaux schémas à base de structures électroniques élémentaires (transistor actif et passif) afin de répondre au cahier des charges; il s'arrête lorsque le nouveau produit est devenu industrialisable. Les tâches incombant au service R&D se divisent en deux catégories : la conception du circuit électrique tel qu'il se réalisera sur la galette de silicium et la création d'outils et programmes de tests pour la caractérisation et l'industrialisation des nouveaux produits. Les équipes de Toulouse interviennent dans ces deux catégories.

Au cours de l'exercice écoulé, notre société a engagé des dépenses de recherche et de développement dans les domaines suivants :

- Etude et développement de circuits et techniques réduisant la consommation en veille des alimentations reliées aux réseaux électriques domestiques et industriels,
- Etude et développement de circuits et techniques entrant dans la conception d'alimentations et convertisseurs pour : des chargeurs de batteries (téléphones portables), des adaptateurs secteur (ordinateurs portables), des stations de travail, des téléviseurs à écran plat, et enfin des circuits de contrôle de courant pour des éclairages à base de diodes électroluminescentes (LED).
- Etude et développement de circuits et techniques adaptés à la correction du facteur de puissance des alimentations connectées aux réseaux électriques domestiques et industriels,
- Développement de méthodologies pour la conception assistée par ordinateur permettant en particulier d'assurer la validation de nos familles de circuits analogiques et numériques complexes afin de garantir la conformité paramétrique et les différents aspects de leur fonctionnalité avant d'engager la réalisation de coûteux prototypes,

Rapport de Gestion – ON Semiconductor France SAS
(Exercice clos le 31 décembre 2014)

- Conception de circuits intégrés assurant la protection de l'ensemble batterie - téléphone contre des surtensions externes sévères, des inversions de polarités et des surintensités, ainsi que la protection des connexions de type USB dans les domaines des ordinateurs portables et de la télévision,
- Conception de circuits intégrés assurant la supervision d'un ou de plusieurs rails d'alimentation. Ces circuits de supervision sont chargés d'interrompre et de relancer le fonctionnement d'une unité de calcul (DSP, processeur dédié) lorsque son alimentation présente un défaut tel que la tension fournie s'avère inférieure à une valeur ne permettant plus la sécurité de son fonctionnement,
- Etude et développement de différents produits pour la gestion et la conversion d'énergie. Ces produits sont en particulier des convertisseurs DC-DC inductifs à commutation de courant et à capacités commutées associés à des régulateurs linéaires à faible bruit, le tout contrôlé par une commande numérique. Ce type de produit étant plus particulièrement dédié à l'alimentation de module caméra embarqué sur des téléphones portables,
- Etude de convertisseurs de type abaisseur de tension utilisés pour alimenter des cœurs de processeur ARM ou des amplificateurs de puissance pour la transmission radiofréquence de téléphones cellulaires. La recherche et le développement s'intéressent plus particulièrement à l'étude de solutions permettant d'obtenir le meilleur rendement électrique sur la dynamique de charge, ainsi que les meilleures réponses transitoires obtenues lors de l'alimentation d'un processeur.
- Etude de convertisseurs de type élévateur de tension avec fonction « court-circuit » dédiés à l'alimentation de cœur de circuits et amplificateurs de Puissance pour la transmission radiofréquence des téléphones cellulaires. Ces nouvelles alimentations permettent l'utilisation d'une nouvelle génération de batteries Lithium-ion pour les téléphones portables,
- Etude et développement de convertisseurs continu-continu inductifs pour circuits « chargeur de batterie » pour téléphones portables, tablettes, ordinateurs portables pour des courants de charge maximum d'une intensité pouvant dépasser 4 A. Ce chargeur de batterie à commutation de courant réversible possède une double aptitude de conversion dévolteur/survolteur lorsque ses connexions entrée/sortie sont inversées,
- Etude et développement d'une fonction de mesure de puissance consommée par le système, de grande précision, informant le système sur sa propre activité et lui permettant éventuellement de l'adapter suivant les contraintes en température ou par exemple l'état de l'autonomie résiduelle de la batterie,
- Etude et développement d'une jauge de capacité pour batterie Li-Ion de grande précision permettant à la fois d'optimiser la charge de la batterie tout en offrant à l'utilisateur la possibilité de visualiser en permanence l'autonomie résiduelle,
- Etude de circuits de type interrupteur avec circuiterie de contrôle qui servent à optimiser la gestion d'énergie de systèmes embarqués. L'objectif étant de tendre vers un interrupteur idéal, à savoir une isolation parfaite ou conduction parfaite selon qu'il est ouvert ou fermé, mais aussi disposant d'un contrôle ne consommant quasiment rien ($< \mu A$),
- Etude d'un système d'adaptation capable de gérer le courant de charge d'une batterie Li-Ion en tenant compte de l'aptitude de chargeur secteur. Ce système permet d'optimiser et de réduire le temps de charge des appareils portatifs,
- Etude et développement d'un concept de rétro-éclairage pour écran plat d'un téléviseur de technologie LCD,
- Etude et développement de circuits et techniques de régulation de courant sans retour opto-isolé pour éclairages industriels à base de diodes électroluminescentes.
- Etude et développement de différents produits pour la gestion et la conversion d'énergie, dédiés à des applications dites « objets connectés » ou plus précisément mobiles et prêt-à-porter, de type bracelets électroniques ou montres intelligentes. Ces produits sont en particulier des convertisseurs continu-continu inductifs à commutation de courant et à capacités commutées associés avec des régulateurs linéaires à faible

bruit, et surtout fonctionnant avec une consommation minimale voir infinitésimale de courant, le tout contrôlé par une commande numérique,

- Etude et développement de convertisseurs continu-continu inductifs et/ou capacitif dédiés aux applications recharge de batterie sans fil et par induction, pour montres intelligentes, téléphones portables, tablettes, ordinateurs portables. Ces circuits ont pour but de récupérer l'énergie transmise par induction et de l'utiliser en minimisant toute perte d'énergie afin de recharger la batterie le plus rapidement possible,
- Etude et développement de circuits intégrés de gestion d'énergie dédiés aux applications recharge de batterie sans fil et par induction. Ces circuits ont pour but de transmettre le plus efficacement possible de l'énergie par induction lorsqu'un ou plusieurs objets ont été reconnus pour être rechargés. Ces circuits comprennent des fonctions de puissance conduisant l'énergie, de mesure et contrôle pour adapter cette énergie suivant les conditions applicatives.

EVOLUTIONS PREVISIBLES ET PERSPECTIVES

Les revenus liés aux facturations des prestations de Recherche et de Développement et de Services, dont des services administratifs, aux Sociétés du Groupe aux USA et en Europe devraient se poursuivre à un même niveau au titre de l'exercice en cours.

EVENEMENTS IMPORTANTS SURVENUS DEPUIS LA CLOTURE

Il n'y a pas eu d'événements importants survenus depuis la clôture.

PROPOSITION D'AFFECTION DU RESULTAT

Nous vous proposons de bien vouloir approuver les comptes annuels (bilan, compte de résultat et annexe) tels qu'ils vous sont présentés et d'affecter le bénéfice net comptable de l'exercice s'élevant à 2 891 745 € comme suit :

- 2 891 745 € en report à nouveau. Le report à nouveau s'élèvera ainsi à 10 727 589 €.

Compte tenu de cette affectation, les capitaux propres de la société s'élèveront désormais à un montant de 14 896 228 €.

Aucun dividende n'a été versé en 2014, 2013 et 2012 au titre des exercices 2013, 2012 et 2011, respectivement.

OBSERVATIONS DU COMITE D'ENTREPRISE

En application des dispositions de l'article L. 432-4 du Code du travail, le comité d'entreprise a formulé des observations sur la situation économique et sociale de la Société.

ADMINISTRATION ET CONTROLE DE LA SOCIETE

Nous vous informons que notre capital est détenu à hauteur de 100 % par la société ON Semiconductor Limited (Royaume-Uni). Le changement de contrôle de notre société est intervenu le 31 décembre 2003.

En conclusion, nous souhaitons que ces diverses propositions emportent votre approbation et que vous vouliez bien donner à votre Présidente quitus de sa gestion pour l'exercice social sur les comptes duquel vous avez à vous prononcer.

**Rapport de Gestion – ON Semiconductor France SAS
(Exercice clos le 31 décembre 2014)**

La Présidente vous invite, après la lecture du rapport présenté par votre commissaire aux comptes, à adopter les résolutions qu'il soumet à votre vote.

Madame Yolande De Busschop
Présidente

Formulaire obligatoire (article 53 A
du Code général des impôts)

Désignation de l'entreprise : ON SEMICONDUCTOR FRANCE SAS		Durée de l'exercice exprimée en nombre de mois* 12			
Adresse de l'entreprise 132, Chemin de Basso Cambo 31035 TOULOUSE CEDEX 1		Durée de l'exercice précédent* 12			
Numéro SIRET* 4 2 3 3 3 9 0 8 4 0 0 0 8 3			Néant <input type="checkbox"/> *		
		Exercice N clos le, 31122014			
		N-1 31122013			
		Brut 1	Amortissements, provisions 2		
		Net 3	Net 4		
Capital souscrit non appelé (I) AA					
ACTIF IMMOBILISÉ*	IMMOBILISATIONS INCORPORELLES	Frais d'établissement * AB	AC		
		Frais de développement * CX	CQ		
		Concessions, brevets et droits similaires AF	AG		
		Fonds commercial (1) AH	AI	1 478 755	1 478 755
		Autres immobilisations incorporelles AJ	AK	148 511	148 511
		Avances et acomptes sur immobilisations incorporelles AL	AM		
	IMMOBILISATIONS CORPORELLES	Terrains AN	AO		
		Constructions AP	AQ	234 410	115 557
		Installations techniques, matériel et outillage industriels AR	AS	2 814 273	2 175 924
		Autres immobilisations corporelles AT	AU	953 183	702 490
		Immobilisations en cours AV	AW		
		Avances et acomptes AX	AY	17 143	17 143
	IMMOBILISATIONS FINANCIÈRES (2)	Participations évaluées selon la méthode de mise en équivalence CS	CT		
		Autres participations CU	CV		
		Créances rattachées à des participations BB	BC		
		Autres titres immobilisés BD	BE	100	100
		Prêts BF	BG	983 385	983 385
		Autres immobilisations financières* BH	BI	42 723	42 723
	TOTAL (II) BJ		BK	3 142 483	3 530 000
ACTIF CIRCULANT	STOCKS *	Matières premières, approvisionnements BL	BM		
		En cours de production de biens BN	BO		
		En cours de production de services BP	BQ		
		Produits intermédiaires et finis BR	BS		
		Marchandises BT	BU		
	CRÉANCES	Avances et acomptes versés sur commandes BV	BW		
		Clients et comptes rattachés (3)* BX	BY	1 239 204	1 239 204
		Autres créances (3) BZ	CA	10 968 711	10 968 711
	DIVERS	Capital souscrit et appelé, non versé CB	CC		
		Valeurs mobilières de placement (dont actions propres :) CD	CE		
Comptes de régularisation	Disponibilités CF	CG	1 952 074	1 952 074	
	Charges constatées d'avance (3)* CH	CI	79 104	79 104	
	TOTAL (III) CJ	CK	14 239 092	14 239 092	
	Frais d'émission d'emprunt à étaler (IV) CW				
	Primes de remboursement des obligations (V) CM				
Ecarts de conversion actif* (VI) CN					
TOTAL GÉNÉRAL (I à VI) CO		IA	3 142 483	17 769 092	15 896 047
Renvois : (1) Dont droit au bail :		(2) Part à moins d'un an des immobilisations financières nettes :	(3) Part à plus d'un an :	CR	
Clause de réserve de propriété :*	Immobilisations :	Stocks :	Créances :		

* Des explications concernant cette rubrique sont données dans la notice n° 2032

Formulaire obligatoire (article 53 A
du Code général des impôts)

Désignation de l'entreprise <u>ON SEMICONDUCTOR FRANCE SAS</u>			Néant <input type="checkbox"/> *	
			Exercice N	Exercice N - 1
CAPITAUX PROPRES	Capital social ou individuel (1)* (Dont versé : <u>2 574 480</u>)	DA	2 574 480	2 574 480
	Primes d'émission, de fusion, d'apport, ...	DB		
	Ecart de réévaluation (2)* (dont écart d'équivalence <u>EK</u>)	DC		
	Réserve légale (3)	DD	489 303	489 303
	Réserves statutaires ou contractuelles	DE		
	Réserves réglementées (3)* (Dont réserve spéciale des provisions pour fluctuation des cours <u>BI</u>)	DF		
	Autres réserves (Dont réserve relative à l'achat d'oeuvres originales d'artistes vivants* <u>EJ</u>)	DG	1 104 855	1 104 855
	Report à nouveau	DH	7 835 844	5 850 263
	RÉSULTAT DE L'EXERCICE (bénéfice ou perte)	DI	2 891 745	1 985 581
	Subventions d'investissement	DJ		
	Provisions réglementées *	DK		
		TOTAL (I)	DL	14 896 228
Autres fonds propres	Produit des émissions de titres participatifs	DM		
	Avances conditionnées	DN		
	TOTAL (II)	DO		
Provisions pour risques et charges	Provisions pour risques	DP		
	Provisions pour charges	DQ	593 893	429 479
	TOTAL (III)	DR	593 893	429 479
DETTES (4)	Emprunts obligataires convertibles	DS		
	Autres emprunts obligataires	DT		
	Emprunts et dettes auprès des établissements de crédit (5)	DU		
	Emprunts et dettes financières divers (Dont emprunts participatifs <u>EI</u>)	DV		
	Avances et acomptes reçus sur commandes en cours	DW		
	Dettes fournisseurs et comptes rattachés	DX	326 478	414 407
	Dettes fiscales et sociales	DY	1 942 411	1 971 787
	Dettes sur immobilisations et comptes rattachés	DZ		
Autres dettes	EA		1 037 824	
Compte régul.	Produits constatés d'avance (4)	EB		
	TOTAL (IV)	EC	2 268 889	3 424 018
	Ecart de conversion passif* (V)	ED	10 082	38 067
	TOTAL GÉNÉRAL (I à V)	EE	17 769 092	15 896 047
RENVIS	(1) Écart de réévaluation incorporé au capital	1B		
	(2) Dont { Réserve spéciale de réévaluation (1959) Ecart de réévaluation libre Réserve de réévaluation (1976)	1C		
		1D		
		1E		
	(3) Dont réserve spéciale des plus-values à long terme *	1F		
(4) Dettes et produits constatés d'avance à moins d'un an	EG	2 268 889	3 424 018	
(5) Dont concours bancaires courants, et soldes créditeurs de banques et CCP	EH			

* Des explications concernant cette rubrique sont données dans la notice n° 2032

		Exercice N			Exercice (N - 1)			
		France	Exportations et livraisons intracommunautaires	Total				
Désignation de l'entreprise : ON SEMICONDUCTOR FRANCE SAS					Néant <input type="checkbox"/> *			
PRODUITS D'EXPLOITATION	Ventes de marchandises*	FA	FB	FC				
	Production vendue { biens * services *	FD	FE	FF				
		FG	264 662	FH	10 174 142	FI	10 438 804	9 915 750
	Chiffres d'affaires nets *	FJ	264 662	FK	10 174 142	FL	10 438 804	9 915 750
	Production stockée*			FM				
	Production immobilisée*			FN				
	Subventions d'exploitation			FO			4 766	
	Reprises sur amortissements et provisions, transferts de charges* (9)			FP		18 458		
	Autres produits (1) (11)			FQ				
	Total des produits d'exploitation (2) (I)				FR	10 457 263	9 920 517	
CHARGES D'EXPLOITATION	Achats de marchandises (y compris droits de douane)*				FS			
	Variation de stock (marchandises)*				FT			
	Achats de matières premières et autres approvisionnements (y compris droits de douane)*				FU			
	Variation de stock (matières premières et approvisionnements)*				FV			
	Autres achats et charges externes (3) (6 bis)*				FW	2 266 919	2 765 178	
	Impôts, taxes et versements assimilés*				FX	331 685	343 658	
	Salaires et traitements*				FY	5 061 475	4 534 607	
	Charges sociales (10)				FZ	2 523 350	2 308 697	
	DOTATIONS D'EXPLOITATION	Sur immobilisations {	- dotations aux amortissements*		GA	357 406	336 192	
			- dotations aux provisions*		GB			
		Sur actif circulant : dotations aux provisions*		GC		29 103		
	Pour risques et charges : dotations aux provisions				GD	161 109		
	Autres charges (12)				GE	8 640	5 577	
Total des charges d'exploitation (4) (II)				GF	10 710 585	10 323 010		
1 - RÉSULTAT D'EXPLOITATION (I - II)				GG	(253 322)	(402 493)		
opérations en commun	Bénéfice attribué ou perte transférée* (III)			GH				
	Perte supportée ou bénéfice transféré* (IV)			GI				
PRODUITS FINANCIERS	Produits financiers de participations (5)				GJ			
	Produits des autres valeurs mobilières et créances de l'actif immobilisé (5)				GK			
	Autres intérêts et produits assimilés (5)				GL			
	Reprises sur provisions et transferts de charges				GM			
	Différences positives de change				GN	337 467	467 001	
	Produits nets sur cessions de valeurs mobilières de placement				GO			
Total des produits financiers (V)				GP	337 467	467 001		
CHARGES FINANCIÈRES	Dotations financières aux amortissements et provisions*				GQ			
	Intérêts et charges assimilées (6)				GR			
	Différences négatives de change				GS	7 637	560 885	
	Charges nettes sur cessions de valeurs mobilières de placement				GT			
Total des charges financières (VI)				GU	7 637	560 885		
2 - RÉSULTAT FINANCIER (V - VI)				GV	329 830	(93 884)		
3 - RÉSULTAT COURANT AVANT IMPÔTS (I - II + III - IV + V - VI)				GW	76 508	(496 377)		

Formulaire obligatoire (article 53 A du Code général des impôts)

Désignation de l'entreprise		ON SEMICONDUCTOR FRANCE SAS		Néant <input type="checkbox"/> *			
				Exercice N		Exercice N - 1	
PRODUITS EXCEPTIONNELS	Produits exceptionnels sur opérations de gestion			HA			
	Produits exceptionnels sur opérations en capital *			HB			430
	Reprises sur provisions et transferts de charges			HC			
	Total des produits exceptionnels (7) (VII)			HD			430
CHARGES EXCEPTIONNELLES	Charges exceptionnelles sur opérations de gestion (6 bis)			HE			
	Charges exceptionnelles sur opérations en capital *			HF			1 748
	Dotations exceptionnelles aux amortissements et provisions			HG			
	Total des charges exceptionnelles (7) (VIII)			HH			1 748
4 - RÉSULTAT EXCEPTIONNEL (VII - VIII)				HI			(1 318)
Participation des salariés aux résultats de l'entreprise			(IX)	HJ			
Impôts sur les bénéfices *			(X)	HK	(2 815 237)		(2 483 276)
TOTAL DES PRODUITS (I + III + V + VII)				HL	10 794 730		10 387 948
TOTAL DES CHARGES (II + IV + VI + VIII + IX + X)				HM	7 902 985		8 402 367
5 - BÉNÉFICE OU PERTE (Total des produits - total des charges)				HN	2 891 745		1 985 581
RENVOIS	(1)	Dont produits nets partiels sur opérations à long terme		HO			
	(2)	Dont	produits de location immobilières	HY	141 000		141 000
			produits d'exploitation afférents à des exercices antérieurs (à détailler au (8) ci-dessous)	IG			
	(3)	Dont	- Crédit-bail mobilier *	HP			
			- Crédit-bail immobilier	HQ	834 639		827 390
	(4)	Dont charges d'exploitation afférentes à des exercices antérieurs (à détailler au (8) ci-dessous)		IH			
	(5)	Dont produits concernant les entreprises liées		IJ			
	(6)	Dont intérêts concernant les entreprises liées		IK			
	(6bis)	Dont dons faits aux organismes d'intérêt général (art.238 bis du C.G.I.)		HX			
	(9)	Dont transferts de charges		A1	18 458		
	(10)	Dont cotisations personnelles de l'exploitant (13)		A2			
	(11)	Dont redevances pour concessions de brevets, de licences (produits)		A3			
	(12)	Dont redevances pour concessions de brevets, de licences (charges)		A4			
(13)	Dont primes et cotisations complémentaires personnelles : facultatives		A6				
(7)	Détail des produits et charges exceptionnels (Si le nombre de lignes est insuffisant, reproduire le cadre (7) et le joindre en annexe) :				Exercice N		
					Charges exceptionnelles	Produits exceptionnels	
(8)	Détail des produits et charges sur exercices antérieurs :				Exercice N		
					Charges antérieures	Produits antérieurs	

* Des explications concernant cette rubrique sont données dans la notice n° 2032.

ON Semiconductor SAS
Société par actions simplifiée
Au capital de 100 000 €

Siège social : 132, chemin de Basso Cambo - B.P. 53512
31035 Toulouse Cedex 1

N° RCS : 520 901 398 - N° SIRET : 52090139800013
Code APE : 4652Z

RAPPORT DE GESTION ANNUEL

EXERCICE SOCIAL CLOS LE 31 DECEMBRE 2014

A l'attention de l'Associé Unique

Conformément à la loi et aux statuts de notre société, nous avons l'avantage de vous rendre compte de la situation et de l'activité de notre société durant l'exercice écoulé, clos le 31 décembre 2014, afin de soumettre à votre approbation les comptes annuels dudit exercice.

ACTIVITE DE LA SOCIETE

1- Description de l'activité

La Société a pour objet social : le négoce, la distribution, l'utilisation, l'assemblage, la sous-traitance, l'achat, l'importation, l'exportation, les prestations de services, la conception et tous les autres services relatifs ou ayant rapport aux :

- circuits intégrés semi-conducteurs
- composants électroniques liés aux circuits intégrés
- diodes et transistors.

La Société facture des prestations de services marketing et commerciaux aux Sociétés du Groupe en Europe et dispose d'un établissement à Vélizy.

2- Faits marquants de l'exercice

En terme d'activité

Le chiffre d'affaires net H.T. dégagé au cours de l'exercice clos le 31 décembre 2014 s'est élevé à euros 7 707 827 (€) contre 7 127 558 € au 31 décembre 2013, soit une augmentation de 8.14% par rapport à l'exercice précédent, et relève des facturations des prestations de services marketing et commerciaux aux Sociétés du Groupe en Europe.

Au 31 décembre 2014, les dettes envers les fournisseurs représentent un montant total de 112 907.21 €.

Dettes fournisseurs : 80 155.75 €
Charges à payer : 32 751.46 € (échéance à moins d'un an)

La décomposition des dettes fournisseurs par échéance est précisée comme suit :

Dettes échéant jusqu'au 31 décembre 2014 : 0 €
Dettes échéant du 1^{er} janvier 2015 au 31 janvier 2015 : 104 887.21 €
Dettes échéant du 1^{er} février 2015 au 28 février 2015 : 0 €
Dettes échéant du 1^{er} mars 2015 au 31 mars 2015 : 8 020 €

Au 31 décembre 2013, les dettes envers les fournisseurs représentent un montant total de 61 883.81 €.

Dettes fournisseurs : 40 501.46 €
Charges à payer : 21 382.35 € (échéance à moins d'un an)

La décomposition des dettes fournisseurs par échéance est précisée comme suit :

Dettes échéant jusqu'au 31 décembre 2013 : 0 €
Dettes échéant du 1^{er} janvier 2014 au 31 janvier 2014 : 54 513.81 €
Dettes échéant du 1^{er} février 2014 au 28 février 2014 : 0 €
Dettes échéant du 1^{er} mars 2014 au 31 mars 2014 : 7 370 €

En termes de principes & méthodes comptables

Il n'y a pas eu de changement de principes et/ou de méthodes comptables au cours de l'exercice clos le 31 décembre 2014.

3- Activité en matière de recherche et de développement

Il n'y a pas d'activité en matière de recherche et de développement au sein de la société.

EVOLUTIONS PREVISIBLES ET PERSPECTIVES

Les revenus liés aux facturations des prestations de services marketing et commerciaux aux Sociétés du Groupe en Europe devraient se poursuivre en 2015 au même niveau que durant l'exercice 2014, et ce malgré l'annonce d'un projet de centralisation de l'activité Marketing à Munich (Allemagne) et Piešťany (Slovaquie).

EVENEMENTS IMPORTANTS SURVENUS DEPUIS LA CLOTURE

Le 15 Janvier 2015, la société a annoncé un projet de centralisation de l'activité Marketing à Munich (Allemagne) et Piešťany (Slovaquie) afin d'améliorer les synergies entre le service marketing d'un côté et les clients finaux et équipes de ventes de l'autre. Ce projet prévoit le départ de l'ensemble des salariés du service marketing au plus tard le 31 décembre 2015.

PROPOSITION D'AFFECTATION DU RESULTAT

Nous vous proposons de bien vouloir approuver les comptes annuels (bilan, compte de résultat et annexe) tels qu'ils vous sont présentés et d'affecter le bénéfice net comptable de l'exercice s'élevant à 95 864€ en report à nouveau.

Compte tenu de cette affectation, les capitaux propres de la société s'élèveront désormais à un montant de 442 478 €.

**Rapport de Gestion – ON Semiconductor SAS
(Exercice clos le 31 décembre 2014)**

Afin de nous conformer aux dispositions de l'article 243 bis du Code Général des Impôts, nous vous rappelons qu'aucune distribution de dividende n'a été effectuée au cours des trois exercices précédents.

DEPENSES SOMPTUAIRES

En application de l'article 223 quater du Code Général des Impôts, nous vous informons que la société a encouru des dépenses et charges visées à l'article 39-4 dudit code qui s'élèvent à un montant global de 62 422 € au titre de l'exercice fiscal 2014 et qui ont fait l'objet d'une réintégration dans le cadre du calcul du résultat fiscal de la Société.

OBSERVATIONS DU COMITE D'ENTREPRISE

En application des dispositions de l'article L. 432-4 du Code du travail, le comité d'entreprise a formulé des observations sur la situation économique et sociale de la Société.

ADMINISTRATION ET CONTROLE DE LA SOCIETE

Nous vous informons que notre capital est détenu à hauteur de 100 % par la société ON Semiconductor Limited (Royaume-Uni).

En conclusion, nous souhaitons que ces diverses propositions emportent votre approbation et que vous vouliez bien donner à votre Présidente quitus de sa gestion pour l'exercice social sur les comptes duquel vous avez à vous prononcer.

La Présidente vous invite, après la lecture du rapport présenté par votre commissaire aux comptes, à adopter les résolutions qu'il soumet à votre vote.

Madame Yolande De Busschop
Présidente

Formulaire obligatoire (article 53 A
du Code général des impôts)

Désignation de l'entreprise : <u>ON SEMICONDUCTOR SAS</u>		Durée de l'exercice exprimée en nombre de mois* <u>12</u>					
Adresse de l'entreprise <u>132, chemin de Basso Cambo 31035 TOULOUSE CEDEX 1</u>		Durée de l'exercice précédent* <u>12</u>					
Numéro SIRET* <u>5 2 0 9 0 1 3 9 8 0 0 0 1 3</u>			Néant <input type="checkbox"/> *				
		Exercice N clos le, <u>31122014</u>	N-1 <u>31122013</u>				
		Brut 1	Amortissements, provisions 2				
		Net 3	Net 4				
Capital souscrit non appelé (I) AA							
ACTIF IMMOBILISÉ*	IMMOBILISATIONS INCORPORELLES	Frais d'établissement * AB	AC				
		Frais de développement * CX	CQ				
		Concessions, brevets et droits similaires AF	AG				
		Fonds commercial (1) AH	AI				
		Autres immobilisations incorporelles AJ	AK				
		Avances et acomptes sur immobilisations incorporelles AL	AM				
	IMMOBILISATIONS CORPORELLES	Terrains AN	AO				
		Constructions AP	AQ				
		Installations techniques, matériel et outillage industriels AR	AS	4 144	3 779	365	657
		Autres immobilisations corporelles AT	AU	65 645	44 950	20 695	6 041
		Immobilisations en cours AV	AW				
	IMMOBILISATIONS FINANCIÈRES (2)	Avances et acomptes AX	AY	625		625	
		Participations évaluées selon la méthode de mise en équivalence CS	CT				
		Autres participations CU	CV				
		Créances rattachées à des participations BB	BC				
		Autres titres immobilisés BD	BE				
Prêts BF		BG					
	Autres immobilisations financières* BH	BI	27 332		27 332	26 850	
TOTAL (II) BJ		BK	97 745	48 729	49 016	33 548	
ACTIF CIRCULANT	STOCKS *	Matières premières, approvisionnements BL	BM				
		En cours de production de biens BN	BO				
		En cours de production de services BP	BQ				
		Produits intermédiaires et finis BR	BS				
		Marchandises BT	BU				
	CRÉANCES	Avances et acomptes versés sur commandes BV	BW				
		Clients et comptes rattachés (3)* BX	BY	1 888 032		1 888 032	1 352 091
		Autres créances (3) BZ	CA	16 779		16 779	114 509
	DIVERS	Capital souscrit et appelé, non versé CB	CC				
		Valeurs mobilières de placement (dont actions propres :) CD	CE				
Disponibilités CF		CG	1 552 323		1 552 323	1 028 348	
Comptes de régularisation	Charges constatées d'avance (3)* CH	CI	36 175		36 175	4 555	
	TOTAL (III) CJ	CK	3 493 308		3 493 308	2 499 503	
	Frais d'émission d'emprunt à étaler (IV) CW						
	Primes de remboursement des obligations (V) CM						
	Ecarts de conversion actif* (VI) CN					13 074	
TOTAL GÉNÉRAL (I à VI) CO		1A	3 591 053	48 729	3 542 324	2 546 126	
Renvois : (1) Dont droit au bail :		(2) Part à moins d'un an des immobilisations financières nettes :	CP	(3) Part à plus d'un an	CR		
Clause de réserve de propriété :*	Immobilisations :	Stocks :	Créances :				

* Des explications concernant cette rubrique sont données dans la notice n° 2032

Formulaire obligatoire (article 53 A
du Code général des impôts)

Désignation de l'entreprise <u>ON SEMICONDUCTOR SAS</u>			Néant <input type="checkbox"/> *	
			Exercice N	Exercice N - 1
CAPITAUX PROPRES	Capital social ou individuel (1)* (Dont versé : 100 000	DA	100 000	100 000
	Primes d'émission, de fusion, d'apport, ...	DB		
	Ecart de réévaluation (2)* (dont écart d'équivalence EK)	DC		
	Réserve légale (3)	DD	10 000	10 000
	Réserves statutaires ou contractuelles	DE		
	Réserves réglementées (3)* (Dont réserve spéciale des provisions pour fluctuation des cours BI)	DF		
	Autres réserves (Dont réserve relative à l'achat d'oeuvres originales d'artistes vivants* EJ)	DG		
	Report à nouveau	DH	236 614	228 192
	RÉSULTAT DE L'EXERCICE (bénéfice ou perte)	DI	95 864	8 422
	Subventions d'investissement	DJ		
	Provisions réglementées *	DK		
		TOTAL (I)	DL	442 478
Autres fonds propres	Produit des émissions de titres participatifs	DM		
	Avances conditionnées	DN		
	TOTAL (II)	DO		
Provisions pour risques et charges	Provisions pour risques	DP		13 074
	Provisions pour charges	DQ	551 264	487 288
	TOTAL (III)	DR	551 264	500 362
DETTES (4)	Emprunts obligataires convertibles	DS		
	Autres emprunts obligataires	DT		
	Emprunts et dettes auprès des établissements de crédit (5)	DU		
	Emprunts et dettes financières divers (Dont emprunts participatifs EI)	DV		
	Avances et acomptes reçus sur commandes en cours	DW		
	Dettes fournisseurs et comptes rattachés	DX	112 907	61 884
	Dettes fiscales et sociales	DY	2 384 722	1 637 266
	Dettes sur immobilisations et comptes rattachés	DZ		
Autres dettes	EA	1		
Compte régul.	Produits constatés d'avance (4)	EB		
	TOTAL (IV)	EC	2 497 630	1 699 150
	Ecart de conversion passif* (V)	ED	50 953	
	TOTAL GÉNÉRAL (I à V)	EE	3 542 324	2 546 126
RENVIS	(1) Écart de réévaluation incorporé au capital	1B		
	(2) Dont { Réserve spéciale de réévaluation (1959) Ecart de réévaluation libre Réserve de réévaluation (1976)	1C		
		1D		
		1E		
	(3) Dont réserve spéciale des plus-values à long terme *	EF		
(4) Dettes et produits constatés d'avance à moins d'un an	EG	2 497 630	1 699 150	
(5) Dont concours bancaires courants, et soldes créditeurs de banques et CCP	EH			

* Des explications concernant cette rubrique sont données dans la notice n° 2032

		Exercice N			Exercice (N - 1)		
		France	Exportations et livraisons intracommunautaires	Total			
Désignation de l'entreprise : ON SEMICONDUCTOR SAS					Néant <input type="checkbox"/> *		
PRODUITS D'EXPLOITATION	Ventes de marchandises*	FA	FB	FC			
	Production vendue { biens * services *	FD	FE	FF			
		FG	FH	FI	7 707 827	7 127 558	
	Chiffres d'affaires nets *	FJ	FK	FL	7 707 827	7 127 558	
	Production stockée*			FM			
	Production immobilisée*			FN			
	Subventions d'exploitation			FO			
	Reprises sur amortissements et provisions, transferts de charges* (9)			FP	43 576	52 890	
	Autres produits (I) (11)			FQ			
	Total des produits d'exploitation (2) (I)				FR	7 751 403	7 180 448
CHARGES D'EXPLOITATION	Achats de marchandises (y compris droits de douane)*				FS		
	Variation de stock (marchandises)*				FT		
	Achats de matières premières et autres approvisionnements (y compris droits de douane)*				FU	9 795	8 450
	Variation de stock (matières premières et approvisionnements)*				FV		
	Autres achats et charges externes (3) (6 bis)*				FW	1 135 515	1 121 421
	Impôts, taxes et versements assimilés*				FX	206 736	186 560
	Salaires et traitements*				FY	4 185 113	3 761 498
	Charges sociales (10)				FZ	2 081 852	1 825 920
	DOTATIONS D'EXPLOITATION	Sur immobilisations { - dotations aux amortissements* - dotations aux provisions*		GA	11 018	12 954	
				GB			
		Sur actif circulant : dotations aux provisions*		GC		10 668	
	Pour risques et charges : dotations aux provisions		GD	64 670			
	Autres charges (12)				GE	89	(1)
Total des charges d'exploitation (4) (II)				GF	7 694 787	6 927 469	
1 - RÉSULTAT D'EXPLOITATION (I - II)				GG	56 616	252 979	
opérations en commun	Bénéfice attribué ou perte transférée* (III)			GH			
	Perte supportée ou bénéfice transféré* (IV)			GI			
PRODUITS FINANCIERS	Produits financiers de participations (5)				GJ		
	Produits des autres valeurs mobilières et créances de l'actif immobilisé (5)				GK		
	Autres intérêts et produits assimilés (5)				GL	(3)	
	Reprises sur provisions et transferts de charges				GM	13 074	
	Différences positives de change				GN	265 246	14 832
	Produits nets sur cessions de valeurs mobilières de placement				GO		
Total des produits financiers (V)				GP	278 320	14 828	
CHARGES FINANCIÈRES	Dotations financières aux amortissements et provisions*				GQ	13 074	
	Intérêts et charges assimilées (6)				GR		
	Différences négatives de change				GS	146 128	
	Charges nettes sur cessions de valeurs mobilières de placement				GT		
Total des charges financières (VI)				GU		159 203	
2 - RÉSULTAT FINANCIER (V - VI)				GV	278 320	(144 374)	
3 - RÉSULTAT COURANT AVANT IMPÔTS (I - II + III - IV + V - VI)				GW	334 936	108 605	

Formulaire obligatoire (article 53 A
du Code général des impôts)

Désignation de l'entreprise <u>ON SEMICONDUCTOR SAS</u>		Néant <input type="checkbox"/> *		
		Exercice N	Exercice N - 1	
PRODUITS EXCEPTIONNELS	Produits exceptionnels sur opérations de gestion	HA		
	Produits exceptionnels sur opérations en capital *	HB		
	Reprises sur provisions et transferts de charges	HC		
	Total des produits exceptionnels (7) (VII)	HD		
CHARGES EXCEPTIONNELLES	Charges exceptionnelles sur opérations de gestion (6 bis)	HE	26	
	Charges exceptionnelles sur opérations en capital *	HF	62 516	
	Dotations exceptionnelles aux amortissements et provisions	HG		
	Total des charges exceptionnelles (7) (VIII)	HH	62 543	
4 - RÉSULTAT EXCEPTIONNEL (VII - VIII)		HI	(62 543)	
Participation des salariés aux résultats de l'entreprise	(IX)	HJ	69 292	
Impôts sur les bénéfices *	(X)	HK	169 780	
TOTAL DES PRODUITS (I + III + V + VII)		HL	8 029 723	
TOTAL DES CHARGES (II + IV + VI + VIII + IX + X)		HM	7 933 859	
5 - BÉNÉFICE OU PERTE (Total des produits - total des charges)		HN	95 864	
RENVOIS	(1) Dont produits nets partiels sur opérations à long terme	HO		
	(2) Dont	produits de location immobilières	HY	
		produits d'exploitation afférents à des exercices antérieurs (à détailler au (8) ci-dessous)	IG	
	(3) Dont	- Crédit-bail mobilier *	HP	
		- Crédit-bail immobilier	HQ	141 000
	(4) Dont charges d'exploitation afférentes à des exercices antérieurs (à détailler au (8) ci-dessous)	IH		
	(5) Dont produits concernant les entreprises liées	IJ		
	(6) Dont intérêts concernant les entreprises liées	IK		
	(6bis) Dont dons faits aux organismes d'intérêt général (art.238 bis du C.G.I.)	HX		
	(9) Dont transferts de charges	A1	43 576	
	(10) Dont cotisations personnelles de l'exploitant (13)	A2		
	(11) Dont redevances pour concessions de brevets, de licences (produits)	A3		
	(12) Dont redevances pour concessions de brevets, de licences (charges)	A4		
(13) Dont primes et cotisations complémentaires personnelles : facultatives A6 obligatoires A9				
(7) Détail des produits et charges exceptionnels (Si le nombre de lignes est insuffisant, reproduire le cadre (7) et le joindre en annexe) :	Exercice N			
	Charges exceptionnelles	Produits exceptionnels		
(8) Détail des produits et charges sur exercices antérieurs :	Exercice N			
	Charges antérieures	Produits antérieurs		

* Des explications concernant cette rubrique sont données dans la notice n° 2032.



ON Semiconductor®

EMEA CAR POLICY

CE – 27 Avril 2015

Agenda

- Why move to a European car policy
- New budgets / Fuel card
- Major changes



Why move to a European car policy



- Company cars / car allowances currently in 13 EMEA countries:

France	Germany	Italy	Israel	Switzerland	Netherlands	Finland
UK	Slovakia	Czech	Romania	Ireland	Belgium	

- Today: different policies (history) → not aligned

- confusing for employees / managers
- time consuming administration for HR

- Market analysis:

- Eligibility
- Budgets
- Fuel

→ Source : Towers Watson EMEA Car Survey (540 companies for France) + car policies of other companies



Monthly leasebudget

- VAT included
- Maintenance, other taxes (TVTS), insurance included
- Winter /summer tires included

Grade	France
9	550€ --> 600€
10	
11	650€ --> 700€
12	
13	710€ --> 760€
14	
15	
16	850€ --> 900€
17	
18	



Fuel card (sales)



- **Market analysis** showed that Fuel cards are common to provide to employees driving a company car
→ introduction Fuel Cards for sales employees January 2015
- **Guidelines on the usage of the fuel cards:**
 - European card but usage limited to the EE's country + surrounding countries
 - No expensing of fuel tickets
 - 1 type of card (multi brand) per country
 - Type: diesel / petrol (hybrid) / card to charge (hybrid plug-in)
 - No carwash, shops, roadtax (payage), ...
 - Fuel card will be ordered through the leasing company
 - **France: Shell card**



Eligibility



- The following employees are entitled to a company car
 - Sales: field application engineers, field sales engineers, field application system engineers, sales account managers, global account managers, sales directors, VP sales
- ON only allocates a company car / car allowance to employees:
 - who are eligible according to the car policy
 - with a contract with a duration of minimum 6 months;
 - who have a valid European driver's license;
 - with an employment rate of at least 50%;



Choice of car



- Diesel engines or hybrid cars (incl electric plug-in)
- All brands
- Max CO2 emission:
 - Grade 9/10 : 125g
 - Grade 11/12 : 140g
 - Grade 13/15 : 145g
 - Grade 16/18 : 155g
- Standard for the offer: 48 months / 100.000km
- Standard Equipment / Additional options

Standard equipment	As comfort and safety are important: <ul style="list-style-type: none"> · Car kit / Bluetooth (hands-free) · Air conditioning · Built-in GPS; · Winter tyres · Parking sensors (back) or a rear camera; · Metallic colour
Additional options (chosen by employee)	<u>Within budget - paid by ON:</u> Options must have a <u>business image</u> AND the <u>car should fit within his category</u> (assign car). Spoilers, oversized tyres and rims, ski box, are not allowed.
	<u>Outside budget/list - paid by the employee:</u> These are limited to a tow bar, bike carrier and attachable roofrack. As they don't have a business image, they can not be included in the 'options within budget'.



Procedures



- The following procedures are described in the policy:
 - Ordering a car
 - Returning a car
 - What to do in case of an accident?
 - Road assistance / replacement car
 - Usage of the company car (do's and dont's)



Who can drive the car?

- Car can be driven by the following persons, holding a valid permanent local driver's license :
 - Partner of the employee
 - Children living at the same address of the employee - in case an increased franchise by the insurance (accident) is applicable, this will be fully charged
 - Colleagues: only allowed for professional use, franchise will remain applicable to the employee 'owning' the car.
 - Other persons provided that the employee is present in the company car.

With exception of the situation in which the employee is present for the outward journey, but not for the return journey of the trip or vice versa (e.g. when he's taken to the airport).

- Car may not be used to give driving lessons



Suspension



The following scheme shall apply, unless local legislation provides otherwise.

			Company car	Fuel card
Involuntary suspension	Part-time	Occupational / private accident and illness	No impact	
	Full-time	Occupational / private accident and illness	≤ 1 year: no impact > 1 year: return of the car	≤ 1 month: no impact > 1 month: return of fuel card
		Maternity leave	≤ 6 months: no impact > 6 months: return / discontinuation at the beginning of the leave	Return of the fuel card (start date)

The car policy also includes a rule related to voluntary suspension (contractual part-time employment, career breaks,



Costs associated with the use of the car



- All **maintenance and repair costs** that arise from the **normal use** of the company car are **included in the leasing** contract and are **payable by ON Semi**.
- Events that can create costs are:
 - Damage due to an accident (intervention by the insurance company)
 - Other damage during the lease
 - Damage upon the return of the car (no intervention by the insurance company)--> see next slides

General rules:

- *A franchise will only be charged to the employee in the event ON Semi receives an invoice from the leasing company*
- *In the event the invoiced amount is lower than the franchise, only the invoiced amount will be charged*



Damage during lease and upon return of the car



Damage during lease - intervention by the insurance		
	During business travel (work/home excluded)	Outside business travel
<p>Due to an accident where:</p> <ul style="list-style-type: none"> - employee is responsible and counterparty is known - counterparty is unknown 	<p>No franchise charged</p> <p>Conditions:</p> <ul style="list-style-type: none"> - informed HR within 24 hours - including police report and/or European accident form, photographs - confirmation of the manager on the business travel 	<ul style="list-style-type: none"> - 1st damage case: exempt - 2nd damage case: max 125€ franchise - From the 3rd damage case: max 200€ franchise <p>In case of vandalism / hit and run: Max 125€ franchise if the police report / photographs were forwarded to HR within 24 hours as of the 3rd damage.</p> <p>The counter is set to 0 at the start of a new leasing contract, Franchise is taken into account for each damage case.</p>
Other damage	<p>The full amount will be charged:</p> <ul style="list-style-type: none"> - Damage not covered by the insurance or maintenance contract - Damage caused by intent, gross fault, lack of care or negligence of the employee <p>No franchise for glass breakage on windscreen</p>	
Damage upon return of the car - no intervention by the insurance		
<p>△ the employee is required to report any damage to the leasing company, and to have this repaired prior to the return of the car. If is more beneficial for ON from a cost point of view, it is allowed to have the car repaired by a local dealer before it's returned to the leasing company. This will only be possible after the employee received approval from HR. The 75% will be charged.</p>		
<ul style="list-style-type: none"> - Acceptable wear and tear : no charge - Non-acceptable wear and tear + <u>non repaired accident damage</u> : 75 % will be charged (on the basis of the invoice payable by ON, keeping into account any smart repairs, depreciation/reduced value, etc.). 		



Communication & implementation



- April 2015: presentation to CE France
- May 2015: communication towards management / employees (EMEA)
- June 1st 2015: implementation new EMEA car policy



Title: EMEA Car Policy	Document Number: 94MBEHRM-0058	Revision:
	Page 1 of 24	X
APPLICABLE TO LOCATION(s): EMEA	OWNER (GROUP OR DEPARTMENT): Human Resources	

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1. Purpose and scope

1.1 Purpose

The purpose of the Car Policy is to establish the rights, duties and responsibilities of the employees who use a company car or who are entitled to a car allowance.

The Car Policy will become effective as of 1 June 2015, replaces any verbal and/or written agreements, notifications, policies, proposals and declarations regarding this subject (company car / car allowances). Employees who at the start of this car policy already have access to a company car may not, on the basis of this new car policy, have any adjustments made to the ongoing car contract or the choice of car made.

With the Car Policy, ON Semiconductor (hereafter: "ON") aims for harmonization between the EMEA entities, whereby any country-specific matters are provided in a country-specific annex. The provisions in the country-specific annex are a supplement to the general procedure. In case of conflict, the provisions of the country-specific annex will prevail.

Local legislation will always prevail in case of conflict.

1.2 Scope

The Car Policy applies to all employees of the EMEA legal entities of ON. **All employees who drive a company car or receive a car allowance shall be deemed to have read this Car Policy and the country-specific annex, and are expected to comply accordingly.**

By using the car the employee accepts the obligations described in the applicable Car Policy and the 'guidelines for the driver' included in the vehicle documents.

Employees who carry out an assignment abroad (expats/inpats) are not covered by the Car Policy, and will only receive a car allowance or company car if this is explicitly stated in the 'letter of understanding' (LOU) they have signed with regard to the assignment abroad.

Pool cars are not in the scope of the Car Policy but will be handled in a separate policy. In general, pool cars can only be used for ON assignments and they are reserved for employees without a company car or for ON visitors. Employees who drive a company car not make use of a pool car in their country of work.

1.3 Decision authority

This Car Policy is a working tool. As a result, any part of the Car Policy can be changed at any time. Changes can only be made by the employer. The adjusted policy fully replaces the previous version and is immediately applicable to all drivers of a company car. After every adjustment, all users and interested parties will have an updated version put at their disposal.

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2. Document information

2.1 Reference documents

The reference documents are provided in the country-specific annex.

2.2 Document Classification

This document is classified as ON GENERAL BUSINESS INFORMATION. The information disclosed herein is the property of ON. ON reserves all proprietary, design, manufacturing, reproduction, use, and sales rights thereto, and to any article or process utilizing such information, except to the extent that rights are expressly granted to others

2.3 Definitions and Acronyms

Acronym / Term	Definition
PR	Procurement
HR	Human Resources

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3. Company car / car allowance eligibility criteria

3.1 Who is eligible?

It is the intention of ON to allocate either a car allowance or a company car to sales employees in the positions below:

- field application engineers,
- field sales engineers,
- field application system engineers,
- sales account managers,
- global account managers,
- sales directors,
- VP sales

In some countries non-sales employees are entitled to a car allowance / company car. For more information on this, please refer to the country-specific annex.

ON only allocates a company car / car allowance to employees:

- with a contract with a duration of minimum 6 months;
- who have a valid driver's license approved in the country in which he/she is driving the company car;
- with an employment rate of at least 50%;

Note: see also 3.5 - Suspension of the employment contract

Due to the nature of the job the company car is a required tool for sales employees. Non-sales employees have the option of refusing the company car offer which:

- will be considered as a voluntary choice;
- will not be compensated by ON in any way whatsoever;
- cannot be used to prevent the assignment of any available car.

3.2 Company car or car allowance

The decision to allocate a car allowance or a company car:

- Is made by the employer;
- Applies to all employees of a particular country;
- Will be revised regularly on the basis of market data, taxation, changes in legislation, etc.

For details per country, please refer to the country-specific annex, which state the car allowance or the maximum monthly leasing budget / list of choice per salary grade.

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3.3 Discontinuation of the right to use the company car / car allowance

The user rights will be discontinued in the following circumstances:

- ending of the employment contract,
- the employee no longer meets the eligibility criteria (see item 3.1 - Who is eligible?),

The user rights can be discussed in the following circumstances:

- in case of a serious violation (drunkenness, aggression, use of drugs,....),
- in the event of the employee's non-compliance or late or improper compliance with the obligations arising from the Car Policy , despite the fact that he/she has been made aware of this.

The above list is indicative and non-exhaustive.

3.4 What happens in the case of a change in position / salary grade?

- In case of a change in position and/or salary grade that entitles the employee to the use of a company car for the first time: see item 5 - Company car order and ordering procedure – 1st application.
- In case of a change in position and/or salary grade that entitles the employee to a company car of a higher or lower category, the employee will only be able/requested to change the category of the car at the time his/her current lease contract expires. If a car corresponding to the new salary grade of the employee is available in the car fleet, an exchange may take place with the consent of HR.
- In case of a change in position and/or salary grade to one that no longer entitles the employee to a company car, the employee will return the car without any form of compensation whatsoever at the time of the change.
- In case of a car allowance, any change will be implemented at the time of change in position/salary grade.

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3.5 Suspension of the employment contract

The following scheme shall apply, unless local legislation provides otherwise.

			Company car	Car allowance	Fuel card
Involuntary suspension	Part-time	Occupational / private accident and illness	No impact		
	Full-time	Occupational / private accident and illness	≤ 1 year: no impact > 1 year: return of the car	≤ 1 year: no impact > 1 year: discontinuation of allowance	≤ 1 month: no impact > 1 month: return of fuel card
		Maternity leave	≤ 6 months: no impact > 6 months: return / discontinuation at the beginning of the leave		Return of the fuel card (start date)
Voluntary suspension	Part-time <small>Employment percentage min. 50%</small>	Contractual part-time employment OR Career breaks (e.g. unpaid leave, leave with government intervention like time credit, parental leave, palliative/medical care**, ..)	≤ 6 months: no impact* > 6 months: the car may be kept provided a payment of a net monthly contribution = monthly lease cost excl. VAT x (100% - % part-time employment). This contribution will be deducted from the monthly salary.	≤ 6 months: no impact* > 6 months: pro-rata allowance	No impact
	Full-time	Career breaks (e.g. unpaid leave, leave with government intervention like time credit, parental leave, palliative/medical care**, ..)	≤ 3 months: no impact* > 3 months: return of the car	≤ 3 months: no impact* > 3 months: discontinuation of allowance	Return of the fuel card (start date)

* The 'no impact' of 3/ 6 months is only 1 time applicable for (different) suspensions taken consecutively.

** Medical care = specific type of leave to provide medical assistance to a family member.

Palliative care = specific type of leave to provide any form of assistance (medical, social, psychological) and care to a terminally ill patient who's in the terminal phase of an illness. In case of full-time palliative care an exemption of 6 months is valid (instead of 3 months).

A medical attestation of the physician declaring that the employee is providing medical/palliative care needs to be provided to HR.

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3.6 Fuel (fuel card / expense fuel)

Sales employees entitled to a car allowance (see item 3.1 – Who is eligible?) can expense costs related to their business mileage (customer visits, external training, etc.) through the expense note procedure.

ON provides sales and non-sales employees with a company car with a fuel card. Belgium is an exception to this rule: please refer to the country-specific annex in this context.

Unless otherwise stipulated by local legislation, employees who are entitled to a company car or car allowance are not entitled to any other commuting allowance, bicycle allowance or any other form of benefit with regard to transport.

Some general rules apply with regard to the fuel card:

- The fuel card is inextricably linked to the company car and is to be used for fuel only.
- If the employee loses the user right to a company car or transfers to a position that does not entitle to the use of a company car, the employee will return the fuel card without any form of compensation.
- Pending the receipt of the fuel card, the employee will reclaim any fuel costs through the expense note procedure. No other fuel costs will be accepted from the moment the fuel card has been provided (except proved emergency situation).
- The selection of fuel supplier is made by ON according to the applicable economic market conditions.
- The employee is obliged to use the provided fuel card.
- The card may only be used for refuelling the employee's own company car.
- As base principle applies that an employee who is entitled to a fuel card, cannot have the company car used by third party for their home-work traffic or professional use.
- Every time the employee refuels, the current mileage amount has to be entered. This will be the basis for average calculations of fuel consumption and internal audit on the use of the fuel card. Any deviations will be reported, and sanctions will be applied in case of abuse.
- The fuel card should also be used for any replacement / pre-delivery car; the mileage should then be entered as "1".
- The employee is responsible for the use of the fuel card at all times. The secret code may NOT be kept together with the fuel card or the vehicle documents.

△ The employee should immediately report the loss of the fuel card to HR and to the provider in order to avoid unauthorised use. HR will apply for a new card.

Specific details and contact details with regard to the fuel card are stated in the country-specific annex.

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4. Choice of company car (leasing budget / list of choice)

A leasing budget or list of choice has been prepared for each salary grade and for each country. Please refer to the country-specific annex

4.1 Required type, equipment and options

The company cars are required to have **a business image AND the car should fit within his category** (assign car). Every company car must have at least the following standard equipment without exception:

- Diesel engine or hybrid (incl. electric plug-in);
- Co2 emission less or equal to ceiling, please refer to the country-specific annex.
- Four-door or five door;
- Car kit / Bluetooth for hands-free telephone calls;
- Air conditioning,
- Built-in GPS (navigation system);
- Winter tyres;
- Parking sensors (back) or a rear camera;
- Metallic colour (only black & white cars could be permitted in non-metallic)
- Bright and hard-to-obtain colours are not permitted;

Will **not** be accepted:

- Convertibles, pick-ups, sports cars or cargo vans.....
- Spoilers, oversized tyres and rims,

4.2 Additional options / equipment within the budget (= paid by ON)

This is only applicable to employees with a lease budget. Only options and equipment with a business image will be accepted. Any accessories e.g. ski boxes, roof-boxes, snowboard bags, child seats,, will NOT be accepted with the exception of a tow bar / bike carrier / attachable roof rack (see 4.3)

4.3 Additional options / equipment outside the budget (= paid by employee)

Additional options / equipment outside the budget are not allowed with the exception of a tow bar / bike carrier / attachable roof rack under the condition:

- The installation is approved (upfront) by the leasing company and HR.
- The costs (purchase, garage, inspection, etc.) are at the expense of the employee.

△ In certain countries, the installation of a tow bar may result in a requirement to take out a special insurance. It is up to the employee to enter into a personal insurance in this respect. The employee is entitled to remove the tow bar, bike carrier and roof rack when the car is returned, without damaging the car.

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In all circumstances ON has the right to refuse any car, equipment or option that does not fit into the business image of a company car.

4.4 Downgrading

The employee always has the option of choosing a car from a lower budget or list of choice class. This implies that the employee will be bound to the budget and any other limits and conditions that apply in this lower category. This does not create any right to compensation of the difference, however.

4.5 Winter tyres

All cars (ordered as from January 1st 2015) are equipped with winter tyres.

If the employee is currently driving a car for which no provisions for winter tyres were made at the time the leasing contract was concluded, he/she is entitled to have winter tyres fitted. In this case, the costs of purchase, fitting and storage are payable by the employee himself.

5. Company car order and ordering procedure

5.1 General rules

The fixed standard parameters when requesting a quote to the leasing company are 25.000 km/year AND a lease term of 48 months.

In the actual contract between ON and the leasing company, a combination of both parameters always applies, whereby ON aims to complete the term of 4 years. In order to achieve this, the mileage can be increased to a maximum of 180,000 km. This decision is taken by ON based on the expected / actual mileage.

Employees are only entitled to order a new car if there is no car available in the car fleet. HR may decide to assign a car to the employee as a permanent car if a car that corresponds at least to the employee's list of choice or leasing budget is available. HR reserves the right to deviate from this in certain circumstances.

The employee will drive the assigned car until the end of lease and will be taxed on the benefit in kind that corresponds to this car.

The employee undertakes to use the company car until the leasing contract expires, except in the event that any of the conditions provided in item 3.3 occur – Discontinuation of the right to use the company car / car allowance or item 3.5 - Suspension of the employment contract.

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5.2 Ordering procedure List of choice / lease budget

Start of employment contract or 1 st application:	Car application at the end of the leasing contract:
After the contract has been signed	At least 16 weeks prior to the end of the current lease contract
↓	↓
Step 1: HR provides the employee with: <ul style="list-style-type: none"> • The order/assign form for a List of choice company car OR • Info about the leasing budget 	HR sends an e-mail to the employee with information on the expiry date of the lease and to confirm step 2 of the ordering procedure can be started.
↘	↙
Step 2: The employee wishes to apply for a car: <ul style="list-style-type: none"> • List of choice → the employee forwards the signed order/assign form to HR • Leasing budget → the employee forwards the quote from the garage / internet simulation of the preferred cars (max. 3) to HR (PR for Belgium, Czech Republic and Slovakia) We refer to the country-specific annex for the preferred dealers (if applicable),	
↓	
Step 3: HR verifies availability in the car fleet (see item 5.1 - General rules) and gives feedback within 4 weeks following the receipt of: <ul style="list-style-type: none"> • The order form (list of choice) • Quote from the garage / internet simulation (leasing budget) 	
↓	
2 possible scenarios: <ol style="list-style-type: none"> 1) Assignment of a car from the car fleet = discontinuation of the order procedure 2) Car can be ordered 	
↙	↘
Order form company car (list of choice)	Quote from garage / Internet simulation (leasing budget)
The car is ordered by PR	If this quote/simulation meets the standards and conditions specified in this Car Policy, HR (PR for Belgium, Czech Republic and Slovakia) will apply for a leasing quote. The 2 possible scenarios are: <ul style="list-style-type: none"> • The leasing quote is <u>within the budget</u>: after the order/assign form and the final leasing quote are signed, approved and returned by the employee, the car will be ordered. • The leasing quote is <u>outside the budget</u>: the employee will be asked to review the choice of car (model, options, etc.).

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5.3 The car is not delivered before the expiry date of the leasing contract

If the new car has not been delivered before the expiry date of the leasing contract, the company car that is in use can be driven further. In this case, the employee may receive an invitation to a technical inspection, for which the garage can be contacted. The garage will have the technical inspection carried out, and will not charge the employee for this. If the employee goes to the technical inspection himself, he can recover the cost through an expense report.

5.4 The car has not yet been delivered on the start date / start of the entitlement = pre-delivery car

If the ordered car has not yet been delivered on the entry date of the employee, or on the date on which the right to a company car starts, the employee will receive a pre-delivery car (if desired).

The pre-delivery car will be delivered by a leasing company and is usually a car of a lower class. At the moment the employee receives the pre-delivery car, a document stating the fuel level and any existing damage must be signed. This document will be used as reference for the possible reclaiming of fuel costs or damage (see item 10 – Costs associated with the use of a company car). The employee must return the pre-delivery car, cleaned and with the same fuel level as at commissioning, at the location where the new car is delivered. If these conditions are not met, the costs involved will be charged to the employee.

The calculation of the benefit in kind (if applicable) will be made on the basis of this pre-delivery car.

6. Collection and inspection of the new company car

The **leasing company will inform the employee** directly as soon as the company car is ready to be delivered / collected.



The **employee:**

- arranges for the **time of collection** himself with **the leasing company/garage;**
- **informs HR** (PR for Belgium) accordingly.

Time of collection

- No later than *within 14 calendar days* after the leasing company has informed the employee that the car is ready for collection.
- The new car may only be collected at the earliest when the current car is end of lease and returned (in order to avoid double leasing costs).
- Preferably outside working hours. If this is not possible, collection can take place at the start or at the end of the working hours/day. For Belgium please refer to the country-specific annex.

Location of collection

Standard location = ON site	<i>Belgium, France, Czech Republic and Slovakia</i> = specified by the leasing company	In <i>Germany</i> , the car can be collected from the production plant (only for Audi and BMW) in addition to delivery to the ON site. If the employee prefers this option, he/she should specify this at the beginning of the ordering procedure.
--------------------------------	---	--

Guidelines for collection:

The employee must receive the car in person → he/she is responsible for signing/approval of the receipt document.

The employee verifies the following elements prior to signing the receipt document:

- Whether the car is in conformity with the order,
- Whether the accessories required by local legislation (such as a first-aid kit, warning triangle, fluorescent vest, alcohol test, fire extinguisher, etc.) are present,
- Whether the vehicle documents are present (insurance certificate, registration certificate of the vehicle, etc.). In the Netherlands, the registration card is received by mail, not when the car is collected.
- The mileage,
- Whether the car shows any visible damage or defects.

△ In the case of abnormalities:

- It's advisable to refuse the car in case of abnormalities e.g. break delivered instead of sedan, ... and the abnormalities must accurately be indicated on the receipt document of the car.
- A copy of the receipt document must be emailed to HR (PR for Belgium)

△ It is important to carefully follow the above procedure. The responsibility of third parties (leasing company, garage, etc.) cannot be invoked with respect to abnormalities that were not specified on the receipt document. Any abnormality/damage that was not specified will be considered as 'damage during lease' (see item 10.2 - Other damage during the lease).

7. Return of the company car

It is the responsibility of the employee to return the car in good condition: both the interior and exterior of the vehicle should be cleaned. The employee is required to report any damage to the leasing company, and to have this repaired prior to the return of the car.

7.1 Before the expiry of the leasing contract

If the car is **not at the end of its lease term** (e.g. in the case of suspension or termination of the employment contract), the car will be inspected by an expert/expertise centre. An appointment for the expertise will be made following consultation between HR and the employee in question. In the case of late return, all additional costs arising from the unauthorised continued use will be charged to the person concerned. Place of return is the ON site

7.2 End of the leasing contract

The employee has to return the car to the leasing company.		
↓		
<ul style="list-style-type: none"> • HR contacts the employee by email when the expiry date is approaching. • Through the leasing company, the employee makes an appointment to return the car at least 1.5 weeks prior to the desired date of return, and informs HR accordingly. 		
Appointment returning the car		
The information below must be stated when this appointment is made:		
<ul style="list-style-type: none"> • Name of the employer • Name, phone number & email address of the employee • Licence plate of the lease car • Date and time of return of the car • Place where the car will be returned (see below) • + name of the fleet manager (see country-specific annex) 		
Place of return		
Standard location = ON site	France, Slovakia and Czech Republic = the garage / assessment centre specified by the leasing company	Belgium = garage providing the new leased car
Time of return		
<ul style="list-style-type: none"> • At the latest on the day the new car is collected. • Preferably outside working hours. If this is not possible, return of the car can take place at the start or at the end of the working hours/day. For Belgium please refer to the country-specific annex. 		

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Guideline	
△The return of the car is carried out by the employee personally.	
↓	
Determination of the condition of the car Assessment / Expertise	
↙	↘
EMEA Assessment	Belgium Expertise
The car will be submitted to an assessment in the presence of the employee. Result = assessment report	The car will be submitted to an expertise in the presence of the employee. Result = expertise report with photographs to support. Reference/standards for the determination of the accepted wear and tear / not accepted wear and tear = RENTA standard
Any damage will be noted in these reports. The reports also state whether items such as keys, radio codes, etc. were returned. The report will be submitted for signature and agreement to the employee. △In case of any dispute / doubt with respect to particular damage, it is advisable to take photographs.	
↓	↓
EMEA Expertise	Belgium N/A
The car will be submitted to an expertise at the expertise centre of the leasing company. Result = expertise report + photographs to support Reference/standards for the determination of the accepted wear and tear / not accepted wear and tear = see Intranet	↓
↘	↙
Damage settlement	
On the basis of an analysis of the assessment/expertise report and the invoice from the leasing company, any damage will be charged to the employee (see item 10.3 - Damage at the end of the lease / upon the return of the car).	

7.3 Purchase of the car by the employee at the end of the lease

At the end of the leasing contract, the employee will have the option of purchasing the car at the terms and conditions specified by the leasing company. If interested, the employee can contact the leasing company directly.

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8. Use of the car

8.1 General information

All guidelines related to the use of the company car also apply to the use of pre-delivery car / replacement cars.

ON will sign an agreement with one or more leasing companies with respect to the management of the car fleet.

The company car is made available to the employee for the performance of his/her job (professional use). Normal private use by the employee is permitted.

The employee is expected to use and handle the car with proper and due care, in accordance with the Car Policy.

- The employee will never drive the company car in a state of drunkenness or when under the influence of heavy medication or drugs.
- The employee will comply with local traffic regulations.
- Driving is not covered by the insurance in conditions with an increased risk of damage, accidents or shortening of lifespan (i.e. apparent inappropriate speed in the case of fog, snow, sleet or heavy rainfall, excessive fatigue behind the wheel, steamed up or frozen windows, poor condition of the tyres, etc.)
- The employee will always leave his car properly locked at a safe parking lot. It is forbidden to leave valuable objects such as a mobile phone, PC, etc. visible in the car.
- The car must always be available in proper driving condition. The employee will regularly clean the car (incl. interior) – the costs related to this will not be reimbursed by ON (car wash).
- Employees are strongly discouraged from offering lifts to hitchhikers.
- Smoking in the car is not permitted.
- The transport of pets in the car is not recommended.
- Hands free calling is obliged.

In the event of improper use of the car, the employee will be required to pay all costs for which his responsibility has been established.

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8.2 Restrictions of use

The employee will always ensure that he/she does not entrust the car to third parties who are not in compliance with the legislation / regulations.

As long as they have a valid permanent driving license - approved in the country of driving - the employee is entitled to have the car driven by:

- The partner of the employee (spouse, registered/actual cohabiting partner)
- Children living at the same address of the employee. In case an increased franchise by the insurance (accident) is applicable, this will be fully charged to the employee.
- ON colleagues for professional use only, franchise will remain applicable to the employee 'owning' the car.
- Other persons on condition that the employee is in the car also, except in the situation in which the employee is present for the outbound/inbound journey (e.g. when he's taken to the airport).

△ Whoever drives the car, the employee remains liable for payment of all type of damage costs.

The car may not be used for:

- Speed, performance and reliability trials or similar activities;
- Giving driving lessons;
- Subrent or transport of people for payment;
- Any other use which creates an increased risk of damage, accidents or shortening of lifespan (e.g. transport of very heavy equipment, large items that may damage the interior, transport of hazardous and/or explosive substances, etc.)
- No equipment may be installed that could cause damage to the car or reduce its service life.

Non-compliance with the restrictions of use may lead to the discontinuation of the right of use.

8.3 Maintenance and repairs

The employee must have his vehicle serviced in accordance with the guidelines and the standards of the manufacturer and the leasing company.

The leasing company and ON expect the employee to be actively involved in the **maintenance** of the car. This means that the employee:

- Has the car serviced by an authorised dealer according to the predetermined servicing schedule (free choice), an annual servicing session is a must;
- Regularly checks the oil and water level and has them refilled in time by an authorised dealer;
- Refuels the correct type of fuel, anti-freeze;
- Regularly checks the tyres (pressure, profile), and makes sure to follow the guidelines of the manufacturer regarding type/size if any replacements are required;

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Within the home country:

- Maintenance and repairs are exclusively carried out by a service partner of the leasing company (see vehicle documents / guidelines for the driver),
- The employee is required to contact the leasing company before having repairs / replacement of parts carried out,

Abroad:

- Maintenance and repairs may only take place after the road assistance service of the leasing company has been notified and their approval has been received (see item 8.7 – Road assistance (home country & abroad),
- The employee asks to have the invoice sent directly to the leasing company,
- If the employee is required to pay the invoice himself, he has to follow the instructions of the leasing company and request an invoice and proof of payment. Upon return, the employee forwards this invoice & proof of payment to the leasing company.

8.4 Tyres

Changing the tyres (winter/summer change-over) is obligatory and is always carried out by a tyre partner of the leasing company. A list of the tyre partners is available in the 'vehicle documents – guidelines for the driver' or can be obtained from the leasing company.

To ensure a fluent change the employee will make the necessary appointments for the tyre change well in advance.

8.5 Fines / traffic offences

Fines and costs arising from a traffic offence or violation are payable by the employee.

The leasing company or ON forwards the fines directly to the employee (usually in digital format). If ON is charged with the payment of the fine/offence, ON will recover this from the employee in question.

The employee is expected to cooperate with the police and to provide his/her personal data. The employee acknowledges that ON may be required to submit personal information to the authorities, under consideration of the privacy legislation.

8.6 What to do in case of damage to the car/ accident during the leasing period?

The procedure below must be followed, even in the case of minor damage.

△In the event the accident occurs during travel for business purposes (work/home excluded) the following additional info always needs to be provided to HR (PR for Belgium) within 24 hours:

- photographs
- manager confirmation on the business travel (email)

Accident WITH counterparty	<ul style="list-style-type: none"> • Immediately notify the police if there: <ul style="list-style-type: none"> ○ are injured persons (required by law) ○ is a dispute regarding liability (e.g. the other driver refuses to give his version of the facts, no vehicle documents, etc.) • Forward a European accident form (see vehicle documents) and/or police report* (if applicable) to the leasing company with copy to HR (PR for Belgium) within 24 hours of the accident. The employee ensures that the accident form (including overleaf) is completely and correctly filled in and signed by all parties involved.
Accident WITHOUT counterparty or damage caused by the employee	<ul style="list-style-type: none"> • Notify the leasing company within 24 hours (by phone, online, etc. – see vehicle documents) • In case of a hit and run** or a wild animal, immediately notify the police. Forward the police report* within 24 hours to the leasing company.
Vandalism***	<ul style="list-style-type: none"> • Notify the police within 24 hours of the damage being noticed. • Notify the leasing company within 24 hours (by phone, online, etc. – see vehicle documents), incl. police report* • Forward a copy of the police report* to HR (PR for Belgium) • Forward clear pictures of the damage to HR (PR for Belgium)
Burglary in the car	<ul style="list-style-type: none"> • Notify the police within 24 hours of the burglary / theft being noticed.
Theft of the car, keys or vehicle documents	<ul style="list-style-type: none"> • Notify the leasing company within 24 hours (by phone, online, etc. – see vehicle documents), incl. police report*.
Glass breakage/damage	<ul style="list-style-type: none"> • Immediately notify the leasing company and follow the instructions to prevent worse damage. • The repair or replacement must be carried out by a partner of the leasing company. • Glass breakage resulting from vandalism: also see vandalism.

*If the employee hasn't received the police report within the above mentioned time frame, the police report number has to be provided. If no police report was issued, the employee has to provide proof of communication with the police

***Definition of hit and run:*

1. any **driver** of a vehicle or of an animal who, knowing that this vehicle or this animal was the cause of or **gave rise to an accident in a public place**,
2. and who, knowing that he himself was the **cause** of or **gave rise** to a traffic accident in a public place, **takes flight** in order to evade appropriate observations, **even if the accident is not due to any fault of his own**.

*** *Definition of vandalism:* the intentional and unlawful destruction, damaging, disabling or concealment of a good that belongs to another party, either entirely or in part.

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The leasing company will confirm the receipt of the accident form/notification directly to the employee and will provide guidelines regarding the place where the company car should be taken for possible expertise and repairs.

If the company car is no longer roadworthy, road assistance (see item 8.7) may be called upon according to the instructions specified in the ‘vehicle documents – guidelines for the driver’. Also see item 8.8 - Replacement car.

If the company car is found after it was stolen, the leasing company will make a decision with respect to any repairs and the employee is required to take the company car back.

If the company car is declared a ‘total loss’ by the expert/insurance company, the employee is entitled to start the order procedure as soon as HR has received the relevant official confirmation.

8.7 Road assistance (home country & abroad)

In the case of breakdown, damage to the car (not caused by an accident) or in the case of an alert signal from the on-board computer, the employee will contact immediately the road assistance service of the leasing company (not the garage). The emergency number is stated in the vehicle documents / guidelines for the driver or on the road assistance card. The employee shall follow the instructions of the road assistance service.

8.8 Replacement car

A replacement car will only be provided by the leasing company if the car is immobilised or in the case of theft, and is usually a car of a lower type. Whether, and for how long a replacement car is provided varies from country to country. Please refer to the country-specific annex in this context.

General rules: When the employee receives the replacement car, a document must be signed stating the fuel level and any existing damage. This document will be used as reference for the possible reclaiming of fuel costs or damage.

The employee is required to return the replacement car cleaned and with the same fuel level as when it was received. If these conditions are not met, the costs involved will be charged to the employee.

In case of damage/accident, the same procedure as for the company car applies (see item 10 - Costs associated with the use of a company car).

9. Insurance

9.1 Coverage

Insurance is included in the lease. The insurance covers the use of the company car for both professional and private purposes. This insurance contains several components:

1) Civil Liability (= compulsory insurance)	Covers the material, physical and moral damages of each victim. <ul style="list-style-type: none"> • Physical damage to the passengers is covered by the Civil Liability (with the exception of Germany = coverage by the personal liability insurance) • Physical damage to the driver is not covered by this component, but through the driver's policy. • Physical damage to the a third party is covered by the Civil Liability
2) Driver	Covers the physical damage to the driver. Exception = Switzerland, where every driver must be covered by an accident insurance; employees are covered by the accident insurance of the employer.
3) Legal assistance	= assistance by a lawyer in case of criminal defence (e.g. summons before the police court in the case of serious traffic offences), or to recover damage suffered.
4) Comprehensive	Mainly covers damage to the own car caused by fire, glass breakage, theft or accident for which there is no liable third party, or in case of own fault.

9.2 Territorial scope of the coverage

The international motor insurance certificate (= green card) specifies the countries for which the insurance is valid. The employee undertakes not to leave the countries listed on the 'green card' with his vehicle without obtaining an insurance extension in advance through the leasing company.

10. Costs associated with the use of a company car

All **maintenance and repair costs** that arise from the **normal use** of the company car are included in the leasing contract and are **payable by ON**.

Below is a summary of the franchises / costs that are passed on to the employee in case of:

- Damage due to an accident (intervention by the insurance company)
- Other damage during the lease
- Damage at the end of the lease / upon the return of the car

A franchise will only be charged to the employee in the event ON receives an invoice from the leasing company and in the event the invoiced amount is lower than the franchise, only the invoiced amount will be charged.

10.1 Damage due to an accident (intervention by the insurance company)

The employee is <u>not responsible</u> for the accident and the <u>counterparty is known</u> (= recoverable damages).	no franchise
The employee is <u>responsible</u> for the accident and the <u>counterparty is known</u> (= non-recoverable damages).	<ul style="list-style-type: none"> • 1st damage case: exempt • 2nd damage case: max. 125€ franchise • From the 3rd damage case: max. 200€ franchise
The employee <u>may or may not be responsible</u> for the accident, and there is <u>no counterparty involved</u> , or the <u>counterparty is unknown</u> (=non-recoverable damages)	<p>If the accident occurs during travel for business purpose (work/home excluded), no cost will be charged. HR (PR for Belgium) needs to be informed within 24 hours - including police report and/or European accident form, photographs and confirmation of the manager on the business travel. If this information is not provided in time, the above franchises will be applicable.</p> <p>In case of vandalism / hit and run: Maximum of 125€ franchise if the police report / photographs were forwarded to HR (PR for Belgium) within 24 hours as of the 3rd damage. (the final decision is with HR / PR for Belgium)</p> <p>The counter is set to 0 at the start of a new leasing contract, with the exception of a total loss where the driver was responsible and the counter will continue in the following lease.</p>
<ul style="list-style-type: none"> • e.g. driving against a pole, heavy grit caused by a truck/car that was not identified, an object on the road that could not be avoided, etc. • Vandalism: scratches made by a sharp object (nail, etc.) across several sides, breaking off/kicking off mirrors/wipers; ... • Hit and run: damage to the car caused by an unidentified car, ride off the mirror, etc. 	
Theft of the car / damage caused by burglary	no franchise

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10.2 Other damage during the lease

<u>Glass</u> breakage on windscreen	no franchise
Not reported non-specified abnormalities / damage when <u>collecting the car</u> (see item 6)	the full amount will be charged
Damage that is <u>not covered by the insurance</u> (see item 8.1): <ul style="list-style-type: none"> • Drive the car in a state of drunkenness or under the influence of drugs. • Driving is not permitted in conditions with an increased risk of damage, accidents or shortening of lifespan (i.e. apparent inappropriate speed in the case of fog, snow, sleet or heavy rainfall, excessive fatigue behind the wheel, steamed up or frozen windows, poor condition of the tyres, etc.) △ valuable objects inside the car (clothing, PC, mobile phone, etc.) are not insured	
Damage caused by <u>intent, gross fault, lack of care or negligence</u> of the employee	
<u>(Consequential) damage not covered by the maintenance contract:</u> <ul style="list-style-type: none"> • costs arising from the fact that the employee had been driving for too long with a defect, • not respecting the maintenance schedule, • engine damage as a result of driving with motor oil and/or coolant level too low, • filling up with the wrong fuel, • wheel covers / burst tyre, • certain damage to the interior (cup holder, sun visor, etc.) • 	the full amount will be charged Exception: costs for the repair/replacement of tyres.

10.3 Damage at the end of the lease / upon the return of the car

Damage or cleaning costs as a result of smoking (forbidden) / pets	the full amount will be charged
Damage caused by transporting very heavy equipment, large items that damage the interior, additional equipment fitted on the car (tow bar, bike carrier), ...	the full amount will be charged
Damage to the car that is not considered to be acceptable wear and tear by the leasing company including non-repaired accident damage (with the exception of the tyres).	75 % will be charged (on the basis of the invoice payable by ON, keeping into account any smart repairs, depreciation/reduced value, etc.)

The same rules apply to temporary cars/pre-delivery cars for the duration in which the employee is making use of the temporary car/pre-delivery car. Any invoice from the leasing company for fuel costs (see item 5.4) will be charged in full to the employee.

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Franchise is taken into account for each damage case. For instance: in case your car is damaged at two places, which cannot be caused by the same accident, the employee will need to pay twice the franchise cost.

The following costs are also payable by the employee:

- All fines and costs arising from traffic offences and violations, insofar as these have not been committed by ON or the leasing company;
- All costs arising from the seizure of the car by police or prosecutors if the employee is guilty of traffic offences or other violations;
- Costs due to the duplication of vehicle documents;
- Costs due to the loss of keys, remote control, key passports;
- Costs arising from vandalism / hit & run, burglary or theft if not certified by an official police report.

10.4 Procedure of charging costs

- HR (PR for Belgium and Slovakia, Finance for Czech Republic) will forward the financial statement to the employee by e-mail (registered mail for Czech Republic and Slovakia).
- If the employee does not respond within 15 working days, the statement will be deemed to be accepted.
- The employee will deposit the amount for the costs into the general account of ON within 3 months after he/she received the financial statement.
- If the costs remain unpaid after 3 months, the outstanding cost will be deducted from the next payroll / salary payment.

In case of a termination of the employment contract, a deposit of 450€ will be withheld from the payment of the employees final salary. The final statement and details of the costs will follow by letter within a maximum period of two months after leaving ON and will result in the regularisation of the final balance.

10.5 Tax implications associated to the use of a company car

In most countries, the private use of the company car (fuel card), pre-delivery car and replacement car is a benefit in kind. This benefit in kind will be determined in accordance with the current legislation.

If the legislation with regard to the calculation of benefit in kind is changed, the new regulation will be applied without compensation from ON.

For more information on this, please refer to the country-specific annex. Note the information in the country-specific annex is a guide only and each case needs to be verified.

ON

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1. France

1.1 Contacts

ON			
HR	Main contact: Peggy Van Landeghem	+32 55 33 24 17	peggy.vanlandeghem@onsemi.com
	Backup: Sofie Van Huffel	+32 55 33 27 30	sofie.vanhuffel@onsemi.com
Leasing companies			
Arval	Drivers service	0800 32 88 17	ArvalServiceClients@arval.fr

1.2 Company car eligibility

The following employees are entitled to a company car:

- The employees as specified in section 3.1 of the general procedure.

1.3 Choice of company car

Category	Salary Grade			
	9 - 10	11 - 12	13 - 15	16 - 18
Monthly lease budget	Budget 1: 600€	Budget 2: 700€	Budget 3: 760€	Budget 4: 900€
VAT	included in the budget			
TVTS	included in the budget			
Max CO2	125g	140g	145g	155g

1.4 Return of the company car / local dealer / cost associated

If is more beneficial for ON from a cost point of view, it is allowed to have the car repaired by a local dealer before it's returned to the leasing company. This will only be possible after the employee received approval from HR. The 75% will be charged.

1.5 Replacement car

A replacement car will be foreseen in any country covered by the 'green card' in case of an accident, mechanical breakdown, theft, attempted theft, vandalism or fire. No replacement car during maintenance of the car.

When the car is repaired, the leasing company will inform the user by SMS. The employee has 24 hours to return the replacement car. If the car has not been returned within this time frame, the cost of the replacement car will be charged to the employee.

1.6 Fuel card

Brand: SHELL card (accepted by SHELL, AVIA, ESSO and ESSO EXPRESS).

The fuel card can only be used in France and the surrounding countries (Belgium, Luxembourg, Germany, Switzerland, Italy, Spain, Andorra, Monaco).

△ If you lose your fuel card, please contact Arval immediately by telephone 0800 32 88 17 or by email: cartecarburant@arval.fr.

The card will then be blocked immediately. Notification of the loss must also be submitted in writing to – cartecarburant@arval.fr – replacement will then be provided automatically.

1.7 Tax implication for use of a company car

In France the private use of a company car + fuel paid by the employer is considered a taxable benefit in kind for the employee, subject to personal income tax, social security contributions (both employee and employer contributions) and CSG/CRDS contributions.

Calculation of the monthly taxable benefit in kind:

- 40% of the total lease/rental cost VAT included (financing, service, insurance, fuel);

BUT the taxable benefit for the car is **limited to the ceiling of 12%** of the purchase price of the car (VAT included) divided by 12 to have a monthly amount.

The benefit in kind will be added to the monthly salary and is subjected to social security contributions.

Example of the benefit in kind calculation for company car / fuel card	
Company car:	Assumption 1: purchase price = 30.000€ à (12% of 30.000€) / 12 = 300€ → 260€ < 300€ à Monthly taxable benefit for the car = 260€
	Assumption 2 : purchase price = 20.000€ à (12% of 20.000€) / 12 = 200€ → 260€ > 200€ à Monthly taxable benefit for the car is limited to 200€

1.8 Other

As of July 2012, an alcohol test (ethylotest) should be available in the car.