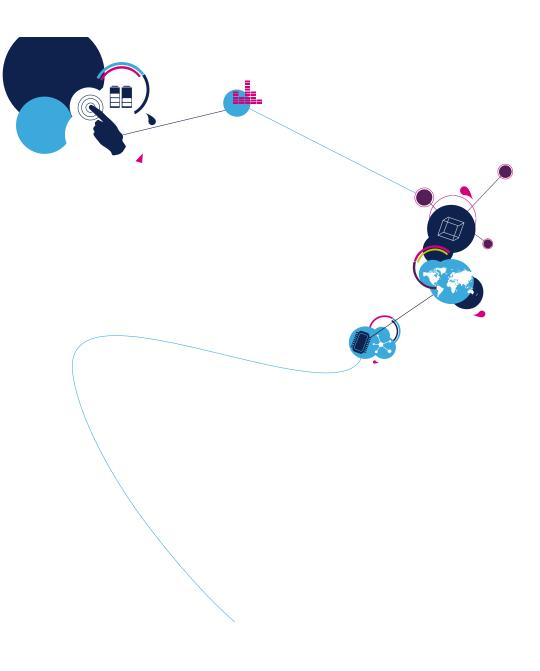
# STMicroelectronics Q4 & FY13 Earnings

January 28, 2014 Paris





	Time	Presentation	Agenda 2
	11:00 am	Introduction	Tait Sorensen
	11:05 am	Q4 & FY13 Business and Financial Performance	Carlo Ferro
	11:25 am	Embedded Processing Solutions	Jean-Marc Chery
	11:45 am	Sense, Power & Automotive	Georges Penalver
	12:05 pm	Strategy and 2014 Priorities	Carlo Bozotti
	12:30 pm	Questions & Answers	
life.augmented	13:00 pm	Lunch	

### Forward Looking Statements

Some of the statements contained in this release that are not historical facts are statements of future expectations and other forward-looking statements (within the meaning of Section 27A of the Securities Act of 1933 or Section 21E of the Securities Exchange Act of 1934, each as amended) that are based on management's current views and assumptions, and are conditioned upon and also involve known and unknown risks and uncertainties that could cause actual results, performance, or events to differ materially from those anticipated by such statements, due to, among other factors:

- Uncertain macro-economic and industry trends:
- Customer demand and acceptance for the products which we design, manufacture and sell;
- Unanticipated events or circumstances, which may either impact our ability to execute the planned reductions in our net operating expenses and / or meet the objectives of our R&D Programs, which benefit from public funding;
- Future events or circumstances, which may have an impact on the timing and final cost of the wind down of the ST-Ericsson joint venture;
- The loading and the manufacturing performance of our production facilities;
- The functionalities and performance of our IT systems, which support our critical operational activities including manufacturing, finance and sales;
- Variations in the foreign exchange markets and, more particularly, in the rate of the U.S. dollar exchange rate as compared to the Euro and the other major currencies we use for • our operations:
- The impact of intellectual property ("IP") claims by our competitors or other third parties, and our ability to obtain required licenses on reasonable terms and conditions;
- Restructuring charges and associated cost savings that differ in amount or timing from our estimates;
- Changes in our overall tax position as a result of changes in tax laws, the outcome of tax audits or changes in international tax treaties which may impact our results of operations as well as our ability to accurately estimate tax credits, benefits, deductions and provisions and to realize deferred tax assets;
- The outcome of ongoing litigation as well as the impact of any new litigation to which we may become a defendant;
- Natural events such as severe weather, earthquakes, tsunami, volcano eruptions or other acts of nature, health risks and epidemics in locations where we, our customers or our suppliers operate:
- Changes in economic, social, political, or infrastructure conditions in the locations where we, our customers, or our suppliers operate, including as a result of macro-economic or • regional events, military conflict, social unrest, or terrorist activities;
- Availability and costs of raw materials, utilities, third-party manufacturing services, or other supplies required by our operations.

Such forward-looking statements are subject to various risks and uncertainties, which may cause actual results and performance of our business to differ materially and adversely from the forward-looking statements. Certain forward-looking statements can be identified by the use of forward looking terminology, such as "believes," "expects," "may," "are expected to," "should," "would be," "seeks" or "anticipates" or similar expressions or the negative thereof or other variations thereof or comparable terminology, or by discussions of strategy, plans or intentions.



Some of these risk factors are set forth and are discussed in more detail in "Item 3. Key Information — Risk Factors" included in our Annual Report on Form 20-F for the year ended December 31, 2012, as filed with the SEC on March 4, 2013. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in this release as anticipated, believed, or expected. We do not intend, and do not assume any obligation, to update any industry life.augmented information or forward-looking statements set forth in this release to reflect subsequent events or circumstances.





- Q4 & FY13 Business and Financial Performance
- **Embedded Processing Solutions**



Sense, Power & Automotive





**Carlo Ferro** Chief Financial Officer Executive Vice President Finance, Legal, Infrastructure and Services

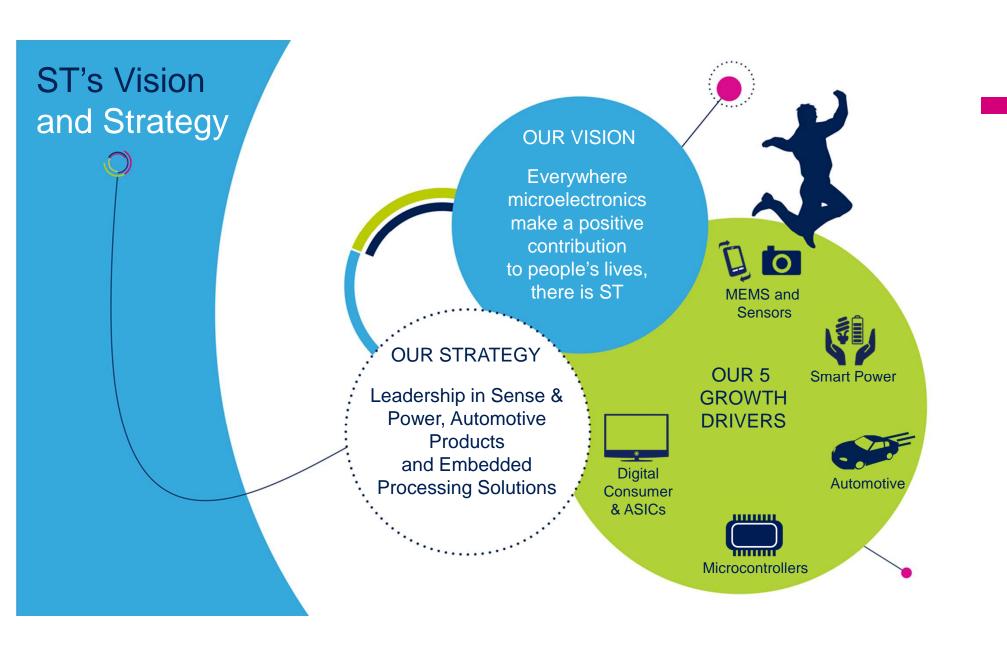




- A global semiconductor leader
- The largest European semiconductor company
- 2013 revenues of \$8.08B
- Approximately 45,000 employees worldwide
- Approximately 9,000 people working in R&D •
- 12 manufacturing sites .
- Listed on New York Stock Exchange, Euronext Paris and Borsa Italiana, Milano

As of December 31, 2013

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Our MEMS & Sensors are augmenting the consumer experience







Our digital consumer products are powering the augmented digital lifestyle



Our automotive products are making driving safer, greener and more entertaining



Our smart power products are making more of our energy resources



Our Microcontrollers are everywhere making everything smarter and more secure

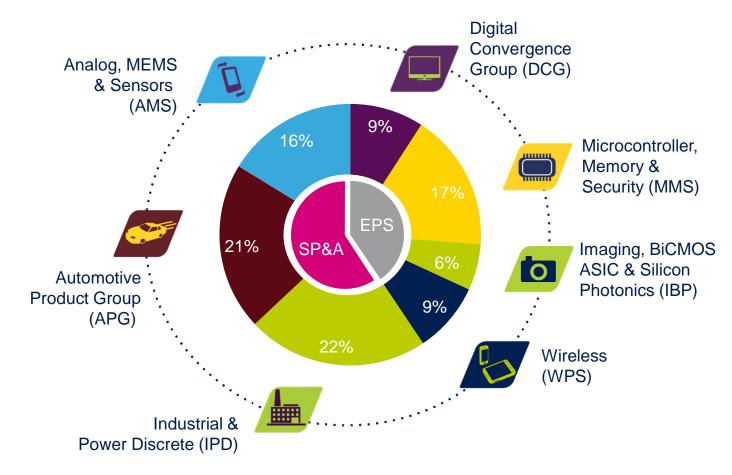






\* Former ST-Ericsson legacy products

### FY13 Revenues by Product Groups



Embedded Processing Solutions (EPS)

Sense & Power and Automotive Products (SP&A)

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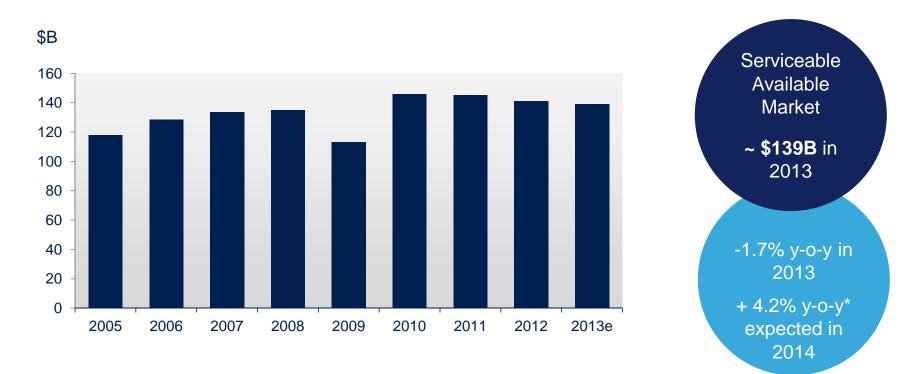
# ST-Ericsson Split Up Completed

Transfers to Transfers to External jobs	Design, development and sales of LTE multimode thin modem products, with about 1,800 employees and the Connectivity activities         Design, development and sales of LTE multimode thin modem products, with about 1,800 employees*         Design of GNSS business and other Connectivity activities         Transfer of Linux SW development team         Orgoing process to sell patents
Split-up completed on August 2, 2013	<ul> <li>Wind down of remaining ST-Ericsson activities ongoing with both parents assuming equal funding</li> <li>Exit costs much lower than anticipated</li> </ul>
Deconsolidation of ST-Ericsson as of September 2013	<ul> <li>Consolidation of the wind-down activities by equity method</li> <li>Former ST-Ericsson legacy product revenues and margins registered in the EPS segment</li> </ul>



\*As of March 2, 2013

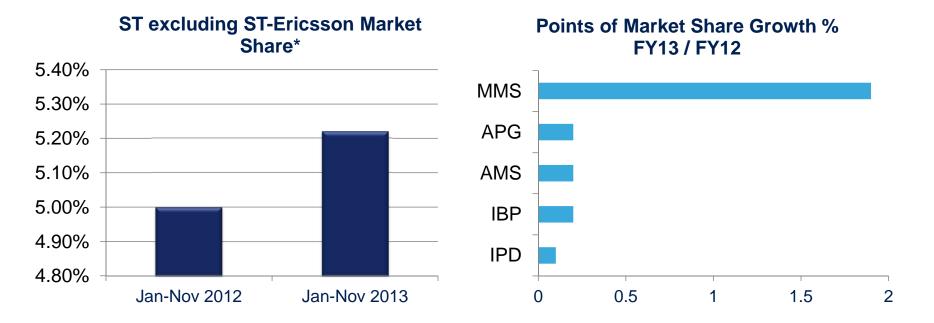
### Semiconductor Market ST SAM





\* WSTS market growth expectation; ST SAM includes Image Sensor

### ST Market Share 13



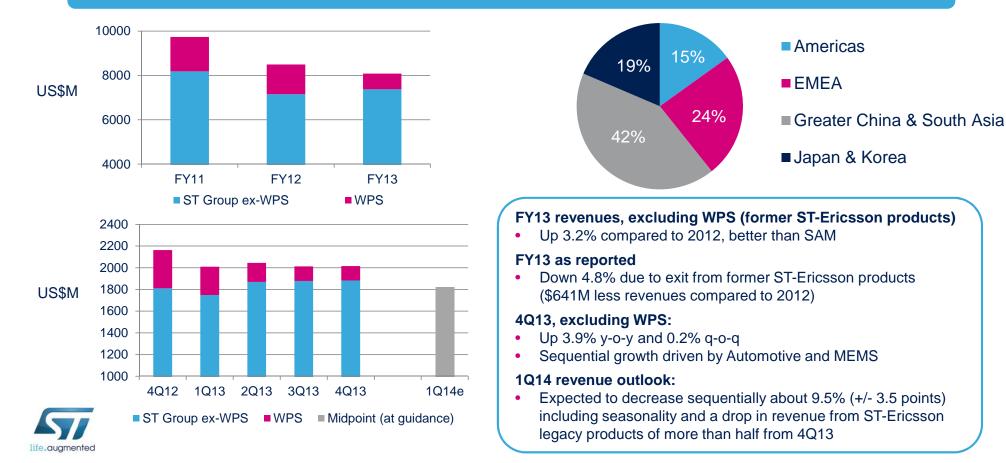
#### Every product group contributed to the market share gain with the exception of DCG



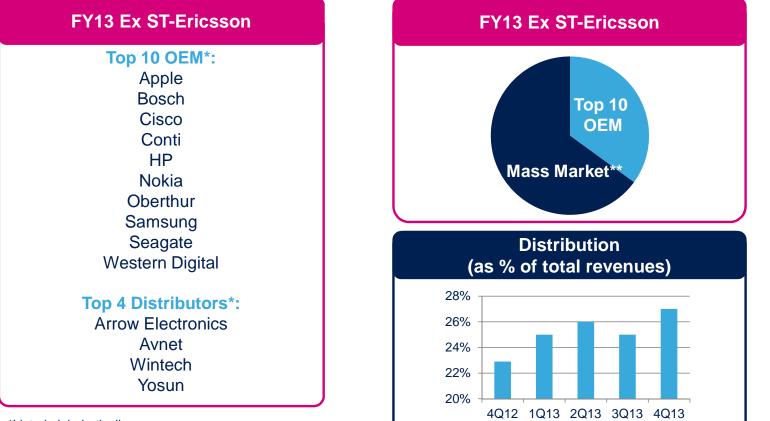
\*WSTS - November 2013, SAM including Image Sensor Market, ST

### **ST Revenues**

#### **FY13 Revenues = \$8.08B**



### Expanding the Customer Base

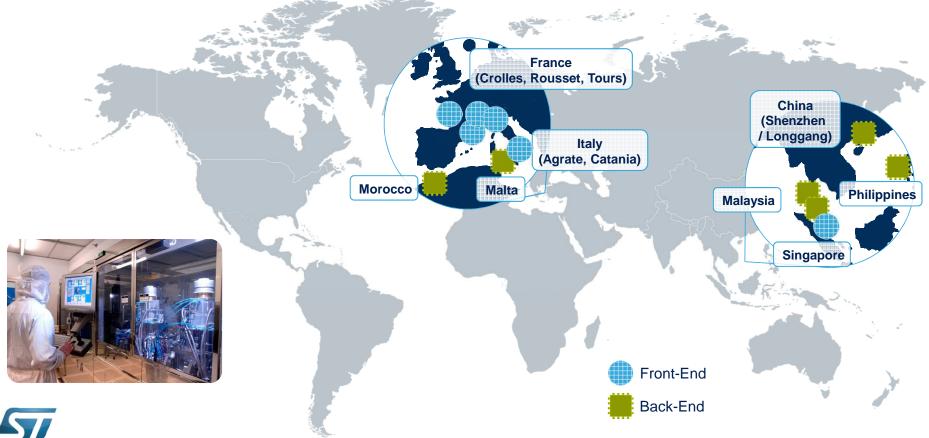




\*Listed alphabetically \*\* Mass market includes Distribution, Online Accounts and Core Key Accounts

## Flexible and Independent Manufacturing

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# Financial Performance

In US\$M, except EPS	1Q13	2Q13	3Q13	4Q13	F	Y13	FY12
Net Revenues	2,009	2,045	2,013	2,015	8	,082	8,493
Gross Margin	31.3%	32.8%	32.4%	32.9%	3:	2.3%	32.8%
Operating Income (Loss) before impairment & restructuring Operating Margin before impairment & restructuring	(180) (9.0%)	(64) (3.1%)	54 2.7%	18 0.9%		173) 2.1%)	(705) (8.3%)
Impairment & Restructuring charges	(101)	(43)	(120)	(29)	(2	292)	(1,376)
Net Income – Reported	(171)	(152)	(142)	(36)	(	500)	(1,158)
EPS Diluted Adjusted EPS Diluted*	(0.19) (0.13)	(0.17) (0.06)	(0.16) (0.03)	(0.04) (0.01)	-	).56) ).23)	(1.31) (0.33)
Free Cash Flow* Net Financial Position	(65) 1,013	(134) 809	(72) 739	91 741		179) 741	33 1,192
Effective Exchange Rate €/\$	1.31	1.30	1.31	1.34		1.31	1.31



\*See appendix

### ST Gross Margin

#### 4Q13 Gross Margin : 32.9%

#### Up 50 basis points sequentially

- Primarily due to manufacturing efficiency improvement
- Fab loading still sub-optimal

#### 1Q14 outlook

• 32.4% +/- 2 points, still affected by unused capacity charges

#### Focus on progressive improvement in gross margin

- Optimize fab loading and manufacturing efficiency
- Structural changes to our manufacturing footprint ongoing: Singapore (AMKJ9) and China (Longgang);
- Product mix: phase-out of former ST-Ericsson products, pruning low margin products, accelerate innovation



# ST Operating Expenses 19

#### **4Q13 Operating Expenses**

#### Further progress meeting our target range

Combined 4Q13 SG&A and R&D at \$656M

- Down \$20M sequentially and \$220M y-o-y
- Mainly reflecting ongoing cost reduction initiatives
- \$628M net of \$28M R&D grants

#### Our net operating expenses target range reached in 4Q13, one quarter ahead of plan

- Net operating expenses target in the range of \$600M to \$650M average per quarter
- Includes SG&A and R&D expenses net R&D grants
- Targeting to move towards the lower end of the range







#### **4Q13 Operating Results**

Return to positive operating income before impairment and restructuring charges

4Q13 Operating Income at \$18M

- Attributable operating income up \$84M y-o-y
- Excluding 3Q13 gain on sale of businesses, attributable operating income improved by \$37 million sequentially

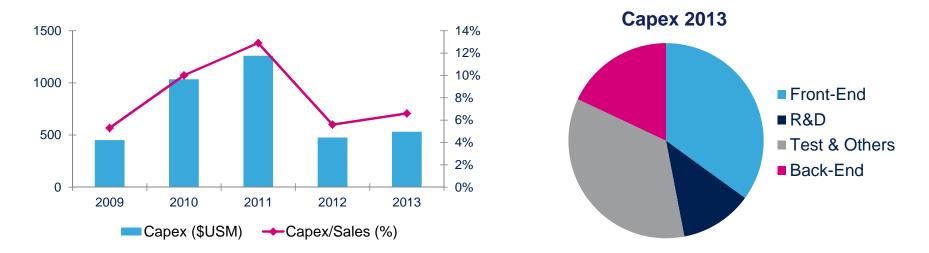
#### **Operating Margin Improvement Drivers in 2014**

- Leverage on revenue growth in 2nd half
- Ramp of new world class products
- Distribution and mass market initiatives

- Manufacturing performance and optimization
- Further OpEx savings
- "Nano 2017" R&D grants program



### Assets Lighter Model 21



- Proven ability to significantly modulate Capex
- 2013 Capex : \$531M or 6.6% capex/sales ratio
- 2014 Capex anticipated to be at a similar level (in US\$) as 2013, based on current visibility



# Net Financial Position\* 22

End of period (US\$M)	Dec. 31, 2013	Sep. 28, 2013	Dec. 31, 2012	
Available Cash and Marketable Securities	1,894	1,526	2,489	
Non-Current Restricted Cash	-			
Total Liquidity	1,894	1,526	2,493	
Short term borrowings and current portion of LT debt	(225)	(168)	(630)	
Long-term debt	(928)	(619)	(671)	
Total Financial Debt	(1,153)	(787)	(1,301)	
Net Financial Position	741	739	1,192	

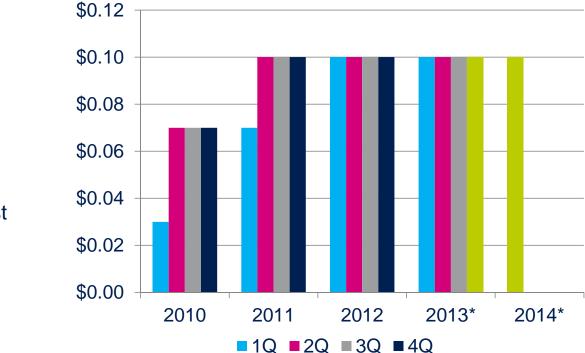
#### **Maintaining a Strong Financial Position**

- Positive free cash flow of \$91 million in 4Q13 ٠
- About \$730 million of available committed credit facilities ٠



\* See appendix

### Dividend Evolution 23



- Quarterly dividend distribution on a semi-annual resolution
- Dividend maintained at US\$0.10 per share per quarter in 4Q13 and 1Q14
- 5.2% dividend yield among the highest in the semiconductor industry.



\*4Q13 and 1Q14 dividend as adopted at the Extraordinary General Meeting on December 2, 2013



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\*Based on an average effective exchange rate of 1.30 Euro/dollar \*\*By the beginning of 2014; includes SG&A and R&D including R&D grants

# Targeting our Financial Model 25

### **On-going Initiatives**

- ST-Ericsson wind-down substantially completed
- Revenue expansion initiatives
- Product mix
  - Product / Technology innovation
  - Product portfolio reviews
  - Low margin products pruning

- Operating Expenses optimization plan
- Front End Manufacturing
  - Singapore 6" phase out and 8" expansion
  - Catania 6" to 8" conversion
- Back End Manufacturing
  - Consolidating China back-end operations to Shenzhen

### We continue to aggressively pursue our objective to reach an operating margin of about 10 percent

- The timing will depend greatly on our level of revenues
- Based on current visibility including market conditions, reaching this operating margin target is expected in mid-2015









**Embedded Processing Solutions** 





### **Embedded Processing Solutions**

Jean-Marc Chery Executive Vice President

General Manager, Embedded Processing Solutions





# Embedded Processing Solutions 28



#### **3 product groups** DCG **IBP** MMS **Digital Consumer** Imaging, **BiCMOS** Microcontroller. **ASIC & Silicon** Memory & Group **Photonics** Security

#### **2 Front-End Manufacturing sites**

Focus on digital CMOS (12") & derivative technologies (8/12") Partnerships for process development and manufacturing









# Driving EPS success 29

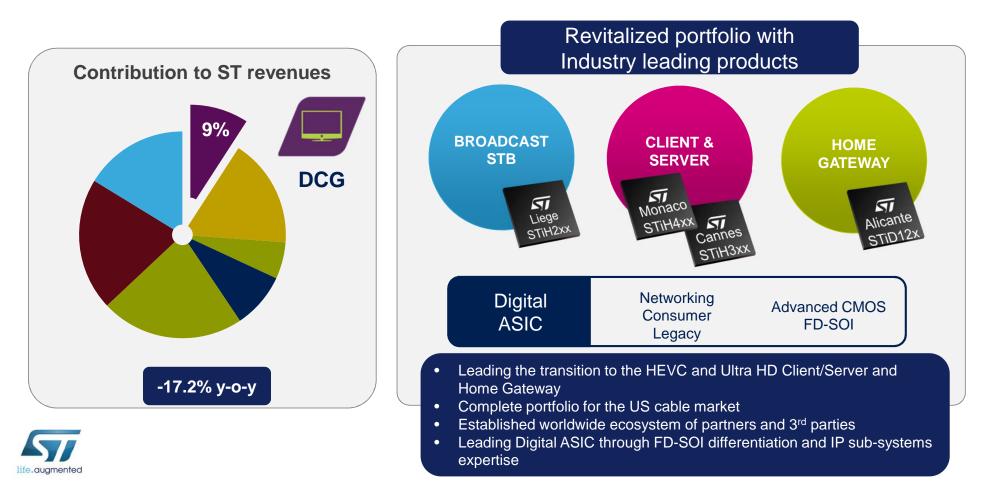
- Digital Convergence Group turnaround in two waves to double revenues by Q4 2015
- **FD-SOI** moved from a technology opportunity to a massive revenue generator for 2015
- Diversification of our technology and customer base in **imaging**
- Continue to aggressively win market share in microcontrollers towards leadership







# DCG – Digital Convergence Group 30



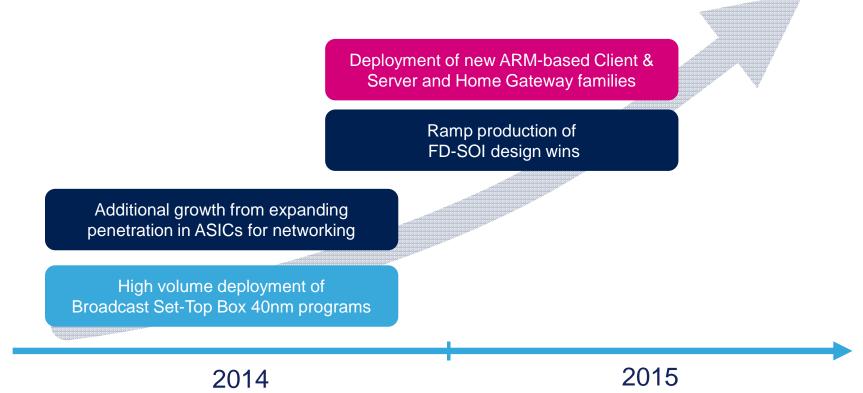


# DCG – Digital Convergence Group 31

Products	hts 2013 Customers		
<ul> <li>New ARM-based Client &amp; Server portfolio supporting Ultra HD and HEVC</li> </ul>	<ul> <li>Strong traction and early customer adoption of new client and server portfolio following IBC launch</li> <li>Multiple design wins in Ultra HD and HEVC video including US cable and European satellite markets</li> <li>5 major design wins in Q4</li> </ul>		
<ul> <li>DOCSIS 3.0 certification for SoC for cable-data gateway and interactive set-top box markets</li> </ul>			
<ul> <li>Successful sampling and validation of first FD-SOI customer projects</li> </ul>			
	• 15 active designs in <b>FD-SOI</b> , including multiple design wins in ASIC for networking and consumer		

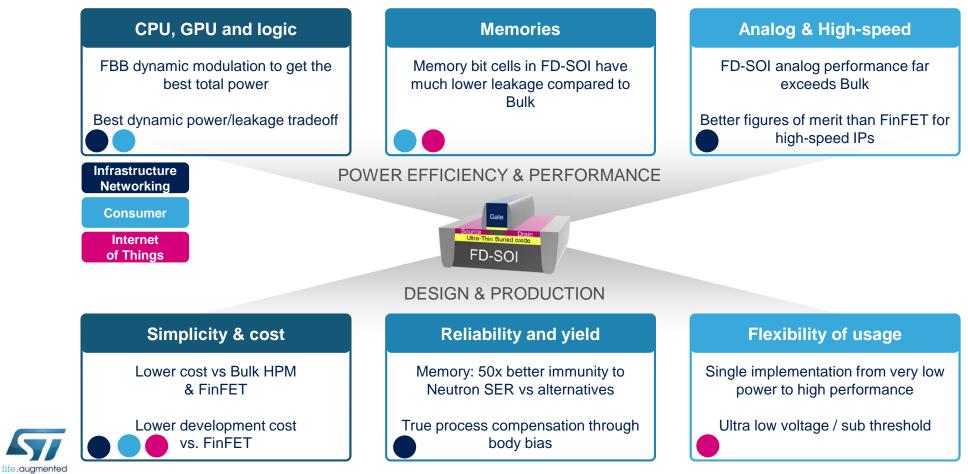


# Doubling DCG Revenues by Q4 2015



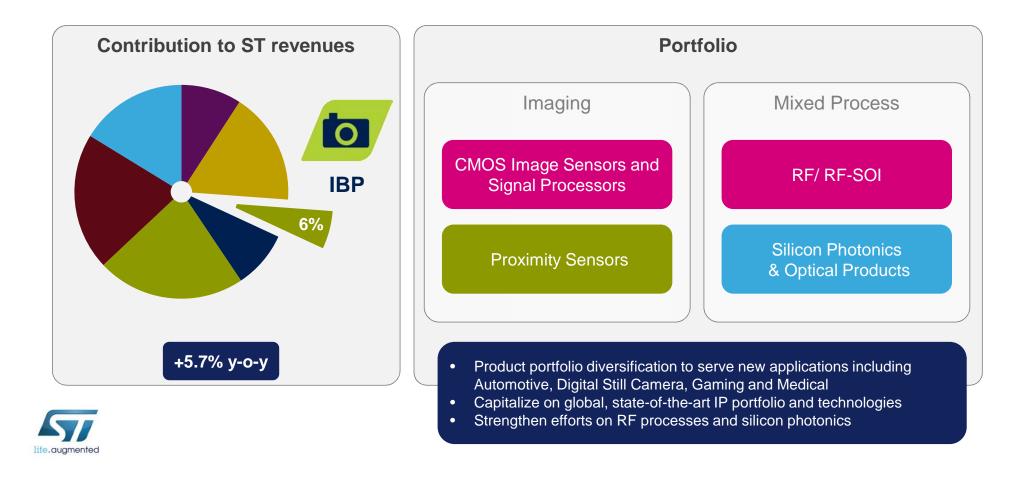


# FD-SOI: Efficiency at all levels 33



# IBP – Imaging, BICMOS ASIC & Silicon Photonics 34

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## IBP – Imaging, BICMOS ASIC & Silicon Photonics 35

Highlights 2013				
Products	Customers			
<ul> <li>Productization of FlightSense<sup>™</sup> proximity sensing technology</li> </ul>	<ul> <li>Good traction on diversification to new customers and applications such as automotive</li> </ul>			
<ul> <li>Volume production of image sensors based on proprietary backside-illumination (BSI)</li> </ul>	<ul> <li>Ramped production of new customers with ISP win at a leading phone OEM and high-value</li> </ul>			
<ul> <li>High-performance Image Signal Processor and sensor for automotive and security applications</li> </ul>	<ul> <li>dedicated ISP for a leading consumer brand</li> <li>30+ new ASIC projects in BiCMOS and Silicon</li> </ul>			
<ul> <li>Ramping production for 100G and Parallel Optics applications</li> </ul>	Photonics			
Revenue Boosters 2014				
<ul> <li>Ramp innovative proximity sensors based on proprietary FlightSense<sup>™</sup> technology</li> </ul>				
<ul> <li>Deploy new generation of Imaging Signal Processor</li> </ul>				
Continue strong momentum in Silicon Photonics				

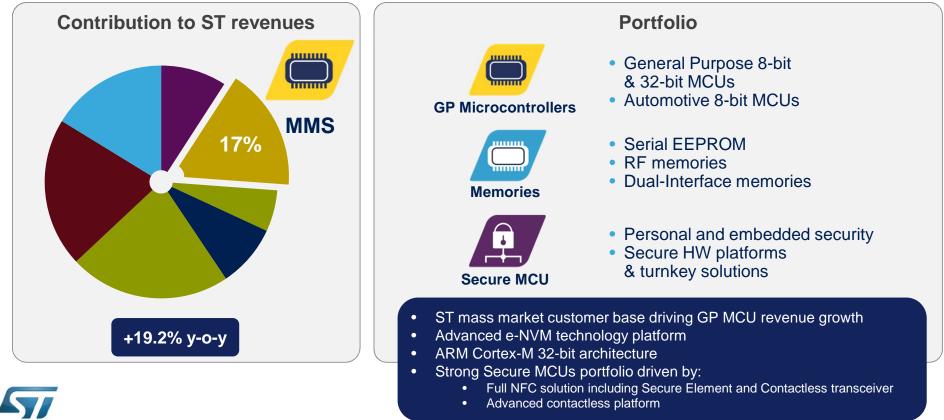
• RF ICs for Mobile and Wi-Fi Front End based on RF-SOI technology





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## MMS – Microcontrollers, Memory & Security



36

### MMS – Microcontrollers, Memory & Security

37

	hts 2013					
Products	Customers					
<ul> <li>Expanded STM32 portfolio with STM32F0 Cortex-M0 product family</li> <li>Introduced second-generation Secure Element that further improves performance and security</li> <li>New family of "dynamic NFC tag" memories enabling NFC connectivity with smartphones for a wide range of electronic devices</li> </ul>	<ul> <li>Confirmed 32-bit leadership with STM32 <ul> <li>Revenue growth &gt; 60% y-o-y to approx. \$350M</li> <li>Major Sensor Hub wins with high performance STM32</li> </ul> </li> <li>Strengthened leading position in Secure Element <ul> <li>ST33 massive deployment in SWP SIM and Embedded Secure Element for NFC smartphones</li> <li>ST33 volumes x 5 vs. 2012</li> </ul> </li> </ul>					
Revenue Boosters 2014						
<ul> <li>Continue to expand the STM32 product line: STM32L0 (Cortex-M0) and STM32L4 (Cortex-M4) to</li> </ul>						

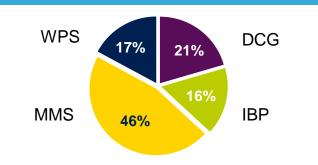
- Continue to expand the STM32 product line: STM32L0 (Cortex-M0) and STM32L4 (Cortex-M4) reinforce position in Ultra Low Power 32-bit Cortex-M arena
- Ramp-up ST31Z Dual Interface Secure MCU for banking in Asia
- Expand the secure portfolio to new value-added applications such as M2M for automotive
- Introducing new low end NFC EEPROM Tags to reinforce our position in Internet of Things market





### **Embedded Processing Solutions**

#### 4Q13 Revenues : \$776M



#### 4Q13 Operating Losses : \$66M



**Operating Loss \*** 



Revenue

### **Operating Margin Mid-term Target**

About 5%

#### **Revenue Boosters in 2014**

- Continued expansion of the General Purpose MCUs
- · Ramp-up of secure MCUs in banking in Asia
- New generation of Set-Top-Box / Home Gateway products
- ASICs for networking
- Imaging signal processors and proximity sensors
- RF-SOI technology

#### **Operating Margin Improvement Drivers in 2014**

- New products expansion
- Customer base expansion initiatives
- Manufacturing performance
- "Nano 2017" R&D grants program
- Opex reduction

\* Operating Income / loss before impairment, restructuring charges. Unused capacity charges are reported in the Group "Others"





- Q4 & FY13 Business and Financial Performance
- Embedded Processing Solutions
- Sense, Power & Automotive



### Sense, Power & Automotive

#### **Georges Penalver**

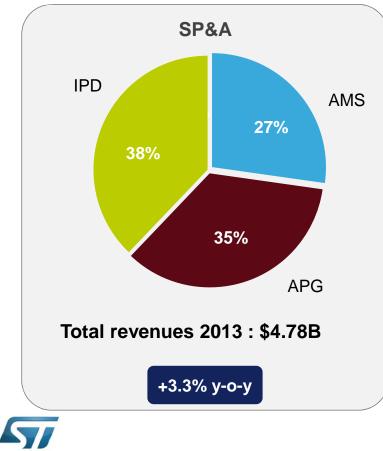
Chief Strategy Officer, Executive Vice President Strategy, Communication, Human Resources and Quality





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# Sense, Power and Automotive



#### 3 product groups AMS Analog, MEMS and Sensors Analog, MEMS Analog, Analog

#### **4 Front-End Manufacturing sites** Focus on analog, power and MEMS technologies





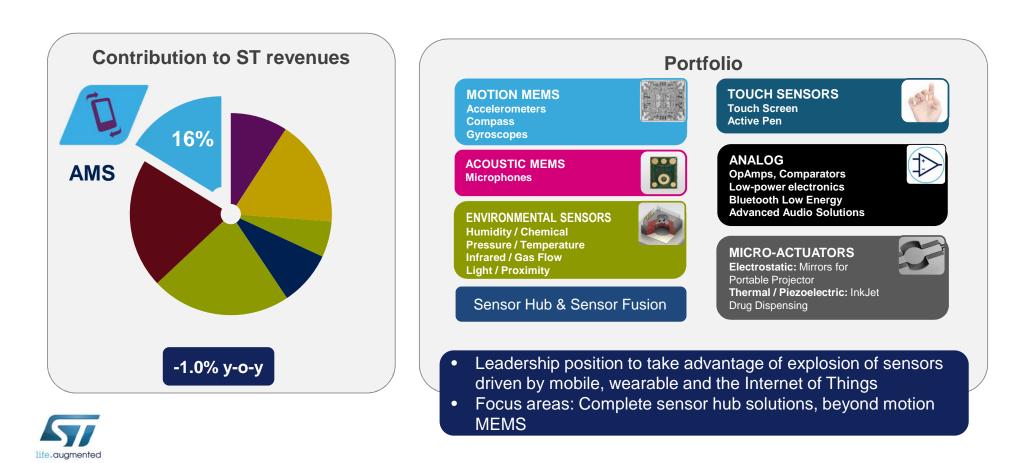
# Driving SP&A Success 42

- Well positioned in markets with favorable trends
  - Automotive semiconductor content increasing
  - Sensors pervasion driven by mobile, wearable and the Internet of Things
  - Macro-economy environment improvement (especially for IPD markets)
- Leveraging recent innovation efforts and product portfolio expansion in **power management**
- MEMS and Sensors expanding beyond motion MEMS and mobile
- Strong position, broad based portfolio and design win pipeline in Automotive
- Distribution and Mass Market Efforts
- Manufacturing efficiency improvement programs: conversion from 6" to 8", consolidation of back-end activities in China





### AMS – Analog, MEMS & Sensors





# AMS – Analog, MEMS & Sensors

Highlights 2013						
Products	Customers					
<ul> <li>New family of Android KitKat-compliant 6-axis smart sensors</li> </ul>	<ul> <li>Consolidating lead motion MEMS position - wins at top phone OEMs &amp; proliferation in wearable</li> </ul>					
<ul> <li>Shipping world's smallest, lowest-power 6-axis compass</li> </ul>	<ul> <li>&gt;100MUnits MEMS microphones shipped to tablet and smartphone makers</li> </ul>					
<ul> <li>iNEMO smart sensor system in high volume</li> </ul>	Multiple environmental sensor wins					
production	<ul> <li>Started shipments of a new touchscreen</li> </ul>					
<ul> <li>Pruning of mature standard logic products</li> </ul>	controller to a large Asian consumer OEM					
	Doubled sales with China smartphone OEMs					

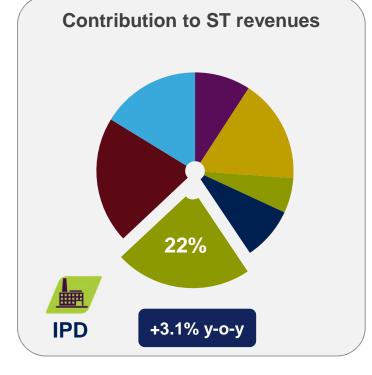
#### **Revenue Boosters 2014**

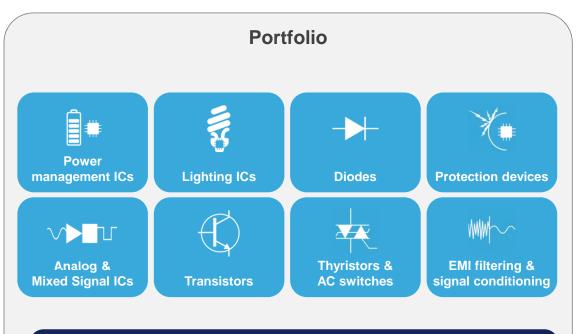
- **Growing**: high-performance microphone, high-accuracy pressure sensors, touchscreen controllers, gyroscope for Optical Image Stabilization
- Continuing to diversify in MEMS: ramp automotive wins
- Ramping production of ultra-low power **smart 6-axis family** for mobile and wearable devices.
- Start production of high-performance touch screen controllers with hovering function
- Major mass market initiative for general purpose analog

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### IPD – Industrial & Power Discrete 45





- Drive revenue growth and profitability through balanced presence between OEM and distribution
- Focus on product development for Industrial and Portable applications



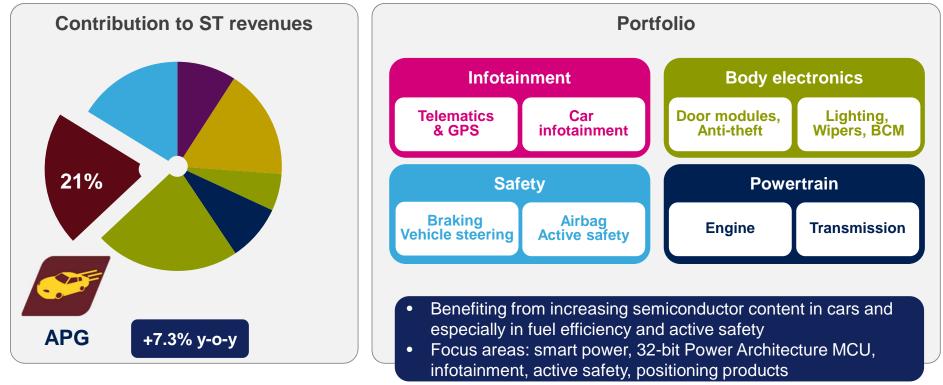
## IPD - Industrial & Power Discrete

Products	hts 2013 Customers					
<ul> <li>World's first intelligent-gateway SoC for metering embedding powerline modem, metrology and diagnostics</li> <li>Introduced best-in-class 600V IGBT and high performance low-voltage advanced trench MOSFET</li> <li>Enlarged X-Spin motion control smart power IC family</li> </ul>	<ul> <li>Volume shipments of tunable capacitors for 4G LTE devices to leading smartphone manufacturers</li> <li>10% growth in distribution and mass market</li> <li>Reinforced leadership in AMOLED driver products</li> <li>New power management IC family for battery management in Mobile Platform and Handsets</li> </ul>					
Revenue Boosters 2014						

- · Expected growth supported by overall macro economic improvement in particular in industrial and housing
- Leveraging our **innovation** efforts in discrete: new super junctions high voltage MOSFET, Trench IGBT portfolio, high performance Rectifiers, advanced low voltage trench MOSFET & Silicon Carbide Diodes and Transistors
- Ramping wins in smartphones & tablets with Tunable Capacitors, RF Couplers, Baluns and Filters
- Confirming leadership in **AMOLED** drivers for smartphones and portable devices with new product generation
- Expanding Power Management IC family in servers thanks to additional resources from ST-Ericsson
- Dedicated regional marketing campaigns for distribution and mass market targeting double-digit growth



## APG – Automotive Product Group







# APG – Automotive Product Group

48

Highlights 2013						
Products	Customers					
<ul> <li>Continued expansion of 32-bit Power Architecture MCU family</li> <li>Leadership confirmed in the area of smart power with latest 110nm BCD9S process</li> <li>Announced latest generation of industry-leading multi-constellation satellite-positioning chips</li> </ul>	<ul> <li>Strong growth across all applications</li> <li>25% of sales through distribution</li> <li>Over \$100M revenues and more than \$2.5B in design wins for 32-bit MCU</li> <li>Double digit-growth in the smart power products</li> <li>Important design wins in telematics &amp; navigation</li> <li>Major growth in active safety with radar &amp; vision</li> </ul>					
Revenue Boosters 2014						

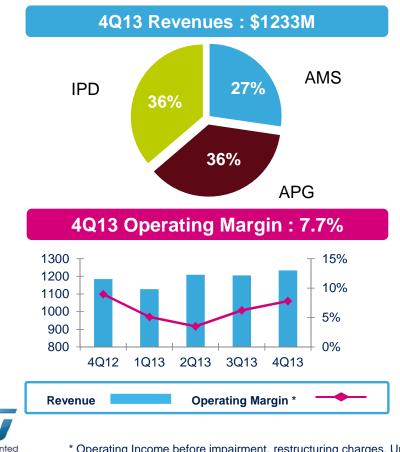
- Continuing to gain market share in **32-bit microcontrollers** doubling revenues
- Continuing major effort on **enlarging customer base** in distribution and mass market highlighting our increased capability to support full system development in Automotive
- Ramping products in new leading-edge technologies: embedded flash on 300mm and smart power
- Focusing on higher margin products: Infotainment, Active Safety, Positioning





# Sense & Power and Automotive





#### **Revenue Boosters in 2014**

- MEMS & sensors next generation products
- 32-bit microcontrollers for automotive
- Power/Smart Power products for industrial & automotive
- Overall macro-economic improvement in the housing and industrial markets
- Major efforts in Distribution and Mass Market

#### **Operating Margin Improvement Drivers in 2014**

- Product mix improvement
- Customer base expansion initiatives
- Optimize fab loading
- Manufacturing efficiency

#### **Operating Margin Mid-term Target** in the range of 10-15%

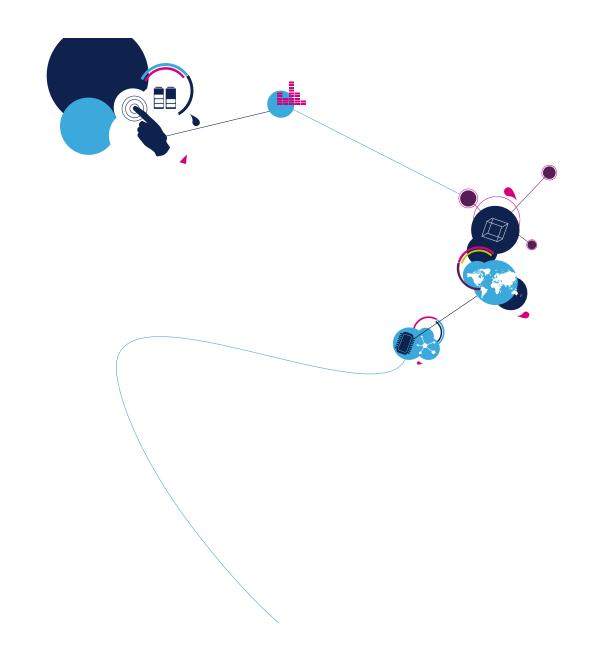


\* Operating Income before impairment, restructuring charges. Unused capacity charges are reported in the Group "Others"









# Appendix



### Pre-Tax Items to Adjusted Earnings\*

ULT		In US\$M	1Q13	2Q13	3Q13	4Q13	FY13
NG RESI		U.S. GAAP Net Earnings	(171)	(152)	(142)	(36)	(500)
<b>OPERATING RESULT</b>	EARNINGS	Impairment & Restructuring Charges (attributable to Parent Company's shareholders)**	58	41	117	29	245
	NET EA	Loss on equity-method investments (3Sun) Loss on equity-method investments (MicroOLED) Estimated Income Tax effect of Adjustment	(3)	69 (11)	4 (2)	(6)	69 4 (22)
		Adjusted Net Earnings*	(116)	(53)	(23)	(13)	(205)



\* See appendix

\*\* Total Impairment & Restructuring Charges were \$101M in 1Q13, \$43M in 2Q13, \$120M in 3Q13 and \$29M in Q413.

#### Appendix 54

- Free cash flow is defined as net cash from operating activities minus net cash from (used in) investing activities, excluding proceeds from the sale of marketable securities. We believe free cash flow provides useful information for investors and management because it measures our capacity to generate cash from our operating and investing activities to sustain our operating activities. Free cash flow is not a U.S. GAAP measure and does not represent total cash flow since it does not include the cash flows generated by or used in financing activities. In addition, our definition of free cash flow may differ from definitions used by other companies.
- Net financial position: resources (debt), represents the balance between our total financial resources and our total financial debt. Our total financial resources include cash and cash equivalents, marketable securities, short-term deposits and restricted cash, and our total financial debt includes short term borrowings, current portion of long-term debt and long-term debt, all as reported in our consolidated balance sheet. We believe our net financial position provides useful information for investors because it gives evidence of our global position either in terms of net indebtedness or net cash position by measuring our capital resources based on cash, cash equivalents and marketable securities and the total level of our financial indebtedness. Net financial position is not a U.S. GAAP measure.
- Operating income before impairment, restructuring excludes impairment, restructuring charges and other related closure costs
- Operating income before impairment and restructuring attributable to ST is calculated as operating income before impairment and restructuring excluding 50% of ST-Ericsson operating loss before impairment and restructuring as consolidated by ST.
- Operating margin before impairment and restructuring attributable to ST is calculated as operating income before impairment and restructuring attributable to ST divided by reported revenues excluding 50% of ST-Ericsson revenues as consolidated by ST
- Adjusted net earnings and earnings per share (EPS) are used by our management to help enhance an understanding of ongoing operations and to communicate the impact of the excluded items like impairment, restructuring charges and other related closure costs attributable to ST, and one-time items, net of the relevant tax impact.
- FY2012 as reported includes a net charge of \$54 million related to NXP arbitration award.

