



Skyworks Solutions, Inc. Announces Pricing of \$1.5 Billion Senior Note Offering

May 13, 2021

IRVINE, Calif.--(BUSINESS WIRE)--May 12, 2021-- Skyworks Solutions, Inc. (Nasdaq: SWKS), an innovator of high-performance analog semiconductors connecting people, places and things, today announced that it has priced \$1.5 billion in aggregate principal amount of its senior notes, consisting of \$500 million in aggregate principal amount of its 0.900% Senior Notes due 2023 (the "2023 Notes"), \$500 million in aggregate principal amount of its 1.800% Senior Notes due 2026 (the "2026 Notes") and \$500 million in aggregate principal amount of its 3.000% Senior Notes due 2031 (the "2031 Notes" and, together with the 2023 Notes and 2026 Notes, the "Notes"), in an underwritten public offering under its effective shelf registration statement filed with the Securities and Exchange Commission (the "SEC").

Skyworks intends to use the net proceeds of the offering, together with other sources of cash, to finance the cash consideration of \$2.75 billion for the previously announced acquisition of the Infrastructure & Automotive business of Silicon Laboratories Inc. (the "Acquisition").

If (i) the consummation of the Acquisition does not occur prior to 5:00 pm, New York City time, on Oct. 29, 2021, (ii) we notify the trustee and the holders of the 2023 Notes that we will not pursue the consummation of the Acquisition or (iii) the Asset Purchase Agreement dated as of April 22, 2021 by and between Skyworks and Silicon Labs has been terminated without the consummation of the Acquisition, we will be required to redeem all of the 2023 Notes then outstanding at 101% of the aggregate principal amount of the 2023 Notes then outstanding, plus accrued and unpaid interest to, but not including, the special mandatory redemption date. The 2026 Notes and 2031 Notes will not be subject to any special mandatory redemption if the Acquisition is not completed.

The closing of the offering of Notes is expected to occur on May 26, 2021, subject to satisfaction of customary closing conditions.

J.P. Morgan Securities LLC, BofA Securities, Inc. and Goldman Sachs & Co. LLC are acting as joint book-running managers for the offering.

A registration statement relating to the Notes being offered has been filed with the SEC and has become effective. The offering may be made only by means of a prospectus supplement and the accompanying prospectus. Copies of the prospectus supplement and accompanying prospectus related to the offering may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, Attn: Prospectus Department, 1155 Long Island Avenue, Edgewood, New York 11717, or by telephone: 1-866-803-9204; c/o BofA Securities, Inc., NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, North Carolina 28255, Attention: Prospectus Department, or by email: dg.prospectus_requests@bofa.com; or c/o Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, NY 10282, by telephone: (866) 471-2526 or by emailing prospectus-ny@ny.email.gs.com. Alternatively, you may get these documents for free by visiting EDGAR on the Securities and Exchange Commission website at <http://www.sec.gov>. Before you invest, you should read the prospectus supplement related to the offering, the accompanying prospectus and other documents incorporated by reference in the prospectus supplement and the accompanying prospectus for more complete information about the offering.

This news release is neither an offer to sell nor a solicitation of an offer to buy any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Skyworks

Skyworks Solutions, Inc. is empowering the wireless networking revolution. Our highly innovative analog semiconductors are connecting people, places and things spanning a number of new and previously unimagined applications within the aerospace, automotive, broadband, cellular infrastructure, connected home, industrial, medical, military, smartphone, tablet and wearable markets.

Skyworks is a global company with engineering, marketing, operations, sales and support facilities located throughout Asia, Europe and North America and is a member of the S&P 500® and Nasdaq-100® market indices (Nasdaq: SWKS).

Safe Harbor Statement

Any forward-looking statements contained in this press release are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, information regarding the notes offering, application of the proceeds of the notes offering, the expected timetable for completing the notes offering and any other statements by the management of Skyworks regarding future expectations, beliefs, goals, plans or prospects. Forward-looking statements can often be identified by words such as "anticipates," "expects," "forecasts," "intends," "believes," "plans," "may," "will" or "continue," and similar expressions and variations (or negatives) of these words. Actual events and/or results may differ materially and adversely from such forward-looking statements as a result of certain risks and uncertainties including, but not limited to, the effects of the global COVID-19 pandemic and the measures taken to limit COVID-19's spread on our business operations, including reduced shift staffing in certain of our manufacturing facilities, as well as potential other disruptions to our business, including but not limited to the suspension or restriction of operations at our facilities and third-party supply chain disruptions, that could result from social distancing measures, employee quarantines, restricting certain employees from working or additional actions that may be taken by us, our suppliers and partners or governmental authorities in the jurisdictions in which we operate in an effort to contain the COVID-19 pandemic; the susceptibility of the semiconductor industry and the markets addressed by our, and our customers', products to economic downturns, including as a result of the COVID-19 pandemic; our reliance on a small number of key customers for a large percentage of our sales; delays in the deployment of commercial 5G networks or in consumer adoption of 5G-enabled devices; risks related to the transaction with Silicon Labs, including the ability to close the transaction, the ability to obtain the necessary financing arrangements, the ability to successfully integrate the assets acquired and employees transferred, and the risk that we may not realize the anticipated benefits from the transaction; our ability to consummate the offering on favorable terms or at all; the anticipated use of the net proceeds of the offering; the risks of doing business internationally, including increased import/export restrictions and controls (e.g., our ability to sell products to Huawei Technologies Co., Ltd. and certain of its affiliates, as well as other specified entities, only pursuant to a limited export license from the U.S. Department of Commerce), imposition of trade protection measures (e.g., tariffs or taxes), security and health risks, possible disruptions in transportation networks, fluctuations in foreign currency exchange rates, and other economic, social, military

and geo-political conditions in the countries in which we, our customers or our suppliers operate; the volatility of our stock price; declining selling prices, decreased gross margins, and loss of market share as a result of increased competition; our ability to obtain design wins from customers; changes in laws, regulations and/or policies that could adversely affect our operations and financial results, the economy and our customers' demand for our products, or the financial markets and our ability to raise capital; fluctuations in our manufacturing yields due to our complex and specialized manufacturing processes; our ability to develop, manufacture and market innovative products, avoid product obsolescence, reduce costs in a timely manner, transition our products to smaller geometry process technologies, and achieve higher levels of design integration; the quality of our products and any defect remediation costs; our products' ability to perform under stringent operating conditions; the availability and pricing of third-party semiconductor foundry, assembly and test capacity, raw materials and supplier components; our ability to retain, recruit and hire key executives, technical personnel and other employees in the positions and numbers, with the experience and capabilities, and at the compensation levels needed to implement our business and product plans; the timing, rescheduling or cancellation of significant customer orders and our ability, as well as the ability of our customers, to manage inventory; our ability to prevent theft of our intellectual property, disclosure of confidential information, or breaches of our information technology systems; uncertainties of litigation, including potential disputes over intellectual property infringement and rights, as well as payments related to the licensing and/or sale of such rights; our ability to continue to grow and maintain an intellectual property portfolio and obtain needed licenses from third parties; our ability to make certain investments and acquisitions, integrate companies we acquire, and/or enter into strategic alliances; and other risks and uncertainties described herein, as well as those risks and uncertainties identified in the "Risk Factors" section of Skyworks' most recent Annual Report on Form 10-K (and/or Quarterly Report on Form 10-Q) as filed with the SEC. Copies of Skyworks' SEC filings can be obtained, free of charge, on Skyworks' website (www.skyworksin.com) or at the SEC's website (www.sec.gov). Any forward-looking statements contained in this press release are made only as of the date hereof, and we undertake no obligation to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise.

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