



# ADVANCING THE HUMAN INTERFACE

## Investor Presentation

*Annual Meeting & Proxy Feedback Outreach*

October 12, 2020



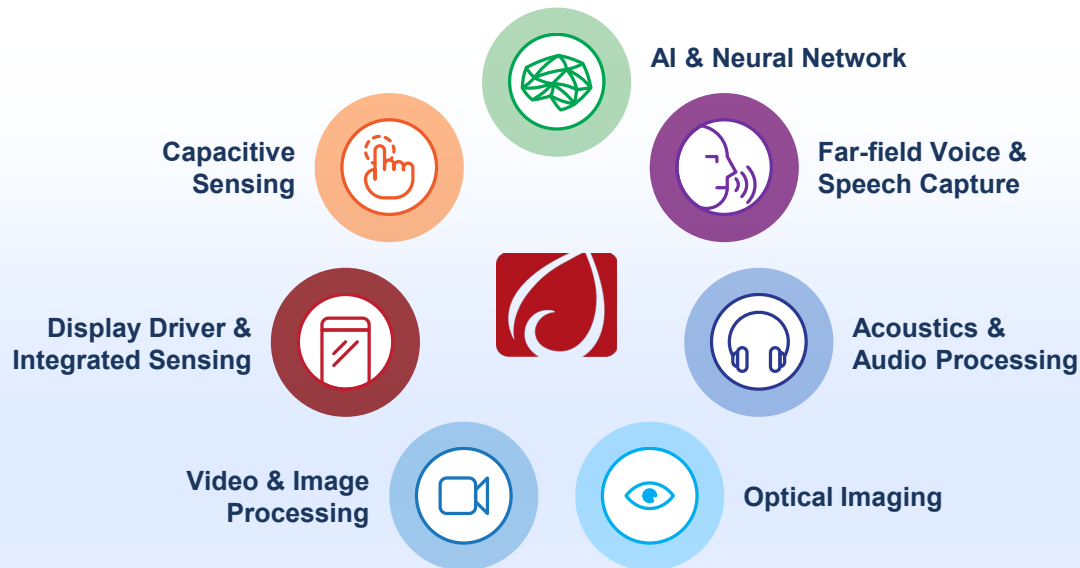
# Safe Harbor Statement

This presentation contains forward-looking statements that are subject to the safe harbors created under the Securities Act of 1933, as amended (the “Securities Act”), and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business, including our expectations regarding the potential impacts on our business of the COVID-19 pandemic and can be identified by the fact that they do not relate strictly to historical or current facts. Such forward-looking statements may include words such as “expect,” “anticipate,” “intend,” “believe,” “estimate,” “plan,” “target,” “strategy,” “continue,” “may,” “will,” “should,” variations of such words, or other words and terms of similar meaning. All forward-looking statements reflect our best judgment and are based on several factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Such factors include, but are not limited to: the risk that our business, results of operations and financial condition and prospects may be materially and adversely affected by the COVID-19 pandemic and that significant uncertainties remain related to the impact of COVID-19 on our business operations and future results, including our first quarter fiscal 2021 business outlook; our dependence on our human interface solutions for the mobile product applications market and the PC product applications market for a substantial portion of our revenue; risks related to the volatility of our net revenue from our human interface solutions for mobile product applications; our dependence on one or more large customers; our exposure to industry downturns and cyclicalities in our target markets; our ability to maintain and build relationships with our customers; our dependence on third parties to maintain satisfactory manufacturing yields and deliverable schedules; and the risks as identified in the “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business” sections of our Annual Report on Form 10-K for the fiscal year ended June 27, 2020 (including that the impact of the COVID-19 pandemic may also exacerbate the risks discussed therein); and other risks as identified from time to time in our Securities and Exchange Commission reports. Forward-looking statements are based on information available to us on the date hereof, and we do not have, and expressly disclaim, any obligation to publicly release any updates or any changes in our expectations, or any change in events, conditions, or circumstances on which any forward-looking statement is based. Our actual results and the timing of certain events could differ materially from the forward-looking statements. These forward-looking statements do not reflect the potential impact of any mergers, acquisitions, or other business combinations that had not been completed as of the date of this presentation.

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# Overview of Synaptics

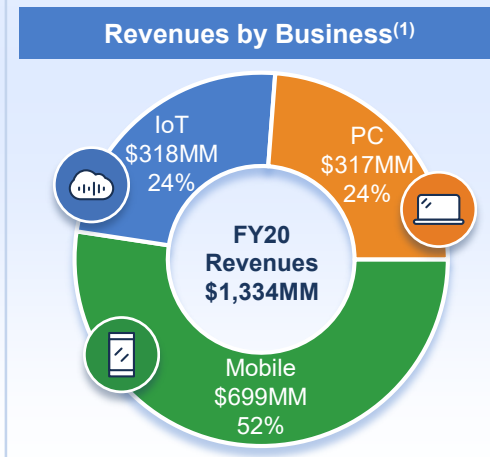


NASDAQ: <b>SYNA</b>	MARKET CAP (Diluted)	GLOBAL FOOTPRINT	PATENTS
Founded <b>1986</b>	 <b>\$3.3Bn</b> As of 12-Oct-2020	 18 Sites Worldwide 1300+ Employees	 <b>1850+</b>
Listed <b>2002</b>			

Sources: FactSet and company filings  
 (1) FY2020 revenue splits per company filings

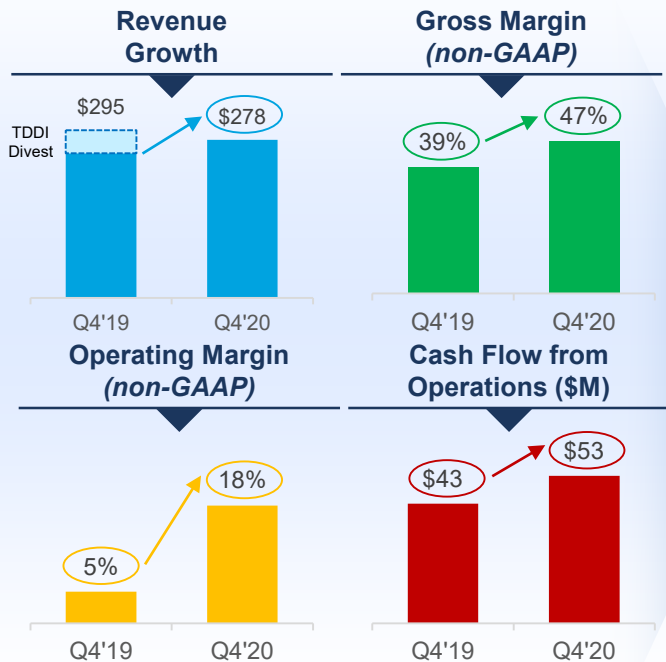
### Products

CONSUMER IOT	MOBILE
<ul style="list-style-type: none"> <li>• Audio processor</li> <li>• Touch/display</li> <li>• Voice processor</li> <li>• Video processor</li> <li>• AI computer vision</li> <li>• Neural Net Accelerators</li> </ul>	<ul style="list-style-type: none"> <li>• Display driver</li> <li>• Touch controller</li> </ul>
AUTOMOTIVE	PC
<ul style="list-style-type: none"> <li>• Touch controller</li> <li>• Display driver</li> <li>• Integrated touch &amp; display controller</li> </ul>	<ul style="list-style-type: none"> <li>• Video interface</li> <li>• Pointing device</li> <li>• Fingerprint sensor</li> <li>• Touchpad</li> </ul>



# Delivering Superior Shareholder Returns

## Significant Improvement in Financial Performance...



## ...Has Driven Superior Shareholder Returns Since Roll-Out of the Transformation Plan

### Total Shareholder Return (Absolute and Relative)

	3yr. Return (10/12/2017)	Since CEO Transition (8/5/2019)	1yr. Return (10/12/2019)
<b>SYNA</b>	129%	195%	113%
<b>Peer Composite<sup>(1)</sup></b>	69%	49%	40%
<b>S&amp;P Semi Select</b>	106%	55%	53%



Sources: FactSet as of 10/12/2020 and company filings

Note: TSR based on cumulative returns including dividends received

(1) Peer Composite includes AMBA, CRUS, CREE, DIOD, IPHI, MTSI, MRVL, MXIM, KN, ON, QRVO, SMTC and SLAB; excludes peers sold during the measurement period (CY and MLNX)

# New Leadership Team is Driving Transformation of Synaptics

Synaptics has added new leadership in ~65% of senior executive roles since Michael Hurlston appointed CEO in August 2019

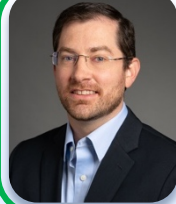


**Michael Hurlston**  
President & CEO



Joined since Aug-2019

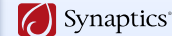
New role since Aug-2019



**Dean Butler**  
SVP & CFO



**Janice Mori**  
SVP & GM,  
Touch & Display



**Saleel Awsare**  
SVP & GM,  
PC & Peripherals



**Satish Ganesan**  
SVP & CSO



**Phil Kumin**  
SVP, WW Sales



**Venkat Kodavati**  
SVP & GM,  
Multimedia



**Divyesh Shah**  
SVP, Operations



**Sunil Thomas**  
VP & GM,  
Video Interface



**Alex Chou**  
SVP & GM,  
Wireless  
Connectivity



# Building a Stronger Synaptics Underway...

## Significant Progress Executing on Strategic Repositioning



# ...and Positioning Synaptics to Deliver Value Over the Long-Term

	FY19 Actual	FY20 Actual	<u>Prior</u> Long-Term Model (Jan-19)	<u>New</u> Long-Term Model (Jun-20)
Revenue	\$1,472M	\$1,334M	--	+4-6%
Non-GAAP Gross Margin	39%	44%	36-41%	>50%
Non-GAAP R&D	21%	19%	18-20%	20-22%
Non-GAAP SG&A	7%	7%	~6%	6-8%
Non-GAAP Operating Margin	11%	17%	12-15%	~20%

Source: Public filings

Long-Term Models: Prior model disclosed in January 7<sup>th</sup>, 2019 management presentation; New model disclosed in June 9<sup>th</sup>, 2020 investor day presentation

See appendix for GAAP to Non-GAAP reconciliations



# Key Considerations Regarding Synaptics' Executive Compensation

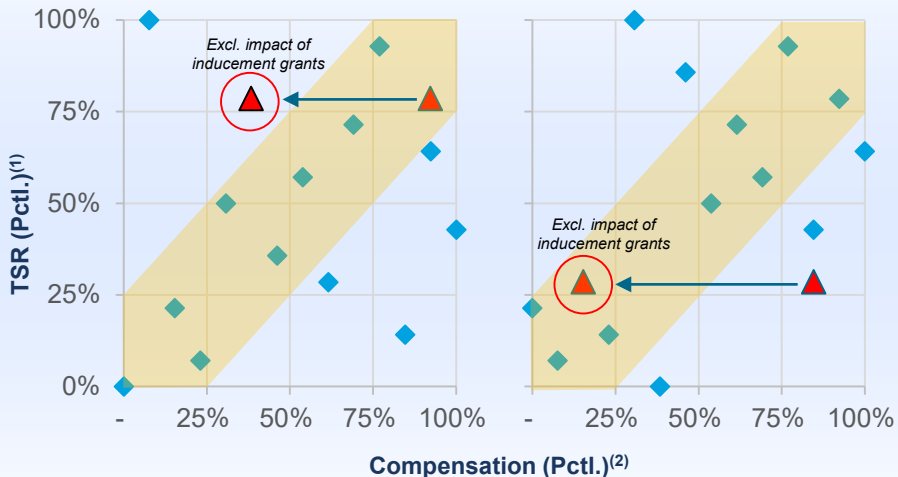
1	Our executive compensation is <b>linked to strategy and performance</b>
2	We <b>solicited and incorporated shareholder feedback</b> into our revised compensation plan for 2020 – majority of pay now on financial-based metrics
3	We adopted <b>rigorous financial targets that reflect significant changes to our business, including the divestiture of LCD TDDI</b>
4	We used <b>market-competitive inducement equity grants</b> in our hiring of CEO Michael Hurlston, including “make whole” grants to address foregone compensation
5	<b>Vast majority of our executive compensation is equity- and performance-based and at-risk; equity is structured to be long-term</b>
6	Over both the near- and long-term, our <b>compensation is aligned with shareholder returns</b>

# Synaptics Has Demonstrated Alignment Between Pay and Shareholder Returns

## Performance vs. Pay Alignment

1-Year TSR (Pctl.) vs. Last FY CEO Compensation (Pctl.)

3-Year TSR (Pctl.) vs. Last 3-FY Cumulative CEO Compensation (Pctl.)



Source: FactSet; proxy filings

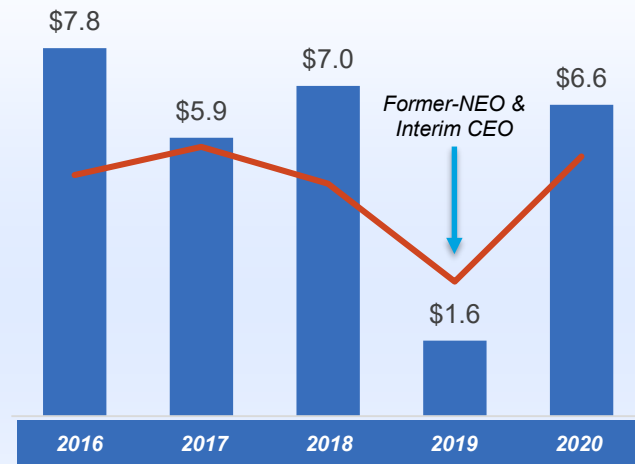
Note: TSR based on cumulative returns including dividends received; proxy peers include AMBA, CRUS, CREE, DIOD, IPHI, MTSI, MRVL, MXIM, KN, ON, QRVQ, SMTC and SLAB; excludes peers sold during the measurement period (CY and MLNX); data based on summary compensation tables from proxy for the CEO or principal officer as of the end of the fiscal year

(1) TSR percentile based on performance for the one- and three-year periods ending 26-Jun-2020

## 5-Year Compensation vs. Returns

(\$M)

■ Indexed TSR<sup>(5)</sup> ■ Compensation



	2016	2017	2018	2019	2020
Compensation (\$M)	\$7.8	\$5.9	\$7.0	\$1.6 <sup>(3)</sup>	\$6.6 <sup>(4)</sup>
Indexed TSR <sup>(5)</sup>	\$61.31	\$68.52	\$59.14	\$34.21	\$66.06
CEO / Principal EO	Richard Bergman	Richard Bergman	Richard Bergman	Alex Wong	Michael Hurlston

(2) Compensation percentile based on cumulative CEO or principal officer compensation for the most recent one and three fiscal years

(3) Alex Wong's compensation for FY19; Richard Bergman received \$6.9M for FY2019

(4) Michael Hurlston's "run-rate" compensation for FY20 (excluding inducement equity grants of \$16.8M)

(5) Value at end of respective fiscal year of \$100 invested in SYNA stock at 29-Jun-2015

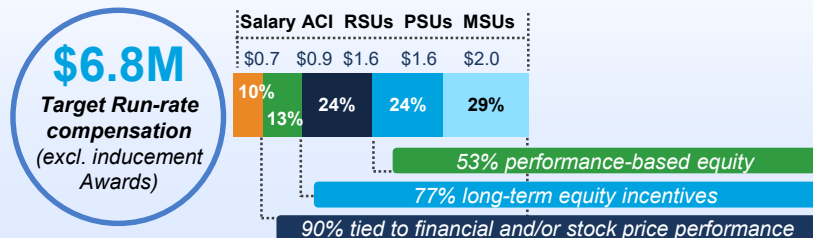
# CEO Compensation is Heavily Weighted Towards Performance-Based and Equity-Linked Compensation

## Key Considerations

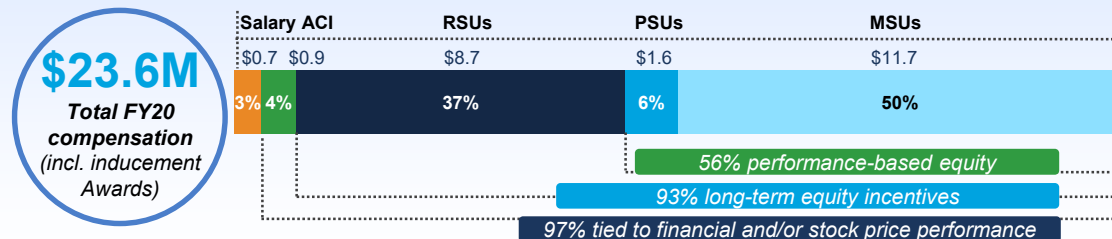
- CEO compensation is designed to be:
  - Heavily equity-based and at-risk
  - Tied to Synaptics' shareholder value creation (either through stock price or quantifiable financial metrics)
- "Run-rate" target compensation (excl. inducement awards) is:
  - Below** peer median of \$7M+
  - >50% is performance-based equity, ~2/3 is performance-based and ~3/4 is long-term equity based**
- For the inducement awards, **>50% is performance-based equity and 100% is long-term equity based**
- Vesting reflects business objectives
  - Three-year pro rata vesting schedule** (four years for new hire RSU grants)
  - For PSUs, **one-year performance period is aligned with critical strategic repositioning effort**

## CEO's 2020 Total Compensation

### Targeted Run-rate compensation (excluding one-time)



### Including One-Time Inducement Award as "Make-Whole"



# CEO Inducement Grants Facilitated Our Strategic Transformation

Our new hire grants are in-line with peers and the market, these awards were critical to securing top talent, and have facilitated significant shareholder value creation

## Inducement Equity Awards Rationale

- Hiring proven leaders with strong track record during a period of significant transformation and attracting top talent was a key priority for the Company
- Compensation Committee developed a **market competitive pay package** to attract Mr. Hurlston to join the Company without delay
  - Provided “**make-whole**” awards for pay opportunities foregone at his former employer
  - **New-hire equity award is competitive with current market practices** for technology companies in the San Francisco Bay Area
- **Pay packages commensurate with experience and inline with peers and market**

## CEO Inducement Equity Award Structure and Alignment with Shareholder Value Creation

- The Awards were structured to **ensure continued alignment with the creation of sustainable, long-term value** for our shareholders through our strategic transformational

**\$16.8M**

*Inducement Equity Awards*

**\$6.9M “Inducement Make Whole” Awards Composed of:** (▪ \$1.8M MSUs ▪ \$5.1M RSUs )

**\$9.9M “Inducement Initial Equity” Awards Composed of:** (▪ \$7.8M MSUs ▪ \$2.1M RSUs )

- The Board believes the **Award quantum and structure are reasonable, particularly in light of the \$1.6B+ (+116%) shareholder value created** in the ~14 months since Mr. Hurlston’s appointment as CEO

# Compensation Program Reflects Stockholder Input

The Board continues to consider the long-term interest of the Company and our stockholders when making decisions regarding our compensation program

## 2019 Stockholder Outreach

### Total Contacted

**15** of Our Top Stockholders

Representing

**60%** of Outstanding Shares

### Total Engaged

**26%** of Outstanding Shares

### Did Not Require A Meeting

**34%** of Outstanding Shares

## Key Themes Discussed / How We Responded

- |  |   |
|--|---|
| <ul style="list-style-type: none"> <li>Greater use of objective financial metrics</li> </ul> | <ul style="list-style-type: none"> <li>Effective fiscal 2020 and beyond, annual performance-based cash program is measured on: revenue, non-GAAP gross margin, and non-GAAP operating profit</li> </ul>   |
| <ul style="list-style-type: none"> <li>Transparency of compensation decisions</li> </ul>     | <ul style="list-style-type: none"> <li>Enhanced disclosure on our compensation plans in 2020 proxy statement</li> </ul>   |
| <ul style="list-style-type: none"> <li>Frequency of stockholder outreach</li> </ul>          | <ul style="list-style-type: none"> <li>Implemented a stockholder outreach program</li> <li>Presented at 16 investor conferences in 2020</li> <li>Held our first <i>Investor Day</i> in 2 years</li> <li>Monthly outreach to our top 15 institutional holders</li> <li>Stockholder feedback discussed at each Board meeting</li> </ul> |
| <ul style="list-style-type: none"> <li>Burn rate and dilution</li> </ul>                     | <ul style="list-style-type: none"> <li>Reduced burn rate from 4.19% in 2019 to 2.38% for fiscal 2020</li> </ul>   |
| <ul style="list-style-type: none"> <li>Board gender diversity</li> </ul>                     | <ul style="list-style-type: none"> <li>Appointed Susan Hardman to the Board in 2020, an experienced former Semiconductor Executive</li> </ul>   |

# Expanded Financial Targets for Performance-Based Compensation

In 2020, we expanded the financial targets used in our incentive compensation programs to reflect shareholder feedback

- **Adopted revenue, gross margin and operating profit** as key performance metrics; predominately financial-based metrics
- **Rigorous targets set to align management incentives**, taking into account overall market dynamics, current business performance, and contemplated changes to business portfolio
- **Outperformed** target financial performance for FY 2020 and **significantly improved gross margin and operating profitability** despite lower revenue

(\$ in M)	FY2019		FY2020	
	Actual	Target	Actual	Actual
Revenue	\$1,472	\$1,179	\$1,334	
Non-GAAP gross margin %	38.8%	42.2%	43.7%	
Non-GAAP operating profit	\$160	\$140	\$231	

## FY20 Target Setting

Rational for downward FY20 targets relative to FY19 actuals include:

- 1) Impact of divestiture of LCD TDDI business (\$320M+ of 2019 revenues)
- 2) Technology migration of customers from LCD to OLED

# Compensation Program Supports Strategic Priorities

Our annual compensation program is structured to drive alignment of pay with performance

Pay Element	Performance Period	Performance Metrics	Key Features	
<b>Base Salary</b>	<ul style="list-style-type: none"> <li>Annual</li> </ul>	<ul style="list-style-type: none"> <li>Corresponds to role, experience and job scope</li> </ul>	<ul style="list-style-type: none"> <li>Attracts and retains high-performing executives by providing market-competitive fixed pay</li> </ul>	
<b>Short-term Incentive Compensation</b>	<ul style="list-style-type: none"> <li>Annual</li> </ul>	<ul style="list-style-type: none"> <li>Revenue</li> <li>Non-GAAP gross margin</li> <li>Non-GAAP operating profit</li> <li>AOP scaling factor (modifier)</li> </ul>	<ul style="list-style-type: none"> <li>Based on <b>achievement of objective financial performance metrics</b> as reflected in our annual operating plan</li> <li><b>Rewards focus on operational performance and profitability</b></li> <li>Incorporates scaling factor of 50-150%</li> </ul>	
<b>Long-term Incentives</b>	<ul style="list-style-type: none"> <li><b>Market Stock Units (MSUs)</b></li> </ul>	<ul style="list-style-type: none"> <li>1 year, 2 years and 3 years</li> </ul>	<ul style="list-style-type: none"> <li>Relative TSR compared to S&amp;P Semiconductor Select Industry Index</li> </ul>	<ul style="list-style-type: none"> <li>Variable 0-200% payout of target shares</li> <li>Target shares allocated equally over 3 performance periods</li> <li>Above target <b>payouts for 1-year and 2-year performance periods tied to full 3-year performance period and require continued employment through end of full 3-year performance period</b></li> <li>Payout for each performance period requires continued employment through end of that period</li> <li><b>Rewards share price performance relative to comparator group</b></li> </ul>
	<ul style="list-style-type: none"> <li><b>Performance -Stock Units (PSUs)</b></li> </ul>	<ul style="list-style-type: none"> <li>1 year (3-year pro-rata vesting)</li> </ul>	<ul style="list-style-type: none"> <li>Non-GAAP EPS</li> </ul>	<ul style="list-style-type: none"> <li>Variable 0-200% payout of target shares</li> <li>Pro-rata vesting on the first 3 anniversaries of grant date, <b>subject to continued employment through applicable vesting date</b></li> <li><b>Rewards operational performance and profitability; important driver of share price valuation and stockholder expectations</b></li> </ul>
	<ul style="list-style-type: none"> <li><b>Restricted Stock Units (RSUs)</b></li> </ul>	<ul style="list-style-type: none"> <li>3 years</li> <li>4 years</li> </ul>	<ul style="list-style-type: none"> <li>Time-based awards</li> </ul>	<ul style="list-style-type: none"> <li>Pro-rata vesting on the first 3 anniversaries of grant date, subject to continued employment through applicable vesting date</li> <li><b>For new executives, initial RSUs vest pro-rata on first 4 anniversaries of grant date, subject to continued employment through applicable vesting date</b></li> <li><b>Supports long-term retention objectives</b></li> </ul>

# Thoughtful Approach to Equity Compensation

Broad-based program and prudent use of equity promotes long-term focus, helps attract and retain top talent and fosters a culture of ownership for alignment with stockholders

The Board requests your support to increase the number of shares available for issuance under the 2019 Equity and Incentive Compensation Plan by 1,360,000 shares

- Equity is a critical tool for **attracting and retaining talent** in our industry
- Our **broad-based equity compensation plan** is a core component of our compensation strategy
- Equity compensation **aligns the interests** of our employees with those of our stockholders
- Equity awards **comprise a significant portion** of our named executive officers' target total compensation with a focus on **performance-based vesting**
- A reduction in equity compensation may require an increase to our **cash compensation** programs
- **Responsible and modest ask size** gives us the ability to grant future awards for approximately one to two years
- Board carefully **monitors share usage to manage dilutive impact** of awards granted

## Best practice and stockholder-friendly features

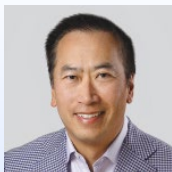
- ✓ Minimum one-year vesting requirement; for CEO, one-year post-exercise / post-vest holding requirement
- ✓ Annual limit on non-employee director awards
- ✓ Dividends not payable on awards until vesting
- ✓ Clawback policy
- ✓ Plan administered by independent Compensation Committee
- ✗ No single trigger change in control vesting
- ✗ No liberal share recycling<sup>1</sup>
- ✗ No discounted stock options / stock appreciation rights (SARs)
- ✗ No repricing of stock options / SARs or cash buyouts
- ✗ No reload options
- ✗ No evergreen provision
- ✗ No excise tax gross-ups

<sup>1</sup> Shares reacquired in connection with stock option exercises, SAR settlements or payment of withholding taxes on stock options or SARs will not be available again for new grants



# Highly Experienced Board

40% of the Board has joined since the 2019 AGM, with active refreshment process in place focused on attracting diverse set of directors with deep experience



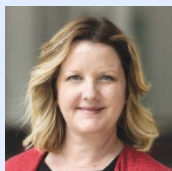
**Nelson Chan**  
Chairman



**Jeffrey Buchanan**  
Lead Independent



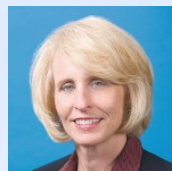
**Michael Hurlston**  
President & CEO



**Kiva Allgood**



**Keith Geeslin**



**Susan Hardman**

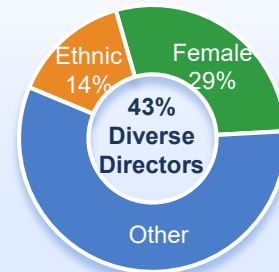
Joined since 2019

\*Not pictured: Richard Sanquini, who on August 19, 2020, notified the Company of his intent to not stand for re-election at Company's next annual meeting scheduled for October 27, 2020. Mr. Sanquini has been a Director of the Company since 1994.

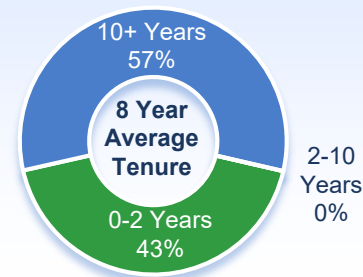


**Jim Whims**

## Diversity



## Director Tenure



# Corporate Governance and Compensation Best Practices

## Board and Governance

- Independent Chair with robust duties
- 100% independent directors (excl. CEO)
- 100% independent Board committees
- Majority voting in director elections
- No stockholder rights plan
- Annual Board and committee evaluations
- Active Board refreshment process underway – with a commitment to gender and ethnic/racial diversity in candidate pool
- CEO succession planning led by NCGC
- Limitations on number of outside Boards
- Comprehensive risk oversight

## Compensation

- CEO compensation >90% at-risk
- NEO compensation >80% at-risk
- CEO and NEO stock holding requirement
- Robust director stock ownership guidelines (5x retainer)
- Anti-hedging / -pledging policy
- Clawback policy for all NEOs
- No single trigger change of control
- No excise tax gross-ups
- No stock option repricing (without s/h approval)

# Synaptics' Commitment to a Sustainable Future

## Our Core Values



### Innovating to Win

*Collaboration is the key to our success. We believe that combining knowledge & talent produces results enabling us to be an industry leader.*



### Building Valued Partnerships

*Customers are essential to our business; they are what keeps us going. Our unrelenting focus on meeting customer needs directly impacts our success.*



### Passion to Make a Difference in Our World

*We care about our community and we strive to support organizations that foster education and charitable giving.*



### Exhilarating & Rewarding Environment

*At Synaptics we make sure hard work does not go unnoticed. We value input, team collaboration & expertise.*

## Focus on ESG

### Environmental Impact



- *Environmental Policy applies to operations globally and encompassed a broad range of stakeholders*
- *Established key targets including*
  - GHG emission reductions
  - Renewable energy
  - Waste generation
  - Climate change management
- *ISS overall Environment Score improved from 9 (Aug 2020) to 6 (Sept 2020)*

### Social Responsibility



- *Long history of supporting our employees, communities and charitable organizations*
- *Key areas of focus include:*
  - Employee health & safety
  - Employee engagement
  - Diversity & inclusion
  - Philanthropy / volunteerism
- *ISS overall Social score improved from 5 (Aug 2020) to 3 (Sept 2020)*

### Governance & Accountability



- *Board and management set high standards of conduct and robust governance policies*
- *Key areas of focus include:*
  - Shareholder engagement
  - Board governance
  - Shareholder rights
  - Compensation & incentives
  - Risk management

For additional information, visit <https://www.synaptics.com/company/environmental-impact>

# Effectively Managing Risks for Stakeholders during COVID Crisis

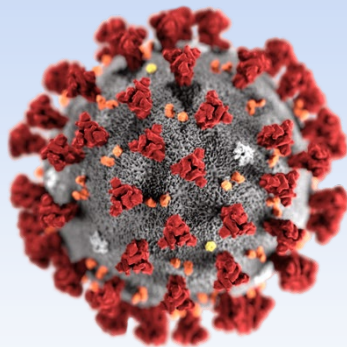
## COVID-19 Impact on Business

### Demand:

- + Work from Home: PC & Video Docking
- Retail Consumer: IoT & Automotive
- ~ Smartphones: Largely unaffected to-date

**Supply-Chain:** Minimal impact

**Workforce:** No significant change



## Key Stakeholder Actions

- **Employees**
  - Work from home supported
  - High level of productivity continues virtually
- **Suppliers**
  - Managed complex supply-chain with minimal disruptions
  - Contingency plans developed
  - Alternate suppliers qualified at bottlenecks
- **Customers**
  - Continued to stay engaged
  - Deployed virtual engineering support model
- **Community**
  - Fundraising and donation campaigns for local communities where Synaptics operates

# Appendix

The background is a dark blue gradient with a complex network of thin, white, glowing lines that form a mesh or web-like structure. Several larger, semi-transparent white dots are scattered throughout the network, and a few bright blue dots are visible at the bottom of the frame. The overall aesthetic is futuristic and data-oriented.

# Non-GAAP Results

- In evaluating our business, we consider and use non-GAAP financial metrics, which exclude (to the extent applicable) share-based compensation, acquisition related costs, and certain other non-cash or recurring and non-recurring items we do not believe are indicative of our core operating performance as a supplemental measure of operating performance.
- Non-GAAP financial metrics are not a measurement of our financial performance under GAAP and should not be considered as an alternative to GAAP net income. We present non-GAAP financial metrics because we consider them to be an important supplemental measure of our performance since they facilitate operating performance comparisons from period to period by eliminating potential differences caused by the existence and timing of share-based compensation charges, acquisition related costs, and certain other non-cash or recurring and non-recurring items.
- Non-GAAP financial metrics have limitations as an analytical tool and should not be considered in isolation or as a substitute for our GAAP financial metrics. The principal limitations of these measures are that they does not reflect our actual GAAP expenses and may thus have the effect of inflating our gross profit, operating profit, net income and net income per share as compared to our operating results reported under GAAP.
- Please see our fourth quarter fiscal 2020 press release for additional discussion of our use of non-GAAP financial measures, and the tables attached to the end of this presentation for a complete reconciliation of GAAP to non-GAAP financial measures used in this presentation.

# GAAP to Non-GAAP Reconciliations

## Gross Profit & Margin

(\$M)	Q4'19	Q4'20	FY19	FY20
Total revenue	\$295.1	\$277.6	\$1,472.2	\$1,333.9
<b>GAAP gross profit</b>	<b>\$90.4</b>	<b>\$122.0</b>	<b>\$497.1</b>	<b>\$543.1</b>
<b>GAAP gross profit margin</b>	<b>30.6%</b>	<b>43.9%</b>	<b>33.8%</b>	<b>40.7%</b>
Acquisition related costs	15.4	8.1	62.7	39.7
Loss/(recovery) on supply commitment	9.0	--	9.0	(3.0)
Retention program costs	--	0.1	--	0.5
Share-based compensation	0.7	--	3.1	2.1
<b>Non-GAAP gross profit</b>	<b>\$115.5</b>	<b>\$130.2</b>	<b>\$571.9</b>	<b>\$582.4</b>
<b>Non-GAAP gross profit margin</b>	<b>39.1%</b>	<b>46.9%</b>	<b>38.8%</b>	<b>43.7%</b>

# GAAP to Non-GAAP Reconciliations (cont'd)

## Operating Income/(Loss) & Margin

(\$M)	Q4'19	Q4'20	FY19	FY20
Total revenue	\$295.1	\$277.6	\$1,472.2	\$1,333.9
<b>GAAP operating income/(loss)</b>	<b>(\$33.3)</b>	<b>\$12.2</b>	<b>(\$6.3)</b>	<b>\$68.9</b>
<b>GAAP operating income/(loss) margin</b>	<b>-11.3%</b>	<b>4.4%</b>	<b>-0.4%</b>	<b>5.2%</b>
Share-based compensation	10.3	16.2	59.0	60.4
Acquisition/divestiture related costs	18.6	13.5	77.3	55.6
Loss/(recovery) on supply commitment	9.0	--	9.0	(3.0)
Restructuring costs	7.3	6.8	17.7	33.0
Retention program costs	2.5	3.0	2.5	13.9
CEO severance	--	--	2.2	--
In-process research and development charge	--	(1.3)	--	2.4
Arbitration or litigation settlement, net	--	--	(1.7)	--
<b>Non-GAAP operating income</b>	<b>\$14.4</b>	<b>\$50.4</b>	<b>\$159.7</b>	<b>\$231.2</b>
<b>Non-GAAP operating income/(loss) margin</b>	<b>4.9%</b>	<b>18.2%</b>	<b>10.8%</b>	<b>17.3%</b>



# GAAP to Non-GAAP Reconciliations (cont'd)

## Research & Development Expense

(\$M)	Q4'19	Q4'20	FY19	FY20
Total revenue	\$295.1	\$277.6	\$1,472.2	\$1,333.9
<b>GAAP research and development expense</b>	<b>\$85.6</b>	<b>\$65.0</b>	<b>\$341.6</b>	<b>\$300.1</b>
Share-based compensation	(8.3)	(7.7)	(33.7)	(32.3)
Retention program costs	(1.6)	(1.8)	(1.6)	(8.4)
<b>Non-GAAP research and development expense</b>	<b>\$75.7</b>	<b>\$55.5</b>	<b>\$306.3</b>	<b>\$259.4</b>
<b>Non-GAAP research and development expense percentage of revenue</b>	<b>25.7%</b>	<b>20.0%</b>	<b>20.8%</b>	<b>19.4%</b>

# GAAP to Non-GAAP Reconciliations (cont'd)

## Selling, General, and Administrative Expense

(\$M)	Q4'19	Q4'20	FY19	FY20
Total revenue	\$295.1	\$277.6	\$1,472.2	\$1,333.9
<b>GAAP selling, general, and administrative expense</b>	<b>\$27.6</b>	<b>\$36.4</b>	<b>\$130.7</b>	<b>\$127.0</b>
Share-based compensation	(1.3)	(8.5)	(22.2)	(26.0)
CEO severance	--	--	(2.2)	--
Acquisition/divestiture related costs	--	(2.5)	(1.2)	(4.2)
Retention program costs	(0.9)	(1.1)	(0.9)	(5.0)
Arbitration settlement, net	--	--	1.7	--
<b>Non-GAAP selling, general, and administrative expense</b>	<b>\$25.4</b>	<b>\$24.3</b>	<b>\$105.9</b>	<b>\$91.8</b>
<b>Non-GAAP selling, general, and administrative expense percentage of revenue</b>	<b>8.6%</b>	<b>8.8%</b>	<b>7.2%</b>	<b>6.9%</b>