

**Cree, Inc.**  
**Non-GAAP Measures of Financial Performance**

To supplement the company's consolidated financial statements presented in accordance with generally accepted accounting principles, or GAAP, Cree uses non-GAAP measures of certain components of financial performance. These non-GAAP measures include non-GAAP net income, non-GAAP earnings per diluted share, non-GAAP gross margin, non-GAAP operating expenses and free cash flow.

Reconciliation to the nearest GAAP measure of all historical non-GAAP measures included in this press release can be found in the tables included with this press release. In this press release, Cree also presents its target for non-GAAP expenses, which is expenses less stock-based compensation expense, charges for amortization or impairment of acquired intangibles, acquisition finished goods inventory step-up, and acquisition costs.

Non-GAAP measures presented in this press release are not in accordance with or an alternative to measures prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with Cree's results of operations as determined in accordance with GAAP. These non-GAAP measures should only be used to evaluate Cree's results of operations in conjunction with the corresponding GAAP measures.

Cree believes that these non-GAAP measures, when shown in conjunction with the corresponding GAAP measures, enhance investors' and management's overall understanding of the company's current financial performance and the company's prospects for the future, including cash flows available to pursue opportunities to enhance shareholder value. In addition, because Cree has historically reported certain non-GAAP results to investors, the company believes the inclusion of non-GAAP measures provides consistency in the company's financial reporting.

For its internal budgeting process, and as discussed further below, Cree's management uses financial statements that do not include stock-based compensation expense or amortization or impairment of acquired intangible assets, and the income taxes associated with the foregoing, and also do not include acquisition finished goods inventory step-up or acquisition costs. Cree's management also uses non-GAAP measures, in addition to the corresponding GAAP measures, in reviewing the company's financial results.

As described above, Cree excludes the following items from one or more of its non-GAAP measures when applicable:

*Stock-based compensation expense.* This expense consists of expenses for stock options, restricted stock and employee stock purchases through its ESPP. Cree excludes stock-based compensation expenses from its non-GAAP measures primarily because they are non-cash expenses that Cree does not believe are reflective of ongoing operating results.

*Amortization or impairment of acquired intangible assets.* Cree incurs amortization or impairments of acquired intangible assets in connection with acquisitions. Cree excludes these items because they arise from Cree's prior acquisitions and have no direct correlation to the current operating results of Cree's business.

*Ruud Lighting Finished Goods Inventory Step-up.* The inventory purchased as part of the Ruud Lighting acquisition was recorded at fair value at the time of the acquisition. In particular, the finished goods inventory was valued at the anticipated customer sales price less cost to sell, which is higher than the cost to produce the finished goods. Cree refers to the difference between the fair value and cost to produce as the Ruud Lighting finished goods inventory step-up. Cree excludes this inventory step-up item as Cree does not believe this step-up value is reflective of ongoing operating results.

*Ruud Lighting Acquisition Cost.* Cree incurred expenses directly related the acquisition of Ruud Lighting. These expenses include auditor fees, investment banking fees, legal fees and other consulting fees incurred to conclude the acquisition. Cree excludes these expenses as they bear no direct correlation to the current operating results and are not reflective of the ongoing operating results.

*Income tax effects of the foregoing non-GAAP items.* This amount is used to present each of the amounts described above on an after-tax basis consistent with the presentation of non-GAAP net income.

Cree expects to incur stock-based compensation expense and amortization of acquired intangible assets in future periods, including income taxes associated with all of the foregoing. In addition to the non-GAAP measures discussed above, Cree also uses free cash flow as a measure of operating performance. Free cash flow represents operating cash flows less net purchases of property and equipment and patent and licensing rights. Cree considers free cash flow to be a liquidity measure that provides useful information to management and investors about the amount of cash generated by the business after the purchases of property and equipment, which can then be used to, among other things, invest in Cree's business, make strategic acquisitions, strengthen the balance sheet and repurchase stock. A limitation of the utility of free cash flow as a measure of financial performance is that it does not represent the total increase or decrease in the company's cash balance for the period.

**CREE, INC.**  
**Reconciliation of GAAP to Non-GAAP Measures**  
**(in thousands except per share amounts and percentages)**  
**(unaudited)**

**Non-GAAP Gross Margin**

|  | Three Months Ended |                   | Nine Months Ended |                   |
|--|--------------------|-------------------|-------------------|-------------------|
|  | March 25,<br>2012  | March 27,<br>2011 | March 25,<br>2012 | March 27,<br>2011 |
| GAAP gross profit                              | \$ 99,413          | \$ 91,395         | \$ 302,559        | \$ 343,070        |
| GAAP gross margin percentage                   | 34.9%              | 41.7%             | 35.3%             | 46.1%             |
| Adjustment:                                    |                    |                   |                   |                   |
| Stock-based compensation expense               | \$ 2,104           | \$ 1,440          | \$ 5,433          | \$ 3,924          |
| Ruud Lighting finished goods inventory step up | —                  | —                 | 1,482             | —                 |
| Non-GAAP Gross Profit                          | \$ 101,517         | \$ 92,835         | \$ 309,474        | \$ 346,994        |
| Non-GAAP gross margin percentage               | 35.6%              | 42.4%             | 36.1%             | 46.6%             |

## Non-GAAP Operating Income

|   | Three Months Ended |                | Nine Months Ended |                |
|---|--------------------|----------------|-------------------|----------------|
|   | March 25, 2012     | March 27, 2011 | March 25, 2012    | March 27, 2011 |
| GAAP operating income                                 | \$ 5,007           | \$ 19,678      | \$ 30,586         | \$ 148,507     |
| GAAP operating income percentage                      | 1.8%               | 9.0%           | 3.6%              | 19.9%          |
| Adjustments   |                    |                |                   |                |
| Stock-based compensation expense                      | \$ 12,249          | \$ 10,311      | \$ 34,884         | \$ 28,293      |
| Amortization of acquisition-related intangible assets | 7,368              | 2,693          | 18,660            | 8,105          |
| Ruud Lighting acquisition costs                       | —                  | —              | 3,069             | —              |
| Ruud Lighting finished goods inventory step up        | —                  | —              | 1,482             | —              |
| Total adjustments to GAAP operating income            | \$ 19,617          | \$ 13,004      | \$ 58,095         | \$ 36,398      |
| Non-GAAP operating income                             | \$ 24,624          | \$ 32,682      | \$ 88,681         | \$ 184,905     |
| Non-GAAP operating income percentage                  | 8.6%               | 14.9%          | 10.3%             | 24.8%          |

## Non-GAAP Net Income

|  | Three Months Ended |                | Nine Months Ended |                |
|--|--------------------|----------------|-------------------|----------------|
|  | March 25, 2012     | March 27, 2011 | March 25, 2012    | March 27, 2011 |
| GAAP net income  | \$ 9,489           | \$ 18,881      | \$ 34,386         | \$ 126,692     |
| Adjustments  |                    |                |                   |                |
| Stock-based compensation expense                                   | 12,249             | 10,311         | 34,884            | 28,293         |
| Amortization of acquisition-related intangible assets              | 7,368              | 2,693          | 18,660            | 8,105          |
| Ruud Lighting acquisition costs                                    | —                  | —              | 3,069             | —              |
| Ruud Lighting finished goods inventory step up                     | —                  | —              | 1,482             | —              |
| Total adjustments to GAAP income before provision for income taxes | \$ 19,617          | \$ 13,004      | \$ 58,095         | \$ 36,398      |
| Income tax effect *  | \$ (5,784)         | \$ (1,821)     | \$ (12,436)       | \$ (6,642)     |
| Non-GAAP net income  | \$ 23,322          | \$ 30,064      | \$ 80,045         | \$ 156,448     |
| Earnings per Share   |                    |                |                   |                |
| Non-GAAP diluted net income per share                              | \$ 0.20            | \$ 0.27        | \$ 0.70           | \$ 1.42        |
| Shares used in diluted net income per share calculation            |                    |                |                   |                |
| Non-GAAP shares used   | 116,074            | 110,323        | 114,879           | 110,007        |

\* Based on effective tax rate calculated using forecasted non-GAAP income

## Free Cash Flow

|                           | Three Months Ended |                | Nine Months Ended |                |
|---------------------------|--------------------|----------------|-------------------|----------------|
|                           | March 25, 2012     | March 27, 2011 | March 25, 2012    | March 27, 2011 |
| Cash flow from operations | \$ 48,340          | \$ 41,167      | \$ 170,577        | \$ 186,922     |
| Less: PP&E CapEx spending | 22,168             | 62,846         | 75,206            | 189,233        |
| Less: Patents spending    | 3,916              | 3,622          | 11,959            | 8,821          |
| Total free cash flows     | \$ 22,256          | \$ (25,301)    | \$ 83,412         | \$ (11,132)    |