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 gross margin, non-GAAP operating income, non-GAAP non-operating income, net, non-GAAP net income, non-GAAP earnings per diluted share 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 are expenses less expenses in the various categories described below. Both our GAAP targets and non-GAAP targets do not include any estimated changes in the fair value of our Lextar investment.

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 the items listed below and the income tax effects associated with the foregoing. Cree's management also uses non-GAAP measures, in addition to the corresponding GAAP measures, in reviewing the Company's financial results.

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, performance stock awards and employee stock purchases through its ESPP. Cree excludes stock-based compensation expenses from its non-GAAP measures because they are non-cash expenses that Cree does not believe are reflective of ongoing operating results.

Costs associated with purchase of RF Power business. The Company incurred transaction, transition, and integration costs in fiscal 2018 in conjunction with the purchase of certain assets of the RF Power business. Additionally, this includes the inventory cost basis step-up on the acquired inventories. Cree excludes these items because they have no direct correlation to the ongoing operating results of Cree's business.

Amortization or impairment of acquisition-related intangibles. Cree incurs amortization or impairment of acquisition-related intangibles in connection with acquisitions. Cree excludes these items because they arise from Cree's prior acquisitions and have no direct correlation to the ongoing operating results of Cree's business.

LED Products segment restructuring charges or gains. In June 2015, Cree's board of directors approved a plan to restructure the LED Products segment. The restructuring, which was completed during fiscal 2016, reduced excess capacity and overhead in order to improve the cost structure moving forward. The components of the restructuring included the planned sale or abandonment of certain manufacturing equipment, facility consolidation and the elimination of certain positions. Because these charges relate to assets which have been retired prior to the end of their estimated useful lives and severance costs for eliminated positions, Cree does not consider these charges to be reflective of ongoing operating results. Similarly, Cree does not consider realized gains on the sale of assets relating to the restructuring to be reflective of ongoing operating results.

Lighting Products segment restructuring charges or gains. In April 2018, the Company approved a plan to restructure the Lighting Products segment. The restructuring, which is expected to be completed during the first quarter of fiscal 2019, aims to realign the Company's cost base with the long-range business strategy that was announced February 26, 2018. The components of the restructuring include the sale or abandonment of certain equipment, facility consolidation, and elimination of certain positions. Because these charges relate to assets which have been retired prior to the end of their estimated useful lives and severance costs for eliminated positions, Cree does not believe these charges are reflective of ongoing operating results. Similarly, Cree does not consider the realized losses on sale of assets relating to the restructuring to be reflective of ongoing operating results.

Goodwill impairment charges. The Company determined that the carrying value of the Lighting Products segment was in excess of the segment's fair value during the third quarter of fiscal 2018 in connection with the preparation of the financial statements for such period, resulting in an impairment charge. Cree excludes this item from its non-GAAP measures because it is a non-cash expense that Cree does not believe to be reflective of ongoing operating results.

Transaction costs and termination fee associated with the terminated sale of the Wolfspeed business. The Company incurred transaction costs in conjunction with the previously proposed sale of its Wolfspeed business to Infineon. In addition, as a result of the termination of the agreement to sell the Wolfspeed business, Infineon paid a termination fee to the Company. Because these costs were incurred, and the termination fee received, relative to a portion of the business which was previously reported as discontinued operations in fiscal 2017, Cree does not consider the transaction costs and the receipt of termination fees to be reflective of ongoing operating results, and as such, has excluded these items from its non-GAAP measures.

Severance pay associated with termination of key executive personnel. The Company incurred costs in fiscal 2018 in conjunction with the termination of key executive personnel. Cree excludes these items because they have no direct correlation to the ongoing operating results of Cree's business.

Changes in the fair value of our Lextar investment. The Company's common stock ownership investment in Lextar Electronics Corporation is accounted for utilizing the fair value option. As such, changes in fair value are recognized in income, including fluctuations due to the exchange rate between the New Taiwan Dollar and the United States Dollar. Cree excludes the impact of these gains or losses from its non-GAAP measures because they are non-cash impacts that Cree does not believe are reflective of ongoing operating results. Additionally, Cree excludes the impact of dividends received on its Lextar investment as Cree does not believe it is reflective of ongoing operating results.

Foreign exchange gain on acquisition of RF Power business. The Company incurred foreign exchange gains on hedges purchased for the RF Power business asset purchase. Cree excludes the impact of this gain because it is not considered to be reflective of ongoing operations.

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. Non-GAAP net income is presented using a non-GAAP tax rate. The Company’s non-GAAP tax rate represents a recalculation of the GAAP tax rate reflecting the exclusion of the non-GAAP items.

Cree expects to incur many of these same expenses, including income taxes associated with these expenses, in future periods. In addition to the non-GAAP measures discussed above, Cree also uses free cash flow as a measure of operating performance and liquidity. 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 an operating performance and 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, a portion of 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 operating performance and liquidity is that it does not represent the residual cash flow available to the company for discretionary expenditures, as it excludes certain mandatory expenditures such as debt service.

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		Year Ended	
	June 24, 2018	June 25, 2017	June 24, 2018	June 25, 2017
GAAP gross profit	$115,651	$98,001	$407,642	$434,572
GAAP gross margin percentage	28.2%	27.3%	27.3%	29.5%
Adjustments:				
Stock-based compensation expense	1,970	2,415	7,372	10,427
Costs related to the RF Power acquisition	5,299	—	5,425	—
Non-GAAP gross profit	$122,920	$100,416	$420,439	$444,999
Non-GAAP gross margin percentage	30.0%	28.0%	28.1%	30.2%

Non-GAAP Operating Income

	Three Months Ended		Year Ended	
	June 24, 2018	June 25, 2017	June 24, 2018	June 25, 2017
GAAP operating loss	($20,614)	($13,067)	($329,087)	($18,672)
GAAP operating income percentage	(5.0)%	(3.6)%	(22.0)%	(1.3)%
Adjustments:				
Stock-based compensation expense:				
Cost of revenue, net	1,970	2,415	7,372	10,427
Research and development	1,553	2,151	8,383	10,619
Sales, general and administrative	6,361	4,741	27,448	26,679
Total stock-based compensation expense	9,884	9,307	43,203	47,725
Costs related to the RF Power acquisition	9,567	—	13,891	—
Amortization or impairment of acquisition-related intangibles	9,735	6,792	30,772	27,499
Costs associated with LED business restructuring	—	—	—	15
Costs associated with Lighting business restructuring	5,964	—	5,964	—
Goodwill impairment charges	—	—	247,455	—
Transaction costs related to the terminated sale of the Wolfspeed business	—	121	—	11,947
Wolfspeed transaction termination fee	—	—	—	(12,500)
Executive severance	—	—	6,223	—
Total adjustments to GAAP operating loss	35,150	16,220	347,508	74,686
Non-GAAP operating income	$14,536	$3,153	$18,421	$56,014
Non-GAAP operating income percentage	3.6 %	0.9 %	1.2 %	3.8 %

Non-GAAP Non-Operating Income, net

	Three Months Ended		Year Ended	
	June 24, 2018	June 25, 2017	June 24, 2018	June 25, 2017
GAAP non-operating (loss) income, net	($4,369)	$9,057	$11,642	$14,008
Adjustment:				
Net changes in the fair value of Lextar investment	2,359	(7,607)	(7,696)	(10,203)
Foreign exchange gain on RF Power acquisition	—	—	(1,941)	—
Non-GAAP non-operating (loss) income, net	($2,010)	$1,450	$2,005	$3,805

Non-GAAP Net Income

	Three Months Ended		Year Ended	
	June 24, 2018	June 25, 2017	June 24, 2018	June 25, 2017
GAAP net loss	($33,256)	($5,890)	($279,968)	($98,118)
Adjustments:				
Stock-based compensation expense	9,884	9,307	43,203	47,725
Costs related to the RF Power acquisition	9,567	—	13,891	—
Amortization or impairment of acquisition-related intangibles	9,735	6,792	30,772	27,499
Costs associated with LED business restructuring	—	—	—	15
Costs associated with Lighting business restructuring	5,964	—	5,964	—
Goodwill impairment charges	—	—	247,455	—
Transaction costs related to the terminated sale of the Wolfspeed business	—	121	—	11,947
Wolfspeed transaction termination fee	—	—	—	(12,500)
Executive severance	—	—	6,223	—
Net changes in the fair value of Lextar investment	2,359	(7,607)	(7,696)	(10,203)
Foreign exchange gain on RF Power acquisition	—	—	(1,941)	—
Total adjustments to GAAP net loss before provision for income taxes	37,509	8,613	337,871	64,483
Income tax effect *	7,291	1,102	(39,072)	83,353
Non-GAAP net income	$11,544	$3,825	$18,831	$49,718
Income per share				
Non-GAAP diluted net income per share	$0.11	$0.04	$0.19	$0.50
Shares used in diluted net income per share calculation				
Non-GAAP shares used	100,981	97,548	99,530	98,487

*Estimated income tax effect is based upon the Company's overall consolidated effective tax rate for the given period.

Free Cash Flow

	Three Months Ended		Year Ended	
	June 24, 2018	June 25, 2017	June 24, 2018	June 25, 2017
Cash flow from operations	$41,937	$52,746	$167,358	$215,900
Less: PP&E spending	(57,256)	(30,033)	(185,688)	(86,928)
Less: Patents spending	(2,202)	(3,529)	(10,115)	(12,405)
Total free cash flow	($17,521)	$19,184	($28,445)	$116,567

CREE, INC.
Business Outlook Unaudited GAAP to Non-GAAP Reconciliation
(in millions)

	Three Months Ended September 23, 2018
GAAP net loss outlook range	($9) to ($14)
Adjustments:	
Stock-based compensation expense	12
Amortization or impairment of acquired intangibles	9
Lighting Products restructuring costs	2
Total adjustments to GAAP net loss before provision for income taxes	23
Income tax effect	0 to 1
Non-GAAP net income outlook range	$10 to $14

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