

SunEdison Semiconductor Ltd
Form S-1
December 08, 2014
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As filed with the Securities and Exchange Commission on December 8, 2014

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SUNEDISON SEMICONDUCTOR LIMITED

(Exact name of registrant as specified in its charter)

Singapore

*(State or other jurisdiction
of incorporation or organization)*

3674

*(Primary Standard Industrial
Classification Code Number)*

11 Lorong 3 Toa Payoh

Not Applicable

*(I.R.S. Employer
Identification No.)*

Singapore 319579

(65) 6681-9300

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

C T Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 590-9070

(Name, address, including zip code and telephone number, including area code, of agent for service)

Copies of all communications, including communications sent to agent for service, should be sent to:

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer
 Accelerated filer
 Non-accelerated filer x
 (Do not check if a
 smaller reporting company)
 Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum		Amount of Registration Fee
		Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	
Ordinary Shares, no par value	13,800,000	\$18.99	\$262,062,000	\$30,452

(1) Includes 1,800,000 ordinary shares that the underwriter has the option to purchase.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended. In accordance with Rule 457(c) of the Securities Act of 1933, as amended, the price shown is the average of the high and low selling prices of the ordinary shares on December 4, 2014, as reported on the NASDAQ Global Select Market.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated December 8, 2014

PROSPECTUS

12,000,000 shares

SunEdison Semiconductor Limited

Ordinary Shares

The selling shareholders named herein are offering 12,000,000 ordinary shares of SunEdison Semiconductor Limited. We will not receive any of the proceeds from the sale of our ordinary shares by the selling shareholders. We will pay the fees and expenses of this offering, other than the underwriting discount and commission.

Our ordinary shares are traded on the NASDAQ Global Select Market under the symbol SEMI. On December 5, 2014, the last reported sale price of our ordinary shares was \$19.76 per share.

Investing in our ordinary shares involves risks that are described in the Risk Factors section beginning on page 14 of this prospectus.

We are an emerging growth company as defined in Section 2(a)(19) of the Securities Act of 1933, as amended, or the Securities Act, and, as such, are allowed to provide in this prospectus more limited disclosures than an issuer that would not so qualify. In addition, for so long as we remain an emerging growth company, we will qualify for certain limited exceptions from investor protection laws such as the Sarbanes-Oxley Act of 2002. Please read Risk Factors Risks Related to this Offering and Ownership of Our Ordinary Shares We are an emerging growth company and may elect to comply with reduced public company reporting requirements, which could make our ordinary shares less attractive to investors.

	Per Share	Total
Public offering price	\$	\$
Underwriting discount(1)	\$	\$
Proceeds to selling shareholders	\$	\$

(1) We refer you to Underwriting beginning on page 161 of this prospectus for additional information regarding underwriting compensation.

The underwriter may also exercise its option to purchase up to 1,800,000 additional shares from the selling shareholders at the public offering price, less the underwriting discount, for a period of 30 days after the date of this prospectus.

Neither the Securities and Exchange Commission, or SEC, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery on or about _____, 2014.

Deutsche Bank Securities

The date of this prospectus is _____, 2014.

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We have not and the underwriter has not authorized anyone to provide you with any information other than that contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We are offering to sell, and seeking offers to buy, our ordinary shares only in jurisdictions where such offers and sales are permitted. The information in this prospectus or any free writing prospectus is accurate only as of its date, regardless of its time of delivery or the time of any sale of shares of our ordinary shares. Our business, financial condition, results of operations and prospects may have changed since that date.

The name and mark, SunEdison, Inc., and other trademarks, trade names and service marks of SunEdison, Inc. appearing in this prospectus are the property of SunEdison, Inc. SunEdison Semiconductor Limited and other trademarks, trade names and service marks of SunEdison Semiconductor Limited appearing in this prospectus are the property of SunEdison Semiconductor Limited. This prospectus also contains additional trade names, trademarks and service marks belonging to SunEdison, Inc. and to other companies. We do not intend our use or display of other parties' trademarks, trade names or service marks to imply, and such use or display should not be construed to imply, a relationship with, or endorsement or sponsorship of us by, these other parties.

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PROSPECTUS SUMMARY

The following is a summary of material information discussed in this prospectus. This summary may not contain all the details concerning our business, our ordinary shares or other information that may be important to you. You should carefully review this entire prospectus, including the Risk Factors section and our financial statements and the related notes included elsewhere in this prospectus, before making an investment decision. As used in this prospectus, unless the context otherwise indicates, the references to (i) our business, we, our or us or similar terms refer to the semiconductor materials business as operated as a business segment of SunEdison, Inc., or SunEdison, for periods prior to the Transactions (as described below in Structure and Formation of Our Company), and to SunEdison Semiconductor Limited, together with, where appropriate, its consolidated subsidiaries, for periods after the completion of the Transactions, and (ii) SSL refer to SunEdison Semiconductor Limited exclusive of its subsidiaries. References in this prospectus to S\$ refer to Singapore dollars. Unless otherwise indicated or the context otherwise requires, the financial and operating data included in this prospectus is as of September 30, 2014.

Our Company

We are a global leader in the development, manufacture and sale of silicon wafers to the semiconductor industry. Wafers are used as the base substrate for nearly all semiconductor devices, which in turn provide the foundation for the entire electronics industry. Our business was established in 1959 and was known during most of our history as MEMC Electronic Materials, Inc., or MEMC. We became a stand-alone public company upon the completion of our initial public offering on May 28, 2014, or our IPO. We have developed a broad product portfolio, an extensive global manufacturing footprint, process technology expertise and supply chain flexibility, while increasing our capital efficiency and maintaining a lean operating culture.

Throughout our over 50 years of operations, we have pioneered a number of semiconductor industry firsts, including the development of the dislocation-free Czochralski, or CZ, silicon crystal growth process and the chemical-mechanical planarization, or CMP, process, as well as the initial production and commercialization of 100mm and 200mm semiconductor wafers. More recently, we have been a leader in the development of advanced substrates such as epitaxial, or EPI, wafers and wafers for the silicon-on-insulator, or SOI, market, which enable advanced computing and communications applications.

We primarily sell our products to all of the major semiconductor manufacturers in the world, including integrated device manufacturers and pure-play semiconductor foundries, and to a lesser extent, leading companies that specialize in wafer customization. During 2013, our largest customers were Samsung Electronics Co., Ltd., or Samsung Electronics, Taiwan Semiconductor Manufacturing Company, or TSMC, and STMicroelectronics. We operate facilities in major semiconductor manufacturing regions throughout the world, including Taiwan, Malaysia, South Korea, Italy, Japan and the United States. We have chosen to locate our manufacturing facilities in regions that offer both low operating costs and close proximity to our customers to facilitate collaboration on product development activities and shorten product delivery times.

The market for semiconductor wafers is large and growing. According to Gartner, Inc., or Gartner, the merchant semiconductor silicon wafer market in 2012 was approximately \$9 billion, in 2013 was approximately \$8 billion and in 2014 was approximately \$9 billion worldwide and is expected to grow at a 5.5% compound annual growth rate, or CAGR, from 2013 to 2018, reaching approximately \$10.4 billion by 2018. This growth in semiconductor wafer demand has been largely attributable to the proliferation of mobile devices such as smart phones and tablets. These devices require semiconductors that are energy efficient, low cost, high performance and highly integrated into a small footprint. Semiconductors offering those characteristics increasingly require EPI and SOI wafers. We believe that our process technology expertise in EPI and SOI wafer manufacturing combined with our capital efficiency provides us

with significant opportunities as the markets for EPI and SOI wafers continue to grow.

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The semiconductor wafer industry has undergone significant consolidation over the past 20 years, from more than 20 suppliers in the 1990s to only five major suppliers today, including Shin-Etsu Handotai, SUMCO Corporation, Siltronic AG, LG Siltron and us, which suppliers accounted for approximately 88% of all semiconductor wafer sales in 2013, according to Gartner. This consolidation is due in large part to the significant increase in the capital investment and manufacturing capacity needed to compete effectively. We have expanded our market share by revenue from 8% in 2008 to 11% in 2013, according to Gartner. We believe this improvement is in large part the result of our emphasis on technology and product innovation and customer service, as well as consistently delivering high quality wafers that meet our customers' evolving requirements. We believe we are well positioned to continue to expand our market share and capitalize on the increasing demand for more advanced wafer products. We generated net sales of \$920.6 million, \$934.2 million and \$1,198.3 million, net (loss) income attributable to SSL of \$(57.7) million, \$121.3 million and \$(557.9) million and Adjusted EBITDA of \$74.6 million, \$74.9 million and \$170.2 million, in 2013, 2012 and 2011, respectively. For the nine months ended September 30, 2014 and 2013, we generated net sales of \$634.2 million and \$709.0 million, net loss attributable to SSL of \$79.7 million and \$14.4 million and Adjusted EBITDA of \$61.2 million and \$71.8 million, respectively. See Summary Historical and Pro Forma Financial Data for the definition of Adjusted EBITDA, the reason for its inclusion and a reconciliation from net (loss) income attributable to SSL to Adjusted EBITDA.

Industry Overview

Semiconductor devices are at the core of modern electronics. According to Gartner, the total semiconductor market worldwide was \$315 billion in 2013. These devices include microprocessors, memory, analog, mixed-signal and radio frequency, or RF, integrated circuits, discrete, application specific integrated circuits, microelectromechanical systems, or MEMS, and image sensors. Recent semiconductor growth has been largely attributable to the proliferation of mobile devices, which has driven the need for low cost, high performance semiconductors that provide efficient power consumption and a reduced footprint. In order to meet these demands, technology innovation in the semiconductor industry has continued at a strong pace over the past decade, resulting in shrinking process geometries, larger wafer sizes, more stringent technical specifications and the introduction of advanced substrates and device structures. The continual advancement in the connectivity of everyday devices to the internet, such as home automation, smart grid metering and parking meters, represents a significant growth opportunity in the semiconductor industry. In addition to continued growth in the mobile device and internet connectivity markets, future semiconductor industry growth is expected to be further driven by new and emerging markets and applications, such as in the healthcare and automotive industries, which are increasingly incorporating advanced technologies in their services and products.

Semiconductor wafers are increasingly required to meet specific performance characteristics. For example, semiconductors used in applications such as mobile devices and cloud infrastructure are increasingly requiring EPI wafers, which enable lower power consumption due to their near perfect surface characteristics. According to Gartner, the epitaxial semiconductor silicon wafer market is expected to grow from \$3.0 billion in 2013 to \$4.1 billion in 2018, representing a 6.1% CAGR. Similarly, demand for SOI wafers is growing as a result of the ability of SOI wafers to improve switching speeds and enhance the performance of RF devices such as power amplifiers, switches and sensors. According to the SOI Industry Consortium, the total available market for SOI wafers is expected to double over the next five years, driven by the increased penetration in mobile system-on-chips and RF devices. At the same time, the worldwide polished wafer market is expected to grow by a 5.1% CAGR from 2013 to 2018, according to Gartner. As a semiconductor wafer manufacturer focused on advanced EPI and SOI product solutions, we believe we are well positioned to capitalize on the growth opportunities resulting from industry consolidation and the increasing demand for EPI and SOI wafers.

Table of Contents**Our Strengths**

Our strengths as a manufacturer of semiconductor wafers include the following:

History of product innovation and process technology expertise. We have a more than 50 year history, under the MEMC brand, of product innovation, including achieving several major advancements in the semiconductor wafer industry, such as the development of the dislocation-free CZ silicon crystal growth process and the CMP process, as well as the initial production and commercialization of 100mm and 200mm semiconductor wafers. We have developed advanced substrates such as EPI wafers and, more recently, SOI wafers to maintain our history of product innovation. We have also developed significant technology expertise in wafer manufacturing processes, including diamond wire cutting, integrated software-enabled tooling and flexible equipment processes supporting the manufacture of semiconductor wafers with various diameters.

Broad product portfolio. We have developed a broad product portfolio. Our products include polished, EPI, SOI, perfect silicon and magic denuded zone, or MDZ, wafers ranging in diameter from 100mm to 300mm. Our process capabilities provide us with the ability to customize our products to address the specific performance characteristics required by our customers. For example, as one of only three primary SOI wafer suppliers, we are capable of satisfying all of our customers' wafer requirements in microprocessors, memory, analog, mixed-signal and RF integrated circuits, discrete, application specific integrated circuits, MEMS and image sensors.

Extensive global footprint with close customer collaboration. We have an established global manufacturing network consisting of eight facilities located in Taiwan, Malaysia, South Korea, Italy, Japan and the United States. We have located our facilities in areas that offer a combination of low operating costs and highly educated work forces in close proximity to our customers. This local presence enables us to collaborate with our customers on product design and development activities and shorten product delivery and response times. Our diverse global footprint also enables us to mitigate risk in the event of natural disasters or other occurrences that can disrupt manufacturing. We estimate that the cost to replicate our current global manufacturing footprint is approximately 3.5 times the net book value of our fixed assets as of December 31, 2013.

Established relationships with blue chip customers. We work with all of the major semiconductor device manufacturers in the world, including integrated device manufacturers and pure-play semiconductor foundries. Our continued focus on developing strong customer relationships has resulted in several awards from our key customers. For example, we were the only company in 2012 to receive supplier excellence awards from each of Samsung, TSMC and Analog Devices based on our performance, quality, service and support. We also received supplier excellence awards from TSMC in 2013 and from Infineon Technologies in 2014. We collaborate with our customers on their research and development, or R&D, activities, allowing us to develop wafer products that meet their product design expectations rapidly and efficiently.

Company-wide focus on capital efficiency and maintaining a lean operating culture. We have implemented several initiatives since 2009 designed to rationalize our use of resources, optimize those resources for the most attractive market opportunities and manage our production capacity to meet demand efficiently. Our engineers' understanding of both the science and operation of the tools within our factories enables us to streamline equipment controls, software interfaces and operational parameters to improve the productivity of our equipment. We have also designed our manufacturing processes to be flexible and scalable with low to moderate additional capital investment necessary to pursue new opportunities or increase capacity. We continue to focus on improving our equipment productivity through our Overall Equipment Effectiveness program, which has improved our safety, customer satisfaction and on-time delivery and reduced facility disruptions. As evidence of these improvements, from 2010 to 2013 our recordable incidences decreased by approximately 50%, our

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customer complaints decreased by approximately 70%, our customer on-time delivery improved by 13 percentage points and our facility disruptions were reduced by over 90%.

Experienced management team with extensive expertise. Our top seven senior managers average 25 years of relevant experience from multiple segments of the semiconductor industry, having joined us from leading technology companies including General Electric, Intel and Motorola. In addition, we have a large and technologically proficient professional staff with approximately 700 engineers, of whom over 123 focus solely on R&D and approximately 44 have Ph.Ds.

Our Business Strategy

Our goal is to continue to be a market leader and increase our market share in the large and growing semiconductor wafer industry. Key elements of our strategy include:

Extending our product and process technology leadership. We are focused on developing leading edge technologies for the semiconductor wafer market. As our customers' needs evolve with decreasing transistor sizes, increasing degrees of integration and ongoing pressures for cost reduction, the requirements and specifications for semiconductor wafers are also evolving. We are investing in new product and process technologies to be able to offer products with enhanced features, such as flatness, uniformity, resistivity and reduced defects. For example, we are making substantial investments to further our product offerings in 300mm EPI and polished wafers for below 20 nanometer process technologies and in 200mm SOI wafers for wireless applications.

Increasing our customer penetration and market share. We intend to increase our customer penetration and market share by enhancing our global sales, design and technical support organizations and leveraging our broad product portfolio. We are also focused on capitalizing on attractive new opportunities with current and new customers in emerging applications. For example, we are working closely with customers to design product solutions that enable continued transistor scaling and include 3-D transistors and Fully Depleted SOI planar transistors, as well as to address process issues related to the introduction of new materials in wafer fabrication and advanced lithography. In addition, we are developing wafer solutions that enable integration of multiple functions, such as logic, memory and analog, on the same chip.

Continuing to deliver high quality customer service. We intend to continue our increased focus on delivering high quality customer service and manufacturing flexibility by leveraging our local presence that results from our diverse geographic footprint. We are focused on enhancing our established quality assurance programs and dedicated services and support staff in order to continue to respond quickly to changing demands and product cycles of our customers.

Maintaining focus on operational improvements. We intend to continue our focus on maintaining a lean operating environment and capital efficiency. We believe our Overall Equipment Effectiveness program and other operational improvements have enabled us to improve lead times across the supply chain, as well as our performance with respect to safety, customer satisfaction and on-time delivery and reduced facility disruptions. These improvements have freed up capacity, reduced costs and significantly improved equipment reliability. Our lean operating structure positions us to add production capacity as needed at low to moderate incremental capital expense by optimizing equipment utilization.

Capitalizing on the benefits of being an independent entity. We believe that being a separately traded public company enables us to be a more focused business with the ability to target our investment and research initiatives solely on semiconductor wafers. We believe our independence also allows us to align the interests and incentives of our employees exclusively with the success of our business and better positions us for further consolidation in the

industry.

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Samsung Private Placements and Related Transactions

In connection with the completion of our IPO, Samsung Fine Chemicals Co., Ltd., or Samsung Fine Chemicals, and Samsung Electronics purchased 7,200,000 and 2,425,578, respectively, of our ordinary shares in separate private placements at a price per share equal to the initial public offering price of \$13.00 per share. Throughout this prospectus, we collectively refer to these purchasers as the Samsung Purchasers and these purchases as the Samsung Private Placements. Samsung Fine Chemicals is a joint venture partner of a subsidiary of SunEdison in SMP Ltd., or SMP. Samsung Electronics is one of our customers and was our joint venture partner in MEMC Korea Company, or MKC. As consideration for the issuance of the ordinary shares, (i) Samsung Fine Chemicals made an aggregate cash investment in us of \$93.6 million and (ii) Samsung Electronics transferred to us its 20% interest in MKC. In connection with the Samsung Private Placements, we also entered into a wafer purchase and sale agreement with Samsung Electronics. See **Certain Relationships and Related Party Transactions** **Wafer Purchase and Sale Agreement**.

As a result of the Formation Transactions described below in **Structure and Formation of Our Company**, SMP is owned approximately 35% by us, 50% by a subsidiary of SunEdison and 15% by Samsung Fine Chemicals, and MKC is 100% owned by us. SMP owns a polysilicon manufacturing facility in South Korea and MKC owns a manufacturing facility in South Korea that produces 200mm and 300mm semiconductor wafers. Construction of the SMP polysilicon manufacturing facility was recently completed. The facility is in the initial stages of polysilicon production but has not reached full commercial capabilities at this time, and we are not yet purchasing polysilicon from the facility. We believe this investment in SMP will create financial and strategic value for us by introducing a source of polysilicon that we partially own, and which we expect will provide competitive prices and reduce the risk of supply interruptions. The Samsung Private Placements also resulted in us having 100% ownership and control of the silicon wafer manufacturing operation at the MKC manufacturing facility, which we believe will give us additional flexibility to respond quickly to changes in the silicon wafer industry.

Structure and Formation of Our Company

Prior to the completion of our IPO, SSL was a wholly-owned subsidiary of SunEdison. Prior to or simultaneously with the completion of our IPO, we and SunEdison engaged in a series of transactions that resulted in the transfer of the ownership of the semiconductor materials business to SSL, facilitated our IPO and enabled us to raise necessary capital to pay SunEdison for such asset transfers and repay our existing indebtedness, including intercompany indebtedness and certain trade accounts owed to SunEdison. We collectively refer to the transactions undertaken as part of our initial formation as summarized below throughout this prospectus as the Formation Transactions:

In exchange for aggregate consideration consisting of 23.6 million ordinary shares, intercompany notes in an aggregate principal amount of \$273.5 million and the assumption by us of all liabilities related to the semiconductor materials business, SunEdison contributed the following assets to us:

effective as of December 31, 2013, SunEdison contributed all of the outstanding capital stock of its subsidiaries that own and operate its semiconductor materials business, other than a 40% interest held by a subsidiary of SunEdison in MKC, and all of the assets primarily related to its semiconductor material business held by SunEdison or its subsidiaries to SSL;

in January 2014, SunEdison caused one of its subsidiaries to contribute its 40% interest in MKC to us; and

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in connection with the completion of our IPO, SunEdison contributed to us an approximately 35% interest in SMP that SunEdison acquired from Samsung Fine Chemicals for a cash purchase price of 143.9 billion South Korean won, or approximately \$140.7 million at currency exchange rates as of the date of the transaction, May 27, 2014.

We entered into transition services, intellectual property licensing, tax sharing and other commercial agreements with SunEdison and certain of its subsidiaries. See **Certain Relationships and Related Party Transactions**.

We collectively refer to the transactions undertaken to finance the Formation Transactions and otherwise provide us with future liquidity as summarized below throughout this prospectus as the Financing Transactions:

We used approximately \$198.1 million of net proceeds after deducting issuance costs from borrowings under a senior secured term loan from financial institutions and \$75.4 million of net proceeds from the Samsung Private Placements, to repay in full the intercompany notes issued to SunEdison in connection with the asset transfers contemplated as part of the Formation Transactions.

We used approximately \$9.6 million of the net proceeds from the Samsung Private Placements to repay existing third party indebtedness that was associated with the semiconductor materials business.

We retained approximately \$99.0 million of net proceeds from our IPO, together with the remaining \$2.3 million of net proceeds from the Samsung Private Placements, as cash on our balance sheet, which provided us with additional liquidity and flexibility in our capital structure.

We entered into a senior secured revolving credit facility that provides for up to \$50.0 million of borrowings for working capital purposes.

For ease of reference, we sometimes collectively refer to our IPO, the Formation Transactions, the Financing Transactions and the Samsung Private Placements throughout this prospectus as the Transactions.

Recent Developments

Exchange of Outstanding SunEdison Equity Awards

As a result of this offering, SunEdison will cease to own 50% or more of our outstanding ordinary shares. When this occurs, our employees will be deemed to have a termination of employment from SunEdison under its various equity incentive plans and all of their outstanding equity awards with respect to SunEdison stock would be forfeited (in the case of unvested awards) or expire within three months (in the case of vested options) without compensation in accordance with the terms of such plans. In order to minimize the adverse impact of these provisions on our employees, to provide for a fair continuation of the compensation previously granted and to ensure that our employees remain incentivized and committed to the mission and performance of our objectives, we and SunEdison have agreed that 25% of the equity-based compensation awards relating to SunEdison stock that are unvested and held by our employees (including our non-U.S. employees, subject to applicable local laws) will be replaced with adjusted stock

options and restricted stock units, as applicable, for our ordinary shares, each of which generally will preserve the value of the original awards determined as of a date on or immediately prior to this offering and will be issued pursuant to the SunEdison Semiconductor Limited 2014 Long-Term Incentive Plan, or the 2014 Plan. The remaining 75% of each of these unvested awards and all vested awards will continue to be held as stock options and restricted stock units, as applicable, for SunEdison common stock. These continuing options and restricted stock units will

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continue to vest in accordance with their terms, with employment by us to be deemed employment by SunEdison. The options may be exercised, when vested, by our employees in accordance with the terms of the original grant. Vesting terms for any awards relating to our ordinary shares that are substituted for awards originally granted with respect to SunEdison stock generally will remain substantially similar as provided under the original awards, subject to certain adjustments to reflect employment with us.

In connection with the foregoing, we expect to issue options to purchase an aggregate of 461,948 ordinary shares with a weighted-average exercise price of \$5.14 per share and an aggregate of 187,934 restricted stock units, in each case based on applicable SunEdison equity awards outstanding, and our and SunEdison's share prices as of, market close on December 5, 2014. We do not expect that these grants will have a material impact on our stock compensation expense as reflected in prior periods as our historical financial statements include stock-based compensation expenses of SunEdison with respect to the awards held by our employees under these plans.

Risk Factors

There are a number of risks that you should understand before making an investment decision regarding this offering. These risks are discussed more fully in the section entitled "Risk Factors" following this prospectus summary. These risks include, but are not limited to:

we face intense competition in the industry in which we operate, including from competitors that have a greater market share than we do and have cost advantages due to the recent weakening of the Japanese Yen, which could materially adversely affect our business, financial condition and results of operations;

our business depends on the semiconductor device industry, and when that industry experiences one of its cyclical downturns, our sales are likely to decrease and we could be forced to reduce our prices without being able to reduce costs, including fixed costs, all of which could materially adversely affect our business, financial condition and results of operations;

average selling prices for semiconductor wafers have been volatile and decreased in recent years. If we are unable to reduce our manufacturing costs and operating expenses in response to declining prices, we may not be able to compete effectively;

if we fail to meet changing customer demands or achieve market acceptance for new products, we may lose customers and our sales could suffer;

a significant reduction in, or loss of, purchases by any of our top customers could materially adversely affect our business, financial condition and results of operations;

a significant portion of our outstanding ordinary shares are owned by SunEdison and the Samsung Purchasers, whose interests may conflict with yours, and this concentrated ownership of our ordinary

shares will prevent you and other investors in our shares from influencing significant decisions involving our company; and

we are incorporated in Singapore and our shareholders may have more difficulty in protecting their interests than they would as shareholders of a corporation incorporated in the United States.

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Corporate Information

Our principal executive offices are located at 11 Lorong 3 Toa Payoh, Singapore 319579, and our telephone number at that address is +65 6681-9300. Our principal executive offices in the United States are located at 501 Pearl Drive (City of O Fallon), St. Peters, Missouri 63376, and our telephone number at that address is (636) 474-5000. Our website address is www.sunedisonsemi.com. The information on our website is not part of this prospectus.

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The Offering

Ordinary shares offered by selling shareholders	12,000,000 shares.
Selling shareholders	SunEdison and the Samsung Purchasers.
Ordinary shares to be held by SunEdison immediately after this offering	15,040,861 shares.
Ordinary shares to be outstanding immediately after this offering	41,506,175 shares.
Option to purchase additional shares	The selling shareholders have agreed to allow the underwriter to purchase up to an additional 1,800,000 ordinary shares from the selling shareholders, at the public offering price, less the underwriting discount, within 30 days of the date of this prospectus.
Use of proceeds	We will not receive any of the proceeds from the sale of our ordinary shares by the selling shareholders.
Dividend policy	We do not currently anticipate declaring or paying any cash dividends on our ordinary shares for the foreseeable future. Any future determination relating to our dividend policy will be made at the discretion of our board of directors and will depend on then existing conditions, including our financial condition, results of operations, contractual restrictions (including in the agreements governing our credit facilities), capital requirements, business prospects and other factors our board of directors may deem relevant. In addition, pursuant to Singapore law and our articles of association, no dividends may be paid except out of our profits. See Dividend Policy.
Listing symbol	Our ordinary shares are listed on the NASDAQ Global Select Market under the symbol SEMI.

Unless otherwise indicated, all information in this prospectus relating to the number of our ordinary shares to be outstanding immediately after this offering:

assumes no exercise by the underwriter of its option to purchase up to 1,800,000 additional ordinary shares from the selling shareholders; and

excludes an aggregate of 11,000,000 ordinary shares reserved for issuance under our equity incentive plans, including an aggregate of 3,100,816 shares underlying equity awards outstanding as of

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September 30, 2014 and an estimated 649,882 shares underlying equity awards to be issued in connection with the SunEdison share exchange as described in Executive Compensation Exchange of Outstanding SunEdison Equity Awards.

Table of Contents**SUMMARY HISTORICAL AND PRO FORMA FINANCIAL DATA**

The following table shows summary historical and pro forma financial data at the dates and for the periods indicated. The summary historical statement of operations data and balance sheet data as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011 have been derived from our audited combined financial statements included elsewhere in this prospectus. The summary historical statement of operations data and balance sheet data as of September 30, 2014 and for the nine months ended September 30, 2014 and 2013 have been derived from our unaudited consolidated and combined financial statements included elsewhere in this prospectus, which include all adjustments, consisting of normal recurring adjustments, which management considers necessary for a fair presentation of the financial position and the results of operations for such periods. Results for the interim periods are not necessarily indicative of the results for the full year. The historical financial statements as of December 31, 2013 and 2012, for the years ended December 31, 2013, 2012 and 2011, and for the nine months ended September 30, 2013 represent the financial results of SunEdison's semiconductor materials business that was contributed to us as part of the Transactions for those periods.

The summary unaudited pro forma financial data have been derived by the application of pro forma adjustments to our historical combined financial statements included elsewhere in this prospectus. The summary unaudited pro forma statements of operations for the year ended December 31, 2013 and for the nine months ended September 30, 2014 give effect to the Transactions (as described under Prospectus Summary Structure and Formation of Our Company), including the completion of our IPO and the Samsung Private Placements and the application of the estimated net proceeds therefrom, as if they had occurred on January 1, 2013. See Unaudited Pro Forma Consolidated Financial Statements for additional information.

Our historical combined financial statements for periods prior to the completion of the Transactions include expenses of SunEdison that were allocated to us for certain functions, including general corporate expenses related to communications, corporate administration, finance, legal, information technology, human resources, compliance, employee benefits and incentives, operations, research and development and stock compensation. These expenses were allocated in our historical results of operations on the basis of direct usage, where identifiable, with the remainder primarily allocated on the basis of revenue or other related sales metrics, headcount or number of our manufacturing plants. We consider the expense allocation methodology and results to be reasonable for all periods presented. However, these allocations may not necessarily be indicative of the actual expenses we would have incurred as an independent publicly traded company during the periods prior to our IPO or of the costs we will incur in the future. No significant restructuring or impairment charges were included in these allocations from SunEdison.

The combined and consolidated financial statements included in this prospectus may not be indicative of our future performance and do not necessarily reflect what our financial position and results of operations would have been had we operated as a stand-alone public company during the periods presented, including changes that occurred in our operations and capital structure as a result of the Transactions. The summary unaudited pro forma financial data are presented for informational purposes only. The pro forma adjustments are based upon available information and certain assumptions that we believe are reasonable. The summary unaudited pro forma financial information does not purport to represent what our results of operations or financial position would have been if we operated as a public company during the periods presented and may not be indicative of our future performance.

The information presented in the following table under the columns identified as Pro Forma and the caption Other Financial Data is not directly derived from the financial statements.

The following tables should be read together with, and are qualified in their entirety by reference to, the historical combined and consolidated financial statements and the accompanying notes appearing elsewhere in

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this prospectus. Among other things, the historical combined and consolidated financial statements include more detailed information regarding the basis of presentation for the information in the following table. The tables should also be read together with Unaudited Pro Forma Consolidated Financial Statements, Management's Discussion and Analysis of Financial Condition and Results of Operations and Certain Relationships and Related Party Transactions.

	Fiscal Year Ended December 31,				Nine Months Ended September 30,		
	2013	Pro Forma 2013 (unaudited)	2012	2011	2014 (unaudited)	Pro Forma 2014 (unaudited)	2013 (unaudited)
	(in millions, except per share data)						
Statement of Operations Data:							
Net sales to non-affiliates	\$ 911.5	\$ 911.5	\$ 927.4	\$ 1,051.3	\$ 632.8	\$ 632.8	\$ 703.5
Net sales to affiliates	9.1	9.1	6.8	147.0	1.4	1.4	5.5
Cost of goods sold	838.9	838.9	852.4	1,023.3	578.7	578.7	634.0
Gross profit	81.7	81.7	81.8	175.0	55.5	55.5	75.0
Operating expenses (income):							
Marketing and administration	105.1	105.1	100.7	129.9	63.7	63.7	75.9
Research and development	37.0	37.0	33.4	38.2	26.4	26.4	27.9
Restructuring (reversals) charges	(75.0)	(75.0)	(149.6)	284.5	(14.5)	(14.5)	(41.1)
Gain on receipt of property, plant and equipment			(31.7)				
Long-lived asset impairment charges	33.6	33.6	1.5	234.7	58.0	58.0	
Operating (loss) income	(19.0)	(19.0)	127.5	(512.3)	(78.1)	(78.1)	12.3
Non-operating expenses (income)							
Interest expense	0.8	16.5	1.0	5.9	5.5	11.9	0.6
Interest income	(0.5)	(0.5)	(0.7)	(1.0)	(0.4)	(0.4)	(0.4)
Interest (income) expense, net-affiliates	(4.1)		(2.2)	1.8	(0.1)		(3.1)
Other, net	(3.9)	(3.9)	3.1	(0.8)	(0.6)	(0.6)	(4.1)
	(7.7)	12.1	1.2	5.9	4.4	10.9	(7.0)

Total non-operating (income) expenses							
(Loss) income before income tax expense (benefit)	(11.3)	(31.1)	126.3	(518.2)	(82.5)	(89.0)	19.3
Income tax expense (benefit)	44.0	43.3	3.6	37.4	(2.3)	(2.3)	31.4
(Loss) income before equity in loss of equity method investments	(55.3)	(74.4)	122.7	(555.6)	(80.2)	(86.7)	(12.1)
Equity in loss of equity method investments, net of tax		(0.9)			(0.3)	(0.7)	
Net (loss) income	(55.3)	(75.3)	122.7	(555.6)	(80.5)	(87.4)	(12.1)
Net (income) loss attributable to noncontrolling interests(1)	(2.4)		(1.4)	(2.3)	0.8		(2.3)
Net (loss) income attributable to SSL	\$ (57.7)	\$ (75.3)	\$ 121.3	\$ (557.9)	\$ (79.7)	\$ (87.4)	\$ (14.4)
Basic (loss) earnings per share(2)	\$ (1.39)	\$ (1.81)	\$ 2.92	\$ (13.44)	\$ (1.92)	\$ (2.11)	\$ (0.35)
Diluted (loss) earnings per share(2)	\$ (1.39)	\$ (1.81)	\$ 2.92	\$ (13.44)	\$ (1.92)	\$ (2.11)	\$ (0.35)
Other Financial Data:							
Adjusted EBITDA (unaudited)(3)	\$ 74.6	\$ 77.0	\$ 74.9	\$ 170.2	\$ 61.2	\$ 60.4	\$ 71.8

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	As of December 31,		As of
	2013	2012	September 30, 2014
	(in millions)		
Balance Sheet Data:			
Cash and cash equivalents	\$ 40.8	\$ 103.2	\$ 103.1
Working capital(4)	(35.9)	38.1	151.8
Property, plant and equipment, net	724.9	789.9	621.1
Total assets	1,151.8	1,513.2	1,278.5
Total liabilities	440.6	699.2	519.9
Total equity	711.2	814.0	758.6

- (1) Represents the 20% interest held by our partner in MKC that we acquired in connection with the Samsung Private Placements.
- (2) The weighted-average number of shares used to compute pro forma basic and diluted earnings per share is 41,506,175, which represents the number of our ordinary shares that were outstanding immediately following the completion of the Transactions. The computations of basic and diluted (loss) earnings per share assumes that the number of ordinary shares outstanding for all periods prior to the Transactions was equal to the number of ordinary shares outstanding immediately following the completion of the Transactions.
- (3) Adjusted EBITDA is a non-GAAP financial measure. This measurement should not be viewed as an alternative to GAAP measures of performance. The presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.
- We define Adjusted EBITDA as earnings before net interest expense, income tax expense (benefit), depreciation and amortization, restructuring (reversals) charges and other non-recurring items, gain on receipt of property, plant and equipment, long-lived asset impairment charges, stock compensation expense and equity in loss (income) of equity method investments. All of the omitted items are either (i) non-cash items or (ii) items that we do not consider in assessing our on-going operating performance. Because it omits non-cash items, we feel that Adjusted EBITDA is less susceptible to variances in actual performance resulting from depreciation, amortization and other non-cash charges and more reflective of other factors that affect our operating performance. Because it omits the other items, we believe Adjusted EBITDA is also more reflective of our on-going operating performance. We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because:

securities analysts and other interested parties use such calculations as a measure of financial performance and debt service capabilities; and

it is used by our management for internal planning purposes, including aspects of our operating budget and capital expenditures.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations include:

it does not reflect our cash expenditures, future requirements for capital expenditures or contractual commitments;

it does not reflect changes in, or cash requirements for, working capital;

it does not reflect interest expense or the cash requirements necessary to service interest or principal payments on our outstanding debt;

it does not reflect payments made or future requirements for income taxes;

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it adjusts for restructuring (reversals) charges and other non-recurring items, gains on receipt of property, plant and equipment and long-lived asset impairments, which are factors that we do not consider indicative of future performance;

it adjusts for non-cash stock compensation expense and equity in loss (income) of equity method investments to more clearly reflect comparable period-over-period cash operating performances;

although it reflects adjustments for factors that we do not consider indicative of future performance, we may, in the future, incur expenses similar to the adjustments reflected in our calculation of Adjusted EBITDA in this prospectus; and

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and Adjusted EBITDA does not reflect cash requirements for such replacements.

Investors are encouraged to evaluate each adjustment and the reasons we consider it appropriate for supplemental analysis. The following table presents a reconciliation from net (loss) income attributable to SSL to Adjusted EBITDA:

	Fiscal Year Ended December 31,				Nine Months Ended		
	2013	Pro Forma 2013	2012	2011	2014	Pro Forma 2014	2013
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(in millions)						
Net (loss) income attributable to SSL	\$ (57.7)	\$ (75.3)	\$ 121.3	\$ (557.9)	\$ (79.7)	\$ (87.4)	\$ (14.4)
Add:							
Interest expense, net	(3.8)	16.0	(1.9)	6.7	5.0	11.5	(2.9)
Income tax expense (benefit)	44.0	43.3	3.6	37.4	(2.3)	(2.3)	31.4
Depreciation and amortization	119.6	119.6	118.7	144.3	86.8	86.8	88.2
Restructuring (reversals) charges and other non-recurring items(a)	(75.0)	(75.0)	(149.6)	284.5	(14.2)	(14.2)	(41.1)
Gain on receipt of property, plant and equipment			(31.7)				
Long-lived asset impairment charges	33.6	33.6	1.5	234.7	58.0	58.0	
Stock compensation expense	13.9	13.9	13.0	20.5	7.3	7.3	10.6

Equity in loss of equity method investments			0.9			0.3		0.7
Adjusted EBITDA	\$ 74.6	\$ 77.0	\$ 74.9	\$ 170.2	\$ 61.2	\$ 60.4	\$ 71.8	

(a) For the nine months ended September 30, 2014, we recognized approximately \$0.3 million of securities transaction tax related to the acquisition of an approximately 35% interest in SMP. We believe this is a non-recurring expense that should be excluded from Adjusted EBITDA as we do not consider this to be useful in assessing our on-going operating performance.

(4) Working capital is defined as our current assets minus current liabilities.

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RISK FACTORS

This offering and an investment in our ordinary shares involve a high degree of risk. You should carefully consider the risks described below, together with the financial and other information contained in this prospectus, before you decide to purchase ordinary shares. If any of the following risks actually occurs, our business, financial condition, results of operations and prospects could be materially and adversely affected. As a result, the trading price of our ordinary shares could decline and you could lose all or part of your investment in our ordinary shares.

Risks Related to Our Business

We face intense competition in the industry in which we operate, including from competitors that have a greater market share than we do and have cost advantages due to the recent weakening of the Japanese Yen, which could materially adversely affect our business, financial condition and results of operations.

We face intense competition in the semiconductor wafer industry from established manufacturers throughout the world, including Shin-Etsu Handotai, SUMCO Corporation, Siltronic AG and LG Siltron. Some of our competitors have greater financial, technical, engineering and manufacturing resources than we do, enabling them to develop products that currently, and may in the future, compete favorably against our products in terms of design, quality and performance. Our larger competitors may also be able to produce wafers at a lower per unit cost due to economies of scale and have greater influence than we do on market prices. In addition, certain of our competitors may have a perceived advantage in the market with respect to the quality of their products. We expect that all of our competitors will continue to improve the design and performance of their products and introduce new products with competitive price and performance characteristics. Furthermore, our larger competitors have a majority of their manufacturing operations in Japan and are benefiting from the weakening of the Japanese Yen. Our failure to compete effectively would have a material adverse effect on our business, financial condition and results of operations.

Our business depends on the semiconductor device industry, and when that industry experiences one of its cyclical downturns, our sales are likely to decrease and we could be forced to reduce our prices without being able to reduce costs, including fixed costs, all of which could materially adversely affect our business, financial condition and results of operations.

Our business depends in large part upon the market demand for our customers' semiconductor devices that are utilized in electronics applications. The semiconductor device industry is subject to cyclical and volatile fluctuations in supply and demand and in the past has periodically experienced significant downturns. These downturns often occur in connection with declines in general economic conditions. For example, in the second half of 2011, demand for wafers for semiconductor applications began to slow and dropped by approximately 15% in the fourth quarter of 2011 as compared to the third quarter of 2011, according to SEMI Silicon Manufacturers Group. Similarly, although demand stabilized during the first half of 2012, it dropped again during the second half of 2012. If the current market softness continues or the semiconductor device industry continues to experience frequent downturns, we will face pressure to reduce our prices, and we may need to further rationalize capacity and attempt to reduce our fixed costs. If we are unable to reduce our costs sufficiently to offset reductions in prices and sales volumes, our business, financial condition and results of operations will be materially adversely affected.

Average selling prices for semiconductor wafers have been volatile and decreased in recent years. If we are unable to reduce our manufacturing costs and operating expenses in response to declining prices, we may not be able to compete effectively.

Average selling prices for semiconductor wafers have been volatile in recent years. The average selling prices of our semiconductor wafers increased by 5.3% in 2011 as compared to our average selling prices in 2010

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primarily due to the effects of the earthquake and tsunami in Japan, while our average selling prices decreased by approximately 10.1% in 2012 as compared to prices in 2011. The average selling prices of our semiconductor wafers decreased by approximately 7% in 2013 as compared to our average selling prices in 2012 due to a competitive market environment, overcapacity and the weakening of the Japanese Yen. Conversely, the average selling price for wafers across the semiconductor wafer industry declined by 13.4% from 2012 to 2013, according to Gartner. In addition, consolidation within the semiconductor industry has also increased the pricing power of our customers over time, resulting in downward pressure on wafer average selling prices. When average selling prices decline, our net sales and gross profit also decline unless we are able to reduce the cost to manufacture our products or sell more products. As a result, the success of our business depends, in part, on our continuous reduction of manufacturing costs and leveraging of operating expenses to maintain or improve profitability, particularly during times of declining prices. If we are not able to reduce our manufacturing costs and leverage our operating expenses sufficiently to offset any future price erosion, or if we are unable to offset price erosion by increasing our sales and expanding our market share, our business, financial condition and results of operations could be materially adversely affected.

If we fail to meet changing customer demands or achieve market acceptance for new products, we may lose customers and our sales could suffer.

The industry in which we operate changes rapidly. Changes in our customers' requirements means that we must adapt to new and more demanding technologies, product specifications and sizes, as well as manufacturing processes. Our ability to remain competitive depends upon our ability to continue to differentiate our products based on size, flatness, reduced defects, crystal properties and electrical characteristics and develop technologically advanced products and processes. Although we expect to continue to make significant investments in R&D, we cannot assure you that we will be able to successfully introduce, market and cost-effectively manufacture new products, or that we will be able to develop new or enhanced products and processes that satisfy our customers' needs. If we are unable to adapt to changing customer demands, or if new products that we develop do not achieve market acceptance, our business, financial condition and results of operations will be materially adversely affected.

A significant reduction in, or loss of, purchases by any of our top customers could materially adversely affect our business, financial condition and results of operations.

Three customers accounted for approximately 21%, 16% and 11%, respectively, of our net sales to non-affiliates in 2013 and our top 10 customers accounted for approximately 70% of our net sales to non-affiliates in 2013. Sales to our customers are generally governed by purchase orders or, in certain cases, short-term agreements that include pricing terms and estimated quantity requirements. We do not generally have long-term agreements with our customers, nor are our customers obligated to purchase a minimum quantity of wafers from us. We are exposed to the risk of reduced sales if our customers reduce their demand for our products, including as a result of cyclical fluctuations or competitive factors. Our business, financial condition and results of operations could materially suffer if we experience a significant reduction in, or loss of, purchases by any of our top customers.

Our manufacturing processes are highly complex and potentially vulnerable to impurities, disruptions or inefficient implementation of production changes that can significantly increase our costs and delay product shipments to our customers.

Our manufacturing processes are highly complex, require advanced and increasingly costly equipment and are continuously being modified or maintained in an effort to improve yields and product performance. Impurities or other difficulties in the manufacturing process can lower yields, interrupt production, result in losses of products in process and harm our reputation. In addition, as system complexity and production changes have increased, manufacturing tolerances have been reduced and requirements for precision have become even

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more demanding. We have from time to time experienced bottlenecks and production difficulties that have caused delivery delays and quality control problems. We cannot assure you that we will not experience bottlenecks or production or transition difficulties in the future. Such incidents, if they occur, could have a material adverse effect on our business, financial condition and results of operations.

If we are not able to match our manufacturing capacity and output to demand for our products, our business, financial condition and results of operations could be materially adversely affected.

As a result of the cyclical and volatility of the semiconductor industry, it is difficult to predict future developments in the markets we serve, making it difficult to estimate future requirements for manufacturing capacity. During periods of high demand for our products, we may experience a shortage of capacity and an increase in lead times for delivery of our products to our customers, or an inability to deliver the required number of products. When our manufacturing facilities are operating at high capacity, we may also experience disruptions, problems or inefficiencies in our manufacturing processes due to over utilization, potentially resulting in loss of sales and damage to relationships with customers. In addition, increases in our manufacturing capacity based on anticipated growth in demand for our products may exceed demand requirements, leading to overcapacity and excessive fixed costs. Lower than expected demand for our products may also lead to excessive inventory, which could result in write-offs of inventory and losses on products. In the past, overcapacity for certain products or technologies and cost optimization have led us to close or shutter manufacturing facilities and, as a result, to incur impairment and restructuring charges and other related closure costs. For example, we implemented a restructuring and cost reduction plan in 2011, which included shuttering our Merano, Italy polysilicon facility in December 2011, and incurred restructuring charges of \$284.5 million and long-lived asset impairment charges of \$234.7 million in 2011 primarily related thereto. Any of these outcomes could have a material adverse effect on our business, financial condition or results of operations.

Because our customers generally require that they qualify a facility before we can begin manufacturing products for them at that facility, we may not be able to quickly transfer production of specific products from one of our manufacturing facilities to another in the event of an interruption or lack of capacity at any of our facilities, which could result in lost sales and damage to customer relationships.

It typically takes three to six months for our customers to qualify one of our manufacturing facilities to produce a specific product, but it can take up to one year depending upon a customer's requirements. While in many cases multiple sites are qualified for a particular product to allow flexibility, an interruption of operations or lack of available capacity at any of our manufacturing facilities could result in delays in or cancellations of shipments of products in the event only one facility is qualified to manufacture such products. A number of factors could cause interruptions or lack of capacity at a facility, including extreme weather conditions, such as hurricanes or earthquakes, equipment and power failures, shortages of raw materials or supplies or transportation logistic complications. We have had interruptions of our manufacturing operations for some of these reasons in the past and could have such interruptions again in the future. For example, production at our Japanese facility was disrupted as a result of the March 2011 earthquake and tsunami. If we experience an interruption or lack of capacity at any of our manufacturing facilities for any reason, it could result in lost sales and damage to customer relationships, which could materially and adversely affect our business, financial condition and results of operations.

Our business may be harmed if we fail to properly protect our intellectual property or infringe on the intellectual property rights of third parties.

We believe that the success of our business depends in part on our proprietary technology, information, processes and know-how and on our ability to operate without infringing on the proprietary rights of third parties. We seek to protect our intellectual property rights based on trade secrets and patents as part of our ongoing R&D and manufacturing

activities. We cannot be certain, however, that we have adequately protected or will be able to adequately protect our technology, that our competitors will not be able to utilize our existing technology or

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develop similar technology independently, that the claims allowed with respect to any patents held by us will be broad enough to protect our technology or that foreign intellectual property laws will adequately protect our intellectual property rights.

Any future litigation to enforce patents issued to us, to protect trade secrets or know-how possessed by us or to defend ourselves or to indemnify others against claimed infringement of the rights of others could have a material adverse effect on our business, financial condition and results of operations. From time to time, we receive notices from other companies that allege we may be infringing certain of their patents or other rights. If we are unable to resolve these matters satisfactorily, or to obtain licenses on acceptable terms, we may face litigation. Regardless of the validity or successful outcome of any future claims, we may need to expend significant time and expense to protect our intellectual property rights or to defend against claims of infringement by third parties. If we lose any such litigation where we are alleged to infringe the rights of others, we may be required to pay substantial damages, seek licenses from others, or change or stop manufacturing or selling some of our products. Any of these outcomes could have a material adverse effect on our business, financial condition and results of operations.

From time to time, we may become involved in other litigation and regulatory proceedings, which could require significant attention from our management and result in significant expense to us and disruptions in our business.

In addition to litigation related to our intellectual property rights, we have in the past and may in the future be named as a defendant from time to time in other lawsuits and regulatory actions relating to our business, such as commercial contract claims, employment claims and tax examinations, some of which may claim significant damages or cause us reputational harm. Due to the inherent uncertainties of litigation and regulatory proceedings, we cannot accurately predict the ultimate outcome of any such proceeding. An unfavorable outcome could have a material adverse impact on our business, financial condition and results of operations or limit our ability to engage in certain of our business activities. In addition, regardless of the outcome of any litigation or regulatory proceeding, such proceedings are often expensive, time-consuming, disruptive to normal business operations and require significant attention from our management.

SSL is incorporated outside of the United States and a substantial portion of our operations and sales are outside of the United States. As a result, we are subject to the risks of doing business internationally, including periodic foreign economic downturns and political instability, which may adversely affect our sales and cost of doing business in those regions of the world.

Foreign economic downturns have affected our results of operations in the past and could affect our results of operations in the future. In addition, other factors relating to the operation of our business outside of the United States may have a material adverse effect on our business, financial condition and results of operations in the future, including:

fluctuations in exchange rates;

the imposition of governmental controls or changes in government regulations, including tax regulations;

difficulties in enforcing our intellectual property rights;

export license requirements;

restrictions on the export of technology;

compliance with U.S. and Singapore laws, as well as applicable laws governing our international operations, including the Foreign Corrupt Practices Act and export control laws;

difficulties in achieving headcount reductions due to unionized labor and works councils;

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restrictions on transfers of funds and assets between jurisdictions;

geo-political instability; and

trade restrictions, import/export duties and changes in tariffs.

In the future we may seek to expand our presence in certain foreign markets or enter emerging markets. Evaluating or entering into an emerging market may require considerable management time, as well as start-up expenses for market development before any significant sales and earnings are generated. Operations in new foreign markets may achieve low margins or may be unprofitable, and expansion in existing markets may be affected by local political, economic and market conditions. As we continue to operate our business globally, our success will depend, in part, on our ability to anticipate and effectively manage these and the other risks noted above. The impact of any one or more of these factors could materially adversely affect our business, financial condition and results of operations.

In addition, we currently operate under tax holidays and/or favorable tax incentives and rates in Taiwan and Malaysia. These tax holidays and incentives require us to meet certain minimum employment and investment criteria or thresholds in these jurisdictions. We cannot assure you that we will be able to continue to meet these criteria or thresholds or realize any net tax benefits from these tax holidays or incentives. If any of our tax holidays or incentives are terminated, our business, financial condition and results of operations could be materially adversely affected. Furthermore, we have various foreign operations which are subject to local tax jurisdictions. As a result, we may experience higher income tax rates due to unfavorable geographical mix of earnings from operations.

We are subject to periodic fluctuations in foreign currency exchange rates which could cause operating results and reported financial results to vary significantly from period to period.

Net sales to non-affiliates generated from outside of the United States, which represented approximately 86% and 85% of our net sales to non-affiliates for the nine months ended September 30, 2014 and 2013, respectively, and approximately 86%, 84% and 83% of our net sales to non-affiliates for the years ended December 31, 2013, 2012 and 2011, respectively, expose us to currency exchange rate fluctuations. Our risk exposure from these sales is primarily related to the Japanese Yen, New Taiwan dollar, Euro, South Korean won and Malaysian ringgit. Because the majority of our sales are denominated in the U.S. dollar, if one or more competitors sells to our customers in a different currency than the U.S. dollar, we are subject to the risk that the competitors' products will be relatively less expensive than our products due to exchange rate effects. In addition, a substantial portion of manufacturing and operating costs at our non-U.S. facilities are incurred in foreign currencies, principally the Japanese Yen, New Taiwan dollar, Euro, South Korean won and Malaysian ringgit. Unfavorable exchange rate fluctuations in any or all of these currencies may adversely affect the cost of our products and/or related operating expenditures.

Our results of operations are also impacted by currency exchange rate fluctuations to the extent that we are unable to match net sales received in foreign currencies with expenses incurred in the same currency. For example, where we have significantly more expenses than net sales generated in a foreign currency, our profit from operations in that location would be adversely affected in the event that the U.S. dollar depreciates against that foreign currency. To protect against reductions in value and volatility of future cash flows caused by changes in foreign currency exchange rates, we have established transaction-based hedging programs. Our hedging programs reduce, but do not always eliminate, the impact of foreign currency exchange rate movements. We recognized net currency income (losses) totaling approximately \$2.1 million and \$3.8 million for the nine months ended September 30, 2014 and 2013, respectively, and approximately \$3.7 million, (\$4.2) million and \$0.2 million for the years ended December 31, 2013, 2012 and 2011, respectively. Foreign currency exchange risks inherent in doing business in foreign countries could

have a material adverse effect on our business, financial condition and results of operations.

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In addition, we present our financial statements in U.S. dollars. As a result, we must translate the assets, liabilities, net sales and expenses of a substantial portion of our foreign operations into U.S. dollars at applicable exchange rates. Consequently, increases or decreases in the value of the U.S. dollar may affect the value of these items with respect to our non-U.S. dollar businesses in our financial statements, even if their value has not changed in their local currency. These translations could significantly affect the comparability of our results between financial periods or result in significant changes to the carrying value of our assets, liabilities and equity.

Our ability to operate our business effectively could be impaired if we fail to attract and retain key personnel.

Our ability to operate our business and implement our strategies effectively depends, in part, on the efforts of our executive officers and other key employees. Our management team has significant industry experience and would be difficult to replace. These individuals possess sales, marketing, engineering, manufacturing, financial and administrative skills that are critical to the operation of our business. In addition, the market for engineers and other individuals with the required technical expertise to succeed in our business is highly competitive, and we may be unable to attract and retain qualified personnel to replace or succeed key employees should the need arise. The loss of the services of any of our key employees or the failure to attract or retain other qualified personnel could have a material adverse effect on our business, financial condition and results of operations.

We have in the past and may in the future implement initiatives designed to rationalize our use of resources, optimize those resources for the most attractive market opportunities and manage our production capacity to meet demand efficiently. We may fail to realize the full benefits of, and could incur significant costs relating to, any such initiatives, which could materially adversely affect our business, financial condition and results of operations.

We have implemented several initiatives since 2009 designed to rationalize our use of resources, optimize those resources for the most attractive market opportunities and manage our production capacity to meet demand efficiently. Similar to the workforce reductions and facility realignment in 2009, during the fourth quarter of 2011, SunEdison committed to a series of actions to reduce its global workforce, right size its production capacity and accelerate operating cost reductions. In connection with that plan, we reduced our workforce by approximately 11% and shuttered our Merano, Italy polysilicon facility. Primarily as a result of these actions, we incurred restructuring charges of \$284.5 million and long-lived asset impairment charges of \$234.7 million in 2011. In addition, in 2012, we completed the transfer of certain of our manufacturing operations from our St. Peters, Missouri facility to our facility in Ipoh, Malaysia.

In the fourth quarter of 2013, management concluded an analysis as to whether to restart the Merano, Italy polysilicon facility and determined that, based on recent developments and current market conditions, restarting the facility was not aligned with our business strategy. Accordingly, we decided to indefinitely close the previously shuttered Merano, Italy polysilicon facility and the related chlorosilanes facility. As a result, during the three months ended December 31, 2013, we recorded \$33.6 million of non-cash impairment charges to write-down these assets to their current estimated salvage value. In connection with our decision to indefinitely close these facilities, we also made insignificant revisions to other estimated liabilities that were previously accrued as part of our 2011 Global Plan. During the third quarter of 2014, we received offers of interest to purchase our indefinitely closed Merano, Italy polysilicon facility and the related chlorosilanes facility. These offers indicated to us that the carrying value of the assets exceeded the estimated fair value. As a result of an impairment analysis, we recorded approximately \$57 million of non-cash charges to write down these assets to their estimated fair value. These charges are recognized as long-lived asset impairment charges in our condensed consolidated statement of operations. Impairment charges were measured based on the amount by which the carrying value of these assets exceeded their estimated fair value after consideration of their future cash flows using management's assumptions. In June 2014, we listed this facility for sale and expect to close the sale of this facility in the near future.

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In addition, on February 7, 2014, we determined to commence a plan to consolidate our crystal operations. The consolidation will include transitioning small diameter crystal activities from our St. Peters, Missouri facility to other crystal facilities in Korea, Taiwan and Italy. The consolidation of crystal activities will affect approximately 120 employees in St. Peters and will be implemented over the 12 months following commencement of the plan. We estimate that we will incur approximately \$4.0 million to \$6.0 million of expense as a result of this action, primarily related to termination costs of the affected employees, of which we incurred approximately \$3.5 million in the nine months ended September 30, 2014 and the balance over the next six to 12 months.

We continue to evaluate opportunities to reduce our manufacturing cost and may implement additional initiatives designed to rationalize our use of resources and may perform future restructurings. We cannot assure you that we will realize the cost savings and productivity improvements we expect as a result of these or any future restructuring and cost improvement initiatives. Future initiatives to transfer or consolidate manufacturing operations could also involve significant start-up or qualification costs for new or repurposed facilities. The failure to realize the full benefits of, or the incurrence of significant costs relating to, restructuring initiatives could materially adversely affect our business, financial condition and results of operations.

Our dependence on single or a limited number of suppliers for polysilicon and other raw materials, equipment and supplies could harm our production output and increase our costs, which could have a material adverse effect on our business, financial condition and results of operations.

Our ability to meet our customers' demand for our products depends upon obtaining adequate supplies of quality raw materials on a timely basis. We obtain several raw materials, equipment and supplies from sole suppliers. In addition, we have historically obtained our requirements for polysilicon primarily from SunEdison's Pasadena, Texas facility and expect SunEdison to continue to supply us with our polysilicon requirements. However, as a result of the Transactions, we currently own an approximately 35% interest in SMP, which owns a polysilicon manufacturing facility in South Korea. Construction of the SMP polysilicon manufacturing facility was recently completed. The facility is in the initial stages of polysilicon production but has not reached full commercial capabilities at this time, and we are not yet purchasing polysilicon from the facility. We expect to purchase polysilicon from SunEdison on a purchase order basis or on short-term agreements at competitive market prices until SMP achieves commercial capabilities to produce electronic grade polysilicon. After SMP achieves such commercial capabilities, we expect to purchase a portion of our polysilicon from SMP on a purchase order basis at prices lower than our historical cost for polysilicon. If for any reason SunEdison or SMP is unwilling or unable to meet our demand for polysilicon, we will be required to seek other suppliers, which could result in manufacturing delays, an increase in our costs relating to obtaining polysilicon or a decrease in our manufacturing throughput or yields. Such an occurrence could have a material adverse effect on our business, financial condition and results of operations.

From time to time we have experienced limited supplies of certain other raw materials, equipment and supplies and may experience shortages in the future. A prolonged inability to manufacture or obtain raw materials, equipment or supplies, or increases in prices resulting from shortages of these materials, could have a material adverse effect on our business, financial condition and results of operations.

We may never realize the expected benefits from SMP, and the SMP facility may require additional capital investments, which could obligate us to sell ordinary shares to Samsung Fine Chemicals and dilute the ownership interests of our shareholders.

SMP was established to construct and operate a polysilicon manufacturing facility for the benefit of the joint venture partners of SMP. Construction of the SMP polysilicon manufacturing facility was recently completed. The facility is in the initial stages of polysilicon production but has not reached full commercial capabilities at this time, and we are

not yet purchasing polysilicon from the facility. Commencement of commercial operations at the facility could be delayed for a variety of reasons, including weather, natural disasters, labor shortages or strikes or other factors beyond our control. Once the facility achieves commercial operations, we expect to purchase a portion of our polysilicon requirements from SMP.

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However, we may not realize all of the expected benefits of the SMP manufacturing facility due to, among other things:

the facility may never achieve the commercial capabilities to produce electronic grade polysilicon;

the facility may operate less efficiently than we expect or may not become commercially viable at all, including for reasons beyond our control;

we may become involved in disputes with our joint venture partners regarding additional capital investments or operations, such as how to best deploy assets, and such disagreements could disrupt or halt the operations of the facility or negatively impact the facility's efficiency;

the facility may not receive appropriate regulatory approvals to manufacture electronic grade polysilicon or such approvals may be delayed;

general political and economic uncertainty could impact operations at the facility, including multiple regulatory requirements that are subject to change, any future implementation of trade protection measures and import or export licensing requirements between the United States and South Korea, labor regulations or work stoppages, fluctuations in foreign currency exchange rates, and complying with U.S. regulations that apply to international operations, including trade laws and the U.S. Foreign Corrupt Practices Act;

we may be required to make unexpected and substantial additional capital investments in SMP; and

operations at the facility may be disrupted, including by natural disasters, equipment failures or environmental factors.

Any of these or other actions or factors could adversely affect the supply of polysilicon to us or our ability to otherwise realize any return on our investment in the joint venture, which could have a material adverse effect on our business, financial condition and results of operations.

Payments required from us under leases and pursuant to minimum purchase obligations could have a material adverse effect on our business, financial condition and results of operations.

We have long-term annual lease obligations for certain facilities and minimum purchase requirements with certain suppliers of precursor raw materials, such as chemicals used in our production processes. In 2013, we made payments of approximately \$43.4 million in the aggregate to fulfill minimum purchase and lease obligations. Our failure to satisfy required purchase and lease obligations, or our need to terminate any such contracts as a result of declining market demand or otherwise, could have a material adverse effect on our business, financial condition and results of operations.

Restrictive covenants under our credit facilities may limit our current and future operations, and if we fail to comply with those covenants, the lenders could cause outstanding amounts to become immediately due and payable, and we might not have sufficient funds and assets to pay such loans.

In connection with the Transactions, we entered into a \$210.0 million senior secured term loan facility, issued at a 1% discount, and an up to \$50.0 million senior secured revolving credit facility. These facilities contain certain restrictive covenants and conditions, including limitations on our ability to, among other things:

incur additional indebtedness and guarantee indebtedness;

pay dividends on or make distributions in respect of capital stock or make certain other restricted payments or investments;

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enter into certain agreements that restrict distributions from restricted subsidiaries;

sell or otherwise dispose of assets, including capital stock of restricted subsidiaries;

enter into transactions with affiliates;

create or incur liens;

merge, consolidate or sell substantially all of our assets;

make acquisitions or other investments; and

make certain payments on indebtedness.

As a result of these covenants, we may be restricted in our ability to pursue new business opportunities or strategies or to respond quickly to changes in the semiconductor industry. A violation of any of these covenants would be deemed an event of default under our credit facilities. In such event, upon the election of the lenders, the loan commitments under our credit facilities would terminate and the loans and accrued interest then outstanding would be due and payable immediately. A default may also result in the acceleration of any other debt to which a cross-acceleration or cross-default provision applies. In the event our lenders accelerate the repayment of our borrowings, we cannot assure you that we and our subsidiaries would have sufficient funds to repay such indebtedness or be able to obtain replacement financing on a timely basis or at all. These events could have a material adverse effect on our business, financial condition and results of operations. We also may need to negotiate changes to the covenants in our credit agreements in the future if there are material changes in our business, operations or financial condition, but we cannot assure you that we will be able to do so on terms favorable to us or at all.

We may not be able to generate sufficient cash to service all of our indebtedness and may be forced to take other actions to satisfy our obligations under our debt agreements, which may not be successful.

Our ability to make scheduled payments on or to refinance our indebtedness, including the credit facilities we entered into in connection with the Transactions, depends on our financial condition and operating performance, which are subject to economic and competitive conditions and other factors beyond our control. We may be unable to maintain a level of cash flows from operating activities sufficient to permit us to fund our day-to-day operations or to pay the principal, premium, if any, and interest on our indebtedness. If our cash flows and capital resources are insufficient to fund our debt service obligations, we could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to sell assets or operations, seek additional capital or restructure or refinance our indebtedness. If we cannot make scheduled payments on our debt, we will be in default and, as a result, the lenders under our credit facilities or other indebtedness could terminate their commitments to loan money, or foreclose against the assets securing such borrowings, and we could be forced into bankruptcy or liquidation, in each case, which would have a material adverse effect on our business, financial condition and results of operations.

We are subject to numerous environmental laws and regulations, which could require us to incur environmental liabilities, increase our manufacturing and related compliance costs or otherwise adversely affect our business.

We are subject to a variety of federal, state, local and foreign laws and regulations governing the protection of the environment. These environmental laws and regulations include those relating to the use, storage, handling, discharge, emission, disposal and reporting of toxic, volatile or otherwise hazardous materials used in our manufacturing processes. These materials may have been or could be released into the environment at properties currently or previously owned or operated by us, at other locations during the transport of the materials

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or at properties to which we send substances for treatment or disposal. If we were to violate or become liable under environmental laws and regulations or become non-compliant with permits required at some of our facilities, we could be held financially responsible and incur substantial costs, including cleanup costs, fines and civil or criminal sanctions, third-party property damage or personal injury claims.

Groundwater and/or soil contamination has been detected at our facilities in St. Peters, Missouri and Merano, Italy, and we previously had contamination at two other facilities which has now been remediated. We believe we are taking all necessary remedial steps at the two facilities where contamination still exists and continue to monitor the other two facilities. We do not expect the costs of the ongoing monitoring at these sites to be material. In connection with our decision to indefinitely close the Merano, Italy polysilicon and chlorosilanes facilities, during the three months ended December 31, 2013, we recorded an additional \$3.4 million of environmental expense to reflect revised estimated liabilities relating to remediation activities that would be required to be undertaken at our Merano, Italy facilities. As of September 30, 2014, we believe we have adequately accrued all estimated required expenses with respect to our current decision to indefinitely close the Merano, Italy facilities. However, actual future expenses could differ from our estimates. In addition, if we decide to close other facilities in the future, we could be subject to additional costs related to cleanup and/or remediation. These additional costs could be material. Environmental issues relating to presently known or unknown matters could require additional investigation, assessment or expenditures. In addition, new laws and regulations or stricter enforcement of existing laws and regulations could give rise to additional compliance costs and liabilities.

Labor disruptions could materially and adversely affect our business, financial condition and results of operations.

As of September 30, 2014, we had approximately 4,300 employees, approximately 1,400 of whom were unionized at our manufacturing facilities in St. Peters, Missouri; Merano, Italy; Novara, Italy; Utsunomiya, Japan; and Cheonan, South Korea. In various countries, local law also requires our participation in works councils. We are currently in negotiations with our union employees at our Novara, Italy facility but do not anticipate any adverse work stoppages that could materially affect our business. While we have not experienced any material work stoppages at any of our facilities due to labor union activities in recent years, any stoppage or slowdown at any of these facilities could cause material interruptions in manufacturing, and we cannot be certain that alternate qualified capacity would be available on a timely basis or at all. As a result, labor disruptions at any of our facilities could materially and adversely affect our business, financial condition and results of operations.

We may incur unexpected product performance claims that could materially and adversely affect our business, financial condition and results of operations.

Product performance claims against us relating to defective products could cause us to incur significant repair or replacement expense. In addition, quality issues can have various other ramifications, including delays in the recognition of net sales, loss of net sales, loss of future sales opportunities, increased costs associated with repairing or replacing products, and a negative impact on our reputation, all of which could materially and adversely affect our business, financial condition and results of operations.

Future acquisitions may present integration challenges, and if the goodwill, indefinite-lived intangible assets and other long-term assets recorded in connection with such acquisitions become impaired, we would be required to record impairment charges, which may be significant.

If we find appropriate opportunities in the future, we may acquire businesses, products or technologies that we believe are strategic. If we acquire a business, product or technology, the process of integration may produce unforeseen operating difficulties and expenditures, fail to result in expected synergies or other benefits and absorb significant

attention of our management that would otherwise be available for the ongoing development of our business.

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In the event of any future acquisitions, we may record a portion of the assets we acquire as goodwill, other indefinite-lived intangible assets or finite-lived intangible assets. We do not amortize goodwill and indefinite-lived intangible assets, but rather review them for impairment on an annual basis or whenever events or changes in circumstances indicate that their carrying value may not be recoverable. The recoverability of these assets is dependent on our ability to generate sufficient future earnings and cash flows. Changes in estimates, circumstances or conditions, resulting from both internal and external factors, could have a significant impact on our fair valuation determination, which could then result in a material impairment charge negatively affecting our results of operations.

Risks Related to Our Relationship with SunEdison and the Samsung Purchasers

A significant portion of our outstanding ordinary shares are owned by SunEdison and the Samsung Purchasers, whose interests may conflict with yours, and this concentrated ownership of our ordinary shares will prevent you and other investors in our shares from influencing significant decisions involving our company.

Immediately following the completion of this offering, SunEdison and the Samsung Purchasers will own 15,040,861 shares, or 36.2%, and 6,144,968 shares, or 14.8%, respectively, of our outstanding ordinary shares (or 33.2% and or 13.5%, respectively, if the underwriter exercises in full its option to purchase additional ordinary shares). SunEdison, and, to a lesser degree, the Samsung Purchasers, are expected to continue to exercise significant influence over our business policies and affairs, including the composition of our board of directors and any action requiring the approval of our shareholders, including the adoption of amendments to our memorandum and articles of association, the issuance of additional shares or other equity securities, the declaration and payment of dividends and the approval of mergers, reorganizations and disposals of a substantial part of our assets or business undertakings. The concentration of ownership may also make some transactions, including mergers or other changes in control, more difficult or impossible without the support of SunEdison and the Samsung Purchasers. SunEdison's and the Samsung Purchases interests may conflict with your interests as an investor in our shares. For additional information about our relationships with SunEdison and the Samsung Purchasers, you should read the information in Certain Relationships and Related Party Transactions.

Conflicts of interest between SunEdison and us could be resolved in a manner unfavorable to us.

Various conflicts of interest between SunEdison and us could arise. Many of our officers currently own stock in SunEdison, which in some cases are in excess of their ownership interests in our shares. In addition, one of our directors is an officer and another of our directors is also a director of SunEdison. Ownership interests of officers or directors of SunEdison in our ordinary shares, or a person's service as either an officer or director of both us and SunEdison, could create actual or potential conflicts of interest when those officers or directors are faced with decisions that could have different implications for SunEdison and us. These decisions could, for example, relate to:

our financing and dividend policy;

compensation and benefit programs and other human resources policy decisions;

termination of, changes to or determinations under our agreements with SunEdison entered into in connection with the Transactions; and

determinations with respect to our tax returns.

Actual or potential conflicts of interest could also arise if we enter into any new commercial arrangements with SunEdison in the future. Our directors who are also directors or officers of SunEdison may also face conflicts of interest with regard to the allocation of their time between SunEdison and us.

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The corporate opportunity provisions in our memorandum and articles of association could enable SunEdison to benefit from corporate opportunities that might otherwise be available to us, and SunEdison and its representatives will have the right to engage or invest in the same or similar businesses as us.

Our memorandum and articles of association provide that we renounce any interest or expectancy in, or in being offered an opportunity to participate in, any business opportunity in the solar energy field, including the manufacture of solar wafers, that may from time to time be presented to SunEdison or any of its officers, directors, agents, shareholders, members, partners, affiliates and subsidiaries (other than us and our subsidiaries) and that may be a business opportunity for SunEdison, even if the opportunity is one that we might reasonably have pursued or had the ability or desire to pursue if granted the opportunity to do so. Further, our memorandum and articles of association provide that no such person will be liable to us for breach of any fiduciary or other duty, as a director or officer or otherwise, by reason of the fact that such person, acting in good faith, pursues or acquires any such business opportunity, directs any such business opportunity to another person or fails to present any such business opportunity, or information regarding any such business opportunity, to us unless, in the case of any such person who is our director or officer, such business opportunity is expressly offered to such director or officer solely in his or her capacity as our director or officer.

SunEdison has other investments and business activities in addition to their ownership of us, including in industries similar to the industry in which we operate. Neither SunEdison nor any of its representatives has any duty to refrain from engaging directly or indirectly in business activities or lines of business other than the growth, processing and manufacture of semiconductor crystals for use as a substrate for semiconductor wafer production, the processing and manufacture of semiconductor wafers for the semiconductor industry, and similar uses solely within the semiconductor industry.

We have a limited operating history as an independent company upon which you can evaluate our performance and, accordingly, our prospects must be considered in light of the risks that any newly independent company encounters.

Following the acquisition of SunEdison LLC in November 2009 and prior to our IPO, we operated as a business segment of SunEdison. Following our IPO, we have operated as a stand-alone public company. Accordingly, we do not have extensive experience operating as an independent company or performing various corporate functions which were previously undertaken on a centralized basis by SunEdison, including human resources, tax administration, legal, treasury administration, investor relations, business development, internal audit, insurance, information technology and telecommunications services, as well as the accounting for many items such as equity compensation, income taxes, derivatives and pensions. Our prospects must be considered in light of the risks, expenses and difficulties encountered by companies in the early stages of independent business operations, particularly companies such as ours in highly competitive markets.

Our historical combined financial statements may not be representative of the results we would have achieved as a stand-alone company and may not be a reliable indicator of our future results.

Our historical combined financial statements and unaudited pro forma consolidated financial data included elsewhere in this prospectus have been created from SunEdison's financial statements using our historical results of operations and bases of assets and liabilities as a business segment of SunEdison. In connection with the preparation of the historical combined financial statements and unaudited pro forma consolidated financial data, we made certain estimates, assumptions and allocations based on current facts, historical experience and various other factors. While we believe that these estimates, assumptions and allocations are reasonable under the circumstances, they are subject to significant uncertainties. This is primarily the result of the following factors:

our historical combined financial statements reflect expense allocations for certain support functions that are provided on a centralized basis within SunEdison, such as expenses for business

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technology, facilities, legal, finance, human resources, investor relations, business development, public affairs and procurement, as well as certain manufacturing and supply costs incurred by manufacturing sites that are shared with other SunEdison business units that may be higher or lower than the comparable expenses we would have actually incurred, or will incur in the future, as a stand-alone company;

our cost of debt and our capital structure will be different from that reflected in our historical combined financial statements;

increases will occur in our cost structure as a result of being a stand-alone public company, including costs related to public company reporting, investor relations and compliance with the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act; and

our effective income tax rate as reflected in our historical financial information may not be indicative of our future effective income tax rate.

Accordingly, the historical and pro forma financial information included elsewhere in this prospectus may not necessarily reflect the financial condition, results of operations or cash flows we would have achieved as a stand-alone company during the periods presented or that we will achieve in the future.

Our failure to achieve and maintain effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act as a stand-alone public company could have a material adverse effect on our business and share price.

Prior to the acquisition of SunEdison LLC in 2009, we were required to maintain internal control over financial reporting in a manner that met the standards of publicly traded companies as required by Section 404(a) of the Sarbanes-Oxley Act. However, since that time, we have not operated as a stand-alone public company and have not had to independently comply with Section 404(a) of the Sarbanes-Oxley Act. Following our IPO, we are now required to meet these standards in the course of preparing our financial statements as of and for the year ended December 31, 2014, and our management will be required to report on the effectiveness of our internal control over financial reporting for such year. Additionally, once we are no longer an emerging growth company, as defined by the Jumpstart Our Business Startups Act, or the JOBS Act, our independent registered public accounting firm will be required pursuant to Section 404(b) of the Sarbanes-Oxley Act to attest to the effectiveness of our internal control over financial reporting on an annual basis. The rules governing the standards that must be met for our management to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. We are currently in the process of reviewing, documenting and testing our internal control over financial reporting, and while we anticipate we will be in compliance, we cannot be certain when we will be able to implement the requirements of Section 404(a). We may encounter problems or delays in implementing any changes necessary to make a favorable assessment of our internal control over financial reporting. In addition, we may encounter problems or delays in completing the implementation of any requested improvements and receiving a favorable attestation in connection with the attestation to be provided by our independent registered public accounting firm after we cease to be an emerging growth company. If we cannot favorably assess the effectiveness of our internal control over financial

reporting, or if our independent registered public accounting firm is unable to provide an unqualified attestation report on our internal controls after we cease to be an emerging growth company, investors could lose confidence in our financial information and the price of our ordinary shares could decline.

Additionally, the existence of any material weakness or significant deficiency would require management to devote significant time and incur significant expense to remediate any such material weaknesses

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or significant deficiencies and management may not be able to remediate any such material weaknesses or significant deficiencies in a timely manner. The existence of any material weakness in our internal control over financial reporting could also result in errors in our financial statements that could require us to restate our financial statements, cause us to fail to meet our reporting obligations and cause shareholders to lose confidence in our reported financial information, all of which could materially and adversely affect our business and share price.

We may not achieve some or all of the expected benefits of the Transactions.

We may not be able to achieve the full strategic and financial benefits expected to result from the Transactions, or such benefits may be delayed. These expected benefits include, but are not limited to, the following:

improving strategic and operational flexibility and increasing management focus on our business;

allowing us to adopt the capital structure and investment policy best suited to our financial profile and business needs; and

improving the alignment of management and employee incentives with performance and growth objectives of our business.

If we are unable to achieve the strategic and financial benefits expected to result from the Transactions, our business, financial condition and results of operations could be materially adversely affected.

Future sales or distributions of our shares by SunEdison or the Samsung Purchasers could depress the price of our ordinary shares.

Following this offering, SunEdison and the Samsung Purchasers may sell all or a portion of our ordinary shares that they continue to own or SunEdison may distribute those shares to its shareholders. Sales by SunEdison or the Samsung Purchasers in the public market or distributions by SunEdison to its shareholders of substantial amounts of our ordinary shares, or the filing by SunEdison or the Samsung Purchasers of a registration statement relating to a substantial amount of our ordinary shares, could depress the price of our ordinary shares. Other than the lock-up agreements entered into in connection with this offering and described elsewhere in this prospectus, neither SunEdison nor the Samsung Purchasers are subject to any contractual obligation to maintain their ownership position in our shares, and consequently, SunEdison or the Samsung Purchasers may decide not to maintain their ownership of our ordinary shares following this offering.

In addition, SunEdison and the Samsung Purchasers have the right, subject to some conditions, to require us to file registration statements covering their shares or to include their shares in other registration statements that we may file. See **Certain Relationships and Related Party Transactions** Registration Rights Agreement with SunEdison and Registration Rights Agreements with Samsung Purchasers. By exercising their registration rights or selling a large number of shares, SunEdison or the Samsung Purchasers could cause the price of our ordinary shares to decline.

SunEdison has pledged our ordinary shares that it owns to its lenders under its credit facility. If the lenders foreclose on these shares, the market price of our ordinary shares could be materially adversely affected.

SunEdison has pledged all of our ordinary shares that it owns to its lenders as security under its credit facility with Wells Fargo Bank, National Association, as administrative agent, Goldman Sachs Bank USA and Deutsche Bank Securities Inc., as joint lead arrangers and joint syndication agents, Goldman Sachs Bank USA, Deutsche Bank Securities Inc., Wells Fargo Securities, LLC and Macquarie Capital (USA) Inc., as joint bookrunners, and the lenders identified in the credit agreement. If SunEdison breaches certain covenants and obligations in its credit facility, an event of default could result and the lenders could exercise their right to accelerate all the debt under the credit facility and foreclose on the pledged shares. Any future sale of pledged

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shares after foreclosure could cause the market price of our ordinary shares to decline. After the completion of this offering, SunEdison will continue to hold a significant interest in our ordinary shares and, accordingly, the occurrence of an event of default, foreclosure, and a subsequent sale of all, or substantially all, of the pledged shares could result in a change of control, even when such change may not be in the best interest of our shareholders.

The agreements we entered into with SunEdison in connection with the Transactions were not negotiated on an arm's length basis and may include terms and provisions that are less favorable than terms and provisions we could have obtained in arm's length negotiations with unaffiliated third parties.

In connection with the Formation Transactions, we entered into a series of agreements with SunEdison (including certain of its subsidiaries) relating to the contribution of all of the outstanding capital stock of SunEdison's subsidiaries that own and operate its semiconductor materials business and all of the assets primarily related to its semiconductor materials business held by SunEdison or its subsidiaries in exchange for aggregate consideration of 23.6 million ordinary shares, intercompany notes in an aggregate principal amount of \$273.5 million and the assumption by us of \$310.1 million of liabilities reflected on our balance sheet as of June 30, 2014 (to the extent not subsequently discharged) plus all other liabilities related to the semiconductor materials business. Additionally, we entered into agreements that provide a framework for our ongoing relationship with SunEdison, including intellectual property licensing agreements, a transition services agreement and a tax matters agreement. See Certain Relationships and Related Party Transactions. The terms of these agreements, including the prices paid for services provided by SunEdison to us or by us to SunEdison, the number of ordinary shares that were issued to SunEdison and the consideration paid by us to SunEdison in connection with the Formation Transactions, were not determined by arm's length negotiations. No independent third-party appraisal of the semiconductor materials business of SunEdison was obtained on our behalf, nor did any independent third party determine that the pricing terms under the agreements with SunEdison were equivalent to the fair market value at that time. Accordingly, there can be no assurance that the terms and provisions of any of these agreements are as favorable to us as those that we could have obtained in arm's length negotiations with unaffiliated third parties which are not controlling shareholders of our company.

SunEdison provides a number of services to us pursuant to a transition services agreement. When such agreement terminates, we will be required to replace the services, and the economic terms of the new arrangements may be less favorable to us.

Under the terms of a transition services agreement that we entered into with SunEdison in connection with the Transactions, SunEdison provides us, for a fee, specified support services related to corporate functions such as risk management, communications, corporate administration, finance, accounting, audit, legal, information technology, human resources, compliance, employee benefits and stock compensation administration for an initial term of one to two years following the Transactions, unless earlier terminated or extended according to the terms of the agreement. When the transition services agreement terminates, we will be required to either enter into a new agreement with SunEdison or another services provider or assume the responsibility for these functions ourselves. We cannot assure you that the economic terms of the new arrangements will be similar to those under our current arrangements with SunEdison. If we are unable to renew or replace such arrangements on a comparable basis, our business, financial condition and results of operations may be materially and adversely affected.

For a summary of the material terms of the transition services agreement, see Certain Relationships and Related Party Transactions Transition Services Agreement.

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SunEdison's rights as licensor under the intellectual property license agreements we entered into in connection with the Transactions could limit our ability to develop and commercialize certain products if we fail to comply with our obligations under such agreements.

Under the intellectual property licensing agreements we entered into in connection with the Transactions, SunEdison licenses to us certain of its retained intellectual property rights applicable to the manufacture of semiconductor wafers, including certain rights related to continuous Czochralski, or CCZ, diamond wire cutting. If we fail to comply with our obligations under this license agreement and SunEdison exercises its right to terminate it, our ability to continue to research, develop and commercialize products incorporating that intellectual property will be limited. These termination rights may make it more difficult, time consuming or expensive for us to develop and commercialize certain new products, or may result in our products being later to market than those of our competitors.

For a summary of the material terms of the intellectual property license agreements, see [Certain Relationships and Related Party Transactions](#) Intellectual Property Licensing Agreements.

We are dependent on SunEdison to prosecute, maintain and enforce certain intellectual property.

Under the intellectual property license agreements, SunEdison is responsible for filing, prosecuting and maintaining patents that SunEdison licenses to us. SunEdison also has the first right, and in some cases the sole right, to enforce such patents. In addition, with respect to the patents that we license to SunEdison, SunEdison has the sole right to enforce the licensed patents if the enforcement relates to SunEdison's solar energy business, subject to certain exceptions. If SunEdison fails to fulfill its obligations or chooses to not enforce the licensed patents under these agreements, we may not be able to prevent competitors from making, using and selling competitive products.

Risks Relating to Investments in Singapore Companies

We are incorporated in Singapore and our shareholders may have more difficulty in protecting their interests than they would as shareholders of a corporation incorporated in the United States.

Our corporate affairs are governed by our memorandum and articles of association and by the laws governing companies incorporated in Singapore. The rights of our shareholders and the responsibilities of the members of our board of directors under Singapore law are different from those applicable to a corporation incorporated in the United States. Therefore, our public shareholders may have more difficulty in protecting their interest in respect of actions taken by us, our management, members of our board of directors or our significant shareholders than they would as shareholders of a corporation incorporated in the United States. For example, controlling shareholders, such as SunEdison prior to this offering, in corporations incorporated in Delaware are subject to fiduciary duties while controlling shareholders in Singapore companies are not subject to such duties.

In addition, only persons who are registered as shareholders in our shareholder register are recognized under Singapore law as shareholders of our company. Only registered shareholders have legal standing to institute shareholder actions against us or otherwise seek to enforce their rights as shareholders. Investors in our shares who are not specifically registered as shareholders in our shareholder register (for example, where such shareholders hold shares indirectly through The Depository Trust Company) are required to become registered as shareholders in our shareholder register in order to institute or enforce any legal proceedings or claims against us, our directors or our executive officers relating to shareholder rights. Holders of book-entry interests in our shares may become registered shareholders by exchanging their book-entry interests in our shares for certificated shares and being registered in our shareholder register. Please see [Comparison of Shareholder Rights](#) for a discussion of certain differences between Singapore and Delaware corporation law.

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You may have difficulty enforcing judgments against us or certain of our directors and officers.

We are a Singapore-incorporated company, and a majority of our assets are located outside of the United States. Although we are incorporated outside the United States, we have agreed to accept service of process in the United States through our agent designated for that purpose. Nevertheless, since a majority of the consolidated assets owned by us are located outside the United States, any judgment obtained in the United States against us may not be collectible within the United States. In addition, certain of our officers and directors are or will be resident outside the United States.

As a result, it may be difficult for you to effect service of process within the United States upon these persons. It may also be difficult for you to enforce judgments obtained in the United States in the Singapore, Malaysia, Taiwan, Japan or South Korean courts based upon the civil liability provisions of the U.S. federal securities laws against us and our non-U.S. resident officers and directors. In addition, there is uncertainty as to whether these courts would recognize or enforce judgments of U.S. courts against us or such persons predicated upon the civil liability provisions of the securities laws of the United States. It is also uncertain whether such courts would be competent to hear original actions brought against us or other persons predicated on the securities laws of the United State or any other state.

With respect to Singapore, there is no treaty between the United States and Singapore providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters and a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws, would, therefore, not be automatically enforceable in Singapore. It is not clear whether a Singapore court may impose civil liability on us or our directors and officers who reside in Singapore in a suit brought in the Singapore courts against us or such persons with respect to a violation solely of the federal securities laws of the United States. In addition, holders of book-entry interests in our shares will be required to be registered shareholders as reflected in our shareholder register in order to have standing to bring a shareholder action and, if successful, to enforce a foreign judgment against us, our directors or our executive officers in the Singapore courts. The administrative process of becoming a registered shareholder could result in delays prejudicial to any legal proceeding or enforcement action. In making a determination as to enforceability of a foreign judgment, the Singapore courts would have regard to whether the judgment was final and conclusive, given by a court of competent jurisdiction, and whether it is expressed to be for a fixed sum of money. In general, a foreign judgment would be enforceable in Singapore unless it was procured by fraud, or the proceedings in which such judgment was obtained were not conducted in accordance with principles of natural justice, or the enforcement thereof would be contrary to public policy. Accordingly, there can be no assurance that the Singapore courts would enforce against us, our directors or our officers resident in Singapore judgments obtained in the United States which are predicated upon the civil liability provisions of the federal securities laws of the United States.

We are subject to the laws of Singapore, which differ in certain material respects from the laws of the United States.

As a Singapore-incorporated public company, we are required to comply with the laws of Singapore, certain of which are capable of extra-territorial application, as well as our memorandum and articles of association. In particular, we are required to comply with certain provisions of the Securities and Futures Act of Singapore, or the SFA, which prohibit certain forms of market conduct and information disclosures, and impose criminal and civil penalties on corporations, directors and officers in respect of any breach of such provisions. We are also required to comply with the Singapore Takeover Code, which specifies, among other things, certain circumstances in which a general offer is to be made upon a change in control of our Company, and further specifies the manner and price at which voluntary and mandatory general offers are to be made.

The laws of Singapore and of the United States differ in certain significant respects. The rights of our shareholders and the obligations of our directors and officers under Singapore law are different from those

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applicable to a U.S.-incorporated company in material respects, and our shareholders may have more difficulty and less clarity in protecting their interests in connection with actions taken by our management, members of our board of directors or our significant shareholders than would otherwise apply to a U.S.-incorporated company. See *Comparison of Shareholder Rights* for a discussion of certain differences between Singapore and Delaware corporation law.

In addition, the application of Singapore law, in particular, the Singapore Takeover Code and the Singapore Companies Act, may in certain circumstances impose more restrictions on us, our shareholders, directors and officers than would otherwise be applicable to a U.S.-incorporated company. For example, the Singapore Companies Act requires directors to act with a reasonable degree of diligence and, in certain circumstances, imposes criminal liability for specified contraventions of particular statutory requirements or prohibitions. In addition, pursuant to the provisions of the Singapore Companies Act, minority shareholders holding 10% or more of our issued and outstanding voting rights may require the convening of an extraordinary general meeting of shareholders by our directors. If our directors fail to comply with such request within 21 days of the receipt thereof, minority shareholders holding 50% of the voting rights represented by the original requisitioning shareholders may proceed to convene such meeting, and we will be liable for the reasonable costs incurred by such requisitioning shareholders. We are also required by the Singapore Companies Act to deduct corresponding amounts from fees or other remuneration payable by us to such non-complying directors.

For a limited period of time, our directors have general authority to allot and issue new shares on terms and conditions and with any preferences, rights or restrictions as may be determined by our board of directors in its sole discretion.

Under Singapore law, we may only allot and issue new shares with the prior approval of our shareholders in a general meeting. Prior to the completion of our IPO, SunEdison, as our sole shareholder, provided our directors with a general authority to allot and issue any number of new shares (whether as ordinary shares or preference shares) until the earlier of (i) the conclusion of our 2015 annual general meeting of shareholders, (ii) the expiration of the period within which the next annual general meeting is required to be held (i.e., within 18 months from our incorporation) or (iii) the subsequent revocation or modification of such general authority by our shareholders acting at an extraordinary general meeting duly convened for such purpose. Subject to the general requirements of the Singapore Companies Act and our memorandum and articles of association, the general authority given to our directors by SunEdison to allot and issue shares may be exercised by our directors to allot and issue shares on terms and subject to conditions as they deem fit to impose. Any additional issuances of new shares by our directors may dilute your interest in our ordinary shares and adversely impact the market price of our ordinary shares.

Risks Related to this Offering and Ownership of Our Ordinary Shares

There may not be an active trading market for our ordinary shares, and you may not be able to sell your ordinary shares at or above the public offering price.

We recently completed our IPO on May 28, 2014. As a result, there has been a public market for our ordinary shares for only a short period of time. An active, liquid and orderly market for our ordinary shares may not be sustained, which could depress the trading price of our ordinary shares. An inactive market may also impair your ability to sell any of our ordinary shares that you purchase. In addition, the market price of our ordinary shares may fluctuate significantly and may be adversely affected by broad market and industry factors, regardless of our actual operating performance. An inactive market may also impair our ability to raise capital by selling our ordinary shares, and it may impair our ability to attract and motivate our employees through equity incentive awards.

The price of our ordinary shares may fluctuate substantially.

You should consider an investment in our ordinary shares to be risky, and you should invest in our ordinary shares only if you can withstand a significant loss and wide fluctuations in the market value of your

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investment. Some factors that may cause the market price of our ordinary shares to fluctuate, in addition to the other risks mentioned in this section of the prospectus, are:

our announcements or our competitors' announcements regarding new products or services, enhancements, significant contracts, acquisitions or strategic investments;

changes in earnings estimates or recommendations by securities analysts, if any, who cover our ordinary shares;

failures to meet external expectations or management guidance;

fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us;

changes in our capital structure or dividend policy, future issuances of securities, sales of large blocks of ordinary shares by our shareholders, including SunEdison, our incurrence of additional debt or our failure to comply with the agreements governing our credit facilities;

reputational issues;

changes in general economic and market conditions in or any of the regions in which we conduct our business;

changes in industry conditions or perceptions;

changes in applicable laws, rules or regulations; and

announcements or actions taken by SunEdison as our principal shareholder.

In addition, if the market for stocks in our industry or industries related to our industry, or the stock market in general, experiences a loss of investor confidence, the trading price of our ordinary shares could decline for reasons unrelated to our business, financial condition and results of operations. If any of the foregoing occurs, it could cause our share price to fall and may expose us to lawsuits that, even if unsuccessful, could be costly to defend and a distraction to management.

Future sales of our ordinary shares, or the perception in the public markets that these sales may occur, may depress our share price.

Sales of substantial amounts of our ordinary shares in the public market, or the perception that these sales could occur, could adversely affect the price of our ordinary shares and could impair our ability to raise capital through the sale of additional shares. Upon completion of this offering, there will continue to be 41,506,175 ordinary shares outstanding. The ordinary shares sold in our IPO are, and the ordinary shares offered in this offering will be, freely tradable without restriction under the Securities Act, except that any ordinary shares that may be acquired by our directors, executive officers and other affiliates, as that term is defined in the Securities Act, may be sold only in compliance with the limitations described in Shares Eligible for Future Sale.

The remaining ordinary shares, representing approximately 51.1% of our total outstanding ordinary shares following this offering (or approximately 46.8% if the underwriter's option to purchase additional shares is exercised in full), will be restricted securities within the meaning of Rule 144 and subject to certain restrictions on resale following the consummation of this offering. Restricted securities may be sold in the public market only if they are registered under the Securities Act or are sold pursuant to an exemption from registration such as Rule 144 or Rule 701, as described in Shares Eligible for Future Sale.

We, each of our executive officers and directors, SunEdison and the Samsung Purchasers have agreed, subject to certain exceptions, with the underwriter not to dispose of or hedge any of our ordinary shares or

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securities convertible into or exchangeable for our ordinary shares during the period from the date of this prospectus continuing through the date that is 90 days after the date of this prospectus. Deutsche Bank Securities Inc. may, in its sole discretion, release any of these shares from these restrictions at any time without notice. See Underwriting.

SunEdison and the Samsung Purchasers have the right to require us to register the sales of their shares under the Securities Act, under the terms of agreements between us and SunEdison and us and the Samsung Purchasers. See Certain Relationships and Related Party Transactions Registration Rights Agreement with SunEdison and Registration Rights Agreements with the Samsung Purchasers for a more detailed description of these rights.

In the future, we may also issue our securities in connection with investments or acquisitions. The number of ordinary shares issued in connection with an investment or acquisition could constitute a material portion of our then-outstanding ordinary shares.

We are an emerging growth company and may elect to comply with reduced public company reporting requirements, which could make our ordinary shares less attractive to investors.

We are an emerging growth company, as defined in the JOBS Act. For as long as we continue to be an emerging growth company, we may choose to take advantage of exemptions from various public company reporting requirements. These exemptions include, but are not limited to, (i) not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, (ii) reduced disclosure obligations regarding executive compensation in our periodic reports, proxy statements and registration statements, and (iii) exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and shareholder approval of any golden parachute payments not previously approved. We could be an emerging growth company for up to five years after the first sale of our equity securities pursuant to an effective registration statement under the Securities Act, which fifth anniversary will occur in 2018. However, if certain events occur prior to the end of such five-year period, including if we become a large accelerated filer, our annual gross revenues exceed \$1.0 billion or we issue more than \$1.0 billion of non-convertible debt in any three-year period, we would cease to be an emerging growth company prior to the end of such five-year period. We have taken advantage of certain of the reduced disclosure obligations in this prospectus regarding executive compensation and the number of years included in our historical financial statements and may elect to take advantage of other reduced burdens in future filings. As a result, the information that we provide to holders of our ordinary shares may be different than you might receive from other public reporting companies in which you hold equity interests. We cannot predict if investors will find our ordinary shares less attractive as a result of our reliance on these exemptions. If some investors find our ordinary shares less attractive as a result of any choice we make to reduce disclosure, there may be a less active trading market for our ordinary shares and the price for our ordinary shares may be more volatile.

Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards until such time as those standards apply to private companies. We have elected to avail ourselves of this extended transition period for complying with new or revised accounting standards and, therefore, we will not be subject to the same new or revised accounting standards as other public companies that are not emerging growth companies.

We do not currently expect to pay any cash dividends for the foreseeable future.

We do not currently anticipate that we will pay any cash dividends on our ordinary shares for the foreseeable future. Any determination to pay dividends in the future will be at the discretion of our board of directors and will depend upon our financial condition, results of operations, contractual restrictions (including those under the our credit facilities and any potential indebtedness we may incur in the future), restrictions imposed by applicable law, tax considerations and other factors our board of directors deems relevant. In

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addition, pursuant to Singapore law and our articles of association, no dividends may be paid except out of our profits. There can be no assurance that we will pay a dividend in the future or continue to pay any dividend if we do commence paying dividends. Accordingly, if you purchase ordinary shares in this offering, realization of a gain on your investment will depend on the appreciation of the price of our ordinary shares, which may never occur. Investors seeking cash dividends in the foreseeable future should not purchase our ordinary shares.

Following the completion of this offering, we will no longer be a controlled company under the rules of the NASDAQ Global Select Market and, as a result, will no longer qualify for exemptions from certain corporate governance requirements. If we are unable to comply with applicable corporate governance requirements, we may become subject to enforcement actions.

Since SunEdison currently owns approximately 56.8% of our outstanding ordinary shares, we are a controlled company under the rules of the NASDAQ Global Select Market. As a result, we are exempt from the obligation to comply with certain corporate governance requirements, including the requirements that a majority of our board of directors consists of independent directors, as defined under the rules of the NASDAQ Global Select Market, and that we have nominating and compensation committees that are each composed entirely of independent directors.

Upon the completion of this offering, SunEdison's ownership in us will be reduced to approximately 36.2%. As a result, we will no longer be a controlled company under the rules of the NASDAQ Global Select Market. Subject to the phase-in periods under those rules, we will be required to have a board of directors consisting of a majority of independent directors and nominating and compensation committees consisting of entirely independent directors. Currently, our board of directors consists of a majority of independent directors, our Compensation Committee consists entirely of independent directors and one member of our Nominating and Corporate Governance Committee is an independent director. Under the phase-in rules of the NASDAQ Global Select Market, our Nominating and Corporate Governance Committee will be required to consist of a majority of independent directors within 90 days following the completion of this offering and to consist solely of independent directors within one year following the completion of this offering. In addition, we will not be required to maintain a majority of independent directors on our board or an entirely independent Compensation Committee until one year following this offering. If we elect to utilize these phase-in periods, our shareholders may not have the same protections afforded to shareholders of companies which do not utilize the controlled company exceptions or these phase-in periods. If, within the phase-in periods, we are not able to comply with the NASDAQ Global Select Market rules, we may be subject to enforcement actions.

Certain provisions of the agreements we entered into with SunEdison in connection with the Transactions may discourage a takeover of our company by a third party or reduce the consideration our shareholders would receive in a sale of our company, each of which could adversely affect the price at which our ordinary shares will trade in the market following completion of this offering.

In connection with our IPO, we entered into agreements that provide a framework for our ongoing relationship with SunEdison, including intellectual property licensing agreements, a transition services agreement and a tax matters agreement. See Certain Relationships and Related Party Transactions. Each of these agreements provides that the agreement will automatically terminate upon a change in control of us. Under these agreements, a change of control is generally defined as (i) a person becoming the beneficial owner, directly or indirectly, of equity representing 50% or more of the total voting power of our outstanding equity, (ii) us merging or consolidating with another person whereby less than 50% of the total voting power of the surviving entity is represented by equity held, directly or indirectly, by our former equity holders, or (iii) us selling, transferring or exchanging all or substantially all of our assets to another person, unless more than 50% of the total voting power of the transferee receiving such assets is, directly, or indirectly, owned by our equity holders. Because these agreements are material to our business and operations, these provisions may discourage a takeover of our company by a third party. In addition, a potential

acquiror which needed these agreements to continue in effect following its purchase could be required to negotiate new terms for these agreements with SunEdison. In either

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event, the result may reduce the consideration our shareholders would receive in a sale of us, which in turn could adversely affect the price at which our ordinary shares will trade in the market following completion of the offering.

The Singapore Takeover Code may impede a takeover of our company by a third party, which could adversely affect the value of our ordinary shares.

The Singapore Takeover Code contains provisions that may delay, deter or prevent a future takeover or change in control of our company for so long as we remain a public company with more than 50 shareholders and net tangible assets of S\$5 million or more. Under the Singapore Takeover Code, any person acquiring, whether by a series of transactions over a period of time or not, either on his own or together with parties acting in concert with such person, 30% or more of our voting shares, or, if such person holds, either on his own or together with parties acting in concert with such person, between 30% and 50% (both inclusive) of our voting shares, and such person (or parties acting in concert with such person) acquires additional voting shares representing more than 1% of our voting shares in any six-month period, must, except with the consent of the Securities Industry Council in Singapore, extend a mandatory takeover offer for the remaining voting shares in accordance with the provisions of the Singapore Takeover Code. While the Singapore Takeover Code seeks to ensure fair and equal treatment of all shareholders in a takeover or merger situation, its provisions may discourage or prevent certain types of transactions involving an actual or threatened change of control of our company. These legal requirements may impede or delay a takeover of our company by a third-party, which could adversely affect the value of our ordinary shares. While public companies that are not listed on a Singapore exchange may apply to the Securities Industry Council in Singapore for a waiver with respect to compliance with the Singapore Takeover Code, we currently do not intend to seek such a waiver.

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CAUTIONARY STATEMENT CONCERNING FORWARD LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of the federal securities laws. All statements other than statements of historical fact included in this prospectus are forward-looking statements. These statements relate to analyses and other information, which are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to our future prospects, developments and business strategies. These forward-looking statements are identified by the use of terms and phrases such as anticipate, believe, could, estimate, expect, intend, may, plan, predict, project, will and similar terms and phrases, including references to assumptions. However, these words are not the exclusive means of identifying such statements. These statements are contained in many sections of this prospectus, including those entitled Prospectus Summary, Business and Management's Discussion and Analysis of Financial Condition and Results of Operations. Although we believe that our plans, intentions and expectations reflected in or suggested by such forward-looking statements are reasonable, we cannot assure you that we will achieve those plans, intentions or expectations. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that we expected.

Important factors that could cause actual results to differ materially from our expectations, or cautionary statements, are disclosed under the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations in this prospectus. All written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements contained in this prospectus under the heading Risk Factors, as well as other cautionary statements that are made from time to time in our other SEC filings and public communications. You should evaluate all forward-looking statements made in this prospectus in the context of these risks and uncertainties.

We caution you that the important factors referenced above may not contain all of the factors that are important to you. In addition, we cannot assure you that we will realize the results or developments we expect or anticipate or, even if substantially realized, that they will result in the consequences or affect us or our operations in the way we expect. The forward-looking statements included in this prospectus are made only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

ENFORCEMENT OF CIVIL LIABILITIES UNDER UNITED STATES FEDERAL SECURITIES LAWS

We are incorporated under the laws of the Republic of Singapore, and certain of our officers and directors are residents outside the United States. Moreover, a majority of our consolidated assets are located outside the United States. Although we are incorporated outside the United States, we have agreed to accept service of process in the United States through our agent designated for that purpose. Nevertheless, since a majority of the consolidated assets owned by us are located outside the United States, any judgment obtained in the United States against us may not be collectible within the United States. There is no treaty between the United States and Singapore providing for the reciprocal recognition and enforcement of judgments in civil and commercial matters and a final judgment for the payment of money rendered by any federal or state court in the United States based on civil liability, whether or not predicated solely upon the federal securities laws, would, therefore, not be automatically enforceable in Singapore. It is not clear whether a Singapore court may impose civil liability on us or our directors and officers who reside in Singapore in a suit brought in the Singapore courts against us or such persons with respect to a violation solely of the federal securities laws of the United States. In making a determination as to enforceability of a foreign judgment, the Singapore courts would have regard to whether the judgment was final and conclusive, given by a court of competent jurisdiction, and was expressed to be for a fixed sum of money. In general, such foreign judgments would be enforceable in Singapore unless it was procured by fraud, or the proceedings in which such judgment was obtained were not conducted in accordance with principles of natural justice, or the enforcement thereof would be contrary to

public policy. Accordingly, there can be no assurance that the Singapore courts would enforce against us, our directors or our officers

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resident in Singapore judgments obtained in the United States which are predicated upon the civil liability provisions of the federal securities laws of the United States. In addition, holders of book-entry interests in our shares will be required to exchange such interests for certificated shares and to be registered as shareholders in our shareholder register in order to have standing to bring a shareholder suit and, if successful, to enforce a foreign judgment against us, our directors or our executive officers in the Singapore courts. A holder of book-entry interests in our shares may become a registered shareholder of our company by exchanging its interest in our shares for certificated shares and being registered in our shareholder register. The administrative process of becoming a registered shareholder could result in delays prejudicial to any legal proceeding or enforcement action.

Table of Contents**INDUSTRY AND MARKET DATA**

We obtained the market and industry data and other statistical information used throughout this prospectus from our own research, surveys or studies conducted by third parties, independent industry or general publications and other published independent sources. In particular, we have based much of our discussion concerning the industry and market in which we operate on independent data, research opinions and viewpoints published by Gartner. We have based certain statements with respect to the SOI market on information from the SOI Industry Consortium, an organization comprised of leading companies from the electronics industry. We have also based certain statements with respect to demand for semiconductors and semiconductor applications on information from SEMI Silicon Manufacturers Group, a trade association serving the manufacturing supply chains for the microelectronics and photovoltaic industries, as well as Semiconductor Industry Association and World Semiconductor Trade Statistics, a trade association serving the U.S. semiconductor industry. Industry publications and surveys generally state that they have obtained information from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information.

The following table identifies those statements included in this prospectus that are based on data published by Gartner together with the specific source of such data:

Statement

According to Gartner, Inc., or Gartner, the merchant semiconductor silicon wafer market in 2012 was approximately \$9 billion, in 2013 was approximately \$8 billion and in 2014 was approximately \$9 billion worldwide and is expected to grow at a 5.5% compound annual growth rate, or CAGR, from 2013 to 2018, reaching approximately \$10.4 billion by 2018.

The semiconductor wafer industry has undergone significant consolidation over the past 20 years, from more than 20 suppliers in the 1990s to only five major suppliers today, including Shin-Etsu Handotai, SUMCO Phoenix Corporation, Siltronic AG, LG Siltron, and us, which suppliers accounted for approximately 88% of all semiconductor wafer sales in 2013, according to Gartner.

We have expanded our market share by revenue from 8% in 2008 to 11% in 2013, according to Gartner.

According to Gartner, the total semiconductor market worldwide was \$315 billion in 2013.

According to Gartner, the epitaxial semiconductor silicon wafer market is expected to grow from \$3.0 billion worldwide in 2013 to \$4.1 billion in 2018, representing a 6.1% CAGR.

For example, according to Gartner, overall unit sales volumes for semiconductor silicon wafers worldwide declined in 2011 and 2012 and remained relatively flat in 2013.

Source

Gartner, Forecast: Semiconductor Silicon Wafers, Worldwide, 3Q14 Update, October 2014.

Gartner, Market Share: Silicon Wafers, Worldwide, 2013, May 2014.

Gartner, Market Share: Silicon Wafers, Worldwide, 2013, May 2014.

Gartner, Market Share Analysis: Semiconductor Revenue, Worldwide, 2013, March 27, 2014.

Gartner, Forecast: Semiconductor Silicon Wafers, Worldwide, 3Q14 Update, October 2014.

Gartner, Forecast: Semiconductor Silicon Wafers, Worldwide, 2Q13 Update, June 2013 (for 2011 and 2012 data); Gartner, Forecast: Semiconductor Silicon Wafers,

For example, in 2011, merchant semiconductor silicon wafer average selling prices worldwide increased by 12.8% as compared to prices in 2010, while average prices decreased by approximately 8.8% in 2012 as compared to prices in 2011, according to Gartner.

At the same time, the worldwide polished wafer market is expected to grow by a 5.1% CAGR from 2013 to 2018, according to Gartner.

Worldwide, 3Q14 Update, October 2014
(for 2013 data).

Gartner, Forecast: Semiconductor Silicon Wafers, Worldwide, 2Q13 Update, June 2013.

Gartner, Forecast: Semiconductor Silicon Wafers, Worldwide, 3Q14 Update.

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Statement

For example, the average selling price for wafers across the semiconductor wafer industry declined by 13.4% from 2012 to 2013, according to Gartner.

The Gartner reports described above, or the Gartner Reports, represent data, research opinion or viewpoints published, as part of a syndicated subscription service, by Gartner, and are not representations of fact. Each Gartner Report speaks as of its original publication date (and not as of the date of this prospectus) and the opinions expressed in the Gartner Reports are subject to change without notice. At the request of Gartner, we have in certain circumstances used the term epitaxial instead of our defined term EPI in Gartner market data statements.

Source

Gartner, Forecast: Semiconductor Silicon Wafers, Worldwide, 4Q13 Update.

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We will not receive any of the proceeds from the sale of our ordinary shares by the selling shareholders. We will pay the fees and expenses of this offering, other than underwriting discounts and commissions.

PRICE RANGE OF ORDINARY SHARES

Our ordinary shares are traded publicly on the NASDAQ Global Select Market and trade under the symbol SEMI. The following table presents quarterly information on the price range of our ordinary shares. This information indicates the high and low market price per share of our ordinary shares for each recent fiscal quarter reported by the NASDAQ Global Select Market. Our ordinary shares began trading on the NASDAQ Global Select Market on May 22, 2014.

	High	Low
Fiscal Year Ending December 31, 2014:		
Second quarter (beginning May 22, 2014)	\$ 17.76	\$ 15.00
Third quarter	19.35	15.51
Fourth quarter (through December 5, 2014)	19.76	16.12

On December 5, 2014, the last reported sale price of our ordinary shares was \$19.76 per share.

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DIVIDEND POLICY

We currently anticipate that we will retain any future earnings for the operation and expansion of our business. Accordingly, we do not currently anticipate declaring or paying any cash dividends on our ordinary shares for the foreseeable future. Any future determination relating to our dividend policy will be made at the discretion of our board of directors and will depend on then existing conditions, including our financial condition, results of operations, contractual restrictions (including in the agreements governing our credit facilities), capital requirements, business prospects and other factors our board of directors may deem relevant. We may, by ordinary resolution, declare dividends at a general meeting of shareholders, but we are restricted from paying dividends in excess of the amount recommended by our board of directors. In addition, pursuant to Singapore law and our articles of association, no dividends may be paid except out of our profits.

Because we are a holding company, our ability to pay cash dividends on our ordinary shares may be limited by restrictions on our ability to obtain sufficient funds through dividends from subsidiaries. In particular, the agreements governing our senior secured credit facilities that we entered into in connection with the Transactions contain restrictions on the ability of our subsidiaries to make cash dividends to us.

Table of Contents**CAPITALIZATION**

The following table sets forth our consolidated capitalization as of September 30, 2014.

You should read the following table in conjunction with the sections entitled "Selected Historical Combined Financial Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our historical combined financial statements and related notes included elsewhere in this prospectus.

	September 30, 2014 (in millions, except share data) (unaudited)	
Long-term debt (including current portion):		
Senior secured credit facilities (1):		
Revolving credit facility	\$	
Term loan (excluding unamortized original issuance discount of \$2.0 million)		209.5
Total long-term debt	\$	209.5
Shareholders' Equity:		
Ordinary shares, no par value, 41,506,175 shares issued and outstanding	\$	940.9
Accumulated deficit		(68.2)
Accumulated other comprehensive loss		(115.3)
Noncontrolling interest		1.2
Total equity		758.6
Total capitalization (2)	\$	968.1

(1) In connection with the Financing Transactions, we entered into senior secured credit facilities that include a senior secured revolving credit facility for borrowings of up to \$50.0 million and a senior secured term loan facility in an aggregate principal amount up to \$210.0 million. See "Description of Credit Indebtedness - Senior Secured Credit Facilities."

(2) In addition to the consolidated capitalization reflected in this table, we had \$103.1 million of cash and cash equivalents as of September 30, 2014.

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UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS

The unaudited pro forma consolidated financial statements are presented to show how we might have looked if our IPO, Formation Transactions, Financing Transactions and Samsung Private Placements (collectively referred to herein as the Transactions) described below had occurred on the dates and for the periods indicated below. We derived the following unaudited pro forma consolidated financial statements by applying pro forma adjustments to the historical combined financial statements of SunEdison's semiconductor materials business included elsewhere in this prospectus. The historical financial statements as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011 and for the nine months ended September 30, 2013 appearing elsewhere in this prospectus are intended to represent the financial results of SunEdison's semiconductor materials business that was contributed to us as part of the Transactions for those periods.

The unaudited pro forma consolidated statements of operations for the year ended December 31, 2013 and the nine months ended September 30, 2014 have been derived from the financial data of SunEdison's semiconductor materials business (as derived from the combined financial statements appearing elsewhere in this prospectus) and give pro forma effect to the Transactions, including the use of the net proceeds from our IPO and the Samsung Private Placements, as if they had occurred on January 1, 2013. Our consolidated balance sheet as of September 30, 2014 already reflects the completion of the Transactions.

The unaudited pro forma consolidated financial statements reflect certain adjustments that are necessary to present fairly our unaudited pro forma consolidated results of operations as of and for the periods indicated. The pro forma adjustments give effect to events that are (i) directly attributable to the Transactions, (ii) factually supportable and (iii) with respect to the statement of operations, expected to have a continuing impact on us, and are based on assumptions that management believes are reasonable given the best information currently available.

The Formation Transactions for which we have made pro forma adjustments are as follows:

The contribution by SunEdison to SSL of all of the outstanding capital stock of its subsidiaries that own and operate its semiconductor materials business and all of the assets primarily related to its semiconductor materials business and held by SunEdison or its subsidiaries, together with the contribution to us by SunEdison of the approximately 35% interest in SMP it acquired from Samsung Fine Chemicals, in exchange for aggregate consideration consisting of 23.6 million ordinary shares, intercompany notes in an aggregate principal amount of \$273.5 million and the assumption by SSL of \$310.1 million of liabilities reflected on our balance sheet as of June 30, 2014 (to the extent not subsequently discharged) plus all other liabilities related to the semiconductor materials business.

The net settlement of all outstanding intercompany balances and indebtedness and certain trade accounts (other than the \$273.5 million intercompany notes, which will be repaid in full in connection with the Formation Transactions and the Financing Transactions discussed below) between us and SunEdison.

The Financing Transactions and Samsung Private Placements for which we have made pro forma adjustments are as follows:

The sale of 8,280,000 ordinary shares in our IPO.

The use of \$198.1 million of the net proceeds after deducting issuance costs from the borrowings under our senior secured term loan and \$75.4 million of net proceeds after deducting private placement commissions from the Samsung Private Placements, to repay in full the intercompany notes issued to SunEdison in connection with the asset transfers contemplated as part of the Formation Transactions.

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The sale of 2,425,578 ordinary shares by us to Samsung Electronics in exchange for the transfer to us of its 20% interest in MKC.

The use of approximately \$9.6 million of the net proceeds of the Transactions to repay existing third party indebtedness that was associated with the semiconductor materials business and the retention of approximately \$101.3 million as cash on our balance sheet. The third party indebtedness consisted of long-term notes bearing a fixed interest rate of 2.2% owed to a bank by our Japanese subsidiary.

The execution of a senior secured revolving credit facility with financial institutions that provides us with up to \$50.0 million of borrowings for working capital purposes.

The unaudited pro forma consolidated financial information is presented for informational purposes only. The unaudited pro forma consolidated financial information does not purport to represent what our results of operations or financial condition would have been had the transactions to which the pro forma adjustments relate actually occurred on the dates indicated, and they do not purport to project our results of operations or financial condition for any future period or as of any future date.

Our historical combined financial statements for periods prior to the completion of the Transactions include expenses of SunEdison that were allocated to us for certain functions, including general corporate expenses related to communications, corporate administration, finance, legal, information technology, human resources, compliance, employee benefits and incentives, operations, research and development and stock compensation. These expenses were allocated in our historical results of operations on the basis of direct usage, where identifiable, with the remainder primarily allocated on the basis of revenue or other related sales metrics, headcount or number of our manufacturing plants. We consider the expense allocation methodology and results to be reasonable for all periods presented. However, these allocations may not necessarily be indicative of the actual expenses we would have incurred as an independent publicly traded company during the periods prior to our IPO or of the costs we will incur in the future. Following our IPO, SunEdison has continued to provide us with some of the services related to these functions on a transitional basis pursuant to a transition services agreement, and we expect to incur other costs to replace the services and resources that will not continue to be provided by SunEdison. We generally expect to use these services for approximately one to two years following the completion of our IPO, depending on the type of service and the location at which such service is provided. However, we may agree with SunEdison to extend the service periods or may terminate such service periods by providing prior written notice. We have not made any adjustments in these unaudited pro forma consolidated financial statements to reflect any potential changes to these allocated expenses as a result of the Transactions as we believe any such changes are not factually supportable at this time.

The unaudited pro forma consolidated balance sheet and statements of operations should be read in conjunction with the sections entitled Prospectus Summary Structure and Formation of Our Company, Capitalization, Selected Historical Combined Financial Data, Management's Discussion and Analysis of Financial Condition and Results of Operations and our historical combined financial statements and related notes thereto included elsewhere in this prospectus.

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SunEdison Semiconductor Limited
(Semiconductor Materials Business of SunEdison)
Unaudited Pro Forma Consolidated Statement of Operations
For The Nine Months Ended September 30, 2014

	Actual	Pro Forma Adjustments		
		Financing Transactions and Samsung Private Placements (in millions, except per share data)	Formation Transactions	Pro Forma
Statement of Operations Data:				
Net sales to non-affiliates	\$ 632.8	\$	\$	\$ 632.8
Net sales to affiliates	1.4			1.4
Cost of goods sold	578.7			578.7
Gross profit	55.5			55.5
Operating expenses (income):				
Marketing and administration	63.7			63.7
Research and development	26.4			26.4
Restructuring (reversals) charges	(14.5)			(14.5)
Gain on receipt of property, plant and equipment				
Long-lived asset impairment charges	58.0			58.0
Operating (loss) income	(78.1)			(78.1)
Non-operating expenses (income)				
Interest expense	5.5	6.4 A,B		11.9
Interest income	(0.4)			(0.4)
Interest (income) expense, net-affiliates	(0.1)		0.1 A	
Other, net	(0.6)			(0.6)
Total non-operating expenses (income)	4.4	6.4	0.1	10.9
(Loss) income before income tax expense	(82.5)	(6.4)	(0.1)	(89.0)
Income tax expense (benefit)	(2.3)		E	(2.3)

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(Loss) income before equity in (loss) earnings of joint ventures	(80.2)	(6.4)	(0.1)	(86.7)
Equity in (loss) earnings of joint ventures, net of tax	(0.3)		(0.4) F	(0.7)
Net (loss) income	(80.5)	(6.4)	(0.5)	(87.4)
Net (income) loss attributable to noncontrolling interests	0.8	(0.8) C		
Net (loss) income attributable to SSL	\$ (79.7)	\$ (7.2)	\$ (0.5)	\$ (87.4)
Basic (loss) earnings per share	\$ (1.92)	\$ (0.17) D	\$ (0.01) D	\$ (2.11) D
Diluted (loss) earnings per share	\$ (1.92)	\$ (0.17) D	\$ (0.01) D	\$ (2.11) D

See Notes to Unaudited Pro Forma Consolidated Financial Statements

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SunEdison Semiconductor Limited
(Semiconductor Materials Business of SunEdison)
Unaudited Pro Forma Consolidated Statement of Operations
For The Year Ended December 31, 2013

	Actual	Pro Forma Adjustments		Pro Forma
		Financing Transactions and Samsung Private Placements (in millions, except per share data)	Formation Transactions	
Statement of Operations Data:				
Net sales to non-affiliates	\$ 911.5	\$	\$	\$ 911.5
Net sales to affiliates	9.1			9.1
Cost of goods sold	838.9			838.9
Gross profit	81.7			81.7
Operating expenses (income):				
Marketing and administration	105.1			105.1
Research and development	37.0			37.0
Restructuring (reversals) charges	(75.0)			(75.0)
Gain on receipt of property, plant and equipment				
Long-lived asset impairment charges	33.6			33.6
Operating (loss) income	(19.0)			(19.0)
Non-operating expenses (income)	0.8	15.7 A,B		16.5
Interest expense	(0.5)			(0.5)
Interest income	(4.1)		4.1 A	
Interest (income) expense, net-affiliates				
Other, net	(3.9)			(3.9)
Total non-operating expenses (income)	(7.7)	15.7	4.1	12.1
(Loss) income before income tax expense	(11.3)	(15.7)	(4.1)	(31.1)
Income tax expense (benefit)	44.0		(0.7) E	43.3

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(Loss) income before equity in (loss) earnings of joint ventures	(55.3)	(15.7)	(3.4)	(74.4)
Equity in (loss) earnings of joint ventures, net of tax			(0.9) F	(0.9)
Net (loss) income	(55.3)	(15.7)	(4.3)	(75.3)
Net (income) loss attributable to noncontrolling interests	(2.4)	2.4 C		
Net (loss) income attributable to SSL	\$ (57.7)	\$ (13.3)	\$ (4.3)	\$ (75.3)
Basic (loss) earnings per share	N/A	\$ (0.32) D	\$ (0.10) D	\$ (1.81) D
Diluted (loss) earnings per share	N/A	\$ (0.32) D	\$ (0.10) D	\$ (1.81) D

See Notes to Unaudited Pro Forma Consolidated Financial Statements

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SunEdison Semiconductor Limited

(Semiconductor Materials Business of Sunedison)

Notes to Unaudited Pro Forma Consolidated Financial Statements

- A. Reflects the elimination of interest expense of \$0.1 million and \$0.8 million, respectively, for the nine months ended September 30, 2014 and for the year ended December 31, 2013 associated with the third party indebtedness of \$9.6 million and the elimination of \$0.1 million and \$4.1 million, respectively, of interest income, affiliates associated with the intercompany indebtedness for the nine months ended September 30, 2014 and for the year ended December 31, 2013. All of this indebtedness was repaid or net settled in connection with the completion of the Transactions.
- B. Reflects the addition of interest expense (which includes amortization of debt issuance discount and deferred issuance costs) of \$6.5 million and \$16.5 million, respectively, for the nine months ended September 30, 2014 and for the year ended December 31, 2013, related to borrowings in an aggregate amount of \$210.0 million under a five-year senior secured term loan, issued at a 1% discount, in connection with the Transactions at a weighted-average effective interest rate of 7.6%, and the costs associated with our \$50.0 million three-year senior secured revolving credit facility.
- C. Reflects the acquisition of the 20% interest in MKC recorded at \$43.3 million of noncontrolling interest not previously held by us in connection with the Samsung Private Placements.
- D. The weighted-average number of shares used to compute pro forma basic and diluted earnings per share is 41.5 million, which was the number of our ordinary shares that were outstanding immediately following the completion of the Transactions.
- E. Reflects the tax effect of the pro forma adjustments to our consolidated statement of operations, as well as the estimated annual effective statutory tax rate in our new tax domicile, Singapore, which is offset by a full valuation allowance.
- F. Reflects the contribution to us by SunEdison of the approximately 35% interest in SMP it acquired from Samsung Fine Chemicals for \$140.7 million. Our investment in SMP is accounted for under the equity method of accounting, which reflects our pro rata share in loss of joint ventures, net of tax, of \$0.4 million and \$0.9 million, respectively, for the nine months ended September 30, 2014 and for the year ended December 31, 2013.

No separate financial statements for SMP are required since this acquisition is not considered significant under applicable regulatory rules.

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SELECTED HISTORICAL COMBINED AND CONSOLIDATED FINANCIAL DATA

The following table shows selected historical combined and consolidated financial data at the dates and for the periods indicated. The selected historical combined statement of operations data and balance sheet data as of December 31, 2013 and 2012 and for the years ended December 31, 2013, 2012 and 2011 have been derived from our audited combined financial statements included elsewhere in this prospectus. The selected historical consolidated statement of operations data and balance sheet data as of September 30, 2014 and for the nine months ended September 30, 2014 and combined statement of operations data for the nine months ended September 30, 2013 have been derived from our unaudited consolidated and combined financial statements included elsewhere in this prospectus, which include all adjustments, consisting of normal recurring adjustments, which management considers necessary for a fair presentation of the financial position and the results of operations for such periods. Results for the interim periods are not necessarily indicative of the results for the full year. The historical financial statements as of December 31, 2013 and 2012, for the years ended December 31, 2013, 2012 and 2011, and for the nine months ended September 30, 2013 are intended to represent the financial results of SunEdison's semiconductor materials business that was contributed to us as part of the Transactions for those periods.

Our historical combined financial statements for periods prior to the completion of the Transactions include expenses of SunEdison that were allocated to us for certain functions, including general corporate expenses related to communications, corporate administration, finance, legal, information technology, human resources, compliance, employee benefits and incentives, operations, research and development and stock compensation. These expenses were allocated in our historical results of operations on the basis of direct usage, where identifiable, with the remainder primarily allocated on the basis of revenue or other related sales metrics, headcount or number of our manufacturing plants. We consider the expense allocation methodology and results to be reasonable for all periods presented. However, these allocations may not necessarily be indicative of the actual expenses we would have incurred as an independent publicly traded company during the periods prior to our IPO or of the costs we will incur in the future. No significant restructuring or impairment charges were included in these allocations from SunEdison.

The combined and consolidated financial statements included in this prospectus may not be indicative of our future performance and do not necessarily reflect what our financial position and results of operations would have been had we operated as a stand-alone public company during the periods presented, including changes that will occur in our operations and capital structure as a result of the Transactions.

The following tables should be read together with, and are qualified in their entirety by reference to, the historical combined and consolidated financial statements and the related notes appearing elsewhere in this prospectus. Among other things, the historical combined and consolidated financial statements include more detailed information regarding the basis of presentation for the information in the following table. The tables should also be read together with Management's Discussion and Analysis of Financial Condition and Results of Operations and Certain Relationships and Related Party Transactions.

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The information presented in the following table under the caption "Other Financial Data" is not directly derived from the financial statements.

	Fiscal Year Ended December 31,			Nine Months Ended	
	2013	2012	2011	September 30, 2014	2013
Statement of Operations Data:					
Net sales to non-affiliates	\$ 911.5	\$ 927.4	\$ 1,051.3	\$ 632.8	\$ 703.5
Net sales to affiliates	9.1	6.8	147.0	1.4	5.5
Cost of goods sold	838.9	852.4	1,023.3	578.7	634.0
Gross profit	81.7	81.8	175.0	55.5	75.0
Operating expenses (income):					
Marketing and administration	105.1	100.7	129.9	63.7	75.9
Research and development	37.0	33.4	38.2	26.4	27.9
Restructuring (reversals) charges	(75.0)	(149.6)	284.5	(14.5)	(41.1)
Gain on receipt of property, plant and equipment		(31.7)			
Long-lived asset impairment charges	33.6	1.5	234.7	58.0	
Operating (loss) income	(19.0)	127.5	(512.3)	(78.1)	12.3
Non-operating expenses (income)					
Interest expense	0.8	1.0	5.9	5.5	0.6
Interest income	(0.5)	(0.7)	(1.0)	(0.4)	(0.4)
Interest (income) expense, net-affiliates	(4.1)	(2.2)	1.8	(0.1)	(3.1)
Other, net	(3.9)	3.1	(0.8)	(0.6)	(4.1)
Total non-operating (income) expenses	(7.7)	1.2	5.9	4.4	(7.0)
(Loss) income before income tax expense (benefit)	(11.3)	126.3	(518.2)	(82.5)	19.3
Income tax expense (benefit)	44.0	3.6	37.4	(2.3)	31.4
(Loss) income before equity in loss of equity method investments	(55.3)	122.7	(555.6)	(80.2)	(12.1)
Equity in loss of equity method investments, net of tax				(0.3)	
Net (loss) income	(55.3)	122.7	(555.6)	(80.5)	(12.1)
Net (income) loss attributable to noncontrolling interests(1)	(2.4)	(1.4)	(2.3)	0.8	(2.3)
Net (loss) income attributable to SSL	\$ (57.7)	\$ 121.3	\$ (557.9)	\$ (79.7)	\$ (14.4)
Basic (loss) earnings per share(2)	\$ (1.39)	\$ 2.92	\$ (13.44)	\$ (1.92)	\$ (0.35)
Diluted (loss) earnings per share(2)	\$ (1.39)	\$ 2.92	\$ (13.44)	\$ (1.92)	\$ (0.35)

Other Financial Data:

Adjusted EBITDA (unaudited)(3)	\$ 74.6	\$ 74.9	\$ 170.2	\$ 61.2	\$ 71.8
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	As of December 31,		As of
	2013	2012	September 30, 2014 (unaudited)
Balance Sheet Data:			
Cash and cash equivalents	\$ 40.8	\$ 103.2	\$ 103.1
Working capital(4)	(35.9)	38.1	151.8
Property, plant and equipment, net	724.9	789.9	621.1
Total assets	1,151.8	1,513.2	1,278.5
Total liabilities	440.6	699.2	519.9
Total equity	711.2	814.0	758.6

(1) Represents the 20% interest held by our partner in MKC that we acquired in connection with the Samsung Private Placements.

(2) The weighted-average number of shares used to compute basic and diluted earnings per share is 41,506,175, which represents the number of our ordinary shares that were outstanding immediately following the completion of the Transactions.

The computations of basic and diluted (loss) earnings per share assumes that the number of ordinary shares outstanding for all periods prior to the Transactions was equal to the number of ordinary shares outstanding following the completion of the Transactions.

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(3) Adjusted EBITDA is a non-GAAP financial measure. This measurement should not be viewed as an alternative to GAAP measures of performance. The presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We define Adjusted EBITDA as earnings before net interest expense, income tax expense (benefit), depreciation and amortization, restructuring (reversals) charges and other non-recurring items, gain on receipt of property, plant and equipment, long-lived asset impairment charges, stock compensation expense and equity in loss (income) of equity method investments. All of the omitted items are either (i) non-cash items or (ii) items that we do not consider in assessing our on-going operating performance. Because it omits non-cash items, we feel that Adjusted EBITDA is less susceptible to variances in actual performance resulting from depreciation, amortization and other non-cash charges and more reflective of other factors that affect our operating performance. Because it omits the other items, we believe Adjusted EBITDA is also more reflective of our on-going operating performance. We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because:

securities analysts and other interested parties use such calculations as a measure of financial performance and debt service capabilities; and

it is used by our management for internal planning purposes, including aspects of our operating budget and capital expenditures.

Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations include:

it does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;

it does not reflect changes in, or cash requirements for, working capital;

it does not reflect interest expense or the cash requirements necessary to service interest or principal payments on our outstanding debt;

it does not reflect payments made or future requirements for income taxes;

it adjusts for restructuring (reversals) charges and other non-recurring items, gains on receipt of property, plant and equipment and long-lived asset impairments, which are factors that we do not consider indicative of future performance;

it adjusts for non-cash stock compensation expense and equity in loss (income) of equity method investments to more clearly reflect comparable period-over-period cash operating performances;

although it reflects adjustments for factors that we do not consider indicative of future performance, we may, in the future, incur expenses similar to the adjustments reflected in our calculation of Adjusted EBITDA in this prospectus; and

although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future and Adjusted EBITDA does not reflect cash requirements for such replacements.

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Investors are encouraged to evaluate each adjustment and the reasons we consider it appropriate for supplemental analysis. The following table presents a reconciliation from net (loss) income attributable to SSL to Adjusted EBITDA:

	Fiscal Year Ended December 31,			Nine Months Ended	
	2013	2012	2011	September 30,	2013
	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
	(in millions)				
Net (loss) income attributable to SSL	\$ (57.7)	\$ 121.3	\$ (557.9)	\$ (79.7)	\$ (14.4)
Add:					
Interest expense, net	(3.8)	(1.9)	6.7	5.0	2.9
Income tax expense (benefit)	44.0	3.6	37.4	(2.3)	31.4
Depreciation and amortization	119.6	118.7	144.3	86.8	88.2
Restructuring (reversals) charges and other non-recurring items (a)	(75.0)	(149.6)	284.5	(14.2)	(41.1)
Gain on receipt of property, plant and equipment		(31.7)			
Long-lived asset impairment charges	33.6	1.5	234.7	58.0	
Stock compensation expense	13.9	13.0	20.5	7.3	10.6
Equity in loss of equity method investments				0.3	
Adjusted EBITDA	\$ 74.6	\$ 74.9	\$ 170.2	\$ 61.2	\$ 71.8

- (a) For the nine months ended September 30, 2014, we recognized approximately \$0.3 million of securities transaction tax related to the acquisition of an approximately 35% interest in SMP. We believe this is a non-recurring expense that should be excluded from Adjusted EBITDA as we do not consider this to be useful in assessing our on-going operating performance.

- (4) Working capital is defined as our current assets minus current liabilities.

Table of Contents**MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion analyzes the historical financial condition and results of operations of the semiconductor materials business operated by SunEdison. The historical combined financial statements of the semiconductor materials business as of December 31, 2013 and 2012, for the years ended December 31, 2013, 2012 and 2011, and for the nine months ended September 30, 2013 appearing elsewhere in this prospectus were prepared on a carve-out basis from SunEdison and are intended to represent the financial results during those periods of SunEdison's semiconductor materials business as contributed to SunEdison Semiconductor Limited as part of the Transactions. However, these combined financial statements do not purport to reflect what the results of operations, comprehensive (loss) income, financial position, equity or cash flows would have been had we operated as a stand-alone public company during the periods presented.

You should read the following discussion of the historical financial condition and results of operations of our business in conjunction with the historical combined and consolidated financial statements and accompanying notes of our combined financial statements included elsewhere in this prospectus. This discussion includes forward-looking statements that are subject to risks and uncertainties that may result in actual results differing from statements we make. See Cautionary Statement Concerning Forward-Looking Statements. Factors that could cause actual results to differ include those risks and uncertainties that are discussed in Risk Factors.

Executive Overview

We are a global leader in the development, manufacture and sale of silicon wafers to the semiconductor industry. Wafers are used as the base substrate for nearly all semiconductor devices, which in turn provide the foundation for the entire electronics industry. Our business was established in 1959 and was known during most of our history as MEMC. We became a stand-alone public company upon the completion of our IPO on May 28, 2014. We have developed a broad product portfolio, an extensive global manufacturing footprint, process technology expertise and supply chain flexibility, while increasing our capital efficiency and maintaining a lean operating culture.

We primarily sell our products to all of the major semiconductor manufacturers in the world, including integrated device manufacturers and pure-play semiconductor foundries, and to a lesser extent, leading companies that specialize in wafer customization. During 2013, our largest customers were Samsung Electronics, TSMC and STMicroelectronics. We operate facilities in major semiconductor manufacturing regions throughout the world, including Taiwan, Malaysia, South Korea, Italy, Japan and the United States.

The semiconductor wafer industry has undergone significant consolidation over the past 20 years, from more than 20 suppliers in the 1990s to only 5 major suppliers today, including Shin-Etsu Handotai, SUMCO Corporation, Siltronic AG, LG Siltron and us, which suppliers accounted for approximately 88% of all semiconductor wafer sales in 2013, according to Gartner. This consolidation is due in large part to the significant increase in the capital investment and manufacturing capacity needed to compete effectively. We have expanded our market share by revenue from 8% in 2008 to 11% in 2013, according to Gartner. The table below sets forth our net sales, net (loss) income attributable to SSL and Adjusted EBITDA for the years ended December 31, 2013, 2012 and 2011 and for the nine months ended September 30, 2014 and 2013:

Fiscal Year Ended December 31,

**Nine Months Ended
September 30,**

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	2013	2012	2011 (in millions)	2014	2013
Net sales	\$ 920.6	\$ 934.2	\$ 1,198.3	\$ 634.2	\$ 709.0
Net income (loss) attributable to SSL	\$ (57.7)	\$ 121.3	\$ (557.9)	\$ (79.7)	\$ (14.4)
Adjusted EBITDA ⁽¹⁾ (unaudited)	\$ 74.6	\$ 74.9	\$ 170.2	\$ 61.2	\$ 71.8

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⁽¹⁾ See [How We Assess the Performance of Our Business Adjusted EBITDA](#) for the definition of Adjusted EBITDA and a reconciliation from net (loss) income attributable to SSL to Adjusted EBITDA.

Factors Affecting Our Results of Operations***Semiconductor Market Cyclicity***

Overall demand for semiconductors has generally increased over time. For example, according to the Semiconductor Industry Association and World Semiconductor Trade Statistics, between 2007 and 2012, semiconductor unit sales and the overall semiconductor market revenue grew at CAGRs of 3.1% and 2.7%, respectively. Despite this long-term growth for semiconductors, short-term demand for semiconductor wafers is subject to considerable volatility and cyclicity due to changes in the supply and demand for semiconductor devices, which is impacted by general economic conditions, including consumer spending levels. For example, according to Gartner, overall unit sales volumes for semiconductor silicon wafers worldwide declined in 2011 and 2012 and remained relatively flat in 2013. Our wafer unit sales volume experienced a similar decline in 2011, but remained flat in 2012 and increased 6.4% in 2013 compared to 2012.

Manufacturing Capacity Utilization and Efficiency

The semiconductor wafer industry is capital-intensive due to the investments in manufacturing capacity needed to compete effectively. Our semiconductor wafer manufacturing processes are highly complex, require advanced and increasingly costly equipment and need to be continuously modified or maintained in response to our customer requirements. As a result of these significant fixed costs, changes in our manufacturing plant utilization and efficiency have a significant impact on our results of operations in any particular period. In 2013 and 2012 and for the nine months ended September 30, 2014 and 2013, we spent \$30.4 million, \$26.8 million, \$34.0 million and \$21.4 million, respectively, on capital expenditures to maintain our manufacturing facilities. Fluctuations in demand for silicon devices often result in periods of manufacturing over- or under-capacity within the semiconductor wafer industry. We focus on maximizing our manufacturing capacity utilization throughout periods of fluctuating demand for semiconductor devices through close collaboration with our customers to understand their anticipated product requirements. In addition, our engineers' understanding of both the science and operation of the tools within our factories enables us to streamline equipment controls, software interfaces and operational parameters, allowing us to utilize our manufacturing capacity more efficiently. We have also designed our manufacturing processes to be flexible and scalable with low to moderate additional capital investment necessary to pursue new opportunities or increase capacity, and we continuously review our global manufacturing footprint to manage our existing capacity in light of current industry conditions. As a result of increased operational efficiency and improved supply chain productivity, the cost per square inch equivalent of manufacturing our semiconductor wafers decreased by 6% in 2013 as compared to 2012 and by 5% in 2012 as compared to 2011.

Semiconductor Wafer Pricing Fluctuations

Average selling prices of semiconductor wafers have fluctuated in recent years based on changes in the supply and demand for semiconductor devices. For example, in 2011, merchant semiconductor silicon wafer average selling prices worldwide increased by 12.8% as compared to prices in 2010, while average prices decreased by approximately 8.8% in 2012 as compared to prices in 2011, according to Gartner. The average selling price increase in 2011 was primarily due to the supply impacts of the earthquake and tsunami in Japan. Semiconductor wafer price fluctuations can have a significant impact on our net sales and gross margins. In addition, consolidation within the semiconductor industry has also increased the purchasing power of our customers over time, resulting in downward pressure on wafer

average selling prices. In response to the recent price declines, we have focused on reducing our manufacturing costs, improving our product mix and expanding our market share in an effort to minimize the adverse impact on our sales and gross profit. As a result of our

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focus to improve our product mix, quality and customer service, we have been able to expand our market share and hold our pricing better than the overall semiconductor wafer industry. For example, the average selling price for wafers across the semiconductor wafer industry declined by 13.4% from 2012 to 2013, according to Gartner. However, during the same period, our average selling price decline was only 7%, which was 6.4 percentage points better than the industry average.

Introduction of New Products and Product Mix

Recent growth in semiconductor demand has been largely attributable to the proliferation of mobile devices, such as smart phones and tablets. Semiconductors used in applications such as mobile devices and cloud infrastructure are increasingly requiring EPI wafers, which enable lower power consumption due to their near perfect surface characteristics. According to Gartner, the epitaxial semiconductor silicon wafer market is expected to grow from \$3.0 billion in 2013 to \$4.1 billion in 2018, representing a 6.1% CAGR. Similarly, demand for SOI wafers is growing as a result of the ability of SOI wafers to improve switching speeds and enhance the performance of RF devices such as power amplifiers, switches and sensors. According to the SOI Industry Consortium, the total available market for SOI wafers is expected to double over the next five years, driven by the increased penetration in mobile system-on-chips and RF devices. We have been a leader in the development of these advanced substrates and believe we are well-positioned to capitalize on the growth opportunities resulting from the increasing demand for EPI and SOI wafers. In 2013 and 2012, EPI and SOI wafer sales represented approximately one-third of our net sales to non-affiliates. We typically realize greater gross margin on our more highly engineered wafers, such as our EPI and SOI wafers, and the mix of products sold by us in any given period will impact our overall gross profits.

Restructuring and Cost-Improvement Initiatives

We have implemented several initiatives since 2009 designed to rationalize our use of resources, optimize those resources for the most attractive market opportunities and manage our production capacity to efficiently meet demand. During the fourth quarter of 2011, SunEdison committed to a series of actions to reduce its global workforce, right size its production capacity and accelerate operating cost reductions across each of its business segments in 2012 and beyond, or the 2011 Global Plan. In connection with the 2011 Global Plan, we reduced our workforce by approximately 11% and shuttered our Merano, Italy polysilicon facility. Primarily as a result of these actions, we incurred restructuring charges of \$284.5 million and long-lived asset impairment charges of \$234.7 million in 2011. We have achieved significant annualized cost savings and productivity improvements as a result of these restructuring actions and other cost improvement initiatives. We implemented similar cost and significant workforce reductions and a facility realignment in 2009. For more information regarding these restructuring and impairment activities, see Note 3 to our audited combined financial statements included elsewhere in this prospectus.

As part of our efforts to implement the 2011 Global Plan, we executed two settlement agreements with Evonik Industries AG, or Evonik, in September 2012 to settle disputes arising from our early termination of two take-or-pay supply agreements related to our Merano, Italy polysilicon facility. Pursuant to the settlement, we forfeited a deposit of \$10.2 million and agreed to pay Evonik a total of 70.0 million Euro, of which 25.0 million Euro was paid in 2012 and 45.0 million Euro was paid in 2013. As a result of this restructuring-related settlement, a favorable adjustment to our 2011 Global Plan liabilities was made during the third quarter of 2012 resulting in \$65.8 million of income within restructuring charges (reversals) since we settled the take-or-pay obligations for less than what we previously estimated and accrued. Additionally, in December 2012, as part of the settlement with Evonik, we obtained title to a chlorosilanes plant, which resulted in the recognition of a \$31.7 million gain in the fourth quarter of 2012.

As a result of shuttering our Merano, Italy polysilicon facility, we executed a letter of agreement pertaining to a polysilicon supply agreement on December 14, 2012 with a subsidiary of SunEdison. This letter agreement required

the subsidiary of SunEdison to reimburse us 57.9 million Euro related to damages paid to

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suppliers and lost profits. As a result of this letter of agreement, we recorded approximately \$75.7 million of income within restructuring charges (reversals) in 2012. Similarly, in September 2013, we executed a letter of agreement with the SunEdison subsidiary related to damages paid to suppliers and lost profits in 2013 and recorded approximately \$62.9 million of income within restructuring charges (reversals) for the year ended December 31, 2013.

A majority of our polysilicon assets at our Merano, Italy polysilicon facility were previously written down to their estimated salvage value. We established the carrying value of the chlorosilanes assets obtained from Evonik at our Merano, Italy polysilicon facility based upon management's estimate of the probability as to whether this facility would be re-opened or permanently closed.

In the fourth quarter of 2013, management concluded an analysis as to whether to restart the Merano, Italy polysilicon facility and determined that, based on recent developments and current market conditions, restarting the facility was not aligned with our business strategy. Accordingly, we decided to indefinitely close the previously shuttered Merano, Italy polysilicon facility and chlorosilanes facilities obtained from Evonik. As a result, during the three months ended December 31, 2013, we recorded \$33.6 million of non-cash impairment charges to write-down these assets to their current estimated salvage value. In connection with our decision to indefinitely close the facilities, we also made insignificant revisions to other estimated liabilities that were previously accrued as part of our 2011 Global Plan. During the third quarter of 2014, we received offers of interest to purchase our indefinitely closed Merano, Italy polysilicon facility and the related chlorosilanes facility. These offers indicated to us that the carrying value of the assets exceeded the estimated fair value. As a result of an impairment analysis, we recorded approximately \$57 million of non-cash charges to write down these assets to their estimated fair value. These charges are recognized as long-lived asset impairment charges in our condensed consolidated statement of operations. Impairment charges were measured based on the amount by which the carrying value of these assets exceeded their estimated fair value after consideration of their future cash flows using management's assumptions. As of September 30, 2014, we believe we have adequately accrued all estimated expenses we expect to incur in the future with respect to this facility. However, actual future expenses could differ from our estimates. In June 2014, we listed this facility for sale and expect to close the sale of this facility in the near future.

On February 7, 2014, we determined to commence a plan to consolidate our crystal operations. The consolidation will include transitioning small diameter crystal activities from our St. Peters, Missouri facility to other crystal facilities in Korea, Taiwan and Italy. The consolidation of crystal activities will affect approximately 120 employees in St. Peters and will be implemented over the 12 months following the commencement of the plan. We estimate that we will incur approximately \$4.0 million to \$6.0 million of expense as a result of this action, primarily related to termination costs of the affected employees, of which we incurred approximately \$3.5 million in the nine months ended September 30, 2014 and the balance over the next six to 12 months.

Due to continual softness in the semiconductor industry, we may implement additional initiatives designed to rationalize our use of resources and may perform future restructurings.

SunEdison received notice from the Pension Benefit Guaranty Corporation, or PBGC, in May 2014 that it intends to require an additional contribution under ERISA Section 4062(e) to our U.S. pension plan, which was transferred to us upon the completion of our IPO. SunEdison has not received a formal assessment or concluded the negotiation process with the PBGC. On July 8, 2014, the PBGC announced a moratorium through the end of 2014 on the enforcement of ERISA Section 4062(e) cases. Therefore, we have not yet made any modifications to our U.S. pension plan assets. The U.S. pension plan was in an over-funded status on a U.S. GAAP basis as of December 31, 2013, and we have not recorded any additional amounts to fund the pension plan as a result of the PBGC notice because we believe the over-funded amount is sufficient to cover the request for contribution by the PBGC. See Note 9 to our audited combined financial statements included elsewhere in this prospectus for additional information regarding

SunEdison's U.S. pension plan. We do not expect any final resolution with the PBGC to have a material impact on our financial condition or results of operations.

Table of Contents***Foreign Currency Exchange Rates***

As a result of our international operations, we generate a portion of our net sales and incur a portion of our expenses in currencies other than the U.S. dollar, including the Japanese Yen, New Taiwan Dollar, Euro, Korean Won and Malaysian Ringgit. Our results of operations are impacted by currency exchange rate fluctuations to the extent that we are unable to match net sales received in foreign currencies with expenses incurred in the same currency. For example, where we have significantly more expenses than net sales generated in a foreign currency, our profit from operations in that location would be adversely affected in the event that the U.S. dollar depreciates against that foreign currency. To protect against reductions in value and volatility of future cash flows caused by changes in foreign exchange rates, we have established transaction-based hedging programs. Our hedging programs reduce, but do not always eliminate, the impact of foreign currency exchange rate movements. We record the effects from changes in foreign currency exchange rates in our combined statement of operations in other, net.

In addition, since we present our combined and consolidated financial statements in U.S. dollars, we must translate the assets, liabilities, net sales and expenses of a substantial portion of our foreign operations into U.S. dollars at applicable exchange rates. Consequently, increases or decreases in the value of the U.S. dollar may affect the value of these items with respect to our non-U.S. dollar businesses in our combined and consolidated financial statements, even if their value has not changed in their local currency. For example, a stronger U.S. dollar will reduce the relative value of reported results of non-U.S. dollar operations and, conversely, a weaker U.S. dollar will increase the relative value of the non-U.S. dollar operations. These translations could significantly affect the comparability of our results between financial periods or result in significant changes to the carrying value of our assets, liabilities and equity. Furthermore, our larger competitors have a majority of their manufacturing operations in Japan and are benefiting from the weakening of the Japanese Yen.

Comparability of Historical Results and Our Relationship with SunEdison

We operated as a business segment of SunEdison until the completion of our IPO on May 28, 2014. Our historical combined financial statements included in this prospectus have been derived from the consolidated financial statements and accounting records of SunEdison and include allocations for direct costs and indirect costs attributable to the operations of the semiconductor materials business of SunEdison. These combined financial statements do not purport to reflect what the results of operations, comprehensive (loss) income, financial position, equity or cash flows would have been had we operated as a stand-alone public company during the periods presented. For a detailed description of the basis of presentation and an understanding of the limitations of the predictive value of the historical combined financial statements, see Notes 1 and 2 to our audited combined financial statements included elsewhere in this prospectus.

Our historical combined financial statements may also not be reflective of what our results of operations, comprehensive (loss) income, financial position, equity or cash flows might be in the future as a stand-alone public company as a result of the following matters.

For the impact of certain of these anticipated differences, see Unaudited Pro Forma Consolidated Financial Statements. For additional information regarding the agreements that we will enter into with SunEdison to provide a framework for our ongoing relationship, see Certain Relationships and Related Party Transactions.

Centralized Support Functions

Our historical combined financial statements include expense allocations for certain support functions that were provided on a centralized basis within SunEdison, such as general corporate expenses related to communications,

corporate administration, finance, legal, information technology, human resources, compliance,

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employee benefits and incentives, operations, research and development and stock compensation. These allocated costs are not necessarily indicative of the costs that we may incur in the future as a stand-alone public company. Following our IPO, SunEdison has continued to provide us with some of the services related to these functions on a transitional basis pursuant to a transition services agreement, and we expect to incur other costs to replace the services and resources that will not be provided by SunEdison. We generally expect to use these services for approximately one to two years following the completion of our IPO, depending on the type of service and the location at which such service is provided. However, we may agree with SunEdison to extend the service periods or may terminate such service periods by providing prior written notice. For additional information on the Transition Services Agreement, see [Certain Relationships and Related Party Transactions](#) [Transition Services Agreement](#).

During the period that SunEdison provides services for us pursuant to the Transition Services Agreement, we expect to incur higher costs for certain services than the allocated costs included in our historical combined financial statements because we will incur additional expenses to build up our organization to perform such functions internally in addition to the amounts we pay SunEdison for such services. After the termination of the Transition Services Agreement, we expect certain costs incurred to be lower than the allocated costs included in our historical combined financial statements because we believe we will be able to perform such functions at a lower cost than the allocated amounts.

Compensation and Benefit Plan Matters

During the periods presented prior to our IPO, most of our employees were eligible to participate in various SunEdison benefit programs. Our historical combined financial statements include an allocation of the costs of such employee benefit plans. These costs were allocated based on our employee population for each of the periods presented. The allocated costs included in our historical combined financial statements could differ from amounts that would have been incurred by us had we operated on a stand-alone basis and are not necessarily indicative of costs to be incurred in the future. Since substantially all of SunEdison's pension and other post-employment benefit plans relate solely to our employees, our combined balance sheets include net benefit obligations related to those plans and those benefit plans in certain foreign locations that are our direct obligations.

We are instituting competitive compensation policies and programs as a stand-alone public company, the expenses for which may differ from the compensation expense allocated by SunEdison in our combined financial statements. For a detailed description of our current compensation policies, see [Executive Compensation](#).

Public Company Expenses

As a result of our IPO, we became subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and the Sarbanes-Oxley Act. We are establishing procedures and practices as a stand-alone public company in order to comply with our obligations under those laws and the related rules and regulations. As a result, we have and will continue to incur additional costs, including internal audit, investor relations, stock administration and regulatory compliance costs. These additional costs may differ from the costs that were historically allocated to us from SunEdison.

Polysilicon Costs

We have historically obtained our requirements for polysilicon primarily from SunEdison's facility in Pasadena, Texas, as well as from other external polysilicon suppliers. We have reflected the price of polysilicon obtained from SunEdison in our historical cost of goods sold at prices which have historically trended above prevailing market prices. During 2013, the average price per kilogram for polysilicon allocated to us from SunEdison was \$55, and we

purchased a total of approximately 2,700 metric tons of polysilicon, of which

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approximately 2,200 metric tons was sourced from SunEdison's facility. SunEdison has agreed to sell us polysilicon at a price of \$30 per kilogram during 2014. Our cost of goods sold for the nine months ended September 30, 2014 reflected polysilicon sourced from SunEdison both in periods prior to 2014 at \$55 per kilogram and in the current period at \$30 per kilogram, resulting in a weighted average price for polysilicon of approximately \$32 per kilogram. During the nine months ended September 30, 2014, a majority of the polysilicon we purchased was sourced from SunEdison. We expect SunEdison to continue to supply us with our polysilicon requirements at \$30 per kilogram. In addition, as a result of the Transactions, we currently own an approximately 35% interest in SMP, which owns a polysilicon manufacturing facility in South Korea. Construction of the SMP polysilicon manufacturing facility was recently completed. The facility is in the initial stages of polysilicon production but has not reached full commercial capabilities at this time, and we are not yet purchasing polysilicon from the facility. After SMP achieves commercial capabilities to produce electronic grade polysilicon, we expect to purchase a portion of our polysilicon from SMP on a purchase order basis at prices lower than our historical cost for polysilicon. As a result, it is likely that our costs to obtain polysilicon will differ from the costs that were historically allocated to us from SunEdison.

Income Taxes

Historically, the operations of our business have been included in the consolidated U.S. federal income tax return and certain foreign income tax returns of SunEdison. The income tax provisions and related deferred tax assets and liabilities that have been reflected in our historical combined financial statements have been computed as if we were a separate taxpayer using the separate return method. These amounts are not necessarily indicative of what our income tax provisions and related deferred tax assets and liabilities are following the completion of our IPO. We entered into a tax matters agreement with SunEdison immediately prior to the completion of our IPO that governs the parties' respective rights, responsibilities and obligations with respect to tax liabilities and benefits, tax attributes, the preparation and filing of tax returns, the control of audits and other tax proceedings and other matters regarding taxes. For additional information on the tax matters agreement, see *Certain Relationships and Related Party Transactions - Tax Matters Agreement*. We are domiciled in Singapore and will file independent tax returns under SunEdison Semiconductor Limited. Furthermore, we have various foreign operations which are subject to local tax jurisdictions. As a result, we may experience higher income tax rates due to unfavorable geographical mix of earnings from operations.

Indebtedness

We had a limited amount of indebtedness for periods prior to the Transactions. In connection with the Financing Transactions, we incurred a significant amount of indebtedness under a \$210.0 million term loan, issued at a 1% discount. As a result, our interest expense after completion of the Transactions will increase significantly from those amounts reflected in our historical combined financial statements.

Key Components of our Combined Statement of Operations***Net Sales***

We generate sales to non-affiliates primarily through the manufacture and sale of semiconductor wafers. Depending on market conditions, we also sell intermediate products, such as polysilicon, trichlorosilane, or TCS, gas, ingots and scrap wafers to semiconductor device and equipment makers. These sales have not been material to our results of operations following the shuttering of our Merano, Italy polysilicon facility in December 2011. In 2013, Samsung, TSMC and STMicroelectronics accounted for approximately 21%, 16% and 11%, respectively, of our net sales to non-affiliates.

Sales to our customers are generally governed by purchase orders or, in certain cases, agreements with durations of one year or less that include pricing terms and estimated quantity requirements. Our customer

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agreements generally do not require that a customer purchase a minimum quantity of wafers. We also sell silicon wafers to certain customers under consignment arrangements. These consignment arrangements generally require us to maintain a certain quantity of wafers in inventory at the customer's facility or at a storage facility designated by the customer.

Sales to affiliates mainly represent polysilicon sales made to subsidiaries of SunEdison, which are subsequently sold to external parties. We sold these polysilicon products on a cost plus basis primarily from our Merano, Italy polysilicon facility. Following the shuttering of our Merano, Italy polysilicon facility, our sales to affiliates are insignificant.

We recognize revenue for semiconductor wafer and other product sales when title transfers, the risks and rewards of ownership have been transferred to the customer, the fee is fixed or determinable and collection of the related receivable is reasonably assured, which is generally at the time of shipment for non-consignment orders. In the case of consignment orders, title passes when the customer pulls the product from the assigned storage facility or if the customer does not pull the product within a contractually stated period of time (generally 60-90 days) at the end of that period, or when the customer otherwise agrees to take title to the product.

Costs and Expenses

Cost of Goods Sold

Our cost of goods sold consists principally of the following:

Production Materials Costs. The cost of production materials relates to our cost of acquiring raw materials, components and semi-finished goods. While we purchase much of the raw materials used in production on a global basis, these costs can be impacted by local market conditions.

Employee Costs. Employee costs include the salary and benefit charges, including stock-based compensation expense, for employees involved in manufacturing our products. We rely heavily on temporary employees in certain geographies, which gives us improved flexibility to meet shifts in demand.

Other. Our remaining cost of goods sold consists of production engineering activities, customer-related customization costs, depreciation of fixed assets, freight costs, operating lease expenses, outsourcing or subcontracting costs relating to services used by us on an occasional basis during periods of excess demand and other general manufacturing expenses, such as expenses for energy consumption.

Marketing and Administration

Our marketing and administration expense consists of all expenditures incurred in connection with the sales and marketing of our products, as well as non-manufacturing related administrative overhead costs, including:

Salary and Benefit Costs. These costs relate to salaries and benefits, including stock-based compensation expense, for sales personnel and administrative staff. Expenses relating to our sales personnel generally increase or decrease with changes in sales volume due to the need to increase or decrease sales personnel to meet changes in demand. Aggregate expenses relating to our administrative staff are generally less influenced by changes in sales volumes. We have reduced our administrative headcount over the past few years in connection with our restructuring activities.

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Maintenance. Maintenance expenses relate to the use and maintenance of our administrative offices.

Other Administrative Expenses. These costs include expenses relating to logistics and information systems, legal, compliance, audit and accounting expenses.

Other. Our remaining marketing and administration expenses consist of other selling and general advertising costs, such as expenses incurred in connection with travel and communications.

Changes in marketing and administration expenses as a percent of net sales have historically been impacted by a number of factors, including:

Volume Changes. Higher volumes enable us to spread the fixed portion of our marketing and administration expense over more net sales.

Product Mix. Some products require more customer support and sales efforts than others so a change in product mix may affect marketing and administrative expenses.

Customer Base. Changes in our customer base may affect the required level of sales and marketing support as new customers require more attention.

New Products. New product launches in existing and new markets typically involve more intense sales and marketing activity before they are integrated into customer applications.

Research and Development

Research and development, or R&D, expense consists primarily of costs related to direct product development and application engineering. Development expense is typically associated with engineering labor, technology costs, capital expenditures and re-tooling costs for the development and advancement in the design of new products or processes to align our technology innovation efforts with our customers' requirements for new and evolving applications. The level of R&D expense is related to the number of products in development, the stage of development process, the complexity of the underlying technology and the potential scale of the product upon successful commercialization. All R&D costs are expensed as incurred.

Restructuring (Reversals) Charges

Restructuring (reversals) charges consist primarily of (i) employee termination costs, including severance, outplacement and other one-time separation benefits, (ii) estimated liabilities and subsequent adjustments related to contract settlement, cancellation or termination payments and penalties and (iii) facility closure and other exit costs. See [Factors Affecting Our Results of Operations - Restructuring and Cost-Improvement Initiatives](#).

Long-Lived Asset Impairment Charges

When indicators of impairment exist, we perform reviews to determine whether the carrying value of an asset is impaired, based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment, the impaired asset is written down to its estimated fair value, which is typically calculated using: (i) quoted market prices, including appraisals or (ii) discounted expected future cash flows utilizing an appropriate discount rate. Impairment is based on the excess of the carrying amount over the fair value of those assets. During 2011, due to the significance of the market downturn, we performed an asset impairment analysis of the polysilicon production assets at our Merano, Italy polysilicon facility. As a result of that analysis, we reduced the net carrying value of the Merano assets to its net realizable salvage value and

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incurred a charge of \$221.9 million. In addition, in the fourth quarter of 2013, management concluded an analysis as to whether to restart the Merano, Italy polysilicon facility and determined that, based on recent developments and current market conditions, restarting the facility was not aligned with our business strategy. Accordingly we decided to indefinitely close the Merano, Italy polysilicon and chlorosilanes facilities. As a result, during the three months ended December 31, 2013, we recorded \$33.6 million of non-cash impairment charges to write-down these assets to their current estimated salvage value. During the third quarter of 2014, we received offers of interest to purchase our indefinitely closed Merano, Italy polysilicon facility and the related chlorosilanes facility. These offers indicated to us that the carrying value of the assets exceeded the estimated fair value. As a result of an impairment analysis, we recorded approximately \$57 million of non-cash charges to write down these assets to their estimated fair value. These charges are recognized as long-lived asset impairment charges in our condensed consolidated statement of operations. Impairment charges were measured based on the amount by which the carrying value of these assets exceeded their estimated fair value after consideration of their future cash flows using management's assumptions. In June 2014, we listed this facility for sale and expect to close the sale of this facility in the near future.

Non-Operating Expense (Income)

Non-operating expense (income) represents interest expense, interest income and other expenses, such as the effects from changes in foreign currency exchange rates and settlements of derivative foreign currency forward contracts. Interest expense has consisted primarily of interest expense on intercompany loans from SunEdison and other financing obligations. Interest expense also includes interest expense on liabilities arising from uncertain tax positions. Interest income represents interest earned on cash, cash equivalents and short-term money market investments and intercompany loans to SunEdison.

Income Taxes

Historically, the operations of our business have been included in the consolidated U.S. federal income tax return and certain foreign income tax returns of SunEdison. The income tax provisions and related deferred tax assets and liabilities that have been reflected in our historical combined financial statements have been estimated as if we were a separate taxpayer. Following the completion of the Transactions, we became a stand-alone public company domiciled in Singapore. We are subject to taxation in all geographies in which we operate, and as a stand-alone entity, will file tax returns in each jurisdiction in which we operate.

Deferred income taxes arise because of a different tax basis of assets or liabilities between financial accounting and tax accounting, which are known as temporary differences. We record the tax effect of these temporary differences as deferred tax assets (generally items that can be used as a tax deduction or credit in future periods) and deferred tax liabilities (generally items for which we received a tax deduction, but have not yet been recorded in the combined statement of operations). We regularly review our deferred tax assets for realizability, taking into consideration all available evidence, both positive and negative, including historical and projected pre-tax and taxable income (losses) and the expected timing of the reversals of existing temporary differences. In arriving at these judgments, the weight given to the potential effect of all positive and negative evidence is commensurate with the extent to which it can be objectively verified.

Our historical business consists of the combined operations of certain entities that were owned by SunEdison, which is incorporated in the State of Delaware. We have historically been included in SunEdison's consolidated U.S. federal income tax return and our income taxes are computed and reported under the separate return method. In connection with the Formation Transactions, our tax structure will change prospectively but there will be no changes to our historical financial statements.

How We Assess the Performance of Our Business

In assessing the performance of our business, we consider a variety of performance and financial measures. Our principal performance measures include net sales and Adjusted EBITDA.

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Net Sales

We evaluate net sales because it helps us measure the impact of general economic and industry trends and conditions, changes in our production volumes and product pricing, the effectiveness of our sales and marketing and R&D activities, the impact of new product introductions and technological innovations and the effect of competition over a given period. Our net sales from products include total sales less estimates of returns due to product quality reasons and pricing allowances. Our overall net sales are generally impacted by the following factors, among others:

fluctuations in overall economic activity within the geographic markets in which we operate;

changes in production capacity within the semiconductor wafer industry;

changes in wafer average selling prices;

the number of semiconductors used within existing applications and the development of new applications requiring semiconductors;

the mix of products sold, including the proportion of new or upgraded products and their pricing relative to existing products;

changes in product sales prices (including quantity discounts, rebates and cash discounts for prompt payment);

changes in the level of competition faced by our products, including the launch of new products by competitors;

our ability to successfully develop and launch new products and applications; and

fluctuations in exchange rates.

Adjusted EBITDA

We believe that Adjusted EBITDA is a useful performance measure and we use it to facilitate a comparison of our operating performance on a consistent basis from period-to-period and to provide for a more complete understanding of factors and trends affecting our business. For example, the Adjusted EBITDA for the three months ended September 30, 2014 was \$26.0 million, which represented a \$5.8 million increase from \$20.2 million for the three months ended June 30, 2014. We also use Adjusted EBITDA as one of the primary methods for planning and forecasting overall expected performance and for evaluating on a quarterly and annual basis actual results against such expectations, and is likely to be used as a performance evaluation metric in determining achievement of certain

compensation programs and plans for employees, including our senior executives.

We define Adjusted EBITDA as earnings before net interest expense, income tax expense (benefit), depreciation and amortization, restructuring (reversals) charges and other non-recurring items, gain on receipt of property, plant and equipment, long-lived asset impairment charges, stock compensation expense and equity in loss (income) of equity method investments. All of the omitted items are either (i) non-cash items or (ii) items that we do not consider reflective of our on-going operating performance. Because it omits non-cash items, we feel that Adjusted EBITDA is less susceptible to variances in actual performance resulting from depreciation, amortization and other non-cash charges and more reflective of our on-going operating performance.

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The table below presents a reconciliation of net (loss) income attributable to SSL to Adjusted EBITDA for the years ended December 31, 2013, 2012 and 2011 and for the nine months ended September 30, 2014 and 2013:

	For the Year Ended December 31,			Nine Months Ended	
	2013	2012	2011	September 30, 2014	2013
Net (loss) income attributable to SSL	\$ (57.7)	\$ 121.3	\$ (557.9)	\$ (79.7)	\$ (14.4)
Add:					
Interest expense, net	(3.8)	(1.9)	6.7	5.0	(2.9)
Income tax expense (benefit)	44.0	3.6	37.4	(2.3)	31.4
Depreciation and amortization	119.6	118.7	144.3	86.8	88.2
Restructuring (reversals) charges and other non-recurring items (a)	(75.0)	(149.6)	284.5	(14.2)	(41.1)
Gain on receipt of property, plant and equipment		(31.7)			
Long-lived asset impairment charges	33.6	1.5	234.7	58.0	
Stock compensation expense	13.9	13.0	20.5	7.3	10.6
Equity in loss of equity method investments				0.3	
Adjusted EBITDA	\$ 74.6	\$ 74.9	\$ 170.2	\$ 61.2	\$ 71.8

(a) For the nine months ended September 30, 2014, we recognized approximately \$0.3 million of securities transaction tax related to the acquisition of an approximately 35% interest in SMP. We believe this is a non-recurring expense that should be excluded from Adjusted EBITDA as we do not consider this to be useful in assessing our on-going operating performance.

Adjusted EBITDA is a non-GAAP financial measure. This measure should not be viewed as an alternative to GAAP measures of performance. The presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items. Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for an analysis of our results as reported under GAAP. For a discussion of these limitations, see Note 3 in Summary Historical and Pro Forma Financial Data.

Results of Operations***Nine Months Ended September 30, 2014, Compared with the Nine Months Ended September 30, 2013****Net Sales*

**For the Nine Months
Ended September 30,**

Change

(dollars in millions)	2014	2013	Dollars	Percent
Net sales to non-affiliates	\$ 632.8	\$ 703.5	\$ (70.7)	(10.0)%
Net sales to affiliates	1.4	5.5	(4.1)	(74.5)%
Net sales	\$ 634.2	\$ 709.0	\$ (74.8)	(10.6)%

Net sales to non-affiliates decreased for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013, primarily due to semiconductor wafer price and volume decreases. The decreases were the result of competitive pressures arising from softness in the semiconductor industry. Average selling price decreases occurred primarily in 200mm and 300mm semiconductor wafers.

Table of Contents*Gross Profit*

	For the Nine Months Ended September 30,		Change	
	2014	2013	Dollars	Percent
(dollars in millions)				
Cost of goods sold	\$ 578.7	\$ 634.0	\$ (55.3)	(8.7)%
Gross profit	\$ 55.5	\$ 75.0	\$ (19.5)	(26.0)%
Gross margin	8.8%	10.6%		

Gross profit decreased for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013. The decrease was primarily the result of lower average selling prices for our wafers and decreases in volume, only partially offset by more favorable polysilicon costs and continued manufacturing cost reductions.

Marketing and Administration

	For the Nine Months Ended September 30,		Change	
	2014	2013	Dollars	Percent
(dollars in millions)				
Marketing and administration	\$ 63.7	\$ 75.9	\$ (12.2)	(16.1)%
As a percentage of net sales	10.0%	10.7%		

Marketing and administration expenses decreased for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013, primarily as a result of lower administration expenses we incurred as a stand-alone public company in comparison to our historical combined financial statements prior to our IPO which included expenses of SunEdison that were allocated to us for certain general corporate and administrative functions.

Research and Development

	For the Nine Months Ended September 30,		Change	
	2014	2013	Dollars	Percent
(dollars in millions)				
Research and development	\$ 26.4	\$ 27.9	\$ (1.5)	(5.4)%
As a percentage of net sales	4.2%	3.9%		

Research and development expenses decreased for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013, primarily as a result of our decision to consolidate the semiconductor crystal operations announced in February 2014. This decrease was partially offset by increased spending to enhance our capabilities in advanced substrates and broaden our product offerings.

Restructuring Reversals

	For the Nine Months Ended September 30,		Change	
	2014	2013	Dollars	Percent
(dollars in millions)				
Restructuring reversals	\$ (14.5)	\$ (41.1)	\$ 26.6	(64.7)%

We recorded net restructuring reversals for the nine months ended September 30, 2014 due to a \$14.4 million favorable settlement of a polysilicon supply agreement negotiated in 2013, but settled during the first half of 2014, and \$3.6 million of other net favorable revisions to our estimated restructuring liabilities. These

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restructuring reversals were partially offset by approximately \$3.5 million of restructuring expenses related to our plan to consolidate our semiconductor crystal operations that was announced in February 2014.

We recorded restructuring reversals for the nine months ended September 30, 2013 as a result of net favorable revisions to our estimated restructuring liabilities, primarily due to the settlement of certain contractual obligations and changes in estimates related to restructuring actions associated with our 2011 Global Plan.

Long-Lived Asset Impairment Charges

	For the Nine Months Ended September 30,		Dollars	Change	
	2014	2013		Dollars	Percent
(dollars in millions)					
Long-lived asset impairment charges	\$ 58.0	\$	\$ 58.0		n/m

During the third quarter of 2014, we received offers of interest to purchase our indefinitely closed Merano, Italy polysilicon facility and the related chlorosilanes facility. These offers indicated to us that the carrying value of the assets exceeded the estimated fair value. As a result of an impairment analysis, we recorded approximately \$57 million of non-cash charges to write down these assets to their estimated fair value.

Non-Operating Expense (Income)

	For the Nine Months Ended September 30,		Dollars	Change	
	2014	2013		Dollars	Percent
(dollars in millions)					
Interest expense	\$ 5.5	\$ 0.6	\$ 4.9		816.7%
Interest income	(0.4)	(0.4)			%
Interest, net affiliates	(0.1)	(3.1)	3.0		(96.8)%
Other, net	(0.6)	(4.1)	3.5		(85.4)%
Total non-operating income	\$ 4.4	\$ (7.0)	\$ 11.4		(162.9)%

Non-operating income decreased for the nine months ended September 30, 2014, compared to the nine months ended September 30, 2013, primarily due to additional interest expense associated with our \$210.0 million senior secured term facility and \$50.0 million senior secured revolving facility executed on May 27, 2014. In addition, interest income from affiliates was reduced in 2014 as a result of changes in intercompany loans to and from SunEdison. For the nine months ended September 30, 2014, we also experienced a less net favorable change in foreign currency exchange rates and related gains and losses on settlements of derivative foreign currency forward contracts, which are recorded in other, net.

Income Taxes

	For the Nine Months Ended September 30,		Change	
	2014	2013	Dollars	Percent
(dollars in millions)				
Income tax expense	\$ (2.3)	\$ 31.4	\$ (33.7)	(107.3)%
Income tax rate as a percentage of loss before income taxes	n/m	n/m		

The income tax benefit for the nine months ended September 30, 2014 was impacted by a discrete reduction of the valuation allowance on certain deferred tax assets of \$47.4 million due to our ability to realize those benefits in the future. This discrete reduction of the valuation allowance was largely offset by the changes

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in the geographical mix of earnings from operations and the tax impact of the valuation allowance recorded against the deferred tax asset related to the impairment recorded in the third quarter associated with our indefinitely closed Merano, Italy polysilicon facility and the related chlorosilanes facility.

Year Ended December 31, 2013, Compared with Year Ended December 31, 2012*Net Sales*

(dollars in millions)	For the Year Ended December 31,		Change	
	2013	2012	Dollars	Percent
Net sales to non-affiliates	\$ 911.5	\$ 927.4	\$ (15.9)	(1.7)%
Net sales to affiliates	9.1	6.8	2.3	33.8%
Net sales	\$ 920.6	\$ 934.2	\$ (13.6)	(1.5)%

Net sales to non-affiliates decreased for the year ended December 31, 2013 compared to the prior year primarily due to semiconductor wafer price decreases totaling \$65.0 million driven by softness in the semiconductor industry in 2013, as well as an aggregate amount of \$9.5 million due to a less favorable product mix as a result of higher sales of lower priced wafers and a decrease in net sales of intermediate byproducts of polysilicon and scrap wafers offset in large part by volume increases of \$58.6 million. Unit volume increased across all wafer diameters as a result of increased sales to certain existing customers and improved market demand. Average selling price decreases occurred primarily with 300mm semiconductor wafers due to a competitive market environment, overcapacity and the weakening of the Japanese Yen, which lowered the relative prices charged by Japanese semiconductor wafer manufacturers in markets outside Japan. The average selling prices of our wafers for the year ended December 31, 2013 were approximately 7.0% lower than the average selling prices for the same period in 2012.

Gross Profit

(dollars in millions)	For the Year Ended December 31,		Change	
	2013	2012	Dollars	Percent
Cost of goods sold	\$ 838.9	\$ 852.4	\$ (13.5)	(1.6)%
Gross profit	\$ 81.7	\$ 81.8	\$ (0.1)	(0.1)%
Gross margin	8.9%	8.8%		

Gross margin remained relatively consistent for the year ended December 31, 2013 compared to the prior year period primarily due to lower average selling prices for our wafers offset entirely by reduced unit costs on higher product volume, improved operational efficiencies and continued focus on manufacturing cost reductions.

Marketing and Administration

For the Year Ended December 31, **Change**

	2013		2012		Dollars	Percent
(dollars in millions)						
Marketing and administration	\$ 105.1		\$ 100.7		\$ 4.4	4.4%
As a percentage of net sales	11.4%		10.8%			

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Marketing and administration expenses increased for the year ended December 31, 2013 compared to the prior year primarily as a result of the absence of \$4.0 million in insurance recoveries related to the earthquake and tsunami in Japan which reduced marketing and administration expense in 2012. We had no similar insurance recoveries during the year ended December 31, 2013.

Research and Development

	For the Year Ended December 31,		Change	
	2013	2012	Dollars	Percent
(dollars in millions)				
Research and development	\$ 37.0	\$ 33.4	\$ 3.6	10.8%
As a percentage of net sales	4.0%	3.6%		

R&D expenses increased for the year ended December 31, 2013 compared to the prior year primarily due to spending to enhance our capabilities in advanced substrates and to broaden our product offerings. This increase in R&D spending primarily related to hiring additional engineers and purchasing test equipment to support advancing crystal capabilities in support of customer requirements, especially on larger diameter products.

Restructuring Reversals

	For the Year Ended December 31,		Change	
	2013	2012	Dollars	Percent
(dollars in millions)				
Restructuring reversals	\$ (75.0)	\$ (149.6)	\$ 74.6	(49.9)%

We recorded restructuring reversals for the year ended December 31, 2013 due to a \$62.9 million favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison. We also had \$12.1 million of other net favorable revisions to our estimated restructuring liabilities, primarily due to the settlement of certain contractual obligations and changes in estimates related to the restructuring actions associated with our 2011 Global Plan.

We recorded restructuring reversals for the year ended December 31, 2012 as a result of our settlement agreement with Evonik, which resulted in \$65.8 million of income within restructuring charges. In addition, we recorded approximately \$75.7 million of income within restructuring charges due to the favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison. We also had \$8.1 million of other net favorable revisions to our estimated restructuring liabilities based on actual results differing from our previous estimates.

Gain on Receipt of Property, Plant and Equipment

	For the Year Ended		Change	
	December 31,		Dollars	Percent
	2013	2012		
(dollars in millions)				
Gain on receipt of property, plant and equipment	\$	\$ (31.7)	\$ 31.7	n/m

We recognized \$31.7 million of gain on receipt of property, plant and equipment for the year ended December 31, 2012 as a result of the chlorosilanes plant we received in connection with our settlement with Evonik. No similar amounts were recorded for the year ended December 31, 2013.

Table of Contents*Long-Lived Asset Impairment Charges*

	For the Year Ended		Change	
	December 31,		Dollars	Percent
	2013	2012		
(dollars in millions)				
Long-lived asset impairment charges	\$ 33.6	\$ 1.5	\$ 32.1	n/m

In the fourth quarter of 2013, management concluded an analysis as to whether to restart the Merano, Italy polysilicon facility and determined that, based on recent developments and current market conditions, restarting the facility was not aligned with our business strategy. Accordingly, we decided to indefinitely close that facility and the related chlorosilanes facility obtained from Evonik. As a result, in the fourth quarter of 2013, we recorded approximately \$33.6 million of non-cash impairment charges to write down these assets to their current estimated salvage value.

We recorded asset impairment charges of \$1.5 million for the year ended December 31, 2012 primarily related to elements of our enterprise software that we no longer use.

Non-Operating Expense (Income)

	For the Year Ended		Change	
	December 31,		Dollars	Percent
	2013	2012		
(dollars in millions)				
Interest expense	\$ 0.8	\$ 1.0	\$ (0.2)	(20.0)%
Interest income	(0.5)	(0.7)	0.2	(28.6)%
Interest income, net-affiliates	(4.1)	(2.2)	(1.9)	86.4%
Other, net	(3.9)	3.1	(7.0)	n/m
Total non-operating expense (income)	\$ (7.7)	\$ 1.2	\$ (8.9)	n/m

Non-operating expense (income) decreased for the year ended December 31, 2013 compared to the prior year primarily due to the effects of changes in foreign currency exchange rates and related gains and losses on settlements of derivative foreign currency forward contracts, which are recorded in other, net.

Income Taxes

	For the Year Ended		Change	
	December 31,		Dollars	Percent
	2013	2012		
(dollars in millions)				
Income tax expense	\$ 44.0	\$ 3.6	\$ 40.4	n/m
Income tax rate as a percentage of (loss) income before income taxes	(389.4)%	2.9%		

The 2013 net expense was primarily the result of the worldwide operational earnings mix at various rates.

Certain of our subsidiaries have been granted a concessionary tax rate of zero percent on all qualifying income for a period of up to five to ten years based on investments in certain plant and equipment and other development and expansion activities, resulting in a tax benefit for 2013 and 2012 of approximately \$2.2 million and \$4.6 million, respectively. Under these incentive programs, the income tax rate for qualifying income will be taxed at an incentive tax rate lower than the corporate tax rate. As of December 31, 2013, we were in compliance with the qualifying condition of the tax incentives. The last of these incentives will expire between 2017 and 2022.

Table of Contents***Year Ended December 31, 2012, Compared with Year Ended December 31, 2011****Net Sales*

	For the Year Ended December 31,		Change	
	2012	2011	Dollars	Percent
(dollars in millions)				
Net sales to non-affiliates	\$ 927.4	\$ 1,051.3	\$ (123.9)	(11.8)%
Net sales to affiliates	6.8	147.0	(140.2)	(95.4)%
Net sales	\$ 934.2	\$ 1,198.3	\$ (264.1)	(22.0)%

Net sales to non-affiliates decreased for the year ended December 31, 2012 compared to the prior year period primarily due to semiconductor wafer price decreases totaling \$101.3 million caused by softness in the semiconductor industry in 2012, as well as an aggregate amount of \$22.6 million due to a decrease in net sales of intermediate byproducts of polysilicon and scrap wafers and, to a lesser extent, a less favorable product mix. Price decreases occurred across all wafer diameters. Our 2012 unit volumes were flat as compared to 2011, as unit volume increases for 300mm diameter wafers were offset by lower demand for 200mm and smaller diameter wafers. The average selling prices of our wafers for the year ended December 31, 2012 were approximately 10.0% lower than the average selling prices for the prior year.

Net sales to affiliates decreased for the year ended December 31, 2012 compared to the prior year primarily due to the shuttering of our Merano, Italy polysilicon facility during the fourth quarter of 2011.

Gross Profit

	For the Year Ended December 31,		Change	
	2012	2011	Dollars	Percent
(dollars in millions)				
Cost of goods sold	\$ 852.4	\$ 1,023.3	\$ (170.9)	(16.7)%
Gross profit	81.8	175.0	\$ (93.2)	(53.3)%
Gross margin	8.8%	14.6%		

Gross margin decreased for the year ended December 31, 2012 compared to the prior year primarily due to declines in the average selling prices of our wafers and sales of intermediate byproducts of polysilicon and scrap wafers, partially offset by lower overhead costs as a result of our restructuring efforts under the 2011 Global Plan.

Marketing and Administration

For the Year Ended December 31,	Change
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	2012	2011	Dollars	Percent
(dollars in millions)				
Marketing and administration	\$ 100.7	\$ 129.9	\$ (29.2)	(22.5)%
As a percentage of net sales	10.8%	10.8%		

Marketing and administration expenses decreased for the year ended December 31, 2012 compared to the prior year primarily as a result of lower spending on salary, benefits and other administrative costs as a result of our restructuring efforts under the 2011 Global Plan, as well as the absence of \$11.3 million of incremental costs related to repair and maintenance as a consequence of the earthquake and tsunami in Japan and \$4.7 million of charges associated with an unfavorable litigation outcome which we incurred in 2011. For the years ended December 31, 2012 and 2011, we recorded \$4.0 million and \$4.0 million, respectively, of insurance recoveries related to the earthquake and tsunami charges referenced above.

Table of Contents*Research and Development*

	For the Year Ended December 31,		Change	
	2012	2011	Dollars	Percent
(dollars in millions)				
Research and development	\$ 33.4	\$ 38.2	\$ (4.8)	(12.6)%
As a percentage of net sales	3.6%	3.2%		

R&D expenses decreased for the year ended December 31, 2012 compared to the prior year primarily due to our restructuring efforts under the 2011 Global Plan, which included a reduction in R&D overhead allocation as a result of the reduced manufacturing footprint at our St. Peters, Missouri facility. R&D expenses increased as a percentage of net sales due to the decrease in net sales.

Restructuring (Reversals) Charges

	For the Year Ended December 31,		Change	
	2012	2011	Dollars	Percent
(dollars in millions)				
Restructuring (reversals) charges	\$ (149.6)	\$ 284.5	\$ (434.1)	n/m

We recorded restructuring reversals for the year ended December 31, 2012 as a result of our settlement agreement with Evonik, which resulted in \$65.8 million of income within restructuring charges. In addition, we recorded approximately \$75.7 million of income within restructuring charges due to the favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison. We also had \$8.1 million of other net favorable revisions to our estimated restructuring liabilities based on actual results differing from our previous estimates.

We recorded \$284.5 million of restructuring charges in 2011 in connection with the 2011 Global Plan which consisted of \$182.9 million of contract settlements, \$54.5 million of severance and other one-time benefits for terminated employees, cancellation or termination payments and penalties, as well as \$44.5 million of other one-time charges as a result of our committed actions. We also recorded \$2.7 million of additional restructuring charges relating to other restructuring activities.

Gain on Receipt of Property, Plant and Equipment

	For the Year Ended December 31,		Change	
	2012	2011	Dollars	Percent
(dollars in millions)				
Gain on receipt of property, plant and equipment	\$ (31.7)	\$	\$ (31.7)	n/m

We recognized \$31.7 million of gain on receipt of property, plant and equipment for the year ended December 31, 2012 as a result of the chlorosilanes plant we received in connection with our settlement with Evonik. No similar amounts were recorded for the year ended December 31, 2011.

Long-Lived Asset Impairment Charges

(dollars in millions)	For the Year Ended December 31,		Change	
	2012	2011	Dollars	Percent
Long-lived asset impairment charges	\$ 1.5	\$ 234.7	\$ (233.2)	n/m

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We recorded asset impairment charges of \$1.5 million for the year ended December 31, 2012, primarily related to elements of our enterprise software that we no longer use. We reduced the net carrying value of our Merano, Italy polysilicon facility to its net realizable salvage value for the year ended December 31, 2011 due to the significant market downturn and our decision to shutter its operations which accounted for the majority of the long-lived asset impairments charges in 2011.

Non-Operating Expense (Income)

	For the Year Ended		Change	
	December 31,			
(dollars in millions)	2012	2011	Dollars	Percent
Interest expense	\$ 1.0	\$ 5.9	\$ (4.9)	(83.1)%
Interest income	(0.7)	(1.0)	0.3	(30.0)%
Interest (income) expense, net-affiliates	(2.2)	1.8	(4.0)	n/m
Other, net	3.1	(0.8)	3.9	n/m
Total non-operating expense	\$ 1.2	\$ 5.9	\$ (4.7)	(79.7)%

Total non-operating expense decreased for the year ended December 31, 2012 compared to the prior year primarily due to lower interest expense as a result of the cancellation of a capitalized lease arrangement during the fourth quarter of 2011 as part of the 2011 Global Plan. For the year ended December 31, 2011, we incurred \$5.4 million of capitalized lease interest expense pertaining to this lease arrangement. In addition, the interest expense to affiliates was reduced in 2012 as a result of changes in intercompany loans to and from SunEdison. This decrease in non-operating expense was offset in part by the effects of changes in foreign currency exchange rates and related gains and losses on settlements of derivative foreign currency forward contracts as reflected in other, net.

Income Taxes

	For the Year Ended		Change	
	December 31,			
(dollars in millions)	2012	2011	Dollars	Percent
Income tax expense	\$ 3.6	\$ 37.4	\$ (33.8)	(90.4)%
Income tax rate as a percentage of income (loss) before income taxes	2.9%	(7.2)%		

Income tax expense decreased for the year ended December 31, 2012 compared to the prior year primarily due to a net decrease in the reserve for uncertain tax positions of \$4.2 million, which offset the tax effects of changes in the mix of worldwide operational earnings. Although we recognized restructuring and impairment charges of \$519.2 million for the year ended December 31, 2011, we were not able to record the tax benefit because the majority of the deferred tax assets related to those losses cannot be utilized for the foreseeable future.

Certain of our Asian subsidiaries have been granted a concessionary tax rate of 0% on all qualifying income for a period of up to five to ten years based on investments in certain plant and equipment and other development and

expansion activities, resulting in a tax benefit for 2012 and 2011 of approximately \$4.6 million and \$6.6 million, respectively. Under the awards, the income tax rate for qualifying income will be taxed at an incentive tax rate lower than the corporate tax rate. We are in compliance with the qualifying condition of the tax incentives. The last of these incentives will expire between 2013 and 2022.

Table of Contents**Unaudited Quarterly Financial Information**

The table below presents selected unaudited historical results of operations for the eight fiscal quarters ended September 30, 2014. In the opinion of management, the table includes all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of our operating results for the quarters presented. This information should be read in conjunction with our financial statements and related notes included elsewhere in this prospectus. These quarterly operating results are not necessarily indicative of our operating results for any future period.

	For the Three Months Ended							
	Dec. 31, 2012 (unaudited)	March 31, 2013 (unaudited)	June 30, 2013 (unaudited)	Sept. 30, 2013 (unaudited)	Dec. 31, 2013 (unaudited)	March 31, 2014 (unaudited)	June 30, 2014 (unaudited)	September 30, 2014 (unaudited)
In millions								
Net sales	\$ 232.1	\$ 232.4	\$ 244.0	\$ 232.6	\$ 211.6	\$ 206.1	\$ 214.9	\$ 213.2
Gross profit	21.5	22.5	31.4	21.1	6.7	8.3	20.4	26.8
Total operating (income) expenses	(79.2)	27.3	35.6	(0.2)	38.0	25.2	19.1	89.3
Net income (loss) attributable to SSL	113.5	(10.5)	(13.2)	9.3	(43.3)	(14.6)	14.3	(79.4)

Historically, our net sales have been impacted by the competitive market environment, industry overcapacity and currency fluctuations, specifically fluctuations in the Japanese Yen, which can affect the pricing offered by our major Japanese competitors. During the quarters presented, our net sales were impacted by changes in wafer volume, pricing and diameter mix. Net sales in the fourth quarter of 2013 and second quarter of 2014 were negatively impacted by decreases in both wafer volume and average selling prices of our wafers compared to the same periods in the prior year. The decline in volumes resulted from lower overall market demand for silicon wafers. Net sales in the first and third quarters of 2014 were negatively impacted by decreases in average selling prices of our wafers compared to the same periods in the prior year. Other than the fourth quarter of 2013 and second quarter of 2014, our wafer volumes have generally been stable or increasing during the periods presented above. However, these increases were offset by lower average wafer selling prices due to industry pricing pressures.

Our gross profit fluctuated over the eight quarters presented above primarily due to changes in wafer volume and pricing. Our gross margin for all periods presented other than the fourth quarter of 2013 and first quarter of 2014 were between approximately 9% and 13%. Although our net sales for the third quarter of 2014 decreased compared to the prior year period, our gross margin increased to 12.6% from 9.1% primarily due to more favorable polysilicon costs and continued focus on manufacturing cost reductions.

Our total operating expenses for the quarters presented above, excluding restructuring (reversals) charges, gain on receipt of property, plant and equipment and long-lived asset impairment charges, have ranged between approximately 14% to 18% of net sales. However, our operating expenses and net (loss) income attributable to SSL were significantly affected during the periods presented by restructuring (reversals) charges, gain on receipt of property, plant and equipment and long-lived asset impairment charges. Marketing and administration expenses decreased for the second and third quarters of 2014, compared to the prior year periods, primarily as a result of lower administration expenses we incurred as an independent publicly traded company in comparison to our historical combined financial statements prior to our IPO which included expenses of SunEdison that were allocated to us for certain general

corporate and administrative functions.

Net income attributable to SSL was similarly positively impacted for the quarter ended December 31, 2012 primarily due to \$75.7 million of income within restructuring charges due to the favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison, a \$31.7 million gain on receipt of property, plant and equipment as a result of the chlorosilanes plant we received in connection with our settlement with Evonik

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and \$7.1 million of other net favorable revisions to our estimated restructuring liabilities based on actual results differing from our previous estimates. Net income attributable to SSL was positively impacted for the quarter ended September 30, 2013 primarily attributable to a \$33.3 million favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison and a \$2.3 million net reversal of liabilities primarily related to the costs associated with the shuttering of our Merano, Italy polysilicon facility. Net income attributable to SSL was negatively impacted for the quarter ended December 31, 2013 primarily attributable to our decision to indefinitely close the Merano, Italy polysilicon and chlorosilanes facilities. As a result, during the three months ended December 31, 2013, we recorded \$33.6 million of non-cash impairment charges to write-down those assets to their current estimated salvage value. The \$33.6 million of non-cash impairment charges in the fourth quarter of 2013 was more than offset by a \$29.6 million favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison and \$4.3 million of other net favorable revisions to our estimated restructuring liabilities primarily due to the settlement of certain contractual obligations and changes in estimates related to the restructuring actions associated with our 2011 Global Plan. For the three months ended December 31, 2013, we paid approximately \$1.0 million pertaining to our 2011 Global Plan and 2009 restructuring plan. Net income attributable to SSL was positively impacted for the quarter ended June 30, 2014 was primarily attributable to a net \$16.3 million tax benefit and a \$7.2 million favorable settlement of a polysilicon supply agreement with a subsidiary of SunEdison. Net income attributable to SSL was negatively impacted for the quarter ended September 30, 2014 was primarily attributable to the non-cash impairment charge of approximately \$57 million related to our indefinitely closed Merano, Italy polysilicon and chlorosilanes facilities to write down these assets to their estimated fair value.

Liquidity and Capital Resources

During all of the periods presented prior to our IPO, our operations and other liquidity requirements were funded on a collective basis along with those of SunEdison's solar energy business. Prior to our IPO, we participated in SunEdison's centralized cash management system, and generally all of our excess cash was transferred to SunEdison on a daily basis. We are now a stand-alone public company with our own treasury functions.

We expect our primary sources of liquidity in the future to be cash generated from operations and borrowings available under our senior secured revolving facility. Our principal uses of liquidity will be to fund our working capital needs, capital expenditures and service our outstanding indebtedness. We believe our liquidity will be sufficient to fund our operations for at least the next 12 months. Our ability to continue to fund these items may be affected by general economic, competitive, and other factors, many of which are outside of our control. If our future cash flows from operations and other capital resources are insufficient to fund our liquidity needs, we may be forced to reduce or delay our capital expenditures, sell assets, obtain additional debt or equity capital, or refinance all or a portion of our debt.

The cash and cash equivalents, prior to our IPO, presented in this section are historical amounts recorded by SunEdison subsidiaries dedicated to the semiconductor materials business. Cash and cash equivalents as of September 30, 2014 totaled \$103.1 million, compared to \$40.8 million as of December 31, 2013. Cash and cash equivalents increased primarily due to the net effects of the series of transactions undertaken by SunEdison to transfer ownership of its semiconductor materials business to us with the Transactions. Cash and cash equivalents decreased to \$40.8 million at December 31, 2013, compared to \$103.2 million as of December 31, 2012. Cash and cash equivalents decreased primarily due to the 45.0 million Euro paid in 2013 pertaining to the Evonik settlement. Of our cash and cash equivalents as of September 30, 2014, \$71.7 million was held by our foreign subsidiaries, a portion of which may be subject to repatriation tax effects. The cash and cash equivalents at December 31, 2013 were all held by our foreign subsidiaries and a portion may be subject to repatriation tax effects. We believe that any repatriation tax effects would have minimal impacts on future cash flows.

We are domiciled in Singapore. We plan foreign remittance amounts based on projected cash flow needs as well as the working capital and long-term investment requirements of our worldwide subsidiaries and operations, after taking into consideration the tax effects of such remittances.

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As of December 31, 2013, we had approximately \$21.4 million of committed capital expenditures. Capital expenditures in 2013 and committed capital expenditures for 2014 primarily relate to increasing our manufacturing capacity and expanding capability for our next generation projects.

The table below sets forth our summary cash flow information for the nine months ended September 30, 2014 and 2013 and for the years ended December 31, 2013, 2012 and 2011.

	For the Nine Months Ended		For the Year Ended December 31,		
	September 30, 2014	2013	2013	2012	2011
(in millions)					
Net cash (used in) provided by:					
Operating activities	\$ (59.2)	\$ 33.5	\$ 60.4	\$ 46.1	\$ 171.8
Investing activities	\$ (71.2)	\$ (99.3)	\$ (113.7)	\$ (145.5)	\$ (297.1)
Financing activities	\$ 193.9	\$ 17.7	\$ 1.1	\$ 153.1	\$ (53.3)
<i>Net Cash (Used in) Provided by Operating Activities</i>					

Net cash used in operating activities for the nine months ended September 30, 2014 was \$59.2 million, which represents a \$92.7 million decrease from \$33.5 million in cash provided by operations for the nine months ended September 30, 2013. Net cash used in operating activities for the nine months ended September 30, 2014 was attributable in part to our net loss of \$80.5 million, adjusted for non-cash items including \$87.4 million of depreciation and amortization, \$58.0 million in long-lived asset impairment charges and a \$31.9 million benefit from deferred taxes. Uses of cash included a \$45.5 million decrease in affiliate accounts payable primarily driven by the net payment of intercompany balances to SunEdison in connection with the Formation Transactions, a \$23.7 million decrease in restructuring liabilities resulting from cash payments made to settle supply contract obligations and a \$7.5 million increase in inventory to supply our customer needs as a result of increases in net sales from the fourth quarter of 2013. We generated cash from a \$12.4 million increase in accounts payable and accrued liabilities due to the timing of vendor payments.

Net cash provided by operating activities for the nine months ended September 30, 2013 was attributable in part to our net loss of \$12.1 million, adjusted for non-cash items including \$88.2 million of depreciation and amortization, \$10.6 million of share-based compensation expense and \$11.2 million provision for deferred income taxes. Uses of cash included a \$60.8 million decrease in restructuring liabilities arising from cash payments and contract settlements associated with the 2011 Global Plan and a \$44.1 million increase in accounts receivable, affiliate due to the timing of intercompany receipts from SunEdison determined by our operations needs. We generated cash from a \$61.5 million increase in accounts payable, affiliate driven by the timing of the intercompany payments from SunEdison as determined by our operational needs and a \$12.3 million decrease in accounts receivable due to the timing of customer receipts.

Net cash provided by operating activities for the year ended December 31, 2013 was attributable in part to our net loss of \$55.3 million adjusted for non-cash items, including \$119.6 million of depreciation and amortization, \$34.8 million of long-lived asset impairment charges and \$13.9 million of stock compensation expense. Uses of cash included a decrease of a \$67.9 million decrease in restructuring liabilities driven primarily by cash payments to settle supply contract obligations and a \$18.6 million decrease in accounts payable and accrued liabilities due to timing. Also included in the uses of cash is a decrease of \$80.3 million for affiliate accounts receivable driven primarily by a

favorable settlement of the polysilicon supply agreement we had with a SunEdison subsidiary, which resulted in \$62.9 million of restructuring reversals in 2013. The impact of the favorable settlement is reflected in the amounts due from affiliates in the combined statement of cash flows. We generated cash from a \$100.8 million increase in affiliate accounts payable attributable to timing of intercompany payments to SunEdison determined by our operational needs and a \$29.6 million decrease in accounts receivable driven by the timing of collections of customer receivables.

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Net cash provided by operating activities for the year ended December 31, 2012 was attributable in part to our net income of \$122.7 million adjusted for non-cash items, including \$118.7 million of depreciation and amortization and a \$31.7 million gain on receipt of property, plant and equipment. Uses of cash included a \$146.5 million decrease in restructuring liabilities driven by payments to settle supply contract obligations and an increase of \$71.6 million for affiliate accounts receivable driven by the timing of intercompany collections from SunEdison determined by intercompany operational needs. We generated cash from a \$41.3 million increase in accounts payable payments to SunEdison determined by our operational needs and a \$34.0 million decrease in inventory primarily attributable to improved inventory management.

Net cash provided by operating activities for the year ended December 31, 2011 was attributable in part to our net loss of \$555.6 million adjusted for non-cash items, including \$248.8 million of long-lived asset impairment charges, \$144.3 million of depreciation and amortization, \$20.5 million of stock compensation expense and a \$15.1 million provision for deferred income taxes. Uses of cash included a \$42.9 million increase in inventory primarily as a result of reduced demand. We generated cash from a \$280.5 million increase in restructuring liabilities related to the 2011 Global Plan and a \$58.2 million decrease in accounts receivable related to timing of collections of customer receivables.

Net Cash Used in Investing Activities

Notes receivable from SunEdison are reflected as investing activities in the condensed consolidated statements of cash flows.

Net cash used in investing activities for the nine months ended September 30, 2014 consisted of \$71.3 million of capital expenditures to further the advancement of our next generation products, a \$12.1 million decrease from capital expenditures of \$83.4 million for the nine months ended September 30, 2013. Cash used for capital expenditures was partially offset by a \$3.0 million decrease in notes receivable, affiliate. Net cash used in investing activities for the nine months ended September 30, 2013 consisted primarily of \$83.4 million of capital expenditures and a \$15.9 million increase in notes receivable, affiliate.

Net cash used in investing activities for the year ended December 31, 2013 consisted of capital expenditures of \$101.0 million to further the advancement of our next generation products and a \$12.7 million decrease in affiliate notes receivable. Net cash used in investing activities for the year ended December 31, 2012 primarily consisted of \$95.2 million in capital expenditures to further the advancement of our next generation products and a \$46.7 million increase in affiliate notes receivable. Net cash used in investing activities for the year ended December 31, 2011 consisted of \$187.1 million in capital expenditures and a \$110.0 million increase in affiliate notes receivable. The increased capital expenditures for the year ended December 31, 2011 were primarily related to expansion activities undertaken at our Merano, Italy polysilicon facility.

Net Cash Provided by (Used in) Financing Activities

Borrowings from SunEdison are reflected as financing activities in the condensed consolidated statements of cash flows.

Net cash provided by financing activities for the nine months ended September 30, 2014 consisted of \$210.0 million of proceeds from long term debt borrowings and \$186.3 million in net proceeds from the issuance of ordinary shares as part of the Transactions. These cash inflows were offset by a \$179.4 million reduction in net parent investment contributions by us to SunEdison primarily related to the full repayment of the intercompany notes payable of \$215.2 million that resulted from the Formation Transactions, \$11.1 million in principal payments on long term debt,

including \$10.6 million owed to a bank by our Japanese subsidiary, \$0.5 million in principal payments on the Term Facility, and \$11.9 million in payments of financing and debt issuance costs related to our senior secured credit facilities. Net cash provided by financing activities for the nine months ended September 30, 2013 consisted primarily of \$14.6 million in net parent investment proceeds received by us from SunEdison.

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Net cash provided by financing activities for the year ended December 31, 2013 primarily consisted of \$4.0 million of net parent investment contributions from SunEdison offset in part by \$2.9 million of principal payments on our long term debt. Net cash provided by financing activities for the year ended December 31, 2012 primarily consisted of \$154.6 million of net parent investment proceeds from SunEdison. Net cash used in financing activities for the year ended December 31, 2011 primarily consisted of \$50.6 million of contributions from us to SunEdison.

Senior Secured Credit Facilities

In connection with the Financing Transactions, we entered into senior secured credit facilities that include a senior secured revolving credit facility for borrowings of up to \$50.0 million and a senior secured term loan facility in an aggregate principal amount of \$210.0 million. The full amount of the term loan facility was drawn on May 27, 2014. As of September 30, 2014, no amounts were outstanding under the revolving credit facility, but \$3.2 million of third party letters of credit were outstanding which reduced our available borrowing capacity. The principal amount of the term loan facility is required to be repaid in quarterly installments of \$525,000 beginning September 30, 2014 with the remaining balance paid at maturity. The first payment was made on September 30, 2014. As of September 30, 2014, we were in compliance with all covenants of our senior secured credit facilities. For a detailed description of our senior secured credit facility, see *Description of Certain Indebtedness Senior Secured Credit Facilities*.

Japanese Credit Facility

Long-term notes totaling \$10.4 million and \$16.0 million as of December 31, 2013 and 2012, respectively, were owed to a bank by our Japanese subsidiary. The notes were guaranteed by SunEdison and further secured by the property, plant and equipment of our Japanese subsidiary. The original maturity dates of these loans ranged from 2014 to 2017. These long-term notes were paid in full during the second quarter of 2014 using proceeds from the Transactions.

Other Financing Arrangements

We have short-term committed financing arrangements of \$23.5 million at September 30, 2014, of which there were no borrowings outstanding as of September 30, 2014. Of this amount, \$17.5 million is unavailable because it relates to the issuance of third party letters of credit. Interest rates are negotiated at the time of the borrowings.

Indebtedness Affiliates

We had various note receivables from certain SunEdison subsidiaries. As of December 31, 2013 and 2012, we had \$18.7 million and \$158.5 million, respectively, of note receivables due from affiliates. There were no notes receivables from SunEdison subsidiaries as of September 30, 2014. Interest is calculated based on fixed rates ranging from 2% to 3%. The notes had maturities of one year or less but were usually renewed and therefore considered long-term. We had long-term intercompany borrowings with SunEdison of \$129.4 million as of December 31, 2012. The weighted-average cost of borrowing was 0.5% as of December 31, 2012. Interest was determined based on the Euribor one year during 2013 by offsetting the long-term loan from a SunEdison subsidiary against the accounts receivable, affiliate balance pertaining to a polysilicon supply agreement settlement we had with a SunEdison subsidiary. As a result, we have no long-term borrowings from SunEdison as of September 30, 2014 and December 31, 2013. The favorable settlement of the polysilicon supply agreement we had with a SunEdison subsidiary resulted in \$62.9 million of income in 2013, which is included in restructuring reversals in the combined statement of operations. The impact of the favorable settlement is reflected in the amounts due from affiliates in the combined statement of cash flows. There are no guarantees or debt covenants related to these intercompany borrowings. All intercompany indebtedness and certain trade accounts were settled in connection with the Transactions.

Table of Contents**Contractual Obligations and Commitments**

Except as otherwise noted, our contractual obligations as of December 31, 2013 were as follows:

Contractual obligations: (in millions)	Total	Payments Due by Period			
		Less than 1 Year	1-3 Years	3-5 Years	5 Years or More
Long-term debt (1)	\$ 10.4	\$ 2.8	\$	\$ 7.6	\$
Debt-affiliates, net (2)					
Operating leases	24.7	7.1	12.5	3.9	1.2
Purchase obligations (3)	84.9	55.1	21.5	5.4	2.9
Employee related liabilities (4)	55.1				
Other long-term liabilities uncertain tax positions (5)	1.6	1.6			
Customer deposits (6)	7.0	7.0			
Total contractual obligations	\$ 183.7	\$ 73.6	\$ 34.0	\$ 16.9	\$ 4.1

- (1) Amounts exclude accrued interest. In connection with the Transactions, we incurred a senior secured term loan in an aggregate principal amount of \$210.0 million. See Capitalization.
- (2) As of December 31, 2013, our notes receivable, affiliate was greater than our long-term debt, affiliate. As a result, we were in a net receivable position. See Note 13 to our audited combined financial statements included elsewhere in this prospectus.
- (3) Represents obligations for agreements to purchase goods or services that are enforceable and legally binding on us, including minimum quantities at fixed prices to be purchased and outstanding purchases for goods or services as of December 31, 2013. In addition to the above purchase obligations, we have accrued \$10.5 million related to take-or-pay contract penalties for supplies or materials we will no longer take. These agreements either do not have stated fixed quantities and prices, have termination provisions, or require the vendor to mitigate losses by selling the materials to other parties. The actual amounts ultimately settled with these vendors could vary significantly, which could have a material adverse impact on our future earnings and cash flows.
- (4) Employee related liabilities include pension, health and welfare benefits and other post-employment benefits. Other than pensions, the employee related liabilities are paid as incurred and accordingly, specific future years payments are not reasonably estimable. Funding projections beyond the next 12 months as of December 31, 2013 are not practical to estimate due to the rules affecting tax-deductible contributions and the impact from the plan asset performance, interest rates and potential U.S. and international legislation.

(5) As of December 31, 2013, \$1.6 million of unrecognized tax benefits were included as a component of other long-term liabilities. Due to the inherent uncertainty of the underlying tax positions, we are unable to reasonably estimate in which future periods these unrecognized tax benefits will be settled.

(6) Customer deposits consist of amounts provided in connection with long-term supply agreements which must be returned to the customers according to the terms of the agreements.

The contractual commitments shown above, except for our debt obligations, employee related liabilities, uncertain tax positions and customer deposits, are not recorded on our combined balance sheet.

We have agreed to indemnify some of our customers against claims of infringement of the intellectual property rights of others in our sales contracts with these customers. The terms of most of these indemnification obligations generally do not provide for a limitation of our liability. We have not had any claims related to these indemnification obligations as of September 30, 2014.

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Our pension expense and pension liability are actuarially determined. See Critical Accounting Policies and Estimates. Effective January 2, 2002, SunEdison amended its defined benefit plan to discontinue future benefit accruals for certain participants. In addition, effective January 2, 2002, no new participants were added to that plan. Effective January 1, 2012, SunEdison amended the defined benefit pension plan to freeze the accumulation of new benefits for all participants. This change did not have a material impact on our historical combined financial statements.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions in certain circumstances that affect amounts reported in our condensed consolidated financial statements and related footnotes. In preparing these condensed consolidated financial statements, we have made our best estimates of certain amounts included in the condensed consolidated financial statements. Application of accounting policies and estimates, however, involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. In arriving at our critical accounting estimates, factors we consider include how accurate the estimate or assumptions have been in the past, how much the estimate or assumptions have changed, and how reasonably likely such change may have a material impact. Our significant accounting policies and estimates are more fully described in Note 2 to the audited combined financial statements for the year ended December 31, 2013 included in this prospectus. There have been no significant changes to our critical accounting policies and estimates since December 31, 2013.

Revenue Recognition

We recognize revenue for wafer and other product sales when title transfers, the risks and rewards of ownership have been transferred to the customer, the fee is fixed or determinable and collection of the related receivable is reasonably assured, which is generally at the time of shipment for non-consignment orders. In the case of consignment orders, title passes when the customer pulls the product from the assigned storage facility or storage area or, if the customer does not pull the product within a contractually stated period of time (generally 60-90 days) at the end of that period, or when the customer otherwise agrees to take title to the product. Our wafers are generally made to customer specifications, and we conduct rigorous quality control and testing procedures to ensure that the finished wafers meet the customer's specifications before the product is shipped. We consider international shipping term definitions in our determination of when title passes.

Expense Allocations

Our combined financial statements include expenses of SunEdison that were allocated to us for certain functions, including general corporate expenses related to communications, corporate administration, finance, legal, information technology, human resources, compliance, employee benefits and incentives, operations, research and development and stock compensation. These expenses were allocated in our historical results of operations on the basis of direct usage, where identifiable, with the remainder primarily allocated on the basis of revenue or other related sales metrics, headcount or number of our manufacturing plants. We consider the expense allocation methodology and results to be reasonable for all periods presented. However, these allocations may not necessarily be indicative of the actual expenses we would have incurred as an independent publicly traded company during the periods prior to our IPO or of the costs we will incur in the future. No significant restructuring or impairment charges were included in these allocations from SunEdison.

Inventories

Inventories consist of raw materials, labor and manufacturing overhead and are valued at the lower of cost or market. Fixed overheads are allocated to the costs of conversion based on the normal capacity of our production facilities. Unallocated overheads during periods of abnormally low production levels are recognized

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as cost of goods sold in the period in which they are incurred. Raw materials and supplies are generally stated at weighted-average cost and goods in process and finished goods inventories are stated at standard cost as adjusted for variances, which approximate weighted-average actual cost. The valuation of inventory requires us to estimate excess and slow moving inventory. The determination of the value of excess and slow moving inventory is based upon assumptions of future demand and market conditions. Our products are typically manufactured to our customers specifications and, as a result, we generally do not commence manufacturing products until we receive a customer's order. These orders are typically purchase orders or short-term contracts in which pricing and quantities are reasonably reliable. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. However, we have not historically incurred material differences between our estimated and actual inventory valuations.

Property, Plant and Equipment

We record property, plant and equipment at cost and depreciate it on a straight-line basis over the assets' estimated useful lives as follows:

	Years
Software	3-10
Buildings and improvements	2-50
Machinery and equipment	1-30

Expenditures for repairs and maintenance are charged to expense as incurred. Additions and betterments are capitalized. The cost and related accumulated depreciation on property, plant and equipment sold or otherwise disposed of are removed from the asset accounts and any gain or loss is reported in current-year operations. Leasehold improvements are depreciated over the shorter of the estimated useful life of the asset or the remaining lease term, including renewal periods considered reasonably assured of execution.

Depreciation expense for the years ended December 31, 2013, 2012 and 2011 was \$119.6 million, \$118.7 million and \$144.3 million, respectively. Depreciation expense was lower in 2013 and 2012 compared to 2011 primarily due to the fixed asset impairments we incurred in 2011 related to the shuttering of our Merano, Italy polysilicon facility.

Impairment of Property, Plant and Equipment

We periodically assess long-lived assets/asset groups for impairment when conditions indicate a possible loss. Reviews are performed to determine whether the carrying value of an asset is impaired, based on comparisons to undiscounted expected future cash flows. If this comparison indicates that there is impairment, the asset is written down to its estimated fair value, which is typically calculated using: (i) quoted market prices, including appraisals or (ii) discounted expected future cash flows utilizing an appropriate discount rate. Impairment is based on the excess of the carrying amount over the fair value of those assets.

Income Taxes

SunEdison files consolidated income tax returns that include us. For purposes of these combined financial statements, our taxes are computed and reported using a separate return method, or as though we filed a separate return for jurisdictions in which its operations are included in consolidated returns filed by SunEdison. We also record income taxes for foreign jurisdictions in which any of our consolidated subsidiaries files separate returns. Income taxes as presented herein allocate current and deferred income taxes of SunEdison to us in a manner that is systematic, rational

and consistent with the asset and liability method in accordance with FASB Accounting Standards Codification 740 (ASC 740), Accounting for Income Taxes. The sum of the amounts allocated to the carve-out tax provisions may not equal the historical consolidated provision. Under the separate return method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to

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differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in operations in the period that includes the enactment date. Valuation allowances are established when management determines that it is more likely than not that some portion, or all of the deferred tax asset, will not be realized. The financial effect of changes in tax laws or rates is accounted for in the period of enactment.

Deferred income taxes arise primarily because of differences in the bases of assets or liabilities between financial accounting and tax accounting which are known as temporary differences. We record the tax effect of these temporary differences as deferred tax assets (generally items that can be used as a tax deduction or credit in future periods) and deferred tax liabilities (generally items for which we receive a tax deduction, but have not yet been recorded in the combined statement of operations). We regularly review our deferred tax assets for realizability, taking into consideration all available evidence, both positive and negative, including historical pre-tax and taxable income (losses), projected future pre-tax and taxable income (losses) and the expected timing of the reversals of existing temporary differences. In arriving at these judgments, the weight given to the potential effect of all positive and negative evidence is commensurate with the extent to which it can be objectively verified.

We believe our tax positions are in compliance with applicable tax laws and regulations. Tax benefits are recognized only for tax positions that are more likely than not to be sustained upon examination by tax authorities. The amount recognized is measured as the largest amount of benefit that is greater than 50 percent likely to be realized upon ultimate settlement. Unrecognized tax benefits are tax benefits claimed in our tax returns that do not meet these recognition and measurement standards. Uncertain tax benefits, including accrued interest and penalties, are included as a component of other long-term liabilities because we do not anticipate that settlement of the liabilities will require payment of cash within the next 12 months. The accrual of interest begins in the first reporting period that interest would begin to accrue under the applicable tax law. Penalties, when applicable, are accrued in the financial reporting period in which the uncertain tax position is taken on a tax return. We recognize interest and penalties related to uncertain tax positions in income tax expense, which is consistent with our historical policy. We believe that our accrued income tax liabilities, including related interest, are adequate in relation to the potential for additional tax assessments. There is a risk, however, that the amounts ultimately paid upon resolution of audits could be materially different from the amounts previously included in our income tax expense and, therefore, could have a material impact on our tax provision, net (loss) income and cash flows. We review our accrued tax liabilities quarterly, and we may adjust such liabilities due to proposed assessments by tax authorities, changes in facts and circumstances, issuance of new regulations or new case law, negotiations between tax authorities of different countries concerning our transfer prices between our subsidiaries, the resolution of entire audits, or the expiration of statutes of limitations. Adjustments are most likely to occur in the year during which major audits are closed.

We are domiciled in Singapore. We plan foreign remittance amounts based on projected cash flow needs as well as the working capital and long-term investment requirements of our worldwide subsidiaries and operations, after taking into consideration the tax effects of such remittances.

We have made our best estimates of certain income tax amounts included in the combined financial statements. Application of our accounting policies and estimates, however, involves the exercise of judgment and use of assumptions as to future uncertainties and, as a result, actual results could differ from these estimates. In arriving at our estimates, factors we consider include how accurate the estimate or assumptions have been in the past, how much the estimate or assumptions have changed and how reasonably likely such change may have a material impact.

Our historical business consists of the combined operations of certain entities currently owned by SunEdison, which is incorporated in the State of Delaware. We have historically been included in SunEdison's

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consolidated U.S. federal income tax return and our income taxes are computed and reported under the separate return method. In connection with the Formation Transactions, our tax structure will change prospectively but there will be no changes to our historical financial statements.

Employee-Related Liabilities

We have a long-term net liability for our consolidated defined benefit pension and other post-employment benefit plans. Our obligations are funded in accordance with provisions of applicable laws. We recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in our statement of financial position and recognize changes in that funded status in the year during which the changes occur through comprehensive income.

Our pension and other post-employment liabilities are determined using various actuarial assumptions, including the discount rate, rate of salary increase, and expected return on assets, to estimate our costs and obligations. If the assumptions do not materialize as expected, expenditures and costs that we incur could differ from our current estimates. We determine the expected return on plan assets based on the pension plans' actual asset mix as of the beginning of the year. While the assumed expected rate of return on the U.S. Pension plan assets was 8.5% in both 2013 and 2012, the actual return experienced in the pension plan assets in the comparable periods in 2013 and 2012 was 14.6% and 12.8%, respectively. We consult with the plans' actuaries to determine a discount rate assumption that reflects the characteristics of these plans, including expected cash outflows from the plans, and utilize an analytical tool that incorporates the concept of a hypothetical yield curve, developed from corporate bond (AA quality) yield information. Assuming a 100 basis point increase in the assumed discount rate, our 2013 pension expense would have been approximately \$0.4 million higher. Assuming a 100 basis point decrease in these assumptions, our 2013 pension expense would have been approximately \$0.6 million lower.

Effective January 1, 2012, the amortization period for the unamortized loss was changed to the average future life expectancy of the active plan participants, which was derived from an actuarial mortality table. This change was triggered by the small number of active plan participants relative to the total plan participants. Prior to 2012, the amortization period was derived based on the average remaining service period of the active participants expected to receive benefits. This change has reduced the amortization expense related to the unrealized loss.

Stock-Based Compensation

Our combined financial statements include certain expenses of SunEdison that were allocated to us for stock-based compensation. Stock-based compensation expense for all share-based payment awards is based on the estimated grant-date fair value. These compensation costs are recognized net of an estimated forfeiture rate and recognize the compensation costs for only those shares expected to vest on a straight-line basis over the requisite service period of the award, which is generally the option vesting term. Stock-based compensation expense is recognized for all grants on a straight-line basis over the requisite service period of the entire award for ratable awards. Compensation expense for awards with market or performance conditions reflects the estimated probability that the market and/or performance conditions will be met and is recognized ratably over the service period(s) of the award. Future forfeiture rates are estimated taking into consideration our historical experience during the preceding four fiscal years. For market condition awards, the grant date fair value was calculated for these awards using a probabilistic approach under a Monte-Carlo simulation taking into consideration volatility, interest rates and expected term.

Determining the appropriate fair value model and calculating the fair value of share-based payment awards require the making of subjective assumptions, including the expected life of the share-based payment awards and stock price volatility. The assumptions used in calculating the fair value of share-based payment awards represent management's

best estimates, which involve inherent uncertainties and the application of

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management judgment. As a result, if factors change and we use different assumptions, our stock-based compensation expense could be materially different in the future. In addition, we are required to estimate the expected forfeiture rate and recognize expense only for those shares expected to vest. If our actual forfeiture rate is materially different from our estimate, the stock-based compensation expense could be significantly different from what we have recorded in the current period.

Contingencies

We are involved in conditions, situations or circumstances in the ordinary course of business with possible gain or loss contingencies that will ultimately be resolved when one or more future events occur or fail to occur. If some amount within a range of loss appears at the time to be a better estimate than any other amount within the range, that amount will be accrued. When no amount within the range is a better estimate than any other amount, however, the minimum amount in the range will be accrued. We continually evaluate uncertainties associated with loss contingencies and record a charge equal to at least the minimum estimated liability for a loss contingency when both of the following conditions are met: (i) information available prior to issuance of the financial statements indicates that it is probable that an asset had been impaired or a liability had been incurred at the date of the financial statements and (ii) the loss or range of loss can be reasonably estimated. Legal costs are expensed when incurred. Gain contingencies are not recorded until realized or realizable.

Fair Value Measurements

Fair value accounting guidance establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability, and are based on market data obtained from sources independent of us. Unobservable inputs reflect assumptions market participants would use in pricing the asset or liability based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs as follows:

Level 1 Valuations based on quoted prices in active markets for identical assets or liabilities that we have the ability to access. Valuation adjustments and block discounts are not applied to Level 1 instruments. Because valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these instruments does not entail a significant degree of judgment.

Level 2 Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly. Valuations for Level 2 are prepared on an individual instrument basis using data obtained from recent transactions for identical securities in inactive markets or pricing data from similar instruments in active and inactive markets.

Level 3 Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

We maintain various financial instruments recorded at cost in the December 31, 2013 and 2012 balance sheets that are not required to be recorded at fair value. For these instruments, we used the following methods and assumptions to estimate the fair value:

Cash equivalents, restricted cash, accounts receivable and payable, customer deposits, income taxes receivable and payable, short-term borrowings, and accrued liabilities cost approximate fair value because of the short maturity period; and

Long-term debt fair value is based on the amount of future cash flows associated with each debt instrument discounted at our current estimated borrowing rate for similar debt instruments of comparable terms.

Table of Contents***Derivative Financial Instruments and Hedging Activities***

We have not designated any derivatives as hedge accounting. All derivative instruments are recorded on the combined balance sheets at fair value. Derivatives not designated as hedge accounting and used to hedge foreign currency-denominated balance sheet items are reported directly in earnings along with offsetting transaction gains and losses on the items being hedged.

To mitigate financial market risks of fluctuations in foreign currency exchange rates, we utilize currency forward contracts. We do not use derivative financial instruments for speculative or trading purposes. We generally hedge transactional currency risks with currency forward contracts. Gains and losses on these foreign currency exposures are generally offset by corresponding losses and gains on the related hedging instruments, reducing our net exposure. A substantial portion of our revenue and capital spending is transacted in the U.S. dollar. However, we do enter into transactions in other currencies, primarily the Euro, the Japanese Yen and certain other Asian currencies. To protect against reductions in value and to mitigate volatility of future cash flows caused by changes in foreign exchange rates, we have established transaction-based hedging programs. Our hedging programs reduce, but do not always eliminate, the impact of foreign currency exchange rate movements. At any point in time, we may have outstanding contracts with several major financial institutions for these hedging transactions. Our maximum credit risk loss with these institutions is limited to any gain on our outstanding contracts. As of September 30, 2014, and December 31, 2013 and 2012, these currency forward contracts had net notional amounts of \$122.8 million, \$222.5 million and \$169.3 million, respectively, and are accounted for as economic hedges.

Accounting Standards Updates

In June 2011, the FASB issued Accounting Standards Update 2011-05 (ASU 2011-05), Comprehensive Income (Topic 220): Presentation of Comprehensive Income. ASU 2011-05 allows an entity to present components of net income and other comprehensive income in one continuous statement, referred to as the statement of comprehensive income, or in two separate but consecutive statements. ASU 2011-05 eliminates the option to present the components of other comprehensive income as part of the statement of changes in equity. While the new guidance changes the presentation of comprehensive income, there are no changes to the components that are recognized in net income or other comprehensive income under current accounting guidance. This standard was retrospectively adopted on January 1, 2012.

In February 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update 2013-02 (ASU 2013-02), Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income (AOCI), to provide guidance about AOCI disclosure requirements. ASU 2013-02 does not change the current requirements for reporting net income or other comprehensive income in financial statements; however, it does require an entity to provide information about the amounts reclassified out of AOCI by component. In addition, an entity is required to present, either on the face of the statement where net income is presented or in the notes, significant amounts reclassified out of AOCI by the respective line items of net income only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. This standard was adopted on January 1, 2013.

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-08, *Presentation of Financial Statements (Topic 205) and Property, Plant, and Equipment (Topic 360): Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity*. ASU 2014-08 limits the requirement to report discontinued operations to disposals of components of an entity that represent strategic shifts that have (or will have) a major effect on an entity's operations and financial results. ASU 2014-08 also requires expanded disclosures concerning discontinued operations, disclosures of certain financial results attributable to a

disposal of a significant component of an entity that does not qualify for discontinued operations reporting and expanded disclosures for long-lived assets classified as held for sale or disposed of. ASU 2014-08 is effective for us on a prospective basis in our first quarter of fiscal 2015. Early

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adoption is permitted, but only for disposals (or assets classified as held for sale) that have not been reported in financial statements previously issued or available for issuance. We are currently evaluating the impact that ASU 2014-08 will have on our consolidated financial statements and related disclosures upon adoption.

On May 28, 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers*, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. This ASU will replace most existing revenue recognition guidance in U.S. GAAP when it becomes effective. The new standard is effective for us on January 1, 2017. Early application is not permitted. The standard permits the use of either the retrospective or cumulative effect transition method. We are currently evaluating the effect that ASU 2014-09 will have on our condensed consolidated financial statements and related disclosures. We have not yet selected a transition method nor have we determined the effect of the standard on our ongoing financial reporting.

In August 2014, the FASB issued ASU No. 2014-15, *Presentation of Financial Statements Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern*, which requires management to evaluate, at each annual and interim reporting period, whether there are conditions or events that raise substantial doubt about the entity's ability to continue as a going concern within one year after the date the financial statements are issued and to provide related disclosures. ASU 2014-15 is effective for us for our fiscal year ending December 31, 2016. We are currently evaluating the impact of this standard on our consolidated financial statements.

Market Risk

Our market risk is mainly related to financial and capital markets risk.

The overall objective of our financial risk management program is to reduce the potential negative earnings effects from changes in foreign exchange and interest rates arising in our business activities. We manage these financial exposures through operational means and by using various financial instruments. These practices may change as economic conditions change.

To mitigate financial market risks of fluctuations in foreign currency exchange rates, we utilize currency forward contracts. We do not use derivative financial instruments for speculative or trading purposes. We generally hedge transactional currency risks with currency forward contracts. Gains and losses on these foreign currency exposures are generally offset in part by corresponding losses and gains on the related hedging instruments, reducing our net exposure. A substantial portion of our net sales and capital spending are transacted in the U.S. dollar. However, we do enter into transactions in other currencies, primarily the Japanese Yen, New Taiwan Dollar, Euro, Korean Won and Malaysian Ringgit. To protect against reductions in value and volatility of future cash flows caused by changes in foreign exchange rates, we have established transaction-based hedging programs. Our hedging programs reduce, but do not always eliminate, the impact of foreign currency exchange rate movements. In addition to the direct effects of changes in exchange rates, such changes typically affect our volume of sales or our foreign currency sales price as competitors' products become more or less attractive. As of September 30, 2014 and December 31, 2013 and 2012, these currency forward contracts had net notional amounts of \$122.8 million, \$222.5 million and \$169.3 million, respectively, and were accounted for as economic hedges, for which hedge accounting was not applied. The net fair values of these currency forward contracts were amounts payable to the counterparty of \$1.2 million as of September 30, 2014, \$3.1 million as of December 31, 2013 and \$6.1 million as of December 31, 2012. Based on our overall currency rate exposures as of September 30, 2014 and December 31, 2013, including the derivative financial instruments intended to hedge nonfunctional currency-denominated cash flows, a near-term 10% appreciation or depreciation of the U.S. dollar from its cross-functional rates would not be expected to have a material effect on our financial position, results of operations and cash flows over the next fiscal year. For additional information, see

Critical Accounting Policies and Estimates.

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Our long-term debt portfolio consists of variable rate debt instruments. In connection with the Transactions, we entered into senior secured credit facilities with a syndicate of banks providing for (i) a 3-year \$50.0 million senior secured revolving credit facility and (ii) a 5-year \$210.0 million senior secured term loan, issued at a 1% discount. We did not have any borrowings outstanding under the senior secured revolving credit facility as of September 30, 2014.

Borrowings under the senior secured credit facilities bear interest (i) at a base rate plus 4.50% per annum or (ii) at a reserve-adjusted euro currency rate plus 5.50% per annum. For variable rate debt, interest rate changes generally do not affect the fair market value of such debt, but do impact future earnings and cash flows, assuming other factors are held constant. Our pro forma interest expense for the year ended December 31, 2013 after giving effect to the Transactions, including the borrowings associated with the term loan, would have been \$16.5 million. Holding other variables constant (such as foreign exchange rates and debt levels), a one percent point change in interest rates would have increased our pro forma interest expense for that period by approximately \$2.0 million.

We are also subject to interest rate risk related to our cash equivalents and pension plan assets. In addition to interest rate risk on our cash equivalents and pension plan assets, we are subject to issuer credit risk because the value of our assets may change based on liquidity issues or adverse economic conditions affecting the creditworthiness of the issuers or group of issuers of the assets we may own. Our pension plan assets are invested primarily in marketable securities including equity securities, bonds and interest bearing deposits. For additional information, see [Liquidity and Capital Resources](#) and [Critical Accounting Policies and Estimates](#). Due to the diversity of and numerous securities in our portfolio, estimating a hypothetical change in value of our portfolio based on estimated changes in interest rates and issuer risk is not practical.

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BUSINESS

Our Company

We are a global leader in the development, manufacture and sale of silicon wafers to the semiconductor industry. Wafers are used as the base substrate for nearly all semiconductor devices, which in turn provide the foundation for the entire electronics industry. Our business was established in 1959 and was known during most of our history as MEMC. We became a stand-alone public company upon the completion of our IPO on May 28, 2014. We have developed a broad product portfolio, an extensive global manufacturing footprint, process technology expertise and supply chain flexibility, while increasing our capital efficiency and maintaining a lean operating culture.

Throughout our over 50 years of operations, we have pioneered a number of semiconductor industry firsts, including the development of the dislocation-free CZ silicon crystal growth process and the CMP process, as well as the initial production and commercialization of 100mm and 200mm semiconductor wafers. More recently, we have been a leader in the development of advanced substrates such as EPI wafers and wafers for the SOI market, which enable advanced computing and communications applications.

We primarily sell our products to all of the major semiconductor manufacturers in the world, including integrated device manufacturers and pure-play semiconductor foundries, and to a lesser extent, leading companies that specialize in wafer customization. During 2013, our largest customers were Samsung Electronics, TSMC and STMicroelectronics. We operate facilities in major semiconductor manufacturing regions throughout the world, including Taiwan, Malaysia, South Korea, Italy, Japan and the United States. We have chosen to locate our manufacturing facilities in regions that offer both low operating costs and close proximity to our customers to facilitate collaboration on product development activities and shorten product delivery times.

The market for semiconductor wafers is large and growing. According to Gartner, the merchant semiconductor silicon wafer market in 2012 was approximately \$9 billion, in 2013 was approximately \$8 billion and in 2014 was approximately \$9 billion worldwide and is expected to grow at a 5.5% CAGR from 2013 to 2018, reaching approximately \$10.4 billion by 2018. This growth in semiconductor wafer demand has been largely attributable to the proliferation of mobile devices such as smart phones and tablets. These devices require semiconductors that are energy efficient, low cost, high performance and highly integrated into a small footprint. Semiconductors offering those characteristics increasingly require EPI and SOI wafers. We believe that our process technology expertise in EPI and SOI wafer manufacturing combined with our capital efficiency provides us with significant opportunities as the markets for EPI and SOI wafers continue to grow.

The semiconductor wafer industry has undergone significant consolidation over the past 20 years, from more than 20 suppliers in the 1990s to only five major suppliers today, including Shin-Etsu Handotai, SUMCO Corporation, Siltronic AG, LG Siltron and us, which suppliers accounted for approximately 88% of all semiconductor wafer sales in 2013, according to Gartner. This consolidation is due in large part to the significant increase in the capital investment and manufacturing capacity needed to compete effectively. We have expanded our market share by revenue from 8% in 2008 to 11% in 2013, according to Gartner. We believe this improvement is in large part the result of our emphasis on technology and product innovation and customer service, as well as consistently delivering high quality wafers that meet our customers' evolving requirements. We believe we are well positioned to continue to expand our market share and capitalize on the increasing demand for more advanced wafer products. We generated net sales of \$920.6 million, \$934.2 million and \$1,198.3 million, net (loss) income attributable to SSL of \$(57.7) million, \$121.3 million and \$(557.9) million and Adjusted EBITDA of \$74.6 million, \$74.9 million and \$170.2 million, in 2013, 2012 and 2011, respectively. For the nine months ended September 30, 2014 and 2013, we generated net sales of \$634.2 million and \$709.0 million, net loss attributable to SSL of \$79.7 million and

\$14.4 million, and Adjusted EBITDA of \$61.2 million and \$71.8 million, respectively. See Summary Historical and Pro Forma Financial Data for the definition of Adjusted EBITDA, the reason for its inclusion and a reconciliation from net (loss) income attributable to SSL to Adjusted EBITDA.

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Industry Overview

Semiconductor devices are at the core of modern electronics. According to Gartner, the total semiconductor market worldwide was \$315 billion in 2013. These devices include microprocessors, memory, analog, mixed-signal and RF integrated circuits, discrete, application specific integrated circuits, MEMS and image sensors. Recent semiconductor growth has been largely attributable to the proliferation of mobile devices, which has driven the need for low cost, high performance semiconductors that provide efficient power consumption and a reduced footprint. In order to meet these demands, technology innovation in the semiconductor industry has continued at a strong pace over the past decade, resulting in shrinking process geometries, larger wafer sizes, more stringent technical specifications and the introduction of advanced substrates and device structures. The continual advancement in the connectivity of everyday devices to the internet, such as home automation, smart grid metering and parking meters, represents a significant growth opportunity in the semiconductor industry. In addition to continued growth in the mobile device and internet connectivity markets, future semiconductor industry growth is expected to be further driven by new and emerging markets and applications, such as in the healthcare and automotive industries, which are increasingly incorporating advanced technologies in their services and products.

Semiconductor wafers are increasingly required to meet specific performance characteristics. For example, semiconductors used in applications such as mobile devices and cloud infrastructure are increasingly requiring EPI wafers, which enable lower power consumption due to their near perfect surface characteristics. According to Gartner, the epitaxial semiconductor silicon wafer market is expected to grow from \$3.0 billion in 2013 to \$4.1 billion in 2018, representing a 6.1% CAGR. Similarly, demand for SOI wafers is growing as a result of the ability of SOI wafers to improve switching speeds and enhance the performance of RF devices such as power amplifiers, switches and sensors. According to the SOI Industry Consortium, the total available market for SOI wafers is expected to double over the next five years, driven by the increased penetration in mobile system-on-chips and RF devices. At the same time, the worldwide polished wafer market is expected to grow by a 5.1% CAGR from 2013 to 2018, according to Gartner. As a semiconductor wafer manufacturer focused on advanced EPI and SOI product solutions, we believe we are well positioned to capitalize on the growth opportunities resulting from industry consolidation and the increasing demand for EPI and SOI wafers.

Our Strengths

Our strengths as a manufacturer of semiconductor wafers include the following:

History of product innovation and process technology expertise. We have a more than 50 year history, under the MEMC brand, of product innovation, including achieving several major advancements in the semiconductor wafer industry, such as the development of the dislocation-free CZ silicon crystal growth process and the CMP process, as well as the initial production and commercialization of 100mm and 200mm semiconductor wafers. We have developed advanced substrates such as EPI wafers and, more recently, SOI wafers to maintain our history of product innovation. We have also developed significant technology expertise in wafer manufacturing processes, including diamond wire cutting, integrated software-enabled tooling and flexible equipment processes supporting the manufacture of semiconductor wafers with various diameters. We believe that our product innovation capabilities and process technology expertise enable us to produce high quality wafers both rapidly and cost effectively.

Broad product portfolio. We have developed a broad product portfolio. Our products include polished, EPI, SOI, perfect silicon and MDZ wafers ranging in diameter from 100mm to 300mm. Our process capabilities provide us with the ability to customize our products to address the specific performance characteristics required by our customers. For example, as one of only three primary SOI wafer suppliers, we are capable of satisfying all of our customers' wafer requirements in microprocessors, memory, analog, mixed-signal and RF integrated circuits, discrete, application

specific integrated circuits, MEMS and image sensors.

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Extensive global footprint with close customer collaboration. We have an established global manufacturing network consisting of eight facilities located in Taiwan, Malaysia, South Korea, Italy, Japan and the United States. We have located our facilities in areas that offer a combination of low operating costs and highly educated work forces in close proximity to our customers. This local presence enables us to collaborate with our customers on product design and development activities and shorten product delivery and response times. Our diverse global footprint also enables us to mitigate risk in the event of natural disasters or other occurrences that can disrupt manufacturing. For example, although production at our Japanese facility was disrupted as a result of the March 2011 earthquake and tsunami, we were one of the few semiconductor wafer suppliers able to deliver products in a timely manner by shifting our production to other qualified facilities. We estimate that the cost to replicate our current global manufacturing footprint is approximately 3.5 times the net book value of our fixed assets as of December 31, 2013.

Established relationships with blue chip customers. We work with all of the major semiconductor device manufacturers in the world, including integrated device manufacturers and pure-play semiconductor foundries. Our largest customers in 2013 included Samsung, TSMC and STMicroelectronics. Our continued focus on developing strong customer relationships has resulted in several awards from our key customers. For example, we were the only company in 2012 to receive supplier excellence awards from each of Samsung, TSMC and Analog Devices based on our performance, quality, service and support. We also received supplier excellence awards from TSMC in 2013 and from Infineon Technologies in 2014. We collaborate with our customers on their research and development activities, allowing us to develop wafer products that meet their product design expectations rapidly and efficiently. We believe this collaboration provides us greater visibility into our customers' product pipelines and enables us to strategically position our business for next generation market opportunities.

Company-wide focus on capital efficiency and maintaining a lean operating culture. We have implemented several initiatives since 2009 designed to rationalize our use of resources, optimize those resources for the most attractive market opportunities and manage our production capacity to meet demand efficiently. Our engineers' understanding of both the science and operation of the tools within our factories enables us to streamline equipment controls, software interfaces and operational parameters to improve the productivity of our equipment. In 2012, our engineers applied these techniques to improve the output of our EPI production equipment by more than 20%, resulting in reduced capital expenditures and increased productivity. We have also designed our manufacturing processes to be flexible and scalable with low to moderate additional capital investment necessary to pursue new opportunities or increase capacity. For example, we expanded our 300mm wafer capacity at our Cheonan, South Korea facility in 2012 by 22% with relatively small additional capital expenditures. We continue to focus on improving our equipment productivity through our Overall Equipment Effectiveness program, which has improved our safety, customer satisfaction and on-time delivery and reduced facility disruptions. As evidence of these improvements, from 2010 to 2013 our recordable incidences decreased by approximately 50%, our customer complaints decreased by approximately 70%, our customer on-time delivery improved by 13 percentage points and our facility disruptions were reduced by over 90%.

Experienced management team with extensive expertise. Our top seven senior managers average 25 years of relevant experience from multiple segments of the semiconductor industry, having joined us from leading technology companies including General Electric, Intel and Motorola. In addition, we have a large and technologically proficient professional staff with approximately 700 engineers, of whom over 123 focus solely on R&D and approximately 44 have Ph.Ds. We believe our first-class leadership team has a broad set of experiences and expertise and is well equipped to execute on our strategy and capitalize on emerging opportunities.

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Our Business Strategy

Our goal is to continue to be a market leader and increase our market share in the large and growing semiconductor wafer industry. Key elements of our strategy include:

Extending our product and process technology leadership. We are focused on developing leading edge technologies for the semiconductor wafer market. As our customers' needs evolve with decreasing transistor sizes, increasing degrees of integration and ongoing pressures for cost reduction, the requirements and specifications for semiconductor wafers are also evolving. We are investing in new product and process technologies to be able to offer products with enhanced features, such as flatness, uniformity, resistivity and reduced defects. For example, we are making substantial investments to further our product offerings in 300mm EPI and polished wafers for below 20 nanometer process technologies and in 200mm SOI wafers for wireless applications.

Increasing our customer penetration and market share. We intend to increase our customer penetration and market share by enhancing our global sales, design and technical support organizations and leveraging our broad product portfolio. We are also focused on capitalizing on attractive new opportunities with current and new customers in emerging applications. For example, we are working closely with customers to design product solutions that enable continued transistor scaling and include 3-D transistors and Fully Depleted SOI planar transistors, as well as to address process issues related to the introduction of new materials in wafer fabrication and advanced lithography. In addition, we are developing wafer solutions that enable integration of multiple functions, such as logic, memory and analog, on the same chip. We believe we are well-positioned to capture new opportunities with existing customers and further diversify our customer base as a result of our technology leadership, broad product portfolio and global manufacturing footprint.

Continuing to deliver high quality customer service. We intend to continue our increased focus on delivering high quality customer service and manufacturing flexibility by leveraging our local presence that results from our diverse geographic footprint. We are focused on enhancing our established quality assurance programs and dedicated services and support staff in order to continue to respond quickly to changing demands and product cycles of our customers. As a testament to our product quality and customer service, we have received awards from several of our key customers, including Samsung, TSMC, Analog Devices and Infineon Technologies.

Maintaining focus on operational improvements. We intend to continue our focus on maintaining a lean operating environment and capital efficiency. We believe our Overall Equipment Effectiveness program and other operational improvements have enabled us to improve lead times across the supply chain, as well as our performance with respect to safety, customer satisfaction and on-time delivery and reduced facility disruptions. These improvements have freed up capacity, reduced costs and significantly improved equipment reliability. Our lean operating structure positions us to add production capacity as needed at low to moderate incremental capital expense by optimizing equipment utilization.

Capitalizing on the benefits of being an independent entity. We believe that being a separately traded public company enables us to be a more focused business with the ability to target our investment and research initiatives solely on semiconductor wafers. We believe our independence also allows us to align the interests and incentives of our employees exclusively with the success of our business and better position us for further consolidation in the industry.

History

Our business was originally established in 1959 under the name Monsanto Electric Material Company and for most of our history we have been known as MEMC and traded on the New York Stock Exchange. Prior to our IPO, we conducted our operations as a business segment of MEMC, which was renamed SunEdison, Inc. in

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May 2013. We became a stand-alone public company upon the completion of our IPO on May 28, 2014. Following our IPO, SunEdison has continued to hold a majority interest in our outstanding shares. Throughout our over 50 years of experience, we have been a leader in technological innovation, including achieving a number of semiconductor industry firsts. The table below summarizes some of our key technological achievements:

Year	Achievement
1962	Developed dislocation-free CZ silicon crystal growth process
1965	Developed chemical-mechanical polishing process for semiconductor wafers
1975	Achieved first commercial production of 100mm wafers
1982	Developed the use of EPI wafers in complementary metal oxide semiconductor, or CMOS, applications
1984	Commercialized 200mm wafers
1991	Developed 300mm wafers
1998	Developed agglomerated defect free Perfect Silicon
2000	Introduced defect-free engineered products MDZ & Optia
2009	Commenced high volume manufacturing of SOI wafers; introduced 450mm mechanical wafers for use in equipment calibration
2011	Qualified wafers for production in 28 nanometer node
2013	Deployed diamond wire cutting technology

We have made a number of strategic investments throughout our history to expand our product portfolio, global footprint and customer base. For example, in early 2004, we acquired from our joint venture partners the remaining 55% interest that we did not already own of Taisil Electronic Materials Corporation, a fully integrated Taiwanese manufacturer of polished and EPI wafers for the Asia Pacific region. In 1990, we established MKC, a joint venture with Samsung Electronics, to produce 200mm and 300mm wafers. In connection with the Samsung Private Placements, we acquired from Samsung Electronics its 20% interest in MKC.

Products and Applications

Our wafers are used as the base substrate for the manufacture of various types of semiconductor devices, including microprocessors, memory, analog, mixed-signal and RF integrated circuits, discrete, application specific integrated circuits, MEMS and image sensors. These semiconductor devices are used in computers, smart phones, tablets and other mobile electronic devices, automobiles and other consumer and industrial products. We have approximately 1,500 products in our portfolio. We offer wafers with a wide variety of features and in varying sizes, flatness characteristics, crystal properties and electrical properties to satisfy numerous product specifications required by our customers. Our wafers range in size from 100mm to 300mm. We also manufacture a limited number of 450mm mechanical wafers, which are used by semiconductor equipment manufacturers for the development of next generation process equipment. We will continue to monitor the development of the 450mm wafer market and, if circumstances warrant, we will adjust our development and production capabilities.

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The chart below summarizes our products, the diameters in which we offer each product and the principal applications for each product.

Products	Wafer Diameter (millimeters)				Principal Applications
	150 and Less	200	300	450	
<i>Polished Wafers:</i>					
Low Resistivity	ü	ü	ü		Power devices
High Resistivity		ü	ü		RF devices, Power devices
Standard (Prime/Test)	ü	ü	ü	ü	Memory, Logic, Analog
Low COP Prime	ü	ü	ü		Logic, Analog
Annealed		ü	ü		Logic, Analog
Perfect Silicon		ü	ü		Memory
MDZ	ü	ü	ü		Logic, Analog
OPTIA Perfect Silicon +MDZ		ü	ü		Memory, Logic, Analog
<i>EPI Wafers:</i>					
Standard CMOS/AEGISTM	ü	ü	ü		Logic, Image sensors, Memory
Power Discrete	ü	ü			Power devices
Custom	ü	ü	ü		Various applications
<i>SOI Wafers:</i>					
Power		ü			Power devices, MEMS
Perfect			ü		Logic
Charge Trap Layer		ü			RP devices

Depending on market conditions, we also sell intermediate products such as polysilicon, TCS gas, ingots and scrap wafers to semiconductor device and equipment makers, which sales have not been material to our results of operations following the shuttering of our Merano, Italy polysilicon facility in December 2011.

Polished Wafers

Our polished wafers are used in a wide range of applications, including memory, analog, RF devices, digital signal processors, or DSPs, and power devices. Our polished wafer is a polished, highly refined, pure wafer with an ultra-flat and ultra-clean surface. We manufacture the vast majority of our polished wafers with a sophisticated chemical-mechanical polishing process that removes defects and leaves an extremely smooth surface. Wafer flatness and cleanliness requirements, along with crystal perfection, have become increasingly important as semiconductor devices become more complex and transistors decrease in size.

Our OPTIA wafer is a 100% defect-free crystalline structure based on our technologies and processes, including MDZ®. Our MDZ® product feature can increase our customers' yields by drawing impurities away from the surface of the wafer during device processing in a manner that is efficient and reliable, with results that are reproducible. We

believe the OPTIA wafer is one of the most technologically advanced polished wafers available today. Our annealed wafer is a polished wafer with near surface crystalline defects dissolved during a high-temperature thermal treatment.

We also supply test/monitor wafers to our customers for their use in testing semiconductor fabrication lines and processes. Although test/monitor wafers are substantially the same as polished wafers with respect to cleanliness, and in some cases flatness, other specifications are generally less rigorous.

EPI Wafers

EPI wafers increase the reliability and decrease the power consumption of semiconductor devices and therefore are increasingly used in mobile device and cloud infrastructure applications. Our EPI wafers consist of

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a thin silicon layer grown on the polished surface of the wafer. Typically, the epitaxial layer has different electrical properties from the underlying wafer. This provides our customers with better isolation between circuit elements than a polished wafer and the ability to tailor the wafer to the specific demands of the device. This improved isolation allows for increased reliability of the finished semiconductor device and greater efficiencies during the semiconductor manufacturing process, which ultimately allows for more complex semiconductor devices.

We designed our AEGIS product for certain specialized applications requiring high resistivity EPI wafers. The AEGIS wafer includes a thin epitaxial layer grown on a standard starting wafer, which eliminates harmful defects on the surface of the wafer, thereby allowing device manufacturers to increase yields and improve process reliability.

SOI Wafers

SOI wafers improve switching speeds and enhance the performance of RF devices such as power amplifiers, switches and sensors. Our SOI wafers have three layers: a thin surface layer of silicon where the transistors are formed; an underlying layer of insulating material; and a support or handle bulk semiconductor wafer. Transistors built within the top silicon layer typically switch signals faster, run at lower voltages and are much less vulnerable to signal noise from background cosmic ray particles. Each transistor is isolated from its neighbor by a complete layer of silicon dioxide.

Customers

We primarily sell our products to all of the major semiconductor manufacturers in the world, including integrated device manufacturers and pure-play semiconductor foundries, and to a lesser extent, leading companies that specialize in wafer customization. We service our customers through our 13 global locations, including manufacturing plants and sales and services offices. Our top 10 customers by net sales for 2013, set forth in alphabetical order, were: Global Foundries, Infineon Technologies, Intel Corporation, Micron Technology, NXP Semiconductors, Powerchip Technology, Samsung, STMicroelectronics, TSMC and United Monolithic Semiconductors. We have had relationships with all of our top 10 customers for more than 10 years. In 2013, Samsung, TSMC and STMicroelectronics accounted for approximately 21%, 16% and 11%, respectively, of our net sales to non-affiliates. No other customer accounted for more than 10% of our net sales to non-affiliates during 2013.

Our customers are located primarily in the major semiconductor manufacturing regions throughout the world. The following table presents a summary of the percentage of our net sales to non-affiliates by country, based on the location of the customer, for the years ended December 31, 2013, 2012 and 2011 and for the nine months ended September 30, 2014 and 2013:

Country	Percentage of Net Sales to Non-affiliates				
	For the Years Ended December 31,			For the Nine Months	
	2013	2012	2011	Ended September 30, 2014	2013
Taiwan	24%	24%	25%	27%	24%
Korea	24	21	20	20	24
United States	14	16	17	14	15
Singapore	7	6	7	7	7
Japan	3	6	6	3	3

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Italy	4	5	5	4	4
Germany	7	5	4	8	7
China	4	5	4	5	5
France	4	4	4	4	4
Other foreign countries	9	8	8	8	7
Total	100%	100%	100%	100%	100%

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Sales and Marketing

We market our semiconductor wafers primarily through a direct sales force. We have customer service and support centers strategically located across the globe, including in China, France, Germany, Italy, Japan, Malaysia, Singapore, South Korea, Taiwan and the United States. A key element of our sales and marketing strategy is establishing and maintaining close relationships with our customers, which we accomplish through multi-functional teams of technical, sales and marketing and manufacturing personnel, including over 30 dedicated field engineers. Our multi-functional teams work closely with our customers to optimize our products for our customers' current and future production processes, requirements and specifications. We closely monitor changing customer needs and target our research and development and manufacturing to produce wafers adapted to each customer's specific needs.

Sales to our customers are generally governed by purchase orders or, in certain cases, agreements with terms of one year or less that include pricing terms and estimated quantity requirements. Our customer agreements generally do not require that a customer purchase a minimum quantity of wafers.

We sell semiconductor wafers to certain customers under consignment arrangements. These consignment arrangements generally require us to maintain a certain quantity of wafers in inventory at the customer's facility or at a storage facility designated by the customer. Under these arrangements, we ship the wafers to the storage facility, but do not charge the customer or recognize sales for those wafers until title passes to the customer. We had approximately \$25.7 million, \$22.9 million and \$27.7 million of inventory held on consignment as of September 30, 2014, December 31, 2013 and December 31, 2012, respectively.

Research and Development

The semiconductor wafer market is characterized by continuous technological development and product innovation. Our R&D organization consists of over 123 engineers, of whom approximately 44 have Ph.Ds. The members of our R&D team have an average of 14 years of experience with us. Our R&D model combines engineering innovation with specific commercialization strategies and seeks to align our technology innovation efforts with our customers' requirements for new and evolving applications. We accomplish this through a deep understanding of our customers' current and future technology requirements and targeting our R&D efforts at developing products to meet those technology requirements. In particular, we have a Field Applications Engineering team that collaborates with our account managers and serves as the key technical interface between us and our customers. Members of this team are assigned to key customers worldwide and lead the introduction and qualification of new products, collaborate with our customers in the development of new technical solutions and support the resolution of any product-related issues.

We devote a significant portion of our R&D resources to enhancing our position in the crystal technology area. In conjunction with these efforts, we are developing wafer technologies to meet advanced flatness and particle specifications of our customers. We are also continuing to focus on the development of advanced substrates such as EPI and SOI wafers and cost reduction activities.

In addition to our focus on advancements in wafer material properties, we continue to invest in R&D associated with larger wafer sizes. We produced our first 300mm wafer in 1991 and are continuing to enhance our 300mm technology program. We produced our first 450mm wafer in 2009, but to date have only produced minimal quantities of mechanical wafers at this size due to limited market demand for 450mm wafers. We also continue to focus on process design advancements to drive cost reductions and productivity improvements.

In connection with our IPO, we entered into joint development arrangements with SunEdison pursuant to which we and SunEdison will collaborate on future R&D activities with respect to the intellectual property to be licensed

between us, as well as projects related thereto. For additional information on these arrangements, see Certain Relationships and Related Party Transactions Intellectual Property Licensing Agreements.

Table of Contents**Manufacturing**

To meet our customers' needs worldwide, we have established a global manufacturing network consisting of eight facilities located in Taiwan, Malaysia, South Korea, Italy, Japan and the United States. We have located our manufacturing facilities in regions that offer both low operating costs and highly educated work forces in close proximity to our customers. This local presence enables us to facilitate collaboration with our customers on product development activities and shorten product delivery and response times.

We have installed consistent tools and processes across our manufacturing facilities in order to facilitate the transfer of manufacturing between sites. While customers generally require that they qualify each facility at which we manufacture wafers for them, a process that typically takes three to six months but which can take up to one year for certain products, in many cases multiple sites are qualified for a particular product to allow manufacturing flexibility. In addition, multiple qualifications permit us to quickly shift production between facilities in the event of a natural disaster or other occurrence affecting one of our facilities, enabling uninterrupted delivery of products to our customers. For example, production at our Japanese facility was disrupted as a result of the March 2011 earthquake and tsunami, but we were able to shift production of our 200mm wafers quickly to other facilities that had been, or were already in the process of being, qualified, enabling us to continue delivering those wafers to customers in a timely manner.

Our wafer manufacturing process begins with high purity polysilicon. The polysilicon is melted in a quartz crucible along with minute amounts of electrically active elements such as arsenic, boron, phosphorous or antimony. We then lower a silicon seed crystal into the melt and slowly extract it from the melt. The resultant body of silicon is called an ingot. The temperature of the melt, speed of extraction and rotation of the crucible govern the size of the ingot, while the concentration of the electrically active element in the melt governs the electrical properties of the wafers to be made from the ingot. This is a complex, proprietary process requiring many control features on the crystal-growing equipment.

After the crystal ingot is grown, we grind the ingots to the specified size and slice them into thin wafers. Next, we prepare the wafers for surface polishing with a multi-step process using precision wafer planarization machines, edge contour machines and chemical etchers. Final polishing and cleaning processes give the wafers the clean and ultraflat mirror polished surfaces required for the fabrication of semiconductor devices. We further process some of our products into EPI wafers by utilizing a chemical vapor deposition process to deposit a single crystal silicon layer on the polished surface. Additional wafer customization can be made through our SOI process, which creates an oxide isolated silicon layer on a base substrate. Due to our wafer manufacturing capabilities, we believe we are one of only two fully integrated SOI manufacturers.

The graphic below illustrates key steps in the manufacturing process for our semiconductor wafers:

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The principal raw material used in our manufacturing process is polysilicon. We have historically obtained our requirements for polysilicon primarily from SunEdison's facility in Pasadena, Texas, as well as from other external polysilicon suppliers. We expect SunEdison to continue to supply us with our polysilicon requirements. However, as a result of the Transactions, we currently own an approximately 35% interest in SMP, which owns a polysilicon manufacturing facility in South Korea. Construction of the SMP polysilicon manufacturing facility was recently completed. The facility is in the initial stages of polysilicon production but has not reached full commercial capabilities at this time, and we are not yet purchasing polysilicon from the facility. We expect to purchase polysilicon from SunEdison on a purchase order basis or on short-term agreements at competitive market prices until SMP achieves commercial capabilities to produce electronic grade polysilicon. After SMP achieves such commercial capabilities, we expect to purchase a portion of our polysilicon from SMP on a purchase order basis at prices lower than our historical cost for polysilicon. If for any reason SunEdison or SMP is unwilling or unable to meet our demand for polysilicon, we expect to be able to obtain our polysilicon requirements from alternative suppliers. However, we may experience manufacturing delays, an increase in our costs relating to obtaining polysilicon or a decrease in our manufacturing throughput and yields if we are required to seek alternative suppliers.

Competition

The market for semiconductor wafers is highly competitive. We compete globally and face competition from established manufacturers. Our major worldwide competitors are Shin-Etsu Handotai, SUMCO Corporation, Siltronic AG and LG Siltron. The key competitive factors in the semiconductor wafer market are product quality, consistency, price, technical innovation, customer service and product availability. We emphasize our technology and product innovation, customer service and consistently delivering high quality wafers that meet our customers evolving requirements. Some of our competitors are larger than us, which may enable them to produce wafers at a lower per unit cost due to economies of scale and have greater influence than us on market prices. We also believe certain of our competitors may experience competitive advantages in their home markets, where customers are willing to pay a premium for wafers from a domestic manufacturer. Furthermore, our larger competitors have a majority of their manufacturing operations in Japan and are benefiting from the weakening of the Japanese Yen.

Our revenue share relative to the aggregate semiconductor wafer revenue of our four major competitors and us has grown from approximately 8% in 2009 to approximately 14% in 2013. Based on information from public filings and, in the case of revenue numbers disclosed in a foreign currency, average currency exchange rates for the applicable years, the relative revenue shares of these competitors and us based on 2009 revenues were approximately: Shin-Etsu Handotai - 41%, SUMCO Corporation - 31%, Siltronic AG - 12%, SSL - 8% and LG Siltron - 8%, while the relative revenue shares based on 2013 revenues were approximately: Shin-Etsu Handotai - 31%, SUMCO Corporation - 30%, SSL - 14%, Siltronic AG - 14% and LG Siltron - 11%.

Proprietary Information and Intellectual Property

We believe that the success of our business depends in part on our proprietary technology, information and processes. We protect our intellectual property rights based on patents and trade secrets. As of September 30, 2014, we had 237 U.S. patents and 304 foreign patents. In addition, as of September 30, 2014, we had 78 pending

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U.S. patent applications and approximately 167 pending foreign patent applications. As of September 30, 2014, the number of patents granted to us and the number of patents we had pending were as follows:

	Number of Patents Granted	Number of Patents Pending
Polysilicon	8	41
Crystal	259	44
Wafering	169	61
EPI	84	26
SOI	21	73
Total	541	245

The table below sets forth the approximate number of our current U.S. and foreign patents that are scheduled to expire in the referenced periods:

During the Years Ended December 31,	Number of Patents Scheduled to Expire	
	U.S.	Foreign
2014-2018	84	74
2019-2023	82	126
2024-2028	37	85
2029 and thereafter	34	19
Total	237	304

While we consider our patents to be valuable assets, we do not believe that the success of our business or our overall operations is dependent upon any single patent or group of related patents. In addition, we do not believe that the loss or expiration of any single patent or group of related patents would materially affect our business.

In connection with the Formation Transactions, certain intellectual property assets, including patents, were transferred to us based on the subject matter of the assets, in particular, intellectual property assets in respect of processes, product and apparatus that are primarily related to the production of semiconductor wafers. SunEdison retained intellectual property assets that are primarily related to the production of solar wafers. In situations where the subject matter of particular intellectual property significantly overlaps between our business and SunEdison's business, the intellectual property is owned by either us or SunEdison based on the asset's primary application.

We entered into intellectual property licensing agreements with SunEdison in connection with the Transactions, pursuant to which certain intellectual property used in both our business and that of SunEdison is subject to cross-licensing arrangements. See [Certain Relationships and Related Party Transactions - Intellectual Property Licensing Agreements](#) for a summary of the material terms of these agreements.

We have agreed to indemnify some of our customers against claims of infringement of the intellectual property rights of others in our sales contracts with these customers. Historically, we have not paid any claims under these indemnification obligations, and we do not have any pending indemnification claims against us.

Environmental Matters

Our operations and facilities are subject to U.S. and foreign laws and regulations governing the protection of the environment and our employees, including those governing air emissions, water discharges, the management and disposal of hazardous substances and wastes, and the cleanup of contaminated sites. We could

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incur substantial costs, including cleanup costs, fines or civil or criminal sanctions, or third-party property damage or personal injury claims, in the event of violations or liabilities under these laws and regulations, or non-compliance with the environmental permits required at our facilities. Potentially significant expenditures could be required in order to comply with environmental laws that may be adopted or imposed in the future. In addition, we could be liable for violation of environmental laws or regulations or clean up costs at former facilities. We are not aware of any threatened or pending material environmental investigations, lawsuits or claims involving us, our operations or our current or former facilities.

Groundwater and/or soil contamination has been detected at our facilities in St. Peters, Missouri and Merano, Italy, and we previously had contamination at two other facilities which has now been remediated. We believe we are taking all necessary remedial steps at the two facilities where contamination still exists and continue to monitor the other two facilities. We do not expect the costs of the ongoing monitoring at those sites to be material. In connection with our decision to indefinitely close the Merano, Italy polysilicon and chlorosilanes facilities, during the three months ended December 31, 2013 we recorded an additional \$3.4 million of environmental expense to reflect revised estimated liabilities relating to remediation activities that would be required to be undertaken at our Merano, Italy polysilicon facilities. As of September 30, 2014, we believe we will have adequately accrued all estimated required expenses with respect to our current decision to indefinitely close the Merano, Italy facilities. However, actual future expenses could differ from our estimates. In addition, if we decide to close any of our other facilities in the future, we could be subject to additional costs related to cleanup and/or remediation at that site in connection with closing the facility. As of September 30, 2014, compliance with foreign, federal, state and local provisions which have been enacted or adopted regulating the discharge of materials into the environment, or otherwise relating to the protection of the environment, has not had a material effect on our business, financial condition or results of operations, and we do not currently expect any known conditions to have a material impact on our business in the future.

Properties

Our principal manufacturing and administrative facilities, including our executive offices, comprised approximately 3,148,000 square feet as of September 30, 2014. All of our facilities are owned, other than our Kuala Lumpur, Malaysia facility, which is leased. This lease expires in April 2015 and is extendable for one two-year period thereafter. We also own all of the real estate underlying our owned facilities, other than the real estate on which our Hsinchu, Taiwan facility is located, which is subject to a land lease. This lease was renewed in 2014 for 20 years. We also sub-lease from SunEdison an office in Singapore comprising approximately 3,000 square feet.

The table below sets forth the location and approximate square footage of each of our facilities.

Location	Approximate Square Footage
St. Peters, MO, USA	592,000
Hsinchu, Taiwan	536,000
Cheonan, South Korea	469,000
Ipoh, Malaysia	431,000
Utsunomiya, Japan	311,000
Merano, Italy (1)	333,000
Novara, Italy	418,000
Kuala Lumpur, Malaysia	55,000
Singapore (2)	3,000

- (1) The square footage with respect to the Merano, Italy polysilicon facility includes square footage related to our polysilicon operations, which were shuttered as of December 31, 2011 and recently indefinitely closed. In June 2014, we listed this facility for sale and expect to close the sale of this facility in the near future.
- (2) This office is sub-leased from SunEdison.

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In an effort to reduce manufacturing costs and shift manufacturing to locations closer to our customers, in 2009 we committed to terminate certain of our manufacturing operations at our facility located in St. Peters, Missouri. We ceased all manufacturing at our St. Peters facility in 2012 except for 150mm crystal growing and advanced SOI substrate manufacturing. We have transferred these manufacturing operations to our facility in Ipoh, Malaysia. On February 7, 2014, we determined to commence a plan to consolidate our semiconductor crystal operations. The consolidation will include the transitioning of small diameter crystal activities from our St. Peters facility to our other crystal facilities in Korea, Taiwan and Italy. Our corporate headquarters and certain R&D activities are also expected to continue at our St. Peters facility.

We believe that our existing facilities and equipment are well maintained, in good operating condition and are adequate to meet our current requirements.

Employees

As of September 30, 2014, we had approximately 4,300 employees, approximately 1,400 of whom were unionized at our manufacturing facilities in St. Peters, Missouri; Merano, Italy; Novara, Italy; Utsunomiya, Japan; and Cheonan, South Korea. In various countries, local law also requires our participation in works councils. We have not experienced any material work stoppages at any of our facilities due to labor union activities in recent years. We believe our relations with our employees are good.

Legal Proceedings

We are involved in various legal proceedings, claims, investigations and other legal matters which arise in the ordinary course of business. Although it is not possible to predict the outcome of these matters, we believe that the ultimate outcome of our pending legal proceedings, individually and in the aggregate, will not have a material adverse effect on our business, financial condition or results of operations.

In May 2008, S.O.I.TEC Silicon on Insulator Technologies S.A., or Soitec, and Commissariat A L Energie Atomique, or CEA, filed a complaint against us in the U.S. District Court for the District of Delaware (Civil Action No. 08-292) which, as amended, alleges infringement by us of four U.S. patents related to SOI technology and requested damages and an injunction. We filed a counterclaim against Soitec for infringement of one of our U.S. patents. For further discussion, see Note 11 to the audited combined financial statements included elsewhere in this prospectus. In November 2013, we, Soitec and CEA entered into a settlement agreement to resolve all outstanding claims and disputes relating to this litigation matter. In connection with the settlement agreement, we and Soitec also entered into (i) a patent cross-licensing agreement, pursuant to which certain patents owned by each party relating to SOI technologies will be licensed to the other party for research and development purposes, and (ii) a supply agreement, pursuant to which we will manufacture and sell to Soitec certain silicon wafer products at a discounted price. The settlement included no upfront payment. However, in the event Soitec does not purchase a sufficient amount of wafers under the cross-license to receive the discount, then we may pay Soitec the maximum amount of \$350,000 in any future year.

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The following table sets forth information regarding our directors and executive officers.

Name	Age	Position/Title
Shaker Sadasivam	54	President, Chief Executive Officer and Director
Jeffrey L. Hall	47	Executive Vice President Finance & Administration and Chief Financial Officer
William J. Dunnigan	56	Senior Vice President and General Manager
John A. Kauffmann	58	Senior Vice President Global Sales
Douglas G. Wilson	49	Senior Vice President and General Manager
Antonio R. Alvarez	58	Director
Gideon Argov	58	Director
Michael F. Bartholomeusz	46	Director
Jeffrey A. Beck	51	Director
Justine F. Lien	52	Director
Brian A. Wuebbels	42	Director
Abdul Jabbar Bin Karam Din	44	Director

Ages shown above are as of September 30, 2014. The following is a brief description of the business experience of each of the persons listed above.

Dr. Shaker Sadasivam has served as our President and Chief Executive Officer and a director since December 2013 and as SunEdison's Executive Vice President and President Semiconductor Materials since October 2009 and Senior Vice President, Research and Development from July 2002 to September 2009. Prior to that time, Dr. Sadasivam served in various positions for SunEdison, including as President of MEMC Japan Ltd., SunEdison's Japanese subsidiary, from April 2002 to June 2002, as Director, Worldwide Operations Technology from July 2000 to March 2002, as Director, Technology for MEMC Korea Company, SunEdison's South Korean subsidiary, from July 1999 to June 2000, and in positions in the manufacturing technology group from September 1997 to June 1999.

Mr. Sadasivam's extensive experience working in our business, including as the President of our business under SunEdison, allows him to advise our board of directors on management's perspective with respect to a full range of issues affecting our company.

Jeffrey L. Hall has served as our Executive Vice President Finance & Administration and Chief Financial Officer since December 2013. Prior to joining our company, Mr. Hall served as the Executive Vice President and Chief Financial Officer for Express Scripts Holding Company from April 2008 to July 2013. Prior to joining Express Scripts, Mr. Hall was with KLA-Tencor Corporation since 2000 in various leadership positions with increasing roles and responsibilities, including serving as Senior Vice President and Chief Financial Officer from January 2006 to March 2008. Prior to joining KLA-Tencor, Mr. Hall held various financial leadership roles in the resort and global telecommunications industries.

William J. Dunnigan has served as our Senior Vice President and General Manager since May 2014 and served as SunEdison's Vice President & General Manager since July 2013. Mr. Dunnigan joined SunEdison in December 2010 as Vice President Supply Chain, Semiconductor Materials, a position he held until June 2013. Previously, Mr. Dunnigan served as Senior Vice President, Wafer Fabrication of Cypress Semiconductor from June 2006 to March 2009. Mr. Dunnigan started his career at Motorola/Freescale Semiconductor, where he worked for 26 years in a

variety of roles until August 2005, including process engineering, manufacturing and operations management, Corporate Vice President, Wafer Manufacturing and Vice President and General Manager of the Computing Platform Division.

John A. Kauffman has served as our Senior Vice President Global Sales since October 10, 2014. Most recently, Mr. Kauffmann held various Vice President positions with SunEdison Semiconductor Limited, encompassing Business Development as well as Sales in Europe, North America, and Singapore. Previously, he

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served as a Senior Vice President for Worldwide Sales, Customer Service and Marketing of SunEdison (formerly MEMC Electronic Materials Inc.) from October 2004 through November 2010. He also served as SunEdison's Vice President, Marketing from August 2003 to October 2004 and Acting Vice President of Sales and Marketing from March 2003 to August 2003. Mr. Kauffmann served as Director for Segment Marketing of MEMC Electronic Materials Inc. from August 2002 to February 2003 and as the Commercial Manager for the 300mm business unit from June 2000 to July 2002. From 1995 to 2001, he served as Technology Director of Taisil Electronic Materials, MEMC's joint venture in Taiwan. In 2001, he returned to MEMC's Corporate Headquarters in St. Peters to work as Director of Product Marketing. From September 1994 to May 2000, Mr. Kauffmann held various positions with MEMC in Taiwan including Technical Director, Taiwan from September 1994 to December 1997, Director of Operations from December 1997 to April 1999, and Director, Foundry Marketing from April 1999 to May 2000. From February 1980 to August 1994, Mr. Kauffmann held manufacturing positions in one of MEMC's U.S. manufacturing plants.

Douglas G. Wilson has served as our Senior Vice President and General Manager since May 2014 and served as SunEdison's Vice President and General Manager since August 2012. Prior to that time, Mr. Wilson served as SunEdison's Vice President of Global Operations from August 2011 to July 2012, and as SunEdison's Senior Director of the Product Management/Marketing group from June 2009 to July 2011. Previously, Mr. Wilson held various leadership positions in Quality Engineering, Operations, Scheduling, Capacity Planning, Capital Expansion, Business Unit Management, Site Management, Product Management and Product Marketing since joining SunEdison in 1996. Prior to his arrival at SunEdison, Doug served as an A-6 and FA-18 pilot in the U.S. Navy. In addition to his operational aviation role, he also held a variety of positions in the U.S. Navy in aircraft maintenance, aircrew training and weapons systems management, ultimately serving as a Navy Flight Test Director for advanced weapons systems.

Antonio R. Alvarez has served as one of our directors since May 2014. Mr. Alvarez has served as the Chief Operating Officer of Aptina Imaging, an imaging technology company, since 2012. Prior to joining Aptina Imaging, Mr. Alvarez served as Chief Operating Officer of Advanced Analogic Technologies from October 2010 to 2012 and Chief Executive Officer of Leadis Technology from November 2005 to September 2009. Mr. Alvarez also served as Senior Vice-President of the Memory Products Division as well as Research & Development at Cypress Semiconductor prior to 2005. Mr. Alvarez also serves on the board of directors of SunEdison, Inc. (NYSE: SUNE) ChipMOS Technologies (Bermuda) Ltd. (Nasdaq: IMOS), a leading independent provider of semiconductor testing and assembly services to customers in Taiwan, Japan and the United States. Mr. Alvarez brings to our board of directors extensive leadership and operations experience as a senior executive of several technology companies, as well as deep insights into the industry in which we operate from serving on the board of directors of a public company operating in the semiconductor industry.

Gideon Argov has served as one of our directors since May 2014. Mr. Argov has served as an Advisory Director to Berkshire Partners since May 2013. Mr. Argov previously served as Chief Executive Officer of Entegris, a global provider of materials and components to the semiconductor and electronics industries from 2004 to 2012 and as a Managing Director of Parthenon Capital from 2001 to 2004. Previously, he served for nine years as Chairman and Chief Executive Officer of Kollmorgen, a factory automation and electro-optical systems provider. Mr. Argov served for four years as a combat officer and Company Commander in the armored corps of the Israel Defense Forces. Mr. Argov is also a director of J.M. Huber Corporation and Servotronics and a member of the Council on Foreign Relations and the International Council of the Belfer Center at the John F. Kennedy School of Government. Additionally, Mr. Argov is involved in numerous non-profit organizations including Beth Israel Deaconess Medical Center in Boston and the Inter-Disciplinary Center (IDC) in Herzliya, Israel where he founded the Shlomo Argov Fellows Program for public sector leadership. Mr. Argov brings to our board of directors significant leadership experience as the former chief executive officer of two companies, including one that operates in the semiconductor industry, and financial expertise as a managing partner or advisor to leading private investment firms.

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Michael F. Bartholomeusz has served as one of our directors since May 2014. Dr. Bartholomeusz has served as Chief Executive Officer and as a member of the Board of Directors of HZO Inc., a privately-held thin film nanotechnology company, since July 2013. Prior to joining HZO Inc., Dr. Bartholomeusz served as Managing Partner of Apex Management Partners, a firm providing advisory services in the fields of technology, business development and strategic transactions, from 2007 to June 2013, and as Chief Executive Officer and member of the Board of Directors of AQT Solar, a privately-held producer of thin-film solar products, from 2008 to December 2012. Previously, Dr. Bartholomeusz spent 11 years in various positions at WC Heraeus, GmbH, a company with holdings in the electronics, medical and materials industries, most recently as Executive Vice President and Division Manager. Dr. Bartholomeusz also serves on the board of directors of Banyan Energy Inc., a privately-held solar energy company. He previously served on the board of directors of Inner Mongolia Electrolyte Metals and Powders Co., a privately held Chinese company, and on the boards of directors of subsidiaries of Heraeus in Japan and Singapore. Dr. Bartholomeusz brings to our board of directors extensive leadership experience as a senior executive of several technology-based companies, as well as global experience in regions and countries outside the United States including Europe, Japan, Singapore, Taiwan, India and China through his work with Heraeus and Inner Mongolia Electrolyte Metals and Powders.

Jeffrey A. Beck has served as one of our directors since May 2014. Mr. Beck served as Chief Operating Officer of iRobot Corporation, a leading provider of robots to the consumer and defense and security markets, from April 2012 to December 2013, and as President of its Home Robot Division from March 2009 to March 2012. Prior to joining iRobot, Mr. Beck was with AMETEK corporation, a manufacturer of electronic instruments and electromechanical devices, from 2004 to 2009, most recently as Senior Vice President and General Manager, Aerospace and Defense. From 1999 to 2004, Mr. Beck held management positions at two divisions of Danaher Corporation. Mr. Beck began his career at Emerson Electric Corporation, holding various engineering and sales positions from 1989 to 1999. Mr. Beck currently serves on the board of directors of Fiber Optic Components, a privately-held company. Mr. Beck's qualifications to serve on our board include extensive leadership and operational experience from his senior management positions at technology-based companies.

Justine F. Lien has served as one of our directors since May 2014. Ms. Lien has served on the board of directors and as chair of the audit committee and a member of the nominating and corporate governance committee of Avago Technologies Limited (Nasdaq: AVGO) since 2008. Previously, Ms. Lien served as the Chief Financial Officer, Vice President of Finance, Treasurer and Secretary of Integrated Circuit Systems, Inc., from May 1999 to September 2005 when ICS merged with Integrated Device Technologies, Inc., following which Ms. Lien retired. She joined ICS in 1993 holding titles including Director of Finance and Administration and Assistant Treasurer. Ms. Lien served as a director of Techwell, Inc. from January 2006 until July 2010, where she also served as the chairperson of the audit committee. Ms. Lien holds a B.A. degree in accounting from Immaculata College and an M.T. degree in taxation from Villanova University, and is a certified management accountant. Ms. Lien's qualifications to serve on our board include her career in senior financial management positions with, and on the board of directors of, semiconductor companies, and her education and training as an accounting professional.

Brian A. Wuebbels has served as one of our directors since May 2014. Mr. Wuebbels serves as the Executive Vice President and Chief Financial Officer of SunEdison, a position he has held since May 2012. Prior to that time, Mr. Wuebbels served as SunEdison's Vice President and General Manager Balance of System Products from January 2012 to April 2012, Vice President and General Manager, Solar Wafer Manufacturing from February 2010 to December 2011, Vice President of Financial Planning and Analysis from January 2009 to January 2010 and Vice President Operations Finance from August 2007 to December 2009. Prior to joining SunEdison, Wuebbels served as Vice President and Chief Financial Officer of Honeywell's Sensing and Controls Business from August 2005 to July 2007 and Vice President of Financial Planning and Analysis for Honeywell's Transportation Systems Strategic Business Group from March 2003 to July 2005. Mr. Wuebbels previously spent 10 years at General Electric in various

senior finance and operations roles around the world. Mr. Wuebbels extensive experience working in our business, including as the Executive Vice President and Chief Financial Officer of SunEdison, allows him to advise our board of directors on a wide range of management and financial issues pertinent to SSL.

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Abdul Jabbar Bin Karam Din has served as one of our directors since May 2014. Mr. Jabbar has served as the head of the corporate and transactional practice and as an executive committee partner at Rajah & Tann LLP, a Singapore law firm, since March 1, 2014. Previously, Mr. Jabbar served as an equity partner of Rajah & Tann LLP from January 2008 to March 2014. Mr. Jabbar currently serves as a director for R&T Corporate Services Pte Ltd, a privately-held company, and as a member of the Singapore Academy of Law and the Law Society of Singapore. Mr. Jabbar's qualifications to serve on our board include his extensive knowledge of Singapore law from his almost 21-year career practicing corporate and transactional law, as well as his legal experience in other regions in which we operate, including South East Asia.

Controlled Company

We are currently a controlled company for purposes of the NASDAQ Global Select Market rules. Controlled companies under those rules are companies of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. Upon the completion of this offering, SunEdison's ownership in us will be reduced to approximately 36.2%, or 33.2% if the underwriter exercises in full its option to purchase additional shares. As a result, we will no longer be a controlled company under the rules of the NASDAQ Global Select Market. Subject to the phase-in periods under those rules, we will be required to have a board of directors consisting of a majority of independent directors and nominating and compensation committees consisting of entirely independent directors. We believe that Messrs. Alvarez, Argov, Bartholomeusz and Beck and Ms. Lien are independent directors as defined by the NASDAQ Global Select Global Market rules. As a result, our board of directors currently consists of a majority of independent directors. In addition, our Compensation Committee consists entirely of independent directors and one member of our Nominating and Corporate Governance Committee is an independent director. Under the phase-in rules of the NASDAQ Global Select Market, our Nominating and Corporate Governance Committee will be required to consist of a majority of independent directors within 90 days following the completion of this offering and to consist solely of independent directors within one year following the completion of this offering. In addition, we will not be required to maintain a majority of independent directors on our board or an entirely independent Compensation Committee until one year following this offering. If we elect to utilize these phase-in periods, our shareholders may not have the same protections afforded to shareholders of companies which do not utilize the controlled company exceptions or these phase-in periods.

The Sarbanes-Oxley Act and NASDAQ Global Select Market rules require that our Audit Committee be composed of at least three members, one of whom was required to be independent upon the listing of our ordinary shares on the NASDAQ Global Select Market, a majority of whom were required to be independent within 90 days following our IPO, and each of whom will be required to be independent within one year of our IPO. Our Audit Committee has consisted of a majority of independent directors since our IPO.

Composition of our Board of Directors

Our board consists of eight directors. The authorized number of directors may be changed from time to time by resolution of our board of directors. Vacancies on our board of directors can be filled by resolution of our board of directors. Subject to any rights applicable to any then outstanding preferred stock, any additional directorships resulting from an increase in the number of directors may only be filled by the directors then in office unless otherwise required by law or by a resolution passed by our board of directors. The term of office for each director will be until his or her successor is elected at our annual general meeting of shareholders or his or her death, resignation or removal, whichever is earliest to occur.

Singapore law requires that at least one of our directors be resident in Singapore. Mr. Jabbar qualifies as our resident Singapore director.

Committees of our Board of Directors

The standing committees of our board of directors are an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of the committees reports to our

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board of directors as they deem appropriate and as our board of directors may request. The composition, duties and responsibilities of these committees are set forth below.

Audit Committee

The Audit Committee is responsible for, among other matters: (1) oversight and review of our financial statements and financial reporting processes; (2) our systems of internal accounting and financial controls and disclosure controls; (3) the qualifications and independence of our independent auditors; (4) the performance of our internal audit function and independent auditors; and (5) compliance with legal and regulatory requirements and codes of conduct and ethics programs established by management and our board of directors.

The Audit Committee consists of Ms. Lien and Messrs. Beck and Wuebbels. We believe that Ms. Lien and Mr. Beck qualify as independent directors according to the rules and regulations of the SEC and the NASDAQ Global Select Market with respect to audit committee membership. We expect to add a third independent director within one year after our IPO, at which time Mr. Wuebbels is expected to leave the Audit Committee. We will then have a fully independent Audit Committee in compliance with the applicable rules and regulations of the NASDAQ Global Select Market.

We also believe that Ms. Lien qualifies as an audit committee financial expert, as such term is defined in Item 401(h) of Regulation S-K. Our board of directors adopted a written charter for the Audit Committee, which is available on our corporate website at www.sunedisonsemi.com. The information on our website is not part of this prospectus.

Compensation Committee

The Compensation Committee is responsible for, among other matters: (1) reviewing and approving all compensation, including incentive compensation and corporate and individual goals and objectives relevant to our chief executive officer and evaluating our chief executive officer's performance in light of those goals and objectives; (2) reviewing and approving the base salaries, incentive compensation and equity-based compensation of our other executive officers; (3) approving all significant compensation or incentive plans for executives, including material changes to all such plans; and (4) having the sole authority to retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser after taking into account certain factors which address the independence of that consultant, counsel or adviser.

The Compensation Committee consists of Messrs. Alvarez, Argov and Bartholomeusz, each of whom we believe qualifies as an independent director. Our board of directors adopted a written charter for the Compensation Committee, which is available on our corporate website at www.sunedisonsemi.com. The information on our website is not part of this prospectus.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for, among other matters: (1) assisting our board of directors by identifying individuals qualified to become members of our board; (2) recommending to our board the director nominees for the next annual general meeting of shareholders or in connection with filling vacancies on our board; (3) recommending to our board our Corporate Governance Guidelines; and (4) leading our board in its annual review of the board's performance.

The Nominating and Corporate Governance Committee consists of Messrs. Alvarez and Sadasivam. We believe Mr. Alvarez qualifies as an independent director. Our board of directors adopted a written charter for the Nominating

and Corporate Governance Committee, which is available on our corporate website at www.sunedisonsemi.com. The information on our website is not part of this prospectus.

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Compensation Committee Interlocks and Insider Participation

No officer or employee has served as a member of our Compensation Committee. None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our board of directors or Compensation Committee.

Risk Oversight

Our board of directors oversees the risk management activities designed and implemented by our management. Our board of directors executes its oversight responsibility for risk management both directly and through its committees. The full board of directors also considers specific risk topics, including risks associated with our strategic plan, business operations and capital structure. In addition, our board of directors receives detailed regular reports from members of our senior management and other personnel that include assessments and potential mitigation of the risks and exposures involved with their respective areas of responsibility.

Our board of directors delegates to the Audit Committee oversight of our risk management process. Our other board committees also consider and address risk as they perform their respective committee responsibilities. All committees report to the full board of directors as appropriate, including when a matter rises to the level of a material or enterprise level risk.

Family Relationships

There are no family relationships between any of our executive officers and directors or director nominees.

Code of Business Conduct

Our board of directors adopted a code of business conduct which applies to all of our employees, officers and directors. Our board of directors also adopted a supplemental code of conduct applicable to senior financial employees. The full text of our codes of business conduct are posted on our website at www.sunedisonsemi.com. If we make any substantive amendments to these codes or grant any waiver from a provision to our chief executive officer, principal financial officer or principal accounting officer, we will disclose the nature of such amendment or waiver on our website or in a report on Form 8-K. The information contained on our website is not part of this prospectus.

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The following section provides compensation information pursuant to the scaled disclosure rules applicable to emerging growth companies under the rules of the SEC and may contain statements regarding future individual and company performance targets and goals. These targets and goals are disclosed in the limited context of our executive compensation program and should not be understood to be statements of management's expectations or estimates of results or other guidance. We specifically caution investors not to apply these statements to other contexts.

Overview

Our Named Executive Officers for 2013, which consist of our principal executive officer and the two other most highly compensated executive officers, are:

Shaker Sadasivam, our President and Chief Executive Officer;

William J. Dunnigan, our Vice President and General Manager; and

Douglas G. Wilson, our Vice President and General Manager.

In 2013, we operated as a business segment of SunEdison and continued to do so until the consummation of the Transactions. As a result, SunEdison determined the 2013 compensation of our employees, including our Named Executive Officers. Unless otherwise stated, the compensation tables and other information set forth below reflect amounts paid or payable or awards granted to our Named Executive Officers by SunEdison under SunEdison's compensation plans and programs. Our Named Executive Officers receive compensation and benefits under our compensation programs and plans, except that certain benefits continue to be provided to our employees, including our Named Executive Officers, by SunEdison pursuant to a transition services agreement. See Certain Relationships and Related Party Transactions Transition Services Agreement.

Because our Named Executive Officers (other than Dr. Sadasivam) were not executive officers of SunEdison, their cash compensation was initially determined by SunEdison's senior management in accordance with the philosophy adopted by the compensation committee of SunEdison's board of directors, but was not specifically determined or reviewed by the compensation committee of SunEdison's board of directors. As a SunEdison executive officer, Dr. Sadasivam's compensation was reviewed and determined by SunEdison's compensation committee, with the advice of that committee's independent consultant.

Summary Compensation Table

The following table presents summary information regarding the total compensation paid to, earned by, and awarded to each of our Named Executive Officers.

Name and principal position	Year	Salary (\$)(1)	Stock awards \$(2)	Option awards \$(2)	Non-equity incentive plan	All other compensation (\$)	Total (\$)
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					compensation		
					(\$)		
Shaker Sadasivam	2013	434,169	-	603,870	432,700(3)	17,881(4)	1,488,620
<i>President and Chief</i>	2012	418,200	-	972,537	287,700	33,888(5)	1,712,325
<i>Executive Officer</i>	2011	409,231	-	950,061	91,500	30,558(6)	1,481,350
William J. Dunnigan	2013	297,920	119,750	114,575	157,301(3)	14,395(4)	703,941
<i>Vice President and General</i>	2012	285,600	19,406	137,144	102,588	14,758(4)	559,496
<i>Manager</i>							
Douglas G. Wilson	2013	248,308	-	343,725	131,106(3)	14,860(4)	737,999
<i>Vice President and General</i>							
<i>Manager</i>							

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- (1) Amounts shown include cash compensation earned and received as well as cash compensation earned but deferred at the election of the executive officer under SunEdison's MEMC Retirement Savings Plan.
- (2) All option awards reflected in the table are non-qualified stock options granted under SunEdison's equity plans, which options are exercisable for shares of common stock of SunEdison. The dollar amounts shown for stock awards represent the aggregate grant date fair value with respect to fiscal 2013 in accordance with FASB ASC Topic 718, excluding the effect of forfeitures related to service-based conditions. The dollar amounts shown for option awards represent the aggregate grant date fair value with respect to fiscal 2012 and is based upon the highest probable outcome of the performance-based conditions in accordance with FASB ASC Topic 718, excluding the effect of forfeitures related to service-based conditions. These amounts do not reflect whether our Named Executive Officers have actually realized or will realize a financial benefit from the awards. For a discussion of valuation assumptions, see Note 7 to the audited combined financial statements included elsewhere in this prospectus. In addition, in 2012, Messrs. Dunnigan and Wilson participated in a stock option exchange program pursuant to which they exchanged all of their options that had been granted in 2010 and 2011 for new options. The dollar amounts shown for option awards granted to Messrs. Dunnigan and Wilson include the incremental fair value of such options granted in exchange for previously awarded options computed as of the modification date in accordance with FASB ASC Topic 718.
- (3) These amounts represent awards for 2013 performance under SunEdison's short term incentive plan. See 2013 Annual Incentive Plan below for a description of SunEdison's short term incentive plan.
- (4) Amount shown represents contributions by SunEdison to its MEMC Retirement Savings Plan.
- (5) Amount shown represents \$13,296 in contributions by SunEdison to its MEMC Retirement Savings Plan and \$20,592 of accrued paid time off payout.
- (6) Amount shown represents \$15,181 in contributions by SunEdison to its MEMC Retirement Savings Plan and \$15,377 of accrued paid time off payout.

Annual Base Salary

The 2013 base salaries for our Named Executive Officers are:

Named Executive Officer	Base Salary
Shaker Sadasivam	\$ 437,100
William J. Dunnigan	\$ 299,936
Douglas G. Wilson	\$ 250,800

2013 Annual Incentive Plan

SunEdison's 2013 annual incentive plan had two main components: a company milestone component and a personal goal component. The 2013 plan had threshold, target and maximum payouts, based on a combination of the company performance metrics and personal goal metrics. The threshold level of performance for a particular performance goal represented the lowest level of performance for which any bonus would be earned on that performance goal. The maximum level of performance represented the level for which the maximum bonus would be earned for that particular goal, and the target represented the target level of performance. The threshold, target and maximum level for each of our Named Executive Officers was (with target, threshold, and maximum represented as a percent of base salary):

Named Executive Officer	Threshold	Target	Maximum	Actual Annual Incentive Award as a Percentage of Target Award
Shaker Sadasivam	38%	75%	150%	132%
William J. Dunnigan	20%	40%	80%	131%
Douglas G. Wilson	20%	40%	80%	131%

The performance goals were weighted based on their relative importance to achieving SunEdison's overall goals. For 2013, the company milestone component (performance goals) of the plan was based upon achievement of threshold levels of a combination of total cash flow (70%) and operating income (30%). The

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company-based and personal performance metrics account for varying levels of the total potential award under the 2013 annual incentive plan. For Dr. Sadasivam, the company-based metrics accounted for 80% and the personal performance metrics accounted for 20% of his total potential award. For each of Messrs. Dunnigan and Wilson, the company-based metrics accounted for 60% and the personal performance metrics accounted for 40% of his total potential award.

SunEdison's compensation committee determined that 140% of the company goals were reached in 2013. In assessing these awards to be paid to our Named Executive Officers, SunEdison's compensation committee also considered certain additional factors such as the use of non-GAAP measurement of revenue and operating income to be consistent with how SunEdison reports earnings externally. The resulting calculation of the corporate performance portion for the annual incentive plan is summarized in the table below:

2013 Annual Incentive Measure	2013 Performance vs. Measure	Weighted Performance Rating (Company Portion)
Total Cash Flow (70% Weight)	Above Maximum	200%
Operating Income (30% Weight)	Missed Threshold	0%
		140% Corporate Rating

The 140% rating for corporate performance was utilized in addition to the personal ratings achieved by each of our Named Executive Officers to calculate the 2013 annual incentive awards. The actual payout for each Named Executive Officer is set forth above in the Summary Compensation Table in the Non-equity incentive plan compensation column.

Long-Term Incentive (Equity Awards)

In 2013, all of our Named Executive Officers received a long-term incentive grant in the form of stock options under SunEdison's equity plans. The stock options granted to Messrs. Dunnigan and Wilson vest in increments of 25% over four years commencing on the first anniversary of the grant date. The stock options granted to Dr. Sadasivam will be earned, if at all, upon the achievement of one of the increasing SunEdison EBITDA targets that have been established for each of 2013, 2014 and 2015. Once earned, the options will vest on the first anniversary of the date on which the target was achieved. Additionally, Mr. Dunnigan received a long-term incentive grant of restricted stock units, or RSUs, under SunEdison's equity plans, which will vest in increments of 25% over four years commencing on the first anniversary of the grant date.

Health and Retirement Benefits

In 2013, our Named Executive Officers participated in the same broad-based benefit programs offered to other U.S. employees of SunEdison, including healthcare and dental plans, long-term disability insurance, a 401(k) program with a match that is capped by the qualified limit established annually by the Internal Revenue Service and life insurance plans.

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The following table summarizes, for each of our Named Executive Officers, the number of shares of SunEdison restricted stock and the number of shares of common stock of SunEdison underlying outstanding stock options held as of December 31, 2013.

Name	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Awards Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)			Option Exercise Price (\$)	Option Expiration Date (1)	Grant Date of Stock Award	Stock Awards	
			Option	Option	Option				Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)
Shaker Sadasivam	3,025				8.09	7/26/2014	4/20/2010	20,000(3)	261,000	
	6,250				9.43	10/27/2014				
	6,250				11.63	2/16/2015				
	20,000				17.65	7/26/2015				
	9,150				25.66	1/25/2016				
	9,300				29.73	7/25/2016				
	15,000				45.70	1/24/2017				
	20,000				58.31	7/24/2017				
	20,000				69.84	1/23/2018				
	125,000				13.43	1/20/2019				
	100,000				15.71	10/15/2019				
	45,990	107,310(4)			11.63	4/27/2021				
	62,500	187,500(5)			3.45	4/25/2022				
			200,000(6)		1.76	7/24/2022				
			246,000(6)		3.27	9/18/2022				
			150,000(7)		9.58	7/18/2023				
William Dunnigan		24,268(8)			2.77	8/20/2019	12/6/2010	20,000(3)	261,000	
		8,438(5)			3.45	4/25/2022	4/27/2011	2,000(3)	26,100	
			60,000(6)		1.76	7/24/2022	4/25/2012	4,219(9)	55,058	
			49,000(6)		3.27	9/18/2022	7/18/2013	12,500(9)	163,125	
		25,000(5)			9.58	7/18/2023				
Douglas G. Wilson	3,750				8.09	7/26/2014	4/15/2010	1,125(3)	14,681	
	10,000				9.43	10/27/2014	4/20/2010	2,500(3)	32,625	
	2,812	8,438(5)			3.45	4/25/2022	4/27/2011	2,730(3)	35,627	
		60,000(6)			1.76	7/24/2022	4/25/2012	4,219(3)	55,058	
	6,223	12,460(8)			2.77	8/20/2019				

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236	238(8)	2.77	8/20/2019
	74,000(6)	3.27	9/18/2022
	75,000(5)	9.58	7/18/2023

- (1) Except as otherwise indicated, the grant date of all stock option awards is ten years prior to the expiration date.
- (2) Based on SunEdison's closing stock price on December 31, 2013 of \$13.05.
- (3) The RSUs vest in increments of 50% on the third and the fourth anniversaries of the grant date.
- (4) The stock options vest in increments of 10%, 20%, 30% and 40% over four years commencing on the first anniversary of the grant date.
- (5) The stock options vest in increments of 25% over four years commencing on the first anniversary of the grant date.
- (6) The stock option grants made on July 24, 2012 and September 18, 2012 are performance based grants that will vest, if at all, in 33% increments if SunEdison's stock achieves certain target market prices. The option expires on the tenth anniversary of the grant date, provided that if the target market prices are not achieved by the fifth anniversary of the grant date, the option will be cancelled.

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(7) The stock options will be earned, if at all, upon the achievement of one of the increasing SunEdison EBITDA targets that have been established for each of 2013, 2014 and 2015. Once earned, the options will vest on the first anniversary of the date on which the target was achieved.

(8) The stock options were issued in exchange for stock options previously granted in 2010 and 2011 and vest in increments of 33.33% over three years. The grant date of the stock options was seven years prior to the expiration date.

(9) The RSUs vest in increments of 25% over four years commencing on the first anniversary of the grant date.

Pension Plan

Each of Dr. Sadasivam and Mr. Wilson is a participant in SunEdison's defined pension plan, which was amended in January 2002 to freeze the accrued benefit for him and other employees who did not meet certain age and service criteria. As of December 31, 2013, Dr. Sadasivam had 8.3 years of credited service under the plan and the present value of his accumulated benefits was \$88,811. As of December 31, 2013, Mr. Wilson had 5.4 years of credited service under the plan and the present value of his accumulated benefits was \$34,743.

Employment and Post-Termination Arrangements

General

All of our Named Executive Officers are currently employees at will. Other than Dr. Sadasivam, none of our Named Executive Officers currently has an employment agreement with SunEdison or us. In connection with our IPO, we entered into an employment agreement with Dr. Sadasivam described below under Employment Agreement.

Under SunEdison's equity plans, an employee (including our Named Executive Officers) must be terminated without cause or by the employee for good reason within two years following a change in control of SunEdison in order to receive accelerated vesting of stock options and restricted stock units. Under SunEdison's equity plans, good reason is generally considered a material diminution in an employee's duties and responsibilities, a decrease in an employee's base salary or benefits or a relocation of an employee's work location of more than 50 miles.

Under SunEdison's severance policy, each of our Named Executive Officers would receive either 6 months, in the case of Messrs. Dunnigan and Wilson, or 12 months, in the case of Dr. Sadasivam, salary continuation and continuation of healthcare benefits if such executives were terminated (other than for cause). The salary continuation is paid bi-weekly in accordance with SunEdison's regular payroll practices for such periods. Receipt of these payments is conditioned on the employee agreeing to execute a standard general release and waiver and to abide by his or her employee confidentiality and non-compete agreement, which provides for a two-year non-compete and two- (or sometimes three-) year non-solicitation (of SunEdison employees and customers) agreement. SunEdison has not typically accelerated the vesting of the equity awards held by its employees, including its named executive officers, in the event of termination of employment. In connection with our IPO, we adopted a new severance policy with terms similar to the SunEdison severance policy.

Employment Agreement

In connection with our IPO, we entered into a formalized agreement with Dr. Sadasivam, which covers the terms of his employment and severance benefits as follows:

Term; Termination. The employment agreement provides that Dr. Sadasivam has a four-year employment term, commencing following the completion of this offering. The employment term will automatically renew for additional one year terms unless either party provides the other party with a notice of termination at least 60 days prior to the end of the term or renewal term. The

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employment term can also be terminated due to death or disability (as defined in the employment agreement) or by us or Dr. Sadasivam for any reason.

Salary and Bonus. The employment agreement provides for an annual base salary of \$600,000, which will be reviewed annually by our board of directors and may be adjusted upwards in its sole discretion. Dr. Sadasivam is eligible to receive an annual bonus targeted at 100% of Dr. Sadasivam's annual base salary with the potential for awards up to 200% of Dr. Sadasivam's annual base salary, payable pursuant to the terms of the annual incentive plan approved by our board of directors. Pursuant to the terms of his employment agreement, Dr. Sadasivam will also receive a grant of stock options and RSUs in connection with this offering. See Our Anticipated Executive Compensation Program Following this Offering IPO Grant.

Severance Payments. If Dr. Sadasivam's employment is terminated (i) by us without Cause (as defined in the employment agreement) or (ii) by Dr. Sadasivam for Good Reason (as defined in the employment agreement), subject to his execution of a general release and separation agreement, Dr. Sadasivam will be entitled to severance payments in an amount equal to two times his annual base salary, payable in equal installments over a period of twenty-four months, the pro rata portion of his annual bonus earned through the termination date based on our actual performance for the year in which termination occurs and, if such termination occurs within two years after the effective date of the employment agreement, the immediate vesting of any unvested stock option or RSUs granted in connection with this offering.

Confidentiality Covenant. The employment agreement prohibits Dr. Sadasivam from disclosing our confidential information during his employment and at any time thereafter.

Executive Compensation Program

Our Compensation Committee determines the appropriate compensation plans and programs for our executives. Our Compensation Committee reviews and evaluates our executive compensation plans and programs to ensure they are aligned with our compensation philosophy. In addition, our Compensation Committee retains its own compensation consultant to advise the Compensation Committee in its compensation planning decisions. The compensation plans and arrangements for our Named Executive Officers are substantially similar to the plans and arrangements of SunEdison and consist generally of an annual base salary, a short-term annual incentive component, a long-term incentive (equity awards) component and health and retirement benefits component. A summary of the plans and arrangements that our Compensation Committee has adopted is set forth below.

Annual Base Salary

Our independent directors approved the initial annual base salaries for our Named Executive Officers. These annual base salaries for our Named Executive Officers are as follows:

Named Executive Officer	Base Salary
Shaker Sadasivam	\$ 600,000
William J. Dunnigan	\$ 299,936

Douglas G. Wilson

\$ 250,800

2014 Annual Incentive Plan

Our 2014 annual incentive plan is structured similarly to SunEdison's 2013 annual incentive plan described above under Summary Compensation Table 2013 Annual Incentive Plan. The 2014 annual incentive plan has threshold, target and maximum payouts based on the achievement of a combination of

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company performance metrics and personal goal metrics. The threshold level of performance for a particular performance goal represents the lowest level of performance for which any bonus would be earned on that performance goal. The maximum level of performance represents the level for which the maximum bonus would be earned for that particular goal, and the target represents the target level of performance. The SunEdison compensation committee and our independent directors have approved the following threshold, target and maximum levels for each of our Named Executive Officers (with target, threshold and maximum represented as a percentage of base salary):

Named Executive Officer	Threshold	Target	Maximum
Shaker Sadasivam	50%	100%	200%
William J. Dunnigan	20%	40%	80%
Douglas G. Wilson	20%	40%	80%

Long-Term Incentive (Equity Awards)

We expect that our Named Executive Officers and other key executives will receive annual grants of stock options and restricted stock units pursuant to the 2014 Plan in order to align the long-term interests of management with those of our shareholders and incentivize them to manage our business to meet our long-term business goals and create sustainable long-term shareholder value. The terms and amounts of any actual grants made following completion of this offering will be determined by our Compensation Committee in accordance with the terms of the 2014 Plan. See SunEdison Semiconductor Limited 2014 Incentive Plans.

IPO Grants

In connection with the completion of our IPO, our Compensation Committee approved a grant to Dr. Sadasivam of non-qualified options under the 2014 Plan to purchase an aggregate of 384,615 of our ordinary shares, which equaled \$5,000,000 divided by the initial public offering price of \$13.00 per share. The options vest in increments of 25% over four years commencing on the first anniversary of our IPO. In addition, Dr. Sadasivam received a grant of 96,154 RSUs, which equaled \$1,250,000 divided by the initial public offering price of \$13.00 per share. The RSUs vest if our EBITDA for any of the fiscal years ending December 31, 2015, 2016, 2017 or 2018 is \$200.0 million or greater. Pursuant to his employment agreement, if within two years of the effective date of Dr. Sadasivam's employment agreement Dr. Sadasivam's employment is terminated by us without cause or by Dr. Sadasivam with good reason, all unvested stock options and RSUs granted to Dr. Sadasivam in connection with our IPO will vest. See Employment and Post-Termination Arrangements Employment Agreement.

Additionally, in connection with the completion of our IPO and under the 2014 Plan, our Compensation Committee approved equity grants to several other members of our senior management. These grants comprised non-qualified options to purchase an aggregate of 251,281 of our ordinary shares, which equaled \$3,266,653 divided by the initial public offering price of \$13.00 per share, which vest in increments of 25% over four years commencing on the first anniversary of their respective dates of hire, and an aggregate of 62,820 RSUs, which equaled an aggregate of \$816,660 divided by the initial public offering price per share, which vest if our EBITDA for any of the fiscal years ending December 31, 2015, 2016, 2017 or 2018 is \$200 million or greater.

Exchange of Outstanding SunEdison Equity Awards

As a result of this offering, SunEdison will cease to own 50% or more of our outstanding ordinary shares. When this occurs, our employees will be deemed to have a termination of employment from SunEdison

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under its various equity incentive plans and all of their outstanding equity awards with respect to SunEdison stock would be forfeited (in the case of unvested awards) or expire within three months (in the case of vested options) without compensation in accordance with the terms of such plans. In order to minimize the adverse impact of these plans' provisions on our employees, to provide for a fair continuation of the compensation previously granted and to ensure that our employees remain incentivized and committed to the mission and performance of our objectives, we and SunEdison have agreed that 25% of the equity-based compensation awards relating to SunEdison stock that are unvested and held by our employees (including our non-U.S. employees, subject to applicable local laws) will be replaced with adjusted stock options and restricted stock units, as applicable, for our ordinary shares, each of which generally will preserve the value of the original awards determined as of a date on or immediately prior to this offering and will be issued pursuant to the 2014 Plan. The remaining 75% of each of these unvested awards and all vested awards will continue to be held as stock options and restricted stock units, as applicable, for SunEdison common stock. These continuing options and restricted stock units will continue to vest in accordance with their terms, with employment by us to be deemed employment by SunEdison. The options may be exercised, when vested, by our employees in accordance with the terms of the original grant. Vesting terms for any awards relating to our ordinary shares that are substituted for awards originally granted with respect to SunEdison stock generally will remain substantially similar as provided under the original awards, subject to certain adjustments to reflect employment with us.

In connection with the foregoing, we expect to issue options to purchase an aggregate of 461,948 ordinary shares with a weighted-average exercise price of \$5.14 per share and an aggregate of 187,934 restricted stock units, in each case based on applicable SunEdison equity awards outstanding, and our and SunEdison's share prices as of, market close on December 5, 2014. We do not expect that these grants will have a material impact on our stock compensation expense as reflected in prior periods as our historical financial statements include stock-based compensation expenses of SunEdison with respect to the awards held by our employees under these plans.

Health and Retirement Benefits

We provide our Named Executive Officers with benefits that our board of directors believes are reasonable and in the best interests of our company and our shareholders. Our Named Executive Officers participate in broad-based benefit programs substantially similar to those offered to our U.S. employees, including healthcare and dental plans, long-term disability insurance, a 401(k) program with a match that is capped by the qualified limit established annually by the Internal Revenue Service and life insurance plans.

SunEdison Semiconductor Limited 2014 Incentive Plans

In connection with our IPO, we adopted the 2014 Plan and the SunEdison Semiconductor Limited 2014 Non-Employee Director Incentive Plan, or the 2014 Director Plan, the material terms of which are summarized below. We collectively refer herein to the 2014 Plan and the 2014 Director Plan as the 2014 Incentive Plans.

2014 Plan

The purposes of the 2014 Plan are to enable us to attract and retain individuals who will contribute to our long-term success, motivate key personnel to produce a superior return to our shareholders by offering such individuals an opportunity to realize stock appreciation, by facilitating share ownership, and by rewarding them for achieving a high level of corporate performance and promote the success of our business. Eligibility to participate in the 2014 Plan is limited to our and our subsidiaries' employees (including officers and directors who are employees), non-employee directors who are not affiliated with SunEdison, and consultants. The 2014 Plan provides for the grant of non-qualified stock options, incentive stock options (within the meaning of Internal Revenue Code Section 422), stock

appreciation rights, restricted stock, restricted stock units, performance shares or any other cash or stock based award.

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2014 Director Plan

The purposes of the 2014 Director Plan are to enable us to attract, motivate and retain qualified and experienced individuals who may perform services for us as non-employee directors, to compensate them for their contributions to our long-term growth and profits and to encourage them to acquire a proprietary interest in our success. The 2014 Director Plan provides for the grant of non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares or any other cash or stock based award.

Summary of Material Terms of 2014 Incentive Plans

The terms of the 2014 Plan and the 2014 Director Plan are substantially the same. The material terms of the 2014 Incentive Plans are as follows:

Shares Subject to the 2014 Incentive Plans. The maximum aggregate number of shares that may be issued under the 2014 Plan is 10,000,000 ordinary shares, provided that no more than 10,000,000 ordinary shares may be reserved for incentive stock options, while the maximum number of shares that may be issued under the 2014 Director Plan is 1,000,000 ordinary shares. These limitations shall not apply to any dividends paid in cash in connection with outstanding awards, to any stock option or other awards that are granted through the settlement, assumption or substitution of outstanding awards previously granted or through obligations to grant future awards as a result of a merger, consolidation or acquisition of the employing company with or by us or to the shares underlying any award that is to be settled in cash. To the extent any stock option or other stock award granted under either 2014 Incentive Plan is forfeited, cancelled, terminated, expires or lapses without having been exercised or paid in full, the shares subject to such awards will become available for future grant or sale under the applicable 2014 Incentive Plan. However, any shares not issued or delivered as a result of the net settlement of an outstanding stock appreciation right or stock option, shares used to pay the exercise price or withholding taxes related to an outstanding stock appreciation right or stock option, or shares repurchased on the open market with the proceeds of a stock option exercise price will not be available for issuance under the 2014 Incentive Plans.

Award Limitations. During the course of any calendar year, under the 2014 Plan, no participant may be granted stock options and stock appreciation rights with respect to more than 1,500,000 ordinary shares in the aggregate, any other awards with respect to more than 1,500,000 ordinary shares in the aggregate (or, in the event such award denominated or expressed in terms of number of ordinary shares is paid in cash, the equivalent cash value thereof), any cash bonus award not denominated or expressed in terms of number of ordinary shares with a value that exceeds \$3,000,000 in the aggregate or with respect to performance-based awards pursuant to Internal Revenue Code Section 162(m) that, in the aggregate, exceeds 1,500,000 ordinary shares. During the course of any calendar year, under the 2014 Director Plan, no participant may be granted stock options and stock appreciation rights with respect to more than 50,000 ordinary shares in the aggregate, any other awards with respect to more than 75,000 ordinary shares in the aggregate (or, in the event such award denominated or expressed in terms of number of ordinary shares is paid in cash, the equivalent cash value thereof) or any cash bonus award not denominated or expressed in terms of number of ordinary shares with a value that exceeds \$200,000 in the aggregate.

Plan Administration. Our Compensation Committee administers the 2014 Incentive Plans. Our board of directors has the authority to amend and modify the 2014 Incentive Plans, subject to any shareholder approval required by law or exchange rules. Subject to the terms of our 2014 Incentive Plans, our Compensation Committee has the authority to determine the terms, conditions and restrictions, including vesting terms, the number of ordinary shares subject to an award and the performance measures applicable to awards granted under the 2014 Incentive Plans, amend

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any outstanding awards and construe and interpret the 2014 Incentive Plans and the awards granted thereunder. Under the 2014 Incentive Plans, our Compensation Committee also has the ability to delegate its authority to one or more officers of the Company with respect to awards that do not involve covered employees (within the meaning of Internal Revenue Code Section 162(m)) or directors or officers within the meaning of Section 16 of the Exchange Act so long as the Compensation Committee specifies the maximum number of ordinary shares that may be awarded to any single participant.

Stock Options and Stock Appreciation Rights. Our Compensation Committee may grant non-qualified stock options and stock appreciation rights under the 2014 Incentive Plans and incentive stock options under the 2014 Plan, provided that incentive stock options can only be granted to employees. Generally, the exercise price of stock options and stock appreciation rights will be fixed by the Compensation Committee and set forth in the award agreement, but in no event will the exercise price be less than 100% of the grant date fair market value of our ordinary shares. The term of a stock option or stock appreciation right may not exceed ten years; provided, however, that an incentive stock option held by an employee who owns more than 10% of all of our classes of stock, or of certain of our affiliates, may not have a term in excess of five years and must have an exercise price of at least 110% of the grant date fair market value of our ordinary shares. Upon a participant's termination of service for any reason other than cause, death or disability, the participant may exercise his or her option during the time period ending on the earlier of three months after such termination date or the term of the option. Upon a participant's termination of service for death or disability, the participant (or his or her estate as applicable) may exercise his or her option during the time period ending on the earlier of 12 months after such termination date or the term of option. If a participant is terminated for cause, then all outstanding options (whether or not vested) shall immediately terminate and cease to be exercisable. Subject to the provisions of our 2014 Incentive Plans, our Compensation Committee will determine the remaining terms of the stock options and stock appreciation rights.

Restricted Stock and Restricted Stock Unit Awards. Our Compensation Committee decides at the time of grant whether an award will be in restricted stock or restricted stock units. The committee also determines the number of shares subject to the award, vesting and the nature of any performance targets. Subject to the terms of award agreement, the recipient of restricted stock has voting rights and is entitled to receive dividends with respect to his or her shares of restricted stock. The recipient of restricted stock units does not have voting rights and is not entitled to receive dividends.

Performance Shares and Performance-Based Awards. Our Compensation Committee determines the value of any performance-based award (including performance shares), the vesting and nature of the performance measures and whether the performance award is denominated or settled in cash, in our ordinary shares or in a combination of both. Under the 2014 Plan, the performance goals applicable to a particular award will be determined by our Compensation Committee no later than 90 days after the applicable service period has commenced; provided, however in no event will such performance goals be established after 25% of the service period to which such performance goals relate have elapsed. In addition, under the 2014 Plan, the performance goals will be objective and will include one or more of the following company-wide, affiliate, parent, subsidiary, division, business unit, corporate group or individual measures: revenue or revenue growth, diversity, economic value added, index comparisons, earnings or net income (before or after taxes), operating margin, peer company comparisons,

productivity, profit margin, return on revenue, return on investment, return on capital, sales growth, return on assets, stock price, earnings per share, cash flow, free cash flow, working capital levels, working capital as a percentage of sales, days sales outstanding, months on hand, days payables outstanding, production levels or services levels, market share, costs, debt to equity ratio, net revenue or net

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revenue growth, gross revenue, base-business net sales, total segment profit, EBITDA, adjusted diluted earnings per share, earnings per share, gross profit, gross profit growth, adjusted gross profit, net profit margin, operating profit margin, adjusted operating profit, earnings or earnings per share before income tax (profit before taxes), net earnings or net earnings per share (profit after tax), compound annual growth in earnings per share, pretax income, expenses, capitalization, liquidity, results of customer satisfaction surveys, quality, safety, cost management, process improvement, inventory, total or net operating asset turnover, operating income, total shareholder return, compound shareholder return, return on equity, return on invested capital, pretax and pre-interest expense return on average invested capital, which may be expressed on a current value basis, or sales growth, marketing, operating or workplan goals. Under the 2014 Director Plan, any performance goals applicable to an award will be established by the Compensation Committee and relate to one or more business criteria as determined in the sole discretion of the committee. The applicable award agreement may provide for acceleration or adjustments to the performance targets.

Vesting. Any awards that are subject solely to time vesting shall not vest more rapidly than ratably over a period three years beginning on the first anniversary of the grant date, and any awards that are subject solely to performance vesting shall not vest more rapidly than immediately on the first anniversary of the grant date. Subject to the limitations set forth in the 2014 Incentive Plans, our Compensation Committee determines the vesting terms (including any performance targets) governing each award at the time of the grant.

Dividends. Subject to the terms of the 2014 Incentive Plans, no dividends will be payable with respect to outstanding stock options or stock appreciation rights, restricted stock units or unearned performance-based awards. Our Compensation Committee in its sole discretion may provide in the applicable award agreement that holders of performance shares be entitled to dividends to the extent such performance shares are earned.

Transferability of Awards. Except as otherwise permitted by the Compensation Committee, the 2014 Incentive Plans do not allow awards to be transferred; provided, however, that an award agreement may permit an award to be transferable by will or by the laws of inheritance or to a designated beneficiary following the participant's death.

Adjustment for Changes in Capitalization. If any fundamental change occurs to impact our capitalization, including a dissolution or liquidation of us, sale of substantially all of our assets, merger or consolidation of us with or into any other entity, reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, stock combination or exchange, rights offering, spin-off or other relevant change, appropriate adjustments will be made in the number, type and price of shares subject to each outstanding award, as well as to the share limitations contained in the 2014 Incentive Plans.

Change in Control. Upon a change in control (as defined in the 2014 Plan) an award may be treated, to the extent determined by our Compensation Committee to be permitted under Internal Revenue Code Section 409A, in accordance with one of the following methods as determined by our Compensation

Committee in its sole discretion: (i) upon at least 10 days advance notice to the affected participants, cancel any outstanding awards and pay to the holders thereof, in cash or stock, or any combination thereof, the value of such awards based upon the price per ordinary share received or to be received by other shareholders of the Company in such change in control; or (ii) provide for the assumption of or the issuance of substitute awards that will substantially preserve the otherwise applicable terms of any affected awards previously granted under the 2014 Incentive Plans, as determined by the Committee in its sole discretion. Unless otherwise provided in the applicable award agreement, in the event of a participant is terminated without cause (or, in

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the case of the 2014 Plan, for good reason) during the 12-month period following a change in control, all options and stock appreciation rights will become immediately exercisable and all other awards will immediately vest.

Acceleration. Notwithstanding the terms of the applicable award agreement, our Compensation Committee has the power to accelerate the time at which an award may first be exercised or the time during which an award, or any part thereof, will vest in accordance with the 2014 Incentive Plans.

Amendment, Modification or Termination of the 2014 Incentive Plans. Our board of directors has the authority to amend, modify, terminate or suspend the 2014 Incentive Plans or amend any or all of the applicable award agreements made pursuant to each 2014 Incentive Plan to the extent permitted by law, subject to any shareholder approval required by law or exchange rules; provided that no termination, suspension or modification of either 2014 Incentive Plan may materially or adversely affect any right acquired by any award recipient prior to such termination, suspension or modification. Each 2014 Incentive Plan will terminate on the ten-year anniversary of its approval by our board of directors, unless terminated earlier pursuant to the terms of the applicable 2014 Incentive Plan.

Risk Assessment and Compensation Practices

SunEdison's management assessed and discussed with SunEdison's board of directors the compensation policies and practices for its employees as they relate to its overall risk management, including in relation to our business. Based upon this assessment, we believe that any risks arising from such policies and practices are not reasonably likely to have a material adverse effect on us.

Director Compensation

Our directors who are not employees of us or SunEdison receive the following fees for their service on our board of directors and its committees:

\$50,000 annual board of directors cash retainer;

\$50,000 additional cash retainer for the chairman of the board of directors;

\$20,000 additional cash retainer for the chairman of the Audit Committee and \$7,500 additional cash retainer for each member of the Audit Committee; and

\$12,500 additional cash retainer for the chairman of the Compensation Committee and \$5,000 additional cash retainer for each member of the Compensation Committee.

In addition, our independent directors will be awarded RSUs for ordinary shares on an annual basis (as of the date of the annual shareholder meeting each year) in connection with their board service. Each year, RSUs are to be awarded in an amount such that the number of underlying ordinary shares has a total value of \$150,000 on the date the award is granted (rounded to the nearest 100 ordinary shares), which vest on the first anniversary of the grant date. For newly

elected or appointed independent directors that become directors on a date other than the date of the annual general meeting of shareholders, such directors would receive RSUs for a pro rata portion of the \$150,000 total value. For our non-employee directors that are also directors of SunEdison, the annual grant will be reduced by 50% for so long as SunEdison owns more than 50% of our ordinary shares (i.e. such directors will receive an annual grant of \$75,000 in RSU grant value). Additionally, the fees such directors receive from us for serving as a chair or member of any committee of our board of directors will be reduced by 50% so long as SunEdison owns more than 50% of our ordinary shares.