

Tower Semiconductor Reports Record Revenues and Strong Margins Growth

Third quarter 2021 with 25% total and 40% organic year over year revenue growth

Further Expansion Guided for Fourth Quarter Indicating over \$1.6 Billion Annual Revenue Run Rate

MIGDAL HAEMEK, ISRAEL – November 8, 2021 – Tower Semiconductor (NASDAQ: TSEM & TASE: TSEM) reports today its results for the third quarter ended September 30, 2021.

Highlights

- Third quarter revenue of \$387 million, reflecting another quarter of record revenue for the company, with year over year 40% organic growth and 25% total growth.
- Significant year over year (YoY) and quarter over quarter (QoQ) dollar increases in gross profit (60% YoY, 16% QoQ), operating profit (131% YoY, 30% QoQ), and net profit (157% YoY, 27% QoQ).
- Record cash from operations of \$107 million for the third quarter, demonstrating significant year over year growth of 56% and 15% quarter over quarter, with record shareholders' equity as of September 30, 2021.
- Net profit of \$39 million for the third quarter, resulting in \$0.36 basic and diluted earnings per share and adjusted net profit of \$45 million, resulting in adjusted basic and diluted earnings per share of \$0.42 and \$0.41, respectively.
- Guides mid-range revenue for 2021 fourth quarter of \$410 million, demonstrating fourth quarter year over year 19% total growth and 26% organic growth.

Mr. Russell Ellwanger, Chief Executive Officer of Tower Semiconductor, **stated**: "We are pleased that our strong business planning, followed by our operational execution on capacity expansion initiatives enable us to benefit from current market conditions and to have multiple corridors for revenue and margins increases for the next years. We have strong assurance of growth continuity due to the specific high value markets we chose to participate in, where we have strong customer relationships and mutual market positioning."

Ellwanger further commented: "We guided to end 2021 breaking \$1.5 billion revenue with a fourth quarter annualized run rate greater than \$1.6 billion, as compared to a \$1.27 billion 2020 revenue. Our initiatives on capacity growth with a richer capability mix, combined with certain pricing initiatives, target more than 15% net profit margins in 2022. Our long-term forecast is very positive, indicating continuous growth for the foreseeable years."

Third Quarter of 2021 Results Overview

Revenue for the third quarter of 2021 was \$387 million, the highest quarterly revenue in the Company's history, as compared to \$310 million in the third quarter of 2020, reflecting 25% year over year growth. Organic revenue for the third quarter of 2021, defined as total revenue excluding revenues from Nuvoton in the Japanese fabs and from Maxim in the San Antonio fab, grew by 40% year over year.

Gross profit for the third quarter of 2021 was \$85 million, 60% higher than \$53 million recorded in the third quarter of 2020 and 16% higher than \$74 million recorded in the second quarter of 2021.

Operating profit for the third quarter of 2021 was \$44 million, more than double the \$19 million recorded in the third quarter of 2020 and 30% higher than \$34 million recorded in the second quarter of 2021.

Net profit for the third quarter of 2021 was \$39 million, or \$0.36 basic and diluted earnings per share, more than double the net profit of \$15 million or \$0.14 basic and diluted earnings per share recorded in the third quarter of 2020. This net profit of \$39 million is 27% higher than \$31 million recorded in the second quarter of 2021, which represented \$0.29 basic earnings per share and \$0.28 diluted earnings per share.

Adjusted Net profit for the third quarter of 2021 was \$45 million (as reconciled in the tables below), resulting in adjusted basic and diluted earnings per share of \$0.42 and \$0.41, respectively, as compared to adjusted basic and diluted earnings per share of \$0.18 and \$0.18, respectively for the third quarter of 2020, and as compared to adjusted basic and diluted earnings per share of \$0.34, respectively for the second quarter of 2021.

Cash flow generated from operating activities in the third quarter of 2021 was \$107 million with investment in fixed assets of \$88 million, net. In addition, in the third quarter of 2021, the company repaid \$29 million of its debt.

Business Outlook

Tower Semiconductor guides revenue for the fourth quarter of 2021 to be \$410 million, with an upward or downward range of 5%. Mid-range revenue guidance represents fourth quarter year over year 19% total growth and 26% organic growth.

Teleconference and Webcast

Tower Semiconductor will host an investor conference call today, Monday, November 8, 2021, at 10:00 a.m. Eastern time (9:00 a.m. Central time, 8:00 a.m. Mountain time, 7:00 a.m. Pacific time and 5:00 p.m. Israel time) to discuss the company's financial results for the third quarter of 2021 and its outlook.

This call will be webcast and can be accessed via Tower Semiconductor's website at <u>www.towersemi.com</u> or by calling 1-888-642-5032 (U.S. Toll-Free), 03-918-0610 (Israel), +972-3-918-0610 (International). For those who are not available to listen to the live broadcast, the call will be archived on Tower Semiconductor's website for 90 days.

The Company presents its financial statements in accordance with U.S. GAAP. The financial information included in the tables below includes unaudited condensed financial data. Some of the financial information in this release and/ or in related public disclosures or filinas with respect to the financial statements and/ or results of the Company, which we describe in this release as "adjusted" financial measures, are non-GAAP financial measures as defined in Regulation G and related reporting requirements promulgated by the Securities and Exchange Commission as they apply to our Company. These adjusted financial measures are calculated excluding one or both of the following: (1) amortization of acquired intangible assets and (2) compensation expenses in respect of equity grants to directors, officers, and employees. These adjusted financial measures should be evaluated in conjunction with, and are not a substitute for, GAAP financial measures. The tables also present the GAAP financial measures, which are most comparable to the adjusted financial measures, as well as a reconciliation between the adjusted financial measures and the comparable GAAP financial measures. As used and/or presented in this release and/or in related public disclosures or filings with respect to the financial statements and/or results of the Company, as well as calculated in the tables herein, the term Earnings Before Interest Tax Depreciation and Amortization (EBITDA) consists of net profit in accordance with GAAP, excluding financing and other income (expense), net, taxes, non-controlling interest, depreciation and amortization expense and stock-based compensation expense. EBITDA is reconciled in the tables below from GAAP operating profit. EBITDA is not a required GAAP financial measure and may not be comparable to a similarly titled measure employed by other companies. EBITDA and the adjusted financial information presented herein and/ or in related public disclosures or filings with respect to the financial statements and/ or results of the Company, should not be considered in isolation or as a substitute for operating profit, net profit or loss, cash flows provided by operating, investing and financing activities, per share data or other profit or cash flow statement data prepared in accordance with GAAP. The term Net Cash, as used and/ or presented in this release and/ or in related public disclosures or filings with respect to the financial statements and/ or results of the Company, is comprised of cash, cash equivalents, short-term deposits and marketable securities less debt amounts as presented in the balance sheets included herein. The term Net Cash is not a required GAAP financial measure,

may not be comparable to a similarly titled measure employed by other companies and should not be considered in isolation or as a substitute for cash, debt, operating profit, net profit or loss, cash flows provided by operating, investing and financing activities, per share data or other profit or cash flow statement data prepared in accordance with GAAP. The term Free Cash Flow, as used and/or presented in this release and/or in related public disclosures or filings with respect to the financial statements and/or results of the Company, is calculated to be net cash provided by operating activities (in the amounts of \$107 million, \$93 million and \$69 million for the three months periods ended September 30, 2021, June 30, 2021 and September 30, 2020, respectively) less cash used for investments in property and equipment, net (in the amounts of \$88 million, \$56 million and \$67 million for the three months periods ended September 30, 2021, June 30, 2021 and September 30, 2020, respectively). The term Free Cash Flow is not a required GAAP financial measure, may not be comparable to a similarly titled measure employed by other companies and should not be considered in isolation or as a substitute for operating profit, net profit or loss, cash flows provided by operating, investing and financing activities, per share data or other profit or cash flow statement data prepared in accordance with GAAP.

About Tower Semiconductor

Tower Semiconductor Ltd. (NASDAQ: TSEM, TASE: TSEM), the leading foundry of high value analog semiconductor solutions, provides technology and manufacturing platforms for integrated circuits (ICs) in growing markets such as consumer, industrial, automotive, mobile, infrastructure, medical and aerospace and defense. Tower Semiconductor focuses on creating positive and sustainable impact on the world through long term partnerships and its advanced and innovative analog technology offering, comprised of a broad range of customizable process platforms such as SiGe, BiCMOS, mixed-signal/CMOS, RF CMOS, CMOS image sensor, non-imaging sensors, integrated power management (BCD and 700V), and MEMS. Tower Semiconductor also provides world-class design enablement for a quick and accurate design cycle as well as process transfer services including development, transfer, and optimization, to IDMs and fabless companies. To provide multi-fab sourcing and extended capacity for its customers, Tower Semiconductor owns two manufacturing facilities in Israel (150mm and 200mm), two in the U.S. (200mm), three facilities in Japan (two 200mm and one 300mm) which it owns through its 51% holdings in TPSCo and is sharing a 300mm manufacturing facility being established in Italy by STMicroelectronics. For more information, please visit: <u>www.towersemi.com</u>

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This press release, including our revenue guidance and other projections with respect to our business and activities, includes forward-looking statements, which are subject to risks and uncertainties. Actual results may vary from those projected or implied by such forward-looking statements and you should not place any undue reliance on such forward-looking statements. Potential risks and uncertainties include, without limitation, risks and uncertainties associated with: (i) demand in our customers' end markets; (ii) over demand for our foundry services and/or products that exceeds our capacity; (iii) maintaining existing customers and attracting additional customers, (iv) high utilization and its effect on cycle time, yield and on schedule delivery which may cause customers to transfer their product(s) to other fabs, (v) operating results fluctuate from quarter to quarter making it difficult to predict future performance, (vi) impact of our debt and other liabilities on our financial position and operations, (vii) our ability to successfully execute acquisitions, integrate them into our business, utilize our expanded capacity and find new business, (viii) fluctuations in cash flow, (ix) our ability to satisfy the covenants stipulated in our agreements with our lender banks and bondholders (as of September 30, 2021 we are in compliance with all such covenants included in our banks' agreements, bond G indenture and others), (x) pending litigation, (xi) new customer engagements, qualification and production ramp-up at our facilities,(xii) meeting the conditions set in the approval certificates received from the Israeli Investment Center under which we received a significant amount of grants in past years, (xiii) receipt of orders that are lower than the customer purchase commitments, (xiv) failure to receive orders currently expected, (xv) possible incurrence of additional indebtedness, (xvi) effect of global recession, unfavorable economic conditions and/or credit crisis, (xvii) our ability to accurately forecast financial performance, which is affected by limited order backlog and lengthy sales cycles, (xviii) possible situations of obsolete inventory if forecasted demand exceeds actual demand when we manufacture products before receipt of customer orders, (xix) the cyclical nature of the semiconductor industry and the resulting periodic overcapacity, fluctuations in operating results and future average selling price erosion, (xx) the execution of debt re-financing and/or other fundraising activities to enable the service of our debt and/or other liabilities and/or for strategic opportunities, including to fund Agrate fab's significant 300mm capacity investments, in addition to other previously announced capacity expansion plans, and the possible unavailability of such financing and/ or the availability of such financing on unfavorable terms, (xxi) operating our facilities at high utilization rates which is critical in order to cover a portion or all of the high level of fixed costs associated with operating a foundry, and our debt, in order to improve our results, (xxii) the purchase of equipment to increase capacity, the timely completion of the equipment installation, technology transfer and raising the funds therefor, (xxiii) the concentration of our business in the semiconductor industry, (xxiv) product returns, (xxv) our ability to maintain and develop our technology processes and services to keep pace with new technology, evolving standards, changing customer and end-user requirements, new product introductions and short product life cycles, (xxvi) competing effectively, (xxvii) use of outsourced foundry services by both fabless semiconductor companies and integrated device manufacturers; (xxviii) achieving acceptable device yields, product performance and delivery times, (xxix) our dependence on intellectual property rights of others, our ability to operate our business without infringing others' intellectual property rights and our ability to enforce our intellectual property against infringement, (xxx) our fab3 landlord's construction project adjacent to our

fabrication facility, including possible temporary reductions or interruptions in the supply of utilities and/ or fab manufacturing, as well as claims that our noise abatement efforts are not adequate under the terms of the amended lease; (xxxi) retention of key employees and recruitment and retention of skilled qualified personnel, (xxxii) exposure to inflation, currency rates (mainly the Israeli Shekel and Japanese Yen) and interest rate fluctuations and risks associated with doing business locally and internationally, as well fluctuations in the market price of our traded securities, (xxxiii) issuance of ordinary shares as a result of conversion and/or exercise of any of our convertible securities, as well as any sale of shares by any of our shareholders, or any market expectation thereof, which may depress the market price of our ordinary shares and may impair our ability to raise future capital, (xxxiv) meeting regulatory requirements worldwide, including environmental and governmental regulations, (xxxv) potential engagement for fab establishment, joint venture and/or capital lease transactions for capacity enhancement in advanced technologies, including risks and uncertainties associated with Agrate fab establishment project, its qualification schedule, technology, equipment and process qualification and production facility ramp-up, customer engagements, cost structure and investment amounts and other terms, , which may require additional funding to cover its significant capacity investment needs and other payments, the availability of which funding cannot be assured on favorable terms, if at all; (xxxvi) potential impact on TPSCo and the Company due to the purchase of 49% of TPSCo by NTCJ (previously named PSCS) from Panasonic, (xxxvii) industry and market impact due to the coronavirus and its potential impact on our business, operational continuity, supply chain, revenue and profitability; (xxxviii) potential security, cyber and privacy breaches, and (xxxix) business interruption due to fire and other natural disasters, the security situation in Israel and other events beyond our control such as power interruptions.

A more complete discussion of risks and uncertainties that may affect the accuracy of forward-looking statements included in this press release or which may otherwise affect our business is included under the heading "Risk Factors" in Tower's most recent filings on Forms 20-F and 6-K, as were filed with the Securities and Exchange Commission (the "SEC") and the Israel Securities Authority. Future results may differ materially from those previously reported. The Company does not intend to update, and expressly disclaims any obligation to update, the information contained in this release.

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(Financial tables follow)

TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED) (dollars in thousands)

	 2021		
		2021	 2020
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents Short-term deposits Marketable securities	\$ 211,503 315,964 190,523	\$215,755 323,713 189,489	\$ 211,683 310,230 188,967
Trade accounts receivable Inventories Other current assets	 144,878 220,668 43,653	144,868 209,306 39,929	 162,100 199,126 30,810
Total current assets	1,127,189	1,123,060	1,102,916
LONG-TERM INVESTMENTS	39,157	41,453	40,699
PROPERTY AND EQUIPMENT, NET	879,323	859,589	839,171
GOODWILL AND INTANGIBLE ASSETS, NET	17,581	16,978	17,962
DEFERRED TAX AND OTHER LONG-TERM ASSETS, NET	 91,786	91,312	 93,401
TOTAL ASSETS	\$ 2,155,036	\$ 2,132,392	\$ 2,094,149
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Short-term debt Trade accounts payable Deferred revenue and customers' advances Other current liabilities	\$ 105,414 92,989 31,866 69,796	\$ 104,062 100,426 19,608 78,411	\$ 106,513 96,940 10,027 59,432
Total current liabilities	300,065	302,507	272,912
LONG-TERM DEBT	212,271	234,500	283,765
LONG-TERM CUSTOMERS' ADVANCES	39,074	32,047	25,451
EMPLOYEE RELATED LIABILITIES	15,959	15,958	15,833
DEFERRED TAX AND OTHER LONG-TERM LIABILITIES	28,211	29,771	41,286
TOTAL LIABILITIES	595,580	614,783	639,247
TOTAL SHAREHOLDERS' EQUITY	 1,559,456	1,517,609	 1,454,902
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 2,155,036	\$ 2,132,392	\$ 2,094,149

TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) (dollars and share count in thousands, except per share data)

September 30, 2021 June 30, 2021 September 30, 2020 REVENUES \$ 386,706 \$ 362,138 \$ 310,212 COST OF REVENUES 301,330 228,383 256,751 GROSS PROFIT 85,376 73,755 53,461 OPERATING COSTS AND EXPENSES: Research and development 21,591 21,081 19,569 Marketing, general and administrative 19,620 18,671 14,803 19,689 OPERATING PROFIT 44,165 34,003 19,089 19,620 18,671 OPERATING PROFIT 44,165 34,003 19,089 19,689 14,211 39,752 34,372 OPERATING PROFIT 44,165 34,003 19,089 18,624 106,063 19,089 FINANCING AND OTHER EXPENSE, NET (2,714) (484) (565) 18,524 INCOME TAX EXPENSE, NET (1,084) (2,202) (2,798) NET PROFIT 40,367 31,317 15,726 Net income attributable to non-controlling interest (1,282) (451) (528) NET PRO		Three months ended						
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FINANCING AND OTHER EXPENSE, NET (2,714) (484) (565) PROFIT BEFORE INCOME TAX 41,451 33,519 18,524 INCOME TAX EXPENSE, NET (1,084) (2,202) (2,798) NET PROFIT 40,367 31,317 15,726 Net income attributable to non-controlling interest (1,282) (451) (528) NET PROFIT ATTRIBUTABLE TO THE COMPANY \$ 39,085 \$ 30,866 \$ 15,198 BASIC EARNINGS PER SHARE \$ 0.36 \$ 0.29 \$ 0.14 Weighted average number of shares 108,354 108,043 107,475 DILUTED EARNINGS PER SHARE \$ 0.36 \$ 0.28 \$ 0.14 Weighted average number of shares 109,825 109,629 108,500 RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT: \$ 39,085 \$ 30,866 \$ 15,198 Stock based compensation 5,452 5,971 3,460 Amortization of acquired intangible assets \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED			41,211		39,752		34,372	
PROFIT BEFORE INCOME TAX 41,451 33,519 18,524 INCOME TAX EXPENSE, NET (1,084) (2,202) (2,798) NET PROFIT 40,367 31,317 15,726 Net income attributable to non-controlling interest (1,282) (451) (528) NET PROFIT ATTRIBUTABLE TO THE COMPANY \$ 39,085 \$ 30,866 \$ 15,198 BASIC EARNINGS PER SHARE \$ 0.36 \$ 0.29 \$ 0.14 Weighted average number of shares 108,354 108,043 107,475 DILUTED EARNINGS PER SHARE \$ 0.36 \$ 0.28 \$ 0.14 Weighted average number of shares 109,825 109,629 108,500 RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT: \$ 39,085 \$ 30,866 \$ 15,198 Stock based compensation 5,452 5,971 3,460 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED EARNINGS PER SHARE:	OPERATING PROFIT		44,165		34,003		19,089	
INCOME TAX EXPENSE, NET (1,084) (2,202) (2,798) NET PROFIT 40,367 31,317 15,726 Net income attributable to non-controlling interest (1,282) (451) (528) NET PROFIT ATTRIBUTABLE TO THE COMPANY \$ 39,085 \$ 30,866 \$ 15,198 BASIC EARNINGS PER SHARE \$ 0.36 \$ 0.29 \$ 0.14 Weighted average number of shares 108,354 108,043 107,475 DILUTED EARNINGS PER SHARE \$ 0.36 \$ 0.28 \$ 0.14 Weighted average number of shares 109,825 109,629 108,500 RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT: \$ 39,085 \$ 30,866 \$ 15,198 Stock based compensation Amortization of acquired intangible assets 504 492 490 ADJUSTED NET PROFIT \$ 0.42 \$ 0.35 \$ 0.18	FINANCING AND OTHER EXPENSE, NET		(2,714)		(484)		(565)	
NET PROFIT 40,367 31,317 15,726 Net income attributable to non-controlling interest (1,282) (451) (528) NET PROFIT ATTRIBUTABLE TO THE COMPANY \$ 39,085 \$ 30,866 \$ 15,198 BASIC EARNINGS PER SHARE \$ 0.36 \$ 0.29 \$ 0.14 Weighted average number of shares 108,354 108,043 107,475 DILUTED EARNINGS PER SHARE \$ 0.36 \$ 0.28 \$ 0.14 Weighted average number of shares 109,825 109,629 108,500 RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT: \$ 39,085 \$ 30,866 \$ 15,198 Stock based compensation Amorization of acquired intangible assets ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 ADJUSTED NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 Basic \$ 0.42 \$ 0.35 \$ 0.18	PROFIT BEFORE INCOME TAX		41,451		33,519		18,524	
Net income attributable to non-controlling interest(1,282)(451)(528)NET PROFIT ATTRIBUTABLE TO THE COMPANY\$ 39,085\$ 30,866\$ 15,198BASIC EARNINGS PER SHARE\$ 0.36\$ 0.29\$ 0.14Weighted average number of shares108,354108,043107,475DILUTED EARNINGS PER SHARE\$ 0.36\$ 0.28\$ 0.14Weighted average number of shares109,825109,629108,500RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT:\$ 39,085\$ 30,866\$ 15,198Stock based compensation Amortization of acquired intangible assets ADJUSTED NET PROFIT\$ 39,085\$ 30,866\$ 15,198ADJUSTED NET PROFIT\$ 39,085\$ 30,866\$ 15,198ADJUSTED NET PROFIT\$ 39,085\$ 30,866\$ 15,198ADJUSTED NET PROFIT\$ 0.42\$ 0.35\$ 0.18	INCOME TAX EXPENSE, NET		(1,084)		(2,202)		(2,798)	
NET PROFIT ATTRIBUTABLE TO THE COMPANY\$ 39,085\$ 30,866\$ 15,198BASIC EARNINGS PER SHARE\$ 0.36\$ 0.29\$ 0.14Weighted average number of shares108,354108,043107,475DILUTED EARNINGS PER SHARE\$ 0.36\$ 0.28\$ 0.14Weighted average number of shares109,825109,629108,500RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT:\$ 39,085\$ 30,866\$ 15,198Stock based compensation5,4525,9713,460Amortization of acquired intangible assets504492490ADJUSTED NET PROFIT\$ 0.42\$ 0.35\$ 0.18	NET PROFIT		40,367		31,317		15,726	
BASIC EARNINGS PER SHARE \$ 0.36 \$ 0.29 \$ 0.14 Weighted average number of shares 108,354 108,043 107,475 DILUTED EARNINGS PER SHARE \$ 0.36 \$ 0.28 \$ 0.14 Weighted average number of shares 109,825 109,629 108,500 RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT: \$ 39,085 \$ 30,866 \$ 15,198 Stock based compensation 5,452 5,971 3,460 Amortization of acquired intangible assets 504 492 490 ADJUSTED NET PROFIT \$ 0.42 \$ 0.35 \$ 0.18	Net income attributable to non-controlling interest		(1,282)		(451)		(528)	
Weighted average number of shares108,354108,043107,475DILUTED EARNINGS PER SHARE\$ 0.36\$ 0.28\$ 0.14Weighted average number of shares109,825109,629108,500RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT:\$ 39,085\$ 30,866\$ 15,198Stock based compensation5,4525,9713,460Amortization of acquired intangible assets504492490ADJUSTED NET PROFIT\$ 0.42\$ 0.35\$ 0.18	NET PROFIT ATTRIBUTABLE TO THE COMPANY	\$	39,085	\$	30,866	\$	15,198	
DILUTED EARNINGS PER SHARE\$ 0.36\$ 0.28\$ 0.14Weighted average number of shares109,825109,629108,500RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT:GAAP NET PROFIT\$ 39,085\$ 30,866\$ 15,198Stock based compensation5,4525,9713,460Amortization of acquired intangible assets504492490ADJUSTED NET PROFIT\$ 0.42\$ 0.35\$ 0.18	BASIC EARNINGS PER SHARE	\$	0.36	\$	0.29	\$	0.14	
Weighted average number of shares109,825109,629108,500RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT:GAAP NET PROFIT\$ 39,085\$ 30,866\$ 15,198Stock based compensation Amortization of acquired intangible assets ADJUSTED NET PROFIT\$ 30,460\$ 492490\$ 45,041\$ 37,329\$ 19,148ADJUSTED EARNINGS PER SHARE:\$ 0.42\$ 0.35\$ 0.18	Weighted average number of shares		108,354		108,043		107,475	
RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET PROFIT:GAAP NET PROFIT\$ 39,085\$ 30,866\$ 15,198Stock based compensation5,4525,9713,460Amortization of acquired intangible assets504492490ADJUSTED NET PROFIT\$ 45,041\$ 37,329\$ 19,148ADJUSTED EARNINGS PER SHARE:\$ 0.42\$ 0.35\$ 0.18	DILUTED EARNINGS PER SHARE	\$	0.36	\$	0.28	\$	0.14	
GAAP NET PROFIT \$ 39,085 \$ 30,866 \$ 15,198 Stock based compensation 5,452 5,971 3,460 Amortization of acquired intangible assets 504 492 490 ADJUSTED NET PROFIT \$ 45,041 \$ 37,329 \$ 19,148 ADJUSTED EARNINGS PER SHARE: \$ 0.42 \$ 0.35 \$ 0.18	Weighted average number of shares		109,825		109,629		108,500	
Stock based compensation5,4525,9713,460Amortization of acquired intangible assets504492490ADJUSTED NET PROFIT\$ 45,041\$ 37,329\$ 19,148ADJUSTED EARNINGS PER SHARE:\$ 0.42\$ 0.35\$ 0.18	RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED	NET PF	ROFIT:					
Amortization of acquired intangible assets ADJUSTED NET PROFIT504 \$492 \$490 \$ADJUSTED EARNINGS PER SHARE: Basic\$0.42\$0.35\$0.18		\$	-	\$	-	\$	-	
ADJUSTED NET PROFIT \$ 45,041 \$ 37,329 \$ 19,148 ADJUSTED EARNINGS PER SHARE: Basic \$ 0.42 \$ 0.35 \$ 0.18								
ADJUSTED EARNINGS PER SHARE: Basic \$ 0.42 \$ 0.35 \$ 0.18		¢		¢		¢		
Basic \$ 0.42 \$ 0.35 \$ 0.18		<u> </u>	45,041	<u>.</u>	57,529	<u> </u>	19,140	
	AUJUƏTED EAKNINGƏ PEK ƏHAKE:							
\$ 0.41 \$ 0.34 \$ 0.18	Basic		0.42	\$	0.35	\$	0.18	
	Diluted	\$	0.41	\$	0.34	\$	0.18	

TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED) (dollars and share count in thousands, except per share data)

	Nine months ended						
		Septem	ber 30,				
		2021		2020			
REVENUES	\$	1,096,058	\$	920,473			
COST OF REVENUES		867,113		756,764			
GROSS PROFIT		228,945		163,709			
OPERATING COSTS AND EXPENSES:							
Research and development		63,015		58,407			
Marketing, general and administrative		55,282		47,648			
		118,297		106,055			
				,			
OPERATING PROFIT		110,648		57,654			
FINANCING AND OTHER EXPENSE, NET		(11,040)		(847)			
PROFIT BEFORE INCOME TAX		99,608		56,807			
INCOME TAX BENEFIT (EXPENSE), NET		2,590		(3,576)			
NET PROFIT		102,198		53,231			
Net income attributable to non-controlling interest		(3,925)		(1,961)			
NET PROFIT ATTRIBUTABLE TO THE COMPANY	\$	98,273	\$	51,270			
BASIC EARNINGS PER SHARE	\$	0.91	\$	0.48			
Weighted average number of shares		108,114		107,083			
DILUTED EARNINGS PER SHARE	\$	0.90	\$	0.47			
Weighted average number of shares		109,640		108,311			
RECONCILIATION FROM GAAP NET PROFIT TO ADJUSTED NET	r pro	FIT:					
GAAP NET PROFIT	\$	98,273	\$	51,270			
Stock based compensation		16,329		11,798			
Amortization of acquired intangible assets		1,487		1,293			
ADJUSTED NET PROFIT	\$	116,089	\$	64,361			
ADJUSTED EARNINGS PER SHARE:							
Basic	\$	1.07	\$	0.60			
Diluted	\$	1.06	\$	0.59			

TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES RECONCILIATION FROM GAAP OPERATING PROFIT TO EBITDA (UNAUDITED) (dollars in thousands)

	Three months ended											
		tember 30, 2021	une 30, 2021	September 30, 2020								
GAAP OPERATING PROFIT	\$	44,165	\$	34,003	\$	19,089						
Depreciation of fixed assets Stock based compensation		63,021 5 452		58,474		56,131 3,460						
Amortization of acquired intangible assets		5,452 504		5,971 <u>492</u>		3,400 490						
EBITDA	\$	113,142	\$	98,940	\$	79,170						

	Nine months ended									
	Sep	tember 30, 2021	September 30, 2020							
GAAP OPERATING PROFIT	\$	110,648	\$	57,654						
Depreciation of fixed assets		178,119		162,790						
Stock based compensation		16,329		11,798						
Amortization of acquired intangible assets		1,487		1,293						
EBITDA	\$	306,583	\$	233,535						

TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES CONSOLIDATED SOURCES AND USES REPORT (UNAUDITED) (dollars in thousands)

	Three months ended											
	September 30, 2021			June 30, 2021	Sep	otember 30, 2020						
		2021		2021		2020						
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	\$	215,755	\$	215,581	\$	258,793						
Net cash provided by operating activities		106,974		93,250		68,612						
Investments in property and equipment, net		(87,714)		(56,184)		(66,862)						
Exercise of options		46				272						
Debt repaid, net		(29,211)		(19,769)		(26,355)						
Effect of Japanese Yen exchange rate change over cash balance		(597)		(68)		2,227						
Investments in short-term deposits, marketable securities and other assets, net		6,250		(17,055)		(28,983)						
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$	211,503	\$	215,755	\$	207,704						

	Nine months ended						
	September 30,						
		2020					
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	\$	211,683	\$	355,561			
Net cash provided by operating activities		287,637		203,551			
Investments in property and equipment, net		(193,313)		(192,306)			
Exercise of options		410		1,486			
Debt repaid, net		(78,355)		(55,552)			
Effect of Japanese Yen exchange rate change over cash balance		(4,143)		2,733			
Investments in short-term deposits, marketable securities and other assets, net		(12,416)		(107,769)			
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$	211,503	\$	207,704			

TOWER SEMICONDUCTOR LTD. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (dollars in thousands)

	Nine month sended					Three months ended							
	Sep	tember 30, 2021	Sep	tember 30, 2020	Sep	tember 30, 2021	J	une 30, 2021	Sep	tember 30, 2020			
CASH FLOWS - OPERATING ACTIVITIES													
Net profit for the period	\$	102,198	\$	53,231	\$	40,367	\$	31,317	\$	15,726			
Adjustments to reconcile net profit for the period to net cash provided by operating activities:													
Income and expense items not involving cash flows: Depreciation and amortization Effect of exchange rate differences on debentures Other expense (income), net		197,017 (1,215) (1,286)		177,576 (82) (332)		69,482 779 1,941		65,482 1,798 1,758		60,277 828 558			
Changes in assets and liabilities:													
Trade accounts receivable Other assets Inventories Trade accounts payable Deferred revenue and customers' advances Other current liabilities Long-term employee related liabilities Deferred tax, net and other long-term liabilities Net cash provided by operating activities CASH FLOWS - INVESTING ACTIVITIES Investments in property and equipment, net		12,044 (13,169) (28,037) (16,668) 35,495 11,609 97 (10,448) 287,637 (193,313)		10,260 (2,508) (10,691) (23,249) (3,094) (103) 3,847 (1,304) 203,551 (192,306)		(678) (4,186) (12,553) (2,100) 19,288 (8,087) (43) 2,764 106,974 (87,714)		18,996 (16,065) (12,077) (5,302) (3,133) 12,612 247 (2,383) 93,250		11,556 (7,630) 6,689 (10,299) (596) (10,832) 1,793 <u>542</u> 68,612			
Investments in deposits, marketable securities and other assets, net Net cash used in investing activities		(12,416) (205,729)		(107,769) (300,075)		<u>6,250</u> (81,464)		(17,055) (73,239)		(28,983) (95,845)			
CASH FLOWS - FINANCING ACTIVITIES		(205,729)		(300,073)		(81,404)		(13,239)		(95,645)			
Debt repaid, net Exercise of options		(78,355) 410		(55,552) 1,486		(29,211) 46		(19,769) 		(26,355) 272			
Net cash used in investing activities		(77,945)		(54,066)		(29,165)		(19,769)		(26,083)			
EFFECT OF FOREIGN CURRENCY EXCHANGE RATE CHANGE		(4,143)		2,733		(597)		(68)		2,227			
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(180)		(147,857)		(4,252)		174		(51,089)			
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD		211,683		355,561		215,755		215,581		258,793			
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$	211,503	\$	207,704	\$	211,503	\$	215,755	\$	207,704			