



# SiTime to Acquire Renesas' Timing Business

Accelerates Path to \$1 Billion of Revenue as a Premier Pure-Play Precision Timing Company

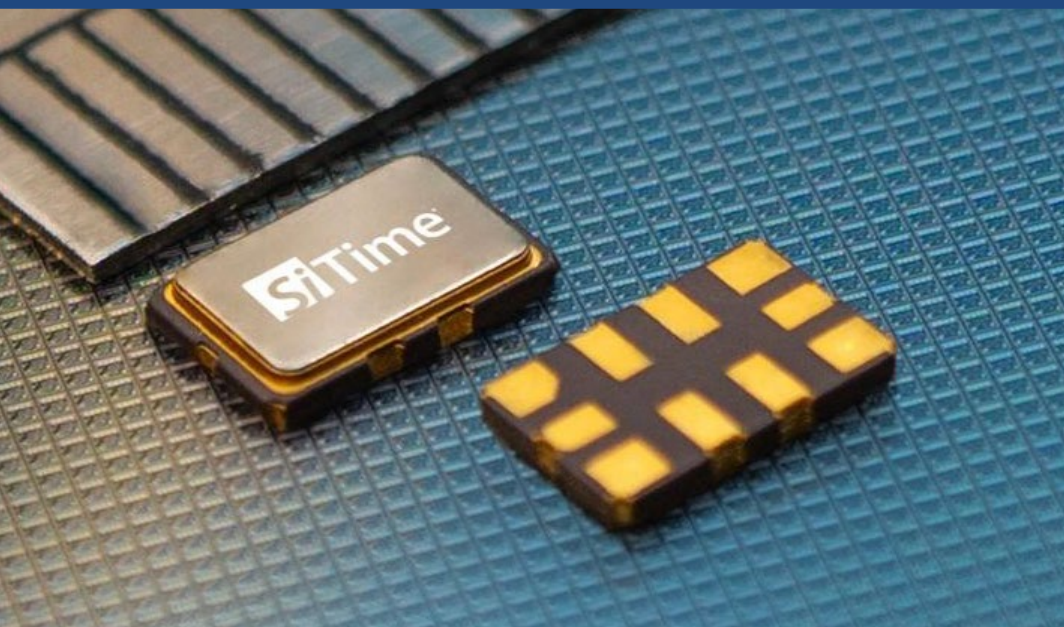


# Forward Looking Statements

This presentation and our discussion today regarding SiTime Corporation (the “Company”) may include forward-looking statements. All statements other than statements of historical facts are forward-looking statements, including statements regarding the benefits of the transaction, the anticipated timing of the closing of the transaction, statements regarding the products and markets of each company, anticipated revenue and gross margins after the closing of the proposed transaction, and anticipated capitalization at the closing of the transaction. These forward-looking statements are subject to a number of risks, uncertainties, and assumptions, including, but not limited to: anticipated trends, challenges and growth in the Company’s business and the markets in which it operates; the size and growth potential of the markets for the Company’s solutions, and the Company’s ability to serve those markets; the Company’s ability to successfully integrate products and technology and realize any anticipated revenue, synergies, and other benefits in the time frame anticipated or at all; the transactions potentially causing disruption to SiTime’s current plans and operations, including as a result of increasing expenses, and diverting management’s attention from SiTime’s ongoing business operations.

For more information concerning risks, uncertainties, and other factors that could cause results to differ materially from the expectations included in this presentation or our discussion today please refer to the Company’s most recent Quarterly Report on form 10-Q filed with the U.S. Securities and Exchange Commission (“SEC”), and other documents filed with the SEC. Forward-looking statements represent management’s current expectations and are made only as of the date hereof. Except as required by law, the Company undertakes no obligation to update publicly any forward-looking statements for any reason after the date hereof.

# SiTime to Acquire Renesas' Timing Business



~\$300M

Revenue Expected in 12 Months  
Post-Close

~75%

2025 Revenue in  
AI-Datacenter-Comms

~25%

2025 Revenue in  
Industrial & Automotive

~70%

Non-GAAP Gross Margin

Aligned with SiTime's

25 - 30%

Long-Term Growth Target

# Cementing Position as a Premier Pure-Play Precision Timing Company



A Monumental Milestone in SiTime's Continuing Transformation



Broad, Long-Standing, World-Class Customer Relationships



Highly Complementary and Differentiated Products



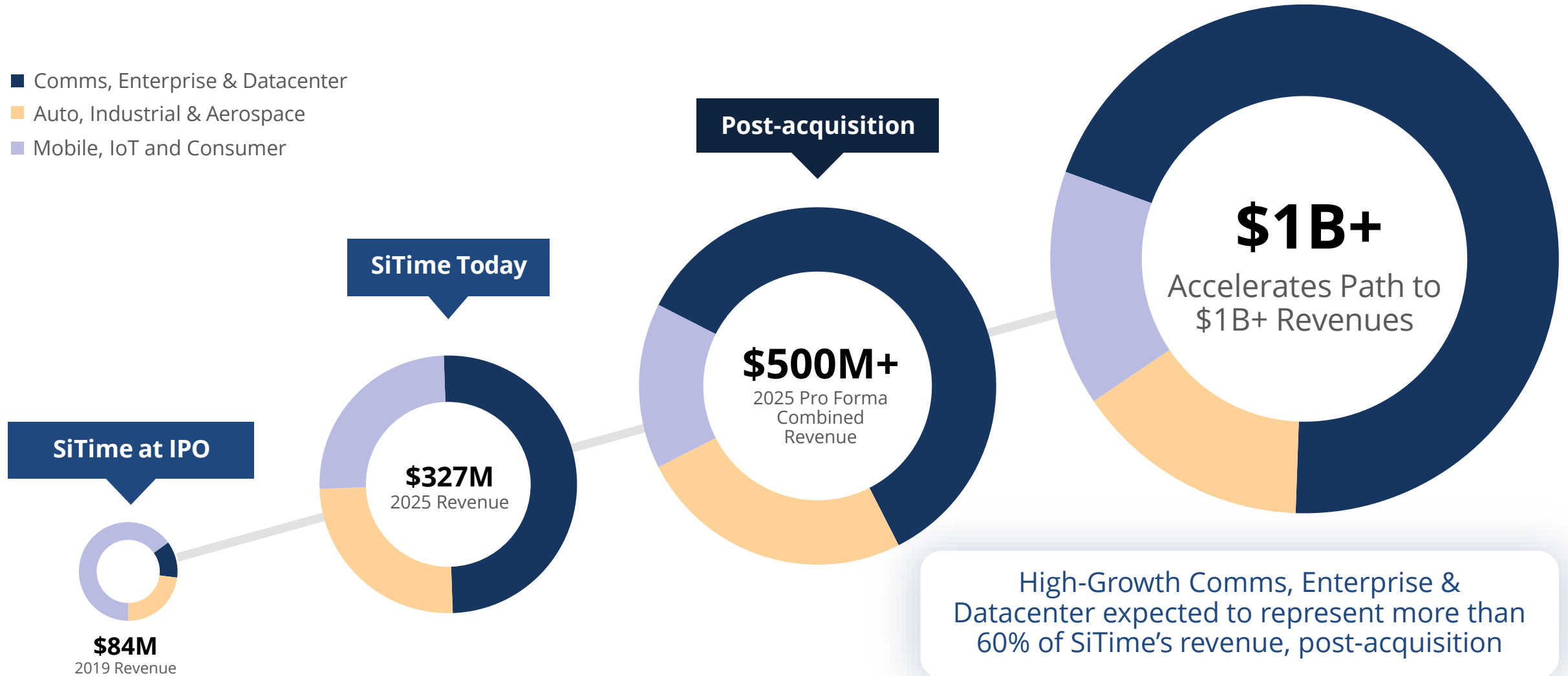
Premier Brands for High Performance, High Reliability and Premium Support



Scaling Revenue, Accelerating Margins and Accretive to Earnings Per Share

# A Monumental Milestone in SiTime's Continuing Transformation

- Comms, Enterprise & Datacenter
- Auto, Industrial & Aerospace
- Mobile, IoT and Consumer



Source: SiTime filings. Note: Renesas Timing estimates based on unaudited financials.

# Broad, Long-Standing, World-Class Customer Relationships

Top 10  
Cloud Hyperscalers

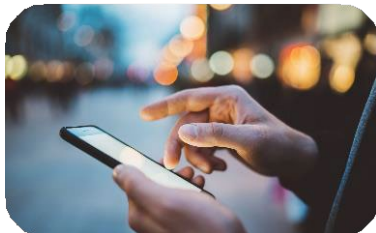
Top 10  
Enterprise, Networking & Comm  
Equipment Vendors

Top 7  
AI Server Leaders

Best-in-Class  
Automotive OEMs and Tier 1s

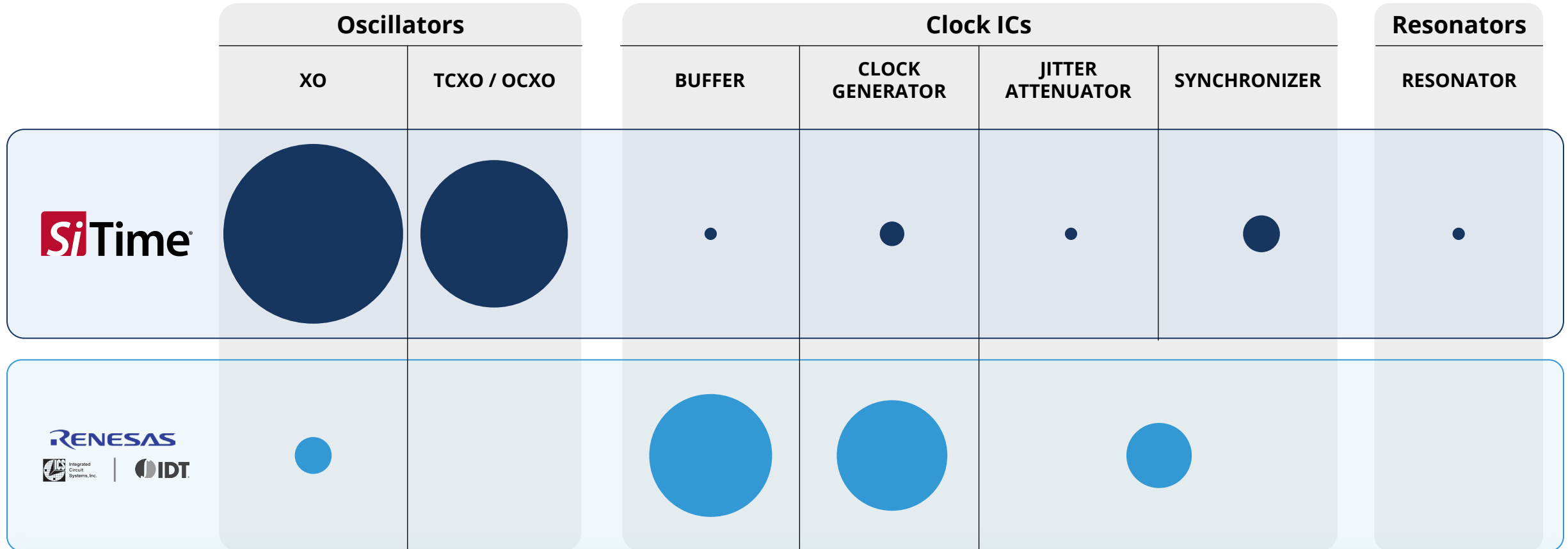
The Top  
Mobile-IoT-Consumer  
Leaders<sup>(1)</sup>

Thousands  
of Industry-Leading  
Industrial Customers



(1) Excludes China.

# Highly Complementary and Differentiated Products



**10x** increase in clocking portfolio

Note: Bubbles based on approximate revenue contribution and are not to scale.

# Premier Brands for High Performance, High Reliability & Premium Support



## Differentiated Oscillator Portfolio

- 6<sup>th</sup> generation MEMS
- 20-year history
- Ultimate flexibility

RENESAS




## Comprehensive Clocking Portfolio

- 7<sup>th</sup> generations of clocks
- 30-year history
- Excellent responsiveness

A Timing Leader  
Solely Focused  
On High-  
Performance,  
Precision Timing  
Solutions

# Scaling Revenue, Accelerating Margins and Accretive to Earnings Per Share

|                                  |  | POST-ACQUISITION |                               |
|----------------------------------|---|------------------|-------------------------------|
|                                  | 2025  | 2025 Pro Forma   | Target Model                  |
| <b>Revenue</b>                   | \$327M<br>+61% YoY Growth   | \$500M+          | 25-30%<br>Annual Growth       |
| <b>Non-GAAP Gross Margin</b>     | 59%   | 60%+             | Upper End of<br>60-65% Target |
| <b>Non-GAAP Operating Margin</b> | 18%   | Mid 20%'s        | 30%+                          |

Maintaining industry-leading revenue growth target as businesses come together

Increases mix in attractive, high value applications such as AI and data centers

Expected to be accretive to SiTime's non-GAAP earnings per share in the first year post-close

Note: SiTime filings. Renesas Timing estimates based on unaudited financials. Financials based on Non-GAAP figures. Reference accompanying filings for reconciliations.

# Transaction Summary

## Transaction Consideration

- \$1.5 billion in cash
- Approximately 4.13 million shares of SiTime common stock, subject to a potential adjustment and a +/- 15% collar<sup>(1)</sup>

## Transaction Financing

- Cash on hand and \$900 million of fully committed debt financing
- Committed to rapid deleveraging post close driven by strength of FCF generation and EBITDA expansion
- Targeting gross leverage of < 3.8x at transaction close and < 2.0x at 24 months post close

## Timing and Approvals

- Target closing by end of 2026, subject to the satisfaction of customary closing conditions, including applicable regulatory approvals

(1) The potential adjustment and collar on the stock consideration is determined by of the 10-day volume weighted average price ("VWAP") as of three trading days prior to the execution of the asset purchase agreement. The stock consideration will be paid in the form of newly issued SiTime common stock based on SiTime's 10-day VWAP as of three trading days prior to closing, subject to a floor price of \$308.6686 and a ceiling price of \$417.6104.

# Cementing Position as a Premier Pure-Play Precision Timing Company



A Monumental Milestone in SiTime's Continuing Transformation



Broad, Long-Standing, World-Class Customer Relationships



Highly Complementary and Differentiated Products



Premier Brands for High Performance, High Reliability and Premium Support



Scaling Revenue, Accelerating Margins and Accretive to Earnings Per Share



# Appendix

# Reconciliation of GAAP to Non-GAAP Results

(\$M)

|  |                 |
|--|-----------------|
| <b>Revenue</b>                         | <b>\$326.7</b>  |
| GAAP Gross Profit                      | \$175.0         |
| Amortization of Acquired Intangibles   | \$15.4          |
| Stock-based Compensation               | \$3.1           |
| <b>Non-GAAP Gross Profit</b>           | <b>\$193.5</b>  |
| <b>GAAP Loss From Operations</b>       | <b>(\$67.0)</b> |
| Amortization of Acquired Intangibles   | \$15.4          |
| Stock-based Compensation               | \$103.5         |
| Acquisition-related Costs              | \$6.6           |
| <b>Non-GAAP Income From Operations</b> | <b>\$58.5</b>   |