



Qorvo Announces Expiration of Cash Tender Offer for 2023 Notes and Early Results for Cash Tender Offer for 2025 Notes

July 16, 2018

GREENSBORO, N.C., July 16, 2018 (GLOBE NEWSWIRE) -- Qorvo® (Nasdaq:QRVO), a leading provider of innovative RF solutions that connect the world, today announced the expiration of its previously announced cash tender offer (the "2023 Tender Offer") for any and all of its 6.75% Senior Notes due 2023 (the "2023 Notes") and the results to date of its previously announced cash tender offer (the "2025 Tender Offer" and, together with the 2023 Tender Offer, the "Tender Offers") for up to \$300,000,000 of its 7.00% Senior Notes due 2025 (the "2025 Notes" and collectively with the 2023 Notes, the "Notes").

The 2023 Tender Offer expired, and the early tender date occurred with respect to the 2025 Notes, at midnight, New York City time, at the end of the day on July 13, 2018 (the "2023 Expiration Date" and the "2025 Early Tender Date"). No 2023 Notes were tendered after 5:00 p.m., New York City time, on June 28, 2018 (the "2023 Early Tender Date") and on or prior to the 2023 Expiration Date.

The following table sets forth the approximate aggregate principal amounts of each series of Notes that were tendered and not withdrawn on or prior to the 2023 Expiration Date and the 2025 Early Tender Date, as applicable:

| Title of Notes | CUSIP Number | Aggregate Principal Amount Outstanding Prior to Tender Offers | Aggregate Principal Amount of Notes Tendered | Tender Cap | Tender Offer Consideration ⁽¹⁾ | Early Tender Premium ⁽¹⁾ | Total Consideration ⁽¹⁾⁽²⁾ |
|-----------------------------|-------------------------------------|---|--|----------------|---|-------------------------------------|---------------------------------------|
| 6.75% Senior Notes due 2023 | 74736KAB7 | \$ 444,464,000 | \$ 429,201,000 ³ | N/A | \$ 1,037.50 | \$ 30.00 | \$ 1,067.50 |
| 7.00% Senior Notes due 2025 | 74736KAD3 74736KAC5 U7471QAB0 | \$ 548,500,000 | \$ 304,373,000 | \$ 300,000,000 | \$ 1,066.25 | \$ 30.00 | \$ 1,096.25 |

(1) Per \$1,000.00 principal amount of Notes validly tendered (and not validly withdrawn) and accepted for purchase by the Company.

(2) Includes the early tender premium of \$30.00 per \$1,000.00 principal amount of Notes validly tendered prior to the applicable Early Tender Date (and not validly withdrawn) and accepted for purchase by the Company.

(3) Represents 2023 Notes tendered prior to the 2023 Early Tender Date and accepted by the Company on June 29, 2018.

The 2025 Tender Offer will expire at midnight, New York City time, at the end of the day on July 23, 2018, unless extended or earlier terminated by the Company (such date and time, as it may be extended, the "2025 Expiration Date"). No tenders of 2025 Notes submitted after the 2025 Expiration Date will be valid. The deadline for holders to validly withdraw tenders of 2025 Notes has passed. Accordingly, 2025 Notes that were already tendered at or before the 2025 Early Tender Date may not be withdrawn or revoked, except in certain limited circumstances where additional withdrawal or revocation rights are required by law.

Due to oversubscription of the 2025 Tender Offer, the Company will accept all 2025 Notes tendered (and not validly withdrawn) on or prior to the 2025 Early Tender Date on a prorated basis and no 2025 Notes that may be tendered after the 2025 Early Tender Date will be accepted for purchase. The proration factor for the 2025 Notes is approximately 98.6%. 2025 Notes that were tendered in the 2025 Tender Offer but not accepted for purchase will be returned promptly to the tendering holders.

The Tender Offers were only made pursuant to the terms and conditions as described in the Offer to Purchase and Consent Solicitation Statement, dated June 15, 2018 (the "Offer to Purchase and Consent Solicitation"), and the accompanying Letter of Transmittal and Consent.

2025 Notes tendered prior to the 2025 Early Tender Date will be purchased on the "Settlement Date," which is currently expected to occur later today.

The Company retained BofA Merrill Lynch, Citigroup Global Markets Inc. and Wells Fargo Securities, LLC to act as the dealer managers for the Tender Offers. Questions or requests for assistance regarding the terms of the Tender Offers should be directed to BofA Merrill Lynch at (888) 292-0070 (toll-free), Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or Wells Fargo Securities, LLC at (866) 309-6316 (toll-free). Requests for the Offer to Purchase and Consent Solicitation and other documents relating to the Tender Offers may be directed to Global Bondholder Services Corporation, the

depository and information agent for the Tender Offers, at (212) 430-3774 (for banks and brokers only) or (866) 470-3700 (toll-free) (for all others) or contact@qbsc-usa.com.

None of the Company or its board of directors or officers, the dealer managers, the solicitation agents, the depository and information agent or the trustee with respect to the Notes or any of the Company's or their respective affiliates is making any recommendation as to whether holders should tender any Notes in response to the Tender Offers. Holders must make their own decision as to whether to tender their Notes and, if so, the principal amount of Notes as to which such action is to be taken.

This press release is neither an offer to purchase nor a solicitation of an offer to sell any Notes in the Tender Offers. The Tender Offers were not made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. In any jurisdiction in which the Tender Offers were required to be made by a licensed broker or dealer, the Tender Offers will be deemed to have been made on behalf of the Company by the dealer managers and solicitation agents, or one or more registered brokers or dealers that are licensed under the laws of such jurisdiction.

About Qorvo

Qorvo (Nasdaq:QRVO) makes a better world possible by providing innovative RF solutions at the center of connectivity. We combine product and technology leadership, systems-level expertise and global manufacturing scale to quickly solve our customers' most complex technical challenges. Qorvo serves diverse high-growth segments of large global markets, including advanced wireless devices, wired and wireless networks and defense radar and communications. We also leverage our unique competitive strengths to advance 5G networks, cloud computing, the Internet of Things, and other emerging applications that expand the global framework interconnecting people, places and things. Visit <http://www.qorvo.com> to learn how Qorvo connects the world.

Qorvo is a registered trademark of Qorvo, Inc. in the U.S. and in other countries. All other trademarks are the property of their respective owners.

This press release includes "forward-looking statements" within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions and are not historical facts and typically are identified by use of terms such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," "continue" and similar words, although some forward-looking statements are expressed differently. You should be aware that the forward-looking statements included herein represent management's current judgment and expectations, but our actual results, events and performance could differ materially from those expressed or implied by forward-looking statements. We do not intend to update any of these forward-looking statements or publicly announce the results of any revisions to these forward-looking statements, other than as is required under U.S. federal securities laws. Our business is subject to numerous risks and uncertainties, including those relating to fluctuations in our operating results, our dependence on a few large customers for a substantial portion of our revenue, a loss of revenue if contracts with the U.S. government or defense and aerospace contractors are canceled or delayed, our ability to implement innovative technologies, our ability to bring new products to market and achieve design wins, the efficient and successful operation of our wafer fabrication and other facilities, our ability to adjust production capacity in a timely fashion in response to changes in demand for our products, variability in manufacturing yields, industry overcapacity, inaccurate product forecasts and corresponding inventory and manufacturing costs, dependence on third parties, our dependence on international sales and operations, our ability to attract and retain skilled personnel and develop leaders, the possibility that future acquisitions may dilute our stockholders' ownership and cause us to incur debt and assume contingent liabilities, fluctuations in the price of our common stock, our ability to protect our intellectual property, claims of intellectual property infringement and other lawsuits, security breaches and other similar disruptions compromising our information, and the impact of government and stringent environmental regulations. These and other risks and uncertainties, which are described in more detail in Qorvo's most recent Annual Report on Form 10-K and in other reports and statements filed with the Securities and Exchange Commission, could cause actual results and developments to be materially different from those expressed or implied by any of these forward-looking statements.

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Source: Qorvo, Inc.