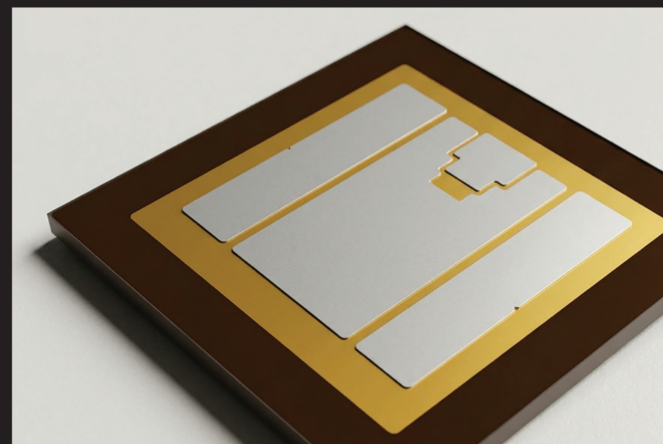
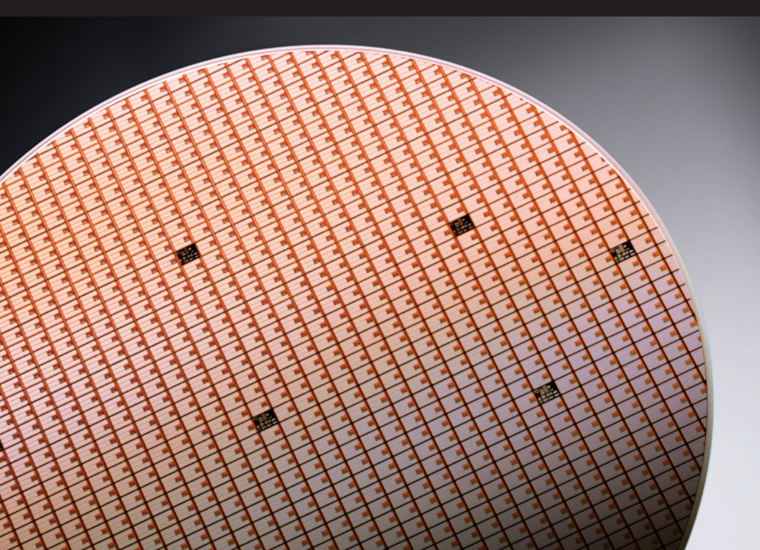
Wolfspeed



2026
ANNUAL REPORT



LETTER TO SHAREHOLDERS FISCAL 2026

Fellow Shareholders,

As I reflect on my first full fiscal year of leading the team and the breadth and success of the strategic initiatives we have undertaken, my confidence and conviction continue to build regarding the improving fundamentals and outlook for Wolfspeed. We have proactively taken aggressive actions, including recapitalizing the Company to strengthen the balance sheet, and further bolstering our leadership team and broader sales organization, including adding a dedicated data center solutions team.

We have also adjusted our go-to-market sales strategy and positioned the Company to refocus on our technology leadership and customer-centric approach. These actions better equip us to lead the global transition from silicon to silicon carbide (SiC) and further position Wolfspeed to be the wide bandgap partner of choice.

While we have made great strides, we remain laser-focused on executing our key strategic priorities, including technology leadership, diversifying our revenue and customer base, operational excellence, and financial discipline to constantly improve the way we operate and perform as a team.

As I said shortly after joining the Wolfspeed team, we have enormous potential, underpinned by strong foundational elements. Since then, we have been very proactive in building upon these strengths while attracting and incorporating industry veterans with extensive customer relationships to leverage, optimize, and capitalize on our physical and intellectual assets.

To this point, we recently announced the launch of a dedicated data center solutions team to capitalize on the growth in our fastest growing end-market, which more than doubled in revenue in fiscal 2026. To lead this effort, we appointed two industry veterans, located in the San Francisco Bay Area-the epicenter of tech innovation-who have extensive experience in high-voltage power architecture for AI and data center applications.

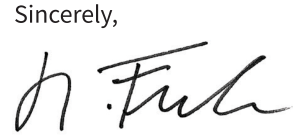
With industry-leading silicon carbide technology, differentiated vertically integrated 200mm manufacturing capability, and evolving 300mm capabilities, we are extremely well positioned to support this transition as AI data center adoption continues to scale. While the market remains in its early stages, we believe our technology leadership and manufacturing capabilities position us well to participate in this long-term growth opportunity.

We also continue to deliver on our technology leadership evidenced by our 10kV MOSFET being acknowledged as the Top Innovation at the PCIM conference, which is a leading technology conference in Europe. At the same show, we announced our fifth-generation silicon carbide MOSFET technology, marking another significant milestone in our innovation roadmap and positioning Wolfspeed for long-term profitable growth.

All of the above wouldn't be possible without our employees. My special thank you goes to each of our nearly 2,400 employees for their continued commitment, execution, and drive. Our strategic and financial alignment has significantly improved, and we are far better positioned to capitalize on long-term secular trends. These trends include structural adjustments in industry architecture and demand drivers that will continue to strengthen our earnings potential and ultimately deliver significant value creation for our customers and shareholders.

To our customers and shareholders, thank you for your continued confidence and partnership as we continue to build a better future together.

Sincerely,



Robert Feurle
Chief Executive Officer

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended June 28, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number 001-40863

WOLFSPEED, INC.

(Exact name of registrant as specified in its charter)

Delaware	**56-1572719**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
4600 Silicon Drive	**27703**
Durham North Carolina	
(Address of principal executive offices)	**(Zip Code)**

(919) 407-5300
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.00125 par value	WOLF	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of common stock held by non-affiliates of the registrant as of December 26, 2025, the last business day of the registrant's most recently completed second fiscal quarter, was $491,198,896 (based on the closing sale price of $17.95 per share).

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☒ No ☐

The number of shares of the registrant's Common Stock, $0.00125 par value per share, outstanding as of August 13, 2026 was 52,995,396.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement to be delivered to stockholders in connection with the 2026 Annual Meeting of Shareholders to be held on or about October 27, 2026 are incorporated by reference into Part III.

WOLFSPEED, INC.
FORM 10-K
For the Fiscal Year Ended June 28, 2026

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Forward-Looking Information

Information set forth in this Annual Report on Form 10-K (this "Annual Report") contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All information contained in this report relative to future markets for our products, trends in and anticipated levels of revenue, gross margins and expenses, the ability to access funding, and the anticipated benefits of our emergence from the Chapter 11 Cases and our resulting capital structure and liquidity, as well as other statements containing words such as "believe," "project," "may," "will," "anticipate," "target," "plan," "estimate," "expect" and "intend" and other similar expressions constitute forward-looking statements. These forward-looking statements are subject to business, economic and other risks and uncertainties, both known and unknown, and actual results may differ materially from those contained in the forward-looking statements. Any forward-looking statements we make are as of the date made, and except as required under the U.S. federal securities laws and the rules and regulations of the Securities and Exchange Commission (the "SEC"), we have no duty to update them if our views later change. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this Annual Report. Examples of risks and uncertainties that could cause actual results to differ materially from historical performance and any forward-looking statements include, but are not limited to, those described in "Risk Factors" in Item 1A of this Annual Report.

PART I

Item 1. *Business*

Overview

Wolfspeed, Inc. ("Wolfspeed", the "Company", "we", "our", or "us") is an innovator of wide bandgap semiconductors, focused on silicon carbide materials and devices for power applications. Our product families include silicon carbide materials and power devices. Our products are targeted for various applications in the Automotive domain, including electric vehicles and fast charging, as well as existing and emerging applications in the Industrial & Energy domain such as AI data centers, grid modernization and renewable energy and storage as well as aerospace and defense.

The majority of our products are manufactured at our production facilities located in North Carolina, New York and Arkansas. We also use contract manufacturers, some of which include captive lines, for certain products and aspects of product fabrication, assembly and packaging. We operate research and development facilities in North Carolina, Arkansas and New York.

Wolfspeed, Inc. is a Delaware corporation originally established as a North Carolina corporation in 1987, and our headquarters are in Durham, North Carolina. For further information about our consolidated revenue and earnings, please see our consolidated financial statements included in Part II, Item 8 of this Annual Report.

Prepackaged Chapter 11 Cases

On June 30, 2025 (the “Petition Date”), we and our wholly owned subsidiary, Wolfspeed Texas LLC (together, the “Debtors”), voluntarily filed petitions (the "Chapter 11 Cases") for relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the “Bankruptcy Court”) to implement a prepackaged Chapter 11 plan of reorganization (the "Plan"). The Chapter 11 Cases were administered jointly under the caption In re Wolfspeed, Inc., et al, case number 25-90163 (CML).

The Chapter 11 filings, including the Plan and the Disclosure Statement filed on June 30, 2025, were intended to facilitate a comprehensive balance sheet restructuring pursuant to a Restructuring Support Agreement (the “Restructuring Support Agreement”) executed on June 22, 2025, with key stakeholders, including (i) holders of more than 97% of the Company’s Senior Secured Notes due 2030 (the "Existing Senior Secured Notes"), (ii) holders of more than 67% of the Company’s outstanding 1.75% Convertible Senior Notes due 2026, 0.25% Convertible Senior Notes due 2028, and 1.875% Convertible Senior Notes due 2029 (collectively, the “Convertible Notes”), and (iii) Renesas Electronics America Inc. (“Renesas”).

On September 8, 2025, the Court entered the Order (i) Approving the Disclosure Statement, (ii) Confirming the Joint Prepackaged Chapter 11 Plan of Reorganization of Wolfspeed, Inc. and Its Debtor Affiliate, and (iii) Approving Entry into the Backstop Agreement (Docket No. 285) (the “Confirmation Order”), which, among other things, confirmed the Plan.

On September 29, 2025 (the "Effective Date"), we emerged from the Chapter 11 Cases upon all the conditions to the effectiveness of the Plan being satisfied or waived and the Plan becoming effective. Refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies" and Note 3, “Emergence from Voluntary Reorganization under Chapter 11,” to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

Upon our emergence from the Chapter 11 Cases, we adopted fresh start accounting, which resulted in a new basis of accounting and the Company becoming a new entity for financial reporting purposes. As a result of the application of fresh start accounting and the effects of the implementation of the Plan, the consolidated financial statements after the Effective Date are not comparable with the consolidated financial statements on or before that date. Refer to Note 4, “Fresh Start Accounting,” to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

Reincorporation in Delaware

In connection with the Plan, we effected a reincorporation from the State of North Carolina to the State of Delaware (the “Reincorporation”). Upon consummation of the Reincorporation, Wolfspeed ceased its legal existence as a North Carolina corporation, and the surviving Delaware corporation will continue our business under the name “Wolfspeed, Inc.”, succeeding to all of our rights, assets, liabilities and obligations. In connection with the Plan and the Reincorporation, we adopted a new Certificate of Incorporation and new Bylaws under the Delaware General Corporation Law, which replaced our previous Amended and Restated Articles of Incorporation and Bylaws.

Products

Silicon Carbide and Gallium Nitride ("GaN") Materials

Our silicon carbide materials products consist of silicon carbide bare wafers, epitaxial wafers, and GaN epitaxial layers on silicon carbide wafers. Our silicon carbide materials are targeted for customers who use them to manufacture products for radio-frequency ("RF"), power and other applications. Corporate, government and university customers also buy silicon carbide and GaN materials for research and development directed at RF and power devices.

Power Devices

Our power device products consist of silicon carbide Schottky diodes, metal oxide semiconductor field effect transistors ("MOSFETs") and power modules. Our silicon carbide power products provide increased efficiency and faster switching speeds and as a result, reduced system size and weight over comparable silicon power devices. Power products are sold to customers and distributors for use in applications such as electric vehicles, including charging infrastructure, server power supplies, solar inverters, uninterruptible power supplies, industrial power supplies, AI data centers, grid modernization and other applications.

Research and Development

We invest significant resources in research and development and are focusing on accelerating the pace of technological innovation in our products. Our research and development activities include efforts to:

- develop silicon carbide materials and fabrication technology for a 200mm platform;
- develop higher performance power devices;
- increase the quality, performance and diameter of our substrate and epitaxial materials; and
- continually improve our manufacturing processes.

When our customers participate in funding our research and development programs, we recognize the amount funded as a reduction of research and development expenses to the extent that our customers' funding does not exceed our respective research and development costs. For further information about our research and development costs, see "Research and Development" in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report.

Sales and Marketing

We have continued to optimize our sales, marketing and technical applications support functions, as well as expand our distribution capabilities to further enable new and existing customers to design and implement our silicon carbide and power technology into their products. Our sales, marketing and technical applications teams include personnel throughout North America, Asia and Europe.

Customers

We had two customers during each of the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024 that each represented more than 10% of our consolidated revenue. These customers, in the aggregate, accounted for 41%, 38%, 37% and 37% of our total consolidated revenue in each period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024, respectively. For further discussion regarding customer concentration, please see Note 17, "Concentrations of Risk," in our consolidated financial statements included in Part II, Item 8 of this Annual Report. The loss of any large customer could have a material adverse effect on our business and results of operations.

Distribution

A portion of our products are sold to distributors. Distributors stock inventory and sell our products to their own customer base, which may include value added resellers, manufacturers who incorporate our products into their own manufactured goods and ultimate end users of our products. We also utilize third-party sales representatives who generally do not maintain a product inventory; instead, their customers place orders directly with us or through distributors.

Manufacturing

We manufacture silicon carbide substrates, silicon carbide MOSFETs and Schottky diodes and power modules. We utilize manufacturing facilities located in the United States in combination with assembly and test subcontractors throughout Asia. Manufacturing assets are managed together through one centralized organization to ensure we leverage scale in asset utilization, purchasing volumes, and overhead costs across the business. During fiscal 2025, we completed the transition of our device production capacity from 150mm to 200mm offerings including the substantial completion of the initial phase of our major expansion projects. During the period ended June 28, 2026, we closed the 150mm device fabrication facility in Durham, North Carolina and now produce all power devices in our 200mm Marcy, New York fabrication facility.

Silicon carbide substrate manufacturing occurs in our materials facility in Durham, North Carolina and involves production of a bare wafer substrate with or without epitaxy. Our front-end processes occur in manufacturing facilities called "wafer fabs". These processes involve several hundred manufacturing steps required for imprinting silicon carbide wafers with the precise circuitry required for semiconductor devices to function. Back-end processes include the assembly, test and packaging of semiconductors to make them suitable for use and sale.

Yields in our manufacturing process can vary and are dependent upon multiple factors including product complexity and performance requirements as well as the maturity of the process. In order to maximize both yield and quality, we maintain a robust process design that includes in-line process monitoring and testing.

Our substrate manufacturing facilities in Durham, North Carolina are certified to ISO 9001, IATF 16949, ISO 14001 and ISO 45001. Our silicon carbide device fabrication facility in Marcy, New York (the Mohawk Valley Fab) is certified to LEED® Silver, ISO 9001 and IATF 16949 and is in the process of being certified for ISO 14001 and ISO 45001.

ISO 9001 is the international standard that specifies requirements for a quality management system and focuses on the ability to consistently provide products and services that meet customer requirements. IATF 16949 is the highest international quality standard for the automotive industry. ISO 14001 is an internationally agreed upon standard for an environmental management system. ISO 45001 is the international standard that specifies requirements for an occupational health and safety ("OH&S") management system. It provides a framework for organizations to manage risks and improve OH&S performance.

Sources of Raw Materials

We depend on a number of suppliers for certain raw materials, components and equipment used in manufacturing our products, including certain key materials and equipment used in critical stages of our manufacturing processes. In select cases, we have purchase contracts with suppliers in place to help ensure our supply. In other cases, we purchase items pursuant to discrete purchase orders. Our suppliers are located around the world and can be subject to constraints beyond our control that may limit supply. We believe our current supply of essential materials is sufficient to meet our needs. However, shortages have occurred from time to time and could occur again.

We are focused on forecasting demand with sufficient time necessary to secure raw materials that may have extended lead times and we continue to work with suppliers to develop purchase and capacity agreements that secure supply over extended time periods, including accommodating our suppliers' need for capital investment when needed.

We believe our operations are currently not materially impacted by our ability to source raw materials, components and equipment used in manufacturing our products.

Competition

Silicon Carbide and GaN Materials

We have continued to maintain a well-established leadership position in the sale of silicon carbide wafer and silicon carbide and GaN epitaxy products. As market adoption of the technology grows with rapidly expanding power device designs, we have experienced increased competition from companies such as SICC Co., LTD., and TanKeBlue Semiconductor Co., Ltd in China. We believe our leading technology, product quality and leveraged production scale position us to reliably supply production volumes to the device manufacturers in the market.

Power Devices

Our silicon carbide power devices compete with silicon carbide power semiconductor solutions offered by companies like Infineon Technologies AG, ON Semiconductor Corporation, Rohm Co. Ltd., ST Microelectronics N.V., Robert Bosch GmbH, and Silan Microelectronics Co. Ltd., as well as an increasing number of smaller competitors. Our silicon carbide products also compete with silicon semiconductor devices offered by a variety of manufacturers. Our power products compete in the power semiconductor market on the basis of performance, reliability and overall system price.

Patents and Other Intellectual Property Rights

We believe it is important to protect our investment in technology by obtaining and enforcing intellectual property rights, including rights under patent, trademark, trade secret and copyright laws. We seek to protect inventions we consider significant by applying for patents in the United States and other countries when appropriate. We have also acquired, through license grants, purchases and assignments, rights to patents on inventions originally developed by others. As of June 28, 2026, we owned or were the exclusive licensee of 550 issued United States patents and approximately 921 foreign patents with various expiration dates extending up to 2051, with certain patents expiring in the near term. We do not consider our business to be materially dependent upon any one patent, and we believe our business will not be materially adversely affected by the expiration of any one patent. For proprietary technology that is not patented, we generally seek to protect the technology and related know-how and information as trade secrets by keeping confidential the information that we believe provides us with a competitive advantage. We attempt to create strong brands for our products and promote our products through trademarks that distinguish them in the market. We may license to our customers use of our trademarks in connection with the sale of our products, and we monitor for the proper and authorized use of our trademarks.

Licensing activities and lawsuits to enforce intellectual property rights, particularly patent rights, are a common aspect of the semiconductor industry, and we attempt to ensure respect for our intellectual property rights through appropriate actions, including our recently filed lawsuit against Navitas Semiconductor Corp. for patent infringement. Refer to Note 16, "Commitments and Contingencies," in our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information. The breadth of our intellectual property rights and the extent to which they can be successfully enforced varies across jurisdictions. We both make and receive inquiries regarding possible patent infringements and possible violations of other intellectual property rights in the normal course of business. Depending on the circumstances, we may seek to negotiate a license or other acceptable resolution. If we are unable to achieve a resolution by agreement, we may seek to enforce our rights or defend our position through litigation. Patent litigation can be expensive and the outcome is often uncertain. We believe that the strength of our portfolio of patent rights is important in helping us resolve or avoid such disputes with other companies in our industry.

Governmental Regulation

We are subject to a variety of federal, state, local and foreign provisions regulating the discharge of materials into the environment or otherwise relating to the protection of the environment. These include statutory and regulatory provisions under which we are responsible for the management of hazardous materials we use and the disposition of hazardous wastes resulting from our manufacturing processes. Failure to comply with such provisions could result in fines and other liabilities to the government or third parties, injunctions requiring us to suspend or curtail operations or other remedies, and could have a material adverse effect on our business.

Increasing public attention has been focused on the environmental impact of semiconductor manufacturing operations. We, along with the rest of the semiconductor industry, are subject to variable interpretations and governmental priorities concerning environmental laws and regulations.

We endorse and adhere to Environment, Health and Safety (EHS) standards for all our sites. It is our EHS goal to design and develop products safely, that realize energy efficiency, minimize environmental impacts, and have sustainable life cycles. In this manner, we are striving to continuously improve our EHS performance and reduce the overall impacts of our manufacturing processes. To further ensure that we can implement such standards, we are dedicated to:

- providing a safe and healthy work environment for our employees;
- complying with regulatory and other requirements;
- using natural resources, energy, and materials efficiently;
- substituting sustainable resources in place of non-renewable resources;
- reusing or recycling materials wherever technically possible and economically reasonable;

- minimizing waste and disposing of waste safely and responsibly;
- sourcing raw material responsibly;
- implementing specific measures to prevent and minimize hazards to humans; and the environment including pollution prevention; and
- consulting with and encouraging the participation of workers and workers' representatives, as applicable.

Our EHS management systems in our manufacturing facilities in Durham, North Carolina are certified to ISO 14001:2015 for environmental management. The benefits of implementing environmental and safety management systems include improved risk management, cost savings, meeting external stakeholder expectations, ensuring compliance with environmental and occupational safety laws, and decreasing our environmental footprint through discovering new possibilities for energy, water and waste usage reductions.

We are also subject to import-export controls, tariffs and other trade-related regulations and restrictions in countries in which we have operations or otherwise do business. These controls, tariffs, regulations, and restrictions may have a material impact on our business, including our ability to sell products and to manufacture or source components.

Working Capital

For a discussion of our working capital practices, see "Liquidity and Capital Resources" in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," of this Annual Report.

Human Capital

Employees

As of June 28, 2026, we employed 2,371 regular full and part-time employees. We also employ individuals on a temporary full-time basis and use the services of contractors as necessary. Certain employees in various countries outside of the United States are subject to laws providing representation rights.

Employee Retention and Development

We believe that our future success largely depends upon our continued ability to identify, attract, motivate and retain qualified personnel. Core to our ability to attract and retain talent is our high-performance culture, which is based on our three central values of (1) safety, integrity and respect, (2) ownership and accountability, and (3) ingenuity and passion. We are committed to creating and sustaining a culture where all employees are engaged and can contribute to their full potential. We aim to provide our employees with competitive compensation, as well as opportunities for equity ownership and developmental programs that enable continued learning and growth. We endeavor to utilize recruiting practices that yield qualified and dedicated employees who are driven to achieve our vision.

We are committed to offering an environment in which employees are ensured equal job opportunities and have a chance for advancement. We also have initiatives in place to reduce our global employee turnover rates, which are monitored and reviewed quarterly. Our goal is to ensure employees can find development and career growth without having to leave Wolfspeed.

During the first quarter of 2025, we initiated a headcount reduction and facility closure and consolidation plan and during the Successor period of fiscal 2026, we have continued to right-size our operations by initiating two additional headcount reduction plans. Please refer to Note 18, "Restructuring" to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

Compensation and Benefits

We are focused on offering competitive compensation and comprehensive benefit packages designed to promote the physical and emotional well-being and financial health of our employees. In addition to base pay, our total compensation package includes items such as bonuses, stock-based compensation and employee referral bonuses. Our benefits package includes employee learnings, health and welfare, tuition reimbursement, student loan repayment, several wellness and emotional support options and adoption assistance. Additionally, we sponsor a 401(k) employee benefit plan for our United States based employees and we match a defined percentage of employee contributions.

Health and Safety

The safety, health, and overall well-being of our employees and contractors is integrated into the way we do business. We aim to provide a safe and healthy work environment through various measures, including accountability for health and safety performance with line management, setting acceptable levels of risk based on government regulation or industry best practice, and evaluating health and safety incidents to prevent recurrence, among other programs. Through our collective commitment to safety during the year, we achieved significantly lower incident rates during fiscal 2026 as compared to fiscal 2025, which exceeded our target.

Culture and Community

Wolfspeed strives to foster an inclusive and engaged workplace culture where every employee feels valued, respected, and empowered to thrive. By building a strong sense of community where employees feel connected and supported, we aim to enhance collaboration and innovation, enabling employees to show up each day to do their best and most productive work.

Available Information

Our website address is www.wolfspeed.com and our investor relations website is located at https://investor.wolfspeed.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, statements of changes in beneficial ownership and amendments to those reports are available for free on our investor relations website as soon as reasonably practicable after these are electronically filed with, or furnished to, the SEC. The contents of our website, including our investor relations website, are not incorporated by reference into this filing or any other report we file with or furnish to the SEC. We have no duty to update or revise any forward-looking statements in this Annual Report or in other reports filed with the SEC, whether as a result of new information, future events or otherwise, unless we are required to do so by law. The SEC maintains a website ("www.sec.gov") that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Item 1A. Risk Factors

Described below are various risks and uncertainties that may affect our business. If any of the risks described below actually occurs, our business, financial condition or results of operations could be materially and adversely affected.

Risk categories and certain principal risks under each category include (each described more fully below):

- Risks related to the Chapter 11 Cases
    - Historical financial information will not be indicative of our future performance.
    - Impact of outstanding debt obligations.
    - Influence of certain former holders of the Convertible Notes and Renesas.
    - Reduced tax attributes due to cancellation of indebtedness.
    - Impaired stakeholder confidence following emergence from the Chapter 11 Cases.
- Risks related to our markets and product demand
    - Our dependence on a concentrated group of customers for significant revenue.
    - Competition from established semiconductor companies and state-supported international players.
    - Global silicon carbide market growth not developing as rapidly as anticipated.
    - Our ability to introduce new products to new and established markets.
    - Cyclical market patterns and potential downturns in our end markets.
    - Distributors may not expand their customer base or anticipate demand.
    - Global macroeconomic conditions could adversely impact our strategic direction.
    - Tariffs or other trade restrictions could adversely impact our results of operations.
    - Delays in product roadmap execution or misallocated research and development investments.
- Risks related to manufacturing and operational execution
    - Manufacturing yield issues or failure to meet evolving quality standards.
    - Our ability to achieve manufacturing cost targets and production yield goals.
    - Our ability to balance customer demand with manufacturing capacity.
    - Operational challenges in improving utilization at our manufacturing facilities.
    - Environmental laws and regulations impacting manufacturing.

– Risks related to our overall business and operations

- Our ability to attract and retain qualified personnel in a competitive market.
- Cybersecurity threats, data breaches, and inadequate data protection controls.
- Our ability to protect our intellectual property rights.
- Delays in consolidating ERP systems that may hinder operational efficiency.
- The use or application of emerging technologies, including AI.
- Existing and potential future litigation.
- Changes in regulatory or accounting and tax positions.

– General risk factors

- Our reincorporation from North Carolina to Delaware.
- Our stock price has experienced and may continue to experience volatility.
- Disruptions from extreme weather events and natural disasters.
- The impact of pandemic outbreaks on our operations and supply chain.
- Changes in governmental policies and incentives.
- Supply chain disruptions adversely impacting our global supply dependencies.
- Reliance on local utilities and infrastructure at our manufacturing facilities

Risks Related to the Chapter 11 Cases

As a result of the Chapter 11 Cases, our historical financial information will not be indicative of our future performance, and we may not realize all of the intended benefits of the Chapter 11 Cases.

Following our emergence from the Chapter 11 Cases, our capital structure was significantly altered. As a result of the Chapter 11 Cases, our historical financial performance will not be indicative of our future financial performance. In addition, the amounts reported in subsequent consolidated financial statements may materially change relative to our historical consolidated financial statements. We adopted fresh start accounting, and accordingly, our assets and liabilities will be recorded at fair value as of the emergence date, which differs materially from the recorded values of assets and liabilities on our historical consolidated balance sheets. Our financial results after the adoption of fresh start accounting may be different from historical trends.

Furthermore, we may not realize any or all of the intended benefits of the Chapter 11 Cases, the benefits may not be on the terms or in the manner we expect, and the costs incurred may exceed the intended benefits. The occurrence of one or more of these events could have a material and adverse effect on our operations, financial condition and reputation and we cannot assure you that having been subject to bankruptcy proceedings will not adversely affect our operations in the future. Additionally, other risks we face, as described in this Annual Report, may be exacerbated by the impacts of our emergence from bankruptcy.

We have outstanding debt which could materially restrict our business and adversely affect our financial condition, liquidity and results of operations.

The level of our outstanding debt may adversely affect our operating results and financial condition by, among other things:

- increasing our vulnerability to downturns in our business, to competitive pressures and to adverse general economic and industry conditions;
- requiring the dedication of an increased portion of our expected cash flows from operations to service our indebtedness, thereby reducing the amount of expected cash flow available for other purposes, including capital expenditures, or research and development;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; and
- placing us at a competitive disadvantage compared to our peers that may have less indebtedness than we have by limiting our ability to borrow additional funds needed to operate and grow our business and limiting our ability to pursue strategic acquisitions or other inorganic growth opportunities.

Our ability to pay interest and repay the principal for or to refinance any outstanding indebtedness under the New 2L Renesas Convertible Notes, New 2L Non-Renesas Convertible Notes, the New 2L Non-Convertible Notes, the New Senior Secured Notes and the 1.5L Convertible Notes (in each case, as defined below) is dependent upon our ability to manage our business operations, generate sufficient cash flows to service such debt and/or raise additional capital, which is subject to economic, financial, competitive and other factors beyond our control. There can be no assurance that we will be able to manage any of these risks successfully.

The indenture governing the New Senior Secured Notes (the "New Senior Secured Notes Indenture") includes a liquidity maintenance financial covenant requiring us to have an aggregate amount of unrestricted cash and cash equivalents maintained in accounts over which the collateral agent for the New Senior Secured Notes has been granted a perfected first lien security interest of at least $350 million as of the last day of any calendar month. In addition, the New Senior Secured Notes Indenture, the indenture governing the New 2L Non-Convertible Notes (the "New 2L Non-Convertible Notes Indenture"), the indenture governing the New 2L Renesas Convertible Notes (the "New 2L Renesas Convertible Notes Indenture"), the indenture governing the New 2L Non-Renesas Convertible Notes (the "New 2L Non-Renesas Convertible Notes Indenture") and the indenture governing the 1.5L Convertible Notes (the "1.5L Convertible Notes Indenture"), in each case, contain certain restrictions that limit our ability to, among other things: incur additional indebtedness, dispose of assets, pay dividends on or redeem or repurchase shares of our common stock, $0.00125 par value per share ("New Common Stock") or other securities, create liens on assets, make investments and acquisitions or engage in mergers or consolidations, and engage in certain transactions with non-subsidiary guarantors and affiliates. The New Senior Secured Notes Indenture, the New 2L Non-Convertible Notes Indenture, the New 2L Renesas Convertible Notes Indenture, the New 2L Non-Renesas Convertible Notes Indenture and the 1.5L Convertible Notes Indenture (collectively, the "Indentures") also require us to make an offer to repurchase (i) the New Senior Secured Notes, or if the New Senior Secured Notes are redeemed in full, the New 2L Non-Convertible Notes or the 2L Convertible Notes, with 100% of the net cash proceeds of certain non-ordinary course asset sales and casualty events, subject to the ability to reinvest the proceeds of certain casualty events (subject to certain limitations), (ii) in the case of the New Senior Secured Notes, with 100% of the proceeds of certain Department of Energy sponsored financings and in specified amounts upon the receipt of certain extraordinary proceeds and (iii) in the case of the New Senior Secured Notes, the New 2L Non-Convertible Notes, the New 2L Renesas Convertible Notes, the New 2L Non-Renesas Convertible Notes, and the 1.5L Convertible Notes, in full upon a change of control. The restrictions imposed by the Indentures could limit our ability to plan for or react to changing business conditions or could otherwise restrict our business activities and plans (including impairing our ability to obtain other financing). Our ability to comply with the covenants and restrictions imposed by the Indentures is subject to various risks and uncertainties beyond our control. Failure to comply with any of the restrictions and covenants in the Indentures or future financing arrangements could result in a default under those arrangements and under other arrangements containing cross-default provisions. A default would permit holders of the New Senior Secured Notes, the New 2L Non-Convertible Notes, the New 2L Renesas Convertible Notes or the New 2L Non-Renesas Convertible Notes or the 1.5L Convertible Notes, as applicable, to accelerate the maturity of the debt under these arrangements and to foreclose upon any collateral securing the debt. Under these circumstances, we might not have sufficient funds or other resources to satisfy all of our obligations, including our obligations under our Indentures.

Additionally, we are exposed to market value fluctuations and inherent interest rate risk related to our investment portfolio. We have historically invested portions of our available cash in fixed interest rate securities such as high-grade corporate debt, commercial paper, municipal bonds, certificates of deposit, government securities and other fixed interest rate investments. The primary objective of our cash investment policy is preservation of principal. However, these investments are generally not Federal Deposit Insurance Corporation insured and may lose value and/or become illiquid regardless of their credit rating. From time to time, we have also made investments in public and private companies that engage in complementary businesses, which investments are subject to fluctuations in market value. Any fluctuations in the value of our investment portfolio could further impact our ability to address outstanding debt obligations and continue operations.

Certain former convertible noteholders and Renesas may significantly influence matters submitted to stockholders.

Certain former holders of our convertible notes and Renesas have acquired significant ownership interests in our common stock pursuant to the Plan. These stockholders may control outcomes of actions requiring stockholder approval, including director elections, without other stockholders' approval. This concentration could: facilitate or hinder negotiated changes of control; allow for the appointment of board majorities, influencing management and strategy; affect corporate governance, business strategies, and capital allocation; impact stock liquidity, trading price, and volatility; create conflicts if major holders' interests diverge from other stockholders; and either attract or deter potential acquirers.

We may issue additional shares of common stock in connection with the exercise of the warrant issued to Renesas, or the conversion of the outstanding New 2L Renesas Convertible Notes, New 2L Non-Renesas Convertible Notes or 1.5L Convertible Notes, which would result in significant dilution to stockholders.

We may issue additional shares of common stock in connection with outstanding securities that are exercisable or convertible into common stock. Any future exercise of the outstanding warrant issued to Renesas to purchase an aggregate of 4,943,555 shares of the Company's common stock or the conversion of the New 2L Renesas Convertible Notes, New 2L Non-Renesas Convertible Notes or 1.5L Convertible Notes may result in significant dilution to existing stockholders.

We are required to reduce tax attributes due to cancellation of indebtedness income.

Generally, any discharge of our debt obligations for an amount less than the debt's adjusted issue price will give rise to cancellation of debt ("COD") income. Under Section 108 of the Internal Revenue Code of 1986, as amended (the "Code"), a taxpayer is required to exclude COD from gross income if the debtor is under the jurisdiction of a court in a case under Chapter 11 of the Bankruptcy Code and the discharge of debt occurs pursuant to that proceeding. As a consequence of such an exclusion, a taxpayer generally must reduce certain of its tax attributes by the amount of COD income that it excluded from gross income. U.S. federal income tax attributes subject to reduction generally include (i) net operating losses ("NOLs") and NOL carryforwards; (ii) general business credit carryovers; (iii) capital loss carryovers; (iv) tax basis in assets; and (v) foreign tax credit carryovers.

As a result of the implementation of the Plan, we realized a substantial amount of COD income for U.S. federal income tax purposes and our tax attributes will be subject to the foregoing attribute reduction rules. The attribute reduction resulted in a reduction to our net operating losses generated during fiscal 2026 and prior years, which may have an adverse effect on our future cash flow.

Impaired stakeholder confidence and weakened relationships following Chapter 11 emergence may adversely affect our business.

Our emergence from the Chapter 11 Cases on the Effective Date may continue to adversely affect our business, operations, and stakeholder relationships. Customer and vendor confidence may remain impaired, potentially causing: reduced orders or order cancellations; unfavorable contract terms or reluctance by third parties to enter new agreements on acceptable terms or at all; competitive disadvantages as customers shift business to competitors perceived as more stable; and ongoing reputational harm in our markets.

Additionally, investors and capital markets may require demonstrated operational and financial recovery before fully restoring confidence, potentially limiting our access to capital on favorable terms or affecting the trading price of our common stock until sustained performance improvements are evidenced.

Risks Related to Our Markets and Product Demand

Our dependence on a concentrated customer base creates revenue vulnerability.

We receive significant revenue from a limited number of customers and distributors, with two individually representing more than 10% of consolidated revenue for each of the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026. Many customer orders are made on a purchase order basis without long-term commitments. Therefore, these customers may alter their purchasing behavior with little or no notice to us for various reasons, including developing, or, in the case of our distributors, their customers developing, their own product solutions; choosing to purchase or distribute product from our competitors; incorrectly forecasting end market demand for their products; altering their purchasing practices as a result of our emergence from the Chapter 11 Cases and the implementation of the Plan; or experiencing a reduction in their market share in the markets for which they purchase our products. If our customers alter their purchasing behavior, if our customers' purchasing behavior does not match our expectations, or if we encounter any problems collecting amounts due from them, our business, financial condition, and results of operations could be negatively impacted.

Furthermore, we continue to expand into new markets and new market segments. Many of our existing customers who purchase our silicon carbide substrate materials develop and manufacture devices, die and components using those wafers that are offered in the same power market. As a result, some of our current customers perceive us as a competitor in these market segments. In response, our customers may reduce or discontinue their orders for our substrate materials. This reduction in or discontinuation of orders could occur faster than our sales growth in these new markets, which could adversely affect our business, financial condition, and results of operations.

Competition from established semiconductor companies and state-supported international players threatens our market position.

The markets for our products are highly competitive. In the semiconductor market, we compete with companies that have greater market share, name recognition, distribution, government subsidies and sales channels, and/or technical resources than we do, as well as state-supported international players who may have access to significant resources. Competitors continue to offer new products with aggressive pricing, additional features and improved performance. Aggressive pricing actions by our competitors in our businesses could reduce margins if we are not able to reduce costs at an equal or greater rate than the sales price decline. Competitors may form strategic alliances with key customers, leading to further pricing pressure and reduced market share. Our inability to recover substantial development, engineering, and manufacturing costs—particularly significant given our current underutilization costs at the Mohawk Valley and Siler City facilities, softening demand and continued price pressure in certain applications could compound these challenges.

As competition increases, we need to continue to develop new products that meet or exceed the needs of our customers. Therefore, our ability to continually produce more efficient and lower cost power and materials products that meet the evolving needs of our customers will be critical to our success. Competitors may also try to align with some of our strategic customers. This could lead to lower prices for our products, reduced demand for our products and a corresponding reduction in our ability to recover development, engineering and manufacturing costs. Any of these developments could adversely affect our business, financial condition, and results of operations.

Our growth depends on the adoption of our products, which is impacted by trends in the global silicon carbide market and customer behavior in response to those trends.

Our growth depends significantly on adoption of our products within served markets and our ability to influence adoption rates. The semiconductor industry is characterized by rapid technological change, high capital expenditures, short product life cycles, and continuous process technology advancements. Markets we serve are in different adoption stages and characterized by constant change, rapid obsolescence, price erosion, evolving standards, and supply-demand fluctuations. As markets mature, additional fluctuations may result from customer base variability and consolidations, characterized by lower product demand, production overcapacity, higher inventory levels, aggressive competitor pricing, longer lead times for key components, supply delays, and production disruptions. We have experienced and may continue experiencing these conditions, which could adversely affect our business, financial condition, and results of operations.

Our ability to develop and introduce new products that are adopted by customers, in new and established markets, will impact our ability to successfully grow our business.

Our future success depends on our ability to deliver new, higher-performing and/or lower-cost solutions for existing and new markets and customer acceptance of those solutions. We have experienced delays in completing development, introduction, and qualification of new products. Our research and development efforts address increasingly complex problems, and not all projects will succeed. The semiconductor industry is characterized by rapid technological change, and our ability to compete effectively depends on our continued innovation in silicon carbide technology and our capacity to anticipate and respond to evolving customer requirements across automotive, industrial, energy, and AI data center applications. AI-related demand for our products is an emerging and rapidly evolving market opportunity, and the expected timing and magnitude of such demand may change significantly.

Successful development, introduction, and acceptance of our products depend on multiple critical factors. These include qualification and acceptance of new product and system designs, especially for automotive applications requiring stringent reliability and safety standards. We must also rely on our customers' ability to develop competitive products incorporating our solutions, as well as market acceptance of both our products and our customers' end products. The effective transfer of complex products from development to manufacturing presents significant challenges, which requires substantial capital investment and process refinement. Additional factors necessary for successful development include timely and cost-effective product introduction, achieving technology breakthroughs necessary for commercially viable products, and converting design-ins (customer commitments to purchase our products) to significant volume sales over multi-year qualification cycles.

Our ability to succeed also requires accurate prediction of market requirements, the capability to predict, influence, and react to evolving industry standards, and acceptance of new technology in certain markets where silicon carbide solutions compete with established silicon-based alternatives. We must maintain robust intellectual property protection, ensure availability of qualified research and development personnel in a competitive labor market, complete designs and development activities on schedule, and develop repeatable processes for manufacturing new products in sufficient quantities with desired specifications at competitive costs. If any of these factors become problematic, we may not deliver and introduce new products in a timely or cost-effective manner. Our continued focus on accelerating the transition to 200mm substrate production is critical to achieving manufacturing scale and cost competitiveness. Any inability to balance production capacity with customer demands or continue this transition in a timely and cost-effective manner would negatively impact our competitive position, business, financial condition, and results of operations.

Cyclical market patterns and potential downturns in our end markets could impact demand, which could cause volatility in our revenue and profitability.

Industries we serve experience significant supply-demand and pricing fluctuations affecting our revenue and profitability. The semiconductor industry's rapid technological change, high capital expenditures, short product life cycles, and continuous advancements create volatility. Market maturity brings variability from customer base changes and consolidations, characterized by low demand, overcapacity, higher inventories, and aggressive pricing. We have experienced and may continue experiencing these conditions, which could adversely impact our business, financial condition, and results of operations.

Distributors may not expand their customer base or effectively anticipate demand.

We sell a portion of our products through distributors, including one that represented over 10% of revenue during each of the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026. We depend on distributors to expand their customer base and anticipate demand. Their success directly impacts our growth and profitability. Distributors must balance adequate inventory against obsolescence risk—particularly relevant for technology products—based on market cycles and internal factors largely outside our control. Both we and our distributors may be required to shift business relationships based on product availability, performance, and strategic priorities.

We typically recognize revenue on products sold to distributors when an item is shipped and title passes to the distributor. Certain distributors have limited rights to return inventory under stock rotation programs and have limited price adjustment rights for which we make estimates. We evaluate inventory levels in the distribution channel, current economic trends, and other relevant factors in developing our judgments and estimates. As inventory levels and product return trends change or we make changes to our distributor roster, we may have to revise our estimates and incur additional costs, and our gross margins and operating results could be adversely impacted.

Global macroeconomic conditions could adversely impact our strategic direction.

During the period from June 30, 2025 to September 29, 2025 and the period from September 30, 2025 to June 28, 2026, 77% and 66%, respectively, of our revenue was from outside the United States and we expect that revenue from international sales will continue to represent a significant portion of our total revenue. As such, a significant slowdown or instability in relevant foreign economies or lower investments in new infrastructure could have a negative impact on our sales. We also purchase a portion of the materials included in our products from overseas sources. Moreover, our operations and performance depend significantly on worldwide economic and geopolitical conditions. Uncertainty about global economic conditions could cause customers to postpone purchases, which could, in turn, have a material negative impact on the demand of our products. Economic slowdowns or recessions and inflationary pressures could decrease demand, increase costs, and create other challenges. Government actions addressing economic slowdowns and inflation, including elevated interest rates, could negatively impact our growth.

Our international sales and purchases are subject to numerous United States and foreign laws and regulations, including, without limitation, tariffs, trade sanctions, trade barriers, trade embargoes, regulations relating to import-export control, technology transfer restrictions, the International Traffic in Arms Regulation promulgated under the Arms Export Control Act, the Foreign Corrupt Practices Act and the anti-boycott provisions of the United States Export Administration Act. The United States Government has imposed, and in the future may impose, restrictions on shipments to some of our current customers. Government restrictions on sales to certain foreign customers will reduce our revenue and profit related to those customers in the short term and could have a potential long-term impact.

Our international sales are subject to variability as our selling prices become less competitive in countries with currencies that are declining in value against the U.S. Dollar and more competitive in countries with currencies that are increasing in value against the U.S. Dollar. In addition, our international purchases can become more expensive if the U.S. Dollar weakens against the foreign currencies in which we are billed. We may in the future enter into foreign currency derivative financial instruments in an effort to manage or hedge some of our foreign exchange rate risk. We may not be able to engage in hedging transactions in the future, and, even if we do, foreign currency fluctuations may still have a material impact on our results of operations.

Tariffs or other trade restrictions or taxes have had in the past, and could have in the future, an adverse impact on our business, results of operations and financial condition.

The United States has implemented new tariffs and significant increases and changes to existing tariffs, including on goods from China, and has proposed further changes and new tariffs. In response to such tariffs announced by the United States, other countries have imposed or are considering imposing new or increased tariffs on certain imports from the United States. Trade tensions between the United States and China are expected to continue. U.S. tariffs on goods from China and other countries, and corresponding retaliatory tariffs, have negatively impacted and may continue negatively impacting demand and/or increasing costs for our products.

We face uncertainty interpreting new tariffs and their applicability regarding customs valuation, product classification, and country-of-origin determinations. Although we and our vendors seek to comply with applicable customs laws, application of rules regarding new tariffs can be subject to varying interpretations or future reinterpretations. U.S. Customs and Border Protection authorities or customs authorities in other countries could disagree with valuation, rules of origin, or classification methods applied to certain products, resulting in retroactive assessment of additional duties with interest, penalties, or other enforcement actions without ability to mitigate penalties, adversely affect our business, results of operations and financial condition.

Delays in product roadmap execution or misallocated research and development investments could impair competitiveness.

Our ability to maintain technology leadership in silicon carbide materials and power devices while continually producing more efficient, lower-cost products is critical to success in an increasingly competitive market. Our strategic focus on and completion of our accelerated transition to 200mm substrate production required sustained research and development investment and precise resource allocation. If we misallocate research and development resources, fail to achieve planned cost efficiencies, or experience delays in our technology roadmap execution, we may lose competitive positioning. In some instances, we plan product offerings based on planned yield improvements or increased cost efficiencies from production advances; failure to achieve these improvements could significantly affect our business, results of operations and financial condition.

Risks Related to Manufacturing and Operational Execution

Manufacturing yield issues or failure to meet evolving quality standards could increase costs and damage customer relationships.

All of our products are manufactured using highly complex silicon carbide technologies. The number of usable items, or yield, from our production processes may fluctuate as a result of numerous factors. These include variability in our process repeatability and control, contamination of the manufacturing environment, equipment failures, power outages, or other system disruptions. Yield fluctuations may also result from lack of consistency and adequate quality and quantity of piece parts, raw materials, and bill of materials items, as well as inventory shrinkage or human errors. Additionally, defects in production processes within our facilities or at suppliers and subcontractors, and transitions or changes in production processes (whether planned or unplanned), can impact yields. We have experienced difficulties in achieving acceptable yields on certain products in the past, which has adversely affected our operating results, and we may experience similar problems in the future. Our ability to convert volume manufacturing to larger diameter substrates, particularly the transition to 200mm production, is an important factor in providing more cost-effective manufacturing processes.

Our customers specify stringent quality, performance, and reliability standards that we must meet, particularly for automotive applications which require zero defect quality processes, functionally safe design architecture, and high reliability standards. If our products do not meet these standards, we may be required to replace or rework them at significant cost. In some cases, our products may contain undetected defects or flaws that only become evident after shipment and installation. Even if our products meet standard specifications, customers may attempt to use our products in applications for which they were not designed or in products that were not designed or manufactured properly, resulting in product failures and creating customer satisfaction issues. We have experienced product quality, performance, or reliability problems from time to time, and defects or failures may occur in the future.

Product quality issues could result in significant financial and reputational consequences. A significant product recall could result in adverse publicity, damage to our reputation, and loss of customer confidence in our products—particularly critical as we work to rebuild stakeholder trust following our emergence from the Chapter 11 Cases. High defect rates and failure to meet evolving industry quality standards may damage customer relationships, impact customer acquisition and retention, and create significant reputational risk that could impair our competitive position.

We provide standard warranty periods of 90 days on our products, with longer periods under a limited number of customer contracts. Although we believe our reserves are appropriate, we are making projections about the future reliability of new products and technologies, and we may experience increased variability in warranty claims. Increased warranty claims could result in significant losses due to a rise in warranty expense and costs associated with customer support.

Our ability to achieve manufacturing cost targets and production yield goals is critical to profitability.

Our ongoing transition to 200mm substrate production is essential to achieving competitive cost structures and improved economies of scale, and delays or difficulties in this transition could adversely affect our ability to compete on price and maintain profitability. Our financial performance depends on achieving anticipated manufacturing efficiencies and cost reductions in our silicon carbide operations. Production output can be adversely affected by factors such as operational disruptions, supply chain inconsistencies, workforce execution, and modifications to production methods. We have experienced difficulties meeting output targets in the past, negatively impacting financial results, and similar challenges may arise in the future. If we fail to realize these projected enhancements, whether from improved output rates, reduced per-unit costs, or successful scaling of operations, our profit margins, financial condition, and results of operations could be significantly impaired.

Our ability to balance customer demand with manufacturing capacity affects our financial performance.

As customer demand changes, we must adjust production capacity to meet demand. We are continually addressing manufacturing capacity needs. However, if we cannot increase production capacity at our targeted rate, if unforeseen costs arise, or if we cannot obtain advanced semiconductor manufacturing equipment timely, we may not achieve financial targets. We may be unable to build or qualify new capacity timely to meet customer demand, causing customers to fulfill orders with competitors. As we introduce new products and change product generations, we must balance production and inventory of prior generation products with new generation products to maintain a product mix that both aligns to customer demand and mitigates inventory write-down risks. Significant or prolonged shortages or delivery delays could delay customer manufacturing, negatively impact relationships, and potentially trigger penalty payments under certain agreements.

Due to proportionately high fixed costs (such as facility costs), if demand does not materialize at forecasted rates, we may not scale back manufacturing expenses or overhead costs quickly enough to correspond to lower demand, resulting in lower margins and adversely impacting our business, financial condition, and results of operations. If product demand decreases or if we fail to forecast demand accurately, we may experience mismatches between current product demand and manufactured product mix, adversely impacting results through higher costs from lower factory utilization and higher fixed costs per unit produced. Changes in product demand as compared to customer forecasts may cause variability in supply costs if significant adjustments are needed to our forecasted or committed procurement and supply plans. We may be required to recognize impairments on long-lived assets or excess inventory write-off charges, negatively impacting results of operations.

With the continuing ramp of the Mohawk Valley and Siler City facilities, we will continue to experience increased pressure on margins until our facilities reach full utilization. Initially, this underutilization cost will be substantial as we ramp facilities. Additionally, large upfront investments in facilities to increase capacity do not guarantee we will need the capacity, and we have experienced and may continue to experience lower than expected demand, resulting in further margin pressures. Our efforts to improve quoted delivery lead-time performance may result in corresponding reductions in order backlog. Declining backlog levels could result in more variability and less predictability in quarter-to-quarter revenue and operating results.

Operational challenges in improving utilization at our key manufacturing facilities may impact margins and results of operations.

Our margins are negatively impacted by challenges in managing utilization in our facilities. Establishing and operating new manufacturing facilities or expanding existing facilities involves significant risks and challenges, some of which we have experienced and may experience in the future, including poor production process yields and quality control challenges; insufficient personnel with requisite expertise and experience to operate automated silicon carbide device fabrication and materials manufacturing facilities; and issues installing new equipment and ramping production. In addition, as we bring new or expanded facilities online, we incur underutilization costs, which reflect the cost of operating the facility during the period when production begins but before the facility is at full utilization and have a negative impact on our margins.

Failure to comply with applicable environmental laws and regulations could harm our business and results of operations.

The manufacturing, assembly, and testing of our products require the use of hazardous materials subject to environmental, health, and safety laws and regulations. Our failure to comply with applicable laws could result in regulatory penalties, fines, legal liabilities, forfeiture of tax benefits, suspension of production, alteration of our processes, and curtailment of operations or sales. Failure to manage the use, transportation, storage, or disposal of hazardous materials could subject us to significant costs or future liabilities.

Existing and future environmental laws and regulations could require us to acquire pollution abatement equipment, modify product designs, or incur other expenses. New materials we evaluate may be subject to regulations that restrict their use in our processes or products, harming our business by increasing expenses or requiring process alterations. New climate change laws and regulations could require us to change manufacturing processes or procure substitute materials that cost more or are more difficult to obtain. Various jurisdictions have implemented or could implement restrictions on emissions, water use, energy management, and waste management, which may increase expenses and adversely affect results.

Additionally, SEC rules under the Dodd-Frank Act impose annual disclosure and reporting requirements for companies using "conflict" minerals from the Democratic Republic of Congo and adjoining countries. We may face challenges with regulators, customers, and suppliers if we are unable to sufficiently trace the origin of certain materials used in our products.

Risks Related to Our Overall Business and Operations

Our ability to attract and retain qualified personnel in a competitive market is critical to our success.

Hiring and retaining qualified personnel is critical to our business, and competition for experienced employees in our industry is intense. As a global company, this issue extends beyond the United States to our other locations in Europe and Asia. There is substantial competition for qualified and capable personnel, particularly experienced engineers and technical personnel, which may make it difficult to recruit and retain qualified employees. If we are unable to staff sufficient and adequate personnel at our facilities, including as a result of attrition beyond the intended restructuring plans or adverse impacts on our ability to recruit and hire qualified personnel in the future as a result of the Chapter 11 Cases, we may experience lower revenue or increased manufacturing costs, adversely affecting our business, financial condition, and results of operations. Furthermore, organizational uncertainty may impair employee confidence and cause increased employee attrition beyond intended reductions, decreased morale, loss of institutional knowledge and expertise, and difficulty attracting, motivating, and retaining qualified management and key personnel, as employees may be more easily attracted to other employment opportunities. To help attract, motivate, and retain key employees, we use benefits such as stock-based compensation awards. If the value of such awards does not appreciate, as measured by our common stock price performance, or if our stock-based compensation otherwise ceases to be viewed as valuable, our ability to attract, retain, and motivate employees could be weakened, affecting our business, financial condition, and results of operations.

Cybersecurity threats, data breaches, and inadequate data protection controls could harm our business.

We face attempts by others to gain unauthorized access to our information technology systems on which we maintain proprietary and other confidential information, and such attempts may increase in frequency and severity. Our security measures may be breached as the result of industrial or other espionage actions of outside parties, employees, malfeasance, or otherwise, resulting in unauthorized parties obtaining access to our systems. The risk of security breaches or disruptions, particularly through cyber-attacks, ransomware, or cyber intrusion, including by computer hackers, the expanded use of AI, foreign governments, and cyber terrorists, has generally increased as cyber-attacks have become more prevalent and harder to detect and fight. Additionally, outside parties may attempt to access our confidential information through other means, for example by fraudulently inducing employees to disclose confidential information. We actively seek to prevent, detect, and investigate unauthorized access, which sometimes occurs and is usually not recognized until after it has occurred. We might be unaware of such access or unable to determine its magnitude and effects. We are also at risk of security breaches and disruptions occurring at third parties we work with, including customers and suppliers. To date, we do not believe unauthorized access to these systems has caused material damage. These threats are constantly evolving, increasing the difficulty of successfully defending against them or implementing adequate preventative measures. Theft and/or unauthorized use or publication of our trade secrets and other confidential business information as a result of such incidents could adversely affect our competitive position, result in loss of confidence in the adequacy of our threat mitigation and detection processes and procedures, cause us to incur significant costs to remedy damage, divert management's attention and other resources, and reduce the value of our investment in research and development. The increased prevalence of employees working remotely may exacerbate these cybersecurity risks. Our business could be subject to significant disruption and we could suffer monetary or other losses.

Our disclosure controls and procedures address cybersecurity and include elements intended to ensure analysis of potential disclosure obligations arising from security breaches. We are subject to numerous data privacy, protection, and security laws and regulations in the U.S. and internationally, including, among others, the European General Data Protection Regulation ("GDPR") and various U.S. federal and state data privacy and cybersecurity laws. We maintain compliance programs to address potential applicability of restrictions against trading while in possession of material, nonpublic information generally and in connection with cybersecurity breaches. However, a breakdown in existing controls and procedures around our cybersecurity environment may prevent us from detecting, reporting, or responding to cyber incidents timely and could adversely affect the trading price of our common stock as well as our overall business, financial condition, results of operations.

Our ability to protect our intellectual property rights is subject to limitations.

Our intellectual property position is based in part on patents owned by us and patents licensed to us. We intend to continue filing patent applications where appropriate and pursuing such applications with U.S. and certain foreign patent authorities. Our existing patents are subject to expiration and re-examination, and we cannot be sure additional patents will be issued on new applications around covered technology or that existing or future patents will not be successfully contested by third parties. Because issuance of a valid patent does not prevent other companies from using alternative, non-infringing technology, we cannot be sure any of our patents, or patents licensed to us, will provide significant commercial protection, especially as new competitors enter the market.

We periodically discover products that are counterfeit reproductions of our products or otherwise infringe on our intellectual property rights. Actions we take to establish and protect trademarks, patents, and other intellectual property rights may not be adequate to prevent imitation of our products by others, potentially adversely affecting sales and our brand, resulting in customer preference shifts away from our products. Further, actions we take to establish and protect trademarks, patents, and other intellectual property rights could result in significant legal expense and divert efforts of technical personnel and management, even if litigation or other action results in determinations favorable to us.

We also rely on trade secrets and other non-patented proprietary information relating to product development and manufacturing activities. We try to protect this information through appropriate efforts to maintain secrecy, including requiring employees and third parties to sign confidentiality agreements. We cannot be sure these efforts will be successful or that confidentiality agreements will not be breached. We cannot be sure we would have adequate remedies for any breach of such agreements or other misappropriation of trade secrets, or that our trade secrets and proprietary know-how will not otherwise become known or be independently discovered by others.

Vigorous protection and pursuit of intellectual property rights characterize our industry, resulting in significant and often protracted and expensive litigation. Where necessary, we may initiate litigation to enforce our patent or other intellectual property rights (such as our recent lawsuit against Navitas Semiconductor for patent infringement) or to enforce restrictive covenants to prevent damage to or loss of our intellectual property, which could adversely impact our relationship with certain customers. Litigation to determine validity of patents or claims by third parties of infringement of patents or other intellectual property rights could result in significant legal expense and divert efforts of technical personnel and management, even if litigation results in determinations favorable to us. In the event of adverse results in such litigation, we could be required to pay substantial damages; indemnify customers; stop the manufacture, use, and sale of products found to be infringing; incur asset impairment charges; discontinue the use of processes found to be infringing; expend significant resources to develop non-infringing products or processes; or obtain licenses to use third-party technology.

There can be no assurance third parties will not attempt to assert infringement claims against us or our customers with respect to our products. Our customers may face infringement claims directed to their products that incorporate our products, and adverse results could impair customer demand for our products. We have promised certain customers we will indemnify them if they are sued by our competitors for infringement claims associated with products we supply. Under these indemnification obligations, we may be responsible for future payments to resolve infringement claims against them. From time to time, we receive correspondence asserting our products or processes are or may be infringing patents or other intellectual property rights of others. If we believe such assertions may have merit, or in other appropriate circumstances, we may take steps to seek to obtain licenses or avoid litigation. We cannot predict whether licenses will be available; whether we would find terms of any license offered acceptable; or whether we would be able to develop alternative solutions. Failure to obtain necessary licenses or develop alternative solutions could cause us to incur substantial liabilities and costs and potentially force manufacturing of the affected products to be suspended.

Delays in consolidating enterprise resource planning ("ERP") systems may hinder operational efficiency.

We are increasingly dependent on information technology to enable effective operations and maintain financial accuracy and completeness. Allocation and effective management of resources necessary to successfully implement, integrate, train personnel, and sustain our information technology platforms, including our ongoing implementation of a singular company-wide ERP system, will remain critical to reducing the risk of transaction errors, processing inefficiencies, business disruptions, or loss of or damage to intellectual property through security breaches. We face these same risks if we fail to allocate and effectively manage resources necessary to build, implement, upgrade, integrate, and sustain appropriate technology infrastructure over the longer term.

Risks relating to the use or application of emerging technologies, including AI, could result in competitive and other harm.

Concerns relating to the responsible use of new and evolving technologies, such as AI, in our and our suppliers’ and customers' products and services may result in reputational and financial harm and legal liability. We and our suppliers and customers are increasingly incorporating AI capabilities into our products, services, and internal processes, which may subject us to significant competitive, legal, regulatory, and other risks. There can be no assurance that our use of AI will enhance our business operations or result in a benefit to us. Our competitors may incorporate AI into their products more quickly or more successfully than us, including by developing superior products or improving their operations with the assistance of AI, which could impair our ability to compete effectively. If we or our suppliers or customers enable or offer solutions that draw controversy due to their perceived or actual impact on society, such as AI solutions that have unintended consequences or are controversial, we may experience reputational harm, competitive harm, or legal liability. Further, if models underlying AI we use are: incorrectly designed or implemented; trained on or reliant on incomplete, flawed, inadequate, inaccurate, biased, or otherwise poor quality data, or on data to which we do not have sufficient rights or in relation to which we and/or data providers haven't implemented sufficient legal compliance measures; used without sufficient oversight and governance to ensure responsible use; and/or adversely impacted by unforeseen defects, technical challenges, cybersecurity threats, or material performance issues, any of which may not be easily detectable, our performance and reputation, as well as our customers' reputations, could suffer or we could incur liability resulting from violation of laws or contracts to which we are a party or civil claims.

We use AI licensed from third parties, and our ability to continue using such third-party AI at the scale we need may be dependent on access to specific third-party software and infrastructure. We cannot control availability or pricing of such third-party AI, especially in highly competitive environments, and we may be unable to negotiate favorable economic terms with applicable providers. If any such third-party AI becomes incompatible with our technology and programs or unavailable for use, or if providers of such models unfavorably change terms on which their AI are offered or terminate their relationship with us, our business may be harmed. Further, to the extent any third-party AI is used as a hosted service, any disruption, outage, or loss of information through such hosted services could disrupt our operations or solutions, damage our reputation, cause loss of confidence in us, or result in legal claims or proceedings, for which we may be unable to recover damages from affected providers.

While we restrict certain use of third-party and open-source AI tools, internal governance of adoption of these technologies can be challenging, and our employees, consultants, and partners may use these tools on an unauthorized basis, posing additional risks relating to data protection, including potential exposure of our proprietary confidential information to unauthorized recipients and misuse of our or third-party intellectual property. Use of AI tools may result in allegations or claims against us related to violation of third-party intellectual property rights, unauthorized access to or use of proprietary information, and failure to comply with open-source software requirements. AI tools may also produce inaccurate responses that could lead to errors in our decision-making, product development, or other business activities, negatively impacting our business, financial condition, and results of operations. Our ability to mitigate these risks will depend on our continued effective maintaining, training, monitoring, and enforcement of appropriate policies and procedures governing use of AI tools and results of any such use, by us or our partners.

Moreover, the regulatory framework for AI is rapidly evolving as many federal, state, and foreign government bodies and agencies have introduced or are considering additional laws and regulations. Additionally, existing laws and regulations may be interpreted in ways affecting operation of our AI. As a result, implementation standards and enforcement practices are likely to remain uncertain for the foreseeable future, and we cannot yet determine the impact future laws, regulations, standards, or market perception of their requirements may have on our business and may not always be able to anticipate how to respond to these laws or regulations. It is possible that further new laws and regulations will be adopted in the United States and in other non-U.S. jurisdictions, or that existing laws and regulations, including competition and antitrust as well as scope of practice laws, may be interpreted in ways that would limit our ability to use AI for our business, or require us to change the way we use AI in a manner that negatively affects our business and results of operations.

Litigation could adversely affect our operating results and financial conditions.

We are often involved in litigation, primarily patent litigation, and we and certain former executive officers and directors were named as defendants in multiple securities class action lawsuits regarding past public disclosures, each as discussed further in Note 16, "Commitments and Contingencies," in our consolidated financial statements in Part II, Item 8 of this Annual Report. Defending against existing and potential litigation will likely require significant attention and resources and, regardless of the outcome, result in significant legal expenses, which could adversely affect our results unless covered by insurance or recovered from third parties. If our defenses are ultimately unsuccessful or if we are unable to achieve a favorable resolution, we could be liable for damage awards that could adversely affect our results of operations and financial condition.

Changes in regulatory and tax positions may affect our financial condition and results of operations.

Our future effective tax rates and ability to obtain tax credits may significantly affect our financial condition due to numerous factors, including: changes in or recapture of available tax credits, including the AMIC; limitations on utilizing federal and state

NOL carryforwards following ownership changes under Section 382 of the Code; changes in tax laws or their interpretation; changes in valuation or scheduling of the reversal of deferred tax assets and liabilities; jurisdictional profit allocation; implementation of international tax rules, including the Organization for Economic Co-operation and Development's 15% minimum global tax; resolution of tax audits; adjustments upon tax return finalization; non-deductible expenses, including Chapter 11 charges; recognition of uncertain tax positions; variations in stock-based compensation deductions; and repatriation of foreign earnings.

In July 2025, the "One Big Beautiful Bill Act" (the "OBBBA") was enacted, making multiple changes to federal income tax laws that affect the timing of deductions for our federal and state attributes. State conformity to OBBBA provisions remains unclear pending administrative guidance, which could adversely affect our financial condition, cash flows, and results of operations. Any significant changes in our effective tax rates could impact net income for future periods. Additionally, determining our income tax provision requires complex estimations and judgments, and material differences between actual tax liability and provisions could significantly affect our net income or cash flows.

We have had substantial NOL carryforwards that will be limited annually under Section 382 of the Code. An "ownership change" (generally defined as greater than 50-percentage-point cumulative changes in equity ownership of certain stockholders over a rolling three-year period) may limit our ability to utilize NOL carryforwards and other tax attributes to offset future taxable income. Such limitations could adversely affect our cash flows and overall financial condition.

Changes in government or industry policies, standards, or regulations relating to our products, or the products in which they are integrated, may impact demand. Efforts to change, eliminate, or reduce regulatory standards could negatively impact our business. Legislative actions, such as elimination of electric vehicle tax credits under the OBBBA, could reduce demand for our products. Our ability and our competitors' ability to meet evolving requirements could adversely impact competitive dynamics and our market position.

General Risk Factors

Our exclusive forum provisions could limit our stockholders' ability to obtain a favorable judicial forum for disputes.

Our certificate of incorporation and bylaws provide that: (i) unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if such court does not have subject matter jurisdiction thereof, the federal district court of the State of Delaware) will, to the fullest extent permitted by law, be the sole and exclusive forum for: (A) any derivative action or proceeding brought on our behalf, (B) any action asserting a claim for, or based on, a breach of a fiduciary duty owed by any of our current or former directors, officers, other employees, agents, or stockholders to us or our stockholders including, without limitation, a claim alleging the aiding and abetting of such a breach of fiduciary duty, (C) any action asserting a claim against us or any of our current or former directors, officers, employees, agents, or stockholders arising pursuant to any provision of the General Corporation Law of the State of Delaware (“DGCL”), our certificate of incorporation or bylaws, or as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware, or (D) any action asserting a claim related to or involving us that is governed by the internal affairs doctrine; (ii) unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States will, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act, and the rules and regulations promulgated thereunder, although there is uncertainty as to whether a court would enforce this provision; (iii) any person or entity purchasing or otherwise acquiring or holding any interest in shares of our capital stock will be deemed to have notice of and consented to these provisions; and (iv) failure to enforce the foregoing provisions would cause us irreparable harm, and we will be entitled to equitable relief, including injunctive relief and specific performance, to enforce the foregoing provisions. Nothing in our certificate of incorporation or bylaws precludes stockholders that assert claims solely under the Exchange Act from bringing such claims in federal court to the extent that the Exchange Act confers exclusive federal jurisdiction over such claims, subject to applicable law.

The choice of forum provisions may limit a stockholder’s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our current or former directors, officers, other employees, agents, or stockholders, which may discourage such claims against us or any of our current or former directors, officers, other employees, agents, or stockholders and result in increased costs for investors to bring such a claim. We believe these provisions may benefit us by providing increased consistency in the application of the DGCL and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums, and protection against the burdens of multi-forum litigation. If a court were to find the choice of forum provision contained in our certificate of incorporation or our bylaws to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could adversely affect our business, results of operations and financial condition.

Our stock price has experienced and may continue to experience volatility.

Historically, our common stock has experienced substantial price volatility, particularly as a result of significant fluctuations in our revenue, earnings and margins over the past few years, and variations between our actual financial results and the published expectations of analysts. For example, the closing price per share of our common stock on the New York Stock Exchange ranged from a low of $14.80 to a high of $73.50 during the period from September 30, 2025 to June 28, 2026 since emergence from bankruptcy. If our future operating results or margins are below the expectations of stock market analysts or our investors, our stock price will likely decline. Moreover, changes in the public float or trading volume of our common stock may affect our stock price. For example, on September 29, 2025, we emerged from the Chapter 11 Cases. In connection with our emergence from the Chapter 11 Cases and pursuant to the Plan, the number of shares of common stock outstanding decreased significantly as part of the reorganization, which has impacted, and may in the future impact our stock price, and may result in additional stock price volatility.

We have engaged in large equity-linked financing arrangements, and depending on our stock price and other factors affecting the timing and terms of conversion, the number of shares of our common stock outstanding could be substantially increased, which may result in significant dilution to our existing stockholders and could adversely affect the market price of our common stock.

Speculation and opinions in the press or investment community about our strategic position, financial condition, results of operations or significant transactions have caused, and may continue to cause changes in our stock price. In the past, we have been subject to stockholder activism and may be subject to such activism in the future, which could result in substantial costs and divert management's and our board's attention and resources from our business.

In addition, competition or trends in some of the markets we address such as electric vehicles or the industrial and energy markets, the ramp up of our business, and the effect of tariffs on our business, may have a dramatic effect on our stock price.

Disruptions from extreme weather events and natural disasters could impair our operations.

A disruption or failure of our systems or operations in the event of a natural disaster or severe weather event, including, but not limited to, earthquakes, wildfires, droughts, flooding, tornadoes, hurricanes, or tsunamis, could cause delays in completing sales, continuing production, or performing other critical functions of our business, particularly if a catastrophic event were to occur at our primary manufacturing locations or our subcontractors' locations. Global climate change could result in certain natural disasters occurring more frequently or with greater intensity. Any of these events could severely affect our business, financial condition, and results of operations. There may also be secondary impacts that are unforeseeable, such as impacts to our customers, which could cause delays in new orders, delays in completing sales, or even order cancellations. Production could be disrupted by unavailability of resources used in production such as water, silicon, electricity, and gases. Future environmental regulations could restrict supply or increase the cost of certain of those materials.

The impact of pandemic outbreaks on our operations and supply chain could disrupt our business.

We have significant manufacturing operations in the United States and contract manufacturing operations in Asia, which may be affected by outbreak of infectious diseases or other similar public health threats and measures to try to contain them. For example, during the COVID-19 pandemic, we experienced some limited disruptions in our supply chain and may experience similar disruptions in the future in the event of a pandemic. Restrictions on access to our manufacturing facilities or on our support operations or workforce, or similar limitations for our vendors and suppliers, and restrictions or disruptions of transportation, such as reduced availability of air transportation, port closures, and increased border controls or closures in connection with future outbreaks of infectious diseases or similar public health events could limit our ability to meet customer demand, lead to increased costs, and have a material impact on our business, financial condition, and results of operations.

Changes in governmental policies and incentives could harm our business.

Changes in regulatory, geopolitical, social, economic, or monetary policies and other factors may have a material adverse effect on our business in the future or may require us to exit a particular market or significantly modify our current business practices. Abrupt political change, terrorist activity, and armed conflict pose a risk of general economic disruption in affected countries, which could also result in an adverse impact on our business, financial condition, and results of operations.

Government incentives may include tax rebates, reduced tax rates, favorable lending policies, and other measures, some or all of which may be available to us due to our foreign operations. When we receive government incentives through federal funding opportunities or through state and local grants, the restrictions and operational requirements associated with such grants typically add complexity to our operations and increase costs. Any of these incentives could be reduced or eliminated by government authorities at any time or as a result of our inability to maintain minimum operations necessary to earn the incentives. Any reduction or elimination of incentives provided for our operations could adversely affect our business, financial conditions, and results of operations. These same governments may also provide increased incentives to, or require production processes that favor, local companies, which could further negatively impact our business, financial condition, and results of operations.

Supply chain disruptions due to our global supply dependencies could harm our results.

We depend on sole-source and limited-source suppliers for certain raw materials, components, services, and equipment used to manufacture our products, including key materials and equipment used in critical stages of our manufacturing processes. Although alternative sources generally exist, qualifying those sources may take six months or longer. While we seek to identify and qualify alternative suppliers where feasible, we generally procure these items through purchase orders and maintain limited guaranteed supply arrangements, including take-or-pay agreements and capacity reservation deposits. Variations in supplier capacity, availability, or product specifications may affect our ability to manufacture products at required volumes or quality levels. Because we do not control the resources our suppliers dedicate to our business, we cannot assure you that they will meet their obligations to us. In addition, shortages of raw materials or key components could adversely affect our operations. We have previously experienced reduced production yields when suppliers deviated from agreed specifications or made unauthorized modifications, increasing our cost of revenue.

Our suppliers' inability to access capital or manage changing economic conditions, including recessionary pressures and inflation, could disrupt their operations and adversely affect our business. Delays, interruptions, or variations in supply could prevent us from meeting customer demand. If we lose a key supplier, a key supplier cannot meet our requirements, or we are unable to qualify an alternative supplier on a timely basis, our manufacturing operations could be significantly disrupted.

We also rely on independent shipping providers to transport materials and products within the United States and internationally. Failures or disruptions in transportation networks, including shipping, port, or logistics services, could adversely affect our business. Rising fuel costs, energy prices, security requirements, and related freight surcharges could further increase our operating costs.

Our fabrication processes consume precious metals and other commodities that are subject to price volatility and inflationary pressures. Our operating margins could be adversely affected if we cannot recover increased costs through pricing or surcharges. Production may also be disrupted by shortages of critical resources, including water, silicon, electricity, and industrial gases. In addition, future environmental regulations could constrain the supply of these resources or increase their cost.

Reliance on local utilities and infrastructure at our manufacturing facilities creates operational vulnerabilities.

Our manufacturing operations depend on reliable access to local utilities and infrastructure, including electricity, water, natural gas, and telecommunications services. Any disruption, failure, or inadequacy of these utilities or infrastructure could significantly impair our ability to manufacture products and meet customer commitments. We have entered into long-term electricity supply agreements that require us to meet certain volume and spend requirements. Failure to meet these requirements or disruptions in electricity supply could result in additional costs or production interruptions. Additionally, disruptions in, or inadequate infrastructure of, countries where we operate, including transportation networks, could affect our ability to receive raw materials and ship finished products, adversely affecting our business, financial condition, and results of operations.

Item 1B. ***Unresolved Staff Comments***

Not applicable.

Item 1C. ***Cybersecurity***

Risk Management and Strategy

We maintain a cyber risk management program designed to identify, assess, manage, mitigate and respond to cybersecurity threats. The program aligns with Wolfspeed's Enterprise Risk Management ("ERM") program and addresses information technology and business environments. Our cyber risk management program is designed based on the National Institute of Standards and Technology ("NIST") Cybersecurity Framework ("CSF") and we aim to incorporate industry best practices throughout.

Our Information Security ("InfoSec") Governance, Risk and Compliance ("GRC") organization leverages multiple methods and overlapping capabilities to protect the confidentiality, integrity and availability of our data, information and intellectual property. Assessments of Wolfspeed's cyber program are conducted by internal audit and third-party information and cyber experts to monitor the effectiveness and maturity level of Wolfspeed's cybersecurity program.

Cybersecurity tabletop exercises and event simulations are conducted with management, incorporating external resources and advisors, to test our ability and preparedness to respond to cyber threats and identify any areas of weakness. The program, standard operating procedures and supporting tools for determining thresholds for materiality are incorporated as a key component to the incident response program and related activities.

All employees are required to complete cybersecurity training semiannually, with additional on-demand training and phishing campaigns offered throughout the year. InfoSec GRC’s approach to cybersecurity is structured to align with Wolfspeed’s business goals, objectives and regulatory requirements and covers all company locations, globally.

Engagement of Third Parties

Given the complex and quickly evolving nature of cybersecurity threats, we engage third-party advisors to assist our team in developing and maintaining effective cybersecurity risk management. Partnering with external entities allows us to leverage specialized knowledge and insights, better ensuring our cybersecurity strategies and processes are well-designed and effective.

Oversight of Third-party Risk

As part of our risk management process, we conduct application security assessments, vulnerability management, penetration testing, security audits and ongoing risk assessments. Our cybersecurity risk management extends to risks associated with our use of third-party service providers. For example, we conduct security risk assessments of third-party providers that request or require access to our digital and information assets.

As of the date of this Annual Report, we have not identified a material cyber incident that would have a material impact on our business, results of operations, or financial condition; however, the occurrence or scope of such events is not always immediately apparent and there can be no assurance that we will not suffer a material cyber incident in the future. Refer to Part 1, Item 1A "Risk Factors" of this Annual Report for further discussion on cybersecurity risks.

Governance

The board of directors, as a whole, has oversight responsibility for our strategic and operational risks. The audit committee assists the board of directors with this responsibility by reviewing and discussing our risk program and practices, including cybersecurity risks, with members of senior leadership and management. In turn, the audit committee periodically reports on its review to the full board of directors.

Our Chief Information Officer (the "CIO") meets at a regular cadence with a member of the board of directors who is the board’s cybersecurity designee. The CIO also briefs the audit committee on the effectiveness of Wolfspeed's cyber risk management program quarterly or in accordance with significant events. In addition, the board of directors is advised by our CIO on Wolfspeed's cybersecurity risk exposures and steps taken to monitor and mitigate cybersecurity risks.

The CIO, who has over 25 years of experience in Fortune 500 companies including aspects of IT, infrastructure, and information security including multiple leadership and transformation roles, and holds certifications across IT and information security, currently leads our InfoSec GRC organization is responsible for the implementation, operation, and monitoring of our cybersecurity risk management program. The CIO reports to the Chief Financial Officer.

Responsible for assessing and managing our cyber risk management program, the InfoSec GRC organization is comprised of multiple teams that address and respond to cyber risk related to identification and access management, data protection, security architecture and engineering, security operations, insider threat, and cyber defense. The InfoSec GRC oversees compliance with our cybersecurity framework, including benchmarking within the organization and facilitates cybersecurity risk management activities. The InfoSec GRC teams also oversee the review and approval process of policies and the security awareness program. Each team reports directly to the Senior Manager of Information Security who is responsible for informing the CIO, information technology leadership and senior leadership teams on the prevention, detection, mitigation, and remediation of the program, including cybersecurity incidents.

Item 2. *Properties*

Our corporate headquarters, primary research and development operations, and primary manufacturing operations are located within our Durham, North Carolina facilities. We also outsource the assembly and testing of certain products at contract manufacturing facilities throughout Asia. We maintain captive lines at some of our contract manufacturers. We also maintain sales and support offices in leased office premises in North America, Asia, and Europe.

Details on our owned and leased facilities with significant operating activities as of June 28, 2026 are as follows:

Location	Principal Use	Approximate square footage
Owned Facilities		
Durham, North Carolina - Silicon Drive Site	Administrative, Production and R&D	1,004,000
Marcy, New York	Administrative and Production	634,000
Siler City, North Carolina	Production	1,836,000
Leased Facilities		
Durham, North Carolina - Moore Drive	Production	162,000
Fayetteville, Arkansas	R&D/Production	41,000

Item 3. *Legal Proceedings*

The information required by this item is set forth under Note 2, "Basis of Presentation and Summary of Significant Accounting Policies - Chapter 11 Cases", Note 3, "Emergence from Voluntary Reorganization under Chapter 11," and Note 16, “Commitments and Contingencies,” in our consolidated financial statements included in Part II, Item 8 of this Annual Report and is incorporated herein by reference.

Item 4. *Mine Safety Disclosures*

Not applicable.

PART II

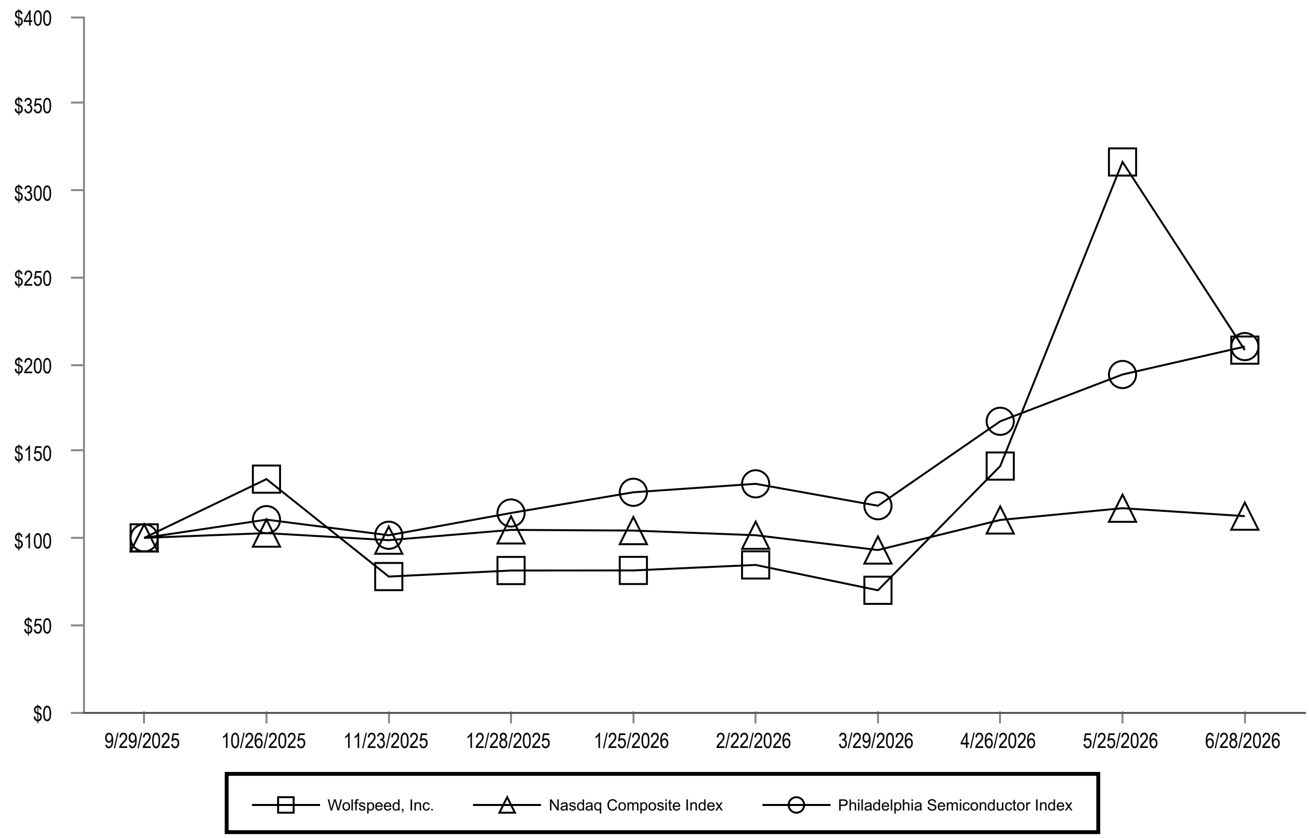
Item 5. ***Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***
Common Stock Market Information

Our common stock is traded on the New York Stock Exchange under the trading symbol WOLF. There were 62 holders of record of our common stock as of August 13, 2026. Holders of record are defined as those stockholders whose shares are registered in their names in our stock records and do not include beneficial owners of common stock whose shares are held in the names of brokers, dealers or clearing agencies.

Stock Performance Graph

The following information in this Item 5 of this Annual Report is not deemed to be "soliciting material" or to be "filed" with the SEC or subject to Regulation 14A or 14C under the Exchange Act or to the liabilities of Section 18 of the Exchange Act, and will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent we specifically incorporate it by reference into such filing.

The following graph and related table compare the cumulative total return on our common stock with the cumulative total returns of the Nasdaq Composite Index and the Philadelphia Semiconductor Index, assuming an investment of $100.00 on September 29, 2025, the day our common stock was listed and began trading on the New York Stock Exchange after our emergence from the Chapter 11 Cases, and the reinvestment of dividends.



	9/29/2025	10/26/2025	11/23/2025	12/28/2025	1/25/2026	2/22/2026	3/29/2026	4/26/2026	5/25/2026	6/28/2026
Wolfspeed, Inc.	$100.00	$133.80	$77.74	$81.22	$81.27	$84.43	$69.86	$141.31	$316.24	$208.01
Nasdaq Composite Index	100.00	102.74	98.68	104.59	104.20	101.53	93.01	110.30	117.07	112.50
Philadelphia Semiconductor Index	100.00	110.49	101.51	114.32	126.23	131.09	118.48	167.06	193.98	210.04

Sale of Unregistered Securities

Other than as previously reported in our Current Reports on Form 8-K, there were no unregistered securities sold during fiscal 2026.

Dividends

In the past, we have not declared or paid cash dividends on our common stock. We do not expect to pay dividends on our common stock for the foreseeable future. Instead, we anticipate that all of our earnings, if any, will be used for the operation and growth of our business. Any future determinations to declare cash dividends would be subject to the discretion of our board of directors and would depend upon various factors, including our results of operations, financial condition and capital requirements, restrictions that may be imposed by applicable law and our indebtedness, and other factors deemed relevant by our board of directors.

Item 6. *Reserved*

Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations***

Management's discussion and analysis of financial condition and results of operations ("MD&A") should be read in conjunction with the financial statements and the related notes that appear elsewhere in this document. This section of this Form 10-K generally discusses fiscal 2026 and 2025 items and year-to-year comparisons between fiscal 2026 and 2025. Discussions of 2024 items and year-to-year comparisons between fiscal 2025 and 2024 that are not included in this Form 10-K can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Part II, Item 7 of our Annual Report on Form 10-K for the fiscal year ended June 29, 2025 as filed with the SEC on August 26, 2025.

Executive Summary

The following discussion is designed to provide a better understanding of our audited consolidated financial statements and notes thereto, including a brief discussion of our business and products, key factors that impacted our performance and a summary of our operating results. The following discussion should be read in conjunction with our consolidated financial statements included in Part II, Item 8 of this Annual Report. Historical results and percentage relationships among any amounts in the financial statements are not necessarily indicative of trends in operating results for any future periods. Unless otherwise noted, the following information and discussion relates to our continuing operations.

Recent Events

Prepackaged Chapter 11 Cases

On June 30, 2025 (the "Petition Date"), Wolfspeed, Inc. (the "Company," "we," "us," or "our") and its wholly owned subsidiary, Wolfspeed Texas LLC (together with the Company, the "Debtors"), voluntarily filed petitions (the "Chapter 11 Cases") for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court") to implement a prepackaged Chapter 11 plan of reorganization (the "Plan"). The Chapter 11 Cases were administered jointly under the caption *In re Wolfspeed, Inc., et al*, case number 25-90163 (CML).

The Chapter 11 filings, including the Plan and the Disclosure Statement filed on June 30, 2025, were intended to facilitate a comprehensive balance sheet restructuring pursuant to the Restructuring Support Agreement.

On September 8, 2025, the Court entered the Order (i) Approving the Disclosure Statement, (ii) Confirming Joint Prepackaged Chapter 11 Plan of Reorganization of Wolfspeed, Inc. and Its Debtor Affiliate, and (iii) Approving Entry into the Backstop Agreement (Docket No. 285) (the "Confirmation Order"), which, among other things, confirmed the Plan.

On the Effective Date, the Company emerged from the Chapter 11 Cases upon all the conditions to the effectiveness of the Plan being satisfied or waived and the Plan becoming effective. Refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies" and Note 3, "Emergence from Voluntary Reorganization under Chapter 11," to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

Upon the Company's emergence from the Chapter 11 Cases, the Company adopted fresh start accounting, which resulted in a new basis of accounting and the Company becoming a new entity for financial reporting purposes. As a result of the application of fresh start accounting and the effects of the implementation of the Plan, the Company's consolidated financial statements after the Effective Date are not comparable with the consolidated financial statements on or before that date. Refer to Note 4, "Fresh Start Accounting," to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

References to "Successor" relate to the financial position and results of operations of the Company after the Effective Date. References to "Predecessor" refer to the financial position and results of operations of the Company on or before the Effective Date.

Industry Dynamics and Trends

There are a number of industry factors that affect our business which include, among others:

- *Overall Demand for Products and Applications Using Our Wolfspeed Materials and Devices*. Our potential for growth depends significantly on the continued adoption of silicon carbide materials and device products in the power market, and our ability to adapt to evolving competitive dynamics to retain and grow market share for these applications. We have been experiencing softening demand for our products and continued price pressure in certain applications. We continue to expect increased mid- and long-term demand growth, however the timing and extent of these increases remains uncertain. We also continue to explore opportunities to expand adoption of our products in new and growing industries, such as AI data centers, grid modernization and renewable energy and storage.
- *Intense and Constantly Evolving Competitive Environment.* Competition in the industries we serve is intense. Many companies have made significant investments in product development, production equipment and production facilities. To remain competitive, market participants must continuously increase product performance, reduce costs and develop improved ways to serve their customers. In addition, market participants often undertake pricing strategies to gain or protect market share, increase the utilization of their production capacity and develop new applications in the power markets we serve. Innovations and advancements in materials and power technologies continue to expand the potential commercial application for our products. However, new technologies or standards could emerge or improvements could be made in existing technologies that could reduce or limit the demand for our products in certain markets. To address these competitive pressures, we have invested in new production facilities, as well as research and development activities to support new product development, lower product costs and increase levels of product performance to differentiate our products in the market. In addition, we invest in systems, people and new processes to improve our ability to deliver a better overall experience for our customers.
- *Governmental Trade and Regulatory Conditions*. Our potential for growth, as with most multi-national companies, depends on a balanced and stable trade, political, geopolitical, economic and regulatory environment in the countries where we do business. We continue to monitor the recent changes in global trade policy, including tariffs and related trade actions announced by the United States, China and other countries. The degree to which such tariffs and other related actions impact our business, financial condition and results of operations will depend on future developments, which are uncertain.
- *Intellectual Property Issues.* Market participants rely on patented and non-patented proprietary information associated with product development, manufacturing capabilities and other core competencies of their business. Protection of intellectual property is critical. Therefore, steps such as additional patent applications, confidentiality and non-disclosure agreements, as well as other security measures are generally taken to enforce or protect intellectual property rights, litigation or threatened litigation is common.

Business Outlook

We believe we are uniquely positioned as a vertically integrated supplier of U.S.-made silicon carbide products in the global semiconductor industry. We are currently focused on four key priorities:

- Advancing our technology leadership;
- Diversifying revenue and customer base;
- Driving operational excellence; and
- Demonstrating strict financial discipline.

We believe these efforts will support our goals of delivering long-term growth and profitability, while enabling us to continue to invest in our business to further develop the technologies and accelerate the growth opportunities of silicon carbide materials and silicon carbide power devices and modules.

Results of Operations

Basis of Presentation

Beginning on the Effective Date, we adopted fresh start accounting, which resulted in a new basis of accounting and we became a new entity for financial reporting purposes. As a result of the adoption of fresh start accounting and the effects of the implementation of the Plan, the consolidated financial statements after September 29, 2025 are not comparable with the consolidated financial statements on or prior to that date. Refer to Note 4, "Fresh Start Accounting," to our consolidated financial statements in Part II, Item 8 of this Annual Report for further details.

Fiscal Quarters and Fiscal Years

Our fiscal quarters end on the last Sunday of the month in September, December, March and June. Each fiscal quarter is generally 13 weeks as part of a 52-week fiscal year. Occasionally, we have a 53-week fiscal year, and in those instances, one quarter within the fiscal year is comprised of 14 weeks instead of 13 weeks. Our Predecessor period from June 30, 2025 to September 29, 2025 was a 13-week fiscal period. Our Successor period from September 30, 2025 to June 28, 2026 was a 39-week fiscal period. Our 2025 fiscal year was a 52-week fiscal year. Our 2024 fiscal year was a 53-week fiscal year. The next 53-week fiscal year will be the Company's 2030 fiscal year.

Period from September 30, 2025 to June 28, 2026 ("Successor") and from June 30, 2025 to September 29, 2025 ("Predecessor") Compared to Twelve Months Ended June 29, 2025 (Predecessor)

Selected consolidated statement of operations data for the period from September 30, 2025 to June 28, 2026 (Successor), June 30, 2025 to September 29, 2025 (Predecessor) and for the twelve months ended June 29, 2025 is as follows:

	Successor		Predecessor			
	Period from September 30, 2025 to June 28, 2026		Period from June 30, 2025 to September 29, 2025		Fiscal Year Ended June 29, 2025	
(in millions of U.S. Dollars, except share data)	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
Power Products	$324.7	69.3 %	$131.8	67.0 %	$414.0	54.6 %
Materials Products	143.6	30.7 %	65.0	33.0 %	343.6	45.4 %
Revenue, net	**468.3**	**100.0 %**	**196.8**	**100.0 %**	**757.6**	**100.0 %**
Cost of revenue, net	623.3	133.1 %	273.9	139.2 %	879.2	116.1 %
Gross (loss) profit	**(155.0)**	**(33.1)%**	**(77.1)**	**(39.2)%**	**(121.6)**	**(16.1)%**
Research and development	80.0	17.1 %	31.7	16.1 %	175.1	23.1 %
Sales, general and administrative	103.7	22.1 %	37.9	19.3 %	190.5	25.1 %
Factory start-up costs	—	— %	—	— %	85.2	11.2 %
Gain on disposal of property and equipment	(5.4)	(1.2) %	(5.7)	(2.9) %	(20.0)	(2.6) %
Goodwill impairment	—	— %	—	— %	359.2	47.4 %
Restructuring and other expenses	54.7	11.7 %	20.4	10.4 %	417.6	55.1 %
Operating loss	**(388.0)**	**(82.9)%**	**(161.4)**	**(82.0)%**	**(1,329.2)**	**(175.4)%**
Reorganization items, net	—	— %	(563.4)	(286.3) %	—	— %
Interest expense, net of capitalized interest	149.9	32.0 %	0.7	0.4 %	315.2	41.6 %
Non-operating income, net	(123.5)	(26.4) %	(22.4)	(11.4) %	(25.5)	(3.4) %
(Loss) income before income taxes	**(414.4)**	**(88.5)%**	**423.7**	**215.3 %**	**(1,618.9)**	**(213.7)%**
Income tax (benefit) expense	1.4	0.3 %	3.5	1.8 %	(9.7)	(1.3) %
Net (loss) income	**($415.8)**	**(88.8)%**	**$420.2**	**213.5 %**	**($1,609.2)**	**(212.4)%**
Basic (loss) earnings per share						
Net (loss) income	($10.64)		$2.69		($11.39)	
Diluted (loss) earnings per share						
Net (loss) income	($10.64)		$2.22		($11.39)	

Revenue

Net sales for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 as compared to fiscal 2025 were down 12% primarily driven by the following:

- Net sales of our Power Product offerings increased due to stronger demand for our industrial applications products, partially attributable to the end-of-life buys associated with the closure of our Durham Fab, and growth in emerging applications for silicon carbide devices such as AI and data center applications, partially offset by a reduction in automotive demand and continued pricing pressure during the year.

- Net sales of our Materials Product offerings decreased primarily due to lower volumes as our substrate customers continue to adjust the timing and size of their orders to rebalance supply to match weaker end market demand. Additionally, we have continued to experience pricing pressure attributable to increased substrate supply, particularly from suppliers in China.

Gross Profit and Gross Margin

The primary drivers of the decrease in gross profit and gross margin for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 included:

- Lower revenues as discussed above and unfavorable changes in overall product mix related to lower Materials Product revenue, partially offset by favorable changes in mix within Power Product offerings.

- Higher underutilization costs during the Successor period ended June 28, 2026 and the Predecessor period ended September 29, 2025 , related to the achievement of production readiness at our Siler City facility, which expanded our materials capacity, and at our Durham materials facility related to lower factory loadings as we rebalance supply to match weaker end market demand. Prior to the substantial completion of the Siler City facility in late fiscal 2025, these costs were included in start-up costs. We expect to continue to incur significant underutilization costs until market demand for our products meets or exceeds our production capacity.

- $23 million of additional product costs in the Successor period ended June 28, 2026 related to fair value step-ups on work-in-progress and finished goods recorded upon adoption of fresh start accounting, which was fully recognized as the products were sold in the Successor period.

- $42 million of additional amortization expenses related to the recognition of developed technology and changes in the fair value of other intangibles upon the adoption of fresh start accounting, recognized in the Successor period ended June 28, 2026.

- Specific reserves and inventory write-offs related to obsolete products as well as the planned shutdown of our 150mm Durham Fab completed in the Successor period ended June 28, 2026.

- The items above were partially offset by lower restructuring and closure-related charges related to our headcount reduction and facility closure and consolidation plan initiated during the first quarter of fiscal 2025 (the "2025 Restructuring Plan"), a decrease in stock based compensation expense, and lower depreciation expense in the Successor period attributable to the fair value adjustments to property, plant, and equipment as part of our adoption of fresh start accounting. Refer to Note 4, "Fresh Start Accounting" and Note 18, "Restructuring," to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information.

Research and Development

Research and development expenses include costs associated with the development of new products, enhancements of existing products and general technology research. These costs consisted primarily of employee salaries and related compensation costs, occupancy costs, consulting costs and the cost of development equipment and supplies. Research and development costs also include developing supporting technologies for the expansion of the Mohawk Valley Fab.

Our research and development expenses vary significantly from year to year based on a number of factors, including the timing of new product introductions and the number and nature of our ongoing research and development activities.

The decreases in research and development expenses for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 were primarily due to costs that were attributable to expected decreases in wafer spend from product transfers and technology qualifications, related to the timing of the Mohawk Valley Fab ramp in the prior period, as well as lower personnel costs related to the headcount reduction and facility closure and consolidation in fiscal 2025 (the "2025 Restructuring Plan") and the headcount restructuring initiatives during the period from September 30, 2025 to June 28, 2026 (the "2026 Restructuring Plans") and the cancellation of unvested stock awards upon emergence from the Chapter 11 Cases. Additionally, the adoption of fresh start accounting reduced depreciation expense by $13 million compared to fiscal 2025.

Sales, General & Administrative

Sales, general and administrative ("SG&A") expenses are comprised of costs primarily associated with our sales and marketing personnel and our executive and administrative personnel (for example, finance, human resources, information technology and legal) and substantially consist of salaries and related compensation costs; consulting and other professional services (such as litigation and other outside legal counsel fees, pre-petition legal fees, audit and other compliance costs); marketing and advertising expenses; facilities and insurance costs; and travel costs.

The decrease in SG&A expenses for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to the prior fiscal year was primarily attributable to decreases in personnel costs related to lower headcount and the cancellation of unvested stock awards upon emergence from the Chapter 11 Cases and planned reductions in marketing and outside service spend related to cost optimization efforts.

Factory Start-up Costs

Factory start-up costs relate to facilities that have not yet started revenue generating production. When a new facility begins revenue generating production, the operating costs of that facility previously expensed as start-up costs will instead be primarily expensed as part of the cost of the production within the cost of revenue, net line item in our statement of operations.

The decrease in start-up costs for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 related to the attainment of production readiness at the Siler City facility, described above. These costs are now included within Cost of Revenue, net for the Successor period ended June 28, 2026. There were no factory start-up costs during both the Successor period ended June 28, 2026 and the Predecessor period ended September 29, 2025.

Gain on Disposal of Property and Equipment

The Gain on disposal of property and equipment during the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 is primarily due to sales of certain equipment that we no longer intended to use and the sale of our idle property located in Durham, North Carolina. Gain on disposal of property and equipment is primarily due to the sale of our Farmers Branch and Research Triangle Park facilities during fiscal 2025.

Goodwill Impairment

The decrease in goodwill impairment for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 is due to the determination that our goodwill was impaired due to a triggering event during the fourth quarter of fiscal 2025. Refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," in Part II, Item 8 of this Annual Report for more information on our goodwill impairment.

Restructuring and Other Expenses

Restructuring and other expenses consisted of the following amounts:

	Successor	Predecessor	
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**
Impairment losses on abandoned assets	$2.6	$0.1	$176.5
Restructuring and other exit costs	15.0	3.6	134.9
Pre-petition charges	—	—	55.8
Project, transformation and transaction costs	25.2	13.8	29.5
Legal settlements	—	—	17.0
Amortization of fresh start accounting and acquisition-related intangibles	11.9	—	1.1
Executive severance costs	—	—	1.4
Other	—	2.9	1.4
Restructuring and other expenses	$54.7	$20.4	$417.6

The decrease in Restructuring and other expenses for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 was primarily driven by costs related to the 2025 Restructuring Plan, including associated losses on impairment of other assets, the pre-petition charges incurred prior to the filing of the Chapter 11 Cases, and the timing of our emergence from bankruptcy, partially offset by an increase in amortization expenses associated with the new intangible assets resulting from the adoption of fresh start accounting, and transformation and transaction costs. Additionally, during the third quarter of fiscal 2025, we agreed to settle several ongoing legal matters and recognized the associated financial statement impact of those settlements in other operating expense.

Refer to Note 18, "Restructuring," in Part II, Item 8 of this Annual Report for more information on Restructuring and Other Exit Costs. Refer to Note 16, "Commitments and Contingencies," in Part II, Item 8 of this Annual Report for more information on our accounting for contingent losses.

Interest Expense, net of Capitalized Interest

Interest expense, net of capitalized interest. The decrease in interest expense for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 was primarily related to the Chapter 11 Cases. Certain payments made prior to the Effective Date that would have otherwise been presented as Interest expense were considered adequate protection payments and presented in Reorganization items, net. Furthermore, after the Effective Date, interest expense was lower than the prior period as a result of a decrease in outstanding debt obligations upon emergence from the Chapter 11 Cases.

Non-Operating Income, net

Non-operating income, net was comprised of the following:

	Successor	Predecessor	
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**
Changes in fair value of liability classified derivative contracts	($87.8)	$—	$—
Gain on RTP Fab Transfer	—	(25.4)	—
Gain on contingent cash	(10.0)	—	—
Interest income	(30.3)	(8.9)	(67.6)
Loss on debt extinguishment	3.3	—	—
Realized loss (gain) on equity investment	—	10.9	(22.6)
Loss on Wafer Supply Agreement	—	—	9.2
Write-off of deferred financing costs	—	—	54.7
Other expense, net	1.3	1.0	0.8
Non-operating income, net	($123.5)	($22.4)	($25.5)

Changes in fair value of liability classified derivative contracts. The increase in the remeasurement of certain liability-classified derivatives in the Successor period is further described in Note 4, "Fresh Start Accounting," and Note 9, "Fair Value of Financial Instruments," to our consolidated financial statements in Part II Item 8 of this Annual Report.

Gain on RTP Fab Transfer. The gain on the RTP Fab Transfer was primarily related to the acceleration of the RTP Transfer Date and the early termination of the Master Supply Agreement.

Gain on contingent cash. The Company received contingent cash back due to the CFIUS approval received in January 2026, as further described in Note 3, "Emergence from Voluntary Reorganization under Chapter 11," to our consolidated financial statements in Part II, Item 8 of this Annual Report.

Interest income. The decrease in interest income during the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 was primarily due to lower interest income attributable to lower average cash balances and less favorable yields.

Realized loss (gain) on equity investment. The realized loss (gain) on equity investment during the Predecessor period ended September 29, 2025 and fiscal 2025, respectively, relates to changes in fair value of the shares of common stock of MACOM Technology Solutions Holdings, Inc. received as partial consideration for the sale of the RF product line (the "MACOM Shares").

Loss on Wafer Supply Agreement. In connection with the completed sale of our former LED Business to SMART Global Holdings, Inc ("SGH") and its wholly owned subsidiary CreeLED, Inc. ("CreeLED" and collectively with SGH, "SMART") in fiscal 2021, we entered into a Wafer Supply and Fabrication Services Agreement (the "Wafer Supply Agreement"), pursuant to which we supplied CreeLED with certain silicon carbide materials and fabrication services for up to four years. We recognized a supply agreement liability in connection with this agreement, which reached full amortization in the second quarter of fiscal 2023. We terminated the Wafer Supply Agreement effective as of September 30, 2024.

Write-off of Deferred Financing Costs. We recognized charges of $54.7 million related to commitment fee assets and liabilities on undrawn tranches of our Existing Senior Secured Notes and the portion of debt issuance costs allocated to those tranches. Due to the Restructuring Support Agreement and Chapter 11 Cases, the undrawn borrowing capacity under the Existing Senior Secured Notes is no longer available.

Income Tax Expense

The change in the effective tax rate for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 was primarily driven by the reversal of the deferred tax liability associated with our goodwill upon the impairment recognized during fiscal 2025 and our emergence from Chapter 11 bankruptcy.

In general, the variation between our effective income tax rate and the current United States statutory rate of 21.0% is primarily due to: (i) changes in our valuation allowances against deferred tax assets, (ii) effects of emergence from Chapter 11 bankruptcy, and (iii) income derived from international locations with differing tax rates than the United States.

Liquidity and Capital Resources

The following sections discuss material changes in our financial condition from the end of fiscal 2025, including the effects of changes in our consolidated balance sheets, and the effects of the Chapter 11 Cases on our liquidity and capital resources. There continues to be uncertainty around the extent of market volatility, demand for our products, increased competition, the impact of tariffs, inflationary pressures, interest rate changes, recessionary concerns, uncertainty in the financial and banking industry, and geopolitical tension, which may impact our liquidity and working capital needs in future periods.

On September 29, 2025, we emerged from the Chapter 11 Cases. On the Effective Date, we issued new secured financing in an aggregate amount of $2.1 billion, consisting of (i) new Senior Secured Notes due 2030 (the "New Senior Secured Notes") in an aggregate principal amount of $1.3 billion, (ii) 7%/12% second lien senior secured PIK toggle notes due 2031 (the "New 2L Non-Convertible Notes") in an aggregate principal amount of $296.4 million, (iii) new 2.5% Convertible Second-Lien Senior Secured Notes due 2031 in an aggregate principal amount of $203.6 million to Renesas (the "New 2L Renesas Convertible Notes") and (iv) new 2.5% Convertible Second-Lien Senior Secured Notes due 2031 (the "New 2L Non-Renesas Convertible Notes") in an aggregate principal amount of $331.4 million, including the payment of the $30.25 million under the Rights Offering Backstop Commitment Agreement, dated June 22, 2025, between the Company, the rights offering backstop parties and the rights offering backstop parties thereto.

On March 19, 2026, the Company entered into a Securities Purchase Agreement (the “Securities Purchase Agreement”) with certain investors in connection with a private placement offering of shares of common stock and pre-funded warrants to purchase shares of common stock, resulting in aggregate gross proceeds of approximately $96.9 million. On March 19, 2026, the Company also entered into a separate, privately negotiated issuance of 3.5% Convertible 1.5 Lien Senior Secured Notes due 2031 (the “1.5L Convertible Notes”) in an aggregate principal amount of $379.0 million. The aggregate gross proceeds from these transactions were used to repurchase $475.9 million aggregate principal amount of the New Senior Secured Notes, which the total payment of $524.3 million included a make-whole premium funded by the Company and accrued and unpaid interest.

During the Successor period ended June 28, 2026, holders of our New 2L Non-Renesas Convertible Notes elected to convert approximately $64.3 million of principal into shares of common stock. These conversions were non-cash financing transactions and reduced our outstanding indebtedness, future interest obligations, and cash requirements associated with repayment of the notes. As a result, management believes the conversions improved our overall liquidity position.

Refer to Note 11, "Debt," for additional information on our debt obligations, Note 12, "Stockholders' Equity and Pre-Funded Warrants" for additional information on the Securities Purchase Agreement and Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," Note 3 "Emergence from Voluntary Reorganization under Chapter 11," and Note 4, "Fresh Start Accounting," to our consolidated financial statements in Part II, Item 8 of this Annual Report for additional information on our Chapter 11 Cases and the adoption of fresh start accounting.

Overview

The following table sets forth our cash, cash equivalents and short-term investments:

(in millions of U.S. Dollars)	Successor June 28, 2026	Predecessor June 29, 2025	Change
Cash and cash equivalents	$576.3	$467.2	$109.1
Short-term investments	512.3	488.2	24.1
Total cash, cash equivalents and short-term investments	$1,088.6	$955.4	$133.2

The following table summarizes our cash flows for the periods presented:

	Successor	Predecessor	
(in millions of U.S. Dollars)	Period from September 30, 2025 to June 28, 2026	Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025
Cash used in operating activities of continuing operations	($180.8)	($22.4)	($711.7)
Cash provided by (used in) investing activities of continuing operations	530.7	136.9	(268.1)
Cash (used in) provided by financing activities of continuing operations	(254.0)	(101.5)	400.1
Effect of foreign exchange changes	(0.6)	0.8	1.0
Net increase (decrease) in cash and cash equivalents	$95.3	$13.8	($578.7)

Cash Flows

The net increase in cash and cash equivalents and short-term investments of $133 million between June 28, 2026 and June 29, 2025 was primarily driven by cash flows from the following activities:

- **Operating activities** — Cash used in operating activities results from net (loss) income adjusted for certain non-cash items and changes in assets and liabilities. Cash used in operating activities for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025, decreased by approximately $509 million. This decrease was primarily driven by lower interest payments due to the Chapter 11 Cases, a decrease in amortization of debt issuance costs, decrease in goodwill impairment, the timing of severance payments, decreases in payroll and other operating costs attributable to our restructuring initiatives, and mark-to-market adjustments on the liability-classified derivatives partially offset by higher professional service costs attributable to the Chapter 11 Cases, the realized loss on the MACOM shares, favorable changes in working capital and an increase of inventory write-offs.

- **Investing activities** — Investing cash flows consist primarily of capital expenditures and short-term investment activity. Cash provided by investing activities for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025 compared to fiscal 2025 increased by $936 million, primarily attributable to a planned decrease in gross capital expenditures and the receipt of approximately $733 million in Advanced Manufacturing Investment Credit refundable tax credits, New York State Grants related to the Mohawk Valley Fab and other government tax credits. Additional increases in cash proceeds received from the MACOM Shares were primarily offset by lower proceeds from the net sale and maturity of short-term investments and proceeds received from the disposal of non-core buildings and equipment.

- **Financing activities** — Financing cash flows consist primarily of debt transactions and debt-related payments related to the Chapter 11 Cases, tax payments related to the net share settlement of restricted stock units, and proceeds from the exercise of options to acquire common stock. Net cash used in financing activities for the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025, compared to fiscal 2025 increased by $756 million, primarily attributable to $1,025 million used in fiscal 2026 to repay our pre- and post-bankruptcy senior secured notes, per the terms of those agreements and the Chapter 11 claims settlements partially offset by a net increase of approximately $307 million in cash proceeds received from debt issuances and the proceeds from the Securities Purchase Agreement.

Our principal sources of liquidity in fiscal 2026 included:

- the debt and equity issuance activities described above;
- receipts from customers and other operating activities;
- receipts under government incentive programs; and
- proceeds from the sale of our non-core assets and other short-term investments.

Cash on hand during fiscal 2026 was primarily used for the following:

- normal recurring operating expenses;
- professional service fees associated with our Chapter 11 Cases;
- implementation of the restructuring plans described in Note 18, "Restructuring," to our consolidated financial statements in Part II, Item 8 of this Annual Report; and
- repayments of the New Senior Secured Notes, including principal and related repayment premiums.

Our currently anticipated cash flow needs, both in the short-term and long-term, may include the following:

- normal recurring operating expenses;
- planned and discretionary capital expenditures; and
- repayments of debt and interest.

Given our current cash and investments position, we believe we will be able to fund daily operating expenses, debt service, working capital and capital requirements for at least the next 12 months.

The initial phases of our major expansion projects at the Mohawk Valley Fab and the Siler City facility were substantially completed as of late fiscal 2025. Consequently, our gross capital investment continued to decrease significantly during fiscal 2026, which decreased level of investment we expect to continue in fiscal 2027. We also believe our ability to modulate capital investment up or down in response to expected production capacity demand requirements will continue to increase. Further, we also continue to actively pursue opportunities for federal funding, including but not limited to awards that may be made available through the CHIPS and Science Act or other federal programs, including the United States Investment Accelerator Office or other similar programs ("federal funding opportunities").

We will continue to have take-or-pay inventory supplier agreements that require a minimum of $164 million of purchases over the next four years, as outlined further in Note 16, "Commitments and Contingencies," to our consolidated financial statements in Part II, Item 8 of this Annual Report. We will also be required to purchase electricity for our facility in Siler City, North Carolina and Durham, North Carolina under a long-term electricity supply agreement with minimum volume and spend requirements of approximately $55 million over the next 4 years and approximately $23 million over the next 7 years, respectively.

The Company has entered into an agreement with a supplier for equipment that has not yet been delivered or accepted by the Company. While the Company has not accepted delivery of the equipment and, therefore, the arrangement has not commenced as a lease under Accounting Standards Codification ("ASC") 842, the Company is contractually obligated to make monthly payments of $0.2 million for the next 181 months.

From time to time, we evaluate strategic opportunities, including potential acquisitions, joint ventures, divestitures, spin-offs or investments in complementary businesses, and we have continued to make such evaluations. We may also access capital markets through the issuance of debt or equity, which we may use in connection with the acquisition of complementary businesses or other significant assets or for other strategic opportunities or general corporate purposes.

Financial and Market Risks

We are exposed to financial and market risks, including changes in interest rates, equity prices, currency exchange rates and commodities risk. We have entered, and may in the future enter, into foreign currency derivative financial instruments in an effort to manage or hedge some of our foreign exchange rate risk. We may not be able to engage in hedging transactions in the future, and even if we do, foreign currency fluctuations may still have a material adverse effect on our results of operations and financial performance. All of the potential changes noted below are based on sensitivity analysis performed on our financial positions at June 28, 2026 and June 29, 2025. Actual results may differ materially.

Interest Rate Risk

We maintain an investment portfolio principally composed of money market funds, municipal bonds, corporate bonds, United States agency securities, United States treasury securities, commercial paper, certificates of deposit, and variable rate demand notes. In order to minimize risk, our cash management policy permits us to acquire investments rated "A" grade or better. As of June 28, 2026 and June 29, 2025, our cash equivalents and short-term investments had a fair value of $646.9 million and $595.7 million, respectively. If interest rates were to hypothetically increase by 100 basis points, the fair value of our short-term investments would decrease by $6.5 million at June 28, 2026 and $6.0 million at June 29, 2025.

Currency Rate and Price Risk

All of our operations have a functional currency of the United States Dollar. However, we operate internationally and have transactions denominated in foreign currencies, and therefore we are exposed to currency exchange rate risks. Fluctuations in exchange rates may adversely affect our expenses and results of operations as well as the value of our assets and liabilities.

Commodities

We utilize significant amounts of precious metals, gases and other commodities in our manufacturing processes. General economic conditions, market specific or trade policy changes or other factors outside of our control may affect the pricing of these commodities. We do not use financial instruments to hedge commodity prices.

Off-Balance Sheet Arrangements

We do not use off-balance sheet arrangements with unconsolidated entities or related parties, nor do we use any other forms of off-balance sheet arrangements. Accordingly, our liquidity and capital resources are not subject to off-balance sheet risks from unconsolidated entities. As of June 28, 2026, we did not have any off-balance sheet arrangements, as defined in Item 303(b) of SEC Regulation S-K.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. In the application of U.S. GAAP, we are required to make estimates that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities in our consolidated financial statements. Changes in the accounting estimates from period to period are reasonably likely to occur. Accordingly, actual results could differ significantly from the estimates made by management. To the extent that there are material differences between these estimates and actual results, our future financial statement presentation of our financial condition or results of operations may be affected.

We evaluate our estimates on an ongoing basis, including those related to revenue recognition, valuation of inventories, tax-related contingencies, valuation of stock-based compensation, valuation of long-lived and intangible assets, other contingencies and litigation, among others. We base our estimates on historical experience and on various other assumptions, including expected trends that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources.

Our significant accounting policies and a description of recent accounting pronouncements are discussed in Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," to our consolidated financial statements included in Part II, Item 8 of this Annual Report. We believe that the following are our most critical accounting estimates, each of which is critical to the portrayal of our financial condition and results of operations and requires our most difficult, subjective and complex judgments. Our management has reviewed our critical accounting estimates and the related disclosures with the audit committee of our board of directors.

Revenue Recognition

For the Successor period ended June 28, 2026 and Predecessor period ended September 29, 2025, approximately 45%, respectively, of our revenue was from sales to distributors. Distributors stock inventory and sell our products to their own customer base, which may include value added resellers, manufacturers who incorporate our products into their own manufactured goods, or ultimate end users of our products. We recognize revenue upon shipment of our products to our distributors.

Our distributors may be provided limited rights that allow them to return or scrap a portion of inventory (product exchange rights or stock rotation rights) and receive credits for changes in selling prices (price protection rights) or customer pricing arrangements under our “ship and debit” program or other targeted sales incentives. When determining our net revenue, we make significant judgments and estimates corresponding with product shipments. We recognize a reserve for estimated future returns, changes in selling prices, and other targeted sales incentives when product ships. We also recognize an asset for the estimated value of product returns that we believe will be returned to inventory in the future and resold, and these estimates are based upon historical data, current economic trends, distributor inventory levels and other related factors. Our financial condition and operating results are dependent upon our ability to make reliable estimates. Actual results may vary and could have a significant impact on our operating results.

Under the ship and debit program, products are sold to distributors at negotiated prices and the distributors are required to pay for the products purchased within our standard commercial terms. Subsequent to the initial product purchase, a distributor may request a price allowance for a particular part number(s) for certain target customers, prior to the distributor reselling that particular part to the customer. If we approve an allowance and the distributor resells the product to the target customer, we credit the distributor according to the allowance we approved. These credits are applied against a reserve we establish upon initial shipment of product to the distributor. We grant certain distributors stock rotation rights that allow them to return a limited amount of inventory. We record a reserve for estimated stock rotations at the time revenue is recognized, based on historical experience and other relevant factors, and we adjust this reserve as actual returns and other information become available.

Inventories

Inventories are stated at the lower of cost or net realizable value. We write-down our inventories for estimated obsolescence equal to the difference between the cost of the inventory and its net realizable value based upon an aging analysis of the inventory on hand utilizing specific reserve percentages, specifically known inventory-related risks (such as technological obsolescence), and assumptions about future demand. We also analyze sales levels by product type, including historical and estimated future customer demand for those products to determine if any additional reserves are appropriate. For example, we adjust for items that are considered obsolete based upon changes in customer demand, manufacturing process changes or new product introductions that may eliminate demand for the product. In addition, our international sales and purchases are subject to numerous United States and foreign laws and regulations which may limit or restrict our sales and shipments to foreign customers. Any adjustment to our inventories as a result of an estimated obsolescence or net realizable condition is reflected as a component of our cost of revenue.

In order to determine what costs can be included in the valuation of inventories, we determine normal capacity for our manufacturing facilities based on expected utilization patterns. If our estimates regarding customer demand are inaccurate, or market conditions or technology change in ways that are less favorable than those projected by management, we may be required to take excess capacity charges in accordance with U.S. GAAP, which could have an adverse effect on our operating results.

Deferred Tax Asset Valuation Allowances

In accordance with Financial Accounting Standards Board ("FASB") ASC 740, “Income Taxes” ("ASC 740"), we evaluate all available evidence, both positive and negative, to determine whether, based on the weight of that evidence, a deferred tax asset is more likely than not to be realized. In assessing the adequacy of a recognized valuation allowance, we consider all available positive and negative evidence to estimate if sufficient future taxable income of the right character will be generated to utilize the existing deferred tax assets by jurisdiction. This consideration includes a variety of factors such as historical and projected future taxable income and prudent and feasible tax planning strategies. When we establish or increase a valuation allowance, our income tax expense increases in the period such a determination is made; conversely, if we decrease a valuation allowance, our income tax expense decreases in the period such a determination is made.

Tax Contingencies

We are subject to periodic audits of our income tax returns by federal, state, local and foreign agencies. These audits typically include questions regarding our tax filing positions, including the timing and amount of deductions and the allocation of income among various tax jurisdictions. In accordance with ASC 740, we regularly evaluate the exposures associated with our various tax filing positions. ASC 740 states that a tax benefit should not be recognized for financial statement purposes for an uncertain tax filing position where it is not more likely than not (likelihood of greater than 50%) of being sustained by the taxing authorities based on the technical merits of the position.

In accordance with the provisions of ASC 740, we establish unrecognized tax benefits (as a reduction to the deferred tax asset or as an increase to other liabilities) to reduce some or all of the tax benefit of any of our tax positions at such time that we determine the position has become uncertain based upon one of the following conditions: the tax position is not “more likely than not” to be sustained; the tax position is “more likely than not” to be sustained, but for a lesser amount; or the tax position is “more likely than not” to be sustained, but not in the financial period in which the tax position was originally taken. For purposes of evaluating whether or not a tax position is uncertain, we presume the tax position will be examined by the relevant taxing authority that has full knowledge of all relevant information; the technical merits of a tax position are derived from authorities such as legislation and statutes, legislative intent, regulations, rulings and case law and their applicability to the facts and circumstances of the tax position; and each tax position is evaluated without consideration of the possibility of offset or aggregation with other tax positions taken. We adjust these unrecognized tax benefits, including any impact on related interest and penalties, in light of changing facts and circumstances, such as the progress of a tax audit.

A number of years may elapse before a particular matter for which we have established an unrecognized tax benefit is audited and fully resolved. To the extent we prevail in matters for which we have established an unrecognized benefit or are required to pay amounts in excess of what we have recognized, the effective tax rate in a given financial statement period could be materially affected. An unfavorable tax settlement might require use of our cash, existing deferred tax assets, and/or result in an increase in our effective tax rate in the year of resolution, whereas a favorable tax settlement would be recognized as a reduction in our effective tax rate in the year of resolution.

Stock-Based Compensation

We account for awards of stock-based compensation under our employee stock-based compensation plans using the fair value method. Accordingly, we estimate the grant date fair value of our stock-based awards and amortize this fair value to compensation expense over the requisite service period or vesting term.

For restricted stock and stock unit awards, grant date fair value is based upon the market price of our common stock on the date of the grant. This fair value is then amortized to compensation expense over the requisite service period or vesting term. As of June 28, 2026, we have $73.5 million of unrecognized compensation cost related to nonvested awards, which is expected to be recognized over a weighted average period of 2.18 years.

Forfeiture expense is accounted for as the expense occurs.

Long-Lived Assets

We evaluate long-lived assets such as property, equipment and finite-lived intangible assets, such as patents, for impairment whenever events or circumstances indicate that the carrying value of the assets recognized in our financial statements may not be recoverable. Factors that we consider include whether there has been a significant decrease in the market value of an asset, a significant change in the way an asset is being used, or a significant change, delay or departure in our strategy for that asset. Our assessment of the recoverability of long-lived assets involves significant judgment and estimation. These assessments reflect our assumptions, which we believe are consistent with the assumptions hypothetical marketplace participants use. Factors that we must estimate when performing recoverability and impairment tests include, among others, the economic life of the asset, sales volumes, prices, the cost of capital, tax rates, and capital spending. These factors are often interdependent and therefore do not change in isolation. If an impairment is indicated, we first determine if the total estimated future cash flows on an undiscounted basis are less than the carrying amounts of the asset or assets; if so, an impairment loss is measured and recognized. Our impairment loss calculations require that we apply judgment in estimating future cash flows and asset fair values, including estimating useful lives of the assets. To make these judgments, we may use internal discounted cash flow estimates, quoted market prices when available and independent appraisals, as appropriate, to determine fair value. If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be required to recognize additional impairment losses which could be material to our results of operations.

After an impairment loss is recognized, a new, lower cost basis for that long-lived asset is established. Subsequent changes in facts and circumstances do not result in the reversal of a previously recognized impairment loss.

Fresh Start Accounting

In connection with our emergence from bankruptcy and in accordance with ASC 852, we qualified for and adopted fresh start accounting on the Effective Date. We were required to adopt fresh start accounting because (i) the holders of existing voting shares of the Predecessor Company received less than 50% of the voting shares of the Successor and (ii) the $3.8 billion reorganization value of our assets immediately prior to confirmation of the Plan was less than the approximately $7.6 billion post-petition liabilities and allowed claims.

In accordance with ASC 852, with the application of fresh start accounting, we allocated our reorganization value to our individual assets based on our estimated fair values in conformity with ASC 805, Business Combinations (the reorganization value represents the fair value of the Successor assets before considering liabilities).

For information regarding fresh start accounting, refer to Note 4, "Fresh Start Accounting" to our consolidated financial statements included in Part II, Item 8 of this Annual Report on Form 10-K.

Item 7A. *Quantitative and Qualitative Disclosures About Market Risk*

See the section entitled “Financial and Market Risks” included in Part II, Item 7, "Management’s Discussion and Analysis of Financial Condition and Results of Operations" of this Annual Report.

Item 8. ***Financial Statements and Supplementary Data***

Index to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Wolfspeed, Inc.

Opinions on the Financial Statements

We have audited the accompanying consolidated balance sheet of Wolfspeed, Inc. and its subsidiaries (Predecessor) (the "Company") as of June 29, 2025, and the related consolidated statements of operations, of comprehensive (loss) income, of stockholders' equity and of cash flows for the period from June 30, 2025 to September 29, 2025, and for the years ended June 29, 2025 and June 30, 2024, including the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of June 29, 2025, and the results of its operations and its cash flows for the period from June 30, 2025 to September 29, 2025, and for the years ended June 29, 2025 and June 30, 2024 in conformity with accounting principles generally accepted in the United States of America.

Basis of Accounting

As discussed in Note 1 to the consolidated financial statements, on June 30, 2025 Wolfspeed, Inc. and its wholly owned subsidiary, Wolfspeed Texas LLC, (collectively the "Debtors") filed a petition with the United States Bankruptcy Court for the Southern District of Texas, Houston Division, for reorganization under the provisions of Chapter 11 of the Bankruptcy Code. The Debtors' plan of reorganization was substantially consummated on September 29, 2025 and the Debtors emerged from bankruptcy. In connection with the emergence from bankruptcy, on September 29, 2025 fresh start accounting was adopted.

Basis for Opinions

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these consolidated financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (i) relate to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Valuation of Inventories – Estimate of Obsolescence Reserves

As described in Note 2 to the consolidated financial statements, inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first out ("FIFO") method or an average cost method. Management writes down its inventories for estimated obsolescence equal to the difference between the cost of the inventory and its net realizable value based upon an aging analysis of the inventory on hand utilizing specific reserve percentages, specifically known inventory-related risks (such as technological obsolescence), and assumptions about future demand. Management also analyzes sales levels by product type, including historical and estimated future customer demand for those products to determine if any additional reserves are appropriate. As of September 29, 2025, the date fresh start accounting was applied, the consolidated inventory balance was $385.5 million, net of reserves, a significant portion of which relate to obsolescence reserves.

The principal considerations for our determination that performing procedures relating to the valuation of inventories – estimate of obsolescence reserves is a critical audit matter are (i) the significant judgment by management when developing the estimate of obsolescence reserves and (ii) the high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's assumptions related to the reserve percentages used in the aging analysis of the inventory on hand and future demand.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's estimate of obsolescence reserves. These procedures also included, among others, (i) testing management's process for developing the estimate of obsolescence reserves; (ii) evaluating the appropriateness of management's estimation methodology; (iii) testing the completeness and accuracy of the underlying data used in developing the estimate of obsolescence reserves; and (iv) evaluating the reasonableness of the assumptions used by management related to reserve percentages used in the aging analysis of inventory on-hand and future demand. Evaluating the reasonableness of management's assumptions related to reserve percentages used in the aging analysis of inventory on-hand and future demand involved considering (i) the current and past performance of the Company; (ii) the consistency with external market and industry data; (iii) a comparison of the prior year estimates to actual results in the current year; and (iv) whether the assumptions were consistent with evidence obtained in other areas of the audit.

Application of Fresh Start Accounting – Valuation of Developed Technology, Trade Name, and Customer Relationships

As described in Notes 1, 2 and 4 to the consolidated financial statements, on June 30, 2025 Wolfspeed, Inc. and its wholly owned subsidiary, Wolfspeed Texas LLC (collectively the "Debtors"), voluntarily filed petitions for relief under Chapter 11 of the United States Bankruptcy Code to implement a prepackaged plan of reorganization (the Plan). On September 29, 2025, the Plan became effective, and the Debtors emerged from bankruptcy and fresh start accounting was adopted. With the application of fresh start accounting on September 29, 2025, the reorganization value was allocated to individual assets based on their estimated fair values, resulting in total identified intangible assets of $445.7 million, of which a majority consisted of $240.0 million related to developed technology, $28.0 million related to the trade name and $120.0 million related to customer relationships. The fair values of developed technology and trade name assets were estimated using the relief from royalty income approach and the fair value of customer relationships was estimated using the multi-period excess earnings method. Significant assumptions used by management in the valuation of developed technology and trade name related to royalty rates, discount rates and revenue growth rates and significant assumptions used by management in the valuation of customer relationships related to revenue growth rates, attrition rate, margins, contributory asset charges, discount rate and economic lives.

The principal considerations for our determination that performing procedures relating to the valuation of developed technology, trade name, and customer relationships intangible assets resulting from the application of fresh start accounting is a critical audit matter are (i) the significant judgment by management when developing the fair value estimates of the developed technology, trade name, and customer relationships; (ii) a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating management's significant assumptions related to royalty rates, discount rates and revenue growth rates for developed technology and trade name and revenue growth rates, attrition rate, margins, contributory asset charges, discount rate and economic lives for customer relationships; and (iii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the valuation of developed technology, trade name, and customer relationships intangible assets resulting from the application of fresh start accounting. These procedures also included, among others, (i) reading the restructuring support agreement and related amendments, disclosure statement and subsequent updates, plan of reorganization, and other agreements; (ii) testing management's process for developing the fair value estimates of the developed technology, trade name, and customer relationships intangible assets; (iii) evaluating the appropriateness of the relief from royalty income approach used by management in the valuation of developed technology and trade name and the multi-period excess earnings method used by management in the valuation of customer relationships; (iv) testing the completeness and accuracy of the underlying data used in the relief from royalty income approach and the multi-period excess earnings method; and (v) evaluating the reasonableness of significant assumptions used by management in the valuation of developed technology and trade name related to royalty rates, discount rates, and revenue growth rates and significant assumptions used by management in the valuation of customer relationships related to revenue growth rates, attrition rate, margins, contributory asset charges, discount rate and economic lives. Evaluating management's assumptions related to the revenue growth rates and margins involved evaluating whether the assumptions used by management were reasonable considering (i) the current and past performance of the business; (ii) the consistency with external market and industry data; and (iii) whether the assumptions were consistent with evidence obtained in other areas of the audit. Professionals with specialized skill and knowledge were used to assist in evaluating (i) the appropriateness of the relief from royalty income approach and multi-period excess earnings method; and (ii) the reasonableness of the attrition rate, royalty rates, contributory asset charges, discount rates and economic lives assumptions.

/s/PricewaterhouseCoopers LLP
Raleigh, North Carolina
August 20, 2026

We have served as the Company's auditor since 2013.

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of Wolfspeed, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheet of Wolfspeed, Inc. and its subsidiaries (Successor) (the "Company") as of June 28, 2026, and the related consolidated statements of operations, of comprehensive (loss) income, of stockholders' equity and of cash flows for the period from September 30, 2025 to June 28, 2026, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of June 28, 2026, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of June 28, 2026, and the results of its operations and its cash flows for the period from September 30, 2025 to June 28, 2026 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of June 28, 2026, based on criteria established in *Internal Control - Integrated Framework* (2013) issued by the COSO.

Basis of Accounting

As discussed in Note 1 to the consolidated financial statements, the United States Bankruptcy Court for the Southern District of Texas, Houston Division, confirmed the Debtors' (Wolfspeed, Inc. and its wholly owned subsidiary, Wolfspeed Texas LLC) plan of reorganization (the "Plan"), which was consummated on September 29, 2025 (the "Effective Date"). Consummation of the Plan resulted in the discharge of certain claims against the Debtors that arose before June 30, 2025 and terminates all rights and interests of equity security holders as provided for in the Plan. The Plan was substantially consummated on the Effective Date and the Debtors emerged from bankruptcy. In connection with the emergence from bankruptcy, fresh start accounting was adopted on the Effective Date.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audit of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's 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 for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Valuation of Inventories – Estimate of Obsolescence Reserves

As described in Note 2 to the consolidated financial statements, inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first out ("FIFO") method or an average cost method. Management writes down its inventories for estimated obsolescence equal to the difference between the cost of the inventory and its net realizable value based upon an aging analysis of the inventory on hand utilizing specific reserve percentages, specifically known inventory-related risks (such as technological obsolescence), and assumptions about future demand. Management also analyzes sales levels by product type, including historical and estimated future customer demand for those products to determine if any additional reserves are appropriate. As of June 28, 2026, the Company's consolidated inventory balance was $234.2 million, net of reserves, a significant portion of which relate to obsolescence reserves.

The principal considerations for our determination that performing procedures relating to the valuation of inventories – estimate of obsolescence reserves is a critical audit matter are (i) the significant judgment by management when developing the estimate of obsolescence reserves and (ii) the high degree of auditor judgment, subjectivity, and effort in performing procedures and evaluating management's assumptions related to the reserve percentages used in the aging analysis of the inventory on hand and future demand.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to management's estimate of obsolescence reserves. These procedures also included, among others, (i) testing management's process for developing the estimate of obsolescence reserves; (ii) evaluating the appropriateness of management's estimation methodology; (iii) testing the completeness and accuracy of the underlying data used in developing the estimate of obsolescence reserves; and (iv) evaluating the reasonableness of the assumptions used by management related to reserve percentages used in the aging analysis of inventory on hand and future demand. Evaluating the reasonableness of management's assumptions related to reserve percentages used in the aging analysis of inventory on hand and future demand involved considering (i) the current and past performance of the Company; (ii) the consistency with external market and industry data; (iii) a comparison of the prior year estimates to actual results in the current year; and (iv) whether the assumptions were consistent with evidence obtained in other areas of the audit.

/s/PricewaterhouseCoopers LLP
Raleigh, North Carolina
August 20, 2026

We have served as the Company's auditor since 2013.

WOLFSPEED, INC.
CONSOLIDATED BALANCE SHEETS

in millions of U.S. Dollars, except share data in thousands	**Successor** **June 28, 2026**	**Predecessor** **June 29, 2025**
Assets		
Current assets:		
Cash and cash equivalents	$576.3	$467.2
Short-term investments	512.3	488.2
Total cash, cash equivalents and short-term investments	1,088.6	955.4
Accounts receivable, net	98.2	178.8
Inventories, net	234.2	435.4
Investment tax credit receivable	84.4	653.4
Prepaid expenses	38.8	97.2
Other current assets	45.2	222.0
Total current assets	1,589.4	2,542.2
Property and equipment, net	691.4	3,916.5
Intangible assets, net	392.2	23.8
Long-term investment tax credit receivable	116.5	105.0
Other assets	215.4	266.9
Total assets	$3,004.9	$6,854.4
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	$118.5	$280.2
Contract liabilities and distributor-related reserves	61.1	50.0
Income taxes payable	0.7	0.8
Finance lease liabilities	0.2	0.5
Current maturity on long-term borrowings	—	6,538.0
Other current liabilities	51.1	220.5
Total current liabilities	231.6	7,090.0
Long-term liabilities:		
Long-term debt	931.0	—
Convertible notes, net	756.5	—
Finance lease liabilities - long-term	1.9	8.4
Other long-term liabilities	153.7	203.1
Total liabilities	2,074.7	7,301.5
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value $0.00125 and $0.01; 100,000 and 3,000 shares authorized at June 28, 2026 and June 29, 2025; none issued and outstanding	—	—
Common stock, par value $0.00125; 350,000 shares authorized at June 28, 2026 and 400,000 shares authorized at June 29, 2025; 52,162 and 155,643 shares issued and outstanding at June 28, 2026 and June 29, 2025, respectively	0.1	0.2
Additional paid-in-capital	1,345.9	4,094.1
Accumulated other comprehensive loss	—	(3.8)
Accumulated deficit	(415.8)	(4,537.6)
Total stockholders' equity (deficit)	930.2	(447.1)
Total liabilities and stockholders' equity (deficit)	$3,004.9	$6,854.4

The accompanying notes are an integral part of the consolidated financial statements

WOLFSPEED, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	Successor	Predecessor		
in millions of U.S. Dollars, except share data	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal year Ended June 29, 2025**	**Fiscal year Ended June 30, 2024**
Revenue, net	$468.3	$196.8	$757.6	$807.2
Cost of revenue, net	623.3	273.9	879.2	729.8
Gross (loss) income	(155.0)	(77.1)	(121.6)	77.4
Operating expenses:				
Research and development	80.0	31.7	175.1	201.9
Sales, general and administrative	103.7	37.9	190.5	246.4
Factory start-up costs	—	—	85.2	53.8
Gain on disposal of property and equipment	(5.4)	(5.7)	(20.0)	—
Goodwill impairment	—	—	359.2	—
Restructuring and other expenses	54.7	20.4	417.6	20.6
Operating loss	(388.0)	(161.4)	(1,329.2)	(445.3)
Reorganization items, net	—	(563.4)	—	—
Interest expense, net of capitalized interest	149.9	0.7	315.2	246.3
Non-operating income, net	(123.5)	(22.4)	(25.5)	(119.1)
(Loss) income before income taxes	(414.4)	423.7	(1,618.9)	(572.5)
Income tax expense (benefit)	1.4	3.5	(9.7)	1.1
Net (loss) income from continuing operations	(415.8)	420.2	(1,609.2)	(573.6)
Net loss from discontinued operations	—	—	—	(290.6)
Net (loss) income	($415.8)	$420.2	($1,609.2)	($864.2)
Basic (loss) earnings per share				
Continuing operations	($10.64)	$2.69	($11.39)	($4.56)
Net (loss) income	($10.64)	$2.69	($11.39)	($6.88)
Diluted (loss) earnings per share				
Continuing operations	($10.64)	$2.22	($11.39)	($4.56)
Net (loss) income	($10.64)	$2.22	($11.39)	($6.88)
Weighted average shares - basic (in thousands)	39,094	156,185	141,320	125,693
Weighted average shares - diluted (in thousands)	39,094	189,052	141,320	125,693

The accompanying notes are an integral part of the consolidated financial statements

WOLFSPEED, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME

	Successor	Predecessor		
in millions of U.S. Dollars	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal year Ended June 29, 2025**	**Fiscal year Ended June 30, 2024**
Net (loss) income	($415.8)	$420.2	($1,609.2)	($864.2)
Other comprehensive income:				
Net unrealized gain on available-for-sale securities	—	0.8	7.8	13.5
Comprehensive (loss) income	($415.8)	$421.0	($1,601.4)	($850.7)

The accompanying notes are an integral part of the consolidated financial statements

WOLFSPEED, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Successor	Predecessor		
in millions of U.S. Dollars	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Operating activities:				
Net (loss) income	($415.8)	$420.2	($1,609.2)	($864.2)
Net loss from discontinued operations	—	—	—	(290.6)
Net (loss) income from continuing operations	(415.8)	420.2	(1,609.2)	(573.6)
Adjustments to reconcile net (loss) income to cash used in operating activities from continuing operations:				
Non-cash reorganization items	—	(625.6)	—	—
Depreciation and amortization	100.0	69.3	252.1	181.0
Amortization and write-off of deferred financing costs	16.4	—	103.6	28.4
Gain on sale of property	(5.4)	(5.7)	(20.0)	—
Gain on RTP Fab Transfer	—	(25.4)	—	—
Goodwill impairment	—	—	359.2	—
Stock-based compensation	27.1	13.6	73.3	84.9
Loss (gain) on equity investment	—	10.9	(22.6)	(18.5)
Inventory write-off	34.0	29.0	6.8	13.9
Loss on disposal or impairment of property and equipment	3.1	0.2	171.7	1.2
Impairment of right-of-use assets	—	—	4.8	—
Loss on debt extinguishment	3.3	—	—	—
Gain on contingent cash	(10.0)	—	—	—
Amortization of premium on investments, net	(2.4)	(1.2)	(9.1)	(27.5)
Change in fair value of liability classified derivative contracts	(87.8)	—	—	—
Paid-in-kind interest on long-term debt	27.8	—	83.2	—
Deferred income taxes	0.6	1.0	(10.3)	0.2
Changes in operating assets and liabilities:				
Accounts receivable, net	57.4	23.2	(31.4)	7.4
Inventories	118.8	0.7	(5.5)	(166.2)
Prepaid expenses and other assets	41.7	42.2	(47.1)	(124.7)
Accounts payable	(50.0)	28.2	(48.7)	(45.8)
Accrued salaries, wages and other liabilities	(16.6)	(25.8)	60.0	(50.2)
Contract liabilities and distributor-related reserves	(23.0)	22.8	(22.5)	18.2
Net cash used in operating activities of continuing operations	(180.8)	(22.4)	(711.7)	(671.3)
Net cash used in operating activities of discontinued operations	—	—	—	(54.3)
Cash used in operating activities	(180.8)	(22.4)	(711.7)	(725.6)
Investing activities:				
Purchases of property and equipment	(72.9)	(104.0)	(1,271.4)	(2,274.0)
Purchases of patent and licensing rights	(3.6)	(1.4)	(5.3)	(5.9)
Proceeds from sale of property and equipment	29.4	13.9	85.9	0.4
Proceeds from sale of MACOM Shares	—	92.7	—	—
Purchases of short-term investments	(492.3)	(83.4)	(390.9)	(1,601.1)
Proceeds from maturities of short-term investments	307.5	151.8	986.7	1,448.4
Proceeds from sale of short-term investments	29.4	67.2	86.5	237.9
Reimbursement of capital expenditures from incentives and investment credits	733.2	0.1	240.4	178.5
Proceeds from sale of business	—	—	—	75.6
Net cash provided by (used in) investing activities of continuing operations	530.7	136.9	(268.1)	(1,940.2)
Net cash used in investing activities of discontinued operations	—	—	—	(3.1)
Cash provided by (used in) investing activities	530.7	136.9	(268.1)	(1,943.3)
Financing activities:				
Proceeds from Existing Senior Secured Notes	—	—	240.0	2,000.0
Proceeds from issuance of 2L Convertible Notes through the rights offering	—	275.0	—	—
Proceeds from issuance of 1.5L Convertible Notes	379.0	—	—	—
Proceeds from issuance of New Common Stock and Pre-Funded Warrants	96.9	—	—	—
Payments on Existing Senior Secured Notes	—	(308.5)	—	—
Payments of deferred financing costs	(18.6)	(3.5)	(47.9)	(46.0)
Payments of equity issuance costs	(3.5)	—	—	—

Payment of Contingent Cash	—	(10.0)	—	—
Proceeds from contingent consideration	10.0	—	—	—
Proceeds from issuance of Old Common Stock	—	—	203.9	23.4
Adequate protection payments on Existing Senior Secured Notes	—	(38.4)	—	—
Tax withholding on vested equity awards	(1.2)	(0.6)	(3.9)	(18.0)
Payments on long-term debt borrowings, including finance lease obligations	(716.6)	—	(0.5)	(0.4)
Incentive-related escrow refunds	—	—	10.0	—
Payment of Existing Senior Secured Notes commitment fees	—	(15.5)	—	—
Payment of unused capacity fee on pre-emergence debt	—	—	(1.5)	(1.0)
Cash (used in) provided by financing activities	(254.0)	(101.5)	400.1	1,958.0
Effects of foreign exchange changes on cash and cash equivalents	(0.6)	0.8	1.0	(0.2)
Net change in cash, cash equivalents and restricted cash	95.3	13.8	(578.7)	(711.1)
Cash, cash equivalents and restricted cash, beginning of period	481.0	467.2	1,045.9	1,757.0
Cash, cash equivalents and restricted cash, end of period	$576.3	$481.0	$467.2	$1,045.9

The accompanying notes are an integral part of the consolidated financial statements

WOLFSPEED, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock					
Share data in thousands, U.S. Dollar information in millions	Number of Shares	Par Value	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balance at June 25, 2023 (Predecessor)	**124,794**	**$0.2**	**$3,711.0**	**($2,064.2)**	**($25.1)**	**$1,621.9**
Net loss	—	—	—	(864.2)	—	(864.2)
Net unrealized gain on available-for-sale securities	—	—	—	—	13.5	13.5
Tax withholding on vested equity awards	—	—	(18.0)	—	—	(18.0)
Stock-based compensation	—	—	105.5	—	—	105.5
Issuance of shares under the employee stock purchase plan	1,615	—	23.4	—	—	23.4
Balance at June 30, 2024 (Predecessor)	**126,409**	**$0.2**	**$3,821.9**	**($2,928.4)**	**($11.6)**	**$882.1**
Net loss	—	—	—	(1,609.2)	—	(1,609.2)
Net unrealized gain on available-for-sale securities	—	—	—	—	7.8	7.8
Tax withholding on vested equity awards	—	—	(3.9)	—	—	(3.9)
Stock-based compensation	—	—	72.2	—	—	72.2
Issuance of shares under the employee stock purchase plan	1,440	—	8.7	—	—	8.7
Issuance of shares under the at-the-market offering program, net of issuance costs	27,794	—	195.2	—	—	195.2
Balance at June 29, 2025 (Predecessor)	**155,643**	**$0.2**	**$4,094.1**	**($4,537.6)**	**($3.8)**	**($447.1)**
Net income	—	—	—	420.2	—	420.2
Stock-based compensation	1,218	—	71.6	—	—	71.6
Net unrealized gain on available-for-sale securities	—	—	—	—	0.8	0.8
Tax withholding on vested equity awards	(382)	—	(0.6)	—	—	(0.6)
Cancellation of Predecessor equity	(156,479)	(0.2)	(4,165.1)	4,117.4	3.0	(44.9)
Issuance of Successor equity	25,841	—	569.1	—	—	569.1
Substantial premium on 2L Convertible Notes	—	—	168.8	—	—	168.8
Contingent Shares (Unissued)	—	—	19.2	—	—	19.2
Balance at September 29, 2025 (Predecessor)	**25,841**	**$—**	**$757.1**	**$—**	**$—**	**$757.1**
Balance at September 30, 2025 (Successor)	**25,841**	**$—**	**$757.1**	**$—**	**$—**	**$757.1**
Net loss	—	—	—	(415.8)	—	(415.8)
Settlement of equity forward for common shares	16,852	—	292.0	—	—	292.0
Contingent Shares (Issued)	871	—	—	—	—	—
Conversion of Convertible Notes	5,269	0.1	63.5	—	—	63.6
Net unrealized gain on available-for-sale securities	—	—	—	—	—	—
Tax withholding on vested equity awards	—	—	(1.2)	—	—	(1.2)
Stock-based compensation	79	—	21.8	—		21.8
Reclassification of Renesas conversion option	—	—	87.9	—	—	87.9
Reclassification of Renesas stock warrant liability	—	—	31.5	—	—	31.5

Issuance of common stock, net of issuance cost	3,250	—	57.7	—	—	57.7
Proceeds from the issuance of Pre-funded Warrants at $18.45 in March 2026, net of issuance costs	—	—	35.6	—	—	35.6
Balance at June 28, 2026 (Successor)	**52,162**	**$0.1**	**$1,345.9**	**($415.8)**	**$—**	**$930.2**

The accompanying notes are an integral part of the consolidated financial statements.

WOLFSPEED, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1 – Business

Overview

Wolfspeed, Inc. (the "Company") is an innovator of wide bandgap semiconductors, focused on silicon carbide materials and devices for power applications. The Company's product families include silicon carbide materials and power devices. The Company's products are targeted for various applications in the Automotive domain including electric vehicles and fast charging, as well as existing and emerging applications in the Industrial & Energy domain such as AI data centers, grid modernization and renewable energy and storage, as well as aerospace and defense.

Previously, the Company designed, manufactured and sold radio-frequency ("RF") devices. As discussed more fully below in Note 5, "Discontinued Operations," on December 2, 2023, the Company completed the sale of certain assets and subsidiaries comprising its RF product line.

The Company classified the results and cash flows of the RF product line as discontinued operations in its consolidated statements of operations and consolidated statements of cash flows for the fiscal year ended June 30, 2024 ("fiscal 2024"). Unless otherwise noted, discussion within these notes to the consolidated financial statements relates to the Company's continuing operations.

The Company's continuing operations consist of power devices, which are used in electric vehicles, motor drives, power supplies, solar and transportation applications and silicon carbide and gallium nitride ("GaN") materials, which are targeted for customers who use them to manufacture products for RF, power and other applications.

The majority of the Company's products are manufactured at its production facilities located in North Carolina, New York and Arkansas. The Company also uses contract manufacturers for certain products and aspects of product fabrication, assembly and packaging. The Company operates research and development facilities in North Carolina, Arkansas and New York.

On June 30, 2025 (the "Petition Date"), the Company and its wholly owned subsidiary, Wolfspeed Texas LLC ("Wolfspeed Texas," and together with the Company, the "Debtors"), voluntarily filed petitions (the "Chapter 11 Cases") for relief under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "Bankruptcy Court") to implement a prepackaged Chapter 11 plan of reorganization (the "Plan"). On September 29, 2025 (the "Effective Date"), the Company emerged from Chapter 11 Cases as all the material conditions to the effectiveness of the Plan were satisfied or waived and the Plan became effective. Refer to Note 3, "Emergence from Voluntary Reorganization under Chapter 11" for additional information.

As further discussed below, upon the Company's emergence from the Chapter 11 Cases on the Effective Date, the Company adopted fresh start accounting, which resulted in a new basis of accounting, and the Company becoming a new entity for financial reporting purposes. References to "Successor" relate to the financial position and results of operations of the Company after the Effective Date. References to "Predecessor" refer to the financial position and results of operations of the Company on or before the Effective Date.

Due to the lack of comparability with historical consolidated financial statements, the Company's audited consolidated financial statements and related footnotes are presented with a "black line" that separates the Predecessor and Successor periods to emphasize the lack of comparability between amounts presented after the Effective Date and amounts presented for all prior periods.

The Successor's financial results for future periods following the adoption of fresh start accounting will be different from historical trends and the differences may be material. Refer to Note 4 "Fresh Start Accounting" for additional information. All estimates, assumptions, valuations and financial projections related to fresh start accounting, including the fair value adjustments, the enterprise value and equity value projections, are inherently subject to significant uncertainties and the resolution of contingencies beyond the Company's control. Accordingly, no assurances can be provided that the estimates, assumptions, valuations or financial projections will be realized, and actual results could vary materially.

Wolfspeed, Inc. is a Delaware corporation originally established as a North Carolina corporation in 1987, and its headquarters are in Durham, North Carolina.

Note 2 – Basis of Presentation and Summary of Significant Accounting Policies

Reclassifications

Certain prior period amounts in the accompanying consolidated financial statements, statement of cash flows and notes have been reclassified to conform to the current year's presentation, which include the moving of amounts related to "Long-term receivables" and "Deferred tax assets" to "Other assets," and "Deferred tax liabilities" to "Other long-term liabilities". The Company changed its presentation of cash flows from operating activities in the consolidated statements of cash flows to separately present "inventory write-off," which were previously included within the "Inventory" line item. These reclassifications had no effect on previously reported net loss, stockholders' equity, or net cash flows from operating, financing or investing activities.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated.

Fiscal Year

The Company's fiscal year is a 52 or 53-week period ending on the last Sunday in the month of June. The Company's Predecessor period from June 30, 2025 to September 29, 2025 was a 13-week fiscal period. The Company's Successor period from September 30, 2025 to June 28, 2026 was a 39-week fiscal period. The Company's 2025 fiscal year was a 52-week fiscal year. The Company's 2024 fiscal year was a 53-week fiscal year. The next 53-week fiscal year will be the Company's 2030 fiscal year.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue and expenses, and the disclosure of contingent assets and liabilities. The Company evaluates its estimates on an ongoing basis, including those related to revenue recognition, valuation of inventories, tax related contingencies, fresh start accounting, valuation of refundable tax credits, valuation of stock-based compensation, valuation of long-lived and intangible assets, other contingencies and litigation, among others. The Company generally bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results could differ materially from those estimates.

Segment Information

The Company has one reportable segment representing the entity as a whole, aligning with our organizational structure and with the way our chief operating decision maker ("CODM"), who is our Chief Executive Officer, makes operating decisions, allocates resources, and manages the growth and profitability of the Company.

The CODM uses consolidated net income to measure segment profit or loss, allocate resources and assess performance. Net income is also used to monitor budget versus actual results, forecasted information and in competitive analysis. Our CODM regularly reviews income and expense items at the consolidated company (reporting segment) level and uses net income to evaluate whether and how to reinvest profits into the entity's operations, shareholder return, acquisitions or otherwise. Further, the CODM reviews and utilizes functional expenses (cost of revenues, sales and marketing, research and development, and general and administrative) at the consolidated level to manage the Company's operations. Other segment items included in consolidated net income are "Restructuring and other expenses", "Interest expense, net of capitalized interest" "Non-operating income, net" and "income tax (benefit) expense". These income and expense items are included on the Consolidated Statements of Operations and in our notes to the Consolidated Financial Statements. The CODM reviews segment assets at the same level or category as presented on the Consolidated Balance Sheet.

Factory Start-Up Costs

Prior to the Effective Date, the Company reported factory start-up costs within operating expenses until a facility was substantially complete and ready for revenue generating production. With the adoption of fresh start accounting, the Company elected to change its accounting policy to classify factory start-up costs within cost of revenue. This policy change has no impact on operating loss. There were no factory start-up costs during both the Predecessor period ended September 29, 2025 and the Successor period ended June 28, 2026.

Stock-based Compensation

Prior to the Effective Date, forfeitures of stock-based compensation awards were estimated and assumptions were adjusted periodically as new information became available. With the adoption of fresh start accounting, the Company made an accounting policy election to account for forfeitures when they occur. The impact of the change is not material.

Recognition of Intangible Assets

As further described below, on the Effective Date, the Company adopted fresh start accounting in accordance with Accounting Standards Codification ("ASC") Topic 852: Reorganizations ("ASC 852"), resulting in a new reporting entity. All assets and liabilities were measured at fair value in accordance with ASC 805. As part of this process, the Company recognized identifiable intangible assets representing customer relationships, developed technology, and trade name. Identified intangible assets were measured at their estimated fair values using income-based valuation techniques, including the multi-period excess earnings method for customer relationships and the relief-from-royalty method for trade name and developed technology. Customer relationship, developed technology, and trade name are amortized over their useful lives, which generally range from 5 to 11 years. Patents are amortized using the straight-line method over their estimated period of benefit, which generally range from 0.5 to 23 years. Amortization expense for customer relationships and trade name is presented within "Restructuring and Other Expenses" on the Consolidated Statements of Operations. Amortization expense for developed technology and patents is recorded within "Cost of Revenues, net" on the Consolidated Statements of Operations.

Refer to Note 4, "Fresh Start Accounting" and Note 10, "Intangible Assets" for additional information on the recognized identifiable intangible assets described above.

Chapter 11 Cases

On the Petition Date, the Debtors voluntarily filed the Chapter 11 Cases for relief under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court to implement the Plan. The Chapter 11 Cases were administered jointly under the caption *In re Wolfspeed, Inc., et al*, case number 25-90163 (CML).

The filings in the Chapter 11 Cases, including the Plan and the Disclosure Statement filed on June 30, 2025, were intended to facilitate a comprehensive balance sheet restructuring pursuant to a Restructuring Support Agreement (the "Restructuring Support Agreement") executed on June 22, 2025, with key stakeholders, including (i) holders of more than 97% of the Company's Senior Secured Notes due 2030 (the "Existing Senior Secured Notes"), (ii) holders of more than 67% of the Company's outstanding 1.75% Convertible Senior Notes due 2026, 0.25% Convertible Senior Notes due 2028, and 1.875% Convertible Senior Notes due 2029 (collectively, the "Convertible Notes"), and (iii) Renesas Electronics America Inc. ("Renesas").

On September 8, 2025, the Court entered the Order (i) Approving the Disclosure Statement, (ii) Confirming Joint Prepackaged Chapter 11 Plan of Reorganization of Wolfspeed, Inc. and Its Debtor Affiliate, and (iii) Approving Entry into the Backstop Agreement (Docket No. 285) (the "Confirmation Order"), which, among other things, confirmed the Plan.

On September 29, 2025 (the "Effective Date"), the Company emerged from Chapter 11 Cases as all the material conditions to the effectiveness of the Plan were satisfied or waived and the Plan became effective, and after the Effective Date the Company was no longer a debtor-in-possession. Refer to Note 3, "Emergence from Voluntary Reorganization under Chapter 11" for additional information.

Rights Offering

On June 22, 2025, the Company entered into a Rights Offering Backstop Commitment Agreement (the "Backstop Commitment Agreement") with the rights offering backstop parties (the "Backstop Parties") and the rights offering holdback parties (the "Holdback Parties") party thereto. Pursuant to the Backstop Commitment Agreement (and subject to the terms and conditions therein), the Company initiated a rights offering on August 14, 2025 as contemplated under the Restructuring Support Agreement for the issuance of the new 2.5% Convertible Second-Lien Senior Secured Notes due 2031 (the "New 2L Non-Renesas Convertible Notes") in an aggregate principal amount of approximately $301.13 million. 60% percent of the rights offering ("Non-Holdback Rights Offering") was offered pro rata to all holders of Convertible Notes (the "Subscription Rights") and the Backstop Parties committed to purchase any unsubscribed portion of the Non-Holdback Rights Offering. The remaining 40% of the rights offering was reserved for the Holdback Parties that committed to purchasing their respective portions set forth in the Backstop Commitment Agreement. As consideration for the commitments by the Backstop Parties and Holdback Parties, the Backstop Commitment Agreement provided that the Backstop Parties and the Holdback Parties would be issued additional New 2L Non-Renesas Convertible Notes in an aggregate principal amount of $30.25 million (the “Backstop Premium”), allocated ratably.

The transactions contemplated by the Backstop Commitment Agreement were conditioned upon the satisfaction or waiver of certain conditions, including, among other things, that (i) the Bankruptcy Court had entered an order approving the Backstop Commitment Agreement and the disclosure statement relating to the Plan and confirming the Plan, (ii) the effective date of the Plan having occurred, and (iii) the Restructuring Support Agreement remained in full force and effect.

Debtor-In-Possession

During the period between the Petition Date through the Effective Date, the Company applied ASC 852 in preparing the consolidated financial statements and was a debtor-in-possession.

The Bankruptcy Court approved "first day" orders filed by the Debtors that were designed primarily to mitigate the impact of the Chapter 11 Cases on the Company’s operations, customers, and employees. In general, as debtors-in-possession under the Bankruptcy Code, the Debtors were authorized to continue to operate as an ongoing business, but could not engage in transactions outside the ordinary course of business without the prior approval of the Bankruptcy Court. Pursuant to first day orders filed with the Bankruptcy Court, the Bankruptcy Court authorized the Debtors to conduct their business activities in the ordinary course, including, among other things and subject to the terms and conditions of such orders, authorizing the Debtors’ ability to: (i) retain and compensate professionals used in the ordinary course of business; (ii) pay prepetition wages, salaries, employee benefits and other compensation; (iii) maintain employee benefits programs and pay related obligations; (iv) pay certain prepetition taxes and fees; (v) continue existing cash management system, maintain existing business forms, and continue intercompany transactions; (vi) use cash collateral; (vii) continue insurance programs and pay all obligations; (viii) honor prepetition obligations to customers and continue customer programs; and (ix) pay prepetition trade claims.

Financial Statement Classification of Liabilities Subject to Compromise

During the Chapter 11 Cases, certain amounts were classified as liabilities subject to compromise, which represented liabilities that were unsecured, undersecured or had a chance of not being settled in full by the Bankruptcy Court. These amounts represented the Debtors’ then-current estimate of known or potential obligations to be resolved in connection with the Chapter 11 Cases. Differences between liabilities estimated and claims filed were investigated and resolved in connection with the claims resolution process. The Company evaluated and adjusted the amount and classification of its pre-petition liabilities through the Effective Date, as applicable.

Automatic Stay

Subject to specific exceptions under the Bankruptcy Code, the Chapter 11 Cases automatically stayed most judicial or administrative actions against the Debtors and efforts by creditors to collect on or otherwise exercise rights or remedies with respect to pre-petition claims. Absent an order from the Bankruptcy Court as summarized above, substantially all of the Debtors' pre-petition liabilities were subject to settlement under the Bankruptcy Code. Since the Effective Date, the automatic stay was lifted and previously stayed actions against the Debtors may continue with respect to the Debtors to the extent such claims were not released under the Plan.

Executory Contracts

Subject to certain exceptions, under the Bankruptcy Code, the Debtors could assume, amend or reject certain executory contracts and unexpired leases subject to the approval of the Bankruptcy Court and certain other conditions. Generally, the rejection of an executory contract or unexpired lease was treated as a pre-petition breach of such executory contract or unexpired lease and, subject to certain exceptions, relieved the Debtors from performing their future obligations under such executory contract or unexpired lease but entitled the contract counterparty or lessor to a pre-petition general unsecured claim for damages caused by such deemed breach. Generally, the assumption of an executory contract or unexpired lease required the Debtors to cure existing monetary defaults under such executory contract or unexpired lease and provide adequate assurance of future performance. On the Effective Date, the Debtors assumed all executory contracts and unexpired leases pursuant to the Plan.

Reorganization Items, Net

ASC 852 requires the financial statements, for periods subsequent to the commencement of the Chapter 11 Cases, to distinguish transactions and events that are directly associated with the reorganization from the ongoing operations of the business. Accordingly, certain expenses, realized gains and losses and provisions for losses that were realized or incurred during and directly related to the Chapter 11 Cases, including professional fees, valuation adjustments to allowed claims, gains on liabilities subject to compromise, and fair value adjustments related to the adoptions of fresh start accounting were recorded as "Reorganization items, net", within the Company's accompanying consolidated statement of operations for the period from June 30, 2025 to September 29, 2025. Refer to Note 3, "Emergence from Voluntary Reorganization under Chapter 11," and Note 4, "Fresh Start Accounting" for additional information.

Allowed Claims

Refer to Note 3, "Emergence from Voluntary Reorganization under Chapter 11" for additional information on the treatment and resolution of allowed claims subject to the Chapter 11 Cases.

Liquidity

As described above and in Note 3, "Emergence from Voluntary Reorganization under Chapter 11'", as of the Effective Date, the Company emerged from the Chapter 11 Cases and continues to operate as a viable going concern. The accompanying consolidated financial statements have been prepared on the basis that the Company will continue to operate as a going concern, which contemplates that the Company will be able to realize assets and settle liabilities in the normal course of business for twelve months following the date of this filing. Upon emergence from the Chapter 11 Cases, the Company significantly improved its liquidity position through a comprehensive restructuring of its capital structure. As part of the Plan, the Company issued the new debt and equity described in Note 3, "Emergence from Voluntary Reorganization under Chapter 11," which resulted in a reduction of the total debt by approximately 70% compared to the pre-emergence levels. The Company had $1.1 billion of cash, cash equivalents and short term investments as of June 28, 2026; under the terms of our New Senior Secured Notes, the Company is required to have a minimum cash balance of $350.0 million at the last calendar date of each month.

The Successor has assessed the impact of the current softening demand for its products and the competitive industry it serves on the Company's liquidity requirements over the next 12 months. To support this assessment, the Successor has analyzed the following factors: (1) its current financial condition, including available liquidity sources; (2) both conditional and unconditional obligations that are due or anticipated; (3) the funds necessary to sustain operations in light of its current financial condition, obligations, and expected cash flows; and (4) any other conditions or events that may adversely impact the Successor's ability to meet its obligations for at least one year after the issuance date of the financial statements. Based on such evaluation, the Successor has concluded that the Successor will have sufficient liquidity to meet its future cash needs with cash, cash equivalents and short-term investments and cash flows from operations for at least one year after the issuance date of the financial statements as the restructuring of its debt significantly reduced the amount of outstanding debt and ongoing interest payments.

Cash and Cash Equivalents

Cash and cash equivalents consist of unrestricted cash accounts and highly liquid investments with an original maturity of three months or less when purchased. Cash and cash equivalents are stated at cost, which approximates fair value. The Company holds cash and cash equivalents at several major financial institutions, which often exceed insurance limits set by the Federal Deposit Insurance Corporation (FDIC). The Company has not historically experienced any losses due to such concentration of credit risk.

Accounts Receivable

For product revenue, the Company invoices its customers at the time of shipment, or at the time of delivery (depending on terms), for the sales order value of products shipped. Accounts receivable are recognized at the invoiced amount and are not subject to any interest or finance charges. The Company does not have any off-balance sheet credit exposure related to any of its customers.

Accounts receivable, net consisted of the following:

(in millions of U.S. Dollars)	Successor June 28, 2026	Predecessor June 29, 2025
Billed trade receivables	$96.9	$176.1
Unbilled contract receivables	0.1	2.8
Royalties	1.2	0.7
	98.2	179.6
Allowance for credit losses	—	(0.8)
Accounts receivable, net	$98.2	$178.8

Allowance for Credit Losses

Expected credit losses for the Company's receivables are evaluated on a collective (pool) basis and aggregated on the basis of similar risk characteristics. These aggregated risk pools are reassessed at each measurement date. A combination of factors is considered in determining the appropriate estimate of expected credit losses, including broad-based economic indicators as well as customers' financial strength, credit standing, payment history and any historical defaults.

Investments

Investments in certain securities may be classified into three categories:

- Held-to-Maturity – Debt securities that the entity has the positive intent and ability to hold to maturity, which are reported at amortized cost.
- Trading – Debt securities that are bought and held principally for the purpose of selling in the near term, which are reported at fair value, with unrealized gains and losses included in earnings.
- Available-for-Sale – Debt securities not classified as either held-to-maturity or trading securities, which are reported at fair value with unrealized gains or losses excluded from earnings and reported as a separate component of stockholders' equity. However, as explained further below, the Company evaluates each individual security in an unrealized loss position for expected credit losses and if it is evaluated as having an expected credit loss, unrealized losses of that security are included in earnings.

The Company reassesses the appropriateness of the classification (i.e., held-to-maturity, trading or available-for-sale) of its investments at the end of each reporting period.

Available-for-sale debt securities in an unrealized loss position at each measurement date are individually evaluated for expected credit losses. The Company evaluates whether the unrealized loss is due to market factors or changes in the investment holdings' credit rating. An expected credit loss will be recorded when an investment in an unrealized loss position is determined to have lost value from a decreased credit rating. The Company does not record an allowance for credit losses on receivables related to accrued interest. For the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal year ended June 29, 2025, no allowance for credit losses was recorded.

The Company utilizes specific identification in computing realized gains and losses on the sale of investments. Realized gains and losses on the sale of investments are reported in non-operating income, net in the consolidated statements of operations. Unrealized gains and losses are included as a separate component of equity, net of tax, unless the Company determines there is an expected credit loss.

Investments with maturities beyond one year may be classified as short-term based on their highly liquid nature and because such securities represent the investment of cash that is available for current operations.

Fair Value of Financial Instruments

The Company performs recurring fair value measurements for its cash equivalents, and short-term and long-term investments, as discussed further in Note 9, "Fair Value of Financial Instruments." In addition, cash, accounts and interest receivable, accounts payable and other liabilities approximate their fair values at June 28, 2026 and June 29, 2025 due to the short-term nature of these instruments.

Other Current Assets

Other current assets consisted of the following:

(in millions of U.S. Dollars)	**Successor** **June 28, 2026**	**Predecessor** **June 29, 2025**
Short-term spares	$20.9	$—
Insurance deposit	5.3	7.4
Accrued interest receivable	4.8	5.4
Assets held for sale(2)	1.7	24.4
VAT receivables	0.7	9.1
Reimbursement receivable on long-term incentive agreement	0.5	33.1
MACOM shares(1)	—	102.0
Inventory related to the RF Master Supply Agreement	—	15.8
Receivable on RF Master Supply Agreement	—	5.3
Other	11.3	19.5
Other current assets	$45.2	$222.0

(1) Refer to Note 9, "Fair Value of Financial Instruments," to the consolidated financial statements included herein for additional information.

(2) During the third quarter of fiscal 2025, the Company determined three facilities met the held-for-sale criteria under Accounting Standards Codification (ASC) 360, of which two were sold during the fourth quarter of fiscal 2025 and the third was sold during the second quarter of fiscal 2026. The assets included in each of the disposal groups were measured at the lower of their carrying value or fair value less costs to sell. The remaining balance is equipment that meet the held-for-sale criteria under ASC 360.

Spares

The Company maintains spare parts and standby equipment that are held for use in the repair and maintenance of long-lived assets. Spare parts that are not consumed in the ordinary course of production are not classified as inventory. These spare parts are recorded within Other current assets and Other assets on the Consolidated Balance Sheets depending on estimated timing of utilization.

Spare parts are initially recorded at cost and are generally expected to be consumed upon a single use, or will be used to maintain an existing long-lived asset, and are amortized to expense when placed into service. The Company periodically reviews the balance for excess quantities, physical deterioration, technological obsolescence, or changes in expected usage, and when impairment exist, the carrying value of the spare part will be evaluated for recoverability, and any excess carrying value above estimated recoverable value is recognized as expense in the period identified.

Assets Held for Sale

The Company classifies an asset as held for sale when all of the criteria set forth in the Accounting Standards Codification ("ASC") 360, "Property, Plant and Equipment," have been met. The criteria are as follows: (i) management, having the authority to approve the action, commits to a plan to sell the property; (ii) the property is available for immediate sale in its present condition, subject only to terms that are usual and customary; (iii) an active program to locate a buyer and other actions required to complete the plan to sell have been initiated; (iv) the sale of the property is probable and is expected to be completed within one year; (v) the property is being actively marketed for sale at a price that is reasonable in relation to its current fair value; and (vi) actions necessary to complete the plan of sale indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. At the time the Company classifies a property as held for sale, the Company ceases recording depreciation and amortization. A property classified as held for sale is measured and reported at the lower of its carrying amount or its estimated fair value less cost to sell.

As of June 28, 2026, the Company has $1.7 million in assets held for sale included within other current assets on the consolidated balance sheet. The assets held for sale consist of machinery and equipment that meet the held-for-sale criteria under ASC 360. The disposal of properties and equipment classified as held for sale does not represent a strategic shift that has (or will have) a major effect on our operations or financial results and therefore does not meet the criteria for classification as a discontinued operation. The sale of the assets is expected to occur within the next twelve months.

Inventories

Inventories are stated at the lower of cost or net realizable value, with cost determined on a first-in, first-out ("FIFO") method or an average cost method. The Company writes down its inventory for estimated obsolescence equal to the difference between the cost of the inventory and its net realizable value based upon an aging analysis of the inventory on hand utilizing specific reserve percentages, specifically known inventory-related risks (such as technological obsolescence), and assumptions about future demand. The Company also analyzes sales levels by product type, including historical and estimated future customer demand for those products to determine if any additional reserves are appropriate.

Inventories consisted of the following:

(in millions of U.S. Dollars)	**Successor** **June 28, 2026**	**Predecessor** **June 29, 2025**
Raw material	$126.1	$144.5
Work-in-progress	105.7	284.6
Finished goods	2.4	6.3
Inventories	$234.2	$435.4

Cost of revenues, net included inventory write-downs of approximately $29.0 million, for the period from June 30, 2025 to September 29, 2025, $34.0 million for the period from September 30, 2025 to June 28, 2026, $6.8 million for the year ended June 29, 2025 and $13.9 million for the year ended June 30, 2024. The write-downs primarily related to increases in specific reserves related to obsolete or customer-specific inventory the Company no longer intends to use.

Property and Equipment, net

Property and equipment, net is stated at cost and depreciated on a straight-line basis over the assets' estimated useful lives. Leasehold improvements are amortized over the lesser of the asset life or the term of the related lease. In general, the Company's policy for useful lives is as follows:

Buildings and building improvements	5 to 40 years
Machinery and equipment	3 to 10 years
Furniture and fixtures	5 years
Vehicles	5 years
Computer hardware/software	3 to 10 years
Tooling	5 to 10 years
Leasehold improvements	Shorter of estimated useful life or lease term

Expenditures for repairs and maintenance are charged to expense as incurred. The costs for major renewals and improvements are capitalized and depreciated over their estimated useful lives. The cost and related accumulated depreciation of the assets are removed from the accounts upon disposition and any resulting gain or loss is reflected in operating income or loss.

The Company considers a long-lived asset to be abandoned after the Company has ceased use of such asset and there is no longer intent to use or repurpose the asset in the future. Abandoned long-lived assets are recorded at their salvage value, if any.

Property and equipment, net consisted of the following:

(in millions of U.S. Dollars)	**Successor** **June 28, 2026**	**Predecessor** **June 29, 2025**
Machinery and equipment	$106.0	$1,614.8
Land and buildings	457.3	1,080.5
Computer hardware/software	4.2	75.4
Furniture and fixtures	0.6	8.7
Leasehold improvements and other	10.3	139.1
Vehicles	—	0.5
Finance lease assets	2.1	8.3
Construction in progress	146.2	2,268.0
Property and equipment, gross	726.7	5,195.3
Accumulated depreciation	(35.3)	(1,278.8)
Property and equipment, net	$691.4	$3,916.5

Depreciation of property and equipment totaled $68.3 million, $42.6 million, $243.8 million and $175.5 million for the periods from June 30, 2025 to September 29, 2025 and from September 30, 2025 to June 28, 2026 and the years ended June 29, 2025 and June 30, 2024, respectively.

During the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the years ended June 29, 2025 and June 30, 2024, the Company recognized approximately $0.1 million, $2.0 million, $171.7 million and $0.8 million, respectively, of losses on disposals or impairments of property and equipment inside of Restructuring and other expenses in the consolidated statements of operations.

The majority of the Company's property and equipment, net is in the United States. As of June 28, 2026 and June 29, 2025, the Company held $11.2 million and $142.9 million, respectively, of property and equipment, net outside of the United States, primarily related to assets held at contract manufacturing space in Malaysia.

Government Assistance Programs and Incentives

The Company receives, or expects to receive in the future, various types of government assistance, primarily in the form of grants, refundable tax credits, property tax reimbursements and sales tax exemptions. Government assistance is recognized when there is reasonable assurance that: (1) the Company will comply with the relevant conditions and (2) the assistance will be received. Government assistance related to reimbursing fixed asset purchases, such as reimbursement grants and refundable federal investment tax credits, are recorded as a reduction to the related asset(s), which then reduces depreciation expense over the expected useful life of the asset on a straight-line basis. If some, or all, of the amount of government assistance becomes repayable (e.g. due to non-fulfillment of the grant conditions) or there is no longer reasonable assurance the amount will be received (e.g. due to additional interpretive guidance) then the adjustment is accounted for prospectively as a change in accounting estimate. The effect of the change in estimate is recognized in the period in which management concludes that it is no longer reasonably assured that all of the grant conditions will be met. A corresponding financial liability is recognized for the amount of the repayment, if any.

Investment Tax Credit Receivable

The Company is eligible for Advanced Manufacturing Investment Credit ("AMIC") in connection with ongoing expansion projects. The AMIC is a refundable federal tax credit provided under Internal Revenue Code Section 48D, which was enacted by the United States CHIPS and Science Act of 2022 (the "CHIPS Act"). During the Successor period ended June 28, 2026, the Company received $698.6 million in cash tax refunds related to fiscal 2025 federal tax filings. In fiscal 2025, the Company received $189.1 million in cash tax refunds related to its fiscal 2023 and fiscal 2024 federal tax filings, inclusive of $2.6 million of interest income. As of June 28, 2026, the Company has recorded a short-term and long-term receivable of $84.4 million and $116.5 million, respectively. As of June 29, 2025, the Company had recorded a short-term and long-term receivable of $653.4 million and $105.0 million, respectively. The One Big Beautiful Bill Act ("OBBBA") resulted in a $50.7 million increase to the long-term receivable in the Predecessor period ended September 29, 2025, attributable to the increase of the credit to 35% on qualifying assets placed-in-service after December 31, 2025.

Silicon Carbide Device Facility in Marcy, New York

The Company receives government grants from the State of New York Urban Development Corporation to partially or fully reimburse the Company for certain property, plant and equipment purchases in connection with its construction of a new silicon carbide device fabrication facility in Marcy, New York. To receive these grants, the Company must comply with a number of objectives outlined in the related grant disbursement agreement, as outlined in Note 16, "Commitments and Contingencies". Grant amounts already received are subject to claw back provisions if the Company does not satisfy the agreement's outlined objectives.

As of June 28, 2026, the Company has been awarded grants of $503.4 million as a result of expected and received reimbursements from the State of New York Urban Development Corporation, of which $501.4 million has been received in cash and an additional $2.0 million in receivables are recorded in other current assets and in other assets in the consolidated balance sheet. The Company started receiving cash reimbursements in the fourth quarter of fiscal 2021.

Manufacturing Facility in Siler City, North Carolina

In connection with the construction of a new materials manufacturing facility in Siler City, North Carolina, the Company expects to receive incentives over the next 18 years from state, county and local governments, primarily in the form of property tax reimbursements and sales tax exemptions on purchased machinery and equipment. In order to receive property tax reimbursements, the Company is required to pay property taxes on time, comply with investment and job targets and meet the definition for continued operations.

As of June 28, 2026, the Company has expected and received reimbursements of $74.9 million in cash from the North Carolina Department of Commerce, Chatham County, and the Town of Siler City and has recorded $3.5 million in receivables in other current assets in the consolidated balance sheet. The Company started receiving cash reimbursements in the third quarter of fiscal 2024.

Shipping and Handling Costs

Shipping and handling costs are included in cost of revenue, net in the consolidated statements of operations and are recognized as a period expense during the period in which they are incurred.

Long-Lived Assets

The Company reviews long-lived assets such as property and equipment for impairment based on changes in circumstances that indicate their carrying amounts may not be recoverable. In making these determinations, the Company uses certain assumptions, including but not limited to: (1) estimations of the fair market value of the assets and (2) estimations of future cash flows expected to be generated by these assets, which are based on additional assumptions such as asset utilization, length of service the asset will be used in the Company’s operations and estimated salvage values.

As further described below under "2025 Goodwill Impairment", the Company determined potential indicators of impairment existed during the fourth quarter of fiscal 2025, indicating the carrying amount of its single asset group may not be recoverable. As the carrying value of the asset group did not exceed the estimated undiscounted future cash flows, the asset group was deemed recoverable, and no impairment charges were recognized.

Goodwill and Intangible Assets

The Company recognizes assets acquired and liabilities assumed in business combinations at their respective fair values at the date of acquisition, with any excess purchase price recognized as goodwill. Valuation of intangible assets entails significant estimates and assumptions including, but not limited to, an estimate of future cash flows from product revenue, the use of appropriate discount rates, the continuation of customer relationships and the renewal of customer contracts, and the assessment of appropriate useful lives of intangible assets acquired.

Goodwill

The Company recognizes goodwill as an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. The Company tests goodwill for impairment at least annually as of the first day of its fiscal fourth quarter, or when indications of potential impairment exist. The Company monitors for the existence of potential impairment indicators throughout the fiscal year.

The Company conducted impairment testing for goodwill at the reporting unit level. Reporting units may be operating segments as a whole, or an operation one level below an operating segment, referred to as a component. The Company has determined that it has one reporting unit.

The Company may initiate goodwill impairment testing by considering qualitative factors to determine whether it is more likely than not that a reporting unit's carrying value is greater than its fair value. Such factors may include the following, among others: a significant decline in the reporting unit's expected future cash flows; a sustained, significant decline in the Company's stock price and market capitalization; a significant adverse change in legal factors or in the business climate, such as unanticipated competition or slower growth rates; as well as changes in management, key personnel, strategy and customers. If the Company's qualitative assessment indicates it is more likely than not that the estimated fair value of a reporting unit exceeds its carrying value, no further analysis is required and goodwill is not impaired. Otherwise, the Company performs a quantitative goodwill impairment test to determine if goodwill is impaired. The quantitative test compares the fair value of a reporting unit with its carrying amount, including goodwill.

If the fair value of the reporting unit exceeds the carrying value of the net assets associated with the reporting unit, goodwill is not considered impaired. If the carrying value of the net assets associated with the reporting unit exceeds the fair value of the reporting unit, the Company recognizes an impairment loss in an amount equal to the excess, not to exceed the carrying value of the reporting unit's goodwill. Once an impairment loss is recognized, the adjusted carrying value of the goodwill becomes the new accounting basis of the goodwill for the reporting unit. As of the first day of its fourth quarter of fiscal 2025, the Company performed a qualitative impairment test on the goodwill balance and concluded there was no impairment.

2025 Goodwill Impairment

Subsequent to the completion of the annual goodwill impairment test in fiscal 2025, the Company determined potential indicators of impairment existed, due to the announcement of the Restructuring Support Agreement, declines in market capitalization, and ongoing macroeconomic challenges. As part of the interim assessment completed in the fourth quarter of fiscal 2025, the Company determined a market approach based on overall business enterprise value (determined by the fair of equity plus the fair value of debt) was a more appropriate method of estimating the reporting unit's fair value, given the negative carrying value of the Company's equity and the sustained decrease in the Company's market capitalization and observable market prices for the Company's long-term debt obligations, where available.

Under the market approach, the fair value of the reporting unit was calculated based on the implied equity value of the reporting unit (which included consideration of whether a reasonable range of control premiums would impact the measurement of any goodwill impairment loss, if applicable) plus the estimated fair value of the interest-bearing debt (based on market prices for its debt, where available, and/or observable inputs for certain debt instruments where market prices were not available). The indicated carrying value of the reporting unit, represented by the negative equity of the reporting unit adjusted for the book value of interest-bearing debt was compared to the calculated fair value of the reporting unit.

As a result of this analysis, the Company determined that goodwill for its single reporting unit was fully impaired, resulting in a $359.2 million impairment charge presented in "Goodwill impairment". A reconciliation of the beginning and ending carrying amounts of goodwill is as follows:

	Amount (In millions)
Balance as of June 30, 2024 (Predecessor)	$359.2
Goodwill impairment	(359.2)
Balance as of June 29, 2025 (Predecessor)	$—

Finite-Lived Intangible Assets

U.S. GAAP requires that intangible assets, other than goodwill and indefinite-lived intangibles, must be amortized over their useful lives. During the Predecessor period, the Company was amortizing its acquired intangible assets with finite lives over periods up to 10 years. During the Successor period, the Company is currently amortizing the intangible assets of its customer relationships, developed technology, and trade name with finite lives over a range of 5 to 11 years.

Patent rights reflect costs incurred by the Company in applying for and maintaining patents owned by the Company and costs incurred in purchasing patents and related rights from third parties. Licensing rights reflect costs incurred by the Company in acquiring licenses under patents owned by others. During the Predecessor period, the Company amortizes both on a straight-line basis over the expected useful life of the associated patent rights, which is generally the lesser of 20 years from the date of the patent application or the license period. Royalties payable under licenses for patents owned by others are generally expensed as incurred. During the Successor period, the Company amortizes both on a straight-line basis over the expected useful life of the associated patent rights, which is generally the lesser of 20 years from the date of the patent application or the license period. Royalties payable under licenses for patents owned by others are generally expensed as incurred. The Company reviews its capitalized patent portfolio and recognizes impairment charges when circumstances warrant, such as when patents have been abandoned or are no longer being pursued.

Other Assets

Other assets consisted of the following:

(in millions of U.S. Dollars)	**Successor June 28, 2026**	**Predecessor June 29, 2025**
Right-of-use assets	$96.8	$123.1
Long-term advances to suppliers	65.8	69.8
Long-term deposits	24.3	24.3
Long-term spares	19.3	28.5
Cloud computing assets, net	3.1	10.4
Other	6.1	10.8
Other assets	$215.4	$266.9

Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses consisted of the following:

(in millions of U.S. Dollars)	**Successor June 28, 2026**	**Predecessor June 29, 2025**
Accounts payable, trade	$17.4	$30.6
Accrued salaries and wages	53.8	79.2
Accrued property and equipment	10.1	124.7
Accrued expenses	37.2	45.7
Accounts payable and accrued expenses	$118.5	$280.2

Other Current Liabilities

Other current liabilities consisted of the following:

(in millions of U.S. Dollars)	**Successor June 28, 2026**	**Predecessor June 29, 2025**
Accrued interest	$6.0	$90.7
RF business divestiture liabilities(1)	12.6	76.9
Short-term unfavorable supply agreement	7.7	—
Short-term lease liabilities	7.4	9.9
Other	17.4	43.0
Other current liabilities	$51.1	$220.5

(1) Refer to Note 5, "Discontinued Operations," to the consolidated financial statements included herein for additional information.

Other Long-term Liabilities

(in millions of U.S. Dollars)	**Successor** **June 28, 2026**	**Predecessor** **June 29, 2025**
Long-term lease liabilities	$99.2	$139.5
Long-term RF supply agreement liabilities[1]	47.0	44.5
Long-term customer deposits	4.3	15.6
Other	3.2	3.5
Other long-term liabilities	$153.7	$203.1

(1)*: Refer to Note 5, "Discontinued Operations," to the consolidated financial statements included herein for additional information.*

Contingent Liabilities

The Company recognizes contingent liabilities when it is probable that an asset has been impaired or a liability has been incurred at the date of the financial statements and the amount of the loss can be reasonably estimated. Disclosure in the notes to the financial statements is required for loss contingencies that do not meet both these conditions if there is a reasonable possibility that a loss may have been incurred. See Note 16, “Commitments and Contingencies,” for a discussion of loss contingencies in connection with pending and threatened litigation. The costs of defending legal claims against the Company are expensed as incurred.

Revenue Recognition

Revenue is recognized when control of a good or service promised in a contract (i.e., performance obligation) is transferred to a customer. Control is obtained when a customer has the ability to direct the use of and obtain substantially all of the remaining benefits from that good or service. Substantially all of the Company's revenue is derived from product sales. Revenue is recognized at a point in time based on the Company’s evaluation of when the customer obtains control of the products, and all performance obligations under the terms of the contract are satisfied. Sales of products typically do not include more than one performance obligation.

A portion of the Company’s products are sold through distributors. Distributors stock inventory and sell the Company’s products to their own customer base, which may include: value added resellers; manufacturers who incorporate the Company’s products into their own manufactured goods; or ultimate end users of the Company’s products. The Company recognizes revenue in accordance with the agreed upon terms.

Master supply or distributor agreements are in place with some of the Company's customers and contain terms and conditions including, but not limited to, payment, delivery, incentives and warranty. These agreements sometimes require minimum purchase commitments and/or involve potential penalties to the Company if a defined supply schedule is not met. If a master supply, distributor or other similar agreement is not in place with a customer, the Company considers a purchase order, which is governed by the Company’s standard terms and conditions, to be the contract governing the relationship with that customer.

Pricing terms are negotiated independently on a stand-alone basis. Revenue is measured based on the amount of net consideration to which the Company expects to be entitled to receive in exchange for products or services. Variable consideration is recognized as a reduction of net revenue with a corresponding reserve at the time of revenue recognition, and consists primarily of sales incentives, volume discounts, price concessions and return allowances. Variable consideration is estimated based on contractual terms, historical analysis of customer purchase volumes, or historical analysis using specific data for the type of consideration being assessed.

Some of the Company’s distributors are provided limited rights that allow them to return a portion of inventory (product exchange rights or stock rotation rights) and receive credits for changes in selling prices (price protection rights) or customer pricing arrangements under the Company’s “ship and debit” program or other targeted sales incentives. These estimates are calculated based upon historical experience, product shipment analysis, current economic conditions, on-hand inventory at the distributor, and customer contractual arrangements. The Company believes that it can reasonably and reliably estimate the allowance for distributor credits at the time of sale. Accordingly, estimates for these rights are recognized at the time of sale as a distributor reserve and a reduction of product revenue.

Under the ship and debit program, products are sold to distributors at negotiated prices and the distributors are required to pay for the products purchased within the Company's standard commercial terms. Subsequent to the initial product purchase, a distributor may request a price allowance for a particular part number(s) for certain target customers, prior to the distributor reselling the particular part to that customer. If the Company approves an allowance and the distributor resells the product to the target customer, the Company credits the distributor according to the allowance the Company approved. These credits are applied against the reserve that the Company establishes upon initial shipment of product to the distributor.

Leases

At lease inception, the Company determines an arrangement is a lease if the contract involves the use of a distinct identified asset, the lessor does not have substantive substitution rights, and the lessee obtains control of the asset throughout the period by obtaining substantially all of the economic benefit of the asset and the right to direct the use of the asset. Depending on the terms, leases are classified as either operating or finance leases, if the Company is the lessee. The Company does not have any sales-type or direct financing leases. Lease agreements frequently include other services such as maintenance, electricity, security, janitorial and reception services. The Company accounts for the lease and non-lease components in its arrangements as a single lease component.

Accounting for Leases as a Lessee

Right-of-use ("ROU") assets represent the Company's right to use an underlying asset during the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Assets and liabilities are recognized based on the present value of lease payments over the lease term. Most leases include one or more options to renew, with renewal terms that can extend the lease term from one to five years or more. The exercise of the renewal option is at the Company's sole discretion and the Company considers these options in determining the lease term used to establish its ROU assets and lease liabilities. The Company remeasures its lease liability and adjusts the related ROU asset upon the occurrence of the following: lease modifications not accounted for as a separate contract; a triggering event that changes the certainty of the lessee exercising an option to renew or terminate the lease, or purchase the underlying asset; a change to the amount probable of being owed by the Company under a residual value guarantee; or the resolution of a contingency upon which the variable lease payments are based such that those payments become fixed.

Because most of the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate based on the information available at the lease commencement date in determining the present value of lease payments. The Company uses the implicit rate when readily determinable. Operating lease expense is generally recognized on a straight-line basis over the lease term. Finance lease assets are generally amortized over the term of the lease. If the finance lease transfers ownership of the underlying asset to the Company, or the Company is reasonably certain it will exercise an option to purchase the underlying asset, the finance lease assets are amortized on a straight-line basis over the useful life of the asset. Interest expense on the finance lease liability is recognized using the effective interest rate method and is presented within interest expense on the Company's consolidated statements of operations.

Operating leases with a lease term of 12 months or less are not recorded on the balance sheet. The Company recognizes lease expense for these leases on a straight-line basis over the lease term. Variable lease payment amounts that cannot be determined at the commencement of the lease, such as increases in lease payments based on changes in index rates, are not included in the ROU assets or liabilities. These variable lease payments are expensed as incurred.

Gain on Sale of Disposal of Property

During the period from June 30, 2025 to September 29, 2025 the Company recognized a gain of $5.7 million primarily from sales to customers of certain equipment that the Company no longer intended to use. During the period from September 30, 2025 to June 28, 2026, the Company recognized a gain of $5.4 million, related to the sale of one building, which included the building improvements and land of a 254,000 square foot idle property located in Durham, North Carolina and sales to customers of certain equipment that the Company no longer intended to use.

During fiscal 2025, the Company recognized a gain of $20.0 million primarily from the sale of two properties including buildings, building improvements and land of a 283,000 square foot idle property located in Farmers Branch, Texas and the Company's 179,000 square foot property located in Research Triangle Park, North Carolina. Please refer to Note 5, "Discontinued Operations" for more information regarding the sale of the RTP Fab (as defined below).

Restructuring and Other Expenses

The following table summarizes the components of Restructuring and other operating expenses:

(in millions of U.S. Dollars)	**Successor** Period from September 30, 2025 to June 28, 2026	**Predecessor** Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025	Fiscal Year Ended June 30, 2024
Pre-petition charges	$—	$—	$55.8	$—
Impairment losses on abandoned assets	2.6	0.1	176.5	1.2
Legal settlements	—	—	17.0	—
Restructuring and other exit costs	15.0	3.6	134.9	—
Project, transformation and transaction costs	25.2	13.8	29.5	18.3
Amortization of fresh start accounting and acquisition-related intangibles	11.9	—	1.1	1.1
Executive severance costs	—	—	1.4	—
Other	—	2.9	1.4	—
Restructuring and other expenses	$54.7	$20.4	$417.6	$20.6

Pre-Petition Charges

Pre-petition charges recognized during fiscal 2025 consist primarily of professional fees related to, but incurred prior to, the filing of the Chapter 11 Cases.

Non-Operating Income, net

The following table summarizes the components of non-operating income, net:

(in millions of U.S. Dollars)	**Successor** Period from September 30, 2025 to June 28, 2026	**Predecessor** Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025	Fiscal Year Ended June 30, 2024
Changes in fair value of liability classified derivative contracts	($87.8)	$—	$—	$—
Gain on RTP Fab Transfer	—	(25.4)	—	—
Gain on contingent cash	(10.0)	—	—	—
Interest income	(30.3)	(8.9)	(67.6)	(135.0)
Loss on debt extinguishment	3.3	—	—	—
Realized loss (gain) on equity investment	—	10.9	(22.6)	(18.5)
Loss on customs matter[(1)]	—	—	—	7.7
Loss on Wafer Supply Agreement	—	—	9.2	25.3
Write-off of deferred financing costs	—	—	54.7	—
Other expense, net	1.3	1.0	0.8	1.4
Non-operating income, net	($123.5)	($22.4)	($25.5)	($119.1)

[(1)] In fiscal 2024, the Company recognized customs duties totaling approximately $7.7 million for alleged undervaluation of duties related to transactions by the Company's former Lighting Products business unit from 2012 to 2017.

Advertising

The Company expenses the costs of producing advertisements at the time production occurs and expenses the cost of communicating the advertising in the period in which the advertising is used. Advertising costs are included in sales, general and administrative expenses in the consolidated statements of operations and amounted to approximately $3.8 million, $2.4 million, $11.6 million, and $13.8 million for the period from June 30, 2025 to September 29, 2025 and the period from September 30, 2025 to June 28, 2026 and the years ended June 29, 2025 and June 30, 2024, respectively.

Retirement Savings Plan

The Company sponsors one employee benefit plan (the "401(k) Plan") pursuant to Section 401(k) of the Internal Revenue Code. All United States employees are eligible to participate under the 401(k) Plan on the first day of a new fiscal month after the date of hire. Under the 401(k) Plan, there is no fixed dollar amount of retirement benefits; rather, the Company matches a defined percentage of employee deferrals, and employees vest in these matching funds over time. Employees choose their investment elections from a list of available investment options. For the period from June 30, 2025 to September 29, 2025 and the period from September 30, 2025 to June 28, 2026 and the years ended June 29, 2025 and June 30, 2024, the Company contributed approximately $2.1 million, $6.8 million, $12.1 million and $13.3 million to the 401(k) Plan, respectively.

Research and Development

Research and development expenses consist primarily of employee salaries and related compensation costs, occupancy costs, consulting costs and the cost of development equipment and supplies. Research and development activities are expensed when incurred.

Net (loss) Earnings Per Share

Basic net (loss) earnings per share is computed by dividing net (loss) income by the weighted average shares of common stock outstanding. Diluted earnings per share is determined in the same manner as basic (loss) earnings per share except that the number of shares is increased to assume exercise of potentially dilutive stock options, nonvested restricted stock, contingently issuable shares using the treasury stock method and the potential issuance of shares in connection with the Company's convertible notes using the if-converted method, unless the effect of such increases would be anti-dilutive.

Stock-Based Compensation

The Company accounts for its employee stock-based compensation plans using the fair value method. The fair value method requires the Company to estimate the grant-date fair value of its stock-based awards and amortize this fair value to compensation expense over the requisite service period or vesting term.

The Company’s stock-based awards can be either service-based or performance-based. Performance-based conditions may be tied to future financial and/or operating performance of the Company, external based market metrics or internal performance metrics.

For service-based restricted stock units ("RSUs") and performance-based RSUs with internal metrics, the grant-date fair value is based upon the market price of the Company’s common stock on the date of the grant. For performance-based RSUs, the Company reassesses the probability of the achievement of the performance condition at each reporting period and adjusts the compensation expense for subsequent changes in the estimate or actual outcome. This fair value is then amortized to compensation expense over the requisite service period or vesting term.

For performance-based awards with market conditions, the Company estimates the grant date fair value using the Monte Carlo valuation model and expenses the awards over the vesting period regardless of whether the market condition is ultimately satisfied.

The Company used the Black-Scholes option-pricing model to estimate the fair value of the Company's Employee Stock Purchase Plan ("ESPP") awards. The determination of the fair value of stock-based payment awards on the date of grant using an option-pricing model is affected by the Company's stock price as well as assumptions regarding a number of complex and subjective variables. These variables include the expected stock price volatility over the term of the awards, the risk-free interest rate and expected dividends. Due to the inherent limitations of option-valuation models, future events that are unpredictable and the estimation process utilized in determining the valuation of the stock-based awards, the ultimate value realized by award holders may vary significantly from the amounts expensed in the Company's financial statements. In April 2025, the Compensation Committee approved the termination of the ESPP, which was effective immediately and as of June 28, 2026, the Company has not approved another employee stock purchase program.

Stock-based compensation expense is recognized ratably over the requisite service period of the awards, and the Company accounts for forfeitures when they occur.

See Note 14, "Stock-Based Compensation," for more information about the Company's stock-based compensation plans.

Taxes

The Company uses the asset and liability method to account for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets are recognized for deductible temporary differences, along with net operating loss carryforwards and credit carryforwards, if it is more likely than not that the tax benefits will be realized. To the extent a deferred tax asset cannot be recognized under the preceding criteria, valuation allowances are established. Deferred tax assets and liabilities are measured using enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. As a result of the implementation of the Plan, the Company's tax attributes will be subject to the attribute reduction rules under Section 108 of the Code, which will result in the reduction of pre-Chapter 11 net operating losses.

Taxes payable, which are not based on income, are accrued ratably over the period to which they apply. For example, payroll taxes are accrued each period end based upon the amount of payroll taxes that are owed as of that date; whereas taxes such as property taxes and franchise taxes are accrued over the fiscal year to which they apply if paid at the end of a period, or they are amortized ratably over the fiscal year if they are paid in advance.

Foreign Currency Translation

All of the Company's operations have a U.S. Dollar functional currency and therefore no foreign currency translation adjustments are recognized in other comprehensive loss in the consolidated statements of comprehensive loss. The Company and its subsidiaries transact business in currencies other than the U.S. Dollar and as such, the Company experiences varying amounts of foreign currency exchange gains and losses.

Accumulated Other Comprehensive Loss, net of taxes

Accumulated other comprehensive loss, net of taxes, consisted of $0.0 million and $3.8 million of net unrealized losses on available-for-sale securities as of June 28, 2026 and June 29, 2025, respectively. Amounts for June 29, 2025 include a $2.4 million loss related to tax on unrealized loss on available-for-sale securities.

Supplemental Cash Flow Information

Cash paid for interest, net of capitalized interest, was $38.4 million, $113.4 million, $130.3 million, and $213.5 million for the period from June 30, 2025 to September 29, 2025 and from September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024, respectively.

Cash (received) paid for taxes, net of refunds received, was $0.2 million, $1.0 million, $0.8 million and $9.8 million for the period from June 30, 2025 to September 29, 2025 and from September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024, respectively.

Statements of Cash Flows - non-cash activities

	Successor	Predecessor		
	Period from September 30, 2025 to June 28, 2026	Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025	Fiscal Year Ended June 30, 2024
Lease asset and liability additions	$3.6	$19.1	$35.2	$5.6
Lease asset and liability modifications, net	0.2	(0.2)	3.2	4.4
Lease termination	(5.0)	(0.1)	—	—
Lease impairment	—	—	(4.8)	—
Proceeds from sale of business received in common stock	—	—	—	60.8
Decrease in property, plant and equipment from investment tax credit receivables	64.2	76.8	303.3	474.4
Receivable in connection with short-term investment maturities	—	—	—	25.0
Decrease in property, plant and equipment from long-term incentive related receivables	—	—	—	114.3
(Decrease) increase in accrued property, plant and equipment	(32.1)	(82.4)	(241.0)	37.3

Recently Adopted Accounting Pronouncements

In September 2025, the Financial Accounting Standards Board (the "FASB") issued Accounting Standards Update ("ASU") 2025-07, Derivatives and Hedging (Topic 815) and Revenue from Contracts with Customers (Topic 606) (“ASU 2025-07”). The guidance refines the scope of Topic 815 to clarify which contracts are subject to derivative accounting. The guidance also provides clarification under Topic 606 for share-based payments from a customer in a revenue contract. The amendments in ASU 2025-07 are effective for fiscal years and interim periods beginning after December 15, 2026, with early adoption permitted. The Company early adopted ASU 2025-07 on September 29, 2025, on a prospective basis, which includes the scope exception for derivatives, and the adoption did not have a material impact on our financial statements.

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Tax Disclosures, which requires disaggregated information about an entity's income tax rate reconciliation as well as information regarding cash taxes paid both in the United States and foreign jurisdictions. The amendments should be applied prospectively, with retrospective application permitted. The amendments are effective for annual periods beginning after December 15, 2024 with early adoption permitted. The new standard requires additional disaggregation of certain information in the Company's tax footnote and the Company adopted ASU 2023-09 on a prospective basis beginning in this Annual Report on Form 10-K for the period ended June 28, 2026.

Recently Issued Accounting Pronouncements Pending Adoption

In November 2024, the FASB issued ASU 2024-03, Income Statement (Topic 220): Disaggregation of Income Statement Expenses, to require additional disclosures of certain amounts included in the expense captions presented on the Statement of Operations as well as disclosures about selling expenses. In January 2025, the FASB issued ASU 2025-01 to clarify the effective date of ASU 2024-03. ASU 2024-03 is effective on a prospective basis, with the option for retrospective application, for annual periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027, and early adoption is permitted. The Company is currently evaluating the impacts of adopting this guidance on its financial statement disclosures.

In December 2025, the FASB issued ASU 2025-10, Government Grants (Topic 832): Accounting for Government Grants Received by Business Entities, which establishes authoritative guidance on the recognition, measurement, presentation, and disclosure of government grants. Under ASU 2025-10, government grants are recognized when it is probable that the entity will both comply with the conditions of the grant and the grant will be received. The ASU provides specific accounting models for grants related to assets and grants related to income, including options to recognize government grants as deferred income or as a reduction of the asset's cost basis. The ASU also requires enhanced disclosures regarding the nature of government grants, significant terms and conditions, accounting policies applied, and amounts recognized in the financial statements. ASU 2025-10 is effective for fiscal years beginning after December 15, 2028, including interim periods within those fiscal years, with early adoption permitted. The Company plans to adopt this pronouncement for its fiscal year beginning June 25, 2029.

Recently issued ASUs by the FASB, except for the ones mentioned above, are not expected to have a significant impact on the Company’s consolidated results of operations or financial position. Other accounting standards that have been issued or proposed by the FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its consolidated financial statement disclosures.

Note 3 - Emergence from Voluntary Reorganization under Chapter 11

On the Petition Date, the Debtors commenced the Chapter 11 Cases under the Bankruptcy Code in the Bankruptcy Court. On that date, the Debtors also filed the Plan with the Bankruptcy Court, and on September 8, 2025, the Bankruptcy Court entered the Confirmation Order. On the Effective Date, the Debtors emerged from the Chapter 11 Cases in accordance with the Plan.

Definitions

- Conversion Effective Time - the time of 12:01 am Eastern Time on September 29, 2025.

- Convertible Notes Claim - any Claim on account of the Convertible Notes or otherwise arising under indentures governing such notes, including accrued but unpaid interest thereon through the Petition Date.

- CRD Agreement Deposits - the term loans in an aggregate amount of $2.1 billion (including accrued and unpaid interest as of the Petition Date) made by Renesas to the Company under that certain Unsecured Customer Refundable Deposit Agreement, dated as of July 5, 2023, as amended to date, by and between Wolfspeed and Renesas.

- Professional Fee Escrow Account - an escrow account established and funded to pay for all Bankruptcy Court approved professional fees and expenses due from the Company.

- Regulatory Approvals - (a) Committee on Foreign Investment in the United States ("CFIUS") approval; (b) clearance or approval under antitrust laws in (i) the United States, (ii) Austria, (iii) Germany, (iv) Japan, and (v) European Commission (as applicable); (c) clearance or approval under Italy Foreign Investment Laws; (d) regulatory approvals from any regulatory regimes necessary to consummate the restructuring transactions (for the avoidance of doubt, in relation to the Regulatory Approvals, for Renesas to receive the New 2L Renesas Convertible Notes (as defined below); 16,852,372 shares of New Common Stock (as defined below) underlying the Renesas Warrants; and voting, board seat, and other governance rights in accordance with the Restructuring Support Agreement), that are identified by Renesas and of which the Debtors are notified within thirty (30) calendar days following the effective date of the Restructuring Support Agreement; and (e) any regulatory approvals from any regulatory regimes necessary to consummate the restructuring transactions that are not identified by Renesas and of which the Debtors are not notified within thirty (30) calendar days following the effective date of the Restructuring Support Agreement. All Regulatory Approvals were obtained as of January 29, 2026, which was prior to the Regulatory Trigger Deadline.

- Regulatory Trigger Deadline - the earlier of (i) a good faith agreement between the Debtors or Reorganized Debtors, which means the Debtors on and after the Effective Date, and Renesas that it is more likely than not that the Regulatory Approvals will not be obtained and (ii) two (2) years from the Effective Date; provided, if upon two (2) years from the Effective Date, the Reorganized Debtors and Renesas agree, in good faith, that Regulatory Approval is more likely than not to be obtained prior to three (3) years from the Effective Date, then upon three (3) years from the Effective Date. For the avoidance of doubt, to the extent Renesas obtains all Regulatory Approvals prior to the date of the Regulatory Trigger Deadline, the Regulatory Trigger Deadline shall be deemed not to have occurred. All Regulatory Approvals were obtained as of January 29, 2026, which was prior to the Regulatory Trigger Deadline.

- Senior Secured Notes Claim - any claim on account of the Existing Senior Secured Notes or otherwise arising under the Senior Secured Notes Documents (as defined in the Plan).

Plan of Reorganization

On the Effective Date, the Company emerged from the Chapter 11 Cases as all the material conditions precedent to the effectiveness of the Plan were satisfied or waived and the Plan became effective. In accordance with the Plan and effective as of the Effective Date:

- *Cancellation of Prior Equity Interests* – Immediately prior to the Effective Date there were 156,479,390 shares of the Company's common stock, $0.00125 par value per share (the "Old Common Stock"), outstanding. In accordance with the Plan and the Plan of Conversion at the Conversion Effective Time, the Company effected a redomestication from a North Carolina corporation to a Delaware corporation and, in connection therewith, adopted a new certificate of incorporation, under which the Company is authorized to issue 350,000,000 shares of common stock, $0.00125 par value per share ("New Common Stock"), and new bylaws, each of which became effective at the Conversion Effective Time. After giving effect to the transactions contemplated by the Plan and the Plan of Conversion, on the Effective Date all of the previously issued and outstanding shares of Old Common Stock were cancelled, and existing equity holders received their pro rata share of approximately 1,306,896 shares of New Common Stock, of the Delaware corporation. Pursuant to the Plan, the Company issued an aggregate of 25,840,656 shares of New Common Stock (inclusive of the aforementioned shares of New Common Stock issued to existing equity holders, with the remaining shares issued to pre-petition convertible noteholders, in accordance with the Plan). As of the Effective Date, the Company had an aggregate of 25,840,656 shares of New Common Stock issued and outstanding and 73,030,424 shares of New Common Stock reserved for issuance pursuant to the Plan (the "Share Reserve").

- *Secured Financing* – The Existing Senior Secured Notes were discharged and terminated. Each holder of a Senior Secured Notes Claim received on account of their claims: (a) their pro rata portion of the $1.3 billion principal amount of new Senior Secured Notes due 2030 (the "New Senior Secured Notes"), (b) a pro rata redemption of $277.5 million in principal amount of Existing Senior Secured Notes at 109.875% of the principal amount being redeemed (paid with the proceeds of the rights offering, described below, and proceeds from the sale of the MACOM Shares (as defined below), and (c) certain commitment fees, subject to certain conditions.

- *Convertible Notes* **–** The then-outstanding Convertible Notes totaling approximately $3.1 billion were discharged and terminated. Each holder of a Convertible Notes Claim received on account of their claims: (a) rights to participate in the rights offering of New 2L Non-Renesas Convertible Notes in the aggregate principal amount of approximately $301.1 million, which were offered at a purchase price of 91.3242% totaling $275.0 million, and fully backstopped by the Backstop Parties, and for which such Backstop Parties received a premium in the amount of $30.3 million for an aggregate principal amount of $331.4 million, (b) 7%/12% second lien senior secured PIK toggle notes due 2031 (the "New 2L Non-Convertible Notes") in an aggregate principal amount of $296.4 million, and (c) 24,533,760 shares of New Common Stock. Refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," and Note 11, "Debt," for additional information on the New 2L Non-Renesas Convertible Notes and New 2L Non-Convertible Notes.

    - *Registration Rights Agreement* - On the Effective Date, the Company entered into a Registration Rights Agreement (the "Registration Rights Agreement") with Renesas and certain holders of the New 2L Non-Renesas Convertible Notes (the "RRA Counterparties"). The Registration Rights Agreement provides the RRA Counterparties with registration rights for their "Registrable Securities." The Company was required to file a Shelf Registration Statement on Form S-1 or Form S-3 (i) within 45 days of the Effective Date (satisfied by a Form S-1 filed November 13, 2025) and (ii) for Registrable Securities held by Renesas, within 45 days of the Renesas Base Distribution Date (as defined in the Plan), which obligation was fulfilled by the filing of a Registration Statement on Form S-1 on March 9, 2026 (the "Form S-1"). Following effectiveness of the Form S-1 on March 18, 2026, an RRA Counterparty may request an underwritten offering, with related filings due within fifteen business days. Registrable Securities may also be sold in non-underwritten offerings. Shelf Registration Statements must remain effective until the covered securities cease to be Registrable Securities.

      The RRA Counterparties have customary piggyback rights, subject to the limitations in the Registration Rights Agreement. The Company generally bears all registration expenses. The Registration Rights

Agreement includes customary indemnification and contribution provisions and terminates for each RRA Counterparty when it no longer holds Registrable Securities, and in full when no Registrable Securities remain outstanding.

- *Renesas* – The then-outstanding CRD Agreement Deposits with Renesas totaling approximately $2.1 billion were discharged and terminated. Renesas received on account of their claims: (a) a principal amount of approximately $203.6 million of New 2L Renesas Convertible Notes, (b) a warrant to purchase an aggregate of 4,943,555 shares of New Common Stock, at an exercise price of $23.95 per share (the "Renesas Warrant"), which until all Regulatory Approvals were received, were only deemed issued for purposes of U.S. federal and applicable state and local income tax purposes and were not exercisable, and (c) 16,852,372 shares of New Common Stock from the Share Reserve, the issuance of which was subject to Regulatory Approvals. All Regulatory Approvals were received in January 2026. As of June 28, 2026, the 16,852,372 shares of New Common Stock were issued to Renesas to settle the equity contract, resulting in the extinguishment of the forward equity contract liability. Additionally, as of June 28, 2026, the Renesas Warrant was reclassified from a liability to equity and the conversion feature bifurcated from the New 2L Renesas Convertible Notes was reclassified from liability to equity, upon meeting the criteria for equity classification subsequent to the Regulatory Approvals being received. Refer to Note 9, "Fair Value of Financial Instruments" and Note 11, "Debt" for additional information on the forward equity contract and the Renesas Warrant.
    - *Investor Rights and Disposition Agreement* - On the Effective Date, the Company entered into an Investor Rights and Disposition Agreement (the "Investor Rights Agreement") with Renesas. The Investor Rights Agreement grants Renesas certain investment rights, including the right to designate one Board member, subject to receipt of Regulatory Approvals and Renesas holding more than 10% of the New Common Stock. The Investor Rights Agreement includes (i) a limitation preventing Renesas from exercising voting rights on New Common Stock beneficially owned in excess of 9.9% of the Aggregate Company Voting Power (the "Voting Rights Limitation") and (ii) a limitation under which any conversion or exercise of Securities resulting in Renesas beneficially owning more than 39.9% of the Aggregate Company Voting Power is null and void (the "Beneficial Ownership Limitation," and together with the Voting Rights Limitation, the "Limitations"). The Limitations apply through January 1, 2027 and automatically renew annually, unless earlier terminated by Renesas pursuant to the terms of the Investor Rights Agreement. Renesas may terminate the Limitations at any time if the Company submits to stockholders proposals involving a change of control, issuance of New Common Stock (or convertible/exercisable instruments), amendments to the certificate of incorporation or bylaws adversely affecting Renesas's rights, or other matters adversely affecting such rights.
    - *Renesas Contingent Consideration* – As Regulatory Approvals were obtained prior to the Regulatory Trigger Deadline, Renesas is not entitled to the contingent consideration provided for under the Plan and $10 million of the cash placed into escrow upon emergence was remitted back to the Company, and $5 million of the cash placed into escrow upon emergence was remitted to the holders of the Existing Senior Secured Notes (on account of the commitment fee amount), the additional New 2L Non-Convertible Notes will not be issued, the 871,287 shares of New Common Stock were distributed to the holders of Old Common Stock immediately prior to the Effective Date, and the term of the Renesas Warrant will not be extended. Refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies" and Note 16, "Commitments and Contingencies" for additional information.
    - *Contingent Shares* – As the Regulatory Approvals were obtained in the third quarter of fiscal 2026, prior to the Regulatory Trigger Deadline, the holders of Old Common Stock immediately prior to the Effective Date received their pro rata portion of 871,287 shares of New Common Stock from the Share Reserve (the "Contingent Shares").

- *Incentive Compensation Plans* – Pursuant to the Plan, the Company adopted two equity compensation plans: the Long-Term Incentive Plan and the Management Incentive Plan, which each provide for the grant of options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance stock units, performance units, other awards, or a combination thereof. An aggregate of 4,058,925 shares of New Common Stock have been reserved for issuance under the Long-Term Incentive Plan. The Long-Term Incentive Plan provides for grants to be made under the Long-Term Incentive Plan in fiscal years 2026 and 2027 having an aggregate value, as determined by the Board or the Committee (as defined in the Long-Term Incentive Plan), equal to $26.6 million and $27.5 million, respectively. An aggregate of 8,117,851 shares of New Common Stock have been reserved for issuance under the Management Incentive Plan. The Management Incentive Plan provides for initial awards under the Management Incentive Plan to be made to executive officers and key employees in accordance with the Restructuring Support Agreement. Any such awards are subject to approval by the Board of Directors. Please refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," and Note 14, "Stock-Based Compensation" for additional information on the Incentive Compensation Plans.

- *Professional Fee Escrow Account* – The Company funded the Professional Fee Escrow Account, which was reflected as restricted cash on the consolidated balance sheet. As of June 28, 2026 the professional fees for certain company advisers incurred during the Chapter 11 Cases subject to disbursements through the escrow account had been paid in full.

- *General Unsecured Claims* – Holders of general unsecured claims received payment in full in cash, reimbursement, or such other treatment rendering such general unsecured claims unimpaired. The Company has substantially completed its claims reconciliation process, and is working to settle all remaining outstanding prepetition claims in the ordinary course.

- *Certificate of Incorporation* – Please refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," for additional information on the Certificate of Incorporation. The Company effected a conversion from a North Carolina corporation to a Delaware corporation and, in connection therewith, adopted a new certificate of incorporation, under which the Company is authorized to issue 350,000,000 shares of New Common Stock and new bylaws, each of which became effective on the Effective Date.

Regulatory Approvals

The Regulatory Approvals were received on January 29, 2026, prior to the Regulatory Trigger Deadline. As set forth in the Plan, the Company issued 16,852,372 shares of New Common Stock to Renesas from the Share Reserve on January 29, 2026, and holders of Old Common Stock immediately prior to the Effective Date received their pro rata portion of the Contingent Shares.

The Company received $10 million of the cash that was placed into escrow upon emergence (the "Contingent Cash"), with the remaining $5 million going to holders of the Existing Senior Secured Notes. The $10 million Contingent Cash is recognized as a gain within "Non-operating income" on the Company's accompanying consolidated statement of operations for the period from September 30, 2025 to June 28, 2026.

The Regulatory Approvals were received in January 2026, which is reflected on the Company's consolidated balance sheet as of June 28, 2026. The following paragraphs summarize the recognition and measurement of amounts related to the Regulatory Approvals:

- Renesas Shares - the obligation to issue 16,852,372 shares to Renesas was recognized at fair value at $292.1 million as of the date on which all Regulatory Approvals were received and the forward equity contract liability was extinguished.

- Renesas Warrant - the warrant to purchase 4,943,555 shares upon receipt of the Regulatory Approvals qualified for equity-classification, and $31.5 million was reclassified to equity based on its fair value as of the date on which the Regulatory Approvals were received.

- Renesas 2L Convertible Notes - the embedded conversion feature on the Renesas 2L Convertible notes was bifurcated from the underlying debt instrument and remeasured to fair value as of the date on which the Regulatory Approvals were received. Upon receipt of the Regulatory Approvals, the conversion feature qualified for equity-classification, and $87.9 million was reclassified to equity based on the fair value as of the approval date.

- Additional 2L Non-Convertible Notes - the receipt of the Regulatory Approvals nullified the potential obligation to issue the Additional 2L Non-Convertible Notes.

- Contingent Shares - the obligation to issue 871,287 shares to holders of Old Common Stock upon receipt of the Regulatory Approvals was completed and increased the Company's total shares outstanding.

- Contingent Cash - the $10 million of the Contingent Consideration was remitted to the Company and is treated as a gain in non-operating income during the third quarter of fiscal 2026. The outflow and inflow associated with this amount was recorded within "Cash used in financing activities".

New Senior Secured Notes

On the Effective Date, the Company entered into that certain Indenture (the "New Senior Secured Notes Indenture"), by and among the Company, Wolfspeed Texas, as subsidiary guarantor (the "Subsidiary Guarantor"), and U.S. Bank Trust Company, National Association, as the trustee (the "Trustee") and collateral agent (the "Collateral Agent"), pursuant to which, among other things, the Company issued the New Senior Secured Notes. Refer to Note 11, "Debt," for additional information on the New Senior Secured Notes.

The New Senior Secured Notes bear interest, payable quarterly in arrears on March 23, June 23, September 23, and December 23 of each year, (a) for the period from the Effective Date through and including June 22, 2026, at a rate of 9.875% per annum (payable in cash), plus 4.00% per annum (payable in-kind); and (b) for the period commencing on June 23, 2026 and at all times thereafter, (i) if the Interest Rate Step-Down Condition (as described below) is satisfied as of June 23 of the most recent year, at a rate of 13.875% per annum (payable in cash) and (ii) if the Interest Rate Step-Down Condition is not satisfied as of June 23 of the most recent year, at a rate of 15.875% per annum (payable in cash). The Interest Rate Step-Down Condition is met if (a)(i) the Company redeems or repurchases (other than redemptions or repurchases with the proceeds of dispositions) the New Senior Secured Notes, resulting in the aggregate principal amount of New Senior Secured Notes outstanding being less than $1,000,000,000 and (ii) the Company receives at least $450,000,000 of award disbursements pursuant to governmental grants under the CHIPS Act or (b) as of the most recent June 23rd, the ratio of the outstanding principal amount of the New Senior Secured Notes to EBITDA (as defined in the New Senior Secured Notes Indenture) for the most recently ended four fiscal quarter period for which financial statements have been or are required to have been delivered under the New Senior Secured Notes Indenture is less than or equal to 2.00:1.00. The New Senior Secured Notes will mature on June 23, 2030. The Company did not meet the conditions as of June 23, 2026 for the interest rate step-down.

The New Senior Secured Notes Indenture requires the Company to make an offer to repurchase the New Senior Secured Notes with 100% of the net cash proceeds of certain extraordinary receipts, at a price of 109.875% of the principal amount plus accrued and unpaid interest upon the first to occur of the following : (i) in the event the Company and/or its subsidiaries receive in excess of $200,000,000 of such extraordinary receipts from the Effective Date through June 22, 2026, such offer to repurchase will be required to be in an aggregate principal amount of $175,000,000 of the New Senior Secured Notes, (ii) in the event the Company and/or its subsidiaries receive in excess of $200,000,000 of such extraordinary receipts from the Effective Date through June 22, 2027, such offer to repurchase will be required to be in an aggregate principal amount of $225,000,000 of the New Senior Secured Notes, or (iii) if the Company and/or its subsidiaries receive less than or equal to $200,000,000 of such extraordinary receipts from the Effective Date through June 22, 2027, such offer to repurchase will be required to be in an aggregate principal amount of $150,000,000 (such repurchase date, the "Extraordinary Receipts Trigger Date"). The Extraordinary Receipts Trigger Date occured during the period from September 30, 2025 to June 28, 2026 when we received the cash from the investment tax credit receivable, and the $175.0 million was paid during the period ended June 28, 2026.

Further, the Company is required to repurchase the New Senior Secured Notes with 100% of the net cash proceeds of certain non-ordinary course asset sales and casualty events, subject to the ability to (so long as no default or event of default exists under the New Senior Secured Notes Indenture), reinvest the proceeds of casualty events involving certain core assets, at a price equal to the lesser of (a) 111.875% of the principal amount of the New Senior Secured Notes being repurchased and (b) if such disposition or casualty event occurred (i) on or after June 23, 2026 and prior to the later of June 23, 2027 and the Extraordinary Receipts Trigger Date, 109.875% of the principal amount of such New Senior Secured Notes, plus accrued and unpaid interest to, but excluding, the applicable redemption (or repurchase) date, (ii) on or after the later of June 23, 2027 and the Extraordinary Receipts Trigger Date and prior to June 23, 2028, 105.000% of the principal amount of such New Senior Secured Notes, plus accrued and unpaid interest to, but excluding, the applicable redemption (or repurchase) date, (iii) on or after June 23, 2028 and prior to June 23, 2029, 103.000% of the principal amount of such New Senior Secured Notes, plus accrued and unpaid interest to, but excluding, the applicable redemption (or repurchase) date, and (iv) on or after June 23, 2029, 100% of the principal amount of such New Senior Secured Notes plus accrued and unpaid interest to, but excluding, the applicable redemption (or repurchase) date (this clause (b), the "Applicable Redemption Price"). The Company is also required to offer to repurchase the New Senior Secured Notes upon a change in control, at a price equal to, (a) if such change of control occurs prior to June 23, 2026, the greater of (i) a customary make-whole redemption price minus 1.00% of the principal amount of such New Senior Secured Notes and (ii) the Applicable Redemption Price as of June 23, 2026 and (b) if such change of control occurs on or after June 23, 2026, the Applicable Redemption Price at the time such change of control occurs. The Company may redeem the New Senior Secured Notes at any time, subject to, (a) if the redemption occurs prior to June 23, 2026, by paying a customary make-whole premium and (b) if the redemption occurs on or after June 23, 2026, by paying the Applicable Redemption Price. Further, the Company had the right, prior to June 23, 2026, to make an optional redemption of up to 35% of the New Senior Secured Notes with the proceeds of qualified equity issuances consummated since the Effective Date (provided that the Company has received at least $300,000,000 of net proceeds from such equity issuances), at a redemption price equal to 111.875%. The Company did not take action on this right.

The New Senior Secured Notes Indenture contains certain customary affirmative covenants, negative covenants, and events of default, including a minimum liquidity financial covenant requiring the Company to have an aggregate amount of unrestricted cash and cash equivalents maintained in accounts over which the Collateral Agent has been granted a perfected first lien security interest of at least $350,000,000 as of the last day of any calendar month.

The obligations of the Company under the New Senior Secured Notes Indenture will be guaranteed by the Company's material subsidiaries, if any, subject to certain exceptions, and are secured by a pledge (and, with respect to real property, mortgage) of substantially all of the existing and future property and assets of the Company and the guarantors (subject to certain exceptions), including a pledge of the capital stock of the subsidiaries of the Company and the guarantors, subject to certain exceptions.

New 2L Renesas Convertible Notes, New 2L Non-Renesas Convertible Notes and New 2L Non-Convertible Notes

On the Effective Date, the Company entered into (i) that certain indenture (the "New 2L Renesas Convertible Notes Indenture"), by and among the Company, the Subsidiary Guarantor, and the Trustee and the Collateral Agent in respect of the new 2.5% Convertible Second-Lien Senior Secured Notes due 2031 issued to Renesas (the "New 2L Renesas Convertible Notes"), (ii) that certain indenture (the "New 2L Non-Renesas Convertible Notes Indenture"), by and among the Company, the Subsidiary Guarantor, the Trustee and the Collateral Agent in respect of the New 2L Non-Renesas Convertible Notes and (iii) that certain indenture (the "New 2L Non-Convertible Notes Indenture" and, together with the New 2L Renesas Convertible Notes Indenture and the New 2L Non-Renesas Convertible Notes Indenture, the "2L Indentures"), by and among the Company, the Subsidiary Guarantor, the Trustee and the Collateral Agent in respect of the New 2L Non-Convertible Notes (together with the New 2L Renesas Convertible Notes and the New 2L Non-Renesas Convertible Notes, collectively, the "2L Notes").

The 2L Notes bear interest, payable semi-annually in arrears on June 15 and September 15 of each year to the holders of record as of June 1 and September 1 of each year. Interest on the New 2L Renesas Convertible Notes and the New 2L Non-Renesas Convertible Notes is required to be paid in cash; interest on the New 2L Non-Convertible Notes is permitted to be paid either in cash or in kind (at the Company's election), at an interest rate of 7.00% or 12.00%, respectively. The 2L Notes mature, in each case, on June 15, 2031.

Each of the New 2L Renesas Convertible Notes and New 2L Non-Renesas Convertible Notes (collectively, the "2L Convertible Notes") are convertible pursuant to the terms of the New 2L Renesas Convertible Notes Indenture and the New 2L Non-Renesas Convertible Notes Indenture, respectively. The New 2L Renesas Convertible Notes are convertible at any time from and after September 29, 2025 until the fifth trading day immediately preceding September 29, 2027 (the "Conversion Expiration Date"), provided that the New 2L Renesas Convertible Notes were not convertible until the Renesas Base Distribution Date which occurred in January 2026, and the New 2L Non-Renesas Convertible Notes are convertible at any time from and after September 29, 2025 until the fifth (5th) scheduled trading day immediately preceding the maturity date, in each case, subject to certain limitations and exceptions. The 2L Convertible Notes are convertible into cash, common stock of the Company or a combination thereof, at the Company's election. The 2L Convertible Notes will be entitled to customary anti-dilutive measures (including adjustments to the 2L Convertible Notes' conversion rates), as described in each of the indentures governing the 2L Convertible Notes.

The New 2L Renesas Convertible Notes are not permitted to be redeemed prior to the date that is two years following the Effective Date; the New 2L Non-Renesas Convertible Notes are not permitted to be redeemed prior to the date that is three years following the Effective Date. In the event of an optional redemption by the Company, holders will be entitled to a cash redemption price equal to 100% of the principal amount of such note redeemed, plus accrued and unpaid interest (any such redemption, an "Optional Redemption").

The Company is required to offer to repurchase the 2L Notes upon a change of control and, in the case of (i) the 2L Convertible Notes, at a cash repurchase price equal to 100% of the principal amount of such note repurchased, plus accrued and unpaid interest and (ii) the New 2L Non-Convertible Notes, at a cash repurchase price equal to 101% of the principal amount of such note repurchased, plus accrued and unpaid interest. Following the Conversion Expiration Date and upon the occurrence of a change of control, the New 2L Renesas Convertible Notes will be entitled to a cash repurchase price consistent with that of the New 2L Non-Convertible Notes. Holders of the 2L Convertible Notes will be entitled to make-whole adjustments to the respective conversion rates in the event of a change of control or an Optional Redemption. Notwithstanding the foregoing (but subject to certain limitations described in the indentures governing the 2L Convertible Notes), holders of the 2L Convertible Notes are permitted to convert their notes (i) in lieu of redemption in the event of an Optional Redemption by the Company or (ii) upon the occurrence of a change of control. The Company is also required, subject to the terms of the New Senior Secured

Notes and pursuant to the terms and conditions set forth in the indentures governing the 2L Notes, to make an offer to purchase the 2L Notes, on a pro rata basis, upon the occurrence of certain non-ordinary course asset sales and casualty events (subject to certain reinvestment rights described in the 2L Indentures).

The 2L Indentures contain certain customary affirmative covenants, negative covenants, and events of default.

The obligations of the Company under the 2L Indentures will be guaranteed by the Company's material subsidiaries, if any, subject to certain exceptions, and are secured on a second-priority basis by liens on substantially all of the existing and future property and assets of the Company and the guarantors (subject to certain exceptions) that secure the New Senior Secured Notes.

Intercreditor Agreements

In connection with the Company's entrance into the New Senior Secured Notes Indenture and the 2L Indentures, the Company, Wolfspeed Texas, as a guarantor, and the trustees and the collateral agents under each of the New Senior Secured Notes Indenture and the 2L Indentures entered into the First Lien/Second Lien Intercreditor Agreement, dated as of September 29, 2025 (the "1L/2L Intercreditor Agreement"), which sets forth the respective rights on the shared collateral between the noteholders under the New Senior Secured Notes, as first lien creditors, on the one hand, and the noteholders under the 2L Notes, as second lien creditors, on the other hand. Additionally, in connection with the Company's entrance into the 2L Indentures, the Company, Wolfspeed Texas, as a guarantor, and the trustees and the collateral agents under each of the 2L Indentures entered into the Equal Priority Intercreditor Agreement, dated as of September 29, 2025, which sets forth the respective rights on the shared collateral among the noteholders under the 2L Notes.

Reorganization items, net

Reorganization items incurred as a result of the Chapter 11 Cases are presented separately in the Consolidated Statement of Operations. The table below presents the reorganization items as a result of the Chapter 11 Cases during the periods presented:

	Successor	Predecessor		
(in millions of U.S. dollars)	**Period from September 30, 2025 through June 28, 2026**	**Period from June 30, 2025 through September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Allowed claims adjustments	$—	$475.7	$—	$—
Success fees	—	34.0	—	—
Professional fees	—	28.2	—	—
Gain on settlement of liabilities subject to compromise	—	(3,751.8)	—	—
Write-off related to Predecessor directors' and officers' insurance policy	—	3.6	—	—
Cancellation of unvested Predecessor stock compensation awards	—	61.5	—	—
Fresh start valuation adjustments	—	2,585.4	—	—
Reorganization items, net	$—	($563.4)	$—	$—
Cash payments for Reorganization items, net	$23.7	$38.5	$—	$—

Note 4 - Fresh Start Accounting

Fresh Start

In connection with the Company's emergence from the Chapter 11 Cases and in accordance with ASC 852, the Company qualified for and adopted fresh start accounting on the Effective Date. The Company was required to adopt fresh start accounting because (i) the holders of voting shares of the Predecessor received less than 50% of the voting shares of the Successor and (ii) the $3.8 billion reorganization value of the Company's assets immediately prior to confirmation of the Plan was less than the approximately $7.6 billion of post-petition liabilities and allowed claims.

In accordance with ASC 852, with the adoption of fresh start accounting, the Company allocated the reorganization value to its individual assets and liabilities based on their estimated fair values in conformity with ASC Topic 805, Business Combinations (the reorganization value represents the fair value of the Successor assets before considering liabilities). As a result of the adoption of fresh start accounting and the effects of the implementation of the Plan, the consolidated financial statements after September 29, 2025 are not comparable with the consolidated financial statements as of or prior to that date.

Reorganization Value

Management, with the assistance of valuation advisors, estimated the enterprise value of the Successor to be between $2,350 million and $2,850 million, which was approved by the Bankruptcy Court. Based on the estimates and assumptions discussed below, the Company estimated the enterprise value to be $2,600 million, which is the mid-point of the range of the enterprise value.

The enterprise value was estimated using an income approach that utilizes a discounted cash flow model. The net cash flows were discounted using an after-tax weighted average cost of capital ("WACC") methodology reflecting a rate of return that would be expected by a market participant. The WACC methodology also takes into consideration a company-specific risk premium reflecting the risk associated with the financial projections used to estimate future cash flows. The present value of future expected net cash flows projected through 2034 is calculated using an estimated discount rate of 20.1%.

The enterprise value and corresponding equity value are dependent upon achieving the future financial results set forth in the Company's projections. All estimates, assumptions, valuations and financial projections, including the fair value adjustments, the estimated enterprise value and estimated equity value, are inherently subject to uncertainties and the resolution of contingencies beyond the Company's control. Accordingly, there can be no assurance that the estimates, assumptions, valuations and financial projections will be realized, and actual results could vary materially. Moreover, the value of the New Common Stock may differ materially from the implied values at the Effective Date in the financial statements.

A reconciliation of the enterprise value to the implied value of New Common Stock and reorganization value is set forth below:

(in millions of U.S. Dollars)	
Enterprise value	$2,600.0
Plus: Cash and cash equivalents (includes restricted cash) and short-term investments	835.4
Less: Fair value of debt issued upon emergence, including issuance costs, excluding equity-classified substantial premium	(2,151.3)
Less: Equity-classified substantial premium associated with New 2L Non-Renesas Convertible Notes	(168.8)
Less: Fair value of the Renesas Warrant	(33.6)
Less: Cash from MACOM Shares sale captured in enterprise value	(60.8)
Less: Deposit liabilities included in cash	(25.2)
Less: Debt issuance costs	(8.0)
Less: Restricted cash	(28.3)
Implied value of Wolfspeed, Inc's common stock (including reserved but unissued shares)	$959.4
Less: Implied value of the Renesas Base Consideration Shares classified as a liability	($371.1)
Less: Implied value of the obligation to issue Contingent Shares classified as equity	($19.2)
Implied value of Wolfspeed, Inc's common stock outstanding as of the Effective Date	$569.1
Plus: Equity-classified substantial premium associated with New 2L Non-Renesas Convertible Notes	$168.8
Plus: Implied value of the obligation to issue Contingent Shares classified as equity	$19.2
Total stockholders' equity as of the Effective Date	$757.1

The reconciliation of the Company's enterprise value to reorganization value as of the Effective Date is as follows:

(in millions of U.S. Dollars)	
Enterprise value	$2,600.0
Plus: Cash and cash equivalents (includes restricted cash) and short-term investments	835.4
Plus: Current liabilities excluding debt	340.4
Plus: Long-term liabilities excluding debt	184.6
Less: Cash from MACOM Shares sale captured in enterprise value	(60.8)
Less: Deposit liabilities included in cash	(25.2)
Less: Debt issuance costs	(8.0)
Less: Restricted cash	(28.3)
Reorganization value	$3,838.1

Intangible Assets

The identified intangible assets of $445.7 million, which principally consisted of developed technology, trade name, patents and licensing rights, and customer relationships, were estimated based on the relief from royalty income approach used by management in the valuation of developed technology and trade name and the multi period excess earnings method used by management in the valuation of customer relationships. Significant assumptions used by management in the valuation of developed technology and trade name related to royalty rates, discount rates, and revenue growth rates and significant assumptions used by management in the valuation of customer relationships related to revenue growth rates, attrition rate, margins, contributory asset charges, discount rate and economic lives. Such fair value measurement of intangible assets is considered Level 3 of the fair value hierarchy. For the technology-based intangibles that were valued using the relief from royalty income approach, the royalty rates were estimated to be 5% or 15% and the discount rate 21%. For trade names and trademarks valued under the relief from royalty income approach, the royalty rate was estimated to be 0.5% and the discount rate 20.5%. For customer-related intangible assets that were valued using the multi-period excess earnings method, the attrition rate were estimated to be 10% or 17.5% and the discount rate 22.5%.

Lease Liabilities and Right of Use Assets

The present value of lease liabilities was measured as the present value of the remaining lease payments, as if the leases were new leases as of the Effective Date. The Company used its incremental borrowing rate ("IBR") as the discount rate in determining the present value of the remaining lease payments using a fundamental credit rating analysis. Based upon the corresponding lease terms, the IBRs ranged between approximately 9.9%-13.9%. Right of use asset values were estimated based on the lease liability.

Consolidated Balance Sheet

The adjustments set forth in the following consolidated balance sheet as of September 29, 2025 reflect the effects of the transactions contemplated by the Plan and executed on the Effective Date (reflected in the column "Reorganization Adjustments") and fair value accounting adjustments resulting from the adoption of fresh start accounting (reflected in the column "Fresh Start Adjustments"). The explanatory notes provide additional information with regard to the adjustments recorded.

	As of September 29, 2025						
	Predecessor	Reorganization Adjustments		Fresh-Start Adjustments		Successor	
Assets							
Current assets:							
Cash and cash equivalents (includes restricted cash)	$571.6	(90.6)	(1)	—		$481.0	
Short-term investments	354.4	—		—		354.4	
Total cash, cash equivalents and short-term investments	926.0	(90.6)		—		835.4	
Accounts receivable, net	155.6	—		—		155.6	
Inventories, net	385.5	—		6.8	(14)	392.3	
Prepaid expenses	75.5	(3.6)	(2)	(0.1)	(15)	71.8	
Investment tax credit receivable	654.0	—		—		654.0	
Other current assets	118.3	—		1.6	(16)	119.9	
Total current assets	2,314.9	(94.2)		8.3		2229.0	
Property and equipment, net	3,775.8	—		(3,006.6)	(17)	769.2	
Intangible assets, net	24.2	—		421.5	(18)	445.7	
Long-term investment tax credit receivable	181.3	—		—		181.3	
Other assets	254.9	—		(42.0)	(19)	212.9	
Total assets	$6,551.1	(94.2)		(2,618.8)		$3,838.1	
Liabilities and Stockholders' Equity							
Current liabilities:							
Accounts payable and accrued expenses	$196.5	10.3	(3)	—		$206.8	
Contract liabilities and distributor-related reserves	72.9	—		—		72.9	
Income taxes payable	0.9	—		—		0.9	
Finance lease liabilities	—	0.6	(4)	—		0.6	
Other current liabilities	29.3	26.1	(6)	4.4	(20)	59.8	
Total current liabilities	299.6	37.0		4.4		341.0	
Long-term liabilities:							
Long-term debt	—	1,609.0	(7)	—		1,609.0	
Convertible notes, net	—	539.7	(8)	—		539.7	
Finance lease liabilities - long-term	—	8.3	(4)	(6.4)	(21)	1.9	
Long-term warrant	—	33.6	(5)	—		33.6	
Forward equity contract	—	371.1	(5)	—		371.1	
Other long-term liabilities	16.6	201.5	(9)	(33.4)	(22)	184.7	
Liabilities subject to compromise	7,315.3	(7,315.3)	(10)	—		—	
Total liabilities	7,631.5	(4,515.1)		(35.4)		3,081.0	
Commitments and contingencies							
Stockholders' equity:							
Predecessor common stock	0.2	(0.2)	(11)	—		—	
Successor common stock	—	—	(12)	—		—	
Predecessor additional paid-in-capital	4,103.6	(4,103.6)	(11)	—		—	
Successor additional paid-in-capital	—	757.1	(12)	—		757.1	
Accumulated other comprehensive loss	(3.0)	—		3.0	(23)	—	
Accumulated deficit	(5,181.2)	7,767.6	(13)	(2,586.4)	(23)	—	
Total stockholders' equity	(1,080.4)	4,420.9		(2,583.4)		757.1	
Total liabilities and stockholders' equity	$6,551.1	$ (94.2)		(2,618.8)		$3,838.1	

Reorganization Adjustments

(1) Reflects the changes in cash and cash equivalents, as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Proceeds from issuance of 2L Convertible Notes through the rights offering	$275.0
Payment of Existing Senior Secured Notes (principal and pre-petition accrued interest)	(308.5)
Payment of Existing Senior Secured Notes commitment fees	(15.5)
Payment of Contingent Cash into escrow	(10.0)
Payment of lender professional and success fees, including deferred financing costs	(31.6)
Net change in cash and cash equivalents	($90.6)

Of the $481.0 million of Successor cash and cash equivalents, $28.3 million was classified as restricted cash. Restricted cash consists of funds held in escrow accounts for the payment of certain professional fees related to the Chapter 11 Cases, pursuant to the Plan.

(2) Reflects the write-off of prepaid expense related to Predecessor directors and officers' insurance policy.

(3) Reflects the net increase to accounts payable and accrued expenses of $10.3 million, representing $16.8 million related to success fees, partially offset by $6.5 million in accrued lender professional fees paid on the Effective Date.

(4) Reflects the reinstatement of short and long-term finance lease liabilities from liabilities subject to compromise.

(5) Reflects the fair value of the Renesas Warrant and the implied value of the obligation to issue New Common Stock to Renesas from the Share Reserve upon obtaining the Regulatory Approvals, or in accordance with the Plan, the obligation to remit cash proceeds to Renesas from the issuance of these shares or exercise of the warrant.

(6) Reflects the changes in other current liabilities including the reinstatement of Short-term operating lease liabilities and supply agreement liabilities from liabilities subject to compromise:

	As of September 29, 2025
Reinstatement of short-term operating lease liabilities from liabilities subject to compromise	$10.9
Reinstatement of supply agreements from liabilities subject to compromise	15.2
Net change in other current liabilities	$26.1

(7) Reflects the issuance of New Senior Secured Notes and the issuance of New 2L Non-Convertible Notes at fair value, as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Issuance of New Senior Secured Notes	$1,379.4
Issuance of New 2L Non-Convertible Notes	229.6
Net change in long-term debt	$1,609.0

(8) Reflects the issuance of the New 2L Renesas Convertible Notes at fair value, and the issuance of the New 2L Non-Renesas Convertible Notes (excluding the impact of the equity-classified substantial premium at fair value) as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Issuance of New 2L Non-Renesas Convertible Notes (principal, including backstop commitment premium)	$331.4
Issuance of New 2L Renesas Convertible Notes	216.3
Issuance cost of New 2L Non-Renesas Convertible Notes	(8.0)
Net change in convertible notes, net	$539.7

(9) Reflects the changes in other long-term liabilities and supply agreement liabilities as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Reinstatement of long-term operating lease liabilities from liabilities subject to compromise	$154.2
Reinstatement of long-term supply agreements from liabilities subject to compromise	44.8
Change in deferred tax liability as a result of implementation of the plan	2.5
Net change in other long-term liabilities	$201.5

(10) Reflects the settlement of liabilities subject to compromise in accordance with the Plan and the resulting gain, as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Liabilities subject to compromise	$7,315.3
Reinstatement of short-term finance lease liabilities (see Adjustment 4)	(0.6)
Reinstatement of short-term operating lease liabilities and supply agreements (see Adjustment 6)	(26.1)
Reinstatement of long-term finance lease liabilities (see Adjustment 4)	(8.3)
Reinstatement of long-term operating lease liabilities and supply agreements (see Adjustment 9)	(199.0)
Distribution of proceeds to holders of Senior Secured Notes (see Adjustment 1)	(324.0)
Fair value of issuance of New Senior Secured Notes (see Adjustment 7)	(1,379.4)
Fair Value of Issuance of New 2L Non-Renesas Convertible Notes – principal, including backstop commitment premium (see Adjustment 8)	(331.4)
Fair value issuance of New 2L Non-Renesas Convertible Notes – substantial premium (see Adjustment 12)	(168.8)
Fair value issuance of New 2L Non-Convertible Notes (see Adjustment 7)	(229.6)
Proceeds from the New 2L Non-Renesas Convertible Notes through the rights offering (see Adjustment 1)	275.0
Implied value of issuance of Wolfspeed, Inc. New Common Stock, to creditors (see Adjustment 12)	(540.3)
Fair value issuance of New 2L Renesas Convertible Notes (see Adjustment 8)	(216.3)
Fair value of the Renesas Warrant (see Adjustment 5)	(33.6)
Implied value of forward equity contract (see Adjustment 5)	(371.1)
Distribution of Contingent Cash to non-consolidated escrow account (see Adjustment 1)	(10.0)
Gain on settlement of liabilities subject to compromise (See Adjustment 13)	$3,751.8

(11) Reflects the cancellation of Old Common Stock and additional paid-in capital.

(12) Reflects the issuance of 25.8 million shares of New Common Stock and additional paid-in capital, as follows:

	As of September 29, 2025	
(in millions of U.S. dollars)	**Common Stock**	**Additional Paid-in Capital**
Issuance of Wolfspeed, Inc. common stock, at par, and additional paid-in capital to existing equity holders	$—	$28.8
Issuance of Wolfspeed, Inc. common stock, at par, and additional paid-in capital to holders of convertible notes claims	—	540.3
Issuance of Additional paid-in capital for equity-classified premium for New 2L Non-Renesas Convertible Notes	—	168.8
Obligation to issue Contingent Shares to existing equity holders, at the implied value	—	19.2
Net change in Wolfspeed, Inc. common stock and additional paid-in capital	$—	$757.1

(13) Reflects the cumulative impact of the reorganization adjustments discussed above on accumulated deficit.

(in millions of U.S. dollars)	**As of September 29, 2025**
Gain on settlement of liabilities subject to compromise	$3,751.8
Success fees	(33.9)
Write-off related to directors' and officers' insurance policy	(3.6)
Cancellation of unvested Predecessor stock compensation awards	(61.5)
Total reorganization adjustments impacting reorganization items, net	3,652.8
Cancellation of Old Common Stock and additional paid-in capital (direct charge to equity)	$4,165.3
Issuance of New Common Stock and additional paid-in capital to existing equity holders (direct charge to equity)	(28.8)
Obligation to issue Contingent Shares to existing equity holders (direct charge to equity)	(19.2)
Net deferred tax impacts (classified as tax expense)	(2.5)
Net change in accumulated deficit	$7,767.6

Fresh Start Adjustments

(14) Reflects the fair value adjustment to the Company's inventories due to the adoption of fresh start accounting. Raw materials were valued based on their replacement cost on the Effective Date; work-in-progress ("WIP") and finished good were valued based on consideration of inventory value created pre-Effective Date versus post-Effective Date. WIP and finished good methodologies consider the market approach and the cost approach. The values resulting from these methods were reconciled to appropriately allocate profit and expenses in the measurement of the inventory value created prior to the Effective Date.

(15) Reflects the fair value adjustment to the Company's short-term cloud assets due to the adoption of fresh start accounting. Cloud assets were valued using the indirect method of the cost approach

(16) Reflects the adjustment for the fair value less costs to sell of land held for sale due to the adoption of fresh start accounting. The fair value reflects the expected proceeds from the sale of the land.

(17) Reflects the fair value adjustment to property and equipment due to the adoption of fresh start accounting. Personal property was valued using the indirect method of the cost approach, whereby the reproduction cost for each asset or group of assets is estimated by indexing historical costs recorded in the fixed asset register based on asset type and acquisition date, then adjusted to account for physical deterioration and all forms of obsolescence. Real property (buildings and improvements) was valued using the direct method cost approach, while the sales comparison approach was used to value land and to test the reasonableness of the full property value. Finance lease assets were remeasured at the amount equal to the corresponding finance lease liabilities:

(in millions of U.S. dollars)	**Amount**	**Estimated Useful Life (in Years)**
Land	$14.7	n/a
Building	(1,195.7)	5-40
Machinery and equipment	(537.1)	3-10
Leasehold improvements	(91.7)	Shorter of estimated useful life or lease term
Furniture and fixtures	(2.3)	5
Computer hardware/software	(35.7)	3-10
Vehicles	—	5
Tooling	(5.2)	3-10
Construction in progress	(1,148.0)	n/a
Finance lease - (see Adjustment 21)	(5.6)	n/a
Total property and equipment, net	($3,006.6)	

(18) Reflects the fair value adjustment to intangible assets, net due to adoption of fresh start accounting. Intangible assets were valued primarily using the income approach. Where applicable, forecasts were allocated to the Power Devices and Materials product lines to separately value intangible assets for each. The following table summarizes the changes in the fair value of identified intangible assets:

(in millions of U.S. dollars)	**Amount**	**Estimated Useful Life (in Years)**
Patent and licensing rights	$33.5	0.5-23
Trade name	28.0	11
Developed technology	240.0	5-6
Customer relationships	120.0	9
Net change in intangible assets	$421.5	

(19) Reflects the changes in other assets due to the adoption of fresh start accounting, as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Right-of-use ("ROU") assets off-market component	($6.1)
ROU assets adjustments (see adjustment 22)	(29.0)
Long-term cloud computing assets	(6.9)
Net change in other assets	($42.0)

(20) Reflects the changes in other current liabilities due to the adoption of fresh start accounting, as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Operating lease liabilities adjustments for incremental borrowing rate ("IBR") (see adjustment 22)	($5.6)
Off-market long-term purchase agreement	10.0
Net change in other current liabilities	$4.4

(21) Reflects the adjustment to the non-current portion of finance lease liabilities due to the adoption of fresh start accounting. Lease liabilities were remeasured using the Company's IBR at the Effective Date, with a corresponding adjustment to finance lease assets.

(22) Reflects the changes in other long-term liabilities due to the adoption of fresh start accounting, as follows:

(in millions of U.S. dollars)	**As of September 29, 2025**
Operating lease liabilities	($46.4)
Off-market long-term supply agreement	14.4
Change in deferred tax liability as a result of fresh start accounting	(1.4)
Net change in other long-term liabilities	($33.4)

Operating lease liabilities were remeasured using the Company's IBR at the Effective Date, with a corresponding adjustment to ROU assets. Off-market terms identified were attributed to the ROU assets, resulting in a reduction of the ROU assets for unfavorable market terms measured as the present value of the difference between contractual and market-based lease payments over the remaining lease term.

(23) Reflects the cumulative impact of fresh start accounting adjustments discussed above and the elimination of accumulated deficit and accumulated other comprehensive loss.

(in millions of U.S. dollars)	**As of September 29, 2025**
Fresh start adjustment to Inventories, net	($6.8)
Fresh start adjustment to Prepaid expenses	0.1
Fresh start adjustment to Other current assets	(1.6)
Fresh start adjustment to Property and equipment, net	3,006.6
Fresh start adjustment to Intangible assets, net	(421.5)
Fresh start adjustment to Other assets	42.0
Fresh start adjustment to Other current liabilities	4.4
Fresh start adjustment to Finance lease liabilities – long-term	(6.4)
Fresh start adjustment to Other long-term liabilities for operating lease liabilities	(46.4)
Fresh start adjustment to Other long-term liabilities for off-market long-term supply agreement	14.4
Reset of accumulated other comprehensive loss – securities-related	0.6
Total fresh start adjustments impacting reorganization items, net	2,585.4
Reset of accumulated other comprehensive loss - income tax effects	2.4
Income tax effects on deferred income taxes	(1.4)
Changes in accumulated deficit	$2,586.4

Note 5 – Discontinued Operations

RF Business Divestiture

On December 2, 2023 (the "RF Closing"), the Company completed the sale of its RF product line (the "RF Business") to MACOM Technology Solutions Holdings, Inc. ("MACOM") pursuant to the terms of the Asset Purchase Agreement (the "RF Purchase Agreement") dated August 22, 2023. Pursuant to the RF Purchase Agreement, the Company received approximately $75 million in cash and 711,528 shares of MACOM common stock (the "MACOM Shares").

In connection with the divestiture of the RF Business (the "RF Business Divestiture"), MACOM assumed operational control of the Company's 100mm GaN wafer fabrication facility in Research Triangle Park, North Carolina (the "RTP Fab") following the end of fiscal 2025. The transfer of control of the RTP Fab (the "RTP Fab Transfer") was originally delayed to a future date to accommodate the Company's relocation of certain production equipment currently located in the RTP Fab to its fabrication facility in Durham, North Carolina. Prior to the RTP Fab Transfer, the MACOM Shares were subject to restrictions on transfer and a risk of forfeiture of one-quarter of the MACOM Shares if the RTP Fab Transfer did not occur by the fourth anniversary of the RF Closing. On July 25, 2025, the Company and MACOM completed the RTP Fab Transfer, as contemplated by the RF Purchase Agreement, and MACOM assumed control of the RTP Fab. At such time, the transfer restrictions and risk of forfeiture for the MACOM Shares lapsed and the Master Supply Agreement between the parties (the "RF Master Supply Agreement") terminated pursuant to its terms. Additionally, the Company derecognized assets and liabilities related to the remaining rights and obligations under the RF Master Supply Agreement.

The Company and MACOM also entered into certain ancillary and related agreements, including (i) an Intellectual Property Assignment and License Agreement, which assigned to MACOM certain intellectual property owned by the Company and its affiliates and licensed to MACOM certain additional intellectual property owned by the Company, (ii) a Transition Services Agreement, pursuant to which the Company provides MACOM certain limited transition services following the RF Closing, (iii) a Master Supply Agreement, pursuant to which the Company continued to operate the RTP Fab and supply MACOM with Epi wafers and fabrication services (the "RF Master Supply Agreement") through the date the RTP Fab Transfer is completed (the "RTP Fab Transfer Date"), (iv) a Long-Term Epi Supply Agreement (the "Long-Term Epi Supply Agreement"), pursuant to which MACOM will purchase Epi wafers from the Company from the RTP Fab Transfer Date until the fifth anniversary of the RTP Fab Transfer Date, and (v) an Epi Research and Development Agreement, pursuant to which the Company will provide MACOM certain research and development activities and other technical manufacturing support services related to the RF Business during the period between the RF Closing and expiration of the Long-Term Epi Supply Agreement. In connection with the sale of the property and building of the RTP Fab, an affiliate of MACOM entered into a Lease Agreement with the purchaser of the RTP Fab property and the Company entered into a Sublease Agreement, with the MACOM lessee, under which the Company leased the premises of the RTP Fab until the RTP Fab Transfer Date (except for the portion covered by the real estate license agreement entered into in connection with the RF Business Divestiture, which MACOM retained).

Because the RF Business Divestiture represented a strategic shift that had and will continue to have a major effect on the Company's operations and financial results, the Company classified the results of the RF Business as discontinued operations in the Company's consolidated statements of operations for fiscal 2024 and 2023. The Company ceased recording depreciation and amortization of long-lived assets that conveyed in the RF Purchase Agreement upon classification as discontinued operations in August 2023.

The following table presents the financial results of the RF Business as loss from discontinued operations, net of income taxes in the Company's consolidated statements of operations:

	Predecessor
	Fiscal Year Ended
(in millions of U.S. Dollars)	**June 30, 2024**
Revenue, net	$59.6
Cost of revenue, net	68.7
Gross (loss) profit	(9.1)
Operating expenses:	
Research and development	30.5
Sales, general and administrative	13.9
Amortization of intangibles	1.5
Loss on disposal of assets	0.3
Other operating expense	24.3
Operating loss	(79.6)
Non-operating expense	—
Loss before income taxes and loss on sale	(79.6)
Loss on sale	204.0
Loss before income taxes	(283.6)
Income tax expense	7.0
Net loss	($290.6)

During fiscal 2024, the Company recorded a total loss on sale of $204.0 million, which was net against the impairments and excess loss liability on assets held for sale. The total cost of selling the RF Business was $25.4 million, of which $12.2 million was recognized in fiscal 2024.

At the inception of the RF Master Supply Agreement, the Company recorded a supply agreement liability of $95.0 million, of which $0.0 million and $25.4 million was outstanding as of June 28, 2026 and June 29, 2025, respectively. The supply agreement liability is recognized in other current liabilities on the consolidated balance sheet as of June 29, 2025. A receivable of $0.0 million and $5.3 million in connection with the RF Master Supply Agreement is included in other current assets on the consolidated balance sheet as of June 28, 2026 and June 29, 2025, respectively.

In connection with the divestiture of the RF Business (the "RF Business Divestiture"), MACOM was entitled to assume control of the Company’s 100mm gallium nitride ("GaN") wafer fabrication facility in Research Triangle Park, North Carolina (the "RTP Fab") approximately two years following the RF Closing (the "RTP Fab Transfer"). On July 25, 2025, the Company and MACOM completed the RTP Fab Transfer, as contemplated by the RF Purchase Agreement, and MACOM assumed control of the RTP Fab. At such time, the transfer restrictions and risk of forfeiture for the MACOM Shares lapsed and the Master Supply Agreement between the parties (the "RF Master Supply Agreement") terminated pursuant to its terms. Additionally, the Company derecognized assets and liabilities related to the remaining rights and obligations under the RF Master Supply Agreement. In connection with the RTP Fab Transfer, the Company recognized a gain of $25.4 million within "Non-operating income, net" during the period from June 30, 2025 to September 29, 2025. In connection with the RTP Fab Transfer, the Long-Term Epi Supply Agreement between the parties commenced. At the time of the divestiture, the Company recorded a liability for the Long-term EPI Supply Agreement of $58.0 million, which remeasured to $72.4 million upon the adoption of fresh start accounting. The amounts outstanding under the Long-term Epi Supply Agreement were $59.6 million and $58.0 million as of June 28, 2026 and June 29, 2025, respectively. The decrease in the balance of the liability was recognized as revenue in the Consolidated Statement of Operations. The supply agreement liability is recognized in Other Current Liabilities and Other Long-term Liabilities as of June 28, 2026, and Other Current Liabilities and Other Long-term Liabilities on the consolidated balance sheet as of June 29, 2025, respectively.

On September 8, 2025, the Company completed the sale of the MACOM Shares received in connection with the sale of the RF Business for $91.1 million, net of transaction costs, of which approximately $30.3 million was distributed to holders of the existing Senior Secured Notes upon emergence from the Chapter 11 Cases.

LED Business Divestiture

On March 1, 2021, the Company completed the sale of certain assets and subsidiaries comprising its former LED Products segment to SMART Global Holdings, Inc. ("SGH") and its wholly owned subsidiary CreeLED, Inc. ("CreeLED", and collectively with SGH, "SMART") (the "LED Business Divestiture") pursuant to the terms of the Asset Purchase Agreement (the "LED Purchase Agreement"), dated October 18, 2020, as amended.

In connection with the closing of the LED Business Divestiture, the Company and CreeLED also entered into certain ancillary and related agreements, including a Wafer Supply and Fabrication Services Agreement (the "Wafer Supply Agreement"), pursuant to which the Company supplied CreeLED with certain silicon carbide materials and fabrication services. The Company terminated the Wafer Supply Agreement effective as of September 30, 2024. The Company recognized a net loss of $0.0 million, $0.0 million, $9.2 million and $25.3 million in non-operating income, net for the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024, respectively, related to the Wafer Supply Agreement.

Note 6 – Revenue Recognition

Contract liabilities and distributor-related reserves were $65.4 million and $65.6 million as of June 28, 2026 and June 29, 2025, respectively. The decrease was primarily due to a decrease in customer reserve deposits, partially offset by an increase in distributor-related reserves. Contract liabilities and distributor-related reserves are recorded within contract liabilities and distributor-related reserves and other long-term liabilities on the consolidated balance sheets.

Practical Expedients and Exemptions

The Company does not disclose the value of unsatisfied performance obligations for contracts with an original expected length of one year or less.

Incidental contract costs that are not material in context of the delivery of products are expensed as incurred. Sales commissions are expensed when the amortization period is less than one year. Contract assets, such as costs to obtain or fulfill contracts, are an insignificant component of the Company’s revenue recognition process. The majority of the Company’s fulfillment costs as a manufacturer consist of inventory, fixed assets, and intangible assets, all of which are accounted for under the respective guidance for those asset types.

The Company’s accounts receivable balance represents the Company’s unconditional right to receive consideration from its customers with contracts. Payments are typically due within 30 days of completion of the performance obligation and invoicing and therefore do not contain significant financing components.

Sales tax, value-added tax, and other taxes the Company collects concurrent with revenue-producing activities are excluded from revenue, and shipping and handling costs are treated as fulfillment activities and are included in cost of revenue in the Company's consolidated statements of operations.

For the periods from June 30, 2025 to September 29, 2025 and from September 30, 2025 to June 28, 2026, the Company recognized $1.2 million and $5.7 million, respectively, in revenue from contract liability balances. For the fiscal year ended June 29, 2025, the Company recognized $1.2 million in revenue from contract liability balances, and for the fiscal year ended June 30, 2024, the Company did not recognize any material revenue from contract liability balances.

Product Line Revenue

The Company sells products from within two product lines: Power Products and Materials Products. Revenue from these two product lines is as follows:

	Successor	Predecessor		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Power Products	$324.7	$131.8	$414.0	$415.6
Materials Products	143.6	65.0	343.6	391.6
Total	$468.3	$196.8	$757.6	$807.2

Geographic Information

The Company conducts business in several geographic areas. Revenue is attributed to a particular geographic region based on the shipping address for the products. Disaggregated revenue from external customers by geographic area is as follows:

	Successor		Predecessor					
	Period from September 30, 2025 to June 28, 2026		**Period from June 30, 2025 to September 29, 2025**		**For the Fiscal Year Ended June 29, 2025**		**For the Fiscal Year Ended June 30, 2024**	
(in millions of U.S. Dollars)	**Revenue**	**%**	**Revenue**	**%**	**Revenue**	**%**	**Revenue**	**%**
United States	$160.4	34.3 %	$44.9	22.8 %	$135.5	17.9 %	$115.0	14.2 %
Hong Kong	88.8	19.0 %	26.1	13.3 %	99.0	13.1 %	116.4	14.4 %
Europe	79.2	16.9 %	36.3	18.4 %	151.3	20.0 %	295.2	36.6 %
Asia Pacific[(1)]	79.2	16.9 %	49.1	24.9 %	104.2	13.8 %	72.6	9.0 %
Singapore	23.0	4.9 %	7.6	3.9 %	104.1	13.7 %	101.6	12.6 %
Japan	18.4	3.9 %	13.3	6.8 %	91.1	12.0 %	63.2	7.8 %
China	14.7	3.1 %	17.9	9.1 %	70.2	9.3 %	41.5	5.1 %
Other	4.6	1.0 %	1.6	0.8 %	2.2	0.3 %	1.7	0.3 %
Total	$468.3		$196.8		$757.6		$807.2	

(1) Excluding China, Hong Kong, Japan and Singapore.

Note 7 – Leases

The Company primarily leases manufacturing and office spaces and bulk gas equipment. Lease agreements frequently include renewal provisions and require the Company to pay real estate taxes, insurance and maintenance costs. Variable costs include lease payments that are volume or usage-driven in accordance with the use of the underlying asset, as well as non-lease components incurred with respect to actual terms rather than contractually fixed amounts. For details on the Company's lease policies, see the significant accounting policy disclosures in Note 2, "Basis of Presentation and Summary of Significant Accounting Policies."

The Company's finance lease obligations primarily relate to contract manufacturing space in Malaysia and a 49-year ground lease on the Company's silicon carbide device fabrication facility in New York.

Balance Sheet

Lease assets and liabilities and the corresponding balance sheet classifications are as follows:

(in millions of U.S. Dollars)	**Successor**	**Predecessor**
Operating Leases:	**June 28, 2026**	**June 29, 2025**
Right-of-use assets [(1)]	$96.8	$123.1
Current lease liability [(2)]	7.4	9.9
Non-current lease liability [(3)]	99.2	139.5
Total operating lease liabilities	$106.6	$149.4
Finance Leases:		
Finance lease assets [(4)]	$2.1	$8.3
Current portion of finance lease liabilities	0.2	0.5
Finance lease liabilities, less current portion	1.9	8.4
Total finance lease liabilities	$2.1	$8.9

[(1)] Within other assets on the consolidated balance sheets.
[(2)] Within other current liabilities on the consolidated balance sheets.
[(3)] Within other long-term liabilities on the consolidated balance sheets.
[(4)] Within property and equipment, net on the consolidated balance sheets.

Statement of Operations

	Successor	**Predecessor**		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Operating lease expense	$15.0	$4.3	$16.7	$13.9
Finance lease amortization	0.3	0.2	0.8	0.8

Interest expense for finance leases was immaterial for all periods presented.

Cash Flows

Cash flow information consisted of the following [(1)]:

	Successor	**Predecessor**		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Cash (used in) provided by operating activities:				
Cash paid for operating leases	($15.6)	($4.1)	($15.5)	($12.6)
Cash received for tenant allowance on operating leases	—	—	1.8	0.4
Cash paid for interest portion of financing leases	(0.2)	(0.1)	(0.2)	(0.3)
Cash used in financing activities:				
Cash paid for principal portion of finance leases	(0.4)	(0.1)	(0.5)	(0.4)

(1) See "Statements of Cash Flows - non-cash activities" in Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," for non-cash activities related to leases.

Lease Liability Maturities

Maturities of operating and finance lease liabilities as of June 28, 2026 were as follows:

(in millions of U.S. Dollars)	Successor		
Fiscal Year Ending	**Operating Leases**	**Finance Leases**	**Total**
June 27, 2027	$19.2	$0.4	$19.6
June 25, 2028	18.1	0.3	18.4
June 24, 2029	17.3	0.3	17.6
June 30, 2030	16.0	0.2	16.2
June 29, 2031	15.5	0.3	15.8
Thereafter	115.1	13.3	128.4
Total lease payments	201.2	14.8	216.0
Future tenant improvement allowances	—	—	—
Imputed lease interest	(94.6)	(12.7)	(107.3)
Total lease liabilities	$106.6	$2.1	$108.7

Supplemental Disclosures

	Successor	
	Operating Leases	**Finance Leases**
Weighted average remaining lease term (in months) (1)	142	452
Weighted average discount rate (2)	11.77 %	13.84 %

(1) Weighted average remaining lease term of finance leases without the 49-year ground lease is 19 months.
(2) Weighted average discount rate of finance leases without the 49-year ground lease is 10.18%.

Lease Impairment

For the fiscal year ended June 29, 2025, the Company recorded $4.8 million of non-cash impairment charges for the abandonment of ROU assets as a result of the ongoing factory consolidation and optimization initiatives. The impairment of the ROU assets is included in "restructuring and other expenses" within the accompanying consolidated statement of operations. Refer to Note 18 - "Restructuring" for additional details.

Note 8 – Investments

Investments consist of municipal bonds, corporate bonds, U.S. agency securities, commercial paper and certificates of deposit. All short-term investments are classified as available-for-sale.

Short-term investments as of June 28, 2026 consist of the following:

	Successor				
	June 28, 2026				
(in millions of U.S. Dollars)	**Amortized Cost**	**Gross Unrealized Gains**	**Gross Unrealized Losses**	**Credit Loss Allowance**	**Estimated Fair Value**
Corporate bonds	$210.3	$—	($0.4)	$—	$209.9
U.S. treasury securities	185.3	—	(0.2)	—	185.1
Municipal bonds	86.6	0.1	(0.1)	—	86.6
Certificates of deposit	20.2	—	—	—	20.2
Commercial paper	10.5	—	—	—	10.5
Total short-term investments	$512.9	$0.1	($0.7)	$—	$512.3

The following table presents the gross unrealized losses and estimated fair value of the Company's short-term investments, aggregated by investment type and the length of time that individual securities have been in a continuous unrealized loss position:

	Successor					
	June 28, 2026					
	Less than 12 Months		Greater than 12 Months		Total	
(in millions of U.S. Dollars)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Corporate bonds	$155.7	($0.4)	$11.2	$—	$166.9	($0.4)
U.S. treasury securities	129.0	(0.1)	29.7	(0.1)	158.7	(0.2)
Municipal bonds	68.0	(0.1)	2.6	—	70.6	(0.1)
Total	$352.7	($0.6)	$43.5	($0.1)	$396.2	($0.7)
Number of securities with an unrealized loss		173		12		185

Short-term investments as of June 29, 2025 consist of the following:

	Predecessor				
	June 29, 2025				
(in millions of U.S. Dollars)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Credit Loss Allowance	Estimated Fair Value
U.S. treasury securities	$ 192.0	$ 0.1	$ —	$ —	$ 192.1
Corporate bonds	196.8	0.3	(1.5)	—	195.6
Municipal bonds	79.5	0.2	(0.5)	—	79.2
Certificates of deposit	5.0	—	—	—	5.0
Commercial paper	16.3	—	—	—	16.3
Total short-term investments	$ 489.6	$ 0.6	$ (2.0)	$ —	$ 488.2

The following table presents the gross unrealized losses and estimated fair value of the Company's short-term investments, aggregated by investment type and the length of time that individual securities have been in a continuous unrealized loss position:

	Predecessor					
	June 29, 2025					
	Less than 12 Months		Greater than 12 Months		Total	
(in millions of U.S. Dollars)	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
Corporate bonds	$28.7	$—	$65.2	($1.5)	$93.9	($1.5)
Municipal bonds	6.2	—	41.3	(0.5)	47.5	(0.5)
U.S. treasury securities	90.6	—	—	—	90.6	—
Total	$125.5	$—	$106.5	($2.0)	$232.0	($2.0)
Number of securities with an unrealized loss		54		25		79

Additionally, the Company held seven cash equivalent securities with an aggregate fair value of $37.9 million in unrealized loss positions as of June 28, 2026. The aggregate unrealized loss was less than $0.1 million.

The Company does not include accrued interest in estimated fair values of short-term investments and does not record an allowance for credit losses on receivables related to accrued interest. Accrued interest receivable was $4.8 million and $5.4 million as of June 28, 2026 and June 29, 2025, respectively, and is recorded in other current assets on the consolidated balance sheets. When necessary, write-offs of noncollectible interest income are recorded as a reversal to interest income. There were no write-offs of noncollectible interest income for the period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026, June 29, 2025 or June 30, 2024.

The Company evaluates its investments for expected credit losses. The Company believes it is able to and intends to hold each of the investments held with an unrealized loss as of June 28, 2026 until the investments fully recover in market value. No allowance for credit losses was recorded for the period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026, June 29, 2025 or June 30, 2024.

The contractual maturities of short-term investments at June 28, 2026 were as follows:

	Successor				
(in millions of U.S. Dollars)	Within One Year	After One, Within Five Years	After Five, Within Ten Years	After Ten Years	Total
Corporate bonds	$180.5	$29.4	$—	$—	$209.9
U.S. treasury securities	144.0	41.1	—	—	185.1
Municipal bonds	78.7	7.9	—	—	86.6
Certificates of deposit	20.0	0.2	—	—	20.2
Commercial paper	10.5	—	—	—	10.5
Total short-term investments	$433.7	$78.6	$—	$—	$512.3

Note 9 – Fair Value of Financial Instruments

Under U.S. GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the exit price) in an orderly transaction between market participants at the measurement date. In determining fair value, the Company uses various valuation approaches, including quoted market prices and discounted cash flows. U.S. GAAP also 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 obtained from independent sources and can be validated by a third party, whereas unobservable inputs reflect assumptions regarding what a third party would use in pricing an asset or liability. The fair value hierarchy is categorized into three levels based on the reliability of inputs as follows:

- Level 1 - Valuations based on quoted prices in active markets for identical instruments that the Company is able to access. Because valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these products does not entail a significant degree of judgment.

- Level 2 - Valuations based on quoted prices in active markets for instruments that are similar or quoted prices in markets that are not active for identical or similar instruments, and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The Company did not have any financial assets requiring the use of Level 3 inputs as of June 28, 2026. There were no transfers between Level 1 and Level 2 during the fiscal year ended June 28, 2026.

Financial instruments carried at fair value were as follows:

		Estimated fair value	
		Successor	**Predecessor**
(in millions of U.S. Dollars)	**Fair value hierarchy**	**June 28, 2026**	**June 29, 2025**
Assets:			
Money market funds	1	$63.5	$61.8
U.S. treasury securities	1	220.9	224.6
MACOM Shares	1	—	102.0
Municipal bonds	2	89.0	79.2
Corporate bonds	2	209.9	196.8
Commercial paper	2	43.4	28.3
Certificates of deposit	2	$20.2	$5.0

As of June 29, 2025, other current assets consisted of the MACOM Shares which the Company received as partial consideration in connection with the RF Business Divestiture. These shares were remeasured to fair value each period with changes in the fair value of the shares recognized in non-operating income, net. In the first quarter of fiscal 2026, the Company sold the MACOM shares

Forward Equity Contract

The fair value of the forward equity contract is determined using the observable market prices of our common stock and is not adjusted for holding restrictions. With all Regulatory Approvals obtained in January 2026, and the shares being delivered, the forward equity contract was extinguished as of June 28, 2026, after being remeasured at fair value date as of the date on which the Regulatory Approvals were received, with changes in fair value recognized as a gain of $79.1 million in "Non-operating income, net" in the Consolidated Statements of Operations.

Embedded Derivative

The New 2L Renesas Convertible Notes contain embedded conversion features that provide for conversion into shares of common stock as defined in the agreements after receipt of the Regulatory Approvals. Before the Regulatory Approvals were obtained, the conversion feature could only be cash settled as the notes would not be convertible into common stock; the cash settled equity-indexed feature did not qualify for a scope exception under ASC 815. Accordingly, this feature was required to be bifurcated and accounted for separately as an embedded derivative. The embedded derivative liability was initially recorded at fair value at the issuance date, with an offsetting discount recorded to the host debt instrument. The discount was amortized to interest expense over the term of the notes using the effective interest method. The embedded derivative was subsequently remeasured at fair value at each reporting date, and most recently as of the date on which the Regulatory Approvals were received, with changes in fair value recognized in “Non-operating income, net" in the Consolidated Statements of Operations. The fair value of the embedded derivatives was determined using the Goldman Sachs binomial lattice model and was classified within Level 3 of the fair value hierarchy because the valuation model involves the use of unobservable inputs relating to the Company’s estimate of its expected stock volatility which was developed based on the historical volatility of a publicly traded set of peer companies. The expected volatility inputs utilized for the fair value measurements of the embedded derivatives upon the Effective Date and as of the date on which the Regulatory Approvals were received was 60.0%.

Upon receipt of the Regulatory Approvals in January 2026, the embedded derivative met the equity classification criteria under ASC 815 and ASC 480. Accordingly, the Company reclassified the embedded derivative from liabilities to additional paid-in capital at its fair value as of the reclassification date of $87.9 million. The reclassification did not result in the recognition of a gain or loss in the statement of operations. Subsequent to the January 2026 reclassification, the embedded derivative is no longer subject to fair value remeasurement.

Stock Warrant Liability

Prior to the receipt of the Regulatory Approvals, the stock warrants held by Renesas could only be settled for cash such that they were accounted for as derivative liabilities under ASC 815. The warrants were subsequently remeasured at fair value as of the date on which the Regulatory Approvals were received, with changes in fair value recognized in "Non-operating income, net" in the Consolidated Statements of Operation. The fair value of the warrant liability was determined using a Black-Scholes model and was classified within Level 3 of the fair value hierarchy. The stock warrant liability was classified as a Level 3 measurement within the fair value hierarchy because the valuation models involve the use of unobservable inputs relating to the Company’s estimate of its expected stock volatility which was developed based on the historical volatility of a publicly traded set of peer companies. The expected volatility inputs utilized for the fair value measurements of the Stock Warrant upon the Effective Date and as of the date on which the Regulatory Approvals were received, was 70.0%.

Upon receipt of the Regulatory Approvals in January 2026, the Company reclassified its stock warrant liability to equity following the receipt of all required regulatory approvals. Upon reclassification, the stock warrant liability was no longer subject to fair value remeasurement. Refer to Note 3 "Emergence from Voluntary Reorganization under Chapter 11" for more information.

Level 3 Rollforward

The following is a rollforward of balances for liabilities classified as recurring Level 3 fair value measurements:

(in millions of U.S. Dollars)	**Stock Warrant Liability**	**Embedded Derivative**
Balance as of June 29, 2025 (Predecessor)	$—	$—
Issuance at September 29, 2025 (See Note 3 and Note 4)	$33.6	$94.5
Changes in fair value	(2.1)	(6.6)
Reclassification to equity	(31.5)	(87.9)
Balance as of June 28, 2026	$—	$—

Please refer to Note 3, "Emergence from Voluntary Reorganization Under Chapter 11," and Note 4, "Fresh Start Accounting," for additional information on the forward equity contracts, and the stock warrant liability.

Note 10 – Intangible Assets

Intangible assets, net included the following:

	Successor June 28, 2026			Predecessor June 29, 2025		
(in millions of U.S. Dollars)	Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Intangible assets:						
Customer relationships	$120.0	($10.0)	$110.0	$—	$—	$—
Developed technology	240.0	(31.3)	208.7	—	—	—
Trade name	28.0	(1.9)	26.1	—	—	—
Finite-lived intangible assets	388.0	(43.2)	344.8	—	—	—
Patent and licensing rights	60.9	(13.5)	47.4	50.5	(26.7)	23.8
Total intangible assets	$448.9	($56.7)	$392.2	$50.5	($26.7)	$23.8

Total amortization of finite-lived intangible assets was $0.0 million, $43.2 million, $1.2 million and $1.1 million and total amortization of patents and licensing rights was $1.0 million, $14.2 million, $4.2 million and $4.4 million for the periods from June 30, 2025 to September 29, 2025, and September 30, 2025 to June 28, 2026 and the years ended June 29, 2025 and June 30, 2024, respectively.

The Company invested $1.4 million, $3.6 million, $5.3 million and $5.9 million for the periods from June 30, 2025 to September 29, 2025, and September 30, 2025 to June 28, 2026 and the years ended June 29, 2025 and June 30, 2024, respectively, for patent and licensing rights.

Customer relationships, developed technology, trade name, and patent and licensing rights had weighted-average remaining useful lives of 8.3 years, 5.0 years, 10.3 years, and 7.9 years, respectively, as of June 28, 2026. Total future amortization expense for each of the five succeeding fiscal years for definite-lived intangible assets is estimated to be as follows:

(in millions of U.S. Dollars)

Fiscal Year Ending	**Total**
June 27, 2027	$68.5
June 25, 2028	65.3
June 24, 2029	63.8
June 30, 2030	62.2
June 29, 2031	61.6
Thereafter	70.8
Total future amortization expense	$392.2

Note 11 – Debt

As of June 29, 2025 (Predecessor):

(in millions of U.S. Dollars)	Maturity Date	Effective Interest Rate	Initial Principal	Repayment of principal	Conversion to common stock	Outstanding principal	Unamortized premium/ discount	Ending Balance	Equity component	Fair Value	Fair value level
1.75% Convertible Notes	5/1/2026	2.2 %	$575.0	$—	$—	$575.0	($2.0)	$573.0	$—	$145.2	Level 2
0.25% Convertible Notes	2/15/2028	0.6 %	750.0	—	—	750.0	(7.9)	$742.1	—	185.6	Level 2
1.875% Convertible Notes	12/1/2029	2.1 %	1,750.0	—	—	1,750.0	(20.7)	$1,729.3	—	450.6	Level 2
2030 Senior Notes	6/23/2030	16.3 %	1,250.0	—	—	1,521.2	(52.3)	$1,468.9	—	1,308.2	Level 2
CRD Agreement Deposits	7/5/2033	6.8 %	2,000.0	—	—	2,062.0	(37.3)	$2,024.7	—	556.7	Level 3
			$6,325.0	$—	$—	$6,658.2	($120.2)	$6,538.0	$—	$2,646.3	

On the Petition Date, the Company commenced the Chapter 11 Cases. The filing of the Chapter 11 Cases constituted an event of default that accelerated the obligations under the Convertible Notes, Existing Senior Secured Notes, and the unsecured Customer Refundable Deposit Agreement, dated as of July 5, 2023, with Renesas (as amended to date, the "CRD Agreement"). On the Effective Date, the Company emerged from the Chapter 11 Cases.

As of June 28, 2026 (Successor)

(in millions of U.S. Dollars)	Maturity Date(1)	Effective Interest Rate	Initial Principal	Repayment of principal(2)	Conversion to common stock(3)	Outstanding principal	Unamortized premium/ discount	Ending Balance	Equity component	Fair Value	Fair value level
New Senior Secured Notes	6/23/2030	12.9%	$1,259.2	($623.3)	$—	$635.9	$59.2	$695.1	$—	$705.7	Level 2
New 2L Non-Convertible Notes	6/15/2031	12.5%	296.4	—	—	$296.4	(60.5)	$235.9	—	269.0	Level 2
New 2L Non-Renesas Convertible Notes(4)	6/15/2031	3.0%	331.4	—	(64.3)	$267.1	(5.6)	$261.5	136.1	1,059.5	Level 2
New 2L Renesas Convertible Notes(5)	6/15/2031	12.3%	203.6	—	—	$203.6	(74.0)	$129.6	87.9	517.8	Level 3
1.5L Convertible Notes(6)	3/15/2031	4.3%	379.0	—	—	$379.0	(13.6)	$365.4	—	913.8	Level 2
			$2,469.6	($623.3)	($64.3)	$1,782.0	($94.5)	$1,687.5	$224.0	$3,465.8	

(1) Each instrument is as defined in the Plan.

(2) On December 22, 2025, the Company repurchased $175.0 million of aggregate principal of the New Senior Secured Notes, plus accrued and unpaid interest at a purchase price of $197.9 million. On December 23, 2025, $10.2 million of Paid-in-Kind ("PIK") Interest was incurred and recorded to the outstanding New Senior Secured Notes principal amount. On March 23, 2026, $10.9 million of PIK interest was incurred and recorded to the outstanding New Senior Secured Notes principal amount. On March 26, 2026, the Company used all of the aggregate gross proceeds from the 1.5L Convertible Notes (as defined below) and the Securities Purchase Agreement (as defined below) (refer to Note 12 - "Stockholders' Equity and Pre-funded Warrants" for additional information) to redeem $475.9 million of the outstanding New Senior Secured Notes at a purchase price of $524.3 million. On June 23, 2026, $6.4 million of PIK interest was incurred and recorded to the outstanding New Senior Secured Notes principal amount.

(3) On September 29, 2025, the Company issued the New 2L Non-Renesas Convertible Notes and New 2L Renesas Convertible Notes. The notes bear interest at 2.5% per annum on the outstanding principal, are secured, and are convertible into shares of common stock at a conversion price of $12.23 and $18.35 per share, respectively. As of June 28, 2026, $64.3 million of New 2L Non-Renesas Convertible Notes were converted into 5.3 million shares of common stock.

(4) ASC Topic 470: Debt ("ASC 470") presumes that when a convertible debt instrument is issued at a substantial premium compared to the principal amount, the premium should be recognized in equity as paid-in-capital. The excess of the initial carrying amount over par of $168.8 million was recorded to additional paid-in-capital. Approximately 19.4% of the equity component is not related to the outstanding convertible notes due to conversions during the period from September 30, 2025 to June 28, 2026.

(5) During the Successor period ended June 28, 2026, the Company reclassified the derivative liability to equity of $87.9 million (refer to Note 9 - "Fair Value of Financial Instruments" for additional information).

(6) On March 26, 2026, the Company issued the 1.5 Convertible Notes (as defined below). The notes bear interest at 3.5% per annum on the outstanding principal, are secured, and are convertible into shares of common stock at an initial conversion price of approximately $20.14 per share.

On the Effective Date, the conditions to the effectiveness of the Plan were satisfied or waived and the Plan became effective, and each holder of the aforementioned corporate debt holdings as of the Effective Date and deposits under the CRD Agreement received portions of the restated debt obligations and New Common Stock, and all of the Company's outstanding obligations under the aforementioned corporate debt holdings as of the Effective Date and CRD Agreement were discharged and terminated. Please refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," and Note 3, "Emergence from Voluntary Reorganization under Chapter 11," for additional information on the debt.

As of June 28, 2026, the Company was in compliance with all covenants relating to the New Senior Secured Notes, New 2L Non-Convertible Notes, New 2L Non-Renesas Convertible Notes, New 2L Renesas Convertible Notes, and the 1.5L Convertible Notes.

New 1.5L Convertible Notes

On March 26, 2026, the Company entered into the 3.5% Convertible 1.5 Lien Senior Secured Notes due 2031 (the "1.5L Convertible Notes") in a private placement (the "Notes Placement") with an aggregate principal balance of $379.0 million. The 1.5L Convertible Notes were issued pursuant to, and are governed by, an indenture (the "1.5L Convertible Notes Indenture"), dated as of March 26, 2026, among the Company, Wolfspeed Texas, as Subsidiary Guarantor, and U.S. Bank Trust Company, National Association, as Trustee and Collateral Agent.

The 1.5L Convertible Notes are guaranteed on a senior basis by the Guarantor, and the 1.5L Convertible Notes and the related guarantee by the Subsidiary Guarantor are senior, secured obligations of the Company and the Subsidiary Guarantor, secured by substantially all assets of the Company and the Subsidiary Guarantor (the "Collateral"). The 1.5L Convertible Notes and related guarantee are effectively subordinated to all secured indebtedness of the Company and the Subsidiary Guarantor that is secured by a lien on the Collateral that is senior or prior to the lien on the Collateral securing the 1.5L Convertible Notes (including obligations under the Company's New Senior Secured Notes) and are effectively senior to all indebtedness of the Company and the Subsidiary Guarantor that is not secured by a lien on the Collateral, or that is secured by a lien ranking junior to the lien on the Collateral securing the 1.5L Convertible Notes (including the Company's New 2L Non-Renesas Convertible Notes and New 2L Non-Convertible Notes).

The 1.5L Convertible Notes bear cash interest at a rate of 3.5% per year. Interest is payable semi-annually in arrears on March 15 and September 15 of each year, commencing on September 15, 2026. The 1.5L Convertible Notes mature on March 15, 2031, unless earlier repurchased, redeemed or converted.

The 1.5L Convertible Notes are convertible at the option of the holders at any time (subject to certain limitations) until the close of business on the second scheduled trading day immediately before the maturity date. The initial conversion rate for the 1.5L Convertible Notes is 49.6623 shares of the New Common Stock, per $1,000 principal amount of the 1.5L Convertible Notes (which is equivalent to an initial conversion price of approximately $20.14 per share of New Common Stock, which represents a conversion premium of approximately 20.0% over the last reported sale price of $16.78 per share of New Common Stock on the New York Stock Exchange on March 18, 2026). The conversion rate is subject to customary anti-dilution adjustments. Holders of the 1.5L Convertible Notes will be entitled to make-whole adjustments to the conversion rates in the event of a change of control or an optional redemption as described below. Upon conversion, the 1.5L Convertible Notes may be settled in cash, shares of New Common Stock or a combination thereof, at the Company's election.

Upon the occurrence of a "Fundamental Change" (as defined below), subject to certain exceptions, holders may require the Company to repurchase all or a portion of their 1.5L Convertible Notes for cash at a price equal to 100% of the principal amount of the 1.5L Convertible Notes to be repurchased, plus accrued and unpaid interest to, but excluding, the applicable repurchase date. A "Fundamental Change" includes certain business combination transactions involving the Company, acquisitions of more than 50% of the Company's outstanding New Common Stock by specified persons or groups, and certain delisting events with respect to the New Common Stock.

The 1.5L Convertible Notes are redeemable, in whole or in part, at the Company's option for cash at any time, on or after March 20, 2028, and on or before the 35th scheduled trading day immediately preceding the maturity date, subject to certain conditions. Redemption is permitted only if the last reported sale price of New Common Stock exceeds (i) 175% of the conversion price for specific periods if the redemption date occurs on or before March 19, 2029 or (ii) 130% of the conversion price for specified periods if the redemption date occurs on or after March 20, 2029. The redemption price equals 100% of the principal amount of the 1.5L Convertible Notes redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

1L Supplemental Indenture

In connection with the Company's entrance into the 1.5L Convertible Notes Indenture and the issuance of the 1.5L Convertible Notes, the Company entered into that certain First Supplemental Indenture (the "1L Supplemental Indenture"), dated as of March 26, 2026, among the Company, Wolfspeed Texas, as subsidiary guarantor (in such capacity, the "1L Guarantor"), and

U.S. Bank Trust Company, National Association, as trustee and collateral agent (in such capacities, the “1L Indenture Agent”) to amend and waive certain provisions of that certain New Senior Secured Notes Indenture and to permit the Company and the 1L Guarantor to enter into the 1.5L Convertible Notes Indenture and the Company to issue the 1.5L Convertible Notes.

2L Supplemental Indenture

In connection with the Company’s entry into the indentures and the issuance of the notes described below, on March 26, 2026, the Company entered into separate first supplemental indentures to amend certain covenants governing its outstanding second-lien indebtedness.

First, the Company entered into a First Supplemental Indenture (the “2L Non-Renesas Supplemental Indenture”) by and among the Company, Wolfspeed Texas, as subsidiary guarantor (the “2L Non-Renesas Guarantor”), and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the “2L Non-Renesas Agent”). The 2L Non-Renesas Supplemental Indenture supplements and amends certain covenants under the 2L Non-Renesas Convertible Notes Indenture.

In addition, on March 26, 2026, the Company entered into a First Supplemental Indenture (the “2L Renesas Supplemental Indenture”) by and among the Company, Wolfspeed Texas, as subsidiary guarantor (the “2L Renesas Guarantor”), and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the “2L Renesas Agent”). The 2L Renesas Supplemental Indenture supplements and amends the 2L Renesas Convertible Notes Indenture.

Additionally, on March 26, 2026, the Company entered into a First Supplemental Indenture (the “Toggle Notes 2L Supplemental Indenture”) by and among the Company, Wolfspeed Texas, as subsidiary guarantor (the “Toggle Notes 2L Guarantor”), and U.S. Bank Trust Company, National Association, as trustee and collateral agent (the “Toggle Notes 2L Agent”). The Toggle Notes 2L Supplemental Indenture supplements and amends certain covenants under the “2L Non-Convertible Notes Indenture”).

Intercreditor Agreement

In connection with the Company’s entry into the 1.5 L Convertible Notes Indenture, on March 26, 2026, the Company, the trustees and the collateral agents party to the 1.5 L Convertible Notes Indenture and the New Senior Secured Notes Indenture entered into a First Lien/1.5 Lien Intercreditor Agreement (the “1L/1.5L Intercreditor Agreement”). The 1L/1.5L Intercreditor Agreement sets forth the respective rights with respect to the shared collateral between the noteholders under the 1.5L Convertible Notes, on the one hand, and the noteholders under the New Senior Secured Notes, on the other hand.

In addition, on March 26, 2026, the Company, the Trustee and the Collateral Agent entered into a Joinder Agreement, pursuant to which the Trustee and the Collateral Agent became parties to the existing 1L/2L Intercreditor Agreement

Events during June 2025

As of June 29, 2025, the Company was in default under the 2029 Convertible Notes and the CRD Agreement due to its previously announced decision to enter the 30 day grace period for the 2029 Convertible Note interest payment due June 2, 2025.

On June 23, 2025, the Company announced its entry into the Restructuring Support Agreement and subsequent to the end of fiscal 2025, on June 30, 2025, the Debtors filed the Chapter 11 Cases. Please refer to Note 2, "Basis of Presentation and Summary of Significant Accounting Policies" and Note 3, "Emergence from Voluntary Reorganization under Chapter 11", for more information regarding the terms of the Restructuring Support Agreement. When the Plan Effective Date occurred, except as otherwise set forth in the Plan, all notes, instruments, certificates, and other documents evidencing claims against, or interests in, the Debtors were canceled and/or updated to record such cancellation and the obligations of the Company thereunder or in any way related thereto was deemed satisfied in full and discharged.

As discussed in Note 2, "Basis of Presentation and Summary of Significant Accounting Policies" and Note 3, "Emergence from Voluntary Reorganization under Chapter 11", the filing of the Chapter 11 Cases constituted events of default under the Company's outstanding Secured Notes, Convertible Notes and the CRD Agreement. As a result, the principal and interest due under the Company's outstanding Senior Secured Notes, Convertible Notes, and CRD Agreement became immediately due and payable. However, any efforts to enforce such payment obligations were automatically stayed as a result of the filing of the Chapter 11 Cases, and the creditors’ rights of enforcement are subject to the applicable provisions of the Bankruptcy Code. Based on the facts and circumstances described above, including the defaults related to the missed interest payment on the 2029 Notes that were in grace periods as of June 29, 2025, the signing of the Restructuring Support Agreement on June 23, 2025 and subsequent event of default upon filing of the Chapter 11 Cases per the terms of the Restructuring Support Agreement on June 30, 2025, these amounts have been presented as “Current maturity on long-term borrowings” in the Company's audited Consolidated Balance Sheet at June 29, 2025.

The following sections describe the terms of the Company's outstanding debt obligations as of June 29, 2025, prior to the commencement of the Chapter 11 Cases. The capped call transactions further described below were terminated by the counterparties subsequent to the end of fiscal 2025, as the filing of the Chapter 11 Cases constituted an event of default.

2026 Convertible Notes

On April 21, 2020, the Company sold $500.0 million aggregate principal amount of the 2026 Notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act and an additional $75.0 million aggregate principal amount of the 2026 Notes pursuant to the exercise in full of the over-allotment options of the underwriters. The total net proceeds from the 2026 Notes offering was approximately $561.4 million.

The conversion rate was initially 21.1346 shares of common stock per one thousand dollars in principal amount of 2026 Notes (equivalent to an initial conversion price of approximately $47.32 per share of common stock), subject to customary anti-dilution adjustments, excluding accrued and unpaid interest. The Company could, at its election, settle conversions in cash, shares of common stock, or a combination thereof. As of the Effective Date, the 2026 Convertible Notes were discharged and terminated.

2028 Convertible Notes

On February 3, 2022, the Company sold $650.0 million aggregate principal amount of the 2028 Notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act and an additional $100.0 million aggregate principal amount of the 2028 Notes pursuant to the exercise in full of the over-allotment options of the underwriters. The total net proceeds from the 2028 Notes offering was approximately $732.3 million.

The Company used approximately $108.2 million of the net proceeds from the 2028 Notes to fund the cost of entering into capped call transactions.

The conversion rate was initially 7.8602 shares of common stock per one thousand dollars in principal amount of 2028 Notes (equivalent to an initial conversion price of approximately $127.22 per share of common stock), subject to customary anti-dilution adjustments, excluding accrued and unpaid interest. The Company could, at its election, settle conversions in cash, shares of common stock, or a combination thereof. As of the Effective Date, the 2028 Convertible Notes were discharged and terminated.

Capped Call Transactions in relation to the 2028 Notes

On January 31, 2022, in connection with the pricing of the 2028 Notes, the Company entered into privately negotiated capped call transactions with certain of the initial purchasers or affiliates thereof (the "2028 Notes Capped Call Counterparties"). In connection with the exercise by the initial purchasers of their option to purchase additional notes, the Company entered into additional privately negotiated capped call transactions (such transactions, collectively, the "2028 Notes Capped Call Transactions") with each of the 2028 Notes Capped Call Counterparties. The 2028 Notes Capped Call Transactions initially covered, subject to customary anti-dilution adjustments, the aggregate number of shares of the Company's common stock that were initially underlying the 2028 Notes. The 2028 Capped Call Transactions were expected generally to reduce the potential dilutive effect on the common stock upon any conversion of 2028 Notes and/or offset any potential cash payments the Company was required to make in excess of the principal amount of converted 2028 Notes, as the case may be, with such reduction and/or offset subject to a cap which initially is $212.04 per share, representing a premium of 125% over the last reported sale price per share of the Company's common stock on January 31, 2022, subject to certain adjustments under the terms of the 2028 Notes Capped Call Transactions.

The 2028 Notes Capped Call Transactions were separate transactions entered into by the Company with each of the 2028 Notes Capped Call Counterparties, were not part of the terms of the 2028 Notes, and did not affect any holder's rights under the 2028 Notes. Holders of the 2028 Notes did not have any rights with respect to the 2028 Notes Capped Call Transactions. The Capped Call transactions were discharged and terminated as of the Effective Date, as the 2028 Convertible Notes were discharged and terminated

2029 Convertible Notes

On November 21, 2022, the Company sold $1,525.0 million aggregate principal amount of the 2029 Notes to qualified institutional buyers pursuant to Rule 144A under the Securities Act and an additional $225.0 million aggregate principal amount of the 2029 Notes pursuant to the exercise in full of the over-allotment options of the underwriters. The total net proceeds from the 2029 Notes offering was approximately $1,718.6 million.

The Company used approximately $273.9 million of the net proceeds from the 2029 Notes to fund the cost of entering into capped call transactions described below.

The conversion rate was initially 8.4118 shares of common stock per one thousand dollars in principal amount of 2029 Notes (equivalent to an initial conversion price of approximately $118.88 per share of common stock), subject to customary anti-dilution adjustments, excluding accrued and unpaid interest. The Company could, at its election, settle conversions in cash, shares of common stock, or a combination thereof. As of the Effective Date, the 2029 Convertible Notes were discharged and terminated.

Capped Call Transactions in relation to the 2029 Notes

On November 16, 2022, in connection with the pricing of the 2029 Notes, the Company entered into privately negotiated capped call transactions with certain of the initial purchasers or their affiliates and another financial institution (the "2029 Notes Capped Call Counterparties"). In connection with the exercise by the initial purchasers of their option to purchase additional notes, the Company entered into additional privately negotiated capped call transactions (such transactions, collectively, the "2029 Notes Capped Call Transactions") with each of the 2029 Notes Capped Call Counterparties. The 2029 Notes Capped Call Transactions initially covered, subject to customary anti-dilution adjustments, the aggregate number of shares of the Company’s common stock that were initially underlying the 2029 Notes. The 2029 Notes Capped Call Transactions were expected generally to reduce the potential dilutive effect on the common stock upon any conversion of 2029 Notes and/or offset any potential cash payments the Company was required to make in excess of the principal amount of converted 2029 Notes, as the case may be, with such reduction and/or offset subject to a cap which initially is $202.538 per share, representing a premium of 130% over the last reported sale price per share of our common stock on November 16, 2022, subject to certain adjustments under the terms of the 2029 Notes Capped Call Transactions.

The 2029 Notes Capped Call Transactions were separate transactions entered into by the Company with each of the 2029 Notes Capped Call Counterparties, were not part of the terms of the 2029 Notes, and did not affect any holder’s rights under the 2029 Notes. Holders of the 2029 Notes did not have any rights with respect to the 2029 Notes Capped Call Transactions. The Capped Call transactions were discharged and terminated as of the Effective Date, as the 2029 Convertible Notes were discharged and terminated.

Accounting for the Pre-Emergence Convertible Notes

The last reported sale price of the Company's common stock was not greater than or equal to 130% of the applicable conversion price for any of the Convertible Notes for at least 20 trading days in the 30 consecutive trading days ended on June 29, 2025. As a result, none of the Convertible Notes were convertible at the option of the holders through June 29, 2025.

Senior Secured Notes Amended and Restated Indenture

On June 23, 2023 (the "Issue Date"), the Company sold $1,250 million aggregate principal amount of the Senior Secured Notes. The total net proceeds from the Senior Secured Notes was approximately $1,149.3 million. The total net proceeds are net of debt issuance costs and an original issue discount of $50.0 million.

On October 11, 2024, the Company entered into the Amended and Restated Indenture (the "2030 Senior Notes Indenture"), which amended certain terms and conditions of the Senior Secured Notes and permits the Company to issue and sell $750.0 million of additional notes, subject to the fulfillment of certain conditions precedent.

On June 23, 2025, the Company entered into the Second Supplemental Indenture (the “Second Supplemental Indenture”) to the Amended and Restated Indenture, dated as of October 11, 2024, which released Wolfspeed Germany GmbH, from its obligations and any related liens under the Senior Secured Notes and excludes net proceeds of the sale of “Building 21” from the offer to repurchase requirement under the 2030 Senior Notes Indenture.

On October 22, 2024, the Company issued $250.0 million in aggregate principal amount of Senior Secured Notes pursuant to the 2030 Senior Notes Indenture and the total net proceeds were approximately $231.3 million. The total net proceeds are net of debt issuance costs and an original discount of $10.0 million.

As of June 29, 2025, the Company was in compliance with all covenants relating to the Senior Secured Notes. As of the Effective Date, the 2030 Secured Notes were discharged and terminated.

2033 CRD Agreement Amendment

In July 2023, the Company entered into the CRD Agreement with a customer, pursuant to which the customer agreed to provide the Company up to $2.0 billion in unsecured deposits. Under the CRD Agreement, the Company received an initial deposit of $1.0 billion in the first quarter of fiscal 2024 with the option to receive additional deposits up to $1.0 billion at the Company's request, subject to certain conditions during the 2024 calendar year. On February 27, 2024, the Company received an additional deposit of $500.0 million (the second draw), and on June 26, 2024, the Company received the final deposit of $500.0 million (the third draw). Unless previously terminated in accordance with its terms, the CRD Agreement would have matured on July 5, 2033, and the amount of the deposits, together with accrued and unpaid interest, would be required to be repaid to the customer at such time.

The deposits under the CRD Agreement bore interest, payable on a semi-annual basis, at a base rate of 6% per annum, with the potential for an increased variable rate of either 10% or 15% in connection with any inability of the Company to satisfy supply targets under a ten-year wafer supply agreement with the same customer. The Company could have voluntarily prepaid the deposits, in whole or in part, at any time at a price equal to 106% of the principal amount of the deposits prepaid. Upon the occurrence of a change of control, the customer could have required the Company to prepay the deposits in whole at a variable prepayment price depending on the day of prepayment.

On October 15, 2024, the Company entered into Amendment No. 1 to the CRD Agreement, which amended the existing agreement to, among other things, permit the Company to pay the accrued interest on the outstanding loans payable under the existing agreement on the last business day of each of December 2024 and June 2025 (together, the "PIK Amounts") by adding the PIK Amounts to the then outstanding principal amount of the loans rather than in cash. The interest rate on the PIK Amounts would accrue at a rate of 15.0% per annum. The amendment also permitted the Company to grant liens on additional assets in Siler City, North Carolina in connection with disbursements pursuant to governmental grants or awards under the CHIPS Act, and permitted the Company to pay a portion of interest on the Senior Secured Notes in-kind subject to the limitations set forth in the amendment to the CRD Agreement.

The CRD Agreement contained certain customary affirmative covenants, negative covenants and events of default. The CRD Agreement was discharged and terminated as of the Effective Date.

Interest Expense, net

The interest expense, net recognized is as follows:

	Successor	Predecessor		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Interest expense, net of capitalized interest[1]	$132.0	$—	$263.3	$214.7
Amortization of discount and issuance costs, net of capitalized interest	16.4	—	48.8	28.4
Interest expense, other	1.5	0.7	3.1	3.2
Total interest expense, net	$149.9	$0.7	$315.2	$246.3

(1): Excludes contractual interest of $99.7 million for the period from June 30, 2025 to September 29, 2025

The Company capitalizes interest in connection with ongoing capacity expansions.

	Successor	Predecessor		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Interest expense capitalized	$—	$—	$72.4	$28.3
Amortization of discount and debt issuance costs capitalized	—	—	13.5	3.6
Total interest expense capitalized	$—	$—	$85.9	$31.9

Note 12 – Stockholders' Equity and Pre-funded Warrants

At-The-Market Offering

On December 9, 2024, the Company established an "at-the-market" offering program (the "ATM Program") pursuant to which the Company could offer and sell, from time to time through sales agents, up to $200.0 million of the Company's common stock. The ATM Program was conducted pursuant to an equity distribution agreement (the "Equity Distribution Agreement") entered into by the Company and J.P. Morgan Securities LLC and Wells Fargo Securities, LLC (the "Managers").

The ATM Program concluded on January 14, 2025 and the Company completed the sale of approximately $200.0 million of Old Common Stock and, as such, the ATM Program automatically terminated in accordance with the terms of the Equity Distribution Agreement. In total, the Company sold and received payment for 27.8 million additional shares of Old Common Stock at a weighted average price of $7.20 per share through the ATM Program for total gross proceeds of approximately $200.0 million and net proceeds of approximately $195.2 million, after $4.0 million in commissions to the Managers and $0.8 million in other offering costs.

Securities Purchase Agreement

On March 19, 2026, the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with certain investors in connection with a private placement offering of shares of New Common Stock and pre-funded warrants to purchase New Common Stock. On March 26, 2026, pursuant to the terms of the Securities Purchase Agreement, the Company issued and sold an aggregate of 3,250,030 shares of New Common Stock (the "Shares") and pre-funded warrants (the "Pre-Funded Warrants" to purchase 2,000,000 shares of New Common Stock. The price per share of New Common Stock was $18.458, and the price per Pre-Funded Warrant was $18.448, resulting in aggregate gross proceeds of approximately $96.9 million, with issuance costs of $3.6 million. The Pre-Funded Warrants have an exercise price of $0.01 per underlying share of New Common Stock and are exercisable at any time until fully exercised. The Pre-Funded Warrants do not expire until fully exercised.

The Pre-Funded Warrants are classified as equity and recorded as a component of additional paid-in capital at issuance. As of June 28, 2026, there were 2.0 million Pre-Funded Warrants outstanding.

At June 28, 2026, the Company had reserved a total of approximately 70.8 million shares of its common stock for future issuance as follows (in thousands):

	Number of Shares
For vesting of outstanding stock units	3,766
For future equity awards under the 2025 Long-Term Incentive Compensation Plan	3,078
For future equity awards under the 2025 Management Incentive Plan	5,254
For future issuance upon conversion of the New 2L Non-Renesas Convertible Notes	21,836
For future issuance upon conversion of the New 2L Renesas Convertible Notes	11,096
For future issuance upon conversion of the 1.5L Convertible Notes	18,822
Renesas Warrants	4,944
Pre-funded Warrants	2,000
Total common shares reserved	70,796

Note 13 – (Loss) Income Per Share

The details of the computation of basic and diluted (loss) earnings per share are as follows:

	Successor	Predecessor		
(in millions of U.S. Dollars, except share data)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Net (loss) income from continuing operations, basic	$ (415.8)	$ 420.2	$ (1,609.2)	$ (573.6)
Net loss from discontinued operations, basic	—	—	—	(290.6)
Weighted average number of common shares - basic (in thousands)	39,094	156,185	141,320	125,693
(Loss) earnings per share - basic:				
Continuing operations	($10.64)	$2.69	($11.39)	($4.56)
Discontinued operations	$—	$—	$—	($2.31)
Net (loss) income from continuing operations, diluted	($415.8)	$420.2	($1,609.2)	($573.6)
Net loss from discontinued operations, diluted	$—	$—	$—	($290.6)
Weighted-average number of shares outstanding used to compute net (loss) earnings per share attributable to common stockholders, basic (in thousands)	39,094	156,185	141,320	$125,693
Weighted-average effect of potentially dilutive securities:				
1.75% Convertible Notes	—	12,152	—	—
0.25% Convertible notes	—	5,895	—	
1.875% Convertible Notes	—	14,721	—	
RSUs (Predecessor)	—	99	—	
Weighted-average number of shares outstanding used to compute net (loss) earnings per share attributable to common stockholders, diluted (in thousands)	39,094	189,052	141,320	125,693
Net (loss) income from continuing operations per share attributable to common stockholders, diluted	($10.64)	$2.22	($11.39)	($4.56)
Net loss per share attributable to common stockholders for discontinued operations	$—	$—	$—	($2.31)

Diluted net (loss) earnings per share is the same as basic net (loss) earnings per share for the periods presented due to potentially dilutive items being anti-dilutive given the Company's net loss from continuing operations.

For the period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and fiscal years ended June 29, 2025 and June 30, 2024, 0.0 million, 51.8 million, 0.0 million and 0.0 million, respectively of diluted shares related to convertible notes, calculated under the if-converted method, were excluded from the calculation of diluted (loss) earnings per share because their effect would be anti-dilutive. For the period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and fiscal years ended June 29, 2025 and June 30, 2024, 0.0 million, 4.9 million, 0.0 million and 0.0 million, respectively, of diluted shares related to warrants were excluded from the calculation of diluted (loss) earnings per share because their effect would be anti-dilutive. For the period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and fiscal years ended June 29, 2025 and June 30, 2024, 0.0 million, 3.8 million, 5.6 million and 4.4 million, respectively, of diluted shares related to share-based payments were excluded from the calculation of diluted (loss) earnings per share because their effect would be anti-dilutive.

Future earnings per share of the Company are also subject to dilution from conversion of its convertible notes under certain conditions as described in Note 11, “Debt.”

Note 14 – Stock-Based Compensation

Overview of Employee Stock-Based Compensation Plans

The Company currently has two equity-based compensation plans, the 2025 Long-Term Incentive Plan (the “2025 LTIP”) and the 2025 Management Incentive Plan (the “2025 MIP”), which each provide for the grant of options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance stock units, performance units, other awards, or a combination thereof. At June 28, 2026, there were 4.1 million shares authorized for issuance under the 2025 LTIP and 3.1 million shares remaining for future grants. At June 28, 2026, there were 8.1 million shares authorized for issuance under the 2025 MIP and 5.3 million shares remaining for future grants.

Prior to the Effective Date, the Company had two equity-based compensation plans, the 2023 Long-Term Incentive Compensation Plan (the "2023 LTIP") and the 2025 Inducement Award Plan (the "Inducement Plan"), from which stock-based compensation awards can be granted to employees and, in the case of the 2023 LTIP, directors. The terms of the Inducement Plan are substantially similar to the 2023 LTIP but with such other terms and conditions intended to comply with Section 303A.08 of the New York Stock Exchange Company Listed Manual. The 2023 LTIP and the Inducement Plan provided for awards in the form of incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units and other awards.

The Company also previously had an Employee Stock Purchase Plan ("ESPP") that provided employees with the opportunity to purchase common stock at a discount. In April 2025, the Compensation Committee approved the termination of the ESPP, which was effective immediately. The ESPP limited employee contributions to 15% of each employee’s compensation (as defined in the plan) and allowed employees to purchase shares at a 15% discount, subject to IRS limitations. The ESPP provided for a twelve-month participation period, divided into two equal six-month purchase periods, and also provided a look-back feature. At the end of each six-month period in April and October, participants could purchase the Company’s common stock through the ESPP at a 15% discount to the fair market value of the common stock on the first day of the twelve-month participation period or the purchase date, whichever is lower. The ESPP also provided an automatic reset feature to start participants on a new twelve-month participation period if the fair market value of common stock declines during the first six-month purchase period.

Restricted Stock Units

A summary of nonvested restricted stock units (RSUs) outstanding as of June 28, 2026 and changes during the year then ended is as follows (shares in thousands):

	Number of RSUs	Weighted Average Grant-Date Fair Value
Nonvested at June 29, 2025 (Predecessor)	4,627	$32.41
Granted	—	—
Vested	(1,216)	38.17
Forfeited	(219)	54.91
Nonvested at September 28, 2025 (Predecessor)	3,192	27.25
Forfeited	(3,192)	27.25
Nonvested at September 29, 2025 (Predecessor)	—	$—
Nonvested at September 30, 2025 (Successor)	—	$—
Granted	4,108	24.51
Vested	(110)	22.91
Forfeited	(232)	23.33
Nonvested at June 28, 2026 (Successor)	3,766	$24.63

The aggregate fair value of awards vested in the period from June 30, 2025 to September 29, 2025 and from September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024, based on the market price of the Company's common stock on the vesting date, was $1.9 million $4.2 million, $13.1 million and $55.2 million, respectively.

As of June 28, 2026, there was $73.5 million of unrecognized compensation cost related to nonvested awards, which is expected to be recognized over a weighted average period of 2.18 years.

Stock-Based Compensation Valuation and Expense

Total stock-based compensation expense was classified in the consolidated statements of operations as follows:

	Successor	Predecessor		
(in millions of U.S. Dollars)	Period from September 30, 2025 to June 28, 2026	Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025	Fiscal Year Ended June 30, 2024
Cost of revenue, net	$10.7	$7.8	$36.9	$28.5
Research and development	2.7	2.2	11.6	11.4
Sales, general and administrative	13.7	3.6	24.8	45.0
Total stock-based compensation expense	$27.1	$13.6	$73.3	$84.9

Stock-based compensation expense may differ from the impact of stock-based compensation to additional paid in capital due to manufacturing related stock-based compensation capitalized within inventory.

The Black-Scholes and Monte Carlo option pricing models require the input of highly subjective assumptions. The assumptions listed below represent management's best estimates, but these estimates involve inherent uncertainties and the application of management judgment. As a result, if other assumptions had been used, recorded share-based compensation expense could have been materially different from that depicted above.

The range of assumptions used to value stock issued under the ESPP were as follows:

	Predecessor	
	Fiscal Year Ended June 29, 2025	Fiscal Year Ended June 30, 2024
Risk-free interest rate	4.28 - 5.21%	5.44 - 5.54%
Expected life, in years	0.5 - 1.0	0.5 - 1.0
Volatility	73.7 - 100.2%	73.5 - 74.4%
Dividend yield	—	—

The range of assumptions used for performance-based awards with market conditions were as follows:

	Successor	Predecessor		
	Period from September 30, 2025 to June 28, 2026	Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025	Fiscal Year Ended June 30, 2024
Risk-free interest rate	3.55 %	0.00%	3.92%	4.52%
Expected life, in years	2.56	0.0	3.0	3.0
Expected volatility	52.4 %	0.0%	67.4%	65.9%
Average correlation coefficient of peer companies	0.39	0	0.41	0.44
Dividend yield	—	—	—	—

Awards are valued using the Monte Carlo model. All performance-based awards with market conditions for each fiscal year presented were issued on a single date each year and therefore no range is shown.

The following describes each of these assumptions and the Company's methodology for determining each assumption:

Risk-Free Interest Rate

The Company estimates the risk-free interest rate using the United States Treasury bill rate with a remaining term equal to the expected life of the award.

Expected Life

The expected life represents the period the awards are expected to be outstanding. In determining the appropriate expected life of its stock options, the Company segregates its grantees into categories based upon employee levels that are expected to be indicative of similar option-related behavior. The expected useful lives for each of these categories are then estimated giving consideration to (1) the weighted average vesting periods, (2) the contractual lives of the stock options, (3) the relationship between the exercise price and the fair market value of the Company's common stock, (4) expected employee turnover, (5) the expected future volatility of the Company's common stock, and (6) past and expected exercise behavior, among other factors.

Expected Volatility

The Company estimates expected volatility for the ESPP awards, giving consideration to the expected life of the respective award, the Company's current expected growth rate, implied volatility in traded options for its common stock, and the historical volatility of its common stock. For purposes of estimating volatility for use in the Monte Carlo model for the market-based awards, the Company utilizes historical volatilities of the Company and the members of the defined peer group.

Expected Dividend Yield

The Company estimates the expected dividend yield by giving consideration to its current dividend policies as well as those anticipated in the future considering the Company's current plans and projections. The Company has not historically issued dividends.

Correlation Coefficient

The correlation coefficients are calculated based upon the price data used to calculate the historical volatilities and are used to model the way in which each entity tends to move in relation to its peers.

Note 15 – Income Taxes

Effective June 30, 2025, the Company adopted the new income tax disclosure standard (ASU 2023-09 Income Taxes (Topic 740): Improvements to Income Tax Disclosures) on a prospective basis. Accordingly, the tables presenting the Company's income tax provision and effective tax rate reconciliation reflect the new standard for the periods from June 30, 2025 to September 29, 2025 and the period from September 30, 2025 to June 28, 2026, while fiscal year 2025 and Fiscal year 2024 disclosures will continue to follow the previous disclosure requirements.

The following table presents the reconciliation of the statutory U.S. federal income tax rate to the effective tax rate, pursuant to the disclosure requirements of ASU 2023-09:

	Successor		**Predecessor**	
	Period from September 30, 2025 to June 28, 2026		**Period from June 30, 2025 to September 29, 2025**	
(in millions of U.S. Dollars, except for percentages)	**Amount**	**Percent**	**Amount**	**Percent**
U.S. Federal Statutory Tax Rate	($87.0)	21.0 %	$89.0	21.0 %
Nontaxable or Nondeductible items:				
Transaction fees	—	— %	14.6	3.5 %
Stock compensation	—	— %	21.9	5.2 %
Effects of restructuring	—	— %	60.0	14.1 %
Changes in valuation allowances	88.4	(21.3)%	(186.2)	(44.0)%
Other	(1.2)	0.3 %	3.8	0.9 %
State and Local Income Taxes, Net of Federal Income Tax Effect(1)	0.1	— %	—	— %
Foreign Tax Effects	1.1	(0.3)%	0.4	0.1 %
Income tax expense and effective tax rate	$1.4	(0.3)%	$3.5	0.8 %

(1): The states that contributed greater than 50% of the tax effect in this category include California and Massachusetts.

The following table presents the reconciliation of the statutory U.S. federal income tax rate to the effective tax rate for the years ended June 29, 2025 and June 30, 2024, prior to the adoption of ASU 2023-09:

	Predecessor			
	Fiscal Year Ended June 29, 2025		**Fiscal Year Ended June 30, 2024**	
(in millions of U.S. Dollars)	**Amount**	**Percent**	**Amount**	**Percent**
Federal income tax provision at statutory rate	($340.0)	21 %	($120.2)	21 %
(Decrease) increase in income tax expense resulting from:				
State tax provision, net of federal benefit	(13.8)	1 %	(5.0)	1 %
Tax exempt interest	(0.1)	— %	(0.4)	— %
(Decrease) increase in tax reserve	(0.4)	— %	(2.0)	— %
Research and development credits	(7.3)	1 %	(9.7)	2 %
Increase (decrease) in valuation allowance	309.1	(19)%	127.0	(22)%
Stock-based compensation	14.2	(1)%	8.8	(2)%
Statutory rate differences	0.1	— %	—	— %
Foreign earnings taxed in U.S.	3.5	— %	0.4	— %
Goodwill Impairment	23.1	(1)%	—	— %
Provision to return adjustments	0.9	— %	(0.4)	— %
Impact of rate changes	(3.4)	— %	0.4	— %
Expiration of attributes	0.1	— %	2.0	— %
Pre-petition charges	4.1	— %	—	— %
Other	0.2	— %	0.2	— %
Income tax (benefit) expense and effective tax rate	($9.7)	1 %	$1.1	— %

Income taxes paid in federal, state and foreign jurisdictions are immaterial.

The following were the components of (loss) income before income taxes:

	Successor	Predecessor		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Domestic	($419.7)	$431.4	($1,619.2)	($572.2)
Foreign	5.3	(7.7)	0.3	(0.3)
(Loss) income before income taxes	($414.4)	$423.7	($1,618.9)	($572.5)

The following were the components of income tax (benefit) expense:

	Successor	Predecessor		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Current:				
Federal	$—	$0.1	$—	$—
Foreign	0.8	0.1	0.6	0.9
State	—	—	—	0.2
Total current	0.8	0.2	0.6	1.1
Deferred:				
Federal	0.9	3.2	(10.5)	—
Foreign	(0.4)	—	0.5	—
State	0.1	0.1	(0.3)	—
Total deferred[(1)]	0.6	3.3	(10.3)	—
Income tax expense (benefit)	$1.4	$3.5	($9.7)	$1.1

(1): For the period ended September 29, 2025, expenses included $2.3 million impact from fresh start accounting and implementation of the Plan. See Note 4, "Fresh Start Accounting," for further information.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities were as follows:

(in millions of U.S. Dollars)	**Successor June 28, 2026**	**Predecessor June 29, 2025**
Deferred tax assets:		
Compensation	$5.9	$8.3
Inventories	41.0	45.3
Sales return reserve and allowance for bad debts	11.3	8.1
Federal and state net operating loss carryforwards	133.0	691.0
Federal income tax credits	79.2	77.0
State income tax credits	0.7	0.7
48C investment tax credits	35.7	35.7
Property and Equipment	534.4	—
Investments	0.3	0.6
Stock-based compensation	5.9	9.0
Deferred revenue	16.5	25.0
Lease liabilities	24.0	35.1
Capitalized research and development	63.5	120.1
Convertible notes	—	58.5
Nondeductible interest carryforward	115.9	95.3
Other	7.4	14.1
Total gross deferred assets	1,074.7	1,223.8
Less valuation allowance	(930.6)	(1,041.4)
Deferred tax assets, net	144.1	182.4
Deferred tax liabilities:		
Property and equipment	—	(122.4)
Intangible assets	(85.2)	(5.0)
Other long-term investments	—	(9.0)
Prepaid taxes	(0.5)	(0.5)
Foreign earnings recapture	(4.2)	(4.2)
Taxes on unremitted foreign earnings	(1.0)	(7.0)
Lease assets	(21.8)	(29.1)
Convertible notes and debt	(32.2)	—
Other	—	(4.6)
Total gross deferred liability	(144.9)	(181.8)
Deferred tax liability, net	($0.8)	$0.6

The components giving rise to the net deferred tax assets (liabilities) have been included in the consolidated balance sheets as follows:

	Successor Balance at June 28, 2026	
(in millions of U.S. Dollars)	**Assets**	**Liabilities**
U.S. federal income taxes	$—	($1.9)
Foreign income taxes	1.1	—
Total	$1.1	($1.9)

	Predecessor Balance at June 29, 2025	
(in millions of U.S. Dollars)	**Assets**	**Liabilities**
U.S. federal income taxes	$—	($0.5)
Foreign income taxes	1.1	—
Total	$1.1	($0.5)

The Company weighs all available evidence, both positive and negative, to estimate if sufficient future taxable income will be generated to utilize the existing deferred tax assets by jurisdiction. Primarily as the result of significant cumulative losses, the Company has concluded that it is necessary to recognize a full valuation allowance against its United States deferred tax assets as of June 28, 2026. As of June 28, 2026 and June 29, 2025, the United States valuation allowance was $930.4 million and $1,041.3 million, respectively. For the fiscal year ended June 28, 2026, the Company decreased the United States valuation allowance by $110.9 million largely due to decreases in net operating loss carryforwards as the result of tax cancellation of debt ("COD") Income offset by increases in deferred tax assets related to property and equipment and interest carryforwards. The Company has a full valuation allowance against its state deferred tax assets and an immaterial valuation allowances against deferred tax assets in international jurisdictions.

As of June 28, 2026, the Company had approximately $615.7 million of federal net operating loss carryovers which are fully offset by liabilities for unrecognized tax benefits and valuation allowance. The Company's federal net operating loss carryovers have no carry forward expiration limitation. The Company has $198.1 million of state net operating loss carryovers which are fully offset due to a valuation allowance. The Company's state net operating loss carryovers begin to expire in fiscal 2027. Additionally, the Company had $118.9 million of federal credit carryforwards, which are fully offset by liabilities for unrecognized tax benefits and a valuation allowance, and $0.7 million of state income tax credit carryforwards, which are fully offset by a valuation allowance. The federal and state income tax credit carryforwards will begin to expire in fiscal 2031 and fiscal 2027, respectively. As of June 28, 2026, the Company had approximately $2.2 million of foreign net operating loss carryovers, of which $0.4 million are offset by a valuation allowance. The Company's foreign net operating loss carryovers have no carry forward limitation.

As discussed in Note 3 – Emergence from Voluntary Reorganization under Chapter 11, the implementation of the Plan resulted in the discharge of indebtedness which gave rise to approximately $3.4 billion of COD income for U.S. federal income tax purposes which was excluded from taxable income. The exclusion from taxable income under Section 108 of the Internal Revenue Code of 1986, as amended (the "Code") resulted in the Company reducing its gross net operating loss by $3.4 billion. For U.S. federal income tax purposes, the Plan did not result in the close of its tax year. For U.S. federal income tax purposes, the reduction was first applied to the fiscal 2026 tax year loss, which includes both predecessor and successor periods, and then to the earliest available net operating loss. While for U.S. GAAP purposes the implementation of the Plan resulted in fair market value adjustments to the Company's basis in assets, for U.S. federal income tax purposes, the adjustments were limited to the reductions to tax attributes pursuant Section 108 discussed above. As a result, the Fresh Start Adjustments discussed in Note 3 - Emergence from Voluntary Reorganization under Chapter 11 generally resulted in an increase to the Company's deferred tax assets, offset by a change in valuation allowance.

During the fiscal year ended June 28, 2026, as part of the restructuring under the Plan, the Company experienced an "ownership change" within the meaning of Section 382 of the Internal Revenue Code of 1986, as amended ("Section 382"). As a result, the Company's ability to utilize its U.S. federal NOL and certain other tax attributes arising before the ownership change is subject to annual limitations.

The Company has analyzed the effect of this ownership change and expects that certain tax credit carryforwards and state net operation losses may expire unused. Future changes in the Company's stock ownership, including those that may be outside the

Company’s control, could result in additional ownership changes under Section 382, which may further limit the Company’s ability to utilize its NOLs and other tax attributes.

In July 2025, the "One Big Beautiful Bill Act" (the "OBBBA") was enacted, making multiple changes to federal income tax laws that affect US federal income taxes of non-US operations and the timing of deductions related to 100% bonus deprecation, expense of domestic research and development costs, and interest. As the result of implementation of OBBBA, the Company’s deferred tax assets for domestic research and development costs was partially accelerated resulting in a deduction of $266.7 million in the current fiscal year.

U.S. GAAP requires a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount that is cumulatively more than 50% likely to be realized upon ultimate settlement.

As of June 29, 2025, the Company’s liability for unrecognized tax benefits was $8.3 million. During the fiscal year ended June 28, 2026, the liability for unrecognized tax benefits increased by $0.1 million, which was related to prior year tax positions. In addition, there was a decrease of $0.3 million for expiration of statute of limitations. As a result, the total liability for unrecognized tax benefits as of June 28, 2026 was $8.1 million. If any portion of this $8.1 million is recognized, the Company will then include that portion in the computation of its effective tax rate. Although the ultimate timing of the resolution and/or closure of audits is highly uncertain, the Company believes it is reasonably possible that $0.5 million of gross unrecognized tax benefits will change in the next 12 months as a result of statute requirements or settlement with tax authorities.

The following is a tabular reconciliation of the Company’s change in uncertain tax positions:

	Successor	**Predecessor**		
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**	**Period from June 30, 2025 to September 29, 2025**	**Fiscal Year Ended June 29, 2025**	**Fiscal Year Ended June 30, 2024**
Balance at beginning of period	$8.3	$8.3	$9.4	$9.8
Increases related to prior year tax positions	0.1	—	—	—
Decreases related to prior year tax positions	—	—	(1.1)	(0.1)
Expiration of statute of limitations for assessment of taxes	(0.3)	—	(0.4)	(2.0)
Increases related to current year positions	—	—	0.4	1.7
Balance at end of period	$8.1	$8.3	$8.3	$9.4

The Company's policy is to include interest and penalties related to unrecognized tax benefits within the income tax expense (benefit) line item in the consolidated statements of operations. Interest and penalties relating to unrecognized tax benefits recognized in the consolidated statements of operations was less than $0.1 million for the period from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025, and June 30, 2024.

For Federal purposes, the Company is generally no longer subject to tax assessments for fiscal years prior to 2023. For state tax returns, the Company is generally no longer subject to tax examinations for fiscal years prior to 2022. For foreign purposes, the Company is generally no longer subject to examination for tax periods prior to 2016. Certain carryforward tax attributes generated in prior years remain subject to examination, adjustment and recapture.

The Company provides for income taxes on the earnings of foreign subsidiaries unless such earnings are considered indefinitely reinvested outside the United States. As of June 28, 2026, the Company has approximately $32.1 million of undistributed earnings from certain non-U.S. subsidiaries, of which $6.8 million was not considered indefinitely reinvested. The Company would incur approximately $1.0 million of foreign income taxes upon repatriation of these earnings. The Company has not provided income taxes on the remaining $25.3 million of undistributed foreign earnings because it intends to reinvest these earnings indefinitely in foreign operations. If these earnings were subsequently repatriated to the United States, the Company would be required to pay approximately $2.6 million in taxes.

Note 16 – Commitments and Contingencies

The Company is currently a party to various legal proceedings, including the case described below. While management presently believes that the ultimate outcome of such proceedings, individually and in the aggregate, will not materially harm the Company's financial position, cash flows, or overall trends in results of operations, legal proceedings are subject to inherent uncertainties, and unfavorable rulings could occur. An unfavorable ruling could include monetary damages or, in matters for which injunctive relief or other conduct remedies may be sought, an injunction prohibiting the Company from selling one or more products at all or in particular ways. Were unfavorable final outcomes to occur, there exists the possibility of a material adverse impact on the Company's business, results of operations, financial position and overall trends. The outcomes in these matters are not reasonably estimable.

In October 2021, The Trustees of Purdue University ("Purdue") filed a complaint against the Company in the U.S. District Court for the Middle District of North Carolina, alleging infringement of U.S. Patent Nos. 7,498,633 (the "'633 Patent"), entitled "High-voltage power semiconductor device," and 8,035,112 (the "'112 Patent"), entitled "SIC power DMOSFET with self-aligned source contact." In the complaint, Purdue also alleged willful infringement and sought unspecified monetary damages and attorneys' fees. In August 2022, Purdue voluntarily withdrew all allegations as to the '112 Patent after having disclaimed all rights to that patent. On February 25, 2025, the Company entered into a confidential settlement agreement with Purdue resolving all remaining claims against the Company. A stipulation for dismissal was filed with the court, and the court dismissed the case with prejudice on March 17, 2025. The Company recorded the entire financial impact of the settlement during the third quarter of fiscal 2025 as the loss became probable and estimable when the settlement was made.

On November 15, 2024, the Company and certain of its former executive officers were named as defendants ("Defendants") in a securities class action lawsuit captioned Gary Zagami v Wolfspeed, Inc., et al., Case No. 6:24-cv-01395, which was filed in the United States District Court for the Northern District of New York. The complaint alleges that Defendants violated Sections 10(b) and 20(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Rule 10b-5 promulgated thereunder by making false and/or misleading statements between August 16, 2023 and November 6, 2024 in connection with the operational status, profitability, and growth potential of the Mohawk Valley fabrication facility, among other things. The complaint seeks unspecified compensatory damages and other relief. On January 8, 2025 and January 13, 2025, respectively, stockholders filed two additional lawsuits regarding the same matters and against the same Defendants—*Maizner v. Wolfspeed, Inc., et al.* (No. 6:25-cv-00046) and *Ferreira v. Wolfspeed, Inc., et al.* (No. 6:25-CV-00062)—in the U.S. District Court for the Northern District of New York, which consolidated the *Zagami*, *Maizner*, and *Ferreira* actions and appointed co-lead plaintiffs and co-lead counsel on February 24, 2025. Co-lead plaintiffs filed an amended complaint on May 5, 2025, and Defendants moved to transfer the consolidated action to the U.S. District Court for the Middle District of North Carolina on June 4, 2025. On December 22, 2025, the United States District Court for the Northern District of New York granted the motion to transfer, and the case was electronically transferred to the Middle District of North Carolina on January 7, 2026. On February 20, 2026, Defendants filed a motion to dismiss the amended complaint, and briefing concluded on June 5, 2026. On July 20, 2026, the District Judge held oral argument on the motion to dismiss. On August 12, 2026, the District Judge granted Defendants' motion to dismiss without prejudice and entered judgment dismissing the amended complaint in its entirety. The plaintiffs may appeal or seek to further amend the amended complaint.

The Company intends to vigorously defend against the claims in the above-referenced class action.

We are also pursuing claims for damages arising from alleged patent infringement, including the case described below.

The Company filed a complaint for patent infringement against Navitas Semiconductor Corp., Navitas Semiconductor Ireland, LLC, GeneSic Semiconductor LLC, and Navitas Semiconductor USA, Inc. (collectively, "Navitas") on July 7, 2026 in the United States District Court of Delaware. The complaint seeks injunctive relief and damages for infringement of five U.S. patents owned by the Company (U.S. Patent No. 8,169,005, U.S. Patent No. 10,998,418, U.S. Patent No. 10,886,396, U.S. Patent No. 10,749,443 and U.S. Patent No. 11,888,392) by Navitas' GaN-based FET products and SiC-based products. Navitas' response to the complaint is due August 28, 2026. While management believes the claims have merit, the outcome of these matters is inherently uncertain. Therefore, no amounts related to potential recoveries have been reflected in the consolidated financial statements.

Grant Disbursement Agreement ("GDA") with the State of New York

The Company currently has a GDA with the State of New York Urban Development Corporation (doing business as Empire State Development). The GDA provides a potential total grant amount of $500.0 million to partially and fully reimburse the Company for certain property, plant and equipment costs related to the Company's construction of its silicon carbide device fabrication facility in Marcy, New York.

The GDA was signed in the fourth quarter of fiscal 2020 and requires the Company to satisfy a number of objectives for the Company to receive reimbursements through the span of the 13-year agreement. These objectives include maintaining a certain level of local employment, investing a certain amount in locally administered research and development activities and the payment of an annual commitment fee for the first six years. Additionally, the Company has agreed, under a separate agreement (the SUNY Agreement), to sponsor the creation of two endowed faculty chairs and fund a scholarship program at SUNY Polytechnic Institute.

As of June 28, 2026, the annual cost of satisfying the objectives of the GDA and the SUNY Agreement, excluding the direct and indirect costs associated with employment, varies from $2.2 million to $5.2 million per year through fiscal 2031.

As of June 28, 2026, the Company has received a total of $500.0 million as a result of GDA reimbursements, all of which has been received in cash.

Supply Commitments

From time to time, the Company may enter into agreements with its suppliers which require the Company to commit to a minimum of product purchases or make capacity reservation deposits.

In fiscal 2023, the Company entered into an agreement with a supplier which requires a minimum commitment of product purchases on a take-or-pay basis of $200.0 million over the life of the contract. During the third quarter of fiscal 2025, the Company amended the agreement to extend the term of the contract through December 2029 and modify the remaining minimum annual purchase commitments. During the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal year ended June 29, 2025 and June 30, 2024 the Company purchased $4.4 million, $14.7 million, $20.0 million, and $36.7 million of product under this agreement. As of June 28, 2026, minimum future product purchases for the remainder of 2026, 2027, 2028 and 2029 are $22.2 million, $38.0 million, $40.0 million and $42.0 million, respectively.

In addition, the Company paid quarterly capacity reservation deposits through the second quarter of fiscal 2026. The capacity reservation deposits totaled $60.0 million and are refundable through credits on future product purchases. The Company paid $3.5 million in the period from June 30, 2025 to September 29, 2025, $0.0 million in the period from September 30, 2025 to June 28, 2026, $18.1 million in fiscal 2025 and $32.9 million in fiscal 2024 in connection with the agreement. As of June 28, 2026, the Company has paid the full $60 million in connection with the agreement, which is recognized and $37.9 million remains in prepaid expenses and other long-term assets on the consolidated balance sheet.

In the second quarter of fiscal 2024, the Company entered into an agreement with another supplier which requires a minimum commitment of product purchases on a take-or-pay basis of $86.4 million over the life of the contract. During the periods from June 30, 2025 to September 29, 2025 and September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024, the Company purchased $7.2 million, $12.0 million, $26.4 million and $19.2 million, respectively, of product under this agreement which satisfied the minimum future product purchases for the period. Minimum future product purchases for the remainder of fiscal 2027 are $21.6 million, respectively.

The Company will also be required to purchase electricity for its facilities in Siler City, North Carolina and Durham, North Carolina under a long-term electricity supply agreement with minimum volume and spend requirements of approximately $55.3 million over the next 4 years and approximately $22.7 million over the next 7 years, respectively.

The Company has entered into an agreement with a supplier for equipment that has not yet been delivered or accepted by the Company. While the Company has not accepted delivery of the equipment and, therefore, the arrangement has not commenced as a lease under ASC 842, the Company is contractually obligated to make monthly payments of $0.2 million for the next 181 months.

The Company reviews the terms of all its long-term supply agreements and assesses the need for any accruals for estimated losses on adverse purchase commitments, such as lower of cost or net realizable value adjustments that will not be recovered by future sales prices and the recoverability of assets related to capacity deposits, as necessary.

Note 17 – Concentrations of Risk

Financial instruments, which may subject the Company to a concentration of risk, consist principally of short-term investments, cash equivalents, accounts receivable and long-term receivables. Short-term investments consist primarily of municipal bonds, corporate bonds, U.S. agency securities, U.S. treasury securities, commercial paper and certificates of deposit. The Company's cash equivalents consist primarily of money market funds. Certain bank deposits may at times be in excess of the FDIC insurance limits.

The Company sells its products on account to manufacturers, distributors and others worldwide and generally requires no collateral.

For the period from June 30, 2025 to September 29, 2025, two customers represented 13% and 28% of revenue, respectively. For the period from September 30, 2025 to June 28, 2026, two customers represented 11% and 27% of revenue, respectively. For the fiscal year ended June 29, 2025, two customers represented 19% and 18% of revenue, respectively. For the fiscal year ended June 30, 2024, two customers represented 13% and 24% of revenue, respectively. No other customers individually accounted for more than 10% of revenue for the periods from June 30, 2025 to September 29, 2025 and from September 30, 2025 to June 28, 2026 and the fiscal years ended June 29, 2025 and June 30, 2024.

Two customers accounted for 15% and 11% of the accounts receivable balance as of June 28, 2026, respectively. Two customers accounted for 26% and 12% of the accounts receivable balance as of June 29, 2025, respectively. No other customers accounted for more than 10% of the accounts receivable balance as of June 28, 2026 and June 29, 2025.

Note 18 - Restructuring

2025 Restructuring Plan

During the first quarter of fiscal 2025, the Company initiated a headcount reduction and facility closure and consolidation plan intended to optimize its cost structure as the Company accelerates its transition from 150mm to 200mm silicon carbide devices (collectively with the subsequent updates described below, the 2025 Restructuring Plan).

The actions taken under the 2025 Restructuring Plan resulted in the closure of the Company's 150mm device fabrication facility in Durham, North Carolina as well as a realignment of related activities across the geographic regions in which the Company operates. The Company also consolidated its manufacturing footprint for epitaxy products by closing operations at its facility in Farmers Branch, Texas and impairing assets associated with the Saarland, Germany site during fiscal 2025. In addition, the Company took steps to optimize the allocation of resources across various functional groups. The Company also implemented a voluntary separation program for a limited number of eligible employees based on their age and years of service. During the third and fourth quarters of fiscal 2025, the Company increased the scope of the planned headcount reductions, primarily in its Materials Products operations and supporting roles.

The 2025 Restructuring Plan resulted in a cumulative total headcount reduction of approximately 28%. The Company's 150mm device fabrication facility in North Carolina ceased production in the second quarter of fiscal 2026.

The costs incurred as a result of the 2025 Restructuring Plan primarily include severance and employee benefit costs, voluntary termination benefits, and other exit costs that qualify as exit and disposal costs under ASC 420, "Exit or Disposal Cost Obligations". The involuntary severance costs incurred were provided under an ongoing benefit arrangement and were therefore recorded once they were both probable and reasonably estimable in accordance with the provisions of ASC 712-10, "Nonretirement Postemployment Benefits". Additionally, the Company incurred additional facility closure-related costs related to these activities, including asset-related charges, fixed manufacturing costs that will be eliminated as a result of this plan, and other incremental costs related to the exit of certain facilities.

Including these additional facility closure-related costs, the Company incurred approximately $457 million of total restructuring and related costs, including approximately $73 million of involuntary and voluntary severance costs, approximately $124 million of other closure-related cash costs, and approximately $260 million of charges related to long-lived assets and other non-cash costs, including accelerated depreciation and impairments upon abandonment or disposal of machinery and equipment.

A summary of the charges recognized in the consolidated statements of operations for the period from June 30, 2025 to September 29, 2025, the period from September 30, 2025 to June 28, 2026 and for the fiscal year ended June 29, 2025 resulting from these restructuring activities is shown below:

(in millions of U.S. Dollars)	Successor	Predecessor	
	Period from September 30, 2025 to June 28, 2026	Period from June 30, 2025 to September 29, 2025	Fiscal Year Ended June 29, 2025
Accelerated depreciation	$—	$5.6	$33.6
Inventory write-down/scrap	11.7	2.5	—
Other closure-related costs	14.5	10.0	63.5
Total cost of revenue, net	26.2	18.1	97.1
Impairments on abandoned assets	1.8	0.1	170.2
Severance[1]	—	0.1	72.9
Accelerated depreciation[2]	—	—	11.4
Contract termination costs	1.6	2.3	18.6
Other closure-related costs	2.9	1.2	32.0
Restructuring and other expenses	6.3	3.7	305.1
Total	$32.5	$21.8	$402.2

[1] Employee severance and benefit costs include the early exit program activity.
[2] Includes net impact of change in salvage value and estimated useful life related to 150mm fab tooling and equipment.

A summary of the balance sheet activity during the period from June 30, 2025 to September 29, 2025 related to the 2025 Restructuring Plan is shown below:

(in millions of U.S. Dollars)	Predecessor			
	As of June 29, 2025	Charges	Usage	September 29, 2025
Employee severance and benefit costs[1]	$25.2	$0.1	($11.9)	$13.4
Contract termination liability	5.5	2.3	(2.0)	5.8
Total	$30.7	$2.4	($13.9)	$19.2

[1] Employee severance and benefit costs includes the early exit program activity.

A summary of the balance sheet activity during the period from September 30, 2025 to June 28, 2026 related to the 2025 Restructuring Plan is shown below:

(in millions of U.S. Dollars)	Successor			
	As of September 30, 2025	Charges	Usage	June 28, 2026
Employee severance and benefit costs[1]	$13.4	$—	($12.4)	$1.0
Contract termination liability	5.8	1.6	(3.3)	4.1
Total	$19.2	$1.6	($15.7)	$5.1

[1] Employee severance and benefit costs includes the early exit program activity.

A summary of the balance sheet activity during fiscal 2025 related to the 2025 Restructuring Plan is shown below:

(in millions of U.S. Dollars)	Predecessor			
	As of June 30, 2024	Charges	Usage	June 29, 2025
Employee severance and benefit costs[1]	$—	$72.9	($47.7)	$25.2
Contract termination liability	—	18.6	(13.1)	5.5
Total	$—	$91.5	($60.8)	$30.7

[1] Employee severance and benefit costs includes the early exit program activity.

The restructuring liability of $5.1 million at June 28, 2026, relating to severance payments and contract terminations, is recorded in the "accounts payable and accrued expenses" and "other current liabilities" and "other long-term liabilities" line items of the consolidated balance sheets, respectively.

2026 Restructuring Plans

During the second quarter of fiscal 2026, the Company implemented and substantially completed a headcount reduction (the "2026 Restructuring"), of approximately 8%, to better align with business needs as a result of the transition of Wolfspeed's internal chip manufacturing to 200mm and reduced demand for 150mm substrates. The severance and benefit costs related to this initiative were recorded in the second quarter of fiscal 2026 in accordance with the provisions of ASC 712-10, "Nonretirement Postemployment Benefits". No further charges are expected.

A summary of the charges recognized in the consolidated statements of operations through the period from September 30, 2025 to June 28, 2026 resulting from these restructuring activities is shown below:

	Successor
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**
Severance	7.5
Restructuring and other expenses	$7.5

A summary of the balance sheet activity related to these restructuring activities recognized in accounts payable and accrued expenses in the consolidated balance sheet as of June 28, 2026 follows:

	Successor			
(in millions of U.S. Dollars)	**As of September 30, 2025**	**Charges**	**Usage**	**June 28, 2026**
Employee severance and benefit costs	$—	$7.5	($6.7)	$0.8
Total	$—	$7.5	($6.7)	$0.8

During the fourth quarter of fiscal 2026, the Company approved a restructuring plan designed to further optimize its organizational structure with current business needs. The Company recorded severance and related benefit costs in accordance with the provisions of ASC 712-10, "Nonretirement Postemployment Benefits". This planned workforce reduction of approximately 6% of the employee population is expected to occur by the first half of fiscal 2027. The Company expects to incur approximately $4 million of total restructuring costs related to involuntary severance costs, with the remainder being incurred during the first half of fiscal 2027.

A summary of the charges recognized in the consolidated statements of operations through the fourth quarter of fiscal 2026 resulting from these restructuring activities is shown below:

	Successor
(in millions of U.S. Dollars)	**Period from September 30, 2025 to June 28, 2026**
Severance	3.0
Restructuring and other expenses	$3.0

A summary of the balance sheet activity related to these restructuring activities recognized in accounts payable and accrued expenses in the consolidated balance sheet as of June 28, 2026 follows:

	Successor			
(in millions of U.S. Dollars)	**As of September 30, 2025**	**Charges**	**Usage**	**June 28, 2026**
Employee severance and benefit costs	$—	$3.0	$—	$3.0
Total	$—	$3.0	$—	$3.0

Item 9. ***Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

Item 9A. ***Controls and Procedures***

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Annual Report, our disclosure controls and procedures are effective in that they provide reasonable assurances that the information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods required by the SEC's rules and forms and that such information is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes to Internal Control Over Financial Reporting

There have been no changes to our internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during the fourth quarter of fiscal 2026 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

In the course of our ongoing preparations for making management's report on internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act of 2002, from time to time we have identified areas in need of improvement and have taken remedial actions to strengthen the affected controls as appropriate. We make these and other changes to enhance the effectiveness of our internal controls over financial reporting, which do not have a material effect on our overall internal control.

We will continue to evaluate the effectiveness of our disclosure controls and procedures and internal control over financial reporting on an ongoing basis and will take action as appropriate.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Our internal control system was designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

(i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets;

(ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and

(iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In making the assessment of internal control over financial reporting, our management used the criteria issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework* (2013 framework). Based on that assessment and those criteria, management has concluded that our internal control over financial reporting was effective as of June 28, 2026.

The effectiveness of our internal control over financial reporting as of June 28, 2026 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report in Part II, Item 8 of this Annual Report.

Item 9B. *Other Information*

Rule 10b5-1 Trading Plans

During the fiscal quarter ended June 28, 2026, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" (in each case, as defined in Item 408 of Regulation S-K).

Item 9C. *Disclosure Regarding Foreign Jurisdictions that Prevent Inspections*

Not applicable.

PART III

Certain information called for in Items 10, 11, 12, 13 and 14 is incorporated by reference from our definitive proxy statement relating to our annual meeting of stockholders (the "2026 Proxy Statement"), which will be filed with the SEC within 120 days after the end of fiscal 2026.

Item 10. *Directors, Executive Officers and Corporate Governance*

The information required by this Item is incorporated by reference to the 2026 Proxy Statement.

Item 11. *Executive Compensation*

The information required by this Item is incorporated by reference to the 2026 Proxy Statement.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*

The information required by this Item is incorporated by reference to the 2026 Proxy Statement.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

The information required by this Item is incorporated by reference to the 2026 Proxy Statement.

Item 14. *Principal Accountant Fees and Services*

The information required by this Item is incorporated by reference to the 2026 Proxy Statement.

PART IV

Item 15. ***Exhibits and Financial Statement Schedules***

(a)(1) and (2) The financial statements and reports of independent registered public accounting firm are filed as part of this Annual Report (see "Index to Consolidated Financial Statements" at Item 8). The financial statement schedules are not included in this item as they are either not applicable or are included as part of the consolidated financial statements.

(a)(3) The following exhibits have been or are being filed herewith and are numbered in accordance with Item 601 of Regulation S-K:

			Incorporated by Reference		
Exhibit No.	Description	Filed Herewith	Form	Exhibit	Filing Date
2.1^	Asset Purchase Agreement, dated October 18, 2020, between Cree, Inc., SMART Global Holdings, Inc. and Chili Acquisition, Inc., as amended		8-K	2.1	3/2/2021
2.2^	Asset Purchase Agreement, dated August 22, 2023, between Wolfspeed, Inc. and MACOM Technology Solutions Holdings Inc.		8-K/A	2.1	8/28/2023
2.3	Joint Prepackaged Chapter 11 Plan of Reorganization of Wolfspeed, Inc. and Its Debtor Affiliate		8-K	2.2	9/10/2025
3.1	Certificate of Incorporation of Wolfspeed, Inc.		8-A	3.1	9/26/2025
3.2	Bylaws of Wolfspeed, Inc.		8-A	3.2	9/26/2025
4.1	Description of the Registered Securities	X			
4.2**	Indenture, dated as of September 29, 2025, by and among Wolfspeed, Inc., the Subsidiary Guarantors party thereto from time to time and U.S. Bank Trust Company, National Association		8-K	4.1	9/30/2025
4.3	Form of Senior Secured Note due 2030 (included as Exhibit A to Exhibit 4.2)		8-K	4.2	9/30/2025
4.4**	Indenture, dated as of September 29, 2025, by and among Wolfspeed, Inc., the Subsidiary Guarantors party thereto from time to time, and U.S. Bank Trust Company, National Association		8-K	4.3	9/30/2025
4.5	Form of 7.0%/12.00% Second Lien Senior Secured PIK Toggle Notes due 2031 (included as Exhibit A to Exhibit 4.4)		8-K	4.4	9/30/2025
4.6**	Indenture, dated as of September 29, 2025, by and among Wolfspeed, Inc., the Subsidiary Guarantors party thereto from time to time and U.S. Bank Trust Company, National Association		8-K	4.5	9/30/2025
4.7	Form of 2.5% Convertible Second Lien Senior Secured Notes due 2031 (included as Exhibit A to Exhibit 4.6)		8-K	4.6	9/30/2025
4.8**	Indenture, dated as of September 29, 2025, by and among Wolfspeed, Inc., the Subsidiary Guarantors part thereto from time to time and U.S. Bank Trust Company, National Association		8-K	4.7	9/30/2025
4.9	Form of 3.5% Convertible Second Lien Senior Secured Notes due 2031 (included as Exhibit A to Exhibit 4.8)		8-K	4.8	9/30/2025
4.10	Form of Pre-Funded Warrant		8-K	4.1	3/19/2026
4.11**	Indenture, dated as of March 26, 2026, by and among Wolfspeed, Inc., the Subsidiary Guarantor party thereto from time to time and U.S. Bank Trust Company, National Association		8-K	4.1	3/26/2026
4.12	Form of 3.5% Convertible 1.5 Lien Senior Secured Notes due 2031 (included as Exhibit A to Exhibit 4.11)		8-K	4.2	3/26/2026
4.13	First Supplemental Indenture, dated as of March 26, 2026, among Wolfspeed, Inc., the Subsidiary Guarantor party thereto and U.S. Bank Trust Company, National Association		8-K	4.3	3/26/2026

4.14	First Supplemental Indenture, dated as of March 26, 2026, among Wolfspeed, Inc., the Subsidiary Guarantor party thereto and U.S. Bank Trust Company, National Association		8-K	4.4	3/26/2026
4.15	First Supplemental Indenture, dated as of March 26, 2026, among Wolfspeed, Inc., the Subsidiary Guarantor party thereto and U.S. Bank Trust Company, National Association		8-K	4.5	3/26/2026
4.16	First Supplemental Indenture, dated as of March 26, 2026, among Wolfspeed, Inc., the Subsidiary Guarantor party thereto and U.S. Bank Trust Company, National Association		8-K	4.6	3/26/2026
10.1	Warrant, dated September 29, 2025, by and between Wolfspeed, Inc. and Renesas Electronics America Inc.		8-K	10.1	9/30/2025
10.2	Investor Rights and Disposition Agreement, dated September 29, 2025, by and between Wolfspeed, Inc. and Renesas Electronics America Inc		8-K	10.2	9/30/2025
10.3	Registration Rights Agreement, dated September 29, 2025, by and between Wolfspeed, Inc. and the holders party thereto		8-K	10.3	9/30/2025
10.4	Form of Securities Purchase Agreement, dated March 19, 2026, by and among the Wolfspeed, Inc. and the Investors party thereto		8-K	10.1	3/19/2026
10.5	Form of Registration Rights Agreement		8-K	10.2	3/19/2026
10.6	Form of Note Subscription Agreement, dated March 19, 2026, by and among the Wolfspeed, Inc., Wolfspeed Texas, LLC and the Investor parties thereto		8-K	10.3	3/19/2026
10.7*	2025 Long-Term Incentive Compensation Plan		8-K	10.4	9/30/2025
10.8	Form of Restricted Stock Unit Award Agreement under the Wolfspeed, Inc. 2025 Long-Term Incentive Compensation Plan		10-Q	10.9	2/6/2026
10.9*	2025 Management Incentive Compensation Plan		8-K	.5	9/30/2025
10.10*	Form of Restricted Stock Unit Award Agreement under the Wolfspeed, Inc. 2025 Management Incentive Compensation Plan		8-K	10.4	12/15/2025
10.11*†	Form of Performance Stock Unit Award Agreement under the Wolfspeed, Inc. 2025 Management Incentive Compensation Plan		8-K	10.5	12/15/2025
10.12	Form of Restricted Stock Unit Award Agreement under the Wolfspeed, Inc. 2025 Management Incentive Compensation Plan for Non-Employee Directors		10-Q	10.8	2/6/2026
10.13*	Wolfspeed Severance Plan - Senior Leadership Team, Plan Document and Summary Plan Description, as amended and restated		10-K	10.22	8/22/2024
10.14*	Form of Participation Agreement Under Wolfspeed Severance Plan - Senior Leadership Team	X			
10.15*	Employment Agreement, dated March 27, 2025, between Wolfspeed, Inc. and Robert Feurle		8-K	10.1	3/27/2025
10.16*	First Amendment to Employment Agreement, dated December 12, 2025, between Wolfspeed, Inc. and Robert Feurle		8-K	10.1	12/15/2025
10.17*	Employment Agreement, dated May 22, 2025, between Wolfspeed, Inc. and David Emerson		8-K	10.1	5/23/2025
10.18*	First Amendment to Employment Agreement, dated December 12, 2025, between Wolfspeed, Inc. and David Emerson, Ph.D.		8-K	10.3	12/15/2025
10.19*	Employment Agreement, dated January 14, 2026, between Wolfspeed, Inc. and Gregor van Issum		8-K	10.1	1/15/2026
10.20*	Retention Agreement with Kevin Speirits effective May 23, 2025		8-K	10.1	5/28/2025
10.21*	Separation and General Release Agreement, dated August 14, 2026, between Wolfspeed, Inc. and Kevin Speirits	X			
10.22*	Wolfspeed Bonus Plan for Fiscal Year 2026	X			
10.23	Form of Wolfspeed, Inc. Indemnification Agreement		10-Q	10.6	11/7/2025
10.24**	Restructuring Support Agreement, dated as of June 22, 2025, by and among Wolfspeed, Inc., Wolfspeed Texas LLC, the Consenting Noteholders and Renesas		8-K	10.1	6/23/2025

10.25**	Rights Offering Backstop Commitment Agreement, dated as of June 22, 2025, by and among Wolfspeed, Inc., Wolfspeed Texas LLC, and the Commitment Parties		8-K	10.2	6/23/2025
19.1	Securities Trading Policy	X			
21.1	Subsidiaries of the Company	X			
23.1	Consent of PricewaterhouseCoopers LLP (Predecessor)	X			
23.2	Consent of PricewaterhouseCoopers LLP (Successor)	X			
31.1	Certification by Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
31.2	Certification by Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X			
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	X			
97.1	Wolfspeed, Inc. Compensation Recovery Policy		10-K	97.1	8/22/2024
101	The following materials from Wolfspeed, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 28, 2026 formatted in Inline XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Comprehensive Loss; (iv) Consolidated Statements of Cash Flows; (v) Consolidated Statements of Stockholders' Equity; and (vi) Notes to Consolidated Financial Statements	X			
104	The cover page from the Wolfspeed, Inc.'s Annual Report on Form 10-K for the fiscal year ended June 28, 2026 formatted in Inline XBRL (included in Exhibit 101)				

* Management contract or compensatory plan or arrangement.

** Portions of this exhibit have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The registrant undertakes to furnish a copy of all omitted schedules and exhibits to the U.S. Securities and Exchange Commission upon its request.

^ Portions of this exhibit have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The omitted information is not material and is the type of information that the Company customarily and actually treats as private and confidential. The registrant under undertakes to furnish an unredacted copy of the exhibits to the U.S. Securities and Exchange Commission upon its request.

† Portions of this exhibit have been omitted pursuant to Item 601(b)(10) of Regulation S-K because they are both not material and are the type that the registrant treats as private or confidential. The registrant undertakes to furnish an unredacted copy of the exhibit to the U.S. Securities and Exchange Commission upon its request.

Item 16. ***Form 10-K Summary***

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WOLFSPEED, INC.
Date: August 20, 2026

By: /s/ Robert Feurle
Robert Feurle
Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ROBERT FEURLE **Robert Feurle**	Chief Executive Officer (Principal Executive Officer and Director)	August 20, 2026
/s/ GREGOR van ISSUM **Gregor van Issum**	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	August 20, 2026
/s/ ANTHONY M. ABATE **Anthony M. Abate**	Chairman and Director	August 20, 2026
/s/ MICHAEL BOKAN **Michael Bokan**	Director	August 20, 2026
/s/ ARIS BOLISAY **Aris Bolisay**	Director	August 20, 2026
/s/ HONG Q. HOU **Hong Q. Hou**	Director	August 20, 2026
/s/ MARK JENSEN **Mark Jensen**	Director	August 20, 2026
/s/ ANDY MATTES **Andy Mattes**	Director	August 20, 2026
/s/ ERIC MUSSER **Eric Musser**	Director	August 20, 2026
/s/ PAUL V. WALSH JR. **Paul V. Walsh, Jr.**	Director	August 20, 2026

NOTES

FISCAL 2026 CORPORATE INFORMATION

Corporate Headquarters
Wolfspeed, Inc.
4600 Silicon Drive
Durham, NC 27703-8475
Phone: 919.407.5300
Fax: 919.407.5615
www.wolfspeed.com

Independent Auditor
PricewaterhouseCoopers LLP
Raleigh, NC

Transfer Agent and Registrar
Equiniti Trust Company, LLC
1110 Centre Point Curve, Suite 101
Mendota Heights, MN 55120
Phone: 800.937.5449
www.equiniti.com

Investor Relations
Daniel Whalen
investorrelations@wolfspeed.com
Additional investor materials may be obtained without charge by contacting Investor Relations

Annual Meeting of Shareholders
The annual meeting of shareholders will be held on Oct. 27th, 2026 at 12 p.m. virtually at www.virtualshareholdermeeting.com/WOLF2026

Additional Information
The company's stock is traded on the New York Stock Exchange and is quoted under the symbol "WOLF"

Executive Officers
Robert A. Feurle
Chief Executive Officer

Gregor van Issum
Executive Vice President and Chief Financial Officer

David T. Emerson, Ph.D.
Executive Vice President and Chief Operating Officer

Bradley D. Kohn
Executive Vice President and Chief Legal and Global Affairs Officer

Board of Directors
Anthony M. Abate
Executive Chairman
GTT Communications, Inc.

Michael W. Bokan
Retired Senior VP
Micron Technology

Aristrelito M. Bolisay
VP of Finance
Renesas Electronics Corporation

Robert A. Feurle
CEO
Wolfspeed, Inc.

Hong Q. Hou
President and CEO
Semtech Corporation

Mark E. Jensen
Director
Lattice Semiconductor Corporation

Andreas W. Mattes
Former President and CEO
Coherent, Inc.

Eric S. Musser
Former President and COO
Corning Incorporated

Paul V. Walsh, Jr.
Former CFO
Allegro MicroSystems, Inc.

Wolfspeed®

THE POWER TO
MAKE IT REAL™