

Third Quarter Fiscal Year 2018

Supplemental Financial Information

Apr 26, 2018



Q3-18 Key Financials

Shipments	\$1,019M
Revenues	\$1,021M
Net Income*	\$318M
Diluted EPS*	\$2.02

** Non-GAAP, See appendix for GAAP to Non-GAAP reconciliation*

Q3-18 Summary Balance Sheet and Cash Flow

	Q1-18	Q2-18	Q3-18
Cash and Investments	\$3.06B	\$2.76B	\$2.89B
Accounts Receivable, Net	\$667M	\$741M	\$660M
Net DSO (Shipment)*	62 days	65 days	59 days
Inventories	\$762M	\$788M	\$859M
Inventory Turns*	1.9x	1.8x	1.8x

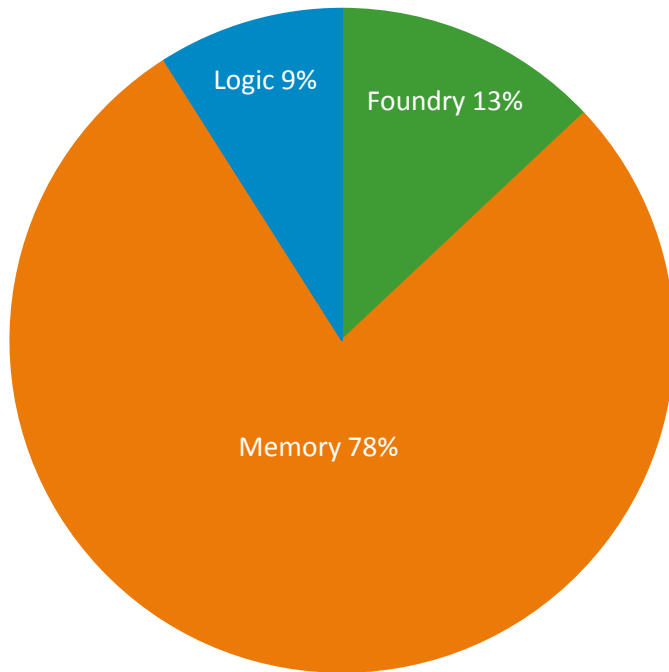
Net Cash From Operating Activities	\$374M	\$129M	\$353M
Capital Expenditures, Net	\$16M	\$13M	\$15M
Free Cash Flow*	\$358M	\$116M	\$338M

Dividends Paid	\$100M	\$93M	\$92M
-----------------------	---------------	--------------	--------------

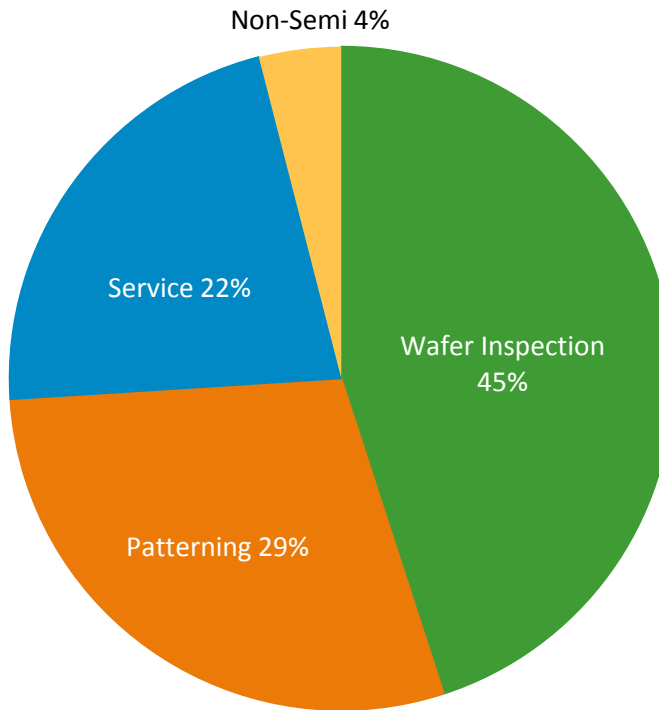
*DSO = Current Net AR / (Current Quarter Shipments / 90), Inventory Turns = Cost of Goods Sold / Average Inventory, Free Cash Flow = Net Cash Provided by Operating Activities – Net Capital Expenditures. Numbers have been rounded

Distribution of Q3 FY18 System Shipments

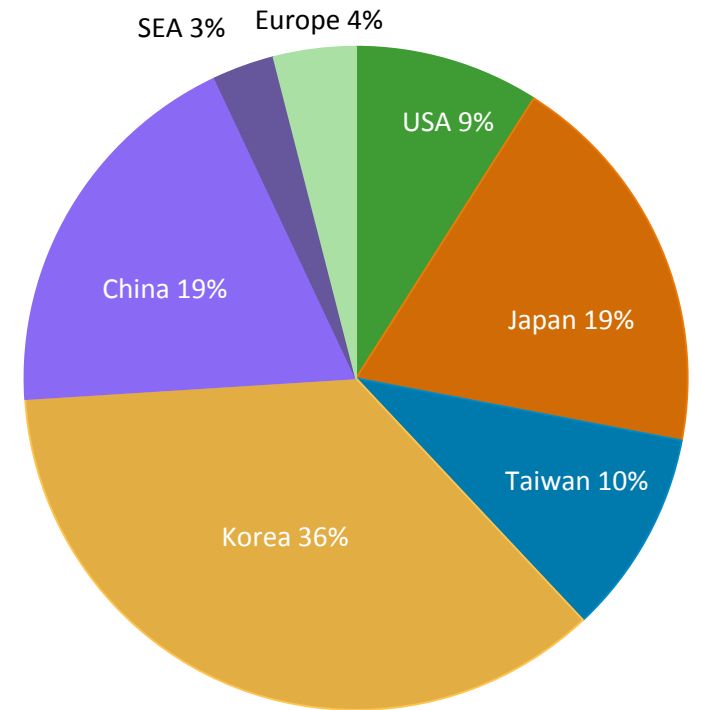
WAFER FRONT-END



PRODUCT GROUP



REGION



Historical Distribution of Shipments

		<u>Q1 2017</u>	<u>Q2 2017</u>	<u>Q3 2017</u>	<u>Q4 2017</u>	<u>Q1 2018</u>	<u>Q2 2018</u>	<u>Q3 2018</u>
Wafer Front-End	Memory	42%	42%	36%	32%	46%	71%	78%
	Foundry	45%	51%	52%	64%	40%	20%	13%
	Logic	13%	7%	12%	4%	14%	9%	9%
Product Group	Wafer Inspection	50%	47%	47%	50%	46%	47%	45%
	Service	24%	22%	21%	21%	21%	21%	22%
	Non-Semi	2%	2%	3%	4%	3%	2%	4%
	Patterning	24%	29%	29%	25%	30%	30%	29%
Region	USA	8%	8%	12%	11%	19%	8%	9%
	Japan	11%	4%	8%	11%	13%	16%	19%
	Taiwan	42%	46%	35%	13%	17%	14%	10%
	Korea	21%	21%	18%	40%	34%	37%	36%
	China	6%	8%	18%	18%	10%	18%	19%
	Rest of Asia	3%	6%	1%	1%	4%	1%	3%
	Europe	9%	7%	8%	6%	3%	6%	4%

Appendix



Reconciliation of Non-GAAP Financial Measures

<i>(In thousands, except per share amounts and percentages)</i>	For the three months ended			For the nine months ended	
	March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2018	March 31, 2017
GAAP net income (loss)	\$ 306,881	\$ (134,319)	\$ 253,562	\$ 453,498	\$ 669,914
<u>Adjustments to reconcile GAAP net income to non-GAAP net income (loss)*:</u>					
Acquisition-related charges	a 7,413	1,608	513	10,608	2,293
Merger-related charges	b -	-	3,221	3,015	10,895
Income tax effect of non-GAAP adjustments	c (343)	(465)	(1,272)	(2,407)	(4,111)
Discrete tax items	d 4,184	441,894	-	446,078	(3,064)
Non-GAAP net income	\$ 318,135	\$ 308,718	\$ 256,024	\$ 910,792	\$ 675,927
GAAP net income (loss) as a percentage of revenue	30.0%	(13.8)%	27.7%	15.3%	26.4%
Non-GAAP net income as a percentage of revenue	31.2%	31.6%	28.0%	30.7%	26.6%
GAAP net income (loss) per diluted share	\$ 1.95	\$ (0.86)	\$ 1.61	\$ 2.88	\$ 4.26
Non-GAAP net income per diluted share	\$ 2.02	\$ 1.97	\$ 1.62	\$ 5.78	\$ 4.30
Shares used in diluted shares calculation	157,201	156,587	157,746	157,539	157,297
GAAP operating income	\$ 385,804	\$ 366,197	\$ 344,113	\$ 1,113,688	\$ 927,263
<u>Adjustments to reconcile GAAP operating income to non-GAAP operating income*:</u>					
Acquisition-related charges	a 7,413	1,608	513	10,608	2,293
Merger-related charges	b -	-	3,221	3,015	10,895
Non-GAAP operating income (1)	\$ 393,217	\$ 367,805	\$ 347,847	\$ 1,127,311	\$ 940,451
GAAP operating income as a percentage of revenue	37.8%	37.5%	37.7%	37.5%	36.5%
Non-GAAP operating income as a percentage of revenue	38.5%	37.7%	38.1%	38.0%	37.0%

* Refer to "Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures" for detailed descriptions and information for each reconciling item.

(1) Non-GAAP operating income and operating expenses includes the effects of the changes in the Company's Executive Deferred Savings Plan Program ("EDSP") and the changes in the EDSP liability and asset are recorded in selling, general and administrative expense in operating expenses. The expense (benefit) associated with change in the liability included in selling, general and administrative expense for the three months ended March 31, 2018, December 31, 2017 and March 31, 2017 were \$0.9 million, \$7.0 million and \$7.7 million, respectively and \$14.7 million for each of the nine months ended March 31, 2018 and 2017. The gains (losses), net associated with the changes in the EDSP asset included in selling, general and administrative expense for the three months ended March 31, 2018, December 31, 2017 and March 31, 2017 were \$0.5 million, \$7.0 million and \$7.8 million, respectively and \$14.4 million and \$14.5 million for the nine months ended March 31, 2018 and March 31, 2017, respectively.

Reconciliation of Non-GAAP Financial Measures

<i>(In thousands, except percentages)</i>	For the three months ended			For the nine months ended	
	March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2018	March 31, 2017
GAAP gross margin	\$ 652,606	\$ 628,488	\$ 570,535	\$ 1,897,226	\$ 1,601,750
<u>Adjustments to reconcile GAAP gross margin to non-GAAP gross margin*:</u>					
Acquisition-related charges	a 1,122	1,530	500	4,182	1,650
Merger-related charges	b -	-	362	405	970
Non-GAAP gross margin	\$ 653,728	\$ 630,018	\$ 571,397	\$ 1,901,813	\$ 1,604,370
GAAP gross margin as a percentage of revenue	63.9%	64.4%	62.4%	64.0%	63.0%
Non-GAAP gross margin as a percentage of revenue	64.0%	64.6%	62.5%	64.1%	63.1%
GAAP operating expenses	\$ 266,802	\$ 262,291	\$ 226,422	\$ 783,538	\$ 674,487
<u>Adjustments to reconcile GAAP operating expenses to non-GAAP operating expenses*:</u>					
Acquisition-related charges	a (6,291)	(78)	(13)	(6,426)	(643)
Merger-related charges	b -	-	(2,859)	(2,610)	(9,925)
Non-GAAP operating expenses (1)	\$ 260,511	\$ 262,213	\$ 223,550	\$ 774,502	\$ 663,919
GAAP operating expenses as a percentage of revenue	26.1%	26.9%	24.8%	26.4%	26.5%
Non-GAAP operating expenses as a percentage of revenue	25.5%	26.9%	24.5%	26.1%	26.1%

* Refer to "Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures" for detailed descriptions and information for each reconciling item.

- (1) Non-GAAP operating income and operating expenses includes the effects of the changes in the Company's Executive Deferred Savings Plan Program ("EDSP") and the changes in the EDSP liability and asset are recorded in selling, general and administrative expense in operating expenses. The expense (benefit) associated with change in the liability included in selling, general and administrative expense for the three months ended March 31, 2018, December 31, 2017 and March 31, 2017 were \$0.9 million, \$7.0 million and \$7.7 million, respectively and \$14.7 million for each of the nine months ended March 31, 2018 and 2017. The gains (losses), net associated with the changes in the EDSP asset included in selling, general and administrative expense for the three months ended March 31, 2018, December 31, 2017 and March 31, 2017 were \$0.5 million, \$7.0 million and \$7.8 million, respectively and \$14.4 million and \$14.5 million for the nine months ended March 31, 2018 and March 31, 2017, respectively.

Reconciliation of Non-GAAP Financial Measures

<i>(In thousands, except percentages)</i>	For the three months ended			For the nine months ended	
	March 31, 2018	December 31, 2017	March 31, 2017	March 31, 2018	March 31, 2017
GAAP income before income taxes	\$ 365,983	\$ 347,307	\$ 319,149	\$ 1,049,442	\$ 848,214
GAAP income tax expense	\$ 59,102	\$ 481,626	\$ 65,587	\$ 595,944	\$ 178,300
GAAP income tax rate	16.1%	138.7%	20.6%	56.8%	21.0%
<u>Adjustments to reconcile GAAP effective tax rate to non-GAAP effective tax rate*:</u>					
Acquisition-related charges	a 7,413	1,608	513	10,608	2,293
Merger-related charges	b -	-	3,221	3,015	10,895
Non-GAAP income before income taxes	\$ 373,396	\$ 348,915	\$ 322,883	\$ 1,063,065	\$ 861,402
Income tax effects of non-GAAP adjustments	c 343	465	1,272	2,407	4,111
Discrete tax item	d (4,184)	(441,894)	-	(446,078)	3,064
Non-GAAP income tax expense	\$ 55,261	\$ 40,197	\$ 66,859	\$ 152,273	\$ 185,475
Non-GAAP income tax rate	14.8%	11.5%	20.7%	14.3%	21.5%

* Refer to “Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures” for detailed descriptions and information for each reconciling item.

Reconciliation of Q4 Fiscal Year 2018 Guidance Range

<i>(In millions, except per share amounts and percentages)</i>	Low	High
GAAP diluted net income per share	\$ 2.00	\$ 2.24
Acquisition-related charges	a 0.02	0.02
Effect on net income per diluted share	\$ 2.02	\$ 2.26
Shares used in net income per diluted shares calculation	156.9	156.9
GAAP gross margin as a percentage of revenue	63.9%	64.9%
Acquisition-related charges	a 0.1%	0.1%
Non-GAAP gross margin as a percentage of revenue	64.0%	65.0%
GAAP operating expenses	\$ (265)	\$ (267)
Acquisition-related charges	a 3	3
Non-GAAP operating expenses	\$ (262)	\$ (264)

Note: The guidance as of April 26, 2018 represents our best estimate considering the information known as of the date of issuing the guidance. We undertake no responsibility to update the above in light of new information or future events. Refer to the forward looking statements for important information. Also Refer to “Reconciliation of Non-GAAP Financial Measures – Explanation of Non-GAAP Financial Measures” for detailed descriptions and information of each reconciling item.

Reconciliation of Non-GAAP Financial Measures

Explanation of Non-GAAP Financial Measures:

To supplement our condensed consolidated financial statements presented in accordance with GAAP, we provide certain non-GAAP financial information, which is adjusted from results based on GAAP to exclude certain costs and expenses, as well as other supplemental information. The non-GAAP and supplemental information is provided to enhance the user's overall understanding of our operating performance and our prospects in the future. Specifically, we believe that the non-GAAP information provides useful measures to both management and investors regarding financial and business trends relating to our financial performance by excluding certain costs and expenses that we believe are not indicative of our core operating results. The non-GAAP information is among the budgeting and planning tools that management uses for future forecasting. However, because there are no standardized or generally accepted definitions for most non-GAAP financial metrics, definitions of non-GAAP financial metrics (for example, determining which costs and expenses to exclude when calculating such a metric) are inherently subject to significant discretion. As a result, non-GAAP financial metrics may be defined very differently from company to company, or even from period to period within the same company, which can potentially limit the usefulness of such information to an investor. The presentation of non-GAAP and supplemental information is not meant to be considered in isolation or as a substitute for results prepared and presented in accordance with United States GAAP.

- a. Acquisition-related charges include amortization of intangible assets and inventory fair value adjustments, and transaction costs associated with acquisitions or pending acquisitions, including the pending acquisition of Orbotech. Management believes that the expense associated with the amortization of acquisition related intangible assets and acquisition related costs are appropriate to be excluded because a significant portion of the purchase price for acquisitions may be allocated to intangible assets that have short lives, and exclusion of these expenses allows comparisons of operating results that are consistent over time for both KLA-Tencor's newly acquired and long-held businesses. Management believes excluding these items helps investors compare our operating performances with our results in prior periods as well as with the performance of other companies.
- b. Merger-related charges associated with the terminated merger agreement between KLA-Tencor and Lam Research Corporation ("Lam") primarily includes employee retention-related expenses, legal expenses and other costs. Management believes that it is appropriate to exclude these items as they are not indicative of ongoing operating results and therefore limit comparability and excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.
- c. Income tax effect of non-GAAP adjustments includes the income tax effects of the excluded items noted above. Management believes that it is appropriate to exclude the tax effects of the items noted above in order to present a more meaningful measure of non-GAAP net income.
- d. Discrete tax item during the three and nine months ended March 31, 2018 includes the income tax effects of an income tax expense from the enacted tax reform legislation through the Tax Cuts and Jobs-Act ("the Act"), which was signed into law on December 22, 2017, of which the impact is primarily related to the provisional tax amounts recorded for the transition tax on accumulated foreign earnings and the re-measurement of certain deferred tax assets and liabilities as a result of the enactment of the Act. Discrete tax item during the nine months ended March 31, 2017 include the tax impact of certain merger-related charges that only became deductible during the three months ended December 31, 2016 as a result of the termination of the proposed merger between KLA-Tencor and Lam. Management believes that it is appropriate to exclude these items as they are not indicative of ongoing operating results and therefore limit comparability. Management believes excluding these items helps investors compare our operating performance with our results in prior periods as well as with the performance of other companies.

Forward-Looking Statements

Statements in this presentation other than historical facts, such as data pertaining to the range of expected GAAP and non-GAAP: (i) net income per diluted share and shares used in calculating net income per diluted share; (ii) gross margin as a percentage of revenue; and (iii) operating expenses, each for the quarter ending June 30, 2018 and reconciliation to GAAP thereof are forward-looking statements, and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current information and expectations, and involve a number of risks and uncertainties. Actual results may differ materially from those projected in such statements due to various factors, including but not limited to: the demand for semiconductors; the financial condition of the global capital markets and the general macroeconomic environment; new and enhanced product and technology offerings by competitors; cancellation of orders by customers; the ability of KLA-Tencor's research and development teams to successfully innovate and develop technologies and products that are responsive to customer demands; KLA-Tencor's ability to successfully manage its costs; market acceptance of KLA-Tencor's existing and newly issued products; changing customer demands; and industry transitions. For other factors that may cause actual results to differ materially from those projected and anticipated in forward-looking statements in this letter, please refer to KLA-Tencor's Annual Report on Form 10-K for the year ended June 30, 2017, and other subsequent filings with the Securities and Exchange Commission (including, but not limited to, the risk factors described therein). KLA-Tencor assumes no obligation to, and does not currently intend to, update these forward-looking statements.