

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 December 31, 2022
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 1-4298

COHU, INC.
(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
Incorporation or Organization)*

95-1934119
(I.R.S. Employer Identification No.)

12367 Crosthwaite Circle, Poway, California
(Address of principal executive offices)

92064-6817
(Zip Code)

Registrant’s telephone number, including area code: (858) 848-8100

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, \$1.00 par value	COHU	The Nasdaq Stock Market LLC

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 Section 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 (§232.405 of this chapter) 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 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 voting stock held by non-affiliates of the registrant was approximately \$1,286,100,000 based on the closing stock price as reported by the Nasdaq Stock Market LLC as of June 25, 2022. Shares of common stock held by each officer and director and by each person or group who owns 5% or more of the outstanding common stock have been excluded in that such persons or groups may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

As of February 8, 2023, the Registrant had 47,282,254 shares of its \$1.00 par value common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for Cohu, Inc.'s 2023 Annual Meeting of Stockholders to be held on May 10, 2023, and to be filed pursuant to Regulation 14A within 120 days after registrant's fiscal year ended December 31, 2022, are incorporated by reference into Part III of this Report.

COHU, INC.
FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2022
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This Annual Report on Form 10-K contains forward-looking statements within the meaning of the Securities Exchange Act of 1934 and the Securities Act of 1933, which are subject to known and unknown risks and uncertainties. The forward-looking statements include statements concerning, among other things, our business strategy (including the influence of anticipated trends and developments in our business and the markets in which we operate), financial results, operating results, revenues, gross margin, operating expenses, products, projected costs and capital expenditures, research and development programs, sales and marketing initiatives, acquisitions and competition. In some cases, you can identify these statements by our use of forward-looking words, such as “may,” “might,” “will,” “could,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “intend” and “continue,” the negative or plural of these words and other comparable terminology. Forward-looking statements are based on information available to us as of the filing date of this Annual Report on Form 10-K and our current expectations about future events, which are inherently subject to change and involve assumptions and known and unknown risks and uncertainties. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements. We have no obligation to update any of these statements, and we assume no obligation to do so. Actual events or results may differ materially from those expressed or implied by these statements due to various factors, including but not limited to the matters discussed below in the section entitled “Item 1A: Risk Factors,” and elsewhere in this Annual Report on Form 10-K. This Form 10-K also contains estimates, projections and other information concerning our industry, our business, and the markets for certain of our products, including data regarding the estimated size of those markets. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties and actual events or circumstances may differ materially from events and circumstances reflected in this information. Unless otherwise expressly stated, we obtained this industry, business, market, and other data from reports, research surveys, studies, and similar data prepared by market research firms and other third parties, industry, general publications, government data, and similar sources.

PART I

Item 1. Business.

Cohu is a global technology leader supplying test, automation, inspection and metrology products and services to the semiconductor industry. Cohu’s differentiated and broad product portfolio is designed to optimize semiconductor manufacturing yield and productivity, accelerating customers’ time-to-market. We offer a wide range of products and services, and revenue from our capital equipment products is driven by the capital expenditure budgets and spending patterns of our customers, who often delay or accelerate purchases in reaction to variations in their business. The level of capital expenditures by these companies depends on the current and anticipated market demand for semiconductor devices and the products that incorporate them. Our recurring revenues are driven by an increase in the number of semiconductor devices that are tested and by the continuous introduction of new products and technologies by our customers.

MCT Worldwide, LLC (“MCT”), acquired by Cohu on January 30, 2023, is a United States (“U.S.”) based company with a principal manufacturing site in Penang, Malaysia. MCT provides automated solutions for the semiconductor industry and designs, manufactures, markets, services and distributes strip test handlers, film frame handlers and laser mark handlers. The acquisition of MCT was completed subsequent to Cohu’s fiscal year ended December 31, 2022 and certain disclosures include MCT to enable investors to evaluate the operating and financial effects to our business recognized in the subsequent accounting period. Unless otherwise indicated, disclosures made throughout this Form 10-K exclude the effect of the acquisition of MCT.

On June 24, 2021, we completed the sale of our PCB Test Equipment (“PCB Test”) business, that represented the entirety of our PCB Test reportable segment. As part of this divestiture, we also sold certain intellectual property held by our Semiconductor Test & Inspection segment that was used by the PCB Test business. Unless otherwise noted, all amounts presented are from continuing operations.

We have determined that we have one reportable segment, Semiconductor Test and Inspection Equipment (“Semiconductor Test & Inspection”). Prior to the sale of our PCB Test Group (“PTG”) on June 24, 2021, we reported two segments, Semiconductor Test & Inspection and PCB Test Equipment. Financial information on our reportable segments for each of the last three years is included in Note 10, “Segment and Geographic Information” in Part IV, Item 15(a) of this Form 10-K.

Sales by reportable segment, expressed as a percentage of total consolidated net sales, for the last three years were as follows:

	2022(1)	2021(1)	2020
Semiconductor Test & Inspection	100%	97%	92%
PCB Test	-%	3%	8%
	100%	100%	100%

(1) Our PCB Test segment was sold on June 24, 2021.

Cohu, Inc. (“Cohu”, “we”, “our”, “us” and the “Company”) was incorporated under the laws of California in 1947, as Kalbfell Lab, Inc. and commenced active operations in the same year. Our name was changed to Kay Lab in 1954. In 1957, Cohu was reincorporated under the laws of the State of Delaware as Cohu Electronics, Inc. and in 1972 our name was changed to Cohu, Inc.

Our Products

We currently sell the following products:

Semiconductor Automated Test Equipment (“ATE”) is used both for wafer level and device package testing. Our semiconductor ATE solutions consist primarily of two platforms for the system on a chip (“SoC”) device market. The Diamondx tester offers high-density instrumentation for testing microcontrollers, application specific standard products (“ASSP”), power management, display drivers, sensors and other mixed signal devices. The PAX tester is focused primarily on the RF Front End IC and Module applications.

Semiconductor Handlers are used in conjunction with semiconductor ATE to automate the testing of packaged semiconductor devices. Our handlers support a variety of package sizes and device types, including those used in automotive, mobility, industrial and computing applications, among others. We offer a broad range of test handlers, including pick-and-place, turret, gravity, strip, film frame, laser mark, MEMS and thermal sub-systems.

Interface Products are comprised of test contactors, probe heads and probe pins. Test contactors serve as the interface between the test handler and the semiconductor device under test such as digital semiconductor devices utilizing spring probe technology, power management and LED semiconductor devices utilizing cantilever technology, and RF semiconductor devices based on contacts designed to operate at high frequencies. Test contactors and probe heads are specific to individual semiconductor device designs, need to be replaced frequently and increase in size with the number of devices tested in parallel. Interface Products are included in our recurring revenues.

Inspection and Metrology are products that provide advanced vision capabilities. We offer a wide range of solutions for inspection of singulated molded leaded and leadless devices, and post-singulated wafer level chip scale packages (“WLCSP”) and bare dies. NV-Core is our unique vision technology, enabling advanced inspection and metrology, such as 3-dimensional topographic inspection, sidewall micro-crack detection, and infrared inspection for sub-surface defect detection.

Data Analytics (“DI-Core”) is a comprehensive software suite used to optimize Cohu equipment performance. DI-Core provides real-time online performance monitoring and process control to improve utilization, manage predictive maintenance, and link semiconductor tester, handler and test contactor data. DI-Core is included in our recurring revenue.

Spares and Kits are consumable, non-consumable and spare items that are used to maintain, sustain or otherwise enable customers’ equipment to meet its performance, availability and production requirements. We also design and manufacture a wide range of device dedication kits that enable handlers to process different semiconductor packages. Spares and Kits are included in our recurring revenues.

Services are provided by our worldwide service organization and include installations and necessary maintenance of systems sold. We provide various parts and labor warranties on test and handling systems and instruments designed and manufactured by us. We also provide training on the maintenance and operation of our systems as well as application, data management software and consulting services on our products. Services are included in our recurring revenues.

Sales by Product Line

During the last three years, our consolidated net sales were distributed as follows:

	2022	2021	2020
Semiconductor test & inspection systems (including kits)	58%	61%	50%
Recurring revenues (1)	42%	37%	45%
PCB test systems	-%	2%	5%

(1)Recurring revenues include interface products, spares, kits (not as part of system sales), DI-Core and services

Customers

Our customers include semiconductor integrated device manufacturers, fabless design houses, and test subcontractors throughout the world. Repeat sales to existing customers represent a significant portion of our sales. During the last three years, customers of our Semiconductor Test & Inspection segment that comprised 10% or greater of our consolidated net sales were as follows:

	2022	2021	2020
Analog Devices	*	14.1%	*

* Less than 10% of consolidated net sales.

The loss of, or a significant reduction in, orders by these or other significant customers, including reductions due to market, economic or competitive conditions or the outsourcing of final integrated circuit test to subcontractors that are not our customers, would adversely affect our financial condition and results of operations.

On June 24, 2021, we completed the divestment of our PCB Test business. No customer of our PCB Test segment exceeded 10% of consolidated net sales for the years ended December 25, 2021 or December 26, 2020.

Additional financial information on revenues from external customers by geographic area for each of the last three years is included in Note 10, “Segment and Geographic Information” in Part IV, Item 15(a) of this Form 10-K.

Sales and Marketing

We market our products worldwide through a combination of a direct sales force and independent sales representatives. In geographic areas where we believe there is sufficient sales potential, we generally employ our own personnel. Our U.S. sales offices are located in Poway and Milpitas, California, St. Paul, Minnesota, Lincoln, Rhode Island, Norwood, Massachusetts and, subsequent to our recent acquisition of MCT on January 30, 2023, Minneapolis, Minnesota. Our European sales offices are located in Kolbermoor, Germany; Grenoble, France; Agrate, Italy and La Chaux-de-Fonds, Switzerland. We operate in Asia with sales and service offices in Singapore, Malaysia, Thailand, Philippines, Taiwan, China, South Korea and Japan.

Competition

The semiconductor equipment industry is intensely competitive and is characterized by rapid technological change and demanding worldwide service requirements. Significant competitive factors include product performance, price, reliability, lead-time, customer support and installed base of products. While we believe that we are the leading worldwide supplier of semiconductor test handling equipment, we face substantial competition in Japan and Taiwan which represent a significant percentage of the worldwide market. Test subcontractors in Asia also show preference to purchase from local Asian competitors. In the semiconductor ATE market, we face competition from two dominant suppliers headquartered in the U.S. and Japan, both of which are substantially larger than Cohu’s test business. While we are among the leading worldwide suppliers of test contactors, this market is fragmented with a large number of global and local competitors. To remain competitive within the industries we serve, we believe we will require significant financial resources to offer a broad range of products, maintain localized customer support and service centers worldwide, and to invest in research and development of new products. Failure to introduce new products in a timely manner or the introduction by competitors of products with actual or perceived advantages could result in a loss of competitive position and reduced sales of existing products. No assurance can be given that we will continue to compete successfully throughout the world.

Backlog

Our backlog of unfilled orders for products, was \$279.8 million at December 31, 2022 and \$292.9 million at December 25, 2021.

Backlog is generally expected to ship within the next twelve months. Our backlog at any point in time may not be representative of actual sales in any future period due to the possibility of customer changes in delivery schedules, cancellation of orders, potential delays in product shipments, and difficulties in obtaining parts from suppliers or failure to satisfy customer acceptance requirements resulting in the inability to recognize revenue under accounting requirements. Furthermore, many orders are subject to cancellation or rescheduling by the customer with limited or no penalty. A reduction in backlog during any period could have a material adverse effect on our business, financial condition, and results of operations.

Manufacturing and Raw Materials

Our principal manufacturing operations are currently located in Malacca, Malaysia and subsequent to our acquisition of MCT on January 30, 2023, Penang, Malaysia (handler operations and kits); Laguna, Philippines (kits and test contactors); Lincoln, Rhode Island (connectors); and Osaka, Japan (probe pins).

We outsource the manufacturing of many of our semiconductor automated test equipment products to Jabil Circuit, Inc.'s facility in Penang, Malaysia. Our sole source contract manufacturing partner is responsible for significant material procurement, assembly and test. We continue to manage product design through pilot production for the subcontracted products, and we are directly involved in qualifying suppliers and key components used in all our products. Our contract manufacturer is responsible for funding the capital expenses incurred in connection with the manufacture of our products, except with regard to end-of-line testing equipment and other specific manufacturing equipment utilized in assembling our products or sub-components which are financed and owned by Cohu.

Many of the components and subassemblies we utilize are standard products, although some items are made to our specifications. Certain components are obtained or are available from a limited number of suppliers or may be sole supplier sourced. We seek to reduce our dependence on sole and limited source suppliers, however in some cases the complete or partial loss of certain of these sources could have a material adverse effect on our operations while we attempt to locate and qualify replacement suppliers.

Patents and Trademarks

Our technology is protected by various intellectual property laws including patent, license, trademark, copyright and trade secret laws. In addition, we believe that, due to the rapid pace of technological change in the semiconductor and electronic equipment industries, the successful manufacture and sale of our products also depends upon our experience, technological know-how, manufacturing and marketing skills and speed of response to sales opportunities. In the absence of patent protection, we would be vulnerable to competitors who attempt to copy or imitate our products or processes. We believe our intellectual property has value, and we have in the past and will in the future take actions we deem appropriate to protect such property from misappropriation. However, there can be no assurance such actions will provide meaningful protection from competition. Protecting our intellectual property rights or defending against claims brought by other holders of such rights, either directly against us or against customers we have agreed to indemnify, would likely be expensive and time consuming and could have a material adverse effect on our operations.

Research and Development

Research and development activities are carried on in our various subsidiaries and are directed toward development of new products and equipment, as well as enhancements to existing products and equipment. Our total research and development expense was \$92.6 million in 2022, \$92.0 million in 2021 and \$86.2 million in 2020.

We work closely with our customers to make improvements to our existing products and in the development of new products. We expect to continue to make significant investments in research and development and must manage product transitions successfully as introductions of new products could adversely impact sales.

Seasonality

Historically, the semiconductor industry has been seasonal with recurring periods of oversupply and excess capacity, which often have had a significant effect on the semiconductor industry's demand for capital equipment, including equipment of the type we manufacture and market. We anticipate that the markets for newer generations of semiconductors and semiconductor equipment will be subject to similar cycles. See the risk factor entitled "The semiconductor industry we serve is seasonal, volatile and unpredictable, and increased cyclicity could have an adverse impact on our sales and gross margin."

Information About Our Executive Officers

The following sets forth the names, ages, positions and offices held by all executive officers of Cohu as of February 8, 2023. Executive Officers serve at the discretion of the Board of Directors, until their successors are appointed.

Name	Age	Position
Luis A. Müller	53	President and Chief Executive Officer
Jeffrey D. Jones	61	Senior Vice President, Finance and Chief Financial Officer
Christopher G. Bohrsen	63	Senior Vice President, and Chief Customer Officer
Thomas D. Kampfer	59	Vice President, Corporate Development, General Counsel and Secretary
Ian P. Lawee	56	Senior Vice President and General Manager, Semiconductor Test Group

Dr. Müller has been the President and Chief Executive Officer of Cohu since December 28, 2014. His previous roles at Cohu include serving as President of Cohu’s Semiconductor Equipment Group (“SEG”) from 2011 to 2014; Managing Director of Rasco GmbH (“Rasco”) from 2009 to 2010; Vice President of Delta Design’s High Speed Handling Group from 2008 to 2010; and Director of Engineering at Delta Design from 2005 to 2008. Prior to joining Cohu, Dr. Müller spent nine years at Teradyne Inc., where he held management positions in engineering and business development. Dr. Müller also serves as a director for Celestica Inc., a solutions-based company providing design, manufacturing and hardware platform and supply chain solutions.

Mr. Jones joined Cohu’s Delta Design subsidiary in July 2005 as Vice President Finance and Controller. In November 2007, Mr. Jones was named Vice President, Finance and Chief Financial Officer of Cohu, and was subsequently promoted on February 3, 2022 to Senior Vice President, Finance and Chief Financial Officer. Prior to joining Delta Design, Mr. Jones, was Vice President and General Manager of the Systems Group at SBS Technologies, Inc., a designer and manufacturer of embedded computer products. Prior to SBS Technologies, Mr. Jones was an Audit Manager for Coopers & Lybrand (now PricewaterhouseCoopers).

Mr. Bohrsen was promoted to Senior Vice President and Chief Customer Officer on February 2, 2023, and prior to that he served as Senior Vice President, Global Customer Group since February 8, 2021. Previously, Mr. Bohrsen served as Sr. Vice President and General Manager, Test Handler Group beginning in October 2018 and was Vice President and General Manager for Digital Test Handlers from January 2017 until October 2018 and served as Vice President Sales and Service, Americas from May 2016 to January 2017. Prior to joining Cohu, from 2007 through 2016, Mr. Bohrsen held several executive positions at Bosch Automotive Service Solutions/SPX lastly as Vice President and General Manager of the OEM Diagnostics and Information Solutions group. Prior to that, Mr. Bohrsen spent twenty years working in a variety of management and technical roles at Teradyne, Inc.’s semiconductor and broadband test division in the U.S. and Asia.

Mr. Kampfer joined Cohu in May 2017 as Vice President Corporate Development, General Counsel and Secretary. Prior to Cohu, Mr. Kampfer served from June 2015 to May 2017 as Executive Vice President and Chief Financial Officer of Multi-Fineline Electronix, Inc. Prior to that, Mr. Kampfer served from 2012 to 2015 as President of CohuHD, formerly a division of Cohu, which was divested in 2014. Previously, Mr. Kampfer spent eight years with Iomega Corporation, holding several executive positions, including President and Chief Operating Officer and Vice President, General Counsel and Secretary. Earlier, Mr. Kampfer served in various legal and business development executive roles with Proxima Corporation, and also held various positions in manufacturing engineering and legal at IBM.

Mr. Lawee joined Cohu in May 2019 as Vice President and General Manager of Cohu’s Semiconductor Test Group and was subsequently promoted to Senior Vice President and General Manager on February 9, 2021. Mr. Lawee has more than twenty-five years of experience in multiple management positions at both semiconductor and test instrumentation companies. Between 2009 and 2019, he served in multiple General Manager and Senior Director roles at Analog Devices, with responsibilities spanning Interface, Isolation and Precision Converter semiconductor franchises, as well as Business Unit responsibility for semiconductors sold into the Energy market. Prior to that, Mr. Lawee spent fifteen years working in a variety of product, marketing and engineering management roles at Teradyne’s semiconductor test division.

Governmental Regulations

Our business activities are worldwide and are subject to various federal, state, local, and foreign laws and our products and services are governed by a number of rules and regulations. Costs incurred to comply with these governmental regulations are presently not material to our capital expenditures, results of operations and competitive position. Although there is no assurance that existing or future government laws applicable to our operations, services or products will not have a material adverse effect on our capital expenditures, results of operations or our competitive position, we do not currently anticipate material expenditures for government regulations.

Environmental

Our products and operations are, or may in the future be, subject to various federal, state, local, and foreign laws and regulations concerning the environment. Compliance with federal, state, local and international laws that have been enacted or adopted regulating the discharge of materials into the environment or otherwise relating to the protection of the environment and the prevention of climate change have not had a material effect and are not expected to have a material effect upon our capital expenditures, results of operations or our competitive position. However, future changes in regulations may require expenditures that could adversely impact earnings in future years. We believe we are in compliance and are committed to maintaining compliance with all environmental laws applicable to our operations, products and services, and to reducing our environmental impact across all aspects of our business.

Global Trade

As a global company, the import and export of our products and services are subject to laws and regulations including international treaties, U.S. export controls and sanctions laws, customs regulations, and local trade rules around the world. We believe we are in compliance and are committed to maintaining compliance with all global trade laws applicable to our operations, products and services.

Human Capital Management

Cohu is a global technology leader supplying test, automation, inspection and metrology products and services to the semiconductor industry. We believe that the daily commitment and dedication of our workforce in meeting our customers' needs is one of the significant contributors to our success as an organization. To ensure we maintain our position as a global leader in the semiconductor test and inspection space, we are committed to providing a safe and positive work environment for our employees that emphasizes learning and professional development, respect for individuals and ethical conduct, and that is facilitated by a direct management-employee engagement model.

Diversity, Inclusion, and Non-discrimination

We welcome and value diversity ensuring that our work benefits from a broad range of viewpoints and perspectives. We strive to maintain workplaces that are free from discrimination or harassment based on race, color, religion, gender, gender identity or gender expression, national origin or ancestry, age, disability, veteran status, military service, sexual orientation, genetic information, and any other protected category recognized under applicable laws. We believe that a diverse workforce is critical to our success, and we continue to focus on the hiring, retention and advancement of women and underrepresented populations. We are committed to respecting and protecting the human rights of all our employees.

Employees

Including headcount additions arising from our acquisition of MCT, as of January 30, 2023, we had approximately 3,218 employees, including approximately 104 temporary employees, in 24 countries. Approximately 19% of our employees are located in the Americas, 13% are located in EMEA (Europe, the Middle East and Africa) and 68% are located in Asia Pacific. Our employee headcount has fluctuated in the last five years primarily due to the volatile and unpredictable business conditions in the semiconductor equipment industry and has also been impacted by acquisitions and divestitures.

Management Engagement Practices

We adhere to our core values and Code of Business Conduct and Ethics with a commitment to treating our employees and all our partners with professionalism, dignity and respect. We pride ourselves at fostering an innovative environment and collaborative work relationships. This includes respecting principles of freedom of association and the right to engage in collective bargaining in accordance with applicable laws.

Our employees in the U.S. and most locations in Asia are not covered by collective bargaining agreements. However, certain employees at our operation in Germany are represented by a works council and employees in La Chaux-de-Fonds, Switzerland are members of the microtechnology and Swiss watch trade union. The Collective Bargaining Agreement of "Metallurgie (ingenieurs et cadres)" is applicable to all employees of our French subsidiary and certain employees in our China operation belong to local trade unions. We have not experienced any work stoppages and consider relations with our employees to be good.

Health and Safety

The health and safety of our employees is of utmost important to us. Cohu works to protect the health and safety of employees and our customers and intends to conduct all business activities in an environmentally and socially responsible manner. We encourage and strive to have every employee actively champion those behaviors and the attitudes necessary to prevent work-related injuries, illnesses, property damage, and adverse impact to the environment. Our ultimate goal is to achieve a level of work-related injuries as close to zero as possible through continuous investment in our safety programs. We provide protective equipment (e.g., eye protection, masks and gloves) as required by applicable standards and as appropriate given employee job duties.

In response to the COVID-19 pandemic, we implemented safety protocols and new procedures to protect our employees, our subcontractors and our customers. These protocols include complying with physical distancing, enhanced hygiene and other health and safety standards as required by federal, state and local government agencies, and taking into consideration guidelines of the Centers for Disease Control and Prevention and other public health authorities. In addition, we modified the way we conduct many aspects of our business to reduce the number of in-person interactions. For example, we significantly expanded the use of virtual interactions in all aspects of our business, including customer facing activities. Many of our administrative and operational functions during this time have required modification as well, including segments of our workforce working remotely. As COVID-19 has evolved to a more endemic state, we have continued monitoring and complying with governmental guidelines for safe operations and have returned, but not fully, to the levels of travel and in person interactions that occurred prior to the pandemic. In addition, while our manufacturing sites have continued at pre-pandemic occupancy and function, a portion of our employees that moved to remote work are continuing in fully remote or hybrid work status.

Compensation and Benefits

Cohu is committed to providing market competitive compensation programs to attract, retain and motivate a high performing workforce critical to our long-term success. As part of our compensation philosophy, we focus Cohu's workforce on our financial and other business goals to drive and motivate employee performance in key areas through the administration of our management incentive plan, equity incentive plan, global profit-sharing and other local bonus plans, as may be applicable to a given position. Cohu also complies with applicable wage, work hours, overtime and benefits laws.

To foster a stronger sense of ownership and align the interests of our employees with shareholders, grants of restricted stock units are provided to many of our employees on an annual basis and all eligible employees are able to purchase shares of our common stock, at a 15% discount, through our Employee Stock Purchase Plan. Furthermore, we offer comprehensive, locally relevant and innovative benefits to all eligible employees. In the U.S., these include, among other benefits:

- Comprehensive health and wellness insurance coverage is offered to employees working an average of 24 hours or more each week.
- 401(k) retirement plan with matching company contributions of up to 4% of eligible compensation.
- Tuition reimbursement program.
- Parental leave is provided to all new parents for birth, adoption or foster placement.
- Paid Time Off Programs covering time away from work due to employee and family illness, holidays, vacation, civic duties, and others.

Outside of the U.S., we have provided other innovative benefits to help address market-specific needs, such as supplemental medical coverage or reimbursements, paid time off programs, wellness and development events and programs, transportation subsidies, etc.

Succession Planning

We perform succession planning annually to ensure that we develop and sustain a strong bench of talent capable of performing at the highest levels. Not only is talent identified, but potential paths of development are discussed to ensure that employees have an opportunity to build their skills and are well-prepared for future roles. The strength of our succession planning process is evident through our long history of promoting our leaders from within the organization, including 63% of our current executive leadership team.

Available Information

Our web site address is www.cohu.com. We make available free of charge, on or through our web site, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission (the “SEC”). Our Code of Business Conduct and Ethics and other documents related to our corporate governance are also posted on our web site at <https://cohu.gcs-web.com/corporate-governance/documents-charters>. When required by the rules of the Nasdaq Stock Market, LLC (“Nasdaq”), or the SEC, we will disclose any future amendment to, or waiver of, any provision of the code of conduct for our chief executive officer and principal financial officer or any member or members of our board of directors on our website within four business days following the date of such amendment or waiver. Information contained on our web site is not deemed part of this report.

Item 1A. Risk Factors.

In addition to the other information in this Annual Report on Form 10-K, you should carefully consider the risk factors discussed in this Annual Report on Form 10-K in evaluating Cohu and our business (the “risk factors”). If any of the identified risks actually occur, our business, financial condition and results of operations could be materially adversely affected, the trading price of our common stock could decline, and you may lose all or part of your investment in our common stock. The risks and uncertainties described in this Annual Report on Form 10-K are not the only ones we face. Additional risks that we currently do not know about, or that we currently deem to be immaterial, may also impair our business operations or the trading price of our common stock.

Risk Factors Summary

Investing in our securities involves a high degree of risk. The following is a summary of the principal factors that make an investment in our securities speculative or risky, all of which are more fully described below. This summary should be read in conjunction with the full “Risk Factors” described below and should not be relied upon as a complete summary of the material risks facing our business.

Risks Relating to the COVID-19 Pandemic

- While the ongoing global COVID-19 pandemic has stabilized within many global regions, it may cyclically continue to adversely affect our business, financial condition and results of operations.

Risks Relating to Our Business Operations and Industry

- We are making investments in new products and product enhancements, which may adversely affect our operating results; these investments may not be commercially successful.
- We have manufacturing operations in Asia. Any failure to effectively manage multiple manufacturing sites and to secure raw materials meeting our quality, cost and other requirements, or failures by our suppliers to perform, could harm our sales, service levels and reputation.
- A failure to perform or unexpected downtime experienced by our sole source contract manufacturer for certain semiconductor automated test equipment could adversely impact our operations.
- Ongoing inflationary pressures on costs, including those for raw and packaging materials, components and subassemblies, labor and distribution costs, along with rising interest rates, increase the threat of recession and may impact our financial condition or results of operations.
- The semiconductor industry we serve is seasonal, volatile and unpredictable, and increased cyclicity could have an adverse impact on our sales and gross margin.
- The semiconductor equipment industry is intensely competitive.
- Semiconductor equipment is subject to rapid technological change, product introductions and transitions which may result in inventory write-offs, and our new product development involves numerous risks and uncertainties.
- A limited number of customers account for a substantial percentage of our net sales.
- A majority of our revenues are generated from exports to foreign countries, primarily in Asia, that are subject to economic and political instability and we compete against a number of Asia-based test contactor, test handler and automated test equipment suppliers.

Risks Associated with Operating a Global Business

- Geopolitical instability in locations critical to Cohu and its customers' business, manufacturing, and engineering operations may adversely impact our operations and sales.
- Increasingly restrictive trade and export regulations may materially harm and limit Cohu's business and restrict our ability to sell its products, specifically within China.

Risks Relating to Acquisitions and Other Strategic Transactions

- We are exposed to other risks associated with additional potential acquisitions, investments and divestitures such as integration difficulties, disruption to our core business, dilution of stockholder value, and diversion of management attention.

Risks Relating to Owning Our Stock

- Our financial and operating results may vary and fall below analysts' estimates, or credit rating agencies may change their ratings on Cohu, any of which may cause the price of our common stock to decline or make it difficult to obtain other financing.
- We have experienced significant volatility in our stock price.

Risks Relating to Cybersecurity, Intellectual Property and Litigation

- Our business and operations could suffer in the event of cybersecurity breaches within our operational systems or products.

For a more complete discussion of the material risks facing our business, see below.

Risks Relating to the COVID-19 Pandemic

While the ongoing global COVID-19 pandemic has stabilized within many global regions, it may cyclically continue to adversely affect our business, financial condition and results of operations.

The ongoing global COVID-19 pandemic and its related macroeconomic effects have adversely affected, and may continue to adversely affect, our business, financial condition and results of operations in a cyclical manner. As the COVID-19 virus has evolved from March 2020 to the present, with subsequent variants emerging, authorities have implemented numerous measures to try to contain the virus, such as travel bans and restrictions, quarantines, shelter in place orders, vaccine mandates, and shutdowns, including at various times in all of the jurisdictions where we operate. These measures have adversely impacted, and may continue to adversely impact, our workforce and operations, the operations of our customers, and those of our respective vendors and suppliers. We have significant operations in the U.S., Germany, Switzerland, Malaysia, Japan and the Philippines, and each of these countries has been significantly affected by the COVID-19 outbreak. During the COVID-19 pandemic, it has been common for restrictions to be implemented, relaxed and then implemented again with little or no notice, which adversely impacts our ability to accurately predict our future revenue and budget future expenses and is disruptive to our operations.

Although we believe that Cohu qualifies as an "essential business" in the jurisdictions in which we operate, our business has been, and may in the future be, adversely impacted by evolving and extended public health requirements around the world; government-mandated facility shutdowns; import/export, shipping and logistics disruptions and delays; other supply chain and distribution constraints or delays; rapid changes to business, political or regulatory conditions affecting the semiconductor equipment industry and the overall global economy; availability of employees, increased sick time and lost employee productivity; risks associated with, at times, temporarily housing employees in our Malaysia and Philippines factories; remote working IT and increased cybersecurity risks; increased internal control risks over financial reporting as key finance staff work remotely; delayed product development programs; customers' canceling, pushing out orders or refusal to accept product deliveries; delayed collection of receivables; other actions of our customers, suppliers and competitors which may be sudden and inconsistent with our expectations; higher shipping, trucking and logistics costs; higher component costs; manufacturing capacity limitations; additional credit rating agency downgrades could occur which would increase our cost of raising capital; and potential additional impairment of goodwill or other intangible assets or inventory write-downs due to lower product demand may become necessary. Any of the foregoing COVID-19 driven impacts, if they reoccur, may have a material adverse effect on our financial condition and results of operations, and may also have the effect of increasing the likelihood and/or magnitude of other risks described in these risk factors. With any successive COVID-19 surge, we believe the risks of material adverse business disruption increase. We continuously monitor and react to the pandemic but cannot predict its future course or impacts.

Risks Relating to Our Business Operations and Industry

We are making investments in new products and product enhancements, which may adversely affect our operating results; these investments may not be commercially successful.

Given the highly competitive and rapidly evolving technology environment in which we operate, we believe it is important to develop new and enhanced product offerings to meet strategic opportunities as they evolve. This includes developing products that we believe are necessary to meet the future needs of the marketplace and to enter new markets. We are currently significantly investing in new product development programs relating to test contactors, test handlers and automated test equipment. In fiscal 2022, we incurred \$92.6 million in research and development expenses. We expect to continue to make investments and we may, at any time, based on product need or marketplace demand, decide to significantly increase our product development expenditures in these or other products. The cost of investments in new product offerings and product enhancements can have a negative impact on our operating results. We have in the past made material investments in new product platforms that for various reasons, such as technical challenges or lack of customer adoption, have not generated the expected sales or return. There can be no assurance that other new products we develop will be accepted in the marketplace or generate material revenues for us.

We have manufacturing operations in Asia. Any failure to effectively manage multiple manufacturing sites and to secure raw materials meeting our quality, cost and other requirements, or failures by our suppliers to perform, could harm our sales, service levels and reputation.

A substantial majority of our products are manufactured in Asia. Our reliance on overseas manufacturers exposes us to significant risks including complex management, foreign currency, legal, tax and economic risks, which we may not be able to address quickly and adequately. In addition, it is time consuming and costly to qualify overseas supplier relationships. If we should fail to effectively manage overseas manufacturing operations or logistics, or if one or more of them should experience delays, disruptions or quality control problems, or if we had to change or add additional manufacturing sites, our ability to ship products to our customers could be delayed. Also, the addition of overseas manufacturing locations increases the demands on our administrative and operations infrastructure and the complexity of our supply chain management and logistics. Our overseas sites are more susceptible to impacts from natural disasters, health epidemics and geopolitical instability (see risk factors entitled “*While the ongoing global COVID-19 pandemic has stabilized within many global regions, it may cyclically continue to adversely affect our business, financial condition and results of operations*” and “*The occurrence of natural disasters, health epidemics, corruption and geopolitical instability caused by terrorist attacks and other threats may adversely impact our operations and sales*”). If our overseas manufacturing locations are unable to meet our manufacturing requirements in a timely manner, our ability to ship products and to realize the related revenues when anticipated could be materially affected.

Our suppliers are subject to the fluctuations in general economic cycles, and global economic conditions may impact their ability to operate their businesses. They may also be impacted by possible import, export, tariff and other trade barriers, increasing costs of raw materials, labor and distribution, resulting in demands for less attractive contract terms or an inability for them to meet our requirements or conduct their own businesses. Additionally, consolidation in our supply chain due to mergers and acquisitions may reduce the number of suppliers or change our relationships with them. The performance and financial condition of a supplier may cause us to alter our business terms or to cease doing business with a particular supplier, or change our sourcing practices generally, which could in turn adversely affect our own business and financial condition. Failure to effectively manage our manufacturing and our relationships with our suppliers could have a material adverse effect on our business and results of operations.

A failure to perform or unexpected downtime experienced by our sole source contract manufacturer for certain semiconductor test systems could adversely impact our operations.

We depend upon Jabil Manufacturing Co. (“Jabil”) to manufacture most of our semiconductor test systems from its facility located in Malaysia. In the event that Jabil is unable to meet Cohu’s current delivery schedule for semiconductor test systems, or if Jabil experienced unexpected downtime, we may not be able to sell, or have significant delays, in fulfilling our customer orders. If we experienced significant delays or disruptions with Jabil, it would take us significant time to ramp up a new manufacturer for our semiconductor test products, either in-house or with another contract manufacturer. There can be no assurance that alternative capacity could be obtained on favorable terms, if at all.

Failure of critical suppliers to deliver sufficient quantities of parts in a timely and cost-effective manner could adversely impact our operations.

We use numerous vendors to supply parts, components and subassemblies for the manufacture of our products. It is not always possible to maintain multiple qualified suppliers for all of our parts, components and subassemblies. As a result, many key parts may be available only from a single supplier (“sole source”) or a limited number of suppliers. In addition, suppliers may significantly raise prices or cease manufacturing certain components (with or without advance notice to us) that are difficult to replace without significant reengineering of our products. On occasion, we have experienced problems in obtaining adequate and reliable quantities of various parts and components from certain key or sole source suppliers. For example, at the beginning of 2022, we experienced supply constraints and delays in accessing certain specialty semiconductors necessary for the production of test instruments for our semiconductor ATE products, and these supply constraints adversely impacted our overall gross margin in 2022. Although the supply constraints have subsided entering 2023, they may reoccur at any time due to factors beyond our control. More broadly, our results of operations may be materially and adversely impacted if we do not receive sufficient parts to meet our requirements in a timely and cost-effective manner.

Ongoing inflationary pressures on costs, including those for raw and packaging materials, components and subassemblies, labor and distribution costs, along with rising interest rates, increase the threat of recession and may impact our financial condition or results of operations.

As a global manufacturer, we rely on raw materials, packaging materials, direct labor, energy, a large network of suppliers, distribution resources and transportation providers. In 2022, these costs, including those for transportation and other inputs necessary for the production and distribution of our products, increased. The COVID-19 pandemic caused significant increases in freight and shipping costs, and global inflationary pressures have pushed those costs even higher. In addition, we continue to see price increases and shortages on certain specialty semiconductors necessary for the production of test instruments for our semiconductor ATE products, and these events have adversely impacted our gross margins on such products. Further, we also continue to incur higher employee wage costs and generally higher costs for outside services. These events are driven by factors beyond our control, and although we are unable to predict the longer-term impacts, we expect these cost pressures to continue in 2023.

Our efforts to offset these cost pressures, such as through product price increases, or attempting to reduce operating costs elsewhere, may not be successful. Higher product prices may result in reductions in sales volume as customers may be less willing to pay a price differential for our products and may purchase lower-priced competitive offerings or may delay some purchases altogether. To the extent that this may result in decreases in sales volume, our financial condition or operating results may be adversely affected. Further, an extended period of higher prices may lead to continued regulatory efforts to tame price inflation, resulting in an increased risk of recession.

Our financial condition or operating results may also be affected by increasing interest rates, which the Federal Reserve raised multiple times in 2022, with expectations for additional increases in 2023. The raising of interest rates intended to cool down price inflation may also contribute to the risk of recession, which may result in customer projections of slowed growth and an overall impact on customer’s and Cohu’s corporate earnings. We saw slowing customer demand in 2022 and that trend has continued into 2023. Cohu is incurring increased interest expenses on our remaining indebtedness. In addition, our indebtedness may make us more vulnerable to changes in general economic conditions, with future inflationary pressures and efforts to reign in such an impact coupled with continued interest rate increases, thereby making it more costly for us to satisfy our obligations.

The semiconductor industry we serve is seasonal, volatile and unpredictable, and increased cyclicality could have an adverse impact on our sales and gross margin.

Visibility into our markets is limited. The semiconductor equipment business is highly dependent on the overall strength of the semiconductor industry. Historically, the semiconductor industry has been seasonal with recurring periods of oversupply and excess capacity, which often have had a significant effect on the semiconductor industry's demand for capital equipment, including equipment of the type we manufacture and market. We anticipate that the markets for newer generations of semiconductors and semiconductor equipment will also be subject to similar cycles and severe downturns. Any significant reductions in capital equipment investment by semiconductor integrated device manufacturers and test subcontractors will materially and adversely affect our business, financial position, including the level of product sales and overall gross margin, and results of operations. In addition, the seasonal, volatile and unpredictable nature of semiconductor equipment demand has in the past and may in the future expose us to significant excess and obsolete and lower of cost or net realizable value inventory write-offs and reserve requirements. In 2022, 2021 and 2020, we recorded pre-tax inventory-related charges of approximately \$7.2 million, \$7.1 million, and \$6.0 million, respectively, primarily as a result of changes in customer forecasts. We saw weakness in market conditions in 2019, followed by COVID-19 driven uncertainties in 2020, then a significant market recovery beginning in third quarter 2020. After record sales in 2021, demand weakened in 2022. Abrupt, unexpected and severe demand changes have occurred in the past and are expected to reoccur in the future within our industry. Since the onset of the COVID-19 pandemic, in particular, we have seen demand fluctuations in our test handler group ("THG") and semiconductor test group ("STG") businesses. Our recent sales have become more weighted toward THG and less toward STG products, which have had a material negative impact on our gross margins. The company took action to reduce expenses and improve overall operational efficiency, and such actions largely offset the mix-related gross margin impacts. Given the nature of our industry, we generally cannot accurately predict mix swings from quarter-to-quarter and such changes may have sudden adverse impacts on our gross margin.

The semiconductor equipment industry is intensely competitive.

The industries we serve are intensely competitive, and we face substantial competition from numerous companies throughout the world. The test handler industry, while relatively small in terms of worldwide market size compared to other segments of the semiconductor equipment industry, has several participants resulting in intense competitive pricing pressures. Future competition may include companies that do not currently supply test handlers. In addition, there are emerging companies that provide or may provide innovative technology incorporated in products that may compete successfully against our products. We expect our competitors to continue to improve the design and performance of their current products and introduce new products with improved performance capabilities. Our failure to introduce new products in a timely manner, the introduction by our competitors of products with perceived or actual advantages, or disputes over rights to use certain intellectual property or technology could result in a loss of our competitive position and reduced sales of, or margins on our existing products. Intense competition has adversely impacted our product average selling prices and gross margins on certain products. If we are unable to price our existing products competitively and successfully introduce new competitively priced products, then we expect that these competitive conditions would negatively impact our gross margin and operating results in the foreseeable future.

We have increased investments in our test contactor business and targeted significant growth opportunities. However, the test contactor market is fragmented, with many entrenched regional players, and subject to intense price competition and high localized customer support requirements. We believe that customer support and responsiveness and an ability to consistently meet tight deadlines is critical to our success. If we are unable to continue to reduce the cost of our test contactor products, while also meeting customer support requirements and deadlines, then we expect that these competitive conditions would negatively impact our test contactor operating results and impede us from achieving our test contactor sales goals.

With respect to Cohu's automated test equipment ("ATE") business, our ability to increase ATE sales depends, in part, on our ability to win new customers. Semiconductor and electronics manufacturers typically select a particular vendor's product for testing new generations of a device and make substantial investments to develop related test program applications and interfaces. Once a manufacturer has selected an ATE vendor for a new generation of a device, that manufacturer is more likely to purchase systems from that vendor for that generation of the device, and, possibly, subsequent generations of that device as well. Cohu has a niche position and relatively low share in the ATE market, which is primarily driven by two larger companies with significantly more resources to invest into the ATE market. Therefore, the opportunities to obtain orders from new customers or existing customers may be limited, which may impair our ability to grow our ATE revenue. We also believe that our niche position results in greater sales cyclicality versus larger more diversified ATE vendors and Cohu experienced such adverse cyclicality in 2022. These factors may materially and adversely affect our current and future target markets and our ability to compete successfully in those markets.

Semiconductor equipment is subject to rapid technological change, product introductions and transitions which may result in inventory write-offs, and our new product development involves numerous risks and uncertainties.

Semiconductor equipment and processes are subject to rapid technological change. We believe that our future success will depend in part on our ability to enhance existing products and develop new products with improved performance capabilities. We expect to continue to invest heavily in research and development and must manage product transitions successfully, as introductions of new products, including the products obtained in our acquisitions, may adversely impact sales and/or margins of existing products. In addition, the introduction of new products by us or by our competitors, the concentration of our revenues in a limited number of large customers, the migration to new semiconductor testing methodologies and the custom nature of our inventory parts increases the risk that our established products and related inventory may become obsolete, resulting in significant excess and obsolete inventory exposure. This exposure resulted in charges to operations during each of the years in the three-year period ended December 31, 2022. Future inventory write-offs and increased inventory reserve requirements could have a material adverse impact on our results of operations and financial condition.

The design, development, commercial introduction and manufacture of new semiconductor equipment is an inherently complex process that involves a number of risks and uncertainties. These risks include potential problems in meeting customer acceptance and performance requirements, integration of the equipment with other suppliers' equipment and the customers' manufacturing processes, transitioning from product development to volume manufacturing and the ability of the equipment to satisfy the semiconductor industry's constantly evolving needs and achieve commercial acceptance at prices that produce satisfactory profit margins. The design and development of new semiconductor equipment is heavily influenced by changes in integrated circuit assembly, test and final manufacturing processes and integrated circuit package design changes. We believe that the rate of change in such processes and integrated circuit packages is accelerating. As a result of these changes and other factors, assessing the market potential and commercial viability of test handling, ATE, MEMS, system-level and burn-in test equipment and test contactors is extremely difficult and subject to a great deal of risk. In addition, not all integrated circuit manufacturers employ the same manufacturing processes. Differences in such processes make it difficult to design standard test products that can achieve broad market acceptance. As a result, we might not accurately assess the semiconductor industry's future equipment requirements and fail to design and develop products that meet such requirements and achieve market acceptance. Failure to accurately assess customer requirements and market trends for new semiconductor test products may have a material adverse impact on our operations, financial condition and results of operations.

The transition from product development to the manufacture of new semiconductor equipment is a difficult process and delays in product introductions and problems in manufacturing such equipment are common. We have in the past and may in the future, experience difficulties in manufacturing and volume production of our new equipment. In addition, as is common with semiconductor equipment, after sale support and warranty costs have typically been significantly higher with new products than with our established products. Future technologies, processes and product developments may render our current or future product offerings obsolete and we might not be able to develop, introduce and successfully manufacture new products or make enhancements to our existing products in a timely manner to satisfy customer requirements or achieve market acceptance. Furthermore, we might not realize acceptable profit margins on such products.

The seasonal nature of the semiconductor equipment industry places enormous demands on our employees, operations and infrastructure.

The semiconductor equipment industry is characterized by dramatic and sometimes rapid changes in demand for its products. These are generally dictated by introduction of new consumer products, launch of new model vehicles, implementation of new communications infrastructure, or in response to an increase in industrial equipment and machinery that utilizes semiconductors. A number of other factors including changes in integrated circuit design and packaging may affect demand for our products. Sudden changes in demand for semiconductor equipment commonly occur, and have a significant impact on our operations, and such changes in demand (up or down) are difficult to predict and proactively plan for. We have in the past and may in the future experience difficulties, particularly in manufacturing, and with training and recruiting large numbers of additions to our workforce. The volatility in headcount and business levels, combined with the seasonal nature of the semiconductor industry, may require that we invest substantial amounts in new operational and financial systems, procedures and controls. We may not be able to timely or successfully adjust our systems, facilities and production capacity to meet our customers' changing requirements. Any inability to meet such requirements will have an adverse impact on our business, financial position and results of operations. Sudden demand changes in business conditions, positive or negative, are common in our industry but the timing of such changes is very difficult to predict.

A limited number of customers account for a substantial percentage of our net sales.

A small number of customers have been responsible for a significant portion of our net sales. For fiscal year 2022, net revenue from our ten largest customers represented 56% of our total net revenue. During the past five years, the percentage of our sales derived from these significant customers has varied greatly. Such variations are due to changes in the customers' business, consolidation within the semiconductor industry and their purchase of products from our competitors. It is common in the semiconductor equipment industry for customers to purchase products from more than one equipment supplier, increasing the risk that our competitive position with a specific customer may deteriorate. No assurance can be given that we will continue to maintain our competitive position with these or other significant customers. Also, consolidation in the semiconductor industry may reduce our customer base and could adversely affect the market for our products, which could cause a decline in our revenues. With consolidation, the number of actual and potential customers for our products has decreased in recent years. Consolidation may lead to relatively fewer opportunities to sell our products if we are not chosen as a supplier by any given prospective customer, and may lead to increased pricing pressures from customers that have greater volume purchasing power.

We expect the percentage of our revenues derived from significant customers will vary greatly in future periods. The loss of, or a significant reduction in, orders by these or other significant customers as a result of competitive products, market conditions including end market demand for our customers' products, outsourcing final semiconductor test to test subcontractors that are not our customers or other factors, would have a material adverse impact on our business, financial condition and results of operations. Furthermore, the concentration of our revenues in a limited number of large customers is likely to cause significant fluctuations in our future annual and quarterly operating results.

A majority of our revenues are generated from exports to foreign countries, primarily in Asia, that are subject to economic and political instability and we compete against a number of Asia-based test contractor, test handler and automated test equipment suppliers.

The majority of our export sales are made to destinations in Asia. Political or economic instability, particularly in Asia, may adversely impact the demand for capital equipment, including equipment of the type we manufacture and market (see risk factor "*Global economic and political conditions, including trade tariffs and export restrictions, have impacted our business and may continue to have an impact on our business and financial condition*"). In addition, we face intense competition from a number of Asian suppliers that have certain advantages over United States (U.S.) suppliers, including us. These advantages include, among other things, proximity to customers, lower cost structures, a willingness to compete solely on price, favorable tariffs and other government preferences, and affiliation with significantly larger organizations. In addition, changes in the amount or price of semiconductors produced in Asia could impact the profitability or capital equipment spending programs of our foreign and domestic customers.

If we cannot continue to develop, manufacture, market and support products and services that meet customer requirements for innovation and quality, our revenue and gross margin may suffer.

The process of developing new high technology products and services and enhancing existing products and services is complex, costly and uncertain, and any failure by us to anticipate customers' changing needs and emerging technological trends accurately could significantly harm our sales and results of operations. Our customers' selection processes typically are lengthy and can require us to incur significant sales, service and engineering expenses, and to provide the customer evaluation systems for several months at no charge, in pursuit of a single customer opportunity. We may not win the competitive selection process and may never generate any revenue despite incurring such expenditures. The delays inherent in these lengthy sales cycles increase the risk that a customer will decide to cancel, curtail, reduce or delay its product plans, causing us to lose anticipated sales.

In addition, in the course of conducting our business, we must adequately address quality issues associated with our products and services, including defects in our engineering, design and manufacturing processes, as well as defects in third-party components included in our products. To address quality issues, we work extensively with our customers and suppliers and engage in product testing to determine the cause of quality problems and appropriate solutions. Finding solutions to quality issues can be expensive and may result in additional warranty, replacement and other costs. In addition, if any of our products contain defects or have reliability, quality or safety issues, we may need to conduct a product recall which could result in significant repair or replacement costs and substantial delays in product shipments and may damage our reputation, which could make it more difficult to sell our products. Any of these occurrences could have a material adverse effect on our business, results of operations or financial condition. In addition, quality issues can impair our relationships with new or existing customers and adversely affect our reputation, which could lead to a material adverse effect on our operating results.

The loss of key personnel could adversely impact our business.

Certain key personnel are critical to our business. Our future operating results depend substantially upon the continued service of our key personnel, many of whom are not bound by employment or non-competition agreements. Our future operating results also depend in significant part upon our ability to attract and retain qualified management, manufacturing, technical, engineering, marketing, sales and support personnel. Competition for qualified personnel, particularly those with technical skills, is intense, and we cannot ensure success in attracting or retaining qualified personnel. In addition, the cost of living in the San Diego and Bay Area, California; Boston, Massachusetts; St. Paul, Minnesota; Lincoln, Rhode Island; Kolbermoor, Germany; La Chaux-de-Fonds, Switzerland and Osaka, Japan areas, where the majority of our engineering personnel are located, is high, and increasing further due to inflationary effects, and we have had difficulty in recruiting prospective employees from other locations. There may be only a limited number of persons with the requisite skills and relevant industry experience to serve in these positions and it may become increasingly difficult for us to hire personnel over time. More recently, the COVID-19 pandemic has increased the risks that our executives and other key employees may be suddenly unable to perform their duties due to health or other personal responsibilities. Our business, financial condition and results of operations could be materially adversely affected by the loss of any of our key employees, by the failure of any key employee to perform in his or her current position, or by our inability to attract and retain skilled employees.

Risks Associated with Operating a Global Business

We are exposed to the risks of operating in certain foreign locations where Cohu manufactures certain products and supports our sales and services to the global semiconductor industry.

We are a global corporation with offices and subsidiaries in certain foreign locations to manufacture our products and support our sales and services to the global semiconductor industry. As such, we face risks in doing business globally. For example, while our corporate headquarters are located in California, additional key engineering, sales, and administrative personnel are located in China, Germany, Japan, Malaysia, Philippines, Singapore, Switzerland, Taiwan and elsewhere in the U.S., and our manufacturing operations are primarily located in Germany, Japan, Malaysia, Philippines and the U.S. Certain aspects inherent in transacting business internationally could negatively impact our operating results, including:

- costs and difficulties in staffing and managing international operations;
- legislative or regulatory requirements and potential changes in, or interpretations of, requirements in the United States and in the countries in which we manufacture or sell our products;
- trade restrictions, including treaty changes, sanctions and the suspension of export licenses;
- compliance with and changes in import/export tariffs and regulations;
- complex labor laws and privacy regulations;
- difficulties in adequately supervising employees widely distributed around the world (including due to implementing remote work arrangements resulting from the COVID-19 pandemic and still continuing for certain functions);
- difficulties in enforcing contractual and intellectual property rights;
- longer payment cycles and receivable collections;

- health epidemics, such as the COVID-19 pandemic;
- local and global political and economic conditions, including ongoing uncertainty surrounding the evolution of the COVID-19 pandemic and its implications;
- natural disasters and other climate risks and geopolitical instability;
- varied environmental laws and regulations at each of our principal locations;
- complex tax laws and potentially adverse tax consequences, including restrictions on repatriating earnings and the threat of “double taxation;” and
- fluctuations in foreign currency exchange rates against the U.S. Dollar, which can affect demand for our products and increase our costs.

Additionally, managing geographically dispersed operations presents difficult challenges associated with organizational alignment and infrastructure, communications and information technology, inventory control, customer relationship management, terrorist threats and related security matters and cultural diversities. If we are unsuccessful in managing such operations effectively, our business and results of operations will be adversely affected.

We continue to monitor global privacy laws and legislation to determine its impact on our business. We do not sell to consumers nor process individual credit card information, but do maintain certain personally identifiable information on our employees. Such employee information may be subject to the EU General Data Protection Regulation and the recently effective California Consumer Protection Act. We believe that we have implemented reasonable procedures and internal controls in compliance with these laws, but should such actions be insufficient, we may be subject to regulatory investigations, fines and legal costs. If one or more of these risks occurs, it could require us to dedicate significant resources to remedy, and if we are unsuccessful in finding a solution, our financial results will suffer.

Geopolitical instability in locations critical to Cohu and its customers’ business, manufacturing, and engineering operations may adversely impact our operations and sales.

An increase in geopolitical tensions in Asia, particularly in the Taiwan Strait, could disrupt existing semiconductor chip manufacturing and increase the prospect of an interruption to the semiconductor chip supply across the world. A setback to the current state of relative peace and stability in the region could compromise existing semiconductor chip production and have downstream implications for our company. The world’s largest semiconductor chip manufacturer is located in Taiwan and is a top supplier for many U.S. companies, many of which are part of the company’s customer base. Further, recent geopolitical tensions between Ukraine and Russia could adversely impact the supply chain in this region, particularly with respect to critical materials and metals, such as palladium which is used in our interface products as well as in semiconductors. Any interruption to semiconductor chip supply and its related impact to the company’s customers, or any disruption in our supply chain, could result in an adverse impact to our financial results.

Global economic and political conditions, including trade tariffs and exchange rates, have impacted our business and may continue to have an impact on our business and financial conditions that we currently cannot predict.

In fiscal year 2022, 90% of our revenue was from products shipped to customer locations outside the United States. We also purchase a significant portion of components and subassemblies from suppliers outside the United States. Additionally, a significant portion of our facilities are located outside the United States, including Germany, Japan, Malaysia, Philippines, Singapore, South Korea, Switzerland and Taiwan. Given our extensive global operations, we are subject to immediate impacts from any changing tariff or export regulations (see risk factor entitled “*Increasingly restrictive trade and export regulations may materially harm Cohu’s business and ability to sell its products without limitations*”).

It remains our plan to continue our international growth. We have business operations within the jurisdictions listed above, and while we report our financial results in U.S. dollars, we incur certain costs in other currencies. As a result, the company holds exposure to fluctuations in currency exchange rates, and significant fluctuations in exchange rates between the U.S. dollar and foreign currencies may adversely affect our revenues and earnings, despite actions we take to minimize those currency exposures. Additionally, engaging in foreign currency contracts to minimize such currency exposure could result in additional costs and risks that could adversely affect our financial condition and results of operations.

The occurrence of natural disasters, health epidemics, and geopolitical instability caused by terrorist attacks and other threats may adversely impact our operations and sales.

Our corporate headquarters is located in San Diego, California, our Asian sales and service headquarters are located in Singapore and Taiwan, and the majority of our sales are made to destinations in Asia. In addition, we have Asia-based manufacturing plants in Malaysia, Philippines and Japan. These regions are known for being vulnerable to natural disasters and other risks, such as earthquakes, tsunamis, fires and floods, volcanic eruptions, and geopolitical risks, which at times have disrupted the local economies. For example, a significant earthquake or tsunami could materially affect operating results. Although we believe that we carry reasonable and appropriate business insurance, we may not be insured for certain losses and business interruptions of this kind, or for geopolitical or terrorism impacts, and presently have very limited redundant, multiple site capacity in the event of a disaster. In the event of such disaster, our business would materially suffer.

Our business could also be adversely affected by the effects of a widespread outbreak of contagious diseases, and has been adversely affected by the COVID-19 global pandemic (see risk factor entitled “*While the ongoing global COVID-19 pandemic has stabilized within many global regions, it may cyclically continue to adversely affect, our business, financial condition and results of operations*”).

Our business could be materially and adversely affected by climate change and related matters.

We analyze climate change risks in two separate categories: transition risks and physical risks. Transition risks are those risks relating to the transition of the global economy to a focus on more climate-friendly technologies. This transition could have adverse financial impacts on us in several ways. For instance, more stringent environmental policies or regulations could lead to increased expenses relating to green-house gas emissions or other emissions that could increase our operating costs. Enhanced emissions-reporting or shifting technology could require us to write off or impair assets or retire existing assets early. Increased environmental mandates could also increase our exposure to litigation. We could be required to incur increased costs and significant capital investment to transition to lower emissions technologies. In addition, overall market shifts could increase costs of our raw materials and cause unexpected shifts in energy costs. Focus on sustainability has increased, and the company or its industry could be stigmatized as not friendly to the environment, which could adversely affect our reputation and our business, including due to difficulties in employee hiring and retention and our ability to access capital. Any of these matters could materially and adversely affect our business, financial condition or results of operations.

Physical risks from climate change that could affect our business include acute weather events such as floods, tornadoes or other severe weather and ongoing changes such as rising temperatures or extreme variability in weather patterns. These events could lead to increased capital costs from damage to our facilities, increased insurance premiums or reduced revenue from decreased production capacity based on supply chain interruptions. Any of these events could have a material adverse effect on our business, financial condition or results of operations (see risk factor entitled “*The occurrence of natural disasters, health epidemics, and geopolitical instability caused by terrorist attacks and other threats may adversely impact our operations and sales*”).

Increasingly restrictive trade and export regulations may materially harm and limit Cohu’s business and restrict our ability to sell products, specifically within China.

There have been significant changes in U.S. export regulations relating to China since 2019. Such changes initially included restrictions on exports to certain China-domiciled entities including Huawei and broader definitions and restrictions on “military end users” and “uses.” In 2022, export controls were issued relating to the Chinese semiconductor manufacturing, advanced computing, and supercomputer industries, where these additional controls may impact our ability, and/or that of our customers, to sell and ship products to semiconductor fabrication facilities located in China. These export controls include restrictions on certain semiconductor integrated circuits, commodities containing such integrated circuits, and semiconductor manufacturing equipment. Furthermore, the export controls restrict the ability of U.S. persons to support the development or production of integrated circuits at certain semiconductor fabrication facilities in China.

These collective export restrictions and the ongoing unpredictability of U.S.-China trade relations have encouraged China-based companies to actively seek to obtain a greater supply of similar or substitute products from our foreign competitors that are not subject to these restrictions, thereby decreasing our long-term competitiveness as a supplier to China-based companies. These ongoing actions indicate that the U.S. government may impose other new export restrictions. If implemented with no prior notice, even controls that ultimately have minimal long-term impact to Cohu, may create short-term limitations on Cohu’s business as it evaluates the full impact of such new and any subsequent controls. The prospect of future export controls that are implemented in a similar manner may continue to have an ongoing impact on Cohu’s business, results of operations, or financial conditions.

Political instability resulting from the military incursion into Ukraine by Russia continues to cause significant disruption to foreign and domestic economies, leading to broad and significant economic sanctions against Russia with an ongoing impact to material and commodity prices while raising sustained global uncertainty.

The tensions related to Russia's actions have resulted in the United States and many European countries imposing significant economic sanctions on Russia and specific individuals targeted as having connections to the Russian government. The totality of these actions has continued to impact international trade relationships, and resulted in sustained increases in the cost of materials, where higher oil and other commodity prices have resulted in further increased shipping and transportation costs. Furthermore, energy shortages, particularly with respect to natural gas, should they occur in Europe, would disrupt our test handler operations and research and development activities at our Kolbermoor, Germany and La Chaux-de-Fonds facilities. Any increases in the cost, or shortages, of materials or energy may continue to create supply issues for critical materials that could constrain manufacturing levels for Cohu's customers, leading to a decrease in demand for Cohu's products.

The global impact of the military action and subsequent imposing of sanctions continues to evolve and cannot be sufficiently measured or predicted with certainty. The inherent uncertainty surrounding this war may negatively impact the share prices of publicly traded companies. Government entities and both public and private companies within the United States may be exposed to attempted or actual cybersecurity attacks launched in retaliation, resulting in disruptions to domestic markets and a prolonged state of global market volatility. Furthermore, there remains ongoing uncertainty with respect to China's willingness to support ongoing or expanded sanctions, which could distance China from its existing trade partners, potentially creating a significant impact to the semiconductor chip and equipment industries that conduct operations within China, Taiwan and the region. There is a likelihood that these sanctions, and related geopolitical tensions, will not be resolved in the short-term but will have a lengthy disruption to all global companies.

Risks Relating to our Indebtedness, Financing and Future Access to Capital

Our Credit Agreement contains various representations and negative covenants that limit, subject to certain exceptions and baskets, our ability and/or our subsidiaries' ability to, take certain actions.

Cohu's existing indebtedness of approximately \$79 million, primarily the result of Cohu previously entering into a term loan facility (the "Credit Agreement"), limits our ability to:

- incur or assume liens or additional debt or provide guarantees in respect of obligations of other persons;
- issue redeemable stock and preferred stock;
- pay cash dividends or make distributions on capital stock, repurchase, redeem or make payments on capital stock;
- enter into rate, commodity, equity or currency swap, hedging or other similar transactions;
- make loans, investments or acquisitions;
- enter into agreements that restrict distributions from our subsidiaries;
- create or permit restrictions on the ability of our subsidiaries to pay dividends or make other distributions to us or to guarantee our debt, limit our or any of our subsidiaries' ability to create liens, or that require the grant of a lien to secure an obligation if a lien is granted to secure another obligation;
- sell assets and capital stock of our subsidiaries;
- enter into certain transactions with affiliates;
- sell, transfer, license, lease or dispose of our or our subsidiaries' assets; and
- dissolve, liquidate, consolidate or merge with or into, or sell substantially all the assets of us and our subsidiaries, taken as a whole, to another person.

The restrictions contained in our Credit Agreement could adversely affect our ability to:

- finance our operations;
- make needed capital expenditures;
- make strategic acquisitions or investments or enter into alliances;
- withstand a future downturn in our business or the economy in general;
- engage in business activities, including future opportunities, that may be in our interest; and
- plan for or react to market conditions or otherwise execute our business strategies.

A breach of any of these negative covenants could result in a default under the Credit Agreement. Further, additional indebtedness that we incur in the future may subject us to further covenants. Our failure to comply with these covenants could result in a default under the agreements governing the relevant indebtedness. The lender may accelerate the payment terms of the Credit Agreement upon the occurrence of certain events of default set forth therein, which include: the failure of Cohu to make timely payments of amounts due under the Credit Agreement, the failure of Cohu to adhere to the representations and covenants set forth in the Credit Agreement, the failure to provide notice of any event that causes a material adverse effect or to provide other required notices, upon the event that related collateral agreements become ineffective, upon the event that certain legal judgments are entered against Cohu, the insolvency of Cohu, or upon the change of control of Cohu. Any event that could require us to repay debt prior to its due date could have a material adverse impact on our financial condition and results of operations.

Our ability to comply with covenants contained in such debt agreements may be affected by events beyond our control, including prevailing economic, financial and industry conditions. Even if we are able to comply with all of the applicable covenants, the restrictions on our ability to manage our business in our sole discretion could adversely affect our business by, among other things, limiting our ability to take advantage of financings, mergers, acquisitions and other corporate opportunities that we believe would be beneficial to us. In addition, our obligations under the Credit Agreement are secured, on a first-priority basis, and such security interests could be enforced in the event of default by the collateral agent for the Credit Agreement.

Due to the nature of our business, we need continued access to capital, which if not available to us or if not available on favorable terms, could harm our ability to operate or expand our business.

Our business requires capital to finance accounts receivable and product inventory that is not financed by trade creditors when our business is expanding. If cash from available sources is insufficient or cash is used for unanticipated needs, we may require additional capital sooner than anticipated.

We believe that our existing sources of liquidity, including cash resources and cash provided by operating activities will provide sufficient resources to meet our working capital and cash requirements for at least the next twelve months; however, a material adverse impact on our business from unforeseen events or a desire to reduce our outstanding indebtedness could result in a need to raise additional capital. Alternatively, we could decide to raise capital or incur additional indebtedness to fund strategic initiatives or operating activities, particularly if we pursue additional acquisitions. In the event we are required, or elect, to raise additional funds, we may be unable to do so on favorable terms, or at all, and may incur expenses in raising the additional funds and increase our interest rate exposure, and any future indebtedness could adversely affect our operating results and severely limit our ability to plan for, or react to, changes in our business or industry. Further, under our Credit Agreement, we are limited by financial and other negative covenants in our credit arrangements, including limitations on our borrowing of additional funds and issuing dividends. If we cannot raise funds on acceptable terms, we may not be able to take advantage of future opportunities or respond to competitive pressures or unanticipated requirements. Any inability to raise additional capital when required could have an adverse effect on our business and operating results.

Risks Relating to Acquisitions and Other Strategic Transactions

Because a significant portion of Cohu's total assets are represented by goodwill, which is subject to mandatory impairment evaluation, and other intangibles, Cohu could be required to write off some or all of this goodwill and other intangibles, which may adversely affect the combined company's financial condition and results of operations.

Goodwill and other intangibles comprise 29% of Cohu's total assets, of which approximately \$213.5 million of our total assets are allocated to goodwill. In accordance with Accounting Standards Codification ("ASC") Topic 350, *Intangibles - Goodwill and Other*, goodwill and certain other intangible assets with indefinite useful lives are not amortized but are reviewed at least annually for impairment, or more frequently if there are indications of impairment. Significant declines in the price of Cohu's common stock could increase the risk of an impairment. All other intangible assets are subject to periodic amortization. Cohu evaluates the remaining useful lives of other intangible assets each quarter to determine whether events and circumstances warrant a revision to the remaining period of amortization. When Cohu performs future impairment tests, it is possible that the carrying value of goodwill or other intangible assets could exceed their implied fair value and therefore would require adjustment. Such adjustment would result in a charge to operating income in that period. There can be no assurance that there will not be further adjustments for impairment in future periods.

We are exposed to other risks associated with additional potential acquisitions, investments and divestitures such as integration difficulties, disruption to our core business, dilution of stockholder value, and diversion of management attention.

As part of our business strategy, we will continue to regularly evaluate investments in, or acquisitions of, complementary businesses, joint ventures, services and technologies, and we expect that periodically we will continue to make such investments and acquisitions in the future. Acquisitions and investments involve numerous risks, including, but not limited to:

- acquisitions may underperform and we may not achieve any forecasted growth, benefits or synergies;
- difficulties entering potentially new markets or manufacturing in new geographies where Cohu has no or limited direct prior experience;
- difficulties and increased costs in connection with integration of the personnel, operations, technologies and products of acquired businesses;
- increasing the scope, geographic diversity and complexity of our business;
- the cost and risk of having to potentially develop new and unfamiliar sales channels for acquired businesses;
- diversion of management's attention from other operational matters;
- product manufacturing disruptions and delays as we potentially consolidate certain manufacturing sites;
- difficulties and significant costs in integrating the systems and processes of two companies with complex operations including multiple manufacturing sites;
- the potential loss of key employees, customers or suppliers of Cohu or acquired businesses;
- lack of synergy, or the inability to realize expected synergies, resulting from the acquisition;
- potential unknown liabilities associated with the acquired businesses;
- failure to commercialize purchased technology;
- the impairment of acquired intangible assets and goodwill that could result in significant charges to operating results in future periods; and
- challenges caused by distance, language and cultural differences.

We may decide to finance future acquisitions and investments through a combination of borrowings, proceeds from equity or debt offerings and the use of cash, cash equivalents and short-term investments. If we finance acquisitions or investments by issuing equity-linked (such as convertible debt) or equity securities, our existing stockholders may be diluted which would likely affect the market price of our stock. Mergers, acquisitions and investments are inherently risky and the inability to effectively manage these risks could materially and adversely affect our business, financial condition and results of operations.

Risks Relating to Owning Our Stock

Our financial and operating results may vary and fall below analysts' estimates, or credit rating agencies may change their ratings on Cohu, any of which may cause the price of our common stock to decline or make it difficult to obtain other financing.

Our operating results may fluctuate from quarter to quarter due to a variety of factors including, but not limited to:

- seasonal, volatile and unpredictable nature of the semiconductor equipment industry;
- timing and amount of orders from customers and shipments to customers;
- customer decisions to cancel orders or push out deliveries;
- inability to recognize revenue due to accounting requirements;
- inventory write-downs;
- unexpected expenses or cost overruns in the introduction and support of products;
- inability to deliver solutions as expected by our customers;
- geopolitical changes impacting our business, including with respect to China and Taiwan;
- intangible and deferred tax asset write-downs; and
- general economic and market conditions, including impacts from sanctions against Russia and the military conflict in Ukraine, increased inflationary pressures, interest rate changes, and any resurgence of the COVID-19 pandemic.

Due to these factors or other unanticipated events, quarter-to-quarter comparisons of our operating results may not be reliable indicators of our future performance. In addition, from time-to-time our quarterly financial results may fall below the expectations of the securities and industry analysts who publish reports on our company or of investors in general. This could cause the market price of our stock to decline, perhaps significantly.

In addition, as a result of the Term Loan Credit Facility, we maintain credit ratings with Moody's Investors Service, Inc. ("Moody's") and S&P Global Ratings ("S&P"). Any downgrades of Cohu's credit ratings or rating outlooks, if and when they were to occur, may materially and adversely affect the market price of our equity and the availability, cost or interest rate of other credit or financing. Cohu's current credit ratings are considered non-investment grade and make it more costly (as compared to investment grade borrowers) for Cohu or its subsidiaries to borrow money or enter into new credit facilities and to raise certain other types of capital and/or complete additional financings.

If we fail to maintain an effective system of internal control over financial reporting, we may not be able to accurately report our financial results, and current and potential stockholders may lose confidence in our financial reporting.

We are required by the Securities and Exchange Commission to establish and maintain adequate internal control over financial reporting that provides reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements in accordance with generally accepted accounting principles. We are likewise required, on a quarterly basis, to evaluate the effectiveness of our internal controls and to disclose any changes and material weaknesses in those internal controls. Although we believe that we have adequate internal controls in place at this time, we cannot be certain that, with significantly greater global complexity, we will be able to maintain adequate internal control over our financial reporting in future periods. Any failure to maintain such internal controls could adversely impact our ability to report our financial results on a timely and accurate basis. If our financial statements are not accurate, investors may not have a complete understanding of our operations. Likewise, if our financial statements are not filed on a timely basis as required by the Securities and Exchange Commission and Nasdaq Global Select Market, we could face severe consequences from those authorities. In either case, there could result a material adverse effect on our business. Inferior internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our stock.

We have experienced significant volatility in our stock price.

A variety of factors may cause the price of our stock to be volatile. The stock market in general, and the market for shares of high-technology companies in particular, including ours, have experienced extreme price fluctuations, which have often been unrelated to the operating performance of affected companies. During the three-year period ended December 31, 2022, the price of our common stock has ranged from \$51.86 to \$8.89. The price of our stock may be more volatile than the stock of other companies due to, among other factors, the unpredictable, volatile and seasonal nature of the semiconductor industry, our significant customer concentration, intense competition in the test contactor, test handler, automated test equipment industry, our limited backlog, our debt levels, and our relatively low daily stock trading volume. The market price of our common stock is likely to continue to fluctuate significantly in the future, including fluctuations related and unrelated to our performance.

We may underperform relative to our expectations.

Our business and financial performance are subject to certain risks and uncertainties, as described in these risk factors. We may not achieve our forecasted growth rates, levels of revenue, earnings, or operating efficiency that we expect and may incur losses in the business at any time. Any underperformance from our expectations or forecasts could have a material adverse effect on our financial condition, results of operations, and cause abrupt, significant stock price declines. Also, perceived company underperformance could attract shareholder activism and such activities could interfere with our ability to execute our business plans, be costly and time-consuming, disrupt our operations, divert the attention of management or result in other short-term focused corporate actions, any of which could have an adverse effect on our business or stock price.

The issuance of shares of our common stock in connection with any future offerings of securities by us, will dilute our shareholders' ownership interest in the company.

We may seek additional financing in the future to meet our capital needs, to repay outstanding indebtedness under our existing Credit Agreement or to meet our strategic initiatives or operating activities. We have in the past issued common stock as acquisition consideration and for general corporate purposes. For example, in March 2021, we issued 5,692,500 additional shares of our common stock in an underwritten follow-on public offering, an increase of 13.4% of outstanding shares of common stock. We may determine to utilize common stock as acquisition consideration, issue convertible debt, or pursue another follow-on equity offering to raise capital for debt reduction or for other general corporate purposes, at any time in the future. Any issuances of additional shares of our common stock would dilute shareholders' ownership interest in our company, and shareholders would have a proportionately reduced ownership and voting interest in our company as a result of equity issuance. If we raise additional funds by issuing debt, we may be subject to limitations on our operations due to restrictive covenants. Additionally, our ability to make scheduled payments or refinance our obligations will depend on our operating and financial performance, which in turn is subject to prevailing economic conditions and financial, business and other factors beyond our control.

Provisions of our certificate of incorporation and bylaws and Delaware law may make a takeover of Cohu more difficult.

There are provisions in our basic corporate documents and under Delaware law that could discourage, delay or prevent a change in control, even if a change in control may be regarded as beneficial to some or all of our stockholders.

Cohu's stock repurchase program may not have an impact that is fully reflected in the current stock valuation.

Effective November 2, 2021, a \$70 million share repurchase program was authorized by our Board of Directors. On October 25, 2022, our Board of Directors authorized an additional \$70 million under the share repurchase program. The stock repurchase program was authorized to potentially offset dilution from equity issuances under Cohu's equity incentive plans and because the Board believes that, for reasons unrelated to the company's performance, the trading price of Cohu's common stock from time to time may not be reflective of the true value of the company. Any repurchases have been and may be made in the future using our existing cash resources. The company gives no assurances as to when, how much and for what duration stock repurchases may be made. However, stock repurchases may adversely affect the company if the economy turns downward, as it could leave the company limited in its ability to obtain cash necessary for ongoing operations or potential acquisition targets. In addition, any repurchase of stock may have no positive impact on our stock price. Further, as stock may be repurchased, given the volatility of our stock price, we may repurchase stock at prices which, in hindsight, are materially higher than the subsequent price of our stock.

Risks Relating to Regulatory Matters

There may be changes in, and uncertainty with respect to, legislation, regulation and governmental policy in the United States.

Specific legislative and regulatory proposals that could have a material impact on us include, but are not limited to, infrastructure renewal programs, modifications to international trade policy, increased duties, tariffs or other export restrictions, public company reporting requirements, climate change and environmental regulation, corporate tax legislation, new employment and privacy laws, and antitrust enforcement.

Unanticipated changes in our tax provisions, enactment of new tax laws, or exposure to additional income tax liabilities could affect our profitability.

We are subject to income and other taxes in the U.S. and numerous foreign jurisdictions. Our tax liabilities are affected by, among other things, the amounts our affiliated entities charge each other for intercompany transactions. Our German, Singaporean, Philippines, and Malaysian subsidiaries have income tax returns currently under routine examination by tax authorities for different periods between 2015 and 2020. We may be subject to ongoing tax examinations in various jurisdictions. Tax authorities may disagree with our intercompany charges or other matters and assess additional taxes. While we regularly assess the likely outcomes of these examinations to determine the appropriateness of our tax provision, tax audits are inherently uncertain, and an unfavorable outcome could occur. An unanticipated, unfavorable outcome in any specific period could harm our operating results for that period or future periods. The financial cost and management attention and time devoted to defending income tax positions may divert resources from our business operations, which could harm our business and profitability. Tax examinations may also impact the timing and/or amount of our refund claims.

In addition, our effective tax rate in the future could be adversely affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of our deferred tax assets and liabilities, changes in tax laws and the discovery of new information during our tax return preparation process. In particular, the carrying value of our deferred tax assets and the utilization of our net operating loss and credit carryforwards are dependent on our ability to generate future taxable income in the U.S. and other countries. Furthermore, these carryforwards may be subject to annual limitations as a result of changes in Cohu's ownership.

Beginning in 2022, the Tax Cuts and Jobs Act, or the Tax Act, eliminated the option to deduct research and development expenditures currently and requires taxpayers to capitalize and amortize them over five or fifteen years pursuant to Internal Revenue Code Section 174. This has increased our effective tax rate and our cash tax payable in 2022. If the requirement to capitalize Section 174 expenditures is not modified, it may also impact our effective tax rate and our cash tax liability in future years.

During December 2022, the Organization for Economic Cooperation and Development ("OECD") announced that it has reached agreement among its 136-member countries that certain multinational enterprises will be subject to a global minimum tax rate of 15%, also known as Pillar Two. South Korea became the first country to enact such global minimum tax rules, which will be effective for fiscal years beginning on or after January 1, 2024. These specific actions did not impact our consolidated financial statements in 2022, however, many more countries are expected to issue laws and regulations to conform with this guidance soon. We will continue to monitor the pertinent law changes and regulations to determine the impact they would have on our operating and financial results.

Compliance with regulations may impact sales to foreign customers and impose costs.

Certain products and services that we offer require compliance with U.S. and other foreign country export and other regulations. Compliance with complex U.S. and other foreign country laws and regulations that apply to our international sales activities increases our cost of doing business in international jurisdictions and could expose us or our employees to fines and penalties. These laws and regulations include import and export requirements, the U.S. State Department International Traffic in Arms Regulations ("ITAR") and U.S. and other foreign country laws such as the Foreign Corrupt Practices Act ("FCPA"), and local laws prohibiting corrupt payments to governmental officials. Violations of these laws and regulations could result in fines, criminal sanctions against us, our officers or our employees, prohibitions on the conduct of our business and damage to our reputation. Although we have implemented policies and procedures designed to ensure compliance with these laws, there can be no assurances that our employees, contractors or agents will not violate our policies, or that our policies will be effective in preventing all potential violations. Any such violations could include prohibitions on our ability to offer our products and services to one or more countries, and could also materially damage our reputation, our brand, our international expansion efforts, our ability to attract and retain employees, our business and our operating results. Further, defending against claims of violations of these laws and regulations, even if we are successful, could be time-consuming, result in costly litigation, divert management's attention and resources and cause us to incur significant expenses.

In addition to government regulations regarding sale and export, we are subject to other regulations regarding our products. For example, the U.S. Securities and Exchange Commission has adopted disclosure rules for companies that use conflict minerals in their products, with substantial supply chain verification requirements if the materials come from, or could have come from, the Democratic Republic of the Congo or adjoining countries. These rules and verification requirements impose additional costs on us and on our suppliers and may limit the sources or increase the cost of materials used in our products. Further, if we are unable to certify that our products are conflict free, we may face challenges with our customers that could place us at a competitive disadvantage, and our reputation may be harmed.

Any failure to comply with environmental laws and regulations could subject us to significant fines and liabilities, and new laws and regulations (such as involving climate change) or changes in regulatory interpretation or enforcement could make compliance more difficult and costly.

We are subject to various U.S. federal, state and local, and foreign governmental laws and regulations relating to the protection of the environment, including those governing the discharge of pollutants into the air and water, the management and disposal of hazardous substances and wastes, the cleanup of contaminated sites and the maintenance of a safe workplace. We could incur substantial costs, including cleanup costs, civil or criminal fines or sanctions and third-party claims for property damage or personal injury, as a result of violations of or liabilities under environmental laws and regulations or non-compliance with the environmental permits required at our facilities. In addition, new regulations or shareholder or other public expectations for reductions in greenhouse gas emissions could result in increased energy, transportation and raw material costs, and may require us to make additional investments in facilities and equipment. As a result, the effects of climate change could have a long-term adverse impact on our business and results of operations.

Risks Relating to Cybersecurity, Intellectual Property and Litigation

Our business and operations could suffer in the event of cybersecurity breaches within our operational systems or products.

Attempts by others to gain unauthorized access to information technology systems are becoming more sophisticated and are sometimes successful. These attempts, which might be related to industrial or other espionage, include covertly introducing malware to our computers and networks and impersonating authorized users, among others. We seek to detect and investigate all cybersecurity incidents and to prevent their recurrence, but in some cases, we might be unaware of an incident or its magnitude and effects. We have been impacted by immaterial “phishing” schemes and we are continuing our efforts to train employees on such risks but may still incur damages from such schemes in the future. We believe that the implementation of extensive employee telework practices has increased our cybersecurity risks. The theft, unauthorized use or publication of our intellectual property and/or confidential business information could harm our competitive position, reduce the value of our investment in research and development and other strategic initiatives or otherwise adversely affect our business. To the extent that any security breach results in inappropriate disclosure of our customers’ or licensees’ confidential information, we may incur liability as a result. Any future attacks which may disrupt our IT systems, or those of our suppliers, could impact our sales, financial results and stock price. In response to these risks, we expect to continue to devote additional resources to the security of our information technology systems.

Third parties may violate our proprietary rights and we may incur litigation costs to protect our proprietary rights.

We rely on patent, copyright, trademark and trade secret laws to establish and maintain proprietary rights in our technology and products. Any of our proprietary rights may expire due to patent life, or be challenged, invalidated or circumvented. We are also subject to the theft and misappropriation of our intellectual property by others, including incidents relating to former employees. Additionally, instances where we identify third parties potentially infringing on our proprietary rights may require our further investigation that could be time-consuming and costly. We believe that our company is taking reasonable actions to protect and continuously improve our security, through strengthened IT infrastructure and internal controls, but if these actions are not successful our business could be adversely affected.

Other parties may claim that we are infringing upon their intellectual property rights, and we could suffer litigation or licensing costs, and be prohibited from selling our products.

We may receive notice from our competitors and third parties regarding patent or copyright claims of potential infringement by our company. Any such claims, with or without merit, could be time-consuming to defend, result in costly litigation, divert management's attention and resources, and cause us to incur significant expenses. In the event of a successful claim of infringement against us, it may be costly for us to obtain licensing rights, or we may fail to obtain licensing rights or have an inability to license the infringed technology. Additionally, we may not be able to timely acquire or develop similar non-infringing technology, which may require us to change our products or processes. In each of these instances, our business, financial condition and results of operations could be adversely affected.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Certain information concerning our principal properties at December 31, 2022, is set forth below:

Location	Major Activities	Approx. Sq. Ft.	Ownership
Poway, California	1, 2, 3, 4, 5	147,000	Leased
Malacca, Malaysia	2, 3, 4, 5	96,000	Leased
Kolbermoor, Germany	2, 3, 4, 5	83,000	Owned
Osaka, Japan	2, 3, 4, 5	67,000	Owned
Norwood, Massachusetts	2, 4, 5	56,000	Leased
Calamba City, Laguna, Philippines	2, 3, 4, 5	52,000	Leased
La Chaux-de-Fonds, Switzerland	2, 4, 5	33,000	Leased
Milpitas, California	2, 4, 5	31,000	Leased
Lincoln, Rhode Island	2, 3, 4, 5	22,000	Leased
Singapore	2, 4, 5	20,000	Leased
St. Paul, Minnesota	2, 3, 4, 5	17,000	Leased
Penang, Malaysia ⁽¹⁾	2, 3, 4, 5	10,000	Leased

(1) Location was acquired on January 30, 2023, in conjunction with the purchase of MCT, see Note 17, "Subsequent Event", included in Part IV, Item 15(a) of this Form 10-K.

Major activities have been separated into the following categories: 1. Corporate Administration/Principal Executive Offices and Global Headquarters, 2. Sales, Service and Customer Support, 3. Manufacturing, 4. Engineering and Product Development, and 5. Marketing, Finance and General Administration

In addition to the locations listed above, we lease other properties primarily for manufacturing, sales, service, engineering, and general administration in various locations. We believe our facilities are suitable for their respective uses and are adequate for our present needs.

Item 3. Legal Proceedings.

See Note 12, "Commitments and Contingencies" in Part IV, Item 15(a) of this Form 10-K for information regarding legal proceedings.

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.

(a) Market Information

Cohu, Inc. stock is traded on the Nasdaq Global Select Market under the symbol “COHU”.

Holders

At February 8, 2023, Cohu had 577 stockholders of record. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees. This number of holders of record also does not include stockholders whose shares may be held in trust by other entities.

Dividends

We are proactively managing cash flow and Cohu’s Board of Directors authorized suspending our quarterly cash dividend indefinitely, as of May 5, 2020. The dividend suspension has resulted in approximately \$10 million of annualized cash savings, which we are utilizing to deleverage and strengthen our balance sheet. Future reinstatement of our dividend policy may be affected by, among other items, our views on potential future capital requirements, including those related to debt service requirements, research and development, investments and acquisitions, legal risks and stock repurchases.

Recent Sales of Unregistered Securities

During 2022, we did not issue any securities that were not registered under the Securities Act of 1933, as amended.

Issuer Purchases of Equity Securities

On October 28, 2021, we announced that our Board of Directors authorized a \$70 million share repurchase program. On October 25, 2022, our Board of Directors authorized an additional \$70 million under the share repurchase program. This share repurchase program was effective as of November 2, 2021 and has no expiration date. The timing of share repurchases and the number of shares of common stock to be repurchased will depend upon prevailing market conditions and other factors. Repurchases under this program will be made using our existing cash resources and may be commenced or suspended from time-to-time at our discretion without prior notice. Repurchases may be made in the open market, through 10b5-1 programs, or in privately negotiated transactions at prevailing market rates in accordance with federal securities laws. All such repurchased shares and related costs are held as treasury stock and accounted for at trade date using the cost method. The total number of shares of common stock we purchased during the fiscal year ended December 31, 2022 was 1,767,070 shares.

Share repurchase activity during the fourth quarter of 2022 was as follows:

	Total Number of Shares Purchased	Weighted Average Price Paid Per Share ⁽¹⁾	Total Purchase Cost ⁽²⁾	Total Number of Shares Purchased as Part of Publicly Announced Programs ⁽³⁾	Maximum \$ Value of Shares That May Yet Be Purchased Under The Programs ⁽³⁾
<i>(in thousands except price per share)</i>					
Sep 25, 2022 - Oct 22, 2022	200	\$ 27.54	\$ 5,513	200	\$ 89,085
Oct 23, 2022 - Nov 19, 2022	61	\$ 33.20	\$ 2,041	61	\$ 87,044
Nov 20, 2022 - Dec 31, 2022	150	\$ 33.87	\$ 5,088	150	\$ 81,957
	<u>411</u>	\$ 30.70	<u>\$ 12,642</u>	<u>411</u>	

(1) The weighted average price paid per share of common stock does not include the cost of commissions.

(2) The total purchase cost includes the cost of commissions.

(3) On October 28, 2021, we announced that our Board of Directors authorized a \$70 million share repurchase program. On October 25, 2022, our Board of Directors authorized an additional \$70 million under the share repurchase program. This share repurchase program is effective as of November 2, 2021 and has no expiration date. The timing of share repurchases and the number of shares of common stock to be repurchased will depend upon prevailing market conditions and other factors. Repurchases under this program will be made using our existing cash resources and may be commenced or suspended from time-to-time at our discretion without prior notice. Repurchases may be made in the open market, through 10b5-1 programs, or in privately negotiated transactions at prevailing market rates in accordance with federal securities laws. All such repurchased shares and related costs are held as treasury stock and accounted for at trade date using the cost method.

Equity Compensation Plan Information

The information required by this Item regarding equity compensation plans is incorporated by reference to the information set forth in Part III, Item 12 of this Annual Report on Form 10-K.

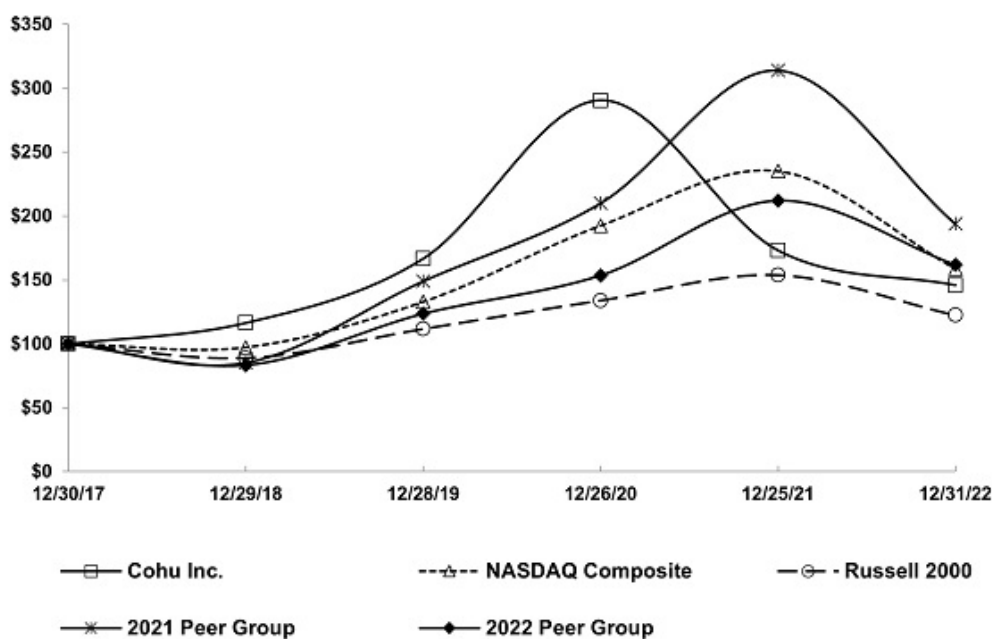
Comparative Stock Performance Graph

The information contained in this Stock Performance Graph section shall not be deemed to be “soliciting material” or “filed” with the SEC or subject to the liabilities of Section 18 of the Exchange Act except to the extent that Cohu specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.

The graph below compares the cumulative total stockholder return on the common stock of Cohu for the last five fiscal years with the cumulative total return on custom Peer Group Indexes and a Nasdaq Global Select Market Index over the same period (assuming the investment of \$100 in Cohu’s common stock, Peer Group Index and Nasdaq Global Select Market Index on December 30, 2017, and reinvestment of all dividends). The custom Peer Group Indexes are comprised of companies within our industry and are utilized in our executive compensation planning process. This peer group is revised annually to reflect acquisitions and to include comparable companies in the semiconductor equipment market to ensure a sufficient number of companies in the peer group composition to enable a meaningful comparison and benchmarking. In 2022, the custom peer group was comprised of Advanced Energy Industries, Inc., Alpha & Omega Semiconductor Limited, Axcelis Technologies, Inc., Badger Meter, Inc., Cirrus Logic, Inc., FormFactor, Inc., Harmonic Inc., Ichor Holdings Ltd., Kulicke and Soffa Industries, Inc., MACOM Technology Solutions Holdings, Inc., MaxLinear, Inc., National Instruments Corporation, Novanta, Inc., Onto Innovation, OSI Systems, Inc., Photronics, Inc., Smart Global Holdings, Inc., Ultra Clean Holdings, Inc. and Veeco Instruments, Inc. In selecting our 2022 peer group the Compensation Committee of our Board of Directors considered competitive market data and an analysis prepared by Compensia and identified companies headquartered in the U.S. in the semiconductor capital equipment and electronic capital equipment and instrumentation sectors that were comparable to us on the basis of revenue, our market capitalization, and that had similar scope of operations. In 2021, the custom Peer Group Index was comprised of Advanced Energy Industries, Inc., Axcelis Technologies, Inc., Azenta, Inc. (formerly Brooks Automation, Inc.), Cirrus Logic, Inc., Entegris, Inc., FormFactor, Inc., Kulicke and Soffa Industries, Inc., Novanta, Inc., OSI Systems, Inc., Onto Innovation, Inc., Photronics, Inc., Synaptics, Inc., Ultra Clean Holdings, Inc. and Veeco Instruments, Inc.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*

Among Cohu Inc., the NASDAQ Composite Index, the Russell 2000 Index, 2021 Peer Group and 2022 Peer Group



*\$100 invested on 12/30/17 in stock or 12/31/17 in index, including reinvestment of dividends. Indexes calculated on month-end basis.

	2017	2018	2019	2020	2021	2022
Cohu, Inc.	\$ 100	\$ 116	\$ 167	\$ 291	\$ 173	\$ 146
NASDAQ Index	\$ 100	\$ 97	\$ 133	\$ 192	\$ 235	\$ 159
Russell 2000	\$ 100	\$ 89	\$ 112	\$ 134	\$ 154	\$ 122
2021 Peer Group	\$ 100	\$ 85	\$ 149	\$ 210	\$ 314	\$ 194
2022 Peer Group	\$ 100	\$ 83	\$ 124	\$ 154	\$ 212	\$ 162

Item 6. Reserved.

We have adopted the amendments to Items 301 and 302 of Regulation S-K contained in SEC Release No. 33-10890. As a result, the disclosure previously provided in Part II, Item 6 is no longer required. There were no retrospective changes to the Consolidated Statements of Operations for any quarters in the two most recent fiscal years that would require disclosure under Item 302, as amended.

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

OVERVIEW

Cohu is a leading supplier of semiconductor test and inspection automation systems (handlers), micro-electromechanical system (“MEMS”) test modules, test contactors and thermal subsystems, and semiconductor automated test equipment used by global semiconductor manufacturers and test subcontractors.

We offer a wide range of products and services and our revenue from capital equipment products is driven by the capital expenditure budgets and spending patterns of our customers, who often abruptly delay or accelerate purchases in reaction to variations in their business. The level of capital expenditures by these companies depends on the current and anticipated market demand for semiconductor devices and the products that incorporate them. Our consumable products are driven by the number of semiconductor devices that are tested and by the continuous introduction of new products and new technologies by our customers. As a result, our consumable products provide a more stable recurring source of revenue and generally do not have the same degree of cyclicity as our capital equipment products.

For the year ended December 31, 2022, our net sales decreased 8.4% year-over-year to \$812.8 million. Although customer test cell utilization rates remain high and we continue to benefit from robust demand for semiconductor test equipment, as compared to the prior year, our net sales declined during 2022 due to lower demand for mobility and 5G-related products as well as the divestiture of our PCB Test business, which contributed \$26.8 million in sales during 2021 through its disposition on June 24, 2021. Over the past twelve months, consolidated net sales benefitted from growth in our semiconductor test business, and we saw improvements in gross margin due to favorable product mix, and increased insourcing of contactor manufacturing. Also, price increases offset cost increases in our supply chain. Based on the strength of current business conditions and the results from our operations, we have continued to take actions to reduce outstanding principal under our Term Loan Credit Facility through voluntary prepayments and we have also repurchased 1,767,070 shares of our common stock for \$50.7 million during 2022.

We continue to focus on building a well-balanced and resilient business model. Our long-term market drivers and market strategy remain intact, and we are encouraged by demand across our main market segments, along with customer traction with our new products. We continue to capture new customers and remain optimistic about the long-term prospects for our business due to the increasing ubiquity of semiconductors, the continued rollout of 5G networks, increasing semiconductor complexity, increasing quality demands from semiconductor customers, increasing test intensity and continued proliferation of electronics in a variety of products across the automotive, mobility, industrial and consumer markets.

Application of Critical Accounting Estimates and Policies

Our discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. We base our estimates on historical experience, forecasts and on various other assumptions that are believed to be reasonable under the circumstances; however actual results may differ from those estimates under different assumptions or conditions. The methods, estimates and judgments we use in applying our accounting policies have a significant impact on the results we report in our financial statements. Some of our accounting policies require us to make difficult and subjective judgments, often as a result of the need to make estimates of matters that are inherently uncertain. Our critical accounting estimates that we believe are the most important to investors' understanding of our financial results and condition and require complex management judgment include:

- revenue recognition, including the deferral of revenue on sales to customers, which impacts our results of operations;
- estimation of valuation allowances and accrued liabilities, specifically inventory reserves, which impact gross margin or operating expenses;
- the recognition and measurement of current and deferred income tax assets and liabilities, unrecognized tax benefits, the valuation allowance on deferred tax assets and accounting for the impact of the change to U.S. tax law as described herein, which impact our tax provision; and
- the assessment of recoverability of long-lived and indefinite-lived assets including goodwill and other intangible assets, which primarily impacts gross margin or operating expenses if we are required to record impairments of assets or accelerate their depreciation.

Below, we discuss these policies further, as well as the estimates and judgments involved. We also have other policies that we consider key accounting policies; however, these policies typically do not require us to make estimates or judgments that are difficult or subjective.

Revenue Recognition: Our net sales are derived from the sale of products and services and are adjusted for estimated returns and allowances, which historically have been insignificant. We recognize revenue when the obligations under the terms of a contract with our customers are satisfied; generally, this occurs with the transfer of control of our systems, non-system products or the completion of services. In circumstances where control is not transferred until destination or acceptance, we defer revenue recognition until such events occur. Revenue for established products that have previously satisfied a customer's acceptance requirements is generally recognized upon shipment. In cases where a prior history of customer acceptance cannot be demonstrated or from sales where customer payment dates are not determinable and in the case of new products, revenue and cost of sales are deferred until customer acceptance has been received. Our post-shipment obligations typically include installation and standard warranties. The estimated fair value of installation related revenue is recognized in the period the installation is performed. Service revenue is recognized over time as the transfer of control is completed for the related contract or upon completion of the services if they are short-term in nature. Spares, contactor and kit revenue is generally recognized upon shipment. Certain of our equipment sales have multiple performance obligations. These arrangements involve the delivery or performance of multiple performance obligations, and transfer of control of performance obligations may occur at different points in time or over different periods of time. For arrangements containing multiple performance obligations, the revenue relating to the undelivered performance obligation is deferred using the relative standalone selling price method utilizing estimated sales prices until satisfaction of the deferred performance obligation. Unsatisfied performance obligations primarily represent contracts for products with future delivery dates. At December 31, 2022, and December 25, 2021, we had \$7.1 million and \$7.7 million of revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) with expected durations of over one year, respectively. As allowed under ASC Topic 606, *Revenue from Contracts with Customers* ("ASC 606"), we have opted to not disclose unsatisfied performance obligations for contracts with original expected durations of less than one year. We generally sell our equipment with a product warranty. The product warranty provides assurance to customers that delivered products are as specified in the contract (an "assurance-type warranty"). Therefore, we account for such product warranties under ASC Topic 460, *Guarantees* ("ASC 460"), and not as a separate performance obligation. The transaction price reflects our expectations about the consideration we will be entitled to receive from the customer and may include fixed or variable amounts. Fixed consideration primarily includes sales to customers that are known as of the end of the reporting period. Variable consideration includes sales in which the amount of consideration that we will receive is unknown as of the end of a reporting period. Such consideration primarily includes sales made to certain customers with cumulative tier volume discounts offered. Variable consideration arrangements are rare; however, when they occur, we estimate variable consideration as the expected value to which we expect to be entitled. Included in the transaction price estimate are amounts in which it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. The estimate is based on information available for projected future sales. Variable consideration that does not meet revenue recognition criteria is deferred. Accounts receivable represents our unconditional right to receive consideration from our customer. Payments terms do not exceed one year from the invoice date and therefore do not include a significant financing component. To date, there have been no material impairment losses on accounts receivable. There were no material contract assets recorded on the consolidated balance sheet in any of the periods presented. On shipments where sales are not recognized, gross profit is generally recorded as deferred profit in our consolidated balance sheet representing the difference between the receivable recorded and the inventory shipped.

Accounts Receivable: We maintain an allowance for credit losses for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers deteriorates, resulting in an impairment of their ability to make payments, additional allowances may be required. Our customers include semiconductor manufacturers and semiconductor test subcontractors throughout many areas of the world. While we believe that our allowance for credit losses is adequate and represents our best estimate of future losses we will continue to monitor customer liquidity and other economic conditions, which may result in changes to our estimates.

Inventory: The valuation of inventory requires us to estimate obsolete or excess inventory as well as inventory that is not of saleable quality. The determination of obsolete or excess inventory requires us to estimate the future demand for our products. The demand forecast is a direct input in the development of our short-term manufacturing plans. We record valuation reserves on our inventory for estimated excess and obsolete inventory and lower of cost or net realizable value concerns equal to the difference between the cost of inventory and the estimated realizable value based upon assumptions about future product demand, market conditions and product selling prices. If future product demand, market conditions or product selling prices are less than those projected by management or if continued modifications to products are required to meet specifications or other customer requirements, increases to inventory reserves may be required which would have a negative impact on our gross margin.

Income Taxes: We estimate our liability for income taxes based on the various jurisdictions where we conduct business. This requires us to estimate our (i) current taxes; (ii) temporary differences that result from differing treatment of certain items for tax and accounting purposes and (iii) unrecognized tax benefits. Temporary differences result in deferred tax assets and liabilities that are reflected in the consolidated balance sheet. The deferred tax assets are reduced by a valuation allowance if, based upon all available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Establishing, reducing or increasing a valuation allowance in an accounting period generally results in an increase or decrease in tax expense in the statement of operations. We must make significant judgments to determine the provision for income taxes, deferred tax assets and liabilities, unrecognized tax benefits and any valuation allowance to be recorded against deferred tax assets. Our gross deferred tax asset balance as of December 31, 2022, was approximately \$114.5 million, with a valuation allowance of approximately \$89.2 million.

During December 2022, the Organization for Economic Cooperation and Development (OECD) announced that it has reached agreement among its 136-member countries that certain multinational enterprises will be subject to a global minimum tax rate of 15%, also known as Pillar Two. South Korea became the first country to enact such global minimum tax rules, which will be effective for fiscal years beginning on or after January 1, 2024. These specific actions did not impact our consolidated financial statements in 2022, however, many more countries are expected to issue laws and regulations to conform with this guidance soon. We will continue to monitor the pertinent law changes and regulations to determine the impact they would have on our operating and financial results.

Segment Information: We applied the provisions of ASC Topic 280, *Segment Reporting* (“ASC 280”), which sets forth a management approach to segment reporting and establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products, major customers and the geographies in which the entity holds material assets and reports revenue. An operating segment is defined as a component that engages in business activities whose operating results are reviewed by the chief operating decision maker and for which discrete financial information is available. We have determined that our three identified operating segments are: Test Handler Group (“THG”), Semiconductor Tester Group (“STG”) and Interface Solutions Group (“ISG”). Our THG, STG and ISG operating segments qualify for aggregation under ASC 280 due to similarities in their customers, their economic characteristics, and the nature of products and services provided. As a result, we report in one segment, Semiconductor Test and Inspection Equipment (“Semiconductor Test & Inspection”). Prior to the sale of our PCB Test Group (“PTG”) on June 24, 2021, we reported in two segments, Semiconductor Test & Inspection and PCB Test Equipment (“PCB Test”).

Goodwill and Indefinite-Lived Intangibles, Other Intangible Assets and Long-lived Assets: We evaluate goodwill and other indefinite-lived intangible assets, which are solely comprised of in-process research and development (“IPR&D”), for impairment annually and when an event occurs or circumstances change that indicate that the carrying value may not be recoverable. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the reporting unit or asset, in the case of in-process research and development. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of impairment as the difference between the fair value of the reporting unit and its carrying value of goodwill. We estimated the fair values of our reporting units using a weighting of the income and market approaches. Under the income approach, we use a discounted cash flow methodology to derive an indication of value, which requires management to make significant estimates and assumptions related to forecasted revenues, gross profit margins, operating income margins, working capital cash flow, perpetual growth rates, and long-term discount rates, among others. For the market approach, we use the guideline public company method. Under this method we utilize information from comparable publicly traded companies with similar operating and investment characteristics as the reporting units, to create valuation multiples that are applied to the operating performance metrics of the reporting unit being tested, in order to obtain an indication of value. We then apply a 50/50 weighting to the indicated values from the income and market approaches to derive the fair values of the reporting units. Forecasts of future cash flows are based on our best estimate of future net sales and operating expenses, based primarily on customer forecasts, industry trade organization data and general economic conditions. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors.

We conduct our annual impairment test as of October 1st of each year, and have determined there was no impairment as of October 1, 2022, as we determined that the estimated fair values of our reporting units exceeded their carrying values on that date. Other events and changes in circumstances may also require goodwill to be tested for impairment between annual measurement dates. As of December 31, 2022, we do not believe that circumstances have occurred that indicate impairment of our goodwill is more-likely-than-not. In the event we determine that an interim goodwill impairment review is required in a future period, the review may result in an impairment charge, which would have a negative impact on our results of operations.

During the first quarter of 2020, the volatility in Cohu's stock price, the global economic downturn and business interruptions associated with the COVID-19 pandemic led us to determine that there was a triggering event related to goodwill within all of our identified reporting units and our indefinite-lived intangible assets. We performed an interim assessment as of March 28, 2020 and determined that the fair values of our identified reporting units all exceeded their carrying values and we concluded there was no impairment of goodwill within our reporting units. Anticipated delays in customer adoption of certain new products under development as a result of the COVID-19 pandemic, changes to future project roadmaps and an increase in the discount rate used in the developing our interim fair value estimate resulted in a \$3.9 million impairment to IPR&D recorded during the first quarter as the carrying value exceeded fair value. During the third quarter of 2020, we became aware of additional delays in customer adoption of the same new products under development leading us to re-evaluate the fair value of these projects and we determined that the carrying value exceeded the fair value and, as a result, we recorded a \$7.3 million impairment to IPR&D. For the twelve months ended December 26, 2020 total impairments recorded to IPR&D projects was \$11.2 million. During the fourth quarter of 2021 we completed and transferred to developed technology our last remaining in-process technology project which was reviewed for impairment as part of this process. Due to a change in forecasted results an impairment charge of \$0.1 million was recorded.

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable. For long-lived assets, impairment losses are only recorded if the asset's carrying amount is not recoverable through its undiscounted future cash flows. We measure the impairment loss based on the difference between the carrying amount and estimated fair value.

Warranty: We provide for the estimated costs of product warranties in the period sales are recognized. Our warranty obligation estimates are affected by historical product shipment levels, product performance and material and labor costs incurred in correcting product performance problems. Should product performance, material usage or labor repair costs differ from our estimates, revisions to the estimated warranty liability would be required.

Contingencies: We are subject to certain contingencies that arise in the ordinary course of our businesses which require us to assess the likelihood that future events will confirm the existence of a loss or an impairment of an asset. If a loss or asset impairment is probable and the amount of the loss or impairment is reasonably estimable, we accrue a charge to operations in the period such conditions become known.

Share-based Compensation: Share-based compensation expense related to restricted stock unit awards is calculated based on the market price of our common stock on the grant date, reduced by the present value of dividends expected to be paid on our common stock prior to vesting of the restricted stock unit. Share-based compensation on performance stock units with market-based goals is calculated using a Monte Carlo simulation model on the date of the grant. Share-based compensation expense related to stock options is recorded based on the fair value of the award on its grant date, which we estimate using the Black-Scholes valuation model.

Our estimate of share-based compensation expense requires a number of complex and subjective assumptions and the assumptions used in calculating the fair value of share-based awards represent our best estimates, but these estimates involve inherent uncertainties and the application of management judgment. Although we believe the assumptions and estimates we have made are reasonable and appropriate, changes in assumptions could materially impact our reported financial results.

Recent Accounting Pronouncements: For a description of accounting changes and recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on our consolidated financial statements, see Note 1, "Recent Accounting Pronouncements" in Part IV, Item 15(a) of this Form 10-K.

RESULTS OF OPERATIONS

Recent Transactions Impacting Results of Operations

On June 24, 2021, we completed the sale of our PCB Test business. Due to the timing of the divestment of this business our results for 2021 include our PCB Test business for the six months ended June 24, 2021, whereas our results for the period ended December 26, 2020 include this business for the full twelve months. Previously, management determined that the fixtures services business, that was acquired as part of Xcerra, did not align with Cohu's long-term strategic plan and management divested this business in February 2020. The operating results of our fixtures business are presented as "discontinued operations" for the periods ended December 31, 2022, December 25, 2021 and December 26, 2020. Unless otherwise indicated, the discussion below covers the comparative results from continuing operations.

The following table summarizes certain operating data as a percentage of net sales:

	2022	2021	2020
Net sales	100.0%	100.0%	100.0%
Cost of sales	(52.8)	(56.4)	(57.3)
Gross margin	47.2	43.6	42.7
Research and development	(11.4)	(10.4)	(13.5)
Selling, general and administrative	(16.2)	(14.3)	(20.3)
Amortization of purchased intangible assets	(4.1)	(4.0)	(6.1)
Gain on sale of PCB Test business	-	8.0	-
Restructuring charges	(0.1)	(0.2)	(1.2)
Impairment charges	-	(0.0)	(1.8)
Gain on sale of facilities	-	-	0.7
Income from operations	15.4%	22.7%	0.5%

Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II, Item 7 in our 2021 Annual Report on Form 10-K, filed with the SEC on February 18, 2022, for comparative discussion of our fiscal years ended December 25, 2021 and December 26, 2020.

2022 Compared to 2021

Net Sales

Cohu’s consolidated net sales decreased 8.4% from \$887.2 million in 2021 to \$812.8 million in 2022. During 2022, although customer test cell utilization rates remained high and we continued to benefit from robust demand for semiconductor test equipment, as compared to 2021, net sales declined due to lower demand for mobility and 5G-related products as well as the divestiture of our PCB Test business, which contributed \$26.8 million in sales during 2021 through its disposition on June 24, 2021. During 2021 our net sales were favorably impacted by robust automotive demand, driven by xEV and ADAS technologies, strength in industrial markets, and continued mobility expansion with 5G proliferation. Demand for equipment testing 5G, Wi-Fi 6 and Ultra-Wideband devices, data centers, personal computers and automotive semiconductor and sensors were at near record levels.

Gross Margin (exclusive of amortization of acquisition-related intangible assets described below)

Gross margin consists of net sales less cost of sales (excluding the impact of amortization of developed technology). Cost of sales consists primarily of the materials, assembly and test labor and overhead from operations. Our gross margin can fluctuate due to a number of factors, including, but not limited to, the mix of products sold, product support costs, increases to inventory reserves, the sale of previously reserved inventory and business volume which impacts the utilization of our manufacturing capacity. Our gross margin, as a percentage of net sales, increased to 47.2% in 2022 from 43.6% in 2021. During 2022 our gross margin improved compared to 2021 due to favorable product mix, increased insourcing of contactor manufacturing and foreign currency fluctuations.

We compute the majority of our excess and obsolete inventory reserve requirements using inventory usage forecasts. During 2022, we recorded net charges to cost of sales of approximately \$7.2 million for excess and obsolete inventory. In 2021, net charges to cost of sales for excess and obsolete inventory were \$7.1 million. We believe our reserves for excess and obsolete inventory and lower of cost or net realizable value are adequate to cover known exposures at December 31, 2022. Reductions in customer forecasts, continued modifications to products, our failure to meet specifications or other customer requirements may result in additional charges to operations that could negatively impact our gross margin in future periods.

Research and Development Expense (“R&D Expense”)

R&D expense consists primarily of salaries and related costs of employees engaged in ongoing research, product design and development activities, costs of engineering materials and supplies and professional consulting expenses. Our future operating results depend, to a considerable extent, on our ability to maintain a competitive advantage in the products we provide, and historically we have maintained our commitment to investing in R&D in order to be able to continue to offer new products to our customers. R&D expense in 2022 was \$92.6 million, or 11.4% of net sales, compared to \$92.0 million, or 10.4% of net sales in 2021. R&D expense in 2021 includes the results of our PCB Test business, which incurred \$1.5 million of costs prior to its disposition on June 24, 2021. During 2022 R&D expense increased due to higher spending on labor and materials associated with product development.

Selling, General and Administrative Expense (“SG&A Expense”)

SG&A expense consists primarily of salaries and benefit costs of employees, commission expense for independent sales representatives, product promotion and costs of professional services. SG&A expense as a percentage of net sales increased to 16.2% in 2022, from 14.3% in 2021, increasing from \$127.0 million in 2021 to \$131.4 million in 2022. SG&A expense in 2021 includes the results of our PCB Test business, which incurred \$3.3 million of SG&A expense prior to its disposition on June 24, 2021. During 2022 SG&A expense has increased due to higher labor and professional services costs.

Amortization of Purchased Intangible Assets

Amortization of purchased intangibles is the process of expensing the cost of an intangible asset acquired through a business combination over the projected life of the asset. Amortization of acquisition-related intangible assets was \$33.2 million and \$35.4 million for 2022 and 2021, respectively. The decrease in expense recorded during 2021 was a result of fluctuations in exchange rates and the sale of PCB Test business on June 24, 2021 as remaining purchased intangible assets that were being amortized were written-off as part of the sale.

Gain on sale of PCB Test Business

On June 24, 2021, we completed the divestment of our PCB Test business which resulted in a gain of \$70.8 million in 2021. As part of the transaction we also sold certain intellectual property held by our Semiconductor Test & Inspection segment that is utilized by the PCB Test business. Our decision to sell this non-core business resulted from management’s determination that that the PCB test business was no longer a fit within our organization.

Restructuring Charges

Subsequent to the merger with Xcerra in the fourth quarter 2018, we began a strategic restructuring program designed to reposition our organization and improve our cost structure as part of our targeted integration plan regarding Xcerra. In connection with the integration plan, we recorded restructuring charges totaling \$0.6 million and \$1.8 million in 2022 and 2021, respectively. The decrease in expense year-over-year is a result of fewer activities under the restructuring projects.

See Note 4, “Restructuring Charges” in Part IV, Item 15(a) of this Form 10-K for additional information with respect to restructuring charges.

Impairment Charges

During the fourth quarter of 2021 we completed and transferred to developed technology our last remaining in-process technology project which we tested for impairment as part of this process. A change in forecasted results of this project led to an impairment charge of \$0.1 million being recorded in the fourth quarter of 2021.

Interest Expense and Income

Interest expense was \$4.2 million in 2022 compared to \$6.4 million in 2021. The year-over-year decrease in our interest expense resulted from a reduction in the outstanding balance of our Term Loan Credit Facility.

Interest income was \$4.0 million and \$0.2 million in 2022 and 2021, respectively. The increase in interest income year-over-year is a result of increased investments and higher rates.

Foreign Transaction Gain (Loss) and Other

We have operations in foreign countries and conduct business in the local currency in these countries. Starting in the fourth quarter of 2020, we began entering into foreign currency forward contracts to hedge against future movements in foreign exchange rates that affect certain U.S. Dollar denominated assets and liabilities that are held at our subsidiaries whose functional currency is the local currency. During both 2022 and 2021, the U.S. Dollar strengthened against the Swiss Franc, Euro and Japanese Yen resulting in foreign currency gains. During 2022 we recognized gains of \$1.6 million, net of \$5.4 million of losses generated by our foreign currency forward contracts and in 2021 we recognized gains of \$0.4 million, net of \$3.4 million of losses generated by our foreign currency forward contracts.

See Note 7 “Derivative Financial Instruments” in Part IV, Item 15(a) of this Form 10-K for additional information with respect to our foreign currency forward contracts.

Income Taxes

The income tax provision expressed as a percentage of pre-tax income or loss in 2022 and 2021 was 23.6% and 13.0%, respectively. The increase in the provision for income taxes from 2021 to 2022 is primarily related to the changes in our jurisdictional mix of income, offset by lower GILTI inclusion and foreign tax withholdings and other factors.

Companies are required to assess whether a valuation allowance should be recorded against their deferred tax assets (“DTAs”) based on the consideration of all available evidence, using a “more likely than not” realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs at each reporting period, including an assessment of our cumulative income or loss over the prior three-year period and future periods, to determine if a valuation allowance was required.

Based on the evidence available including a lack of sustainable earnings and history of expiring unused NOLs, and tax credits, we continue to maintain our judgement that a previously recorded valuation allowance against substantially of our net deferred tax assets in the United States is still required. If a change in judgement regarding this valuation allowance were to occur in the future, we will record a potentially material deferred tax benefit, which could result in a favorable impact on the effective tax rate in that period.

Our valuation allowance on our DTAs at December 31, 2022, and December 25, 2021, was approximately \$89.2 million and \$76.3 million, respectively. The remaining gross DTAs for which a valuation allowance was not recorded are realizable primarily through future reversals of existing taxable temporary differences and to a lesser extent future taxable income in certain jurisdictions exclusive of reversing temporary differences and carryforwards.

For a full reconciliation of our effective tax rate to the U.S. federal statutory rate and further explanation of our provision for income taxes, see Note 9, “Income Taxes”, included in Part IV, Item 15(a) of this Form 10-K, which is incorporated herein by reference.

Net Income

As a result of the factors set forth above, our net income was \$96.8 million in 2022 and \$167.3 million in 2021.

LIQUIDITY AND CAPITAL RESOURCES

Our business is dependent on capital expenditures by semiconductor manufacturers and test subcontractors that are, in turn, dependent on the current and anticipated market demand for semiconductors. The seasonal and volatile nature of demand for semiconductor equipment, our primary industry, makes estimates of future revenues, results of operations and net cash flows difficult.

Our primary historical source of liquidity and capital resources has been cash flow generated by operations and we manage our business to maximize operating cash flows as our primary source of liquidity. We use cash to fund growth in our operating assets and to fund new products and product enhancements primarily through research and development. As of December 31, 2022, \$154.5 million or 40.1% of our cash, cash equivalents and short-term investments was held by our foreign subsidiaries. If these funds are needed for our operations in the U.S., we may be required to accrue and pay foreign withholding taxes if we repatriate these funds. Except for working capital requirements in certain jurisdictions, we provide for all withholding and other residual taxes related to unremitted earnings of our foreign subsidiaries.

At December 31, 2022, our total indebtedness, net of discount and deferred financing costs, was \$79.0 million, which included \$66.2 million outstanding under the Term Loan Credit Facility, \$2.5 million outstanding under Kita's term loans, \$8.4 million outstanding under Cohu GmbH's construction loans, and \$1.9 million outstanding under Kita's lines of credit.

In March 2021, we closed an underwritten follow-on public offering totaling 5,692,500 shares of our common stock at \$41.00 per share, raising net proceeds of approximately \$223.1 million, after deducting underwriting discounts and commissions and offering expenses. We used \$100.0 million of the net proceeds of this offering to repay outstanding principal on our Term Loan Credit Facility and we intend to use the rest for general corporate purposes, including to fund future growth initiatives. On June 30, 2021, we prepaid an additional \$100.0 million of our Term Loan Credit Facility utilizing a portion of the net proceeds from the sale of our PCB Test business. In 2022, we repurchased 1,767,070 shares of our outstanding common stock for \$50.7 million to be held as treasury stock.

We believe that our sources of liquidity will be sufficient to satisfy our anticipated cash requirements through at least the next 12 months. Our liquidity could be negatively affected by a decrease in demand for our products. In addition, we may make acquisitions or increase our capital expenditures and may need to raise additional capital through debt or equity financing to provide for greater flexibility to fund these activities. Additional financing may not be available or not available on terms favorable to us. A discussion of cash flows for the year ended December 26, 2020 has been omitted from this Annual Report on Form 10-K, but may be found in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," under the heading "Liquidity and Capital Resources" in our Annual Report on Form 10-K for the year ended December 25, 2021, filed with the SEC on February 18, 2022, which discussion is incorporated herein by reference and which is available free of charge on the SEC's website at www.sec.gov.

Liquidity

Working Capital: The following summarizes our cash, cash equivalents, short-term investments and working capital at December 31, 2022 and December 25, 2021:

<i>(in thousands)</i>	2022	2021	Increase	Percentage Change
Cash, cash equivalents and short-term investments	\$ 385,576	\$ 379,905	\$ 5,671	1.5%
Working capital	\$ 603,979	\$ 558,334	\$ 45,645	8.2%

Cash Flows

Operating Activities: Cash provided by operating activities consists of our net income adjusted for non-cash expenses and changes in operating assets and liabilities. These adjustments include impairment charges, depreciation expense on property, plant and equipment, share-based compensation expense, amortization of intangible assets, deferred income taxes, amortization of cloud-based software implementation costs, loss on extinguishment of debt, interest capitalized associated with cloud computing implementation, amortization of debt discounts and issuance costs and gains from the sale of our PCB Test business and property, plant and equipment. Our net cash flows provided by operating activities in 2022 totaled \$112.9 million compared to \$97.9 million in 2021. Cash provided by operating activities in the current year was a result of an increase in net income as compared to a net loss in the prior year. Cash provided by operating activities was also impacted by changes in current assets and liabilities which included decreases in accounts payable and accounts receivable. The timing of payments to our suppliers resulted in the \$33.1 million decrease in accounts payable, and net sales in the fourth quarter of 2022 and the timing of the resulting cash conversion cycle drove the \$12.5 million decrease in accounts receivable. Deferred profit decreased \$5.0 million as a result of the recognition of revenue that had been previously deferred in accordance with our revenue recognition policy, and accrued compensation, warranty and other liabilities decreased \$4.0 million due to lower business volume resulting in lower rates of accrual. Cash provided by operating activities was also impacted by increases in income taxes payable of \$20.9 million a result of higher income tax to be paid in certain jurisdictions. During 2022, inventories increased \$18.5 million due to purchases from suppliers made in the fourth quarter to fulfill anticipated future shipments of product, and other current assets increased \$16.2 million due to income tax prepayments and supplier advance deposits for inventory that will be received over the next twelve months.

Investing Activities: Investing cash flows consist primarily of cash used for capital expenditures in support of our business, purchases of investments, business acquisitions and proceeds from investment maturities, asset disposals and business divestitures. Our net cash used in investing activities in 2022 totaled \$67.9 million. In 2022 we used \$208.9 million in cash for purchases of short-term investments and generated \$155.4 million from sales and maturities. We invest our excess cash, in an attempt to seek the highest available return while preserving capital, in short-term investments since excess cash may be required for a business-related purpose. Additions to property, plant and equipment in 2022 were \$14.8 million and were made to support our operating and development activities. Our net cash provided by investing activities in 2021 totaled \$39.9 million. In 2021 we used \$12.0 million for additions to property, plant and equipment and we used \$204.7 million in cash for purchases of short-term investments and generated \$135.5 million from sales and maturities. Our net cash provided by investing activities in 2021 also included the net cash proceeds of \$120.9 million from the sale of our PCB Test business on June 24, 2021. The decision to sell our PCB Test business resulted from Cohu management's determination that this industry segment was not a fit within our organization and we could utilize the proceeds from the sale business to reduce outstanding debt and invest in growth opportunities in line with our core business strategy.

Financing Activities: Financing cash flows consist primarily of net proceeds from the issuance of common stock from an underwritten public offering and under our stock option and employee stock purchase plans and repayments of debt, net of new borrowings. In fiscal 2022, our cash used in financing activities totaled \$91.1 million. In fiscal 2021, our cash provided by financing activities totaled \$6.5 million. In March 2021, we closed an underwritten public offering totaling 5,692,500 shares of our common stock at \$41.00 per share, raising net proceeds of approximately \$223.1 million, after deducting underwriting discounts and commissions and offering expenses. Repayments of short-term borrowings and long-term debt during 2022 totaled \$38.2 million, which includes \$31.7 million of cash prepayments of our Term Loan Credit Facility. During 2021 our repayments totaled \$206.1 million and included \$200.0 million of cash prepayments of our Term Loan Credit Facility using proceeds from our underwritten public offering and the sale of our PCB Test business to deleverage our balance sheet. In 2021, we received proceeds under a revolving line of credit and construction loan totaling \$1.4 million. Proceeds from the construction loan was used to expand our facility in Kolbermoor, Germany, enabling us to consolidate the German operations of our Semiconductor Test & Inspection segment. Proceeds from the revolving line of credit are being used to increase the manufacturing capacity of our Semiconductor Test & Inspection segment facility located in Osaka, Japan. During 2022 and 2021, we made payments totaling \$50.7 million and \$7.3 million, respectively for shares of our common stock repurchased under our share repurchase program to be held as treasury stock. We issue restricted stock units, stock options and maintain an employee stock purchase plan as components of our overall employee compensation. In 2022, cash used to settle the minimum statutory tax withholding requirements on behalf of our employees upon vesting of restricted and performance stock awards, net of proceeds from shares issued under our employee stock purchase plan and from the exercise of employee stock options was \$2.0 million. In 2021, net cash used to settle the minimum statutory tax withholding requirements on behalf of our employees totaled \$4.4 million. The decrease in cash used to settle tax withholding requirements between 2022 and 2021 is directly correlated to the decrease in Cohu's stock price at the end of March year over year when the majority of awards vest.

Share Repurchase Program

On October 28, 2021, we announced that our Board of Directors authorized a \$70 million share repurchase program. On October 25, 2022, our Board of Directors authorized an additional \$70 million under the share repurchase program. This share repurchase program was effective as of November 2, 2021, and has no expiration date. The timing of share repurchases and the number of shares of common stock to be repurchased will depend upon prevailing market conditions and other factors. Repurchases under this program will be made using our existing cash resources and may be commenced or suspended from time-to-time at our discretion without prior notice. Repurchases may be made in the open market, through 10b5-1 programs, or in privately negotiated transactions at prevailing market rates in accordance with federal securities laws. For the year ended December 31, 2022, we repurchased 1,767,070 shares of our common stock for \$50.7 million to be held as treasury stock. As of December 31, 2022, we may purchase up to \$82.0 million of shares of our common stock under our share repurchase program.

Capital Resources

We have access to credit facilities and other borrowings provided by financial institutions to finance acquisitions, capital expenditures and our operations if needed. A summary of our borrowings and available credit is as follows.

Credit Agreement

On October 1, 2018, we entered into a Credit Agreement providing for a \$350.0 million Term Loan Credit Facility and borrowed the full amount to finance a portion of the Xcerra acquisition. Loans under the Term Loan Credit Facility amortize in equal quarterly installments of 0.25% of the original principal amount, with the balance payable at maturity. All outstanding principal and interest in respect of the Term Loan Credit Facility must be repaid on or before October 1, 2025. The loans under the Term Loan Credit Facility bear interest, at Cohu's option, at a floating annual rate equal to LIBOR plus a margin of 3.00%. At December 31, 2022, the outstanding loan balance, net of discount and deferred financing costs, was \$66.2 million and \$3.2 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. At December 25, 2021, the outstanding loan balance, net of discount and deferred financing costs, was \$101.6 million and \$10.1 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. As of December 31, 2022, the fair value of the debt was \$66.6 million. The measurement of the fair value of debt is based on the average of the bid and ask trading quotes as of December 31, 2022 and is considered a Level 2 fair value measurement.

Under the terms of the Credit Agreement, the lender may accelerate the payment terms upon the occurrence of certain events of default set forth therein, which include: the failure of Cohu to make timely payments of amounts due under the Credit Agreement, the failure of Cohu to adhere to the representations and covenants set forth in the Credit Agreement, the failure to provide notice of any event that causes a material adverse effect or to provide other required notices, upon the event that related collateral agreements become ineffective, upon the event that certain legal judgments are entered against Cohu, the insolvency of Cohu, or upon the change of control of Cohu. As of December 31, 2022, we believe no such events of default have occurred.

During 2022, we prepaid \$31.8 million in principal of our Term Loan Credit Facility for \$31.7 million in cash. We accounted for the prepayment as a debt extinguishment, which resulted in a loss of \$0.3 million reflected in our consolidated statement of operations and a \$0.4 million reduction in debt discounts and deferred financing costs in our consolidated balance sheets. During 2021, we repurchased \$200.0 million in principal of our Term Loan Credit Facility for \$200.0 million in cash. We accounted for the repurchase as a debt extinguishment, which resulted in a loss of \$3.4 million reflected in our consolidated statement of operations, as well as a \$3.4 million reduction in debt discounts and deferred financing costs in our consolidated balance sheets. Approximately \$67.0 million in principal of the Term Loan Credit Facility remains outstanding as of December 31, 2022.

Kita Term Loans

As a result of our acquisition of Kita, we assumed term loans from a series of Japanese financial institutions primarily related to the expansion of Kita's facility in Osaka, Japan. The loans are collateralized by the facility and land, carry interest rates ranging from 0.05% to 0.43%, and expire at various dates through 2034. At December 31, 2022, the outstanding loan balance was \$2.5 million and \$0.2 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. At December 25, 2021, the outstanding loan balance was \$3.1 million and \$0.2 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. The term loans are denominated in Japanese Yen and, as a result, amounts disclosed herein will fluctuate because of changes in currency exchange rates.

Construction Loans

In July 2019 and June 2020, one of our wholly owned subsidiaries located in Germany entered into a series of construction loans ("Loan Facilities") with a German financial institution providing it with total borrowings of up to €10.1 million. The Loan Facilities are being utilized to finance the expansion of our facility in Kolbermoor, Germany and are secured by the land and the existing building on the site. The Loan Facilities bear interest at agreed upon rates based on the facility amounts as discussed below.

The first facility totaling €3.4 million has been fully drawn and is payable over 10 years at a fixed annual interest rate of 0.8%. Principal and interest payments are due each quarter over the duration of the facility ending in September 2029. The second facility totaling €5.2 million has been fully drawn and is payable over 15 years at an annual interest rate of 1.05%, which is fixed until April 2027. Principal and interest payments are due each month over the duration of the facility ending in January 2034. The third facility totaling €0.9 million has been fully drawn and is payable over 10 years at an annual interest rate of 1.2%. Principal and interest payments are due each month over the duration of the facility ending in May 2030.

At December 31, 2022, total outstanding borrowings under the Loan Facilities was \$8.4 million with \$1.0 million of the total outstanding balance being presented as current installments of long-term debt in our consolidated balance sheets. At December 25, 2021, total outstanding borrowings under the Loan Facilities was \$10.0 million with \$1.0 million of the total outstanding balance being presented as current installments of long-term debt in our consolidated balance sheets. The loans are denominated in Euros and, as a result, amounts disclosed herein will fluctuate because of changes in currency exchange rates. The fair value of the debt approximates the carrying value at December 31, 2022.

Lines of Credit

As a result of our acquisition of Kita, we assumed a series of revolving credit facilities with various financial institutions in Japan. The credit facilities renew monthly and provide Kita with access to working capital totaling up to 960 million Japanese Yen of which 250 million Japanese Yen is drawn. At December 31, 2022, total borrowings outstanding under the revolving lines of credit were \$1.9 million. As these credit facility agreements renew monthly, they have been included in short-term borrowings in our consolidated balance sheets.

The revolving lines of credit are denominated in Japanese Yen and, as a result, amounts disclosed herein will fluctuate because of changes in currency exchange rates.

Our wholly owned subsidiary in Switzerland has one available line of credit which provides it with borrowings of up to a total of 2.0 million Swiss Francs, a portion of which is reserved for tax guarantees. At December 31, 2022 and December 25, 2021, no amounts were outstanding under this line of credit.

We also have a letter of credit facility (“LC Facility”) under which Bank of America, N.A., has agreed to administer the issuance of letters of credit on our behalf. The LC Facility requires us to maintain deposits of cash or other approved investments in amounts that approximate our outstanding letters of credit and contains customary restrictive covenants. In addition, our wholly owned subsidiary, Xcerra, has arrangements with various financial institutions for the issuance of letters of credit and bank guarantees. As of December 31, 2022, \$0.3 million was outstanding under standby letters of credit and bank guarantees.

We expect that we will continue to make capital expenditures to support our business and we anticipate that present working capital will be sufficient to meet our operating requirements for at least the next twelve months.

Contractual Obligations

The following table summarizes our significant contractual obligations at December 31, 2022, and the effect such obligations are expected to have on our liquidity and cash flows in future periods. Amounts excluded include our liability for unrecognized tax benefits that totaled approximately \$33.4 million at December 31, 2022. We are currently unable to provide a reasonably reliable estimate of the amount or period(s) the cash settlement of this liability may occur.

(in thousands)	Fiscal year-end				
	Total	2023	2024-2025	2026-2027	Thereafter
Operating leases (1)	\$ 29,812	\$ 6,197	\$ 11,082	\$ 4,629	\$ 7,904
Finance leases	75	50	22	3	-
Bank term loans					
principal and interest	93,703	10,132	75,925	2,486	5,160
Revolving credit facilities	1,907	1,907	-	-	-
Total contractual obligations	<u>\$ 125,497</u>	<u>\$ 18,286</u>	<u>\$ 87,029</u>	<u>\$ 7,118</u>	<u>\$ 13,064</u>

(1) Excludes an insignificant amount of short-term lease obligations.

The table above does not include pension, post-retirement benefit and warranty obligations because it is not certain when these liabilities will be funded. For additional information regarding our pension and post-retirement benefits obligations see Note 6, “Employee Benefit Plans” and for more information on our contractual obligations, see Note 13, “Guarantees” in Part IV, Item 15(a) of this Form 10-K.

Commitments to contract manufacturers and suppliers. From time-to-time, we enter into commitments with our vendors and outsourcing partners to purchase inventory at fixed prices or in guaranteed quantities. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. Our purchase orders are based on our current manufacturing needs and are fulfilled by our vendors within relatively short time horizons. We typically do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected requirements for the next three months.

Off-Balance Sheet Arrangements. During the ordinary course of business, we provide standby letters of credit instruments to certain parties as required. As of December 31, 2022, \$0.3 million was outstanding under standby letters of credit.

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

Investment and Interest Rate Risk.

At December 31, 2022, our investment portfolio included short-term, fixed-income investment securities with a fair value of approximately \$143.2 million, and we did not hold or issue financial instruments for trading purposes. These securities are subject to interest rate risk and will likely decline in value if interest rates increase. Our future investment income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that decline in market value due to changes in interest rates. As we classify our short-term securities as available-for-sale, no gains or losses are recognized due to changes in interest rates unless such securities are sold prior to maturity or declines in fair value are determined to be other-than-temporary. Due to the relatively short duration of our investment portfolio, an immediate ten percent change in interest rates would have no material impact on our financial condition or results of operations.

We evaluate our investments periodically for possible other-than-temporary impairment by reviewing factors such as the length of time and extent to which fair value has been below cost basis, the financial condition of the issuer and our ability and intent to hold the investment for a period of time sufficient for anticipated recovery of market value. As of December 31, 2022, the cost and fair value of investments with loss positions were approximately \$86.3 million and \$85.5 million, respectively. We evaluated the nature of these investments, credit worthiness of the issuer and the duration of these impairments and concluded that these losses were temporary and we have the ability and intent to hold these investments to maturity.

Our long-term debt is carried at amortized cost, and fluctuations in interest rates do not impact our consolidated financial statements. However, the fair value of our debt will generally fluctuate with movements of interest rates, increasing in periods of declining rates of interest and declining in periods of increasing rates of interest. As of December 31, 2022, we have approximately \$67.0 million of long-term debt due under a Term Loan Credit Facility that is subject to quarterly interest payments that are based on either a base rate plus a margin of up to 2.0% per annum, or the London Interbank Offered Rate (“LIBOR”) plus a margin of up to 3.0% per annum. The selection of the interest rate formula is at our discretion. The interest rate otherwise payable under the Term Loan Credit Facility would be subject to increase by 2.0% per annum during the continuance of a payment default and may be subject to increase by 2.0% per annum with respect to the overdue principal amount of any loans outstanding and overdue interest payments and other overdue fees and amounts. At December 31, 2022, the interest rate in effect on these borrowings was 6.37%.

In July 2017, the UK’s Financial Conduct Authority (“FCA”), which regulates the LIBOR, announced that it intended to phase out LIBOR by the end of 2021. In March 2021, the FCA announced an extension of the phase out in the case of U.S. dollar settings for certain tenors until the end of June 2023. Various central bank committees and working groups continue to discuss replacement of benchmark rates, the process for amending existing LIBOR-based contracts, and the potential economic impacts of different alternatives. It is unclear whether new methods of calculating LIBOR will be established such that it continues to exist after 2023. While the U.S. Federal Reserve, in conjunction with the Alternative Reference Rates Committee, has chosen the secured overnight financing rate (“SOFR”) as the recommended risk-free reference rate for the U.S, we cannot currently predict the extent to which this index will gain widespread acceptance as a replacement for LIBOR. We cannot currently predict the effect of the discontinuation of, or other changes to, LIBOR or any establishment of alternative reference rates in the United States, the European Union or elsewhere on the global capital markets. The uncertainty regarding the future of LIBOR, as well as the transition from LIBOR to any alternative reference rate or rates, could have adverse impacts on floating rate obligations, loans, deposits, derivatives and other financial instruments that currently use LIBOR as a benchmark rate. Our Term Loan Credit Facility constitutes our most significant exposure to this transition and there is no guarantee that a shift from LIBOR to a new reference rate will not result in increases to our borrowing costs.

Foreign Currency Exchange Risk.

We have operations in several foreign countries and conduct business in the local currency in these countries. As a result, we have risk associated with currency fluctuations as the value of foreign currencies fluctuate against the U.S. dollar, in particular the Swiss Franc, Euro, Malaysian Ringgit, Chinese Yuan, Philippine Peso and Japanese Yen. These fluctuations can impact our reported earnings.

During the fourth quarter of 2020, we began entering into foreign currency forward contracts with a financial institution to hedge against future movements in foreign exchange rates that affect certain existing U.S. Dollar denominated assets and liabilities at our subsidiaries whose functional currency is the local currency. Under this program, our strategy is to have increases or decreases in our foreign currency exposures mitigated by gains or losses on the foreign currency forward contracts in order to mitigate the risks and volatility associated with foreign currency transaction gains or losses.

Fluctuations in currency exchange rates also impact the U.S. Dollar amount of our net investment in foreign operations. The assets and liabilities of our foreign subsidiaries are translated into U.S. Dollars at the exchange rates in effect at the fiscal year-end balance sheet date. Income and expense accounts are translated at an average exchange rate during the year which approximates the rates in effect at the transaction dates. The resulting translation adjustments are recorded in stockholders' equity as a component of accumulated other comprehensive loss. As a result of fluctuations in certain foreign currency exchange rates in relation to the U.S. Dollar as of December 31, 2022 compared to December 25, 2021, our stockholders' equity decreased by \$18.0 million as a result of the foreign currency translation.

Based upon the current levels of net foreign assets, a hypothetical 10% devaluation of the U.S. dollar as compared to these currencies as of December 31, 2022 would result in an approximate \$34.2 million positive translation adjustment recorded in other comprehensive income within stockholders' equity. Conversely, a hypothetical 10% appreciation of the U.S. dollar as compared to these currencies as of December 31, 2022 would result in an approximate \$34.2 million negative translation adjustment recorded in other comprehensive income within stockholders' equity.

Item 8. Financial Statements and Supplementary Data.

The information required by this Item is included in Part IV, Item 15(a).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures - Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2022, the end of the period covered by this annual report.

Changes in Internal Control over Financial Reporting - There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended December 31, 2022, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Annual 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). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on our evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2022.

Ernst & Young LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this Annual Report on Form 10-K, has also audited the effectiveness of our internal control over financial reporting as of December 31, 2022, as stated in their report which is included herein.

Report of Independent Registered Public Accounting Firm

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

Opinion on Internal Control over Financial Reporting

We have audited Cohu, Inc.'s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Cohu, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of December 31, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of December 31, 2022 and December 25, 2021, and the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and the financial statement schedule listed in the Index at Item 15(a) and our report dated February 17, 2023, expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the 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 effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

/s/ Ernst & Young LLP

San Diego, California
February 17, 2023

Item 9B. Other Information.

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions That Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information under the heading “Information About Our Executive Officers” in Part I, Item 1 of this Form 10-K is incorporated by reference in this section. The other information required by this item is hereby incorporated by reference to Cohu’s definitive proxy statement, which will be filed with the Securities and Exchange Commission (SEC) within 120 days after the close of fiscal 2022.

Code of Business Conduct and Code of Ethics

Cohu has adopted a code of business conduct and ethics for directors, officers and employees. The code is available on the Investor Relations section of our website at www.cohu.com. We intend to make all required disclosures concerning any amendments to, or waivers from, our code of ethics on our website, within four business days of such amendment or waiver.

Corporate Governance Guidelines and Certain Committee Charters

Cohu has adopted Corporate Governance Guidelines as well as charters for its Audit, Compensation and Nominating and Governance Committees. These documents are available on the Investor Relations section of our website at www.cohu.com.

The information on our website is not incorporated by reference in or considered to be a part of this Annual Report on Form 10-K.

Item 11. Executive Compensation.

Information regarding Executive Compensation is hereby incorporated by reference to Cohu’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2022.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information regarding Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters is hereby incorporated by reference to Cohu’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2022.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information regarding Certain Relationships and Related Transactions, and Director Independence is hereby incorporated by reference to Cohu’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2022.

Item 14. Principal Accounting Fees and Services.

Information regarding the Principal Accounting Fees and Services is hereby incorporated by reference to Cohu’s definitive proxy statement, which will be filed with the SEC within 120 days after the close of fiscal 2022.

PART IV**Item 15. Exhibits, Financial Statement Schedules.**

(a) The following documents are filed as part of, or incorporated by reference into, this Annual Report on Form 10-K.

(1) Financial Statements

The following consolidated financial statements of Cohu, Inc., including the report thereon of Ernst & Young LLP, are included in this Annual Report on Form 10-K beginning on page 46:

	Form 10-K
<u>Description</u>	<u>Page Number</u>
Consolidated Balance Sheets at December 31, 2022 and December 25, 2021	45
Consolidated Statements of Operations for each of the three years in the period ended December 31, 2022	46
Consolidated Statements of Comprehensive Income for each of the three years in the period ended December 31, 2022	47
Consolidated Statements of Stockholders' Equity for each of the three years in the period ended December 31, 2022	48
Consolidated Statements of Cash Flows for each of the three years in the period ended December 31, 2022	49
Notes to Consolidated Financial Statements	50
Report of Independent Registered Public Accounting Firm (PCAOB ID: 42)	78

(2) Financial Statement Schedule

Schedule II – Valuation and Qualifying Accounts	85
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All other financial statement schedules have been omitted because the required information is not applicable or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the consolidated financial statements or the notes thereto.

(3) Exhibits

The exhibits listed under Item 15(b) hereof are filed with, or incorporated by reference into, this Annual Report on Form 10-K.

COHU, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except par value)

	December 31, 2022	December 25, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 242,341	\$ 290,201
Short-term investments	143,235	89,704
Accounts receivable, net	176,148	192,873
Inventories	170,141	161,053
Prepaid expenses	24,017	16,194
Other current assets	8,969	768
Total current assets	764,851	750,793
Property, plant and equipment, net	65,011	63,957
Goodwill	213,539	219,791
Intangible assets, net	140,104	177,320
Other assets	21,105	22,123
Operating lease right of use assets	22,804	25,060
	<u>\$ 1,227,414</u>	<u>\$ 1,259,044</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Short-term borrowings	\$ 1,907	\$ 3,059
Current installments of long-term debt	4,404	11,338
Accounts payable	51,763	85,230
Customer advances	6,886	7,300
Accrued compensation and benefits	38,348	39,835
Accrued warranty	5,614	6,614
Deferred profit	8,022	13,208
Income taxes payable	26,648	6,873
Other accrued liabilities	17,280	19,002
Total current liabilities	160,872	192,459
Other accrued liabilities	7,620	8,588
Noncurrent income tax liabilities	6,486	6,138
Accrued retirement benefits	10,363	18,037
Deferred income taxes	21,359	25,887
Long-term debt	72,664	103,393
Long-term lease liabilities	19,209	22,040
Stockholders' equity:		
Preferred stock, \$1 par value; 1,000 shares authorized, none issued	-	-
Common stock, \$1 par value; 90,000 shares authorized, 49,276 shares issued and outstanding in 2022 and 48,756 shares in 2021	49,276	48,756
Paid-in capital	687,218	674,777
Treasury stock, at cost; 1,767 shares in 2022 and 207 shares in 2021	(58,043)	(7,324)
Retained earnings	290,402	193,555
Accumulated other comprehensive loss	(40,012)	(27,262)
Total stockholders' equity	928,841	882,502
	<u>\$ 1,227,414</u>	<u>\$ 1,259,044</u>

The accompanying notes are an integral part of these statements.

COHU, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share amounts)

	Years ended		
	December 31, 2022	December 25, 2021	December 26, 2020
Net sales	\$ 812,775	\$ 887,214	\$ 636,007
Cost and expenses:			
Cost of sales (1)	429,449	500,253	364,225
Research and development	92,589	91,963	86,151
Selling, general and administrative	131,390	126,958	129,248
Amortization of purchased intangible assets	33,185	35,414	38,746
Gain on sale of PCB Test business (2)	-	(70,815)	-
Restructuring charges (Note 4)	605	1,823	7,623
Impairment charges	-	100	11,249
Gain on sale of facilities	-	-	(4,495)
	<u>687,218</u>	<u>685,696</u>	<u>632,747</u>
Income from operations	125,557	201,518	3,260
Other (expense) income:			
Interest expense	(4,177)	(6,413)	(13,759)
Interest income	4,012	239	224
Foreign transaction gain (loss)	1,635	411	(3,170)
Gain (loss) on extinguishment of debt	(312)	(3,411)	268
Income (loss) from continuing operations before taxes	126,715	192,344	(13,177)
Income tax provision	29,868	25,019	666
Income (loss) from continuing operations	96,847	167,325	(13,843)
Income from discontinued operations, net of tax	-	-	42
Net income (loss)	<u>\$ 96,847</u>	<u>\$ 167,325</u>	<u>\$ (13,801)</u>
Income (loss) per share:			
Basic:			
Income (loss) from continuing operations	\$ 2.01	\$ 3.53	\$ (0.33)
Income from discontinued operations	-	-	0.00
Net income (loss)	<u>\$ 2.01</u>	<u>\$ 3.53</u>	<u>\$ (0.33)</u>
Diluted:			
Income (loss) from continuing operations	\$ 1.98	\$ 3.45	\$ (0.33)
Income from discontinued operations	-	-	0.00
Net income (loss)	<u>\$ 1.98</u>	<u>\$ 3.45</u>	<u>\$ (0.33)</u>
Weighted average shares used in computing income (loss) per share:			
Basic	<u>48,178</u>	<u>47,409</u>	<u>41,854</u>
Diluted	<u>48,799</u>	<u>48,460</u>	<u>41,854</u>

(1) Excludes amortization of \$26,023, \$27,508, and \$29,510 for the years ended December 31, 2022, December 25, 2021, and December 26, 2020, respectively.

(2) On June 24, 2021 we completed the divestment of our PCB Test business. The divestment of this business did not qualify for presentation as discontinued operations and the results of the PCB Test business are included in continuing operations for all periods presented. See Note 14, “Business Divestitures and Discontinued Operations” for additional information on this transaction and financial statement presentation.

The accompanying notes are an integral part of these statements.

COHU, INC.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME***(in thousands)*

	Years ended		
	December 31, 2022	December 25, 2021	December 26, 2020
Net income (loss)	\$ 96,847	\$ 167,325	\$ (13,801)
Other comprehensive income (loss), net of tax			
Foreign currency translation adjustments	(17,950)	(22,956)	27,321
Adjustments related to postretirement benefits	5,894	2,602	2,383
Change in unrealized gain/loss on investments	(694)	(67)	-
Reclassification due to sale of PCB Test business	-	(2,515)	-
Other comprehensive income (loss), net of tax	(12,750)	(22,936)	29,704
Comprehensive income	<u>\$ 84,097</u>	<u>\$ 144,389</u>	<u>\$ 15,903</u>

The accompanying notes are an integral part of these statements.

COHU, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands, except par value and per share amounts)

	Common stock \$1 par value	Paid-in capital	Retained earnings	Accumulated other comprehensive loss	Treasury Stock	Total
Balance at December 28, 2019	\$ 41,395	\$ 433,190	\$ 42,517	\$ (34,030)	\$ -	\$ 483,072
Net loss	-	-	(13,801)	-	-	(13,801)
Changes in cumulative translation adjustment	-	-	-	27,321	-	27,321
Adjustments related to postretirement benefits, net of tax	-	-	-	2,383	-	2,383
Cash dividends - \$0.06 per share	-	-	(2,486)	-	-	(2,486)
Exercise of stock options	101	1,001	-	-	-	1,102
Shares issued under ESPP	243	3,026	-	-	-	3,269
Shares issued for restricted stock units vested	660	(660)	-	-	-	-
Repurchase and retirement of stock	(209)	(2,597)	-	-	-	(2,806)
Share-based compensation expense	-	14,234	-	-	-	14,234
Balance at December 26, 2020	42,190	448,194	26,230	(4,326)	-	512,288
Common stock repurchases	-	-	-	-	(7,324)	(7,324)
Net income	-	-	167,325	-	-	167,325
Changes in cumulative translation adjustment	-	-	-	(22,956)	-	(22,956)
Adjustments related to postretirement benefits, net of tax	-	-	-	2,602	-	2,602
Changes in unrealized gains and losses on investments, net of tax	-	-	-	(67)	-	(67)
Exercise of stock options	250	2,260	-	-	-	2,510
Shares issued under ESPP	161	3,403	-	-	-	3,564
Shares issued for restricted stock units vested	704	(704)	-	-	-	-
Repurchase and retirement of stock	(242)	(10,222)	-	-	-	(10,464)
Impact of sale of PCB Test business	-	-	-	(2,515)	-	(2,515)
Share-based compensation expense	-	14,420	-	-	-	14,420
Sale of common stock, net of issuance costs	5,693	217,426	-	-	-	223,119
Balance at December 25, 2021	48,756	674,777	193,555	(27,262)	(7,324)	882,502
Common stock repurchases	-	-	-	-	(50,719)	(50,719)
Net income	-	-	96,847	-	-	96,847
Changes in cumulative translation adjustment	-	-	-	(17,950)	-	(17,950)
Adjustments related to postretirement benefits, net of tax	-	-	-	5,894	-	5,894
Changes in unrealized gains and losses on investments, net of tax	-	-	-	(694)	-	(694)
Exercise of stock options	12	105	-	-	-	117
Shares issued under ESPP	161	3,470	-	-	-	3,631
Shares issued for restricted stock units vested	529	(529)	-	-	-	-
Repurchase and retirement of stock	(182)	(5,523)	-	-	-	(5,705)
Share-based compensation expense	-	14,918	-	-	-	14,918
Balance at December 31, 2022	\$ 49,276	\$ 687,218	\$ 290,402	\$ (40,012)	\$ (58,043)	\$ 928,841

The accompanying notes are an integral part of these statements.

COHU, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	December 31, 2022	Years ended December 25, 2021	December 26, 2020
Cash flows from operating activities:			
Net income (loss)	\$ 96,847	\$ 167,325	\$ (13,801)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
(Gain) loss on business divestitures	-	(70,815)	(35)
Interest capitalized associated with cloud computing implementation	(199)	(91)	(124)
Net accretion on investments	(859)	-	-
(Gain) loss on extinguishment of debt	312	3,411	(268)
Impairment charges related to indefinite lived intangibles	-	100	11,249
Depreciation and amortization	46,016	48,568	52,746
Share-based compensation expense	14,918	13,792	14,234
Inventory related charges	6,725	6,523	3,731
Amortization of debt discounts and issuance costs	315	643	1,177
Accrued retiree benefits	(1,589)	(500)	1,675
Deferred income taxes	(3,504)	953	(5,305)
Changes in other assets	(3,230)	(1,652)	285
Amortization of cloud-based software implementation costs	2,060	1,644	1,191
(Gain) loss from sale of property, plant and equipment	(203)	1	(4,170)
Changes in other accrued liabilities	(943)	(416)	91
Operating lease right-of-use assets	5,139	6,746	6,831
Changes in current assets and liabilities, excluding effects from divestitures:			
Customer advances	(184)	(4,090)	2,188
Accounts receivable	12,451	(59,123)	(20,210)
Inventories	(18,508)	(35,864)	(14,982)
Accrued compensation, warranty and other liabilities	(4,007)	225	4,678
Accounts payable	(33,130)	17,316	15,058
Deferred profit	(5,014)	4,732	871
Other current assets	(16,202)	1,709	1,150
Income taxes payable	20,908	3,444	(2,089)
Current and long-term operating lease liabilities	(5,258)	(6,666)	(6,291)
Net cash provided by operating activities	112,861	97,915	49,880
Cash flows from investing activities:			
Purchases of property, plant and equipment	(14,770)	(12,000)	(18,660)
Net cash received from sale of land, facility and assets	349	157	17,025
Purchases of short-term investments	(208,856)	(204,699)	(19,703)
Sales and maturities of short-term investments	155,406	135,549	-
Cash received from disposition of business, net of cash paid	-	120,886	2,975
Net cash provided by (used in) investing activities	(67,871)	39,893	(18,363)
Cash flows from financing activities:			
Cash dividends paid	-	-	(4,971)
Proceeds from revolving line of credit and construction loans	-	1,376	5,878
Repayments of long-term debt	(38,226)	(206,069)	(41,056)
Net issuance (repurchases) of stock, including awards settled in cash	(1,957)	(4,390)	2,077
Payments on current and long-term finance lease liabilities	(167)	(186)	(146)
Acquisition of treasury stock	(50,719)	(7,324)	-
Proceeds received from issuance of common stock, net of fees	-	223,119	-
Net cash provided by (used in) financing activities	(91,069)	6,526	(38,218)
Effect of exchange rate changes on cash and cash equivalents	(1,781)	(3,491)	129
Net increase (decrease) in cash and cash equivalents	(47,860)	140,843	(6,572)
Cash and cash equivalents at beginning of year	290,201	149,358	155,930
Cash and cash equivalents at end of year	\$ 242,341	\$ 290,201	\$ 149,358
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	\$ 23,123	\$ 22,717	\$ 5,772
Cash paid for interest	\$ 3,443	\$ 6,253	\$ 16,324
Property, plant and equipment purchases included in accounts payable	\$ 152	\$ 624	\$ 1,063
Inventory capitalized as capital assets	\$ 2,529	\$ 1,635	\$ 1,050

The accompanying notes are an integral part of these statements.

COHU, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Basis of Presentation – Cohu, Inc. (“Cohu”, “we”, “our”, “us” and the “Company”), through our wholly owned subsidiaries, is a provider of semiconductor test equipment and services. Our consolidated financial statements include the accounts of Cohu and our wholly owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. We evaluate the need to consolidate affiliates based on standards set forth in ASC Topic 810, *Consolidation* (“ASC 810”).

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

Our fiscal years are based on a 52- or 53-week period ending on the last Saturday in December. Our current fiscal year, which ended on December 31, 2022, consisted of 53 weeks. Our fiscal years ended on December 25, 2021, and December 26, 2020, each consisted of 52 weeks.

Business Divestitures and Discontinued Operations – On June 24, 2021, we completed the sale of our PCB Test business, which represented our PCB Test segment. As part of the transaction we also sold certain intellectual property held by our Semiconductor Test & Inspection segment that is utilized by the PCB Test business. In February 2020, we divested our fixtures services business. Our decision to sell these non-core businesses and assets resulted from management’s determination that they were not a fit within the core business of our organization which is delivering leading-edge solutions for the manufacturing of semiconductors through back-end semiconductor equipment and services. Unless otherwise indicated, all amounts herein relate to continuing operations. For financial statement purposes, only the results of operations of our fixtures services business have been segregated from those of continuing operations and have been presented in our consolidated financial statements as discontinued operations for all periods presented. See Note 14, “*Business Divestitures and Discontinued Operations*” for additional information. Unless otherwise indicated, all amounts herein relate to continuing operations.

Income (Loss) Per Share – Basic income (loss) per common share is computed by dividing net income (loss) by the weighted-average number of common shares outstanding during the reporting period. Diluted income (loss) per share includes the dilutive effect of common shares potentially issuable upon the exercise of stock options, vesting of outstanding restricted stock and performance stock units and issuance of stock under our employee stock purchase plan using the treasury stock method. In loss periods, potentially dilutive securities are excluded from the per share computations due to their anti-dilutive effect. For purposes of computing diluted income (loss) per share, stock options with exercise prices that exceed the average fair market value of our common stock for the period are excluded. For the years ended December 31, 2022, December 25, 2021 and December 26, 2020, approximately 261,000, 180,000, and 113,000 shares, respectively, of potentially issuable shares of our common stock were excluded from the computation.

The following table reconciles the denominators used in computing basic and diluted income (loss) per share:

<i>(in thousands)</i>	2022	2021	2020
Weighted average common shares outstanding	48,178	47,409	41,854
Effect of dilutive stock options and restricted stock units	621	1,051	-
	<u>48,799</u>	<u>48,460</u>	<u>41,854</u>

For the year ended December 26, 2020, Cohu has utilized the “control number” concept in the computation of diluted earnings per share to determine whether potential common stock instruments are dilutive. The control number used is income from continuing operations. The control number concept requires that the same number of potentially dilutive securities applied in computing diluted earnings per share from continuing operations be applied to all other categories of income or loss, regardless of their anti-dilutive effect on such categories.

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

Cash, Cash Equivalents and Short-term Investments – Highly liquid investments with insignificant interest rate risk and original maturities of three months or less are classified as cash and cash equivalents. Investments with maturities greater than three months are classified as short-term investments. All of our short-term investments in debt securities are classified as available-for-sale and are reported at fair value, with any unrealized gains and losses, net of tax, recorded in the statement of comprehensive income (loss). We manage our cash equivalents and short-term investments as a single portfolio of highly marketable securities. We have the ability and intent, if necessary, to liquidate any of our investments in order to meet the liquidity needs of our current operations during the next 12 months. Accordingly, investments with contractual maturities greater than one year have been classified as current assets in the accompanying consolidated balance sheets.

Fair Value of Financial Instruments – The carrying amounts of our financial instruments, including cash and cash equivalents, accounts receivable, accounts payable and accrued expenses, approximate fair value due to the short maturities of these financial instruments.

Concentration of Credit Risk – Financial instruments that potentially subject us to significant credit risk consist principally of cash equivalents, short-term investments and trade accounts receivable. We invest in a variety of financial instruments and, by policy, limit the amount of credit exposure with any one issuer.

Our trade accounts receivable are presented net of an allowance for credit losses, which is determined in accordance with the guidance provided by ASC Topic 326, *Financial Instruments-Credit Losses* (“ASC 326”). Our customers include semiconductor manufacturers and semiconductor test subcontractors throughout many areas of the world. While we believe that our allowance for credit losses is adequate and represents our best estimate at December 31, 2022, we will continue to monitor customer liquidity and other economic conditions, which may result in changes to our estimates regarding expected credit losses.

Inventories – Inventories are stated at the lower of cost, determined on a first-in, first-out basis, or net realizable value. Cost includes labor, material and overhead costs. Determining the net realizable value of inventories involves numerous estimates and judgments including projecting average selling prices and sales volumes for future periods and costs to complete and dispose of inventory. As a result of these analyses, we record a charge to cost of sales in advance of the period when the inventory is sold when estimated market values are below our costs. Charges to cost of sales for excess and obsolete inventories totaled \$7.2 million and \$7.1 million in 2022 and 2021, respectively. Charges to cost of sales for excess and obsolete inventories totaled \$8.1 million in 2020 and included \$2.1 million of inventory charges related to the decision to end manufacturing of certain of Xcerra’s semiconductor test handler products.

Inventories by category were as follows (*in thousands*):

	December 31, 2022	December 25, 2021
Raw materials and purchased parts	\$ 106,041	\$ 92,798
Work in process	36,024	40,732
Finished goods	28,076	27,523
Total inventories	<u>\$ 170,141</u>	<u>\$ 161,053</u>

Gain on Sale of Facilities – As part of our previously announced Xcerra integration plan, we implemented certain facility consolidation actions. See Note 4, “Restructuring Charges” for additional information on this program. During 2020, we completed the sales of our facilities located in Rosenheim, Germany and Penang, Malaysia which resulted in a gain of \$4.5 million.

Property, Plant and Equipment – Depreciation and amortization of property, plant and equipment, both owned and under financing lease, is calculated principally on the straight-line method based on estimated useful lives of thirty to forty years for buildings, five to fifteen years for building improvements, three to ten years for machinery, equipment and software and the lease life for financing leases. Land is not depreciated.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Property, plant and equipment, at cost, consisted of the following (*in thousands*):

	December 31, 2022	December 25, 2021
Land and land improvements	\$ 7,066	\$ 7,703
Buildings and building improvements	31,161	31,711
Machinery and equipment	105,109	95,542
	143,336	134,956
Less accumulated depreciation and amortization	(78,325)	(70,999)
Property, plant and equipment, net	\$ 65,011	\$ 63,957

Depreciation expense was \$12.8 million in 2022, \$13.2 million in 2021 and \$14.0 million in 2020. The decrease in depreciation expense recognized is a result of assets becoming fully depreciated.

Cloud Computing Implementation Costs – We have capitalized certain costs associated with the implementation of our new cloud-based Enterprise Resource Planning (“ERP”) system in accordance with ASC Topic 350, *Intangibles—Goodwill and Other* (“ASC 350”). Capitalized costs include only external direct costs of materials and services consumed in developing the system and interest costs incurred, when material, while developing the system.

Total unamortized capitalized cloud computing implementation costs totaled \$14.7 million and \$13.5 million at December 31, 2022 and December 25, 2021, respectively. These amounts are recorded within other assets in our consolidated balance sheets. During the fourth quarter of 2022 the final phase of ERP system development was completed. Implementation costs are amortized using the straight-line method over seven years and we recorded \$2.1 million and \$1.6 million in amortization expense during the years ended December 31, 2022 and December 25, 2021, respectively.

Segment Information – We applied the provisions of ASC Topic 280, *Segment Reporting* (“ASC 280”), which sets forth a management approach to segment reporting and establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products, major customers and the geographies in which the entity holds material assets and reports revenue. An operating segment is defined as a component that engages in business activities whose operating results are reviewed by the chief operating decision maker and for which discrete financial information is available. We have determined that our three identified operating segments are: Test Handler Group (“THG”), Semiconductor Tester Group (“STG”) and Interface Solutions Group (“ISG”). Our THG, STG and ISG operating segments qualify for aggregation under ASC 280 due to similarities in their customers, their economic characteristics, and the nature of products and services provided. As a result, we report in one segment, Semiconductor Test & Inspection. Prior to the sale of our PCB Test Group on June 24, 2021, we reported in two segments, Semiconductor Test & Inspection and PCB Test.

Goodwill, Purchased Intangible Assets and Other Long-lived Assets – We evaluate goodwill and other indefinite-lived intangible assets, which are solely comprised of in-process research and development (“IPR&D”), for impairment annually and when an event occurs or circumstances change that indicate that the carrying value may not be recoverable. We test goodwill for impairment by first comparing the book value of net assets to the fair value of the reporting unit or, in the case of in-process research and development, to the fair value of the asset. If the fair value is determined to be less than the book value, a second step is performed to compute the amount of impairment as the difference between the fair value of the reporting unit and its carrying value, not to exceed the carrying value of goodwill. We estimated the fair values of our reporting units using a weighting of the income and market approaches. Under the income approach, we use a discounted cash flow methodology to derive an indication of value, which requires management to make significant estimates and assumptions related to forecasted revenues, gross profit margins, operating income margins, working capital cash flow, perpetual growth rates, and long-term discount rates, among others. For the market approach, we use the guideline public company method. Under this method we utilize information from comparable publicly traded companies with similar operating and investment characteristics as the reporting units, to create valuation multiples that are applied to the operating performance metrics of the reporting unit being tested, in order to obtain an indication of value. We then apply a 50/50 weighting to the indicated values from the income and market approaches to derive the fair values of the reporting units. Forecasts of future cash flows are based on our best estimate of future net sales and operating expenses, based primarily on customer forecasts, industry trade organization data and general economic conditions. Fair value determinations require considerable judgment and are sensitive to changes in underlying assumptions and factors.

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We conduct our annual impairment test as of October 1st of each year, and have determined there was no impairment as of October 1, 2022, as we determined that the estimated fair values of our reporting units exceeded their carrying values on that date. Other events and changes in circumstances may also require goodwill to be tested for impairment between annual measurement dates. As of December 31, 2022, we do not believe that circumstances have occurred that indicate impairment of our goodwill is more-likely-than-not. In the event we determine that an interim goodwill impairment review is required, in a future period, the review may result in an impairment charge, which would have a negative impact on our results of operations.

Long-lived assets, other than goodwill, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or any other significant adverse change that would indicate that the carrying amount of an asset or group of assets may not be recoverable. For long-lived assets, impairment losses are only recorded if the asset's carrying amount is not recoverable through its undiscounted, probability-weighted future cash flows. We measure the impairment loss based on the difference between the carrying amount and estimated fair value.

Product Warranty – Product warranty costs are accrued in the period sales are recognized. Our products are generally sold with standard warranty periods, which differ by product, ranging from 12 to 36 months. Parts and labor are typically covered under the terms of the warranty agreement. Our warranty expense accruals are based on historical and estimated costs by product and configuration. From time-to-time we offer customers extended warranties beyond the standard warranty period. In those situations, the revenue relating to the extended warranty is deferred at its estimated fair value and recognized on a straight-line basis over the contract period. Costs associated with our extended warranty contracts are expensed as incurred.

Income Taxes – We assess our income tax positions and record tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances and information available at the reporting dates. For those tax positions where it is more-likely-than-not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50 percent likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more-likely-than-not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements. Where applicable, associated interest and penalties have also been recognized and recorded, net of federal and state tax benefits, in income tax expense.

We recognized deferred tax assets and liabilities for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established for those jurisdictions when necessary to reduce deferred tax assets to the amounts that are more likely than not to be realized in the future.

Contingencies and Litigation – We assess the probability of adverse judgments in connection with current and threatened litigation. We would accrue the cost of an adverse judgment if, in our estimation, the adverse outcome is probable, and we can reasonably estimate the ultimate cost.

Leases – We determine if a contract contains a lease at inception. Operating leases are included in operating lease right of use ("ROU") assets, current other accrued liabilities, and long-term lease liabilities on our consolidated balance sheets. Finance leases are included in property, plant and equipment, other current accrued liabilities, and long-term lease liabilities on our consolidated balance sheets.

Operating lease ROU assets and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at the adoption date of January 1, 2019, or the commencement date for leases entered into after the adoption date. As most of our leases do not provide an implicit rate, we use our incremental borrowing rates for the remaining lease terms based on the information available at the adoption date or commencement date in determining the present value of future payments.

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The operating lease ROU asset also includes any lease payments made, lease incentives, favorable and unfavorable lease terms recognized in business acquisitions and excludes initial direct costs incurred and variable lease payments. Variable lease payments include estimated payments that are subject to reconciliations throughout the lease term, increases or decreases in the contractual rent payments, as a result of changes in indices or interest rates and tax payments that are based on prevailing rates. Our lease terms may include renewal options to extend the lease when it is reasonably certain that we will exercise those options. In addition, we include purchase option amounts in our calculations when it is reasonably certain that we will exercise those options. Rent expense for minimum payments under operating leases is recognized on a straight-line basis over the term.

Leases with an initial term of 12 months or less are not recorded on the consolidated balance sheet but recognized in our consolidated statements of operations on a straight-line basis over the lease term. We account for lease and non-lease components as a single lease component and include both in our calculation of the ROU assets and lease liabilities.

We sublease certain leased assets to third parties, mainly as a result of unused space in our facilities. None of our subleases contain extension options. Variable lease payments in our subleases include tax payments that are based on prevailing rates. We account for lease and non-lease components as a single lease component.

Revenue Recognition – Our net sales are derived from the sale of products and services and are adjusted for estimated returns and allowances, which historically have been insignificant. We recognize revenue when the obligations under the terms of a contract with our customers are satisfied; generally, this occurs with the transfer of control of our systems, non-system products or the completion of services. In circumstances where control is not transferred until destination or acceptance, we defer revenue recognition until such events occur.

Revenue for established products that have previously satisfied a customer's acceptance requirements is generally recognized upon shipment. In cases where a prior history of customer acceptance cannot be demonstrated or from sales where customer payment dates are not determinable and in the case of new products, revenue and cost of sales are deferred until customer acceptance has been received. Our post-shipment obligations typically include installation and standard warranties. The estimated fair value of installation related revenue is recognized in the period the installation is performed. Service revenue is recognized over time as we transfer control to our customer for the related contract or upon completion of the services if they are short-term in nature. Spares, contactor and kit revenue is generally recognized upon shipment.

Certain of our equipment sales have multiple performance obligations. These arrangements involve the delivery or performance of multiple performance obligations, and transfer of control of performance obligations may occur at different points in time or over different periods of time. For arrangements containing multiple performance obligations, the revenue relating to the undelivered performance obligation is deferred using the relative standalone selling price method utilizing estimated sales prices until satisfaction of the deferred performance obligation.

Unsatisfied performance obligations primarily represent contracts for products with future delivery dates. At December 31, 2022 and December 25, 2021, we had \$7.1 million and \$7.7 million of revenue expected to be recognized in the future related to performance obligations that are unsatisfied (or partially unsatisfied) for contracts with original expected durations of over one year, respectively. As allowed under ASC 606, we have opted to not disclose unsatisfied performance obligations for contracts with original expected durations of less than one year.

We generally sell our equipment with a product warranty. The product warranty provides assurance to customers that delivered products are as specified in the contract (an "assurance-type warranty"). Therefore, we account for such product warranties under ASC Topic 460, *Guarantees* ("ASC 460"), and not as a separate performance obligation.

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The transaction price reflects our expectations about the consideration we will be entitled to receive from the customer and may include fixed or variable amounts. Fixed consideration primarily includes sales to customers that are known as of the end of the reporting period. Variable consideration includes sales in which the amount of consideration that we will receive is unknown as of the end of a reporting period. Variable consideration arrangements are rare; however, when they occur, we estimate variable consideration as the expected value to which we expect to be entitled. Included in the transaction price estimate are amounts in which it is probable that a significant reversal of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration that does not meet revenue recognition criteria is deferred.

Our contracts are typically less than one year in duration and we have elected to use the practical expedient available in ASC 606 to expense cost to obtain contracts as they are incurred because they would be amortized over less than one year.

Accounts receivable represents our unconditional right to receive consideration from our customers. Payments terms do not exceed one year from the invoice date and therefore do not include a significant financing component. To date, there have been no material impairment losses on accounts receivable. There were no material contract assets recorded on the consolidated balance sheet in any of the periods presented.

On shipments where sales are not recognized, gross profit is generally recorded as deferred profit in our consolidated balance sheet representing the difference between the receivable recorded and the inventory shipped. In certain instances where customer payments are received prior to product shipment, the customer's payments are recorded as customer advances. At December 31, 2022, we had deferred revenue totaling approximately \$16.1 million, current deferred profit of \$8.0 million and deferred profit expected to be recognized after one year included in noncurrent other accrued liabilities of \$5.5 million. At December 25, 2021, we had deferred revenue totaling approximately \$21.9 million, current deferred profit of \$13.2 million and deferred profit expected to be recognized after one year included in noncurrent other accrued liabilities of \$6.1 million.

Disaggregated net sales by segment are as follows:

<i>(in thousands)</i>	2022	2021	2020
Systems-Semiconductor Test & Inspection	\$ 474,655	\$ 541,589	\$ 317,821
Non-systems-Semiconductor Test & Inspection	338,120	318,865	267,419
Systems-PCB Test	-	17,831	33,293
Non-systems-PCB Test	-	8,929	17,474
Net sales	<u>\$ 812,775</u>	<u>\$ 887,214</u>	<u>\$ 636,007</u>

Advertising Costs – Advertising costs are expensed as incurred and were not material for all periods presented.

Restructuring Costs – We record restructuring activities including costs for one-time termination benefits in accordance with ASC Topic 420, *Exit or Disposal Cost Obligations* (“ASC 420”). The timing of recognition for severance costs accounted for under ASC 420 depends on whether employees are required to render service until they are terminated in order to receive the termination benefits. If employees are required to render service until they are terminated in order to receive the termination benefits, a liability is recognized ratably over the future service period. Otherwise, a liability is recognized when management has committed to a restructuring plan and has communicated those actions to employees. Employee termination benefits covered by existing benefit arrangements are recorded in accordance with ASC Topic 712, *Nonretirement Postemployment Benefits*. These costs are recognized when management has committed to a restructuring plan and the severance costs are probable and estimable.

Debt Issuance Costs – We defer costs related to the issuance of debt. Debt issuance costs directly related to our Term Loan Credit Facility are presented within noncurrent liabilities as a reduction of long-term debt in our consolidated balance sheets. The amortization of such costs is recognized as interest expense using the effective interest method over the term of the respective debt issue. Amortization related to deferred debt issuance costs and original discount costs was \$0.3 million, \$0.6 million and \$1.2 million for the years ended December 31, 2022, December 25, 2021 and December 26, 2020, respectively.

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Share-based Compensation – We measure and recognize all share-based compensation under the fair value method. Our estimate of share-based compensation expense requires a number of assumptions including our stock price volatility, employee exercise patterns (expected life of the options) and related tax effects. The assumptions used in calculating the fair value of share-based awards represent our best estimates, but these estimates involve inherent uncertainties and the application of management judgment. Although we believe the assumptions and estimates we have made are reasonable and appropriate, changes in assumptions could materially impact our reported financial results.

Foreign Remeasurement and Currency Translation – Assets and liabilities of our wholly owned foreign subsidiaries that use the U.S. Dollar as their functional currency are re-measured using exchange rates in effect at the end of the period, except for nonmonetary assets, such as inventories and property, plant and equipment, which are re-measured using historical exchange rates. Revenues and costs are re-measured using average exchange rates for the period, except for costs related to those balance sheet items that are re-measured using historical exchange rates. Gains and losses on foreign currency transactions are recognized as incurred. During the years ended December 31, 2022 and December 25, 2021, in our consolidated statement of operations we recognized foreign exchange gains totaling \$1.6 million and \$0.4 million, respectively. During the year ended December 26, 2020, we recognized a foreign exchange loss of \$3.2 million.

Certain of our foreign subsidiaries have designated the local currency as their functional currency and, as a result, their assets and liabilities are translated at the rate of exchange at the balance sheet date, while revenue and expenses are translated using the average exchange rate for the period. Cumulative translation adjustments resulting from the translation of the financial statements are included as a separate component of stockholders' equity.

Foreign Exchange Derivative Contracts – We operate and sell our products in various global markets. As a result, we are exposed to changes in foreign currency exchange rates. During the fourth quarter of 2020, we began entering into foreign currency forward contracts with a financial institution to hedge against future movements in foreign exchange rates that affect certain existing U.S. Dollar denominated assets and liabilities at our subsidiaries whose functional currency is the local currency. Under this program, our strategy is to have increases or decreases in our foreign currency exposures mitigated by gains or losses on the foreign currency forward contracts in order to mitigate the risks and volatility associated with foreign currency transaction gains or losses. Additional information related to our foreign exchange derivative contracts is included in Note 7, “*Derivative Financial Instruments*”.

Accumulated Other Comprehensive Loss – Our accumulated other comprehensive loss totaled approximately \$40.0 million at December 31, 2022, and \$27.3 million at December 25, 2021, and was attributed to, net of income taxes where applicable, foreign currency adjustments resulting from the translation of certain accounts into U.S. Dollars, changes in unrealized gains and losses on investments and adjustments to accumulated postretirement benefit obligations. The U.S. Dollar strengthened relative to certain foreign currencies in countries where we have operations as of December 25, 2021 and continued to strengthen as of December 31, 2022 and consequently, our accumulated other comprehensive loss attributed to foreign currency translation adjustments increased by \$23.0 million and \$18.0 million during the years ended December 25, 2021 and December 31, 2022, respectively. Reclassification adjustments from accumulated other comprehensive loss during 2022 and 2021 were not significant. Additional information related to accumulated other comprehensive loss, on an after-tax basis is included in Note 15, “*Accumulated Other Comprehensive Income*”.

Recent Accounting Pronouncements

Recently Adopted Accounting Pronouncements – All accounting pronouncements adopted during the current year were not material.

Recently Issued Accounting Pronouncements – In March 2020, the FASB issued Accounting Standards Update (“ASU”) 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, which provides temporary optional expedients and exceptions for applying generally accepted accounting principles to contracts, hedging relationships and other transactions affected by reference rate reform. Our Term Loan Credit Facility bears interest at fluctuating interest rates based on LIBOR. If LIBOR ceases to exist, we may need to renegotiate our loan and we cannot predict what alternative index would be negotiated with our lenders. ASU 2020-04 was effective upon issuance and may be applied prospectively to contract modifications made on or before December 31, 2022. In December 2022, the FASB issued ASU 2022-06, *Reference Rate Reform (Topic 848): Deferral of the Sunset Date of Topic 848*, to extend the temporary accounting rules under Topic 848 from December 31, 2022 to December 31, 2024. We do not expect the adoption of this guidance to have a material impact on our consolidated financial statements.

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All other newly issued accounting pronouncements not yet effective have been deemed either immaterial or not applicable.

2. Goodwill and Purchased Intangible Assets

Changes in the carrying value of our goodwill during the years ended December 31, 2022, and December 25, 2021, were as follows (*in thousands*):

	Semiconductor Test & Inspection	PCB Test	Total Goodwill
Balance December 26, 2020	\$ 230,724	\$ 21,580	\$ 252,304
Sale of PCB Test Business (1)	-	(21,899)	(21,899)
Impact of currency exchange	(10,933)	319	(10,614)
Balance December 25, 2021	219,791	-	219,791
Impact of currency exchange	(6,252)	-	(6,252)
Balance December 31, 2022	<u>\$ 213,539</u>	<u>\$ -</u>	<u>\$ 213,539</u>

(1) On June 24, 2021, we completed the sale of our PCB Test business. See Note 14, “*Business Divestitures and Discontinued Operations*” for additional information.

Purchased intangible assets, subject to amortization, are as follows (*in thousands*):

	December 31, 2022			December 25, 2021	
	Gross Carrying Amount	Accumulated Amortization	Remaining Useful Life (years)	Gross Carrying Amount	Accumulated Amortization
Developed technology	\$ 224,253	\$ 128,938	3.6	\$ 229,131	\$ 104,855
Customer relationships	64,632	31,015	6.5	65,916	26,189
Trade names	20,461	9,397	6.4	20,877	7,714
Covenant not-to-compete	269	161	4.0	308	154
	<u>\$ 309,615</u>	<u>\$ 169,511</u>		<u>\$ 316,232</u>	<u>\$ 138,912</u>

Changes in the carrying values of purchased intangible assets presented above are a result of the impact of fluctuation in currency exchange rates and the sale of our PCB Test business.

We evaluate goodwill and other indefinite-lived intangible assets for impairment annually and when an event occurs, or circumstances change that indicate that the carrying value may not be recoverable. We completed our required annual goodwill impairment testing as of October 1, 2022, the first day of our fourth quarter and concluded there were no impairments of goodwill within our reporting units or our indefinite-lived intangible assets at that time. Other events and changes in circumstances may also require goodwill and our indefinite-lived intangible assets to be tested for impairment between annual measurement dates.

During the fourth quarter of 2021 we completed and transferred to developed technology an in-process technology project which was reviewed for impairment as part of this process. Due to a change in forecasted results an impairment charge of \$0.1 million was recorded.

Amortization expense related to purchased intangible assets was approximately \$33.2 million in 2022, \$35.4 million in 2021 and \$38.7 million in 2020. As of December 31, 2022, we expect amortization expense in future periods to be as follows: 2023 - \$33.4 million; 2024 - \$33.4 million; 2025 - \$24.8 million; 2026 - \$18.6 million; 2027 - \$15.1 million; and thereafter \$14.8 million.

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3. Borrowings and Credit Agreements

The following table is a summary of our borrowings as of December 31, 2022 and December 25, 2021:

<i>(in thousands)</i>	Fiscal year ended	
	December 31, 2022	December 25, 2021
Bank term loan under credit agreement	\$ 66,952	\$ 103,130
Bank term loans-Kita	2,466	3,070
Construction loan-Cohu GmbH	8,414	10,045
Lines of credit	1,907	3,059
Total debt	79,739	119,304
Less: financing fees and discount	(764)	(1,514)
Less: current portion	(6,311)	(14,397)
Total long-term debt	\$ 72,664	\$ 103,393

The debt principal payments, excluding financing lease obligations, for the next five years and thereafter are as follows *(in thousands)*:

2023	\$ 6,574
2024	4,672
2025	61,130
2026	1,183
2027	1,189
Thereafter	4,991
Total	\$ 79,739

Credit Agreement

On October 1, 2018, we entered into a Credit Agreement providing for a \$350.0 million Term Loan Credit Facility and borrowed the full amount to finance a portion of the Xcerra acquisition. Loans under the Term Loan Credit Facility amortize in equal quarterly installments of 0.25% of the original principal amount, with the balance payable at maturity. All outstanding principal and interest in respect of the Term Loan Credit Facility must be repaid on or before October 1, 2025. The loans under the Term Loan Credit Facility bear interest, at Cohu's option, at a floating annual rate equal to LIBOR plus a margin of 3.00%. At December 31, 2022, the outstanding loan balance, net of discount and deferred financing costs, was \$66.2 million and \$3.2 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. At December 25, 2021, the outstanding loan balance, net of discount and deferred financing costs, was \$101.6 million and \$10.1 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. As of December 31, 2022, the fair value of the debt was \$66.6 million. The measurement of the fair value of debt is based on the average of the bid and ask trading quotes as of December 31, 2022 and is considered a Level 2 fair value measurement.

Under the terms of the Credit Agreement, the lender may accelerate the payment terms upon the occurrence of certain events of default set forth therein, which include: the failure of Cohu to make timely payments of amounts due under the Credit Agreement, the failure of Cohu to adhere to the representations and covenants set forth in the Credit Agreement, the failure to provide notice of any event that causes a material adverse effect or to provide other required notices, upon the event that related collateral agreements become ineffective, upon the event that certain legal judgments are entered against Cohu, the insolvency of Cohu, or upon the change of control of Cohu. As of December 31, 2022, we believe no such events of default have occurred.

During 2022 we prepaid \$31.8 million in principal of our Term Loan Credit Facility for \$31.7 million in cash. We accounted for the prepayment as a debt extinguishment, which resulted in a loss of \$0.3 million reflected in our consolidated statement of operations and a \$0.4 million reduction in debt discounts and deferred financing costs in our consolidated balance sheets. During 2021 we repurchased \$200.0 million in principal of our Term Loan Credit Facility for \$200.0 million in cash. We accounted for the repurchase as a debt extinguishment, which resulted in a loss of \$3.4 million reflected in our consolidated statement of operations, as well as a \$3.4 million reduction in debt discounts and deferred financing costs in our consolidated balance sheets. Approximately \$67.0 million in principal of the Term Loan Credit Facility remains outstanding as of December 31, 2022.

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Kita Term Loans

We have a series of term loans with Japanese financial institutions primarily related to the expansion of our facility in Osaka, Japan. The loans are collateralized by the facility and land, carry interest rates ranging from 0.05% to 0.43%, and expire at various dates through 2034. At December 31, 2022, the outstanding loan balance was \$2.5 million and \$0.2 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. At December 25, 2021, the outstanding loan balance was \$3.1 million and \$0.2 million of the outstanding balance is presented as current installments of long-term debt in our consolidated balance sheets. The fair value of the debt approximates the carrying value at December 31, 2022.

The term loans are denominated in Japanese Yen and, as a result, amounts disclosed herein will fluctuate because of changes in currency exchange rates.

Construction Loans

In July 2019 and June 2020, one of our wholly owned subsidiaries located in Germany entered into a series of Loan Facilities with a German financial institution providing it with total borrowings of up to €10.1 million. The Loan Facilities are being utilized to finance the expansion of our facility in Kolbermoor, Germany and are secured by the land and the existing building on the site. The Loan Facilities bear interest at agreed upon rates based on the facility amounts as discussed below.

The first facility totaling €3.4 million has been fully drawn and is payable over 10 years at a fixed annual interest rate of 0.8%. Principal and interest payments are due each quarter over the duration of the facility ending in September 2029. The second facility totaling €5.2 million has been fully drawn and is payable over 15 years at an annual interest rate of 1.05%, which is fixed until April 2027. Principal and interest payments are due each month over the duration of the facility ending in January 2034. The third facility totaling €0.9 million has been fully drawn and is payable over 10 years at an annual interest rate of 1.2%. Principal and interest payments are due each month over the duration of the facility ending in May 2030.

At December 31, 2022, total outstanding borrowings under the Loan Facilities was \$8.4 million with \$1.0 million of the total outstanding balance being presented as current installments of long-term debt in our consolidated balance sheets. At December 25, 2021, total outstanding borrowings under the Loan Facilities was \$10.0 million with \$1.0 million of the total outstanding balance being presented as current installments of long-term debt in our consolidated balance sheets. The loans are denominated in Euros and, as a result, amounts disclosed herein will fluctuate because of changes in currency exchange rates. The fair value of the debt approximates the carrying value at December 31, 2022.

Lines of Credit

As a result of our acquisition of Kita, we assumed a series of revolving credit facilities with various financial institutions in Japan. The credit facilities renew monthly and provide Kita with access to working capital totaling up to 960 million Japanese Yen of which 250 million Japanese Yen is drawn. At December 31, 2022, total borrowings outstanding under the revolving lines of credit were \$1.9 million. As these credit facility agreements renew monthly, they have been included in short-term borrowings in our consolidated balance sheets.

The revolving lines of credit are denominated in Japanese Yen and, as a result, amounts disclosed herein will fluctuate because of changes in currency exchange rates.

Our wholly owned subsidiary in Switzerland has one available line of credit which provides borrowings of up to a total of 2.0 million Swiss Francs, a portion of which is reserved for tax guarantees. At December 31, 2022, and December 25, 2021, no amounts were outstanding under this line of credit.

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4. Restructuring Charges

Subsequent to the acquisition of Xcerra, during the fourth quarter of 2018, we began a strategic restructuring program designed to reposition our organization and improve our cost structure as part of our targeted integration plan regarding the recently acquired Xcerra ("Integration Program"). As part of the Integration Program we consolidated our global handler and contactor manufacturing operations and closed our manufacturing operations in Penang, Malaysia and Fontana, California in 2019.

In 2019, we began the Integration Program of our German operations and entered a social plan with the German labor organization representing certain of the employees of our wholly owned subsidiary, Multitest elektronische Systeme GmbH. During the fourth quarter of 2020 we implemented a voluntary program and termination agreements with certain employees of our wholly owned subsidiary, Cohu GmbH. These programs collectively reduced headcount, enabled us to consolidate the facilities of our multiple operations located near Kolbermoor and Rosenheim, Germany, as well as transitioned certain manufacturing to other lower cost regions. The facility consolidations and reduction in force programs were implemented as part of a comprehensive review of our operations and are intended to streamline and reduce our operating cost structure and capitalize on acquisition synergies.

As a result of the activities described above, we recognized total pretax charges of \$0.2 million, \$1.3 million and \$11.4 million for the years ended December 31, 2022, December 25, 2021 and December 26, 2020, respectively, that are within the scope of ASC 420.

All costs of the Integration Program were, and are expected to be, incurred by our Semiconductor Test & Inspection segment.

Charges related to the Integration Program for the years ended December 31, 2022, December 25, 2021 and December 26, 2020, were as follows (*in thousands*):

(<i>in thousands</i>)	2022	2021	2020
Employee severance costs	\$ (8)	\$ 1,161	\$ 6,485
Inventory related charges (adjustments)	(454)	(558)	3,731
Other restructuring costs	613	662	1,138
Total	<u>\$ 151</u>	<u>\$ 1,265</u>	<u>\$ 11,354</u>

Costs associated with restructuring activities are presented in our consolidated statements of operations as restructuring charges, except for certain costs associated with inventory charges related to the decision to end manufacturing of certain of Xcerra's semiconductor test handler products, which are classified within cost of sales. Other restructuring costs include expenses for professional fees associated with employee severance, impairments of fixed assets and facility closure costs.

The following table summarizes the activity within the restructuring related accounts for the Integration Program during the years ended December 31, 2022 and December 25, 2021 (*in thousands*):

	Employee Severance	Other Exit Costs	Total
Balance, December 26, 2020	\$ 5,826	-	5,826
Costs accrued	1,161	662	1,823
Amounts paid or charged	(6,545)	(662)	(7,207)
Impact of currency exchange	(94)	-	(94)
Balance, December 25, 2021	348	-	348
Costs accrued	(8)	613	605
Amounts paid or charged	(331)	(613)	(944)
Impact of currency exchange	(9)	-	(9)
Balance, December 31, 2022	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

At December 31, 2022, we have no accrual for restructuring. All amounts accrued related to inventory will remain in our consolidated balance sheet until it is scrapped.

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5. Financial Instruments Measured at Fair Value

Our cash, cash equivalents, and short-term investments consisted primarily of cash and other investment grade securities. We do not hold investment securities for trading purposes. All short-term investments in debt securities are classified as available-for-sale and recorded at fair value. Investment securities are exposed to market risk due to changes in interest rates and credit risk and we monitor credit risk and attempt to mitigate exposure by making high-quality investments and through investment diversification.

Gains and losses on investments are calculated using the specific-identification method and are recognized during the period in which the investment is sold or when an investment experiences an other-than-temporary decline in value. Factors that could indicate an impairment exists include, but are not limited to earnings performance, changes in credit rating or adverse changes in the regulatory or economic environment of the asset. Gross realized gains and losses on sales of short-term investments are included in interest income. Realized gains and losses for the periods presented were not significant.

Investments that we have classified as short-term, by security type, are as follows (*in thousands*):

	At December 31, 2022			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses (1)	Estimated Fair Value
Corporate debt securities (2)	\$ 59,283	\$ 30	\$ 240	\$ 59,073
U.S. treasury securities	34,614	1	418	34,197
Bank certificates of deposit	36,500	20	41	36,479
Asset-backed securities	12,727	10	79	12,658
Foreign government security	828	-	-	828
	<u>\$ 143,952</u>	<u>\$ 61</u>	<u>\$ 778</u>	<u>\$ 143,235</u>

	At December 25, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses (1)	Estimated Fair Value
Corporate debt securities (2)	\$ 84,060	\$ 2	\$ 31	\$ 84,031
U.S. treasury securities	3,953	-	5	3,948
Bank certificates of deposit	800	-	-	800
Foreign government security	925	-	-	925
	<u>\$ 89,738</u>	<u>\$ 2</u>	<u>\$ 36</u>	<u>\$ 89,704</u>

- (1) As of December 31, 2022, the cost and fair value of investments with loss positions were approximately \$86.3 million and \$85.5 million, respectively. As of December 25, 2021, the cost and fair value of investments with loss positions was approximately \$57.0 million. We evaluated the nature of these investments, credit worthiness of the issuer and the duration of these impairments to determine if an other-than-temporary decline in fair value had occurred and concluded that these losses were temporary and we have the ability and intent to hold these investments to maturity.
- (2) Corporate debt securities include investments in financial and other corporate institutions. No single issuer represents a significant portion of the total corporate debt securities portfolio.

Effective maturities of short-term investments at December 31, 2022, were as follows:

(<i>in thousands</i>)	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 112,956	\$ 112,683
Due after one year through three years	30,996	30,552
	<u>\$ 143,952</u>	<u>\$ 143,235</u>

Accounting standards pertaining to fair value measurements establish a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions. When available, we use quoted market prices to determine the fair value of our investments, and they are included in Level 1. When quoted market prices are unobservable, we use quotes from independent pricing vendors based on recent trading activity and other relevant information.

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The following table summarizes, by major security type, our financial instruments that are measured at fair value on a recurring basis and are categorized using the fair value hierarchy (*in thousands*):

Fair value measurements at December 31, 2022 using:				
	Level 1	Level 2	Level 3	Total estimated fair value
Cash	\$ 190,371	\$ -	\$ -	\$ 190,371
Corporate debt securities	-	69,753	-	69,753
Money market funds	-	40,290	-	40,290
Bank certificates of deposit	-	37,480	-	37,480
U.S. treasury securities	-	34,196	-	34,196
Asset-backed securities	-	12,658	-	12,658
Foreign government security	-	828	-	828
	<u>\$ 190,371</u>	<u>\$ 195,205</u>	<u>\$ -</u>	<u>\$ 385,576</u>

Fair value measurements at December 25, 2021 using:				
	Level 1	Level 2	Level 3	Total estimated fair value
Cash	\$ 195,297	\$ -	\$ -	\$ 195,297
Money market funds	-	92,400	-	92,400
Corporate debt securities	-	86,535	-	86,535
U.S. treasury securities	-	3,948	-	3,948
Foreign government security	-	925	-	925
Bank certificates of deposit	-	800	-	800
	<u>\$ 195,297</u>	<u>\$ 184,608</u>	<u>\$ -</u>	<u>\$ 379,905</u>

6. Employee Benefit Plans

Defined Contribution Retirement Plans – Cohu maintains a defined contribution 401(k) retirement savings plan covering all salaried and hourly U.S. employees. Participation is voluntary and participants' contributions are based on their eligible compensation. Participants in the Cohu plan receive matching contributions of 50% up to 8% of salary contributed, subject to various statutory limits. In 2022, 2021 and 2020 we made matching contributions to the plan of \$2.4 million, \$2.4 million and \$2.3 million, respectively.

Defined Benefit Retirement Plans – Some of our employees located in Europe and Asia participate in defined benefit retirement plans. Our largest defined benefit retirement plan is the Ismeca Europe Semiconductor BVG Pension Plan which covers our employees in Switzerland ("the Swiss Plan") and the following discussion relates solely to the Swiss Plan.

Net periodic benefit cost of the Swiss Plan was as follows:

(in thousands)	2022	2021	2020
Service cost	\$ 954	\$ 1,223	\$ 1,310
Interest cost	56	61	67
Expected return on assets	(128)	(128)	(200)
Settlements	(487)	72	292
Net periodic costs	<u>\$ 395</u>	<u>\$ 1,228</u>	<u>\$ 1,469</u>

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The following table sets forth the projected benefit obligation, the fair value of plan assets, the funded status and the liability we have recorded in our consolidated balance sheets related to the Swiss Plan:

<i>(in thousands)</i>	2022	2021
Change in projected benefit obligation:		
Benefit obligation at beginning of year	\$ (28,765)	\$ (31,039)
Service cost	(954)	(1,223)
Interest cost	(56)	(61)
Actuarial gain	6,043	1,179
Participant contributions	(1,459)	(1,780)
Benefits paid	378	436
Plan change	397	1,076
Settlements	2,426	1,653
Foreign currency exchange adjustment	362	994
Benefit obligation at end of year	(21,628)	(28,765)
Change in plan assets:		
Fair value of plan assets at beginning of year	18,919	18,756
Return on assets, net of actuarial loss	119	207
Employer contributions	831	878
Participant contributions	1,459	1,780
Benefits paid	(378)	(436)
Settlements	(2,426)	(1,653)
Foreign currency exchange adjustment	(113)	(613)
Fair value of plan assets at end of year	18,411	18,919
Net liability at end of year	<u>\$ (3,217)</u>	<u>\$ (9,846)</u>

At December 31, 2022 and December 25, 2021, the Swiss Plan's net liability is included in noncurrent accrued retirement benefits. Amounts recognized in accumulated other comprehensive loss net of tax related to the Swiss Plan consisted of an unrecognized net actuarial gains totaling \$6.8 million and \$0.9 million at December 31, 2022 and December 25, 2021, respectively.

Actuarial gains of \$6.0 million and \$1.2 million for the years ended December 31, 2022 and December 25, 2021, respectively, were due to assumption changes as well as plan experience.

Weighted-average actuarial assumptions used to determine the projected benefit obligation under the Swiss Plan are as follows:

	2022	2021
Discount rate	2.3%	0.2%
Compensation increase	3.0%	1.5%

Weighted-average assumptions used to determine net periodic benefit cost of the Swiss Plan are as follows:

	2022	2021	2020
Discount rate	2.3%	0.2%	0.2%
Rate of return on assets	1.8%	0.7%	1.0%
Compensation increase	3.0%	1.1%	1.1%

During 2023 employer and employee contributions to the Swiss Plan are expected to total \$0.9 million. Estimated benefit payments are expected to be as follows: 2023 - \$1.2 million; 2024 - \$1.3 million; 2025 - \$1.0 million; 2026 - \$1.2 million; 2027 - \$1.3 million; and \$6.8 million thereafter through 2032.

As is customary with Swiss pension plans, the assets of the plan are invested in a collective fund with multiple employers. We have no investment authority over the assets of the plan that are held and invested by a Swiss insurance company. Investment holdings are made with respect to Swiss laws and target allocations for plan assets are 54% debt securities and cash, 23% real estate investments, 13% alternative investments and 10% equity securities. The valuation of the collective fund assets as a whole is a Level 3 measurement; however, the individual investments of the fund are generally Level 1 (equity securities), Level 2 (fixed income) and Level 3 (real estate and alternative) investments. We determine the fair value of the plan assets based on information provided by the collective fund, through review of the collective fund's annual financial statements. See Note 5, "Financial Instruments Measured at Fair Value" for additional information on the three-tier fair value hierarchy.

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We maintain other defined benefit plans for employees located outside the U.S. for which the majority of the obligations and net periodic benefit cost were determined to be immaterial for all periods presented.

Retiree Medical Benefits – We provide post-retirement health benefits to certain executives and directors under a noncontributory plan. The net periodic benefit cost was \$0.1 million in both 2022 and 2020 and was insignificant in 2021. We fund benefits as costs are incurred and as a result there are no plan assets.

The weighted average discount rate used in determining the accumulated post-retirement benefit obligation was 4.9% in 2022, 2.5% in 2021 and 2.1% in 2020. The annual rates of increase of the cost of health benefits was assumed to be 6.8% and 7.2% in 2023 for pre-65 participants and post-65 participants, respectively. This rate was then assumed to decrease 0.27% per year and 0.31% per year for pre-65 participants and post-65 participants, respectively, to 4.4% in 2032 and remain level thereafter.

Contributions to the post-retirement health benefit plan are expected to total \$0.1 million in 2023. Estimated benefit payments are expected to be as follows: 2023 - \$0.1 million; 2024 - \$0.1 million; 2025 - \$0.1 million; 2026 - \$0.1 million; 2027 - \$0.1 million and \$0.6 million thereafter through 2032.

The following table sets forth the post-retirement benefit obligation, funded status and the liability we have recorded in our consolidated balance sheets:

<i>(in thousands)</i>	2022	2021
Accumulated benefit obligation at beginning of year	\$ (2,097)	\$ (2,398)
Interest cost	(51)	(49)
Actuarial gain	382	241
Benefits paid	109	109
Accumulated benefit obligation at end of year	(1,657)	(2,097)
Plan assets at end of year	-	-
Funded status	<u>\$ (1,657)</u>	<u>\$ (2,097)</u>

Deferred Compensation – The Cohu, Inc. Deferred Compensation Plan allows certain of our officers to defer a portion of their current compensation. We have purchased life insurance policies on the participants with Cohu as the named beneficiary. Participant contributions, distributions and investment earnings and losses are accumulated in a separate account for each participant. At December 31, 2022, the payroll liability to participants, included in accrued compensation and benefits in the consolidated balance sheet, was approximately \$1.1 million and the cash surrender value of the related life insurance policies included in other current assets was approximately \$1.4 million. At December 25, 2021, the liability totaled \$1.6 million and the corresponding assets were \$1.8 million.

Employee Stock Purchase Plan – The Cohu, Inc. 1997 Employee Stock Purchase Plan (“the Plan”) provides for the issuance of a maximum of 2,650,000 shares of our common stock. Under the Plan, eligible employees may purchase shares of common stock through payroll deductions. The price paid for the common stock is equal to 85% of the fair market value of our common stock on specified dates. During the last three years we issued shares under the Plan as follows: 2022 - 160,855; 2021 - 161,351 and 2020 - 242,633. At December 31, 2022, there were 346,498 shares available for issuance under the Plan.

Employee Stock Benefit Plans – Our 2005 Equity Incentive Plan (“2005 Plan”) is a broad-based, long-term retention program intended to attract, motivate, and retain talented employees as well as align stockholder and employee interests. Awards that may be granted under the program include, but are not limited to, non-qualified and incentive stock options, restricted stock units, and performance stock units. We settle employee stock option exercises, employee stock purchase plan purchases, and the vesting of restricted stock units, and performance stock units with newly issued common shares. At December 31, 2022, there were 914,705 shares available for future equity grants under the 2005 Plan.

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Stock Options

Under the 2005 Plan stock options may be granted to employees, consultants and outside directors to purchase a fixed number of shares of our common stock at prices not less than 100% of the fair market value at the date of grant. Options generally vest and become exercisable after one year or in four annual increments beginning one year after the grant date and expire ten years from the grant date. We have historically issued new shares of Cohu common stock upon share option exercise.

During 2022, 2021 and 2020 no stock options were granted and the activity under our share-based compensation plans was as follows:

	2022		2021		2020	
<i>(in thousands, except per share data)</i>	Shares	Wt. Avg. Ex. Price	Shares	Wt. Avg. Ex. Price	Shares	Wt. Avg. Ex. Price
Outstanding and exercisable, beginning of year	12	\$ 9.44	262	\$ 10.01	363	\$ 10.27
Exercised	(12)	\$ 9.44	(250)	\$ 10.03	(101)	\$ 10.95
Outstanding and exercisable, end of year	<u>-</u>	<u>\$ -</u>	<u>12</u>	<u>\$ 9.44</u>	<u>262</u>	<u>\$ 10.01</u>

The aggregate intrinsic value of options exercised was \$0.2 million in 2022, \$8.4 million in 2021, and \$1.3 million in 2020. At December 31, 2022, we had no stock options exercisable and outstanding.

Restricted Stock Units

Under our equity incentive plans, restricted stock units (“RSUs”) may be granted to employees, consultants and outside directors. Restricted stock units vest over a one-year, two-year or a four-year period from the date of grant. Prior to vesting, restricted stock units do not have dividend equivalent rights, do not have voting rights and the shares underlying the restricted stock units are not considered issued and outstanding. New shares of our common stock will be issued on the date the restricted stock units vest net of the statutory tax withholding requirements to be paid by us on behalf of our employees. As a result, the actual number of shares issued will be fewer than the actual number of RSUs outstanding at December 31, 2022.

Restricted stock unit activity under our share-based compensation plans was as follows:

	2022		2021		2020	
<i>(in thousands, except per share data)</i>	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value
Outstanding, beginning of year	1,058	\$ 21.16	1,414	\$ 15.16	1,328	\$ 17.05
Granted	431	\$ 27.74	270	\$ 41.66	779	\$ 14.02
Released	(474)	\$ 19.94	(579)	\$ 16.23	(621)	\$ 17.48
Cancelled	(46)	\$ 24.33	(47)	\$ 18.96	(72)	\$ 17.59
Outstanding, end of year	<u>969</u>	<u>\$ 24.55</u>	<u>1,058</u>	<u>\$ 21.16</u>	<u>1,414</u>	<u>\$ 15.16</u>

Equity-Based Performance Stock Units

We grant performance stock units (“PSUs”) to certain senior executives as a part of our long-term equity compensation program. The number of shares of common stock that will ultimately be issued to settle PSUs granted ranges from 0% to 200% of the number granted and is determined based on certain performance criteria over a three-year measurement period. The performance criteria for the PSUs are based on a combination of our annualized Total Shareholder Return (“TSR”) for the performance period and the relative performance of our TSR compared with the annualized TSR of certain peer companies for the performance period. PSUs granted vest 100% on the third anniversary of their grant, assuming achievement of the applicable performance criteria.

We estimated the fair value of the PSUs using a Monte Carlo simulation model on the date of grant. Compensation expense is recognized over the requisite service period. New shares of our common stock will be issued on the date the PSUs vest net of the minimum statutory tax withholding requirements to be paid by us on behalf of our employees.

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PSU activity under our share-based compensation plans was as follows:

	2022		2021		2020	
	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value	Units	Wt. Avg. Fair Value
<i>(in thousands, except per share data)</i>						
Outstanding, beginning of year	384	\$ 22.22	425	\$ 15.51	364	\$ 18.72
Granted	151	\$ 33.22	93	\$ 51.43	200	\$ 13.18
Released	(55)	\$ 14.11	(125)	\$ 21.77	(39)	\$ 21.40
Cancelled	(77)	\$ 15.94	(9)	\$ 14.04	(100)	\$ 20.25
Outstanding, end of year	403	\$ 28.64	384	\$ 22.22	425	\$ 15.51

Share-based Compensation – We estimate the fair value of stock options and RSUs on the grant date using the Black-Scholes valuation model. The estimated fair value of PSUs is determined on the grant date using the Monte Carlo simulation valuation model. Option valuation models require the input of highly subjective assumptions and changes in the assumptions used can materially affect the grant date fair value of an award. These assumptions for the Black-Scholes model include the risk-free rate of interest, expected dividend yield, expected volatility, and the expected life of the award. The risk-free rate of interest is based on the U.S. Treasury rates appropriate for the expected term of the award as of the grant date. Expected dividends are based primarily on historical factors related to our common stock. Expected volatility is based on historic weekly stock price observations of our common stock during the period immediately preceding the share-based award grant that is equal in length to the award's expected term. We believe that historical volatility is the best estimate of future volatility. Expected life of the award is based on historical option exercise data. The Monte Carlo simulation model incorporates assumptions for the risk-free interest rate, Cohu and the selected peer group price volatility, the correlation between Cohu and the selected index, and dividend yields. Share-based compensation expense related to restricted stock unit awards is calculated based on the market price of our common stock on the date of grant, reduced by the present value of dividends expected to be paid on our common stock prior to vesting of the restricted stock unit. Cohu's Board of Directors authorized suspending our quarterly cash dividend indefinitely, as of May 5, 2020. All awards granted in 2022, 2021 and 2020 exclude the assumption of dividend payments and the estimated fair value awards granted in prior years, when dividends were paid, are unchanged.

The following weighted average assumptions were used to value share-based awards granted:

<i>Employee Stock Purchase Plan</i>	2022	2021	2020
Dividend yield	0.0%	0.0%	0.5%
Expected volatility	45.6%	58.3%	67.1%
Risk-free interest rate	1.2%	0.1%	1.1%
Expected term (years)	0.5	0.5	0.5
Weighted-average grant date fair value per share	\$ 8.79	\$ 9.42	\$ 6.01

<i>Restricted Stock Units</i>	2022	2021	2020
Dividend yield	0.0%	0.0%	0.0%

Reported share-based compensation is classified in the consolidated financial statements as follows:

<i>(in thousands)</i>	2022	2021	2020
Cost of sales	\$ 646	\$ 828	\$ 893
Research and development	3,100	3,017	3,245
Selling, general and administrative	11,172	9,947	10,096
Share-based compensation of continuing operations	14,918	13,792	14,234
Income tax benefit	(4,004)	(722)	(963)
Total share-based compensation, net of tax	\$ 10,914	\$ 13,070	\$ 13,271

We account for forfeitures of plan-based awards as they occur. At December 31, 2022, we had approximately \$21.6 million of pre-tax unrecognized compensation cost related to unvested restricted stock units and performance stock units which is expected to be recognized over a weighted-average period of approximately 2.3 years.

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7. Derivative Financial Instruments

Foreign Exchange Derivative Contracts

We operate and sell our products in various global markets and, as a result, we are exposed to changes in foreign currency exchange rates. In the fourth quarter of 2020, we began utilizing foreign currency forward contracts to offset against future movements in foreign exchange rates that affect certain existing foreign currency denominated assets and liabilities. Under this program, our strategy is to have increases or decreases in our foreign currency exposures mitigated by gains or losses on the foreign currency forward contracts to mitigate the risks and volatility associated with foreign currency transaction gains or losses.

We do not use derivative financial instruments for speculative or trading purposes. For accounting purposes, our foreign currency forward contracts are not designated as hedging instruments and, accordingly, we record the fair value of these contracts as of the end of our reporting period in our consolidated balance sheets with changes in fair value recorded within foreign transaction gain (loss) in our consolidated statements of operations for both realized and unrealized gains and losses. The cash flows associated with the foreign currency forward contracts are reported in net cash provided by operating activities in our consolidated statements of cash flows.

The fair value of our foreign exchange derivative contracts was determined based on current foreign currency exchange rates and forward points. All our foreign exchange derivative contracts outstanding at December 31, 2022 will mature during the first quarter of fiscal 2023.

The following table provides information about our foreign currency forward contracts outstanding as of December 31, 2022 (*in thousands*):

Currency	Contract Position		Contract Amount (Local Currency)	Contract Amount (U.S. Dollars)
Euro	Buy		81,677	\$ 87,300
Swiss Franc	Buy		20,714	22,500
				<u>\$ 109,800</u>

Our foreign currency contracts are classified within Level 2 of the fair value hierarchy as they are valued using pricing models that utilize observable market inputs. The fair value of our foreign currency contracts as of December 31, 2022 was immaterial.

The location and amount of gains (losses) related to non-designated derivative instruments in the consolidated statements of operations were as follows (*in thousands*):

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized on Derivatives	2022	Fiscal Year 2021	2020
Foreign exchange forward contracts	Foreign transaction gain (loss)	\$ (5,356)	\$ (3,428)	\$ 756

8. Equity

Common Stock Issuance

On March 8, 2021, we closed an underwritten follow-on public offering of 4,950,000 shares of our common stock at \$41.00 per share. As part of the transaction, the underwriters were also granted a 30-day option to purchase up to an aggregate of 742,500 additional shares of common stock to cover over-allotments which was exercised in full on March 11, 2021. The offering, and the follow-on option to sell additional shares, resulted in net proceeds, after deducting underwriting discounts and commissions and offering expenses, of approximately \$223.1 million. All of the shares were sold pursuant to an effective shelf registration statement previously filed with the SEC.

Share Repurchase Program

On October 28, 2021, we announced that our Board of Directors authorized a \$70 million share repurchase program. On October 25, 2022, our Board of Directors authorized an additional \$70 million under the share repurchase program. This share repurchase program was effective as of November 2, 2021 and has no expiration date, and the timing of share repurchases and the number of shares of common stock to be repurchased will depend upon prevailing market conditions and other factors. Repurchases under this program will be made using our existing cash resources and may be commenced or suspended from time-to-time at our discretion without prior notice. Repurchases may be made in the open market, through 10b5-1 programs, or in privately negotiated transactions at prevailing market rates in accordance with federal securities laws. For the year ended December 31, 2022, we repurchased 1,767,070 shares of our common stock for \$50.7 million to be held as treasury stock. For the year ended December 25, 2021, we repurchased 206,572 shares of our common stock for \$7.3 million. As of December 31, 2022, we may purchase up to \$82.0 million of shares of our common stock under our share repurchase program.

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**Common Stock

On May 4, 2022, our stockholders approved an amendment to Cohu's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 60,000,000 to 90,000,000 shares. Accordingly, on May 5, 2022, we filed with the Secretary of State of the State of Delaware an Amended and Restated Certificate of Incorporation implementing the approved changes (the "Restated Certificate"), and the Restated Certificate was effective as of that date.

9. Income Taxes

Significant components of the provision (benefit) for income taxes for continuing operations are as follows:

<i>(in thousands)</i>	2022	2021	2020
Current:			
U.S. Federal	\$ 1,609	\$ 1,103	\$ -
U.S. State	456	101	21
Foreign	31,307	22,862	5,950
Total current	33,372	24,066	5,971
Deferred:			
U.S. Federal	(9)	5	8
Foreign	(3,495)	948	(5,313)
Total deferred	(3,504)	953	(5,305)
	<u>\$ 29,868</u>	<u>\$ 25,019</u>	<u>\$ 666</u>

Income (loss) before income taxes from continuing operations consisted of the following:

<i>(in thousands)</i>	2022	2021	2020
U.S.	\$ 9,180	\$ 30,588	\$ (25,005)
Foreign	117,535	161,756	11,828
Total	<u>\$ 126,715</u>	<u>\$ 192,344</u>	<u>\$ (13,177)</u>

Deferred tax effects

Except for working capital requirements in certain foreign jurisdictions, we provide for all taxes, including withholding and other residual taxes, related to unremitted earnings of our foreign subsidiaries.

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Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting and tax purposes. Significant components of our deferred tax assets and liabilities were as follows:

<i>(in thousands)</i>	2022	2021
Deferred tax assets:		
Inventory, receivable and warranty reserves	\$ 13,599	\$ 12,166
Net operating loss carryforwards	39,545	44,806
Tax credit carryforwards	29,646	31,264
Capitalized R&D	19,819	8,728
Accrued employee benefits	4,416	5,695
Stock-based compensation	2,990	2,222
Lease liabilities	3,965	4,500
Other	472	2,674
Gross deferred tax assets	114,452	112,055
Less valuation allowance	(89,234)	(76,250)
Total deferred tax assets	25,218	35,805
Deferred tax liabilities:		
Intangible assets and other acquisition basis differences	38,921	48,657
Operating lease right-of-use assets	3,573	4,066
Unremitted earnings of foreign subsidiaries	153	4,207
Total deferred tax liabilities	42,647	56,930
Net deferred tax liabilities	\$ (17,429)	\$ (21,125)

The components of total net deferred tax assets (liabilities), net of valuation allowances, as shown in our consolidated balance sheets are as follows:

<i>(in thousands)</i>	2022	2021
Other assets (long-term)	\$ 3,930	\$ 4,762
Long-term deferred income tax liabilities	(21,359)	(25,887)
Net deferred tax liabilities	\$ (17,429)	\$ (21,125)

Companies are required to assess whether a valuation allowance should be recorded against their deferred tax assets (“DTAs”) based on the consideration of all available evidence, using a “more likely than not” realization standard. The four sources of taxable income that must be considered in determining whether DTAs will be realized are, (1) future reversals of existing taxable temporary differences (i.e. offset of gross deferred tax assets against gross deferred tax liabilities); (2) taxable income in prior carryback years, if carryback is permitted under the tax law; (3) tax planning strategies and (4) future taxable income exclusive of reversing temporary differences and carryforwards.

In assessing whether a valuation allowance is required, significant weight is to be given to evidence that can be objectively verified. We have evaluated our DTAs each reporting period, including an assessment of taxable income in prior carryback years, future reversals of existing taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards, and prudent and feasible tax planning strategies that we would be willing to undertake to prevent a deferred tax asset from otherwise expiring.

The assessment regarding whether a valuation allowance is required or whether a change in judgement regarding the valuation allowance has occurred also considers all available positive and negative evidence, including but not limited to:

- Nature, frequency, and severity of cumulative losses in recent years
- Duration of statutory carryforward and carryback periods
- Statutory limitations against utilization of tax attribute carryforwards against taxable income
- Historical experience with tax attributes expiring unused
- Near- and medium-term financial outlook

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The weight given to the positive and negative evidence is commensurate with the extent to which the evidence may be objectively verified. Accordingly, it is generally difficult to conclude a valuation allowance is not required when there is significant objective and verifiable negative evidence, such as cumulative losses in recent years. We use the actual results for the last two years and current year results as the primary measure of cumulative losses in recent years.

The evaluation of deferred tax assets requires judgment in assessing the likely future tax consequences of events recognized in the financial statements or tax returns and future profitability. The recognition of deferred tax assets represents our best estimate of those future events. Changes in the current estimates, due to unanticipated events or otherwise, could have a material effect on our results of operations and financial condition.

In certain tax jurisdictions, our analysis indicates that it has cumulative losses in recent years. This is considered significant negative evidence, which is objective and veritable and, therefore, difficult to overcome. However, the cumulative loss position is not solely determinative and, accordingly, we consider all other available positive and negative evidence in this analysis. Based on the evidence available including a lack of sustainable earnings and history of expiring unused NOLs, and tax credits, we continue to maintain the judgement that a previously recorded valuation allowance against substantially all net deferred tax assets in the United States is still required. If a change in judgement regarding this valuation allowance were to occur in the future, we will record a potentially material deferred tax benefit, which could result in a favorable impact on the effective tax rate in that period.

Our valuation allowance on our DTAs at December 31, 2022, and December 25, 2021, was approximately \$89.2 million and \$76.3 million, respectively. The remaining gross DTAs for which a valuation allowance was not recorded are realizable primarily through future reversals of existing taxable temporary differences and to a lesser extent future taxable income in certain jurisdictions exclusive of reversing temporary differences and carryforwards.

The reconciliation of income tax computed at the U.S. federal statutory tax rate to the provision (benefit) for income taxes for continuing operations is as follows:

<i>(in thousands)</i>	2022	2021	2020
Tax provision at U.S. 21% statutory rate	\$ 26,610	\$ 40,392	\$ (2,757)
State income taxes, net of federal tax benefit	(1,535)	2,246	(1,160)
Settlements, adjustments and releases from statute expirations	348	(787)	(118)
Federal R&D credits	(1,679)	(943)	(46)
Stock-based compensation	(572)	(4,802)	727
Excess executive compensation	946	1,608	491
Change in valuation allowance	13,307	(9,882)	(1,691)
Exemption of PTG gain	-	(12,378)	-
Dividend, net of foreign tax credits	13	693	1,224
GILTI, net of foreign tax credits	3,458	9,343	4,191
Foreign rate differential	(6,131)	(1,023)	(1,512)
Other, net	(4,897)	552	1,317
	<u>\$ 29,868</u>	<u>\$ 25,019</u>	<u>\$ 666</u>

An accounting policy may be selected to either (i) treat taxes due on future U.S. inclusions in taxable income related to global intangible low-taxed income ("GILTI") as a current-period expense when incurred or (ii) factor such amounts into a company's measurement of its deferred taxes. We have elected to account for GILTI as a period cost.

At December 31, 2022, we had federal, state and foreign net operating loss carryforwards of approximately \$140.0 million, \$113.9 million and \$9.0 million, respectively, that expire in various tax years beginning in 2023 through 2041 or have no expiration date. We also have federal and state tax credit carryforwards at December 31, 2022 of approximately \$3.7 million and \$32.9 million, respectively, certain of which expire in various tax years beginning in 2023 through 2041 or have no expiration date. The federal and state loss and credit carryforwards are subject to annual limitations under Sections 382 and 383 of the Internal Revenue Code and applicable state tax laws. We analyzed and determined that there were no ownership changes during the three-year period ending December 31, 2022. We will continue to assess the realizability of these carryforwards in subsequent periods. Future changes in the ownership of Cohu could further limit the utilization of these carryforwards.

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

We have certain tax holidays with respect to our operations in Malaysia and the Philippines. These holidays require compliance with certain conditions and expire at various dates through 2027. The impact of these holidays was an increase in net income of approximately \$4.5 million or \$0.09 per share in both 2022 and 2021, and \$3.6 million, or \$0.09 per share, in fiscal 2020.

A reconciliation of our gross unrecognized tax benefits, excluding accrued interest and penalties, is as follows:

<i>(in thousands)</i>	2022	2021	2020
Balance at beginning of year	\$ 33,391	\$ 33,696	\$ 34,740
Additions for tax positions of current year	910	686	817
Reductions for tax positions of prior years	(428)	(83)	(425)
Reductions due to lapse of the statute of limitations	(354)	(1,012)	(304)
Reductions due to settlements	-	-	(1,134)
Foreign exchange rate impact	(151)	104	2
Balance at end of year	<u>\$ 33,368</u>	<u>\$ 33,391</u>	<u>\$ 33,696</u>

If the unrecognized tax benefits at December 31, 2022 are ultimately recognized, excluding the impact of U.S. tax benefits netted against deferred taxes that are subject to a valuation allowance, approximately \$5.8 million (\$5.3 million at December 25, 2021 and \$5.9 million at December 26, 2020) would result in a reduction in our income tax expense and effective tax rate.

We recognize interest and penalties related to unrecognized tax benefits in income tax expense. Cohu had approximately \$0.6 million and \$0.8 million accrued for the payment of interest and penalties at December 31, 2022, and December 25, 2021, respectively. Interest expense, net of accrued interest reversed, was \$(0.1) million in 2022, \$(0.2) million in 2021 and \$(0.3) million in 2020.

Our U.S. federal and state income tax returns for years after 2018 and 2017, respectively, remain open to examination, subject to the statute of limitations. Net operating loss and credit carryforwards arising prior to these years are also open to examination if and when utilized. The statute of limitations for the assessment and collection of income taxes related to our foreign tax returns varies by country. In the foreign countries where we have significant operations these time periods generally range from four to ten years after the year for which the tax return is due or the tax is assessed.

We conduct business globally and as a result, Cohu or one or more of its subsidiaries files income tax returns in the US and various state and foreign jurisdictions. In the normal course of business, we are subject to examinations by taxing authorities throughout the world and are currently under examination in Germany, Singapore, Philippines and Malaysia. We believe our financial statement accruals for income taxes are appropriate.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
10. Segment and Geographic Information

We applied the provisions of ASC 280, which sets forth a management approach to segment reporting and establishes requirements to report selected segment information quarterly and to report annually entity-wide disclosures about products, major customers and the geographies in which the entity holds material assets and reports revenue. An operating segment is defined as a component that engages in business activities whose operating results are reviewed by the chief operating decision maker and for which discrete financial information is available. We have determined that our three identified operating segments are: THG, STG and ISG. Our THG, STG and ISG operating segments qualify for aggregation under ASC 280 due to similarities in their customers, their economic characteristics, and the nature of products and services provided. As a result, we report in one segment, Semiconductor Test & Inspection. All amounts presented in our consolidated balance sheet as of December 31, 2022, and our consolidated statement of operations for the twelve months ended December 31, 2022, represents the financial position and results of our remaining reportable segment. Prior to the sale of our PCB Test Group on June 24, 2021, we reported in two segments, Semiconductor Test & Inspection and PCB Test.

<i>(in thousands)</i>	2021	2020
Net sales by segment:		
Semiconductor Test & Inspection	\$ 860,454	\$ 585,240
PCB Test	26,760	50,767
Total consolidated net sales for reportable segments	<u>\$ 887,214</u>	<u>\$ 636,007</u>
Segment profit (loss) before tax:		
Semiconductor Test & Inspection	\$ 138,026	\$ (2,497)
PCB Test	3,907	6,971
Profit for reportable segments	<u>141,933</u>	<u>4,474</u>
Other unallocated amounts:		
Corporate expenses	(10,819)	(4,384)
Gain on sale of PCB Test business	70,815	-
Interest expense	(6,413)	(13,759)
Interest income	239	224
Gain on extinguishment of debt	(3,411)	268
Profit (loss) from continuing operations before taxes	<u>\$ 192,344</u>	<u>\$ (13,177)</u>

<i>(in thousands)</i>	2021	2020
Depreciation and amortization by segment deducted in arriving at profit (loss):		
Semiconductor Test & Inspection	\$ 48,129	\$ 51,548
PCB Test	439	1,198
Total depreciation and amortization	<u>\$ 48,568</u>	<u>\$ 52,746</u>
Capital expenditures by segment:		
Semiconductor Test & Inspection	\$ 11,954	\$ 18,616
PCB Test	46	44
Total consolidated capital expenditures	<u>\$ 12,000</u>	<u>\$ 18,660</u>

<i>(in thousands)</i>	2020
Total assets by segment:	
Semiconductor Test & Inspection	\$ 968,028
PCB Test	66,826
Total assets for reportable segments	1,034,854
Corporate, principally cash and investments	55,492
Discontinued operations	-
Total consolidated assets	<u>\$ 1,090,346</u>

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

During the last three years, the following customers of our Semiconductor Test & Inspection segment that comprised 10% or greater of our consolidated net sales were as follows:

	2022	2021	2020
Analog Devices	*	14.1%	*

* Less than 10% of consolidated net sales.

On June 24, 2021, we completed the divestment of our PCB Test business. Prior to this, no customer of our PCB Test segment exceeded 10% of consolidated net sales for the years ended December 25, 2021 and December 26, 2020.

Net sales to customers, attributed to countries based on product shipment destination, were as follows:

<i>(in thousands)</i>	2022	2021	2020
China	\$ 146,227	\$ 213,575	\$ 143,360
Philippines	111,647	155,070	56,272
Malaysia	99,508	79,777	57,893
United States	79,093	77,495	108,694
Taiwan	59,835	88,152	83,685
Rest of the world	316,465	273,145	186,103
Total, net	<u>\$ 812,775</u>	<u>\$ 887,214</u>	<u>\$ 636,007</u>

Geographic location of our property, plant and equipment and other long-lived assets was as follows:

<i>(in thousands)</i>	2022	2021
Property, plant and equipment:		
United States	\$ 18,419	\$ 18,375
Germany	15,977	17,419
Philippines	14,706	10,384
Japan	9,316	11,156
Malaysia	4,300	4,082
Rest of the world	2,293	2,541
Total, net	<u>\$ 65,011</u>	<u>\$ 63,957</u>
Goodwill and other intangible assets:		
Germany	\$ 158,401	\$ 181,146
United States	131,068	150,477
Malaysia	43,571	43,611
Singapore	12,512	12,990
Switzerland	4,299	4,583
Japan	2,641	3,148
Rest of the world	1,151	1,156
Total, net	<u>\$ 353,643</u>	<u>\$ 397,111</u>

11. Leases

We lease certain of our facilities, equipment and vehicles under non-cancelable operating and finance leases. Leases with initial terms with 12 months or less are not recorded in the consolidated balance sheet, but we recognized those lease payments in the consolidated statements of operations on a straight-line basis over the lease term. Lease and non-lease components are included in the calculation of the right of use asset ("ROU") asset and lease liabilities.

Our leases have remaining lease terms ranging from 1 year to 35 years, some of which include one or more options to extend the lease for up to 25 years. Our lease term includes renewal terms when we are reasonably certain that we will exercise the renewal options. We sublease certain leased assets to third parties, mainly as a result of unused space in our facilities.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Supplemental balance sheet information related to leases was as follows:

<i>(in thousands)</i>	Classification	December 31, 2022	December 25, 2021
Assets:			
Operating lease assets	Operating lease right-of-use assets	\$ 22,804	\$ 25,060
Finance lease assets	Property, plant and equipment, net (1)	323	423
Total lease assets		<u>\$ 23,127</u>	<u>\$ 25,483</u>
Liabilities:			
Current:			
Operating	Other accrued liabilities	\$ 4,927	\$ 4,886
Finance	Other accrued liabilities	49	167
Noncurrent:			
Operating	Long-term lease liabilities	19,185	21,977
Finance	Long-term lease liabilities	24	63
Total lease liabilities		<u>\$ 24,185</u>	<u>\$ 27,093</u>
Weighted-average remaining lease term (years):			
Operating leases		6.2	6.9
Finance leases		1.7	1.8
Weighted-average discount rate:			
Operating leases		6.2%	6.3%
Finance leases		2.2%	0.7%

(1) Finance lease assets are recorded net of accumulated amortization of \$0.2 million and \$0.1 million in 2022 and 2021, respectively.

The components of lease expense were as follows:

<i>(in thousands)</i>	December 31, 2022	December 25, 2021
Operating leases	\$ 6,698	\$ 7,638
Variable lease expense	2,220	2,192
Short-term operating leases	4	69
Finance leases:		
Amortization of leased assets	88	86
Interest on lease liabilities	1	2
Sublease income	(69)	(81)
Net lease cost	<u>\$ 8,942</u>	<u>\$ 9,906</u>

Future minimum lease payments at December 31, 2022, are as follows:

<i>(in thousands)</i>	Operating leases	Finance leases	Total
2023	\$ 6,197	\$ 50	\$ 6,247
2024	5,848	11	5,859
2025	5,234	11	5,245
2026	2,849	3	2,852
2027	1,780	-	1,780
Thereafter	7,904	-	7,904
Total lease payments	29,812	75	29,887
Less: Interest	(5,700)	(2)	(5,702)
Present value of lease liabilities	<u>\$ 24,112</u>	<u>\$ 73</u>	<u>\$ 24,185</u>

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Supplemental cash flow information related to leases was as follows:

<i>(in thousands)</i>	December 31, 2022	December 25, 2021
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	\$ 6,716	\$ 7,628
Operating cash flows from finance leases	\$ 1	\$ 1
Financing cash flows from finance leases	\$ 167	\$ 186
Leased assets obtained in exchange for new finance lease liabilities	\$ -	\$ 54
Leased assets obtained in exchange for new operating lease liabilities	\$ 2,874	\$ 3,866

12. Commitments and Contingencies

From time-to-time we are involved in various legal proceedings, examinations by various tax authorities and claims that have arisen in the ordinary course of our business. The outcome of any litigation is inherently uncertain. While there can be no assurance, we do not believe at the present time that the resolution of these matters will have a material adverse effect on our assets, financial position or results of operations.

13. Guarantees
Accrued Warranty

Changes in accrued warranty during the three-year period ended December 31, 2022, was as follows:

<i>(in thousands)</i>	2022	2021	2020
Beginning balance	\$ 7,691	\$ 6,382	\$ 6,155
Warranty accruals	8,897	13,389	6,173
Warranty payments	(10,374)	(11,135)	(5,946)
Warranty liability transferred	-	(945)	-
Ending balance	<u>\$ 6,214</u>	<u>\$ 7,691</u>	<u>\$ 6,382</u>

Accrued warranty amounts expected to be incurred after one year are included in noncurrent other accrued liabilities in the consolidated balance sheet. These amounts totaled \$0.6 million and \$1.1 million at December 31, 2022 and December 25, 2021, respectively.

14. Business Divestitures and Discontinued Operations
PCB Test Equipment Business

On June 24, 2021, we completed the sale of our PCB Test business, which represented our PCB Test reportable segment. As part of the transaction we also sold certain intellectual property held by our Semiconductor Test & Inspection segment that is utilized by the PCB Test business. Our decision to sell this non-core business resulted from management's determination that that they were no longer a fit within our organization. We received gross proceeds of \$125.1 million, subject to certain closing adjustments. The sale generated a \$70.8 million pre-tax gain on sale of business, which was recorded in our consolidated statements of operations for the twelve months ended December 25, 2021. As a result of the closing of the transaction, we derecognized net assets of \$48.2 million, including goodwill of \$21.9 million and intangible assets of \$14.8 million.

We evaluated the guidance in ASC Topic 205-20, *Presentation of Financial Statements – Discontinued Operations*, and determined that the divestment of our PCB Test business does not represent a strategic shift as the divestiture will not have a major effect on Cohu's operations and financial results and, as a result, it is not presented as discontinued operations in any periods presented. Subsequent to the sale of our PCB Test business, we have one reportable segment, Semiconductor Test & Inspection.

Fixtures Services Business ("FSG")

On October 1, 2018, we acquired a fixtures services business as part of Xcerra. At the time of the acquisition our management determined that this business did not align with Cohu's core business and was not a strategic fit within our organization. The fixtures services business was marketed for sale since we acquired Xcerra on October 1, 2018 and it has been presented as discontinued operations as it met the held for sale criteria. For financial statement purposes, the results of operations for this business have been segregated from those of continuing operations and are presented in our consolidated financial statements as discontinued operations for all periods presented.

COHU, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We completed the sale of this business in February 2020 which resulted in an immaterial gain that that was recorded in our statement of operations for the twelve months ended December 26, 2020, as noted below.

Operating results of our discontinued operations are summarized as follows (*in thousands*):

	December 26, 2020
Net sales	\$ 432
Operating income	\$ 11
Gain on sale of FSG	35
Income before taxes	46
Income tax provision	4
Income, net of tax	\$ 42

15. Accumulated Other Comprehensive Income (Loss)

Components of other comprehensive income (loss), on an after-tax basis, were as follows:

<i>(in thousands)</i>	Before Tax amount	Tax (Expense) Benefit	Net of Tax Amount
Year ended December 26, 2020			
Foreign currency translation adjustments	\$ 27,321	\$ -	\$ 27,321
Adjustments related to postretirement benefits	2,599	(216)	2,383
Other comprehensive income	\$ 29,920	\$ (216)	\$ 29,704
Year ended December 25, 2021			
Foreign currency translation adjustments	\$ (22,859)	\$ (97)	\$ (22,956)
Adjustments related to postretirement benefits	2,920	(318)	2,602
Change in unrealized gain/loss on investments	(67)	-	(67)
Reclassification due to sale of PBC Test Business	(2,515)	-	(2,515)
Other comprehensive loss	\$ (22,521)	\$ (415)	\$ (22,936)
Year ended December 31, 2022			
Foreign currency translation adjustments	\$ (17,991)	\$ 41	\$ (17,950)
Adjustments related to postretirement benefits	6,690	(796)	\$ 5,894
Change in unrealized gain/loss on investments	(694)	-	\$ (694)
Other comprehensive loss	\$ (11,995)	\$ (755)	\$ (12,750)

Components of accumulated other comprehensive income (loss), net of tax, at the end of each period are as follows:

<i>(in thousands)</i>	2022	2021
Accumulated net currency translation adjustments	\$ (46,308)	\$ (25,833)
Accumulated net adjustments related to postretirement benefits	7,031	\$ 1,153
Accumulated net unrealized gain/loss on investments	(735)	\$ (67)
Accumulated reclassification due to sale of PBC Test Business	-	\$ (2,515)
Total accumulated other comprehensive loss	\$ (40,012)	\$ (27,262)

COHU, INC.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

16. Related Party Transactions

At December 31, 2022, certain of our cash and short-term investments were held and managed by BlackRock, Inc. which owns 15.9% of our outstanding common stock as reported in its Form 13-G/A filing made with the Securities and Exchange Commission on January 20, 2023.

We have an ownership interest in Fraes-und Technologiezentrum GmbH Frasdorf (“FTZ”), a company based in Germany that provides milling services to one of our wholly owned subsidiaries. This investment is accounted for under the equity method and is not material to our consolidated balance sheets. During 2022, 2021 and 2020, purchases of products from FTZ were not material.

We also had an ownership interest in ETZ Elektrisches Testzentrum fuer Leiterplatten GmbH (“ETZ”) which provided our PCB Test business, atg-Luther & Maelzer GmbH, with certain component parts. Our ownership interest in ETZ was transferred on June 24, 2021 as part of the sale of the PCB Test business and ETZ is no longer a related party. During 2021 and 2020, purchases of products from ETZ, when it was a related party, were not material.

17. Subsequent Event

On January 30, 2023, we completed the acquisition of all the outstanding membership units of MCT Worldwide, LLC. (“MCT”), pursuant to a membership unit purchase agreement dated January 30, 2023, by and among MCT Worldwide, LLC, Arise Acquisition Co., LLC, The Seaport Group LLC Profit Sharing Plan, and Delta Design, Inc., a wholly owned subsidiary of Cohu (“the Acquisition”). MCT is a U.S. based company with a principal manufacturing site in Penang Malaysia. MCT provides automated solutions for the semiconductor industry and designs, manufactures, markets, services and distributes strip test handlers, film frame handlers and laser mark handlers. On January 30, 2023, we made a cash payment totaling \$28.0 million for MCT. The Acquisition is a cash free debt free transaction and is subject to a working capital adjustment for the difference between the actual and estimated net working capital. In connection with the Acquisition, we incurred approximately \$0.1 million in acquisition-related costs, which were expensed as selling, general and administrative costs during the year ended December 31, 2022. Additional acquisition-related costs will be incurred during fiscal 2023.

Report of Independent Registered Public Accounting Firm

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

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Cohu, Inc. (the Company) as of December 31, 2022 and December 25, 2021, and the related consolidated statements of operations, comprehensive income, stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2022, and the related notes and the financial statement schedule listed in the Index at Item 15(a) (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 at December 31, 2022 and December 25, 2021, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2022, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company’s internal control over financial reporting as of December 31, 2022, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 17, 2023 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the 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 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 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 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 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 financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of the critical audit matter 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
<i>Description of the Matter</i>	As of December 31, 2022, the Company’s consolidated inventories balance was \$170.1 million. As described in Note 1 to the consolidated financial statements, the Company values its inventories at lower of cost, determined on a first-in, first-out basis, or net realizable value. Obsolete inventory or inventory in excess of management’s estimated usage requirement is written down to its estimated net realizable value.
	Auditing management’s estimates for excess and obsolete inventory involved subjective auditor judgment because the estimates rely on a number of factors that are affected by market and economic conditions outside the Company’s control. In particular, the excess and obsolete inventory calculations are sensitive to significant assumptions, including product expectations and expected future usage of individual materials.

<i>How We Addressed the Matter in Our Audit</i>	We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls over the Company's excess and obsolete inventory valuation process, including management's assessment of the assumptions stated above and data underlying the excess and obsolete inventory valuation. To test the valuation of inventories, our audit procedures included, among others, evaluating the significant assumptions stated above and testing the completeness and accuracy of the underlying data used by management in the analysis of excess and obsolete inventory. We evaluated adjustments to inventory reserves for specific product expectations, compared the balance of on-hand inventories to usage forecasts and historical usage, and assessed the historical accuracy of management's estimates by performing a retrospective analysis comparing prior period forecasted demand to actual historical sales.
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/s/ Ernst & Young LLP

We have served as the Company's auditor since 1956.

San Diego, California
February 17, 2023

Index to Exhibits

15. (b) The following exhibits are filed as part of, or incorporated into, the 2022 Cohu, Inc. Annual Report on Form 10-K:

<u>Exhibit No.</u>	<u>Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference to Exhibit 3.1 from the Cohu, Inc. Current Report on Form 8-K (file no. 001-04298) filed with the Securities and Exchange Commission on May 5, 2022</u>
3.2	<u>Amended and Restated Bylaws of Cohu, Inc. incorporated herein by reference to Exhibit 3.2 from the Cohu, Inc. Current Report on Form 8-K (file no. 001-04298) filed with the Securities and Exchange Commission on May 17, 2018</u>
4.1	<u>Description of Capital Stock</u>
10.1	<u>Credit and Guaranty Agreement dated as of October 1, 2018, by and among Cohu, Inc., Certain Subsidiaries of Cohu, Inc. and Deutsche Bank AG New York Branch, incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Form 10-Q filed with the Securities and Exchange Commission on November 7, 2018</u>
10.2	<u>Pledge and Security Agreement dated as of October 1, 2018, by and among Cohu, Inc., Certain Subsidiaries of Cohu, Inc. and Deutsche Bank AG New York Branch, incorporated herein by reference to Exhibit 10.2 from the Cohu, Inc. Form 10-Q filed with the Securities and Exchange Commission on November 7, 2018</u>
10.3	<u>Amended Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Appendix A from the Cohu, Inc. Form DEF 14A filed with the Securities and Exchange Commission on March 28, 2019*</u>
10.4	<u>Amended Cohu, Inc. 1997 Employee Stock Purchase Plan, herein by reference to Appendix B from the Cohu, Inc. Form DEF 14A filed with the Securities and Exchange Commission on March 28, 2019*</u>
10.5	<u>Cohu, Inc. Deferred Compensation Plan (as amended and restated) incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Current Report on Form 8-K (file no. 001-04298) filed with the Securities and Exchange Commission on December 29, 2008*</u>
10.6	<u>Form of employee restricted stock unit agreement for use with restricted stock units granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2015*</u>
10.7	<u>Form of non-employee director restricted stock unit agreement for use with restricted stock units granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Exhibit 10.2 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2015*</u>
10.8	<u>Form of non-employee director restricted stock unit deferral election form for use with restricted stock units granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Exhibit 10.3 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2015*</u>

- 10.9 [Non-employee director fee deferral election form incorporated herein by reference to Exhibit 10.4 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2015*](#)
- 10.10 [Form of deferred stock agreement for shares granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Exhibit 10.5 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2015*](#)
- 10.11 [Form of stock option agreement for use with stock options granted pursuant to the Cohu, Inc. 2005 Equity Incentive Plan incorporated herein by reference to Exhibit 10.6 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 4, 2015*](#)
- 10.12 [Form of Indemnification Agreement, incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Current Report on Form 8-K \(file no. 001-04298\) filed December 13, 2018*](#)
- 10.13 [Cohu, Inc. Retiree Health Benefits Agreement \(as amended\) incorporated herein by reference to Exhibit 10.2 from the Cohu, Inc. Current Report on Form 8-K \(file no. 001-04298\) filed with the Securities and Exchange Commission on December 29, 2008*](#)
- 10.14 [Lease agreement dated December 4, 2015 by and between CT Crosthwaite I, LLC and Cohu, Inc. incorporated herein by reference to Exhibit 10.14 from the Cohu, Inc. Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2016](#)
- 10.15 [Severance Agreement, dated September 8, 2020, between the Company and Christopher G. Bohrsen incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.16 [Severance Agreement, dated September 8, 2020, between the Company and Jeffrey D. Jones incorporated herein by reference to Exhibit 10.2 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.17 [Severance Agreement, dated September 8, 2020, between the Company and Thomas D. Kampfer incorporated herein by reference to Exhibit 10.3 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.18 [Severance Agreement, dated September 8, 2020, between the Company and Luis A. Müller incorporated herein by reference to Exhibit 10.4 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.19 [Change in Control Agreement, dated September 8, 2020, between the Company and Christopher G. Bohrsen incorporated herein by reference to Exhibit 10.5 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.20 [Change in Control Agreement, dated September 8, 2020, between the Company and Jeffrey D. Jones incorporated herein by reference to Exhibit 10.6 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.21 [Change in Control Agreement, dated September 8, 2020, between the Company and Thomas D. Kampfer incorporated herein by reference to Exhibit 10.7 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.22 [Change in Control Agreement, dated September 8, 2020, between the Company and Luis A. Müller incorporated herein by reference to Exhibit 10.8 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 4, 2020 *](#)
- 10.23 [Severance Agreement, dated September 8, 2020, between the Company and Ian Lawee incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 29, 2022 *](#)

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10.24	<u>Change in Control Agreement, dated September 8, 2020, between the Company and Ian Lawee incorporated herein by reference to Exhibit 10.2 from the Cohu, Inc. Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on April 29, 2022 *</u>
10.25	<u>Share and Asset Purchase Agreement, dated May 10, 2021, by and among Cohu, Inc., Cohu Semiconductor Test GmbH, Credence International Ltd. (BVI), Xcerra Corporation, Everett Charles Tech, Inc., KOGNITEC Vertrieb & Service GmbH, Mycronic AB and Mycronic, Inc. incorporated herein by reference to Exhibit 10.1 from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 13, 2021</u>
21	<u>Subsidiaries of Cohu, Inc.</u>
23	<u>Consent of Independent Registered Public Accounting Firm</u>
31.1	<u>Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 for Luis A. Müller</u>
31.2	<u>Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 for Jeffrey D. Jones</u>
32.1	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Luis A. Müller</u>
32.2	<u>Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Jeffrey D. Jones</u>
101.INS	Inline XBRL Instance Document (the Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) * Management contract or compensatory plan or arrangement

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.

COHU, INC.

Date: February 17, 2023

By: /s/ Luis A. Müller
Luis A. Müller
President and Chief 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ James A. Donahue</u> James A. Donahue	Chairperson of the Board, Director	February 17, 2023
<u>/s/ Luis A. Müller</u> Luis A. Müller	President and Chief Executive Officer, Director (Principal Executive Officer)	February 17, 2023
<u>/s/ Jeffrey D. Jones</u> Jeffrey D. Jones	Vice President, Finance and CFO (Principal Financial and Accounting Officer)	February 17, 2023
<u>/s/ William E. Bendush</u> William E. Bendush	Director	February 17, 2023
<u>/s/ Steven J. Bilodeau</u> Steven J. Bilodeau	Director	February 17, 2023
<u>/s/ Andrew M. Caggia</u> Andrew M. Caggia	Director	February 17, 2023
<u>/s/ Yon Y. Jorden</u> Yon Y. Jorden	Director	February 17, 2023
<u>/s/ Andreas W. Mattes</u> Andreas W. Mattes	Director	February 17, 2023
<u>/s/ Nina L. Richardson</u> Nina L. Richardson	Director	February 17, 2023

COHU, INC.
SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS
(in thousands)

Description	Balance at Beginning of Year	Additions (Reductions) Not Charged to Expense (1)	Additions Charged to Expense	Deductions/ Write-offs	Balance at End of Year
Allowance for doubtful accounts:					
Year ended December 26, 2020	\$ 9	\$ (1)	\$ 79	\$ (41)	\$ 128
Year ended December 25, 2021	\$ 128	\$ 14	\$ 149	\$ 1	\$ 290
Year ended December 31, 2022	\$ 290	\$ (8)	\$ 122	\$ 205	\$ 199
Reserve for excess and obsolete inventories:					
Year ended December 26, 2020	\$ 20,958	\$ 4,611	\$ 8,117	\$ 6,749	\$ 26,937
Year ended December 25, 2021	\$ 26,937	\$ (2,926) (2)	\$ 7,102	\$ 8,101	\$ 23,012
Year ended December 31, 2022	\$ 23,012	\$ 698	\$ 7,179	\$ 4,018	\$ 26,871

All amounts presented above have been restated to exclude the impact of our discontinued operations.

(1) Changes in reserve balances resulting from foreign currency impact and reclassifications from other reserves.

(2) Reductions not charged to expense includes \$2.2 million transferred as part of the sale of our PCB Test business.

DESCRIPTION OF CAPITAL STOCK

The following description of the capital stock of Cohu, Inc. (“us,” “our,” “we” or the “Company”) is a summary of the rights of our common stock and certain provisions of our certificate of incorporation and bylaws currently in effect. This summary does not purport to be complete and for the complete terms of our capital stock, please refer to our amended and restated certificate of incorporation, as amended (our “certificate of incorporation”) and our amended and restated bylaws, as amended (our “bylaws”). The terms of these securities may also be affected by the Delaware General Corporation Law (the “DGCL”). The summary below is qualified in its entirety by reference to our certificate of incorporation and our bylaws.

Common Stock

We are authorized to issue 90,000,000 shares of common stock. The holders of Common Stock possess exclusive voting rights in us, except to the extent our board of directors specifies voting power with respect to any other class of securities issued in the future. Each holder of our common stock is entitled to one vote for each share held of record on each matter submitted to a vote of stockholders, including the election of directors. Stockholders have the right to cumulate votes in the election of directors.

Subject to preferences that may be granted to the holders of preferred stock, each holder of our common stock is entitled to share ratably in distributions to stockholders and to receive ratably such dividends as may be declared by our board of directors out of funds legally available therefor. In the event of our liquidation, dissolution or winding up, the holders of our common stock will be entitled to receive, after payment of all of our debts and liabilities and of all sums to which holders of any preferred stock may be entitled, the distribution of any of our remaining assets. Holders of our common stock have no conversion, exchange, sinking fund, redemption or appraisal rights (other than such as may be determined by our board of directors in its sole discretion) and have no preemptive rights to subscribe for any of our securities.

All of the outstanding shares of our common stock are, and the shares of common stock issued upon the conversion of any securities convertible into our common stock will be, fully paid and non-assessable. Our common stock is listed on the Nasdaq Global Select Market under the symbol “COHU”.

Preferred Stock

We are authorized to issue 1,000,000 shares of preferred stock, none of which were issued and outstanding. Our board is authorized, without action by our stockholders, to classify or reclassify any unissued portion of our authorized shares of preferred stock to provide for the issuance of shares of other classes or series, including preferred stock in one or more series. Our board may fix or alter the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them; and to increase or decrease the number of shares of any series subsequent to the issue of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

Possible Anti-Takeover Effects of Delaware Law and our Certificate of Incorporation and Bylaws

Delaware Anti-Takeover Statute

We are subject to Section 203 of the DGCL, an anti-takeover statute. In general, Section 203 of the DGCL prohibits a publicly held Delaware corporation from engaging in a “business combination” with an “interested stockholder” for a period of three years following the time the person became an interested stockholder, unless the business combination or the acquisition of shares that resulted in a stockholder becoming an interested stockholder is approved in a prescribed manner. Generally, a “business combination” includes a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. Generally, an “interested stockholder” is a person who, together with affiliates and associates, owns (or within three years prior to the determination of interested stockholder status did own) 15% or more of a corporation’s voting stock. The existence of this provision would be expected to have an anti-takeover effect with respect to transactions not approved in advance by our board of directors, including discouraging attempts that might result in a premium over the market price for the shares of common stock held by our stockholders. In addition, our certificate of incorporation provides that any business combination involving any stockholder who, together with affiliates and associates, owns 5% or more of our outstanding common stock, must be approved by affirmative vote of the holders of not less than 80% of the total voting power of all outstanding shares of stock, provided, however, that the foregoing shall not apply to any business combination which was approved by resolution of our Board of Directors prior to the acquisition of the ownership or control of ten (10%) percent of our outstanding shares by such related party, nor shall it apply to any business combination between Cohu and another corporation, fifty (50%) percent or more of the voting stock of which is owned by Cohu, and none of which is owned or controlled by a related party, provided that each Cohu stockholder receives the same type of consideration in such transaction in proportion to his stockholding.

Board Vacancies

Our bylaws provide that any vacancy or vacancies in the Board resulting from the death, resignation or removal of any director, or an increase in the authorized number of directors, may be filled by a majority of the remaining directors, though less than a quorum.

Undesignated Preferred Stock

The authority that will be possessed by our board of directors to issue preferred stock could potentially be used to discourage attempts by third parties to obtain control of our company through a merger, tender offer, proxy contest or otherwise by making such attempts more difficult or more costly. Our board of directors may issue preferred stock with voting rights or conversion rights that, if exercised, could adversely affect the voting power of the holders of our common stock.

Special Meeting Requirements

Our bylaws provide that special meetings of our stockholders may only be called at the request of a majority of our Board of Directors or at the request, in writing, of stockholders owning a majority of our then issued and outstanding capital stock provided such meeting is for the sole purpose of considering the removal from office of a director who has been convicted of a felony by a court of competent jurisdiction and such conviction is no longer subject to a direct appeal, or a director who has been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company by a court of competent jurisdiction and such adjudication is no longer subject to direct appeal.

Classified Board

Our certificate of incorporation provides that our board of directors is divided into three classes, each comprised of three directors. The directors designated as Class 1 directors have a term expiring at our annual meeting of stockholders in 2023. The directors designated as Class 2 directors have a term expiring at our annual meeting of stockholders in 2024, and the directors designated as Class 3 directors have a term expiring at our annual meeting of stockholders in 2025. Directors for each class will be elected at the annual meeting of stockholders held in the year in which the term for that class expires and thereafter will serve for a term of three years. At any meeting of stockholders for the election of directors at which a quorum is present, the election will be determined by a majority of the votes cast in an uncontested election by the stockholders entitled to vote at the election. A contested election will be determined by a plurality of the votes cast. Under the classified board provisions, it will take at least two elections of directors for any individual or group to gain control of our board. Accordingly, these provisions could discourage a third party from initiating a proxy contest, making a tender offer or otherwise attempting to gain control of us.

Stockholder Action by Written Consent

Our bylaws expressly eliminates the right of our stockholders to act by written consent. Stockholder action must take place at the annual or a special meeting of our stockholders.

Authorized but Unissued Shares

Our authorized but unissued shares of common stock and preferred stock will be available for future issuance without stockholder approval. We may use additional shares for a variety of purposes, including future public offerings to raise additional capital, to fund acquisitions and as employee compensation. The existence of authorized but unissued shares of common stock and preferred stock could render more difficult or discourage an attempt to obtain control of us by means of a proxy contest, tender offer, merger or otherwise.

The above provisions may deter a hostile takeover or delay a change in control or management of us.

Transfer Agent and Registrar

The transfer agent and registrar for our capital stock is ComputerShare Investor Services, LLC.

SUBSIDIARIES OF COHU, INC.

LEGAL ENTITY NAME	PLACE OF INCORPORATION
Delta Design, Inc. (1)	Delaware
FRL, Incorporated	California
Cohu Foreign Sales Corp	Barbados
Xcerra Corporation (4)	Massachusetts
(1) Delta Design, Inc. owns the following subsidiaries:	
Delta Design Singapore PTE LTD (2)	Singapore
Cohu S.A.	Costa Rica
Xcerra Corporation (Partial ownership 14.46%) (4)	Germany
Rosenheim Automation Systems Corporation	California
Ismeca Semiconductor Holding SA (5)	Switzerland
MCT Worldwide, LLC (18)	Delaware
(2) Delta Design Singapore PTE LTD owns the following subsidiaries:	
Delta Design Philippines LLC (14)	Delaware
Delta Design Singapore PTE LTD, Taiwan Branch	Taiwan
(3) Ismeca Semiconductor Holding SA owns the following subsidiaries:	
Ismeca Europe Semiconductor SA (6)	Switzerland
Cohu Malaysia Sdn. Bhd.	Malaysia
Ismeca Semiconductor (Suzhou) Co Ltd	China
(4) Xcerra Corporation owns the following subsidiaries:	
LTX-Credence France S.A.S.	France
LTX-Credence Italia S.r.l.	Italy
LTX Asia International, Inc. (15)	Delaware
LTX-Credence Sdn Bhd. (10)	Malaysia
LTX LLC	Delaware
Multitest Electronic Systems Inc.	Delaware
Cohu Interface Solutions LLC (FKA: Everett Charles Technologies LLC) (9)	Delaware
Credence Capital Corporation	California
Xcerra International Inc. (12)	Delaware
Credence International Ltd. (13)	British Virgin Islands
LTX-Credence KK	Japan
Xcerra (Thailand) Company Limited	Thailand
Credence Systems (UK) Limited (16)	United Kingdom
Cohu Semiconductor Test GmbH (FKA: Delta Design Europe GmbH) (6)	Germany
(5) Ismeca Europe Semiconductor SA owns the following subsidiaries:	
Ismeca Europe Semiconductor SA, Korean Branch	South Korea
(6) Cohu Semiconductor Test GmbH owns the following subsidiaries:	
Multitest GmbH (7)	Germany
(7) Multitest GmbH owns the following subsidiaries:	
Cohu GmbH (FKA: Rasco GmbH) (8)	Germany
(8) Cohu GmbH owns the following subsidiaries:	
Kita Manufacturing Co., LTD	Japan
FTZ Fraes-und Technologiezentrum GmbH Frasdorf (39% Ownership)	Germany
(9) Cohu Interface Solutions LLC owns the following subsidiaries:	
Everett Charles Tech, Inc. (FKA: Kita USA, Inc.)	Massachusetts

- | | |
|---|---|
| (10) LTX-Credence Sdn Bhd. owns the following subsidiaries:
LTX Corporation Philippine Branch (11)
Multitest Electronic Systems (Penang) Sdn. Bhd. | Philippines
Malaysia |
| (11) LTX Corporation Philippine Branch owns the following subsidiaries:
Multitest Electronic Systems (Philippines) Corporation | Philippines |
| (12) Xcerra International Inc. owns the following subsidiaries:
Credence Systems Korea Ltd.
Xcerra International Inc., Taiwan Branch | South Korea
Taiwan |
| (13) Credence International Ltd. owns the following subsidiaries:
Credence Malta Limited
LTX-Credence Singapore Pte Ltd.
NPTest de Costa Rica SA.
Cohu Semiconductor (Shenzhen) Co., Ltd (FKA:Everett Charles Technologies (Shenzhen) Limited) (17) | Malta
Singapore
Costa Rica
China |
| (14) Delta Design Philippines LLC owns the following subsidiaries:
Delta Design Philippines LLC, Philippines Branch | Philippines |
| (15) LTX Asia International, Inc. owns the following subsidiaries:
LTX Asia International, Inc., Taiwan Branch | Taiwan |
| (16) Credence Systems (UK) Limited owns the following subsidiaries:
Credence Systems (UK) Limited, Belgium Branch | Belgium |
| (17) Cohu Semiconductor (Shenzhen) Co., Ltd owns the following subsidiaries:
Cohu Semiconductor (Shenzhen) Co., Ltd, Suzhou Branch
Cohu Semiconductor (Shenzhen) Co., Ltd, Shanghai Branch | China
China |
| (18) MCT Worldwide, LLC owns the following subsidiaries:
MCT Asia (Penang) SDN BHD | Malaysia |

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the following Registration Statements:

- (1) Registration Statement (Form S-3 No. 333-237067) of Cohu, Inc, and
- (2) Registration Statements (Form S-8 Nos. 333-233080, 333-207016, 333-62803, 333-27663, 333-40610, 333-66466, 333-97449, 333-117554, 333-132605, 333-142579, 333-160760, 333-177453 and 333-186973) pertaining to the 1996 and 1998 Stock Option Plans, 1996 Outside Directors Stock Option Plan, 1997 Employee Stock Purchase Plan, and 2005 Equity Incentive Plan of Cohu, Inc.;

of our reports dated February 17, 2023, with respect to the consolidated financial statements and schedule of Cohu, Inc., and the effectiveness of internal control over financial reporting of Cohu, Inc., included in this Annual Report (Form 10-K) of Cohu, Inc. for the year ended December 31, 2022.

/s/ Ernst & Young LLP

San Diego, California
February 17, 2023

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Luis A. M✓ller, certify that:

1. I have reviewed this Form 10-K of Cohu, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 17, 2023

/s/ Luis A. M✓ller

Luis A. M✓ller,
President and Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Jeffrey D. Jones, certify that:

1. I have reviewed this Form 10-K of Cohu, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: February 17, 2023

/s/ Jeffrey D. Jones

Jeffrey D. Jones,
Vice President Finance and Chief Financial Officer

**CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the accompanying Annual Report of Cohu, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2022 (the "Report"), I, Luis A. M✓ller, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 17, 2023

/s/ Luis A. M✓ller

Luis A. M✓ller,
President and Chief Executive Officer

**CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the accompanying Annual Report of Cohu, Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2022 (the "Report"), I, Jeffrey D. Jones, Vice President Finance and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: February 17, 2023

/s/ Jeffrey D. Jones

Jeffrey D. Jones,
Vice President Finance and Chief Financial Officer