

**NXP SEMICONDUCTORS N.V.**

**PROXY FORM**

**EXTRA-ORDINARY GENERAL MEETING OF SHAREHOLDERS**

**JANUARY 27, 2017**

The undersigned DTC participant and pursuant to the omnibus proxy granted by Cede & Co entitled to cast the number of votes mentioned below, hereby appoints G.R.C. Dierick, J.A.W. Schreurs and R. Bos, each individually, as the attorney and proxy of the undersigned, with full power of substitution and revocation, to cast the number of votes mentioned at the bottom of this proxy form at the Extraordinary General Meeting of Shareholders of NXP Semiconductors N.V. (the "**Company**") to be held at High Tech Campus 60, Eindhoven 5656 AG, the Netherlands, on January 27, 2017 at 1:30 pm CET,

**WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE FOLLOWING PROPOSALS FOR THE TOTAL NUMBER OF SHARES MENTIONED AT THE BOTTOM OF THIS PROXY FORM<sup>1</sup>**

3. a. Conditional appointment as per Closing of Mr. Steve Mollenkopf as executive director

<b>Number of votes for</b>		<b>Number of votes against</b>		<b>Number abstentions</b>	

- b. Conditional appointment as per Closing of Mr. Derek K. Aberle as non-executive director

<b>Number of votes for</b>		<b>Number of votes against</b>		<b>Number abstentions</b>	

- c. Conditional appointment as per Closing of Mr. George S. Davis as non-executive director

<b>Number of votes for</b>		<b>Number of votes against</b>		<b>Number abstentions</b>	

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<sup>1</sup> The numbers below refer to the numbers used in the agenda for the EGM of January 27, 2017. Capitalized terms used and not otherwise defined will have the meaning as set out in the agenda and explanatory notes.

- d. Conditional appointment as per Closing of Mr. Donald J. Rosenberg as non-executive director

Number of votes for		Number of votes against		Number abstentions	

- e. Conditional appointment as per Closing of Mr. Brian Modoff as non-executive director

Number of votes for		Number of votes against		Number abstentions	

4. Conditional granting of full and final discharge to each member of the Board for their acts of management or supervision, as applicable, up to the date of the EGM, effective as of the Acceptance Time

Number of votes for		Number of votes against		Number abstentions	

5. a. Conditional approval of the Asset Sale as required under article 2:107a of the DCC

Number of votes for		Number of votes against		Number abstentions	

- b. Conditional resolution to (i) dissolve NXP (ii) appoint Stichting Vereffening NXP as the liquidator of NXP and (iii) appoint NXP B.V. as the custodian of the books and records of NXP

Number of votes for		Number of votes against		Number abstentions	

- 6 a. Conditional amendment of NXP's articles of association, subject to Closing  
(Proposal I)

Number of votes for		Number of votes against		Number abstentions	

- b. Conditional conversion of NXP into a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) and amendment of the articles of association, subject to delisting of NXP from NASDAQ (Proposal II)

Number of votes for		Number of votes against		Number abstentions	

\_\_\_\_\_  
 Name DTC Participant:  
 Number of votes that can be cast pursuant to this proxy:  
 DTC Participant Number: \_\_\_\_\_  
 Name authorized signatory: \_\_\_\_\_  
 Place:  
 Date: