

NXP SEMICONDUCTORS N.V.

PROXY FORM

ANNUAL GENERAL MEETING OF SHAREHOLDERS MAY 27, 2020

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 Jean A.W. Schreurs and Jennifer Wuamett, 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 General Meeting of Shareholders of NXP Semiconductors N.V.(the "**Company**") to be held at the Head Office of NXP Semiconductors N.V. High Tech Campus 60, 5656 AG Eindhoven, The Netherlands, on May 27, 2020 at 2.00 p.m. 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 FORM¹

1. Adoption of the 2019 Statutory Annual Accounts

Number of votes for		Number of votes against		Number abstentions	

2. Granting discharge to the directors for their responsibilities in the fiscal year 2019

Number of votes for		Number of votes against		Number abstentions	

3. a. Proposal to appoint Kurt Sievers as executive director

Number of votes for		Number of votes against		Number abstentions	

- b. Proposal to re-appoint Sir Peter Bonfield as non-executive director

Number of votes for		Number of votes against		Number abstentions	

¹ The numbers below refer to the numbers used in the proxy materials for the AGM of May 27, 2020
A PDF-scanned copy of the duly signed proxy form can be sent to nxp.agm@nxp.com. Any such proxy form must have been received by the Company on May 26 4:00 p.m. Eastern Time (10 p.m. Central European Time) at the latest.

- c. Proposal to re-appoint Kenneth A. Goldman as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- d. Proposal to re-appoint Josef Kaeser as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- e. Proposal to re-appoint Lena Olving as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- f. Proposal to re-appoint Peter Smitham as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- g. Proposal to re-appoint Julie Southern as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- h. Proposal to re-appoint Jasmin Staiblin as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- i. Proposal to re-appoint Gregory Summe as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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- j. Proposal to re-appoint Karl-Henrik Sundström as non-executive director

Number of votes for		Number of votes against		Number abstentions	
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4. Authorization of the Board to issue shares or grant rights to acquire shares

Number of votes for		Number of votes against		Number abstentions	
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5. Authorization of the Board to restrict or exclude pre-emption rights

Number of votes for		Number of votes against		Number abstentions	
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6. Authorization of the Board to repurchase shares

Number of votes for		Number of votes against		Number abstentions	
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7. Authorization to cancel repurchased shares

Number of votes for		Number of votes against		Number abstentions	
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8. Appointment of Ernst & Young Accountants LLP as independent auditors for a three-year period, starting with the fiscal year ending December 31, 2020

Number of votes for		Number of votes against		Number abstentions	
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9. Determination of the remuneration of the members and Chairs of the Audit Committee, the Compensation Committee, and the Nominating and Governance Committee of the Board

Number of votes for		Number of votes against		Number abstentions	
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10. Amendment of the Company's Articles of Association

Number of votes for		Number of votes against		Number abstentions	
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11. Non-binding, advisory vote to approve Named Executive Officer compensation

Number of votes for		Number of votes against		Number abstentions	
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The Board of Directors recommends you vote 1 year on the following proposal:

12. To recommend, by non-binding vote, the frequency of executive compensation votes

1 Year		2 Years		3 Years		Abstain	
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 Name DTC Participant:
 Number of votes that can be cast pursuant to this proxy:
 DTC Participant Number:
 Name authorized signatory:
 Place:
 Date: