

**NXP SEMICONDUCTORS N.V.**

**PROXY FORM**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS JUNE 22, 2018**

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 General Meeting of Shareholders of NXP Semiconductors N.V.( the "**Company**") to be held at the NXP Head Office, High Tech Campus 60, Eindhoven 5656 AG, The Netherlands, on June 22, 2018 at 10:00 a.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 FORM<sup>1</sup>**

2. c. Adoption of the 2017 statutory annual accounts

Number of votes for		Number of votes against		Number abstentions	

- d. Granting discharge to the directors for their responsibilities in the financial year 2017

Number of votes for		Number of votes against		Number abstentions	

3. a. Proposal to re-appoint Mr. Richard L. Clemmer as executive director with effect from June 22, 2018

Number of votes for		Number of votes against		Number abstentions	

---

<sup>1</sup> The numbers below refer to the numbers used in the agenda for the AGM of June 22, 2018  
A PDF-scanned copy of the duly signed proxy form can be sent to [jean.schreurs@nxp.com](mailto:jean.schreurs@nxp.com). Any such proxy form must have been received by the Company on June 21, 2018 11.59 a.m. Eastern Time at the latest.

- b. Proposal to re-appoint Sir Peter Bonfield and non-executive director with effect from June 22, 2018

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

- c. Proposal to re-appoint Mr. Johannes P. Huth as non-executive director with effect from June 22, 2018

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

- d. Proposal to re-appoint Mr. Kenneth A. Goldman as non-executive director with effect from June 22, 2018

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

- e. Proposal to re-appoint Mr. Josef Kaeser as non-executive director with effect from June 22, 2018

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

- f. Proposal to re-appoint Mr. Eric Meurice as non-executive director with effect from June 22, 2018

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

- g. Proposal to re-appoint Mr. Peter Smitham as non-executive director with effect from June 22, 2018

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

- h. Proposal to re-appoint Ms. Julie Southern as non-executive director with effect from June 22, 2018

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

- i. Proposal to re-appoint Mr. Gregory Summe as non-executive director with effect from June 22, 2018

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

4. a. Proposal to appoint Mr. Steve Mollenkopf as executive director subject to and conditional upon the occurrence of and effective as of Closing

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

- b. Proposal to appoint Mr. George S. Davis as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

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

- c. Proposal to appoint Mr. Donald J. Rosenberg as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

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

- d. Proposal to appoint Mr. Brian Modoff as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

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

- e. Proposal to appoint Mr. Rob ter Haar as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

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

- f. Proposal to appoint Prof. Dr. Steven Perrick as non-executive director subject to and conditional upon the occurrence of and effective as of Closing

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

5. a. Authorization of the Board of Directors to issue shares or grant rights to acquire shares

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

- b. Authorization of the Board of Directors to restrict or exclude pre-emption rights

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

6. Authorization of the Board of Directors to repurchase shares in the Company's capital

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

7. Authorization to cancel repurchased shares in the Company's capital

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

8. Re-appointment of KPMG Accountants N.V. as the Company's external auditor

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:

*A PDF-scanned copy of the duly signed proxy form can be sent to **jean.schreurs@nxp.com**. Any such proxy form must have been received by the Company on June 21, 2018 11.59 a.m. Eastern Time at the latest.*