

NXP NOMINATING AND GOVERNANCE COMMITTEE CHARTER
(restated as of August 2019)

This nominating and governance committee charter (“NGC Charter”) is prepared on the basis of article 9.3 of the Rules Governing the Board of NXP Semiconductors N.V. (the “Company”).

Article 1 Responsibilities

- 1.1 The nominating and governance committee (“NGC”) advises the Board in relation to its responsibilities as further set out in the Rules. The Board shall have full oversight responsibility for the NGC and as a result, among other things, the NGC may not take any action on behalf of the Board unless and to the extent explicitly assigned by this NGC Charter, the Rules, or by the Board.

Article 2 Nominating Duties

- 2.1 The NGC shall review, at least annually, the structure of the Board to assure that the proper skills and experience are represented on the Board. The composition of the Board shall include a majority of independent directors;
- 2.2 The NGC shall develop and maintain criteria and procedures for the identification and recruitment of candidates for election to serve as Directors of the Company, including consideration of the performance of incumbent Directors in determining whether to nominate them for re-election;
- 2.3 The NGC shall develop a process to identify potential Director candidates for consideration in the event of a vacancy on the Board, which may, at the NGC’s discretion, include the retention and use of a third-party search firm;
- 2.4 The NGC shall screen candidates to fill vacancies on the Board and shall recommend to the Board candidates to fill vacancies on the Board. The NGC shall review potential conflicts of interest of prospective Board members;
- 2.5 The NGC shall recommend, for the Board’s selection, nominees for appointment as Directors by the General Meeting of Shareholders;
- 2.6 Annually, the NGC shall review and recommend to the full Board the desired number of Board members and the membership and size of the committees of the Board. The overall size of the Board may depend, in part, on the number and size of the committees of the Board;
- 2.7 The NGC shall develop a specific CEO succession plan and review this annually with the Board. The NGC also shall review, monitor and report to the Board annually on management’s plan for leadership development and executive succession, in particular for members of the Management Team.

Article 3 Governance duties

On an annual basis:

- 3.1 The NGC shall review the adequacy of the number of regularly scheduled meetings of the Board and make recommendations to the Board thereon;
- 3.2 The NGC shall review the effectiveness of Board and Board committee meeting schedules and make recommendations to the Board thereon;
- 3.3 The NGC shall study, and review with management, the overall effectiveness of the organization of the Board and the conduct of its business, and make appropriate recommendations to the Board with regard thereto;
- 3.4 The NGC shall review the appropriateness and adequacy of information supplied to Directors prior to and during Board meetings;
- 3.5 The NGC shall review stock ownership guidelines applicable to Board members, each Board member's compliance with such guidelines, and make recommendations to the Board with respect thereto;
- 3.6 The NGC shall review the independence of Directors and report to the Board thereon;
- 3.7 The NGC shall review and consider the adequacy of the Rules Governing the Board;
- 3.8 The NGC shall conduct, or designate the Chairman of the Board, or another designee to conduct, an assessment of the Board's performance;
- 3.9 The Committee shall review the Company's directors' and officers' liability insurance coverage.
- 3.10 Consider and make recommendations to the Board regarding shareholder proposals and nominations.

Not less frequent than biennially:

- 3.11 The NGC shall recommend, with input from the Chairman of the Board, the appropriate committees of the Board, as well as the membership of such committees;
- 3.12 The NGC shall review and make recommendations to the Board regarding the nature and duties of Board committees, including, without limitation, evaluating the charter, duties and powers of Board committees according to existing and planned Company objectives and recommending changes with respect thereto; recommending the term of office for Committee members; and considering whether there should be a policy of periodic rotation of Directors among the Committees, and any limitations on the number of consecutive years a Director should serve as a member of any one Board committee;

- 3.13 The NGC shall review the Company's policies and practices relating to significant issues of corporate social responsibility and public issues of concern that affect investors and other key stakeholders.

Article 4 Composition and expertise of the NGC

- 4.1 The NGC shall be comprised of three or more Non-Executive Directors, each of whom shall be determined by the Board to be independent under the criteria determined by the Board and the rules of the U.S. Securities and Exchange Commission ("SEC") and the NASDAQ listing standards.

Article 5 Chair

- 5.1 The Board shall appoint one of the NGC members as chair ("NGC Chair"). The NGC Chair shall be primarily responsible for the proper functioning of the NGC. He/she shall act as the spokesman of the NGC and shall be the main contact for the Board.

Article 6 NGC meetings (agenda, attendance, minutes)

- 6.1 The NGC will meet at least four times a year and as often as it deems necessary and whenever the NGC Chair has requested a meeting.
- 6.2 NGC meetings may take place at the offices of the Company or elsewhere at the discretion of the NGC Chair. In addition, NGC meetings may be held by teleconference, videoconference, or skype (or by any combination thereof) provided that all participants can hear each other simultaneously.
- 6.3 Minutes of the meeting shall be prepared by the secretary designated by the NGC. They shall generally be adopted in the next meeting. If all members of the NGC agree on the contents of the minutes they may be adopted earlier. The NGC Chair will report on the proceedings of the NGC to the full Board.