

NXP SEMICONDUCTORS

Investor Presentation | October 2016



SECURE CONNECTIONS
FOR A SMARTER WORLD



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In addition to providing financial information on a basis consistent with U.S. generally accepted accounting principles ("GAAP"), the Presentation also contains the following selected financial measures on a non-GAAP basis: (i) Gross profit, (ii) Gross margin, (iii) Research and development, (iv) Selling, general and administrative, (v) Other income, (vi) Operating income (loss), (vii) Operating margin, (viii) Financial Income (expense), (ix) Cash tax expense, (x) Results relating to equity-accounted investees, (xi) Net income (loss), (xii) Net income (loss) attributable to stockholders, (xiii) Weighted average shares –diluted, (xiv) Diluted net income (loss) attributable to stockholders per share, (xv) EBITDA, adjusted EBITDA and trailing 12 month adjusted EBITDA, and (xvi) non-GAAP free cash flow. The non-GAAP information excludes the amortization of acquisition related intangible assets, the purchase accounting effect on inventory and property, plant and equipment, merger related costs (including integration costs), certain items related to divestitures, share-based compensation expense, restructuring and asset impairment charges, process and product transfer costs, non-cash interest expense on convertible notes, extinguishment of debt, changes in the fair value of the warrant liability prior to January 1, 2016, foreign exchange gains and losses and the non-cash impact on income tax expense.

Management does not believe that these items are reflective of the Company's underlying performance. The presentation of these and other similar items in NXP's non-GAAP financial results should not be interpreted as implying that these items are non-recurring, infrequent or unusual. NXP believes this non-GAAP financial information provides additional insight into the combined business of NXP since its merger with Freescale as well as the Company's on-going performance and has therefore chosen to provide this information to investors for a more consistent basis of comparison and to help them evaluate the results of the Company's on-going operations and enable more meaningful period to period comparisons. These non-GAAP measures are provided in addition to, and not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Reconciliations of these non-GAAP measures to the most comparable measures calculated in accordance with GAAP are provided in the financial statements portion of the quarterly earnings releases in a schedule entitled "Financial Reconciliation of GAAP to non-GAAP Results (unaudited)."

Forward-Looking Statement

This presentation includes forward-looking statements which include statements regarding our business strategy, financial condition, results of operations, and market data, as well as any other statements which are not historical facts. By their nature, forward-looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties include the following: market demand and semiconductor industry conditions, our ability to successfully introduce new technologies and products, the demand for the goods into which our products are incorporated, our ability to generate sufficient cash, raise sufficient capital or refinance our debt at or before maturity to meet both our debt service and research and development and capital investment requirements, our ability to accurately estimate demand and match our production capacity accordingly or obtain supplies from third-party producers, our access to production from third-party outsourcing partners, and any events that might affect their business or our relationship with them, our ability to secure adequate and timely supply of equipment and materials from suppliers, our ability to avoid operational problems and product defects and, if such issues were to arise, to rectify them quickly, our ability to form strategic partnerships and joint ventures and successfully cooperate with our alliance partners, our ability to win competitive bid selection processes to develop products for use in our customers' equipment and products, our ability to successfully establish a brand identity, our ability to successfully hire and retain key management and senior product architects; and, our ability to maintain good relationships with our suppliers. In addition, this document contains information concerning the semiconductor industry and our business segments generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry, our market segments and product areas will develop. We have based these assumptions on information currently available to us, if any one or more of these assumptions turn out to be incorrect, actual market results may differ from those predicted. While we do not know what impact any such differences may have on our business, if there are such differences, our future results of operations and financial condition, and the market price of the notes, could be materially adversely affected. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak to results only as of the date the statements were made; and, except for any ongoing obligation to disclose material information as required by the United States federal securities laws, we do not have any intention or obligation to publicly update or revise any forward-looking statements after we distribute this document, whether to reflect any future events or circumstances or otherwise. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in our SEC filings. Copies of our filings are available from our Investor Relations department or from the SEC website, www.sec.gov.

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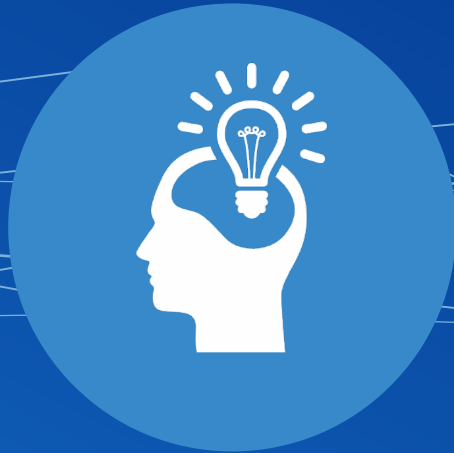
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Secure Connections for the Smarter World

Everything
Smart



40B+ devices with
intelligence shipped in 2020

Processing

Automotive

Everything
Connected



1B+ additional consumers online,
30B+ connected devices

Connectivity

Industrial

Everything
Secure



Potential economy savings
up to half trillion dollars

Security

Connected Devices

IoT

The NXP – Strategically and Financially Compelling



Solutions leadership

- Broad and diverse customer base
- Compelling cross-sell opportunity
- Complementary market reach



Growth in excess of market

- Accelerates “Secure Connections for a Smarter World” strategy
- Leader in automotive semiconductor
- Leader in broad-based MCU



Far superior earnings growth

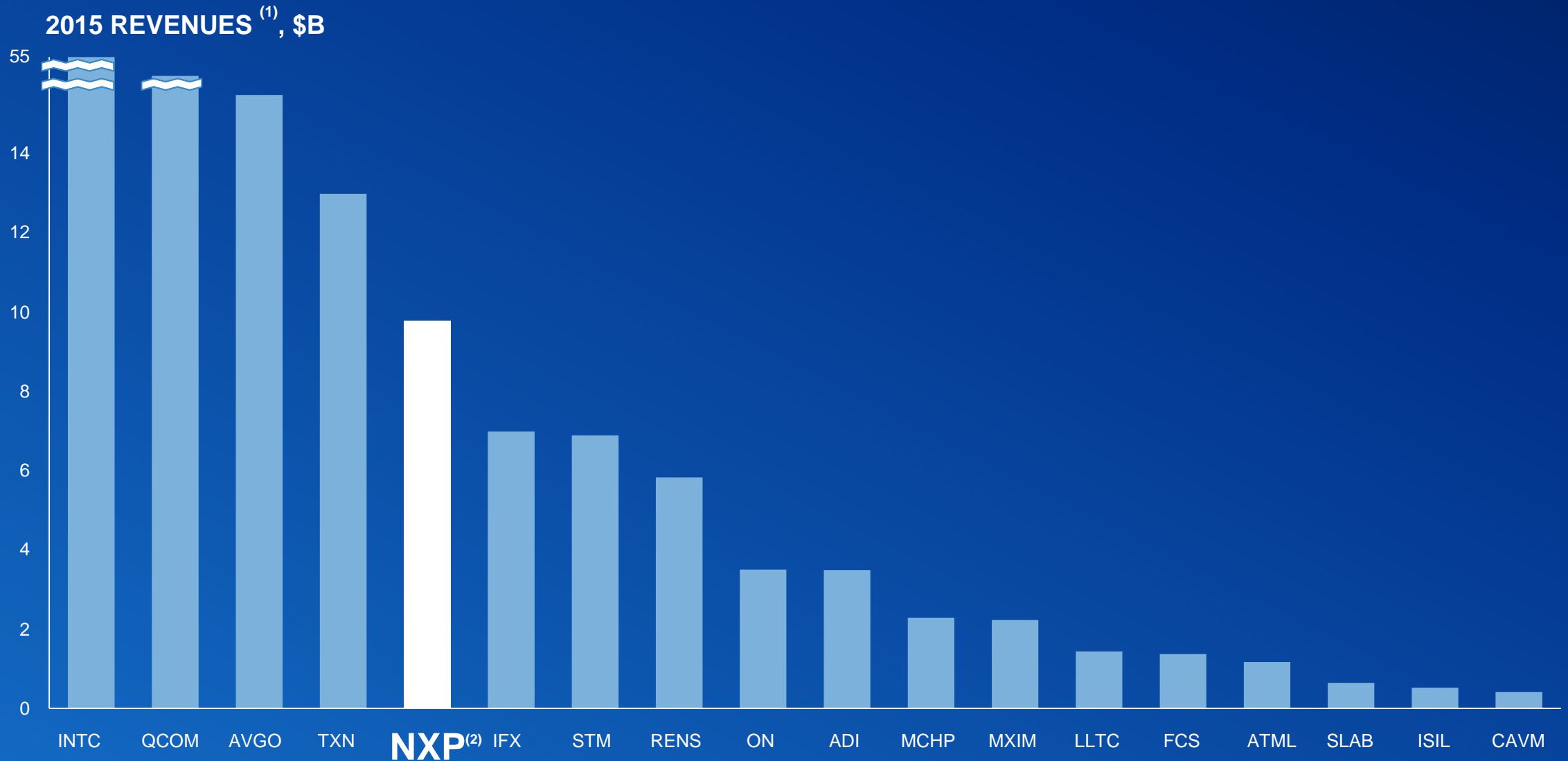
- RMS focused growth
- Margin expansion driven by
 - Portfolio optimization
 - Cost synergy realization



Shareholder value creation

- Focus on optimal capital structure
- Achieve 2x leverage
- Return excess free cash flow to shareholders

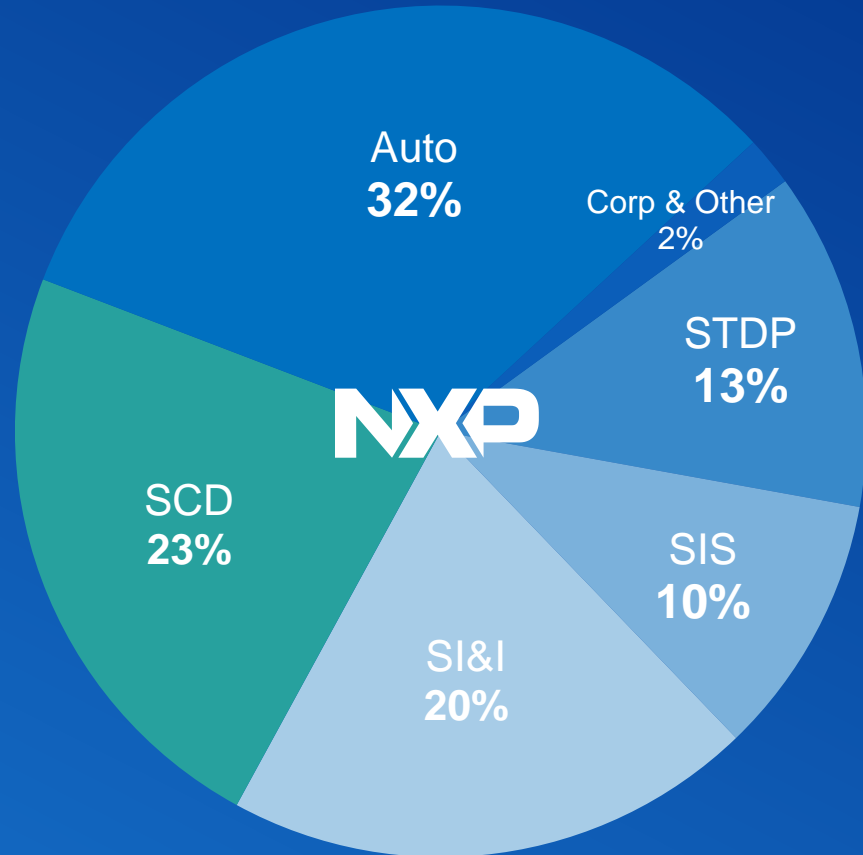
NXP – Top 5 Semiconductor Company



(1) Source: public filings (2) For NXP, reference is made to the Combined Non-GAAP Adjusted Revenue which is the combined consolidated revenue of NXP and Freescale. The information excludes the divestment of previously announced businesses and the creation of joint-ventures. Please refer to the NXP Historic Financial Model file found on the Financial Information page of the Investor Relations section of our website at www.nxp.com/investor for additional information relative to our Non-GAAP Financial Measures.

HPMS Market Leader with Sharper Focus, Broader Reach

NXP Non-GAAP 2015 Adjusted Revenue
by Operating Segment



NXP: the HPMS leader

- Deliver growth >1.5x market
- #5 global non-memory semi supplier
- #1 global auto semi supplier
- #1 non-auto MCU
- #1 secure identification

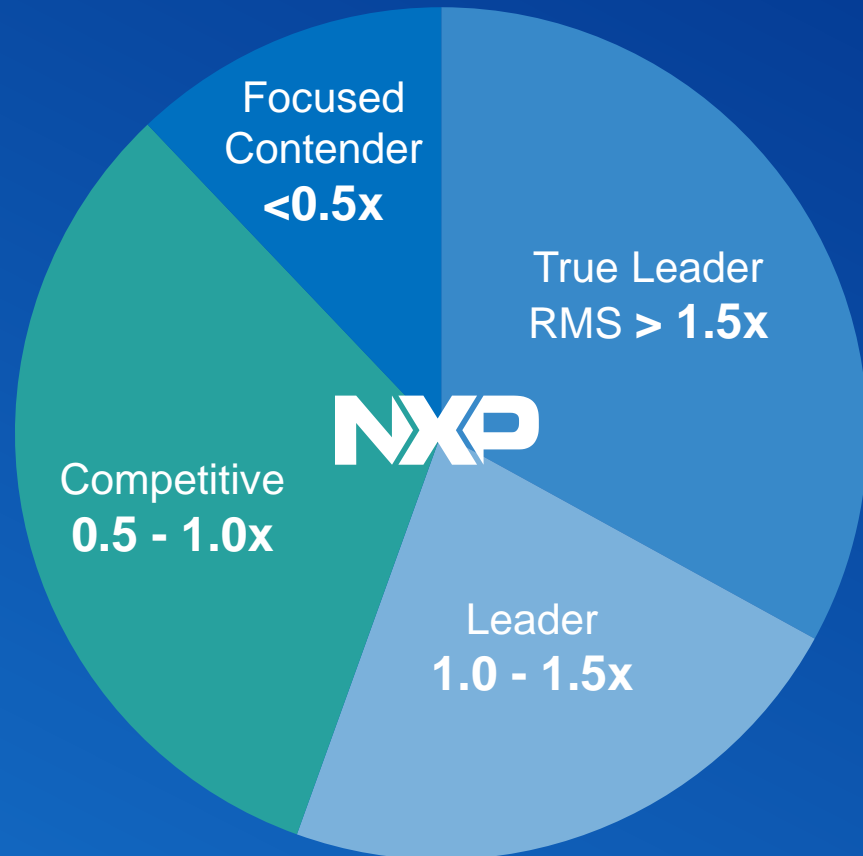
Focused on 2x the serviceable market

- Complimentary portfolios and customers
- Opportunities to cross sell
- Ability to deliver complete solutions

Deliver >1.5x market growth

RMS Philosophy – Focus on Product and Application Leadership

**NXP Non-GAAP 2015 Adjusted Revenue
by RMS Concentration**



Market Focus – achieve RMS > 1.5x

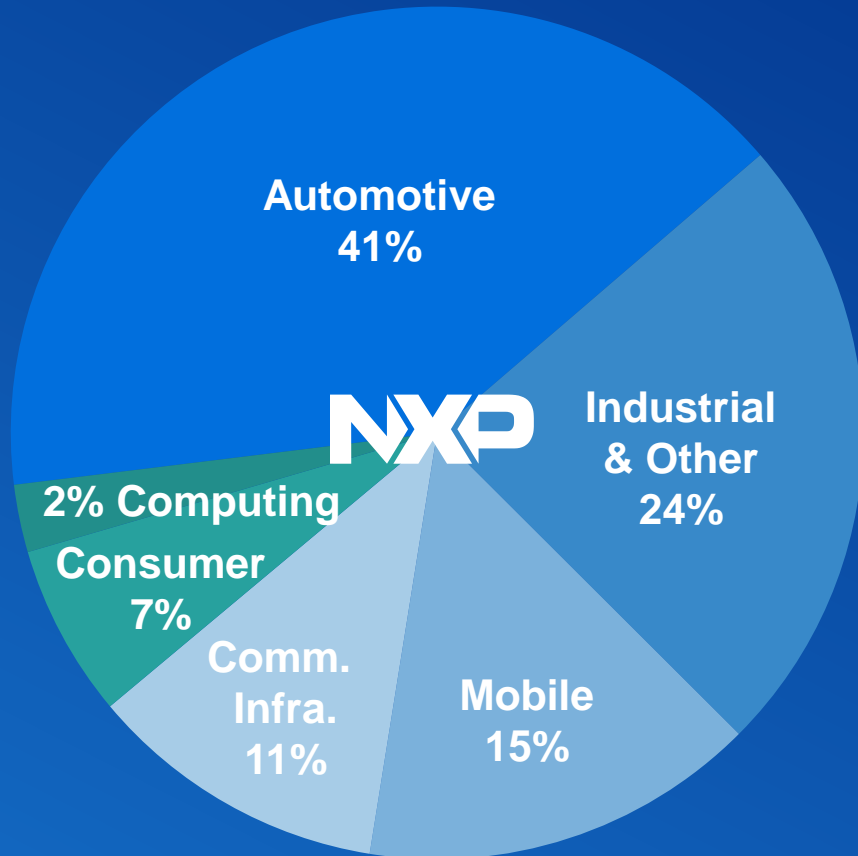
- Focus on large, faster growing markets
- Engage market leaders early
- Deliver product and application leadership
- Focused execution

Benefits of RMS leadership

- First mover advantage
- Out-grow, out-invest competition
- Drive disproportionate profit
- Thought leadership for OEMs
- Sustainable barriers to entry

Focused Leadership – End Markets

NXP Non-GAAP 2015 Adjusted Product Revenue by End-market Exposure



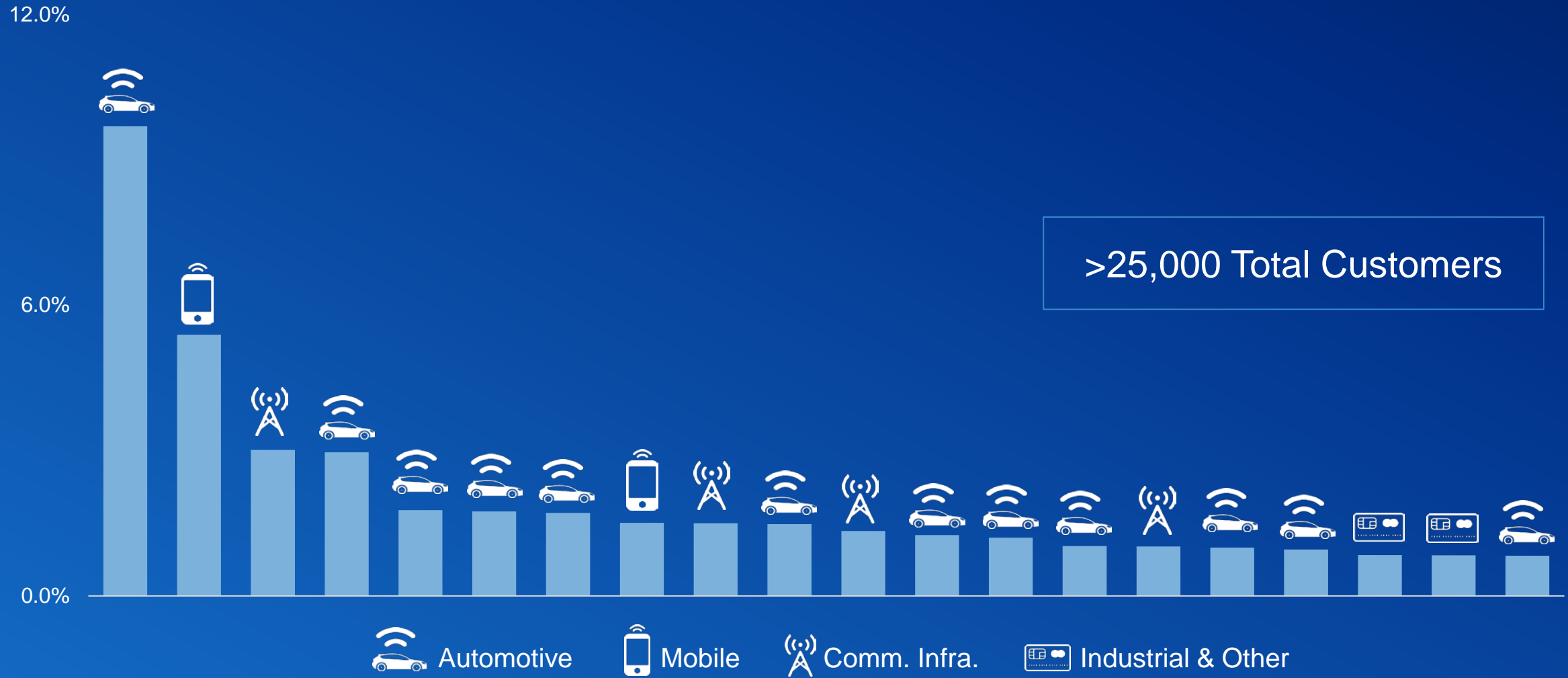
Broad end market exposure

- Long life cycles
- High barriers to entry
- Application expertise

Product leadership positions

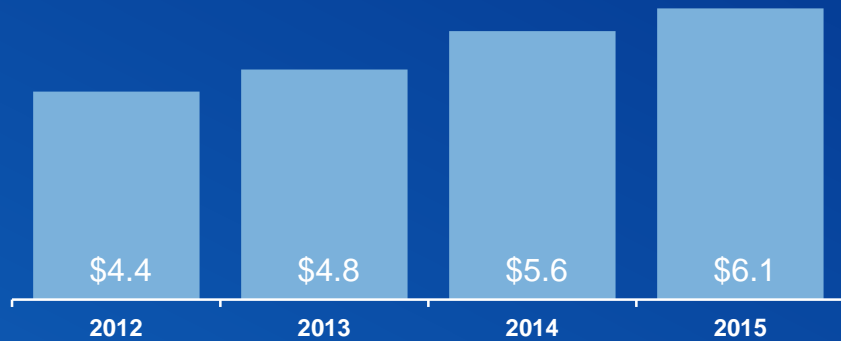
- #1 Automotive
- #1 Non-auto MCU
- #1 Secure identification
- #1 Mobile transactions

Top 20 Customers ~40% of 2016E Revenue ⁽¹⁾



Driving Profitable Growth in Excess of Addressable Market⁽¹⁾

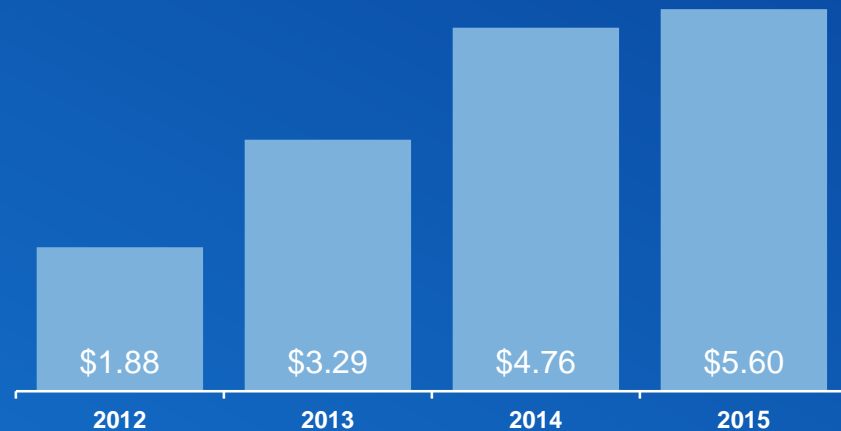
As Reported Revenue Up 12% 3-yr. CAGR (\$B)



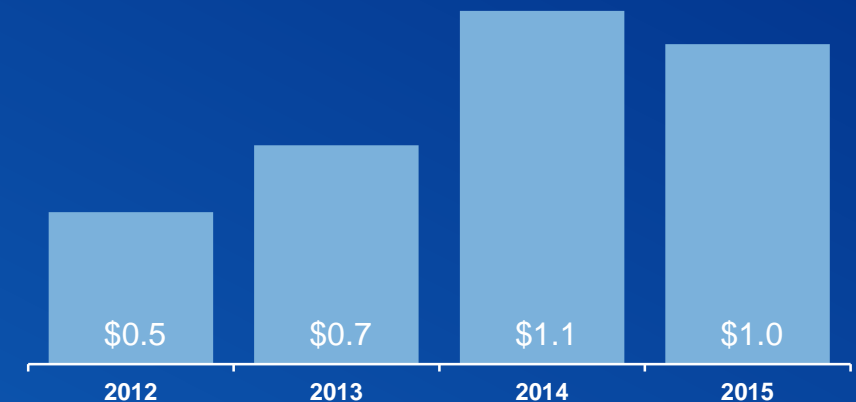
EBIT¹ Profit up 26% 3-yr. CAGR (\$B)



EPS up 44% 3-yr. CAGR

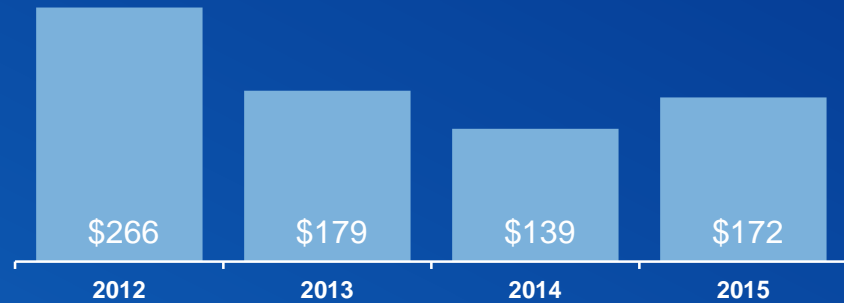


Free Cash Flow up 28% 3-yr. CAGR (\$B)

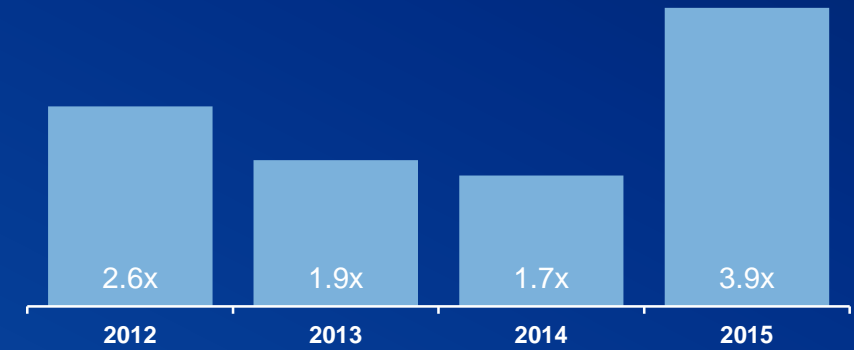


Focused on Generating Cash⁽¹⁾

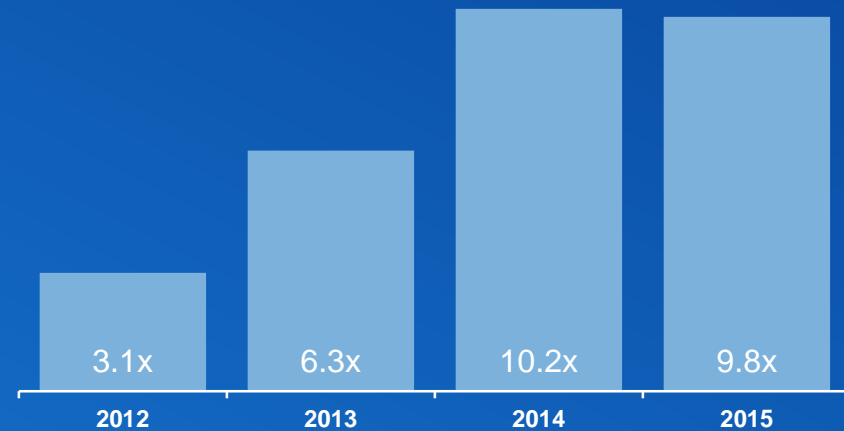
Cash Interest Expense Declined 14% 3-yr. CAGR (\$M)



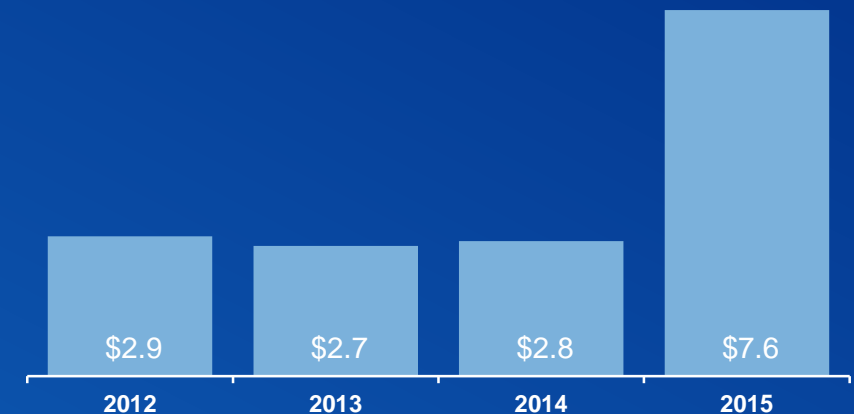
Leverage



Interest Coverage



Net Debt (\$B)

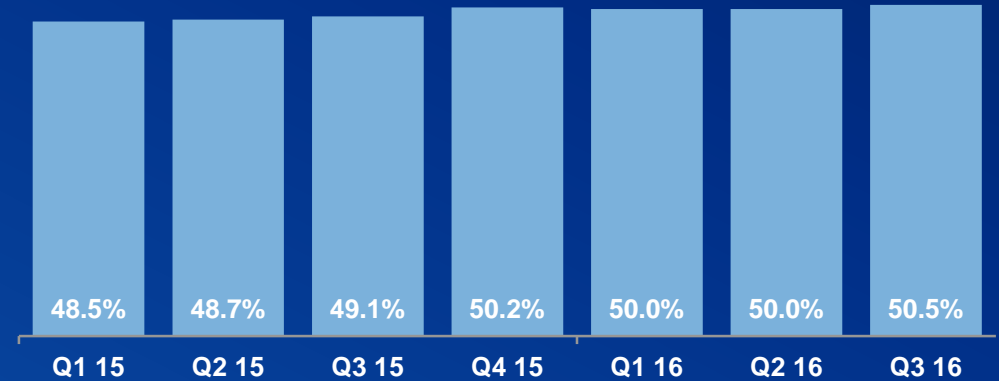


Recent Quarterly Business Trends⁽¹⁾

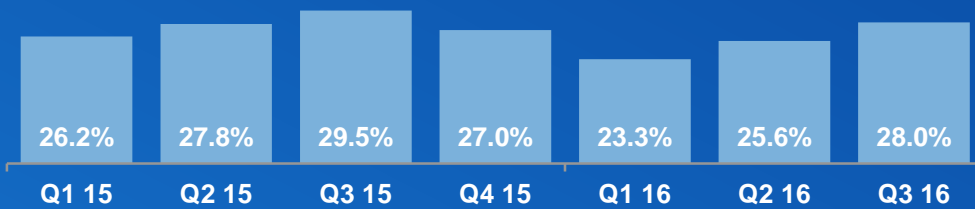
Revenue (\$M)



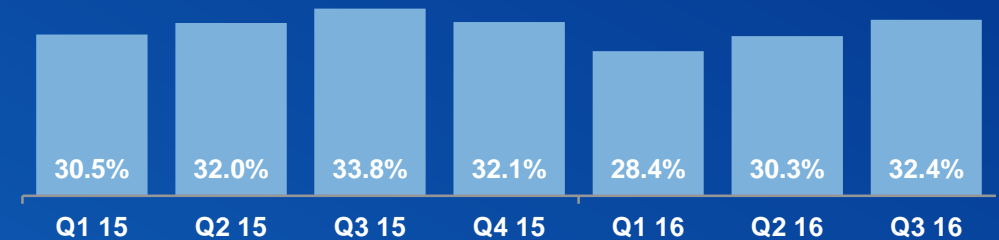
Non-GAAP Gross Margin



Non-GAAP Operating Margin



Adj. EBITDA Margin

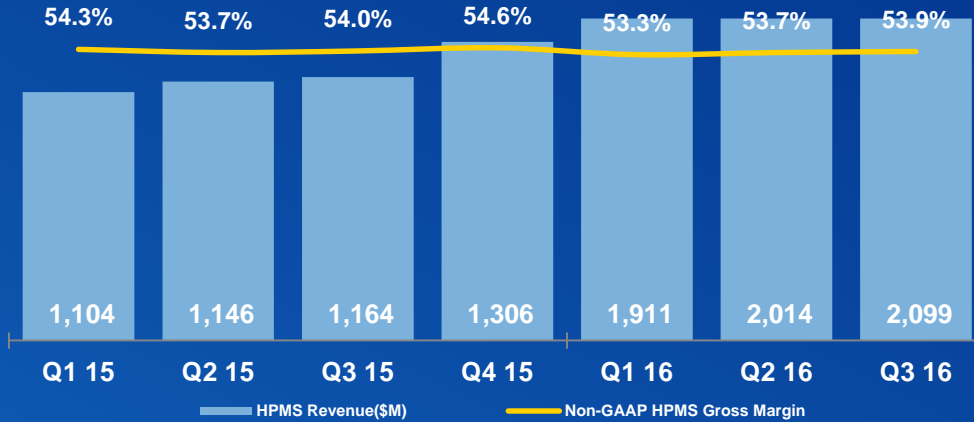


Note:
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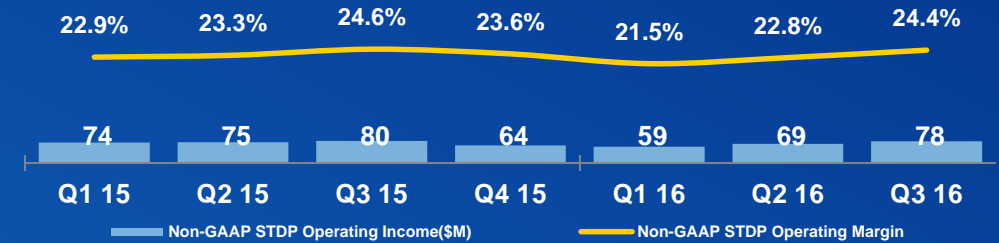
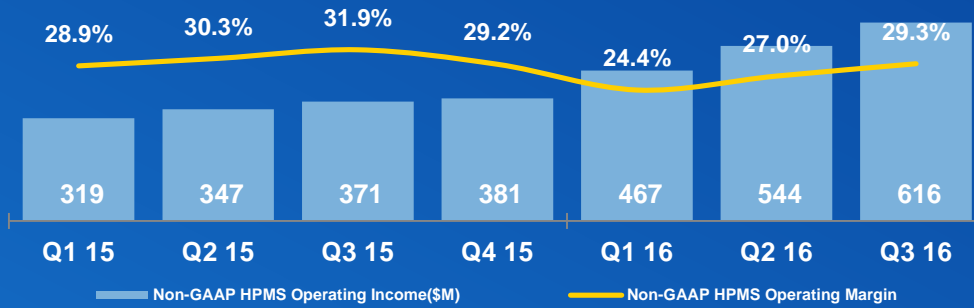
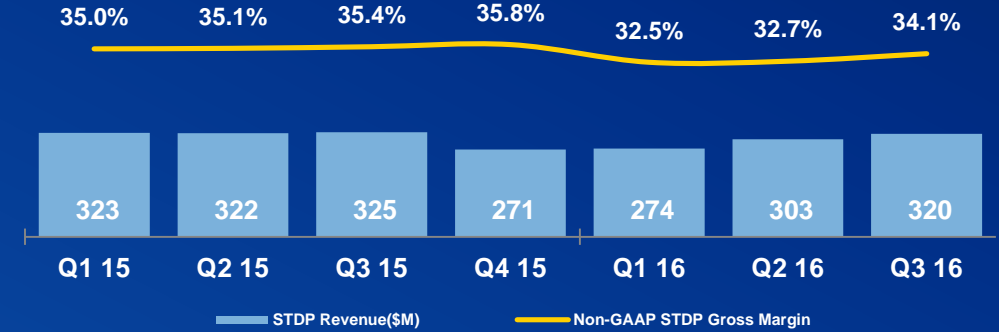


Business Segment Revenue and Non-GAAP Margin Trends⁽¹⁾

HPMS Segment



Standard Product Segment

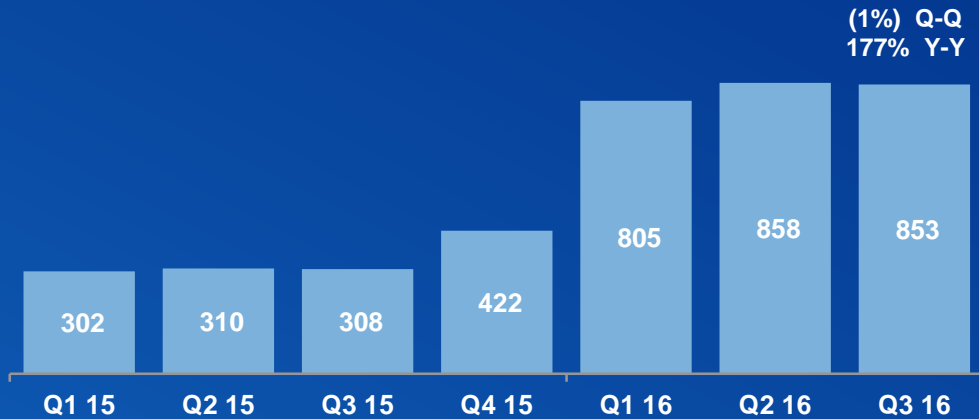


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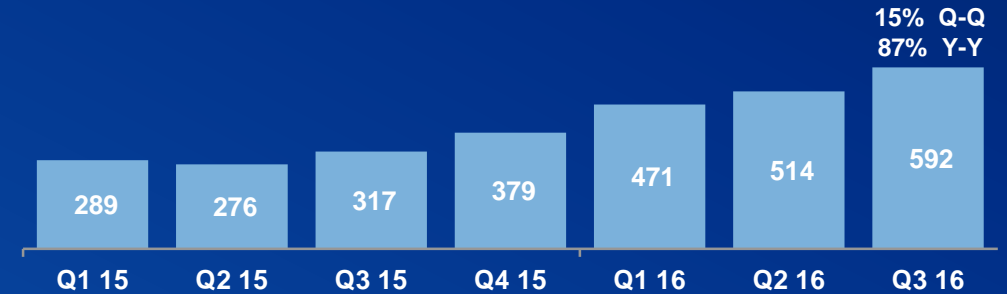


HPMS Segment Revenue Business Trends(\$M)^(1,2)

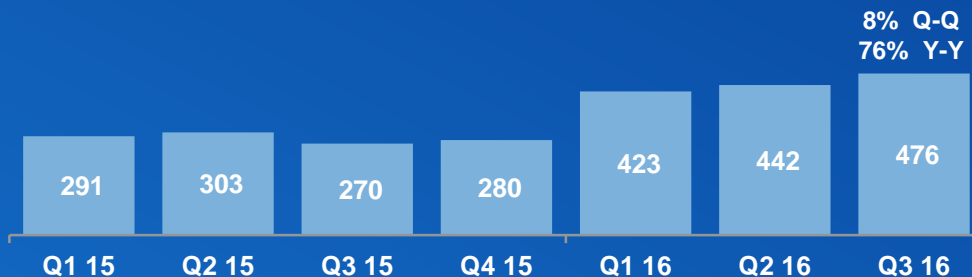
Automotive



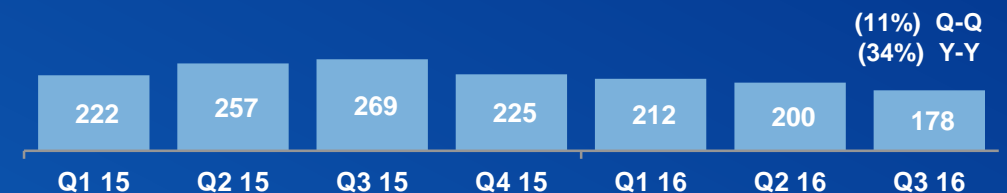
Secure Connected Devices



Secure Interface & Infrastructure



Secure Identification Solutions



Note:

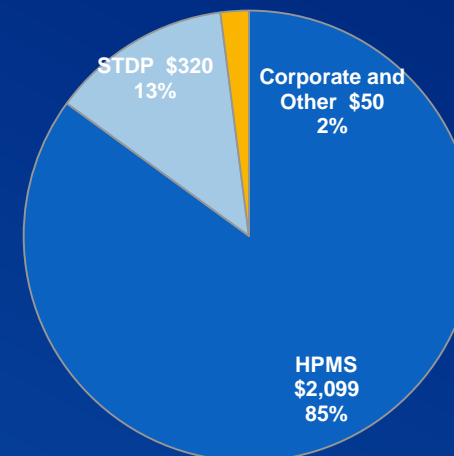
1. Please refer to the NXP Historic Financial Model file found on the Financial Information page of the Investor Relations section of our website at www.nxp.com/investor for additional information relative to our Non-GAAP Financial Measures
2. As a result of the FSL Merger, NXP has included previously reported Freescale Semiconductor ("Freescale") product group revenue into its various existing High Performance Mixed Signal (HPMS) and Standard Products (STDP) segments. As of the fourth quarter 2015, the NXP HPMS operating segments include the following (1) Automotive includes revenue from Freescale's Automotive MCU and Analog & Sensor product groups; (2) Secure Connected Devices includes revenue from Freescale's Microcontroller product group; (3) Secure Interface & Infrastructure, previously known as Secure Interface & Power includes revenue from Freescale's Digital Networking and RF product groups. Additionally, certain portions of Freescale's Analog & Sensor product group and Other revenue is apportioned to various NXP operating segments consistent with NXPs prior product and revenue classification approach, this included product-functionality alignment as well intellectual property (IP) sales and licensing revenue.

Quarterly Revenue and Operating Income⁽¹⁾

GAAP Financial Summary

(\$ in millions)	Q3 2016	Q2 2016	Q3 2015	Q-Q	Y-Y
Product Revenue	2,419	2,317	1,489	102	930
All Other	<u>50</u>	<u>48</u>	<u>33</u>	<u>2</u>	<u>17</u>
Total Revenue	2,469	2,365	1,522	104	947
Gross Profit	1,184	1,099	740	85	444
Percent of total revenue	48.0%	46.5%	48.6%	1.5pts	(0.6pts)
Operating income	174	(26)	375	200	(201)
Percent of total revenue	7.0%	(1.1%)	24.6%	8.1pts	(17.6pts)

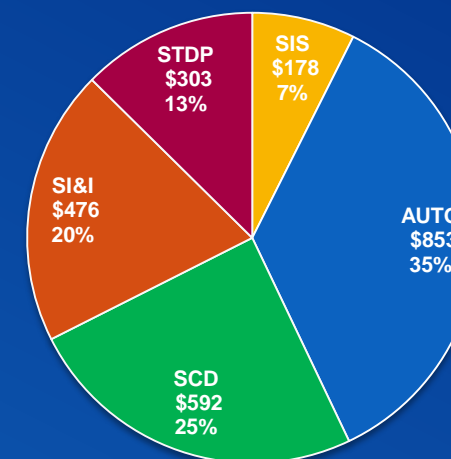
Quarterly Segment Revenue (\$M):



Non-GAAP Financial Summary

(\$ in millions)	Q3 2016	Q2 2016	Q3 2015	Q-Q	Y-Y
Gross Profit	1,247	1,183	748	64	499
Percent of total revenue	50.5%	50.0%	49.1%	0.5pts	1.4pts
Operating income	691	606	449	85	242
Percent of total revenue	28.0%	25.6%	29.5%	2.4pts	(1.5pts)

Quarterly Product Revenue (% of Product Revenue):



Business Segment Performance⁽¹⁾

GAAP Financial Summary

HPMS (\$ in millions)	Q3 2016	Q2 2016	Q3 2015	Q-Q	Y-Y
Revenue	2,099	2,014	1,164	85	935
Gross Profit	1,059	998	626	61	433
Gross Margin	50.5%	49.6%	53.8%	0.9pts	(3.3pts)
Operating income	116	(56)	331	172	(215)
Operating Margin	5.5%	(2.8%)	28.4%	8.3pts	(22.9pts)

STDP (\$ in millions)	Q3 2016	Q2 2016	Q3 2015	Q-Q	Y-Y
Revenue	320	303	325	17	(5)
Gross Profit	123	97	108	15	4
Gross Margin	38.4%	32.0%	33.2%	3.0pts	1.8pts
Operating income	85	52	56	22	18
Operating Margin	26.6%	17.2%	17.2%	5.9pts	5.9pts

Non-GAAP Financial Summary

HPMS (\$ in millions)	Q3 2016	Q2 2016	Q3 2015	Q-Q	Y-Y
Gross Profit	1,132	1,081	628	51	504
Gross Margin	53.9%	53.7%	54.0%	0.2pts	(0.1pts)
Operating income	616	544	371	72	245
Operating Margin	29.3%	27.0%	31.9%	2.3pts	(2.6pts)

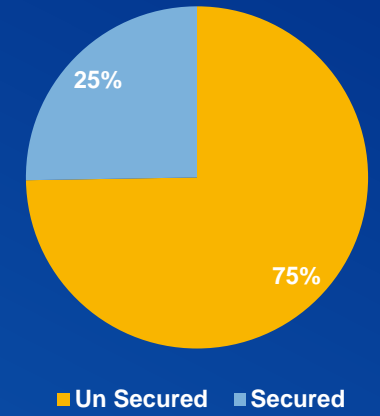
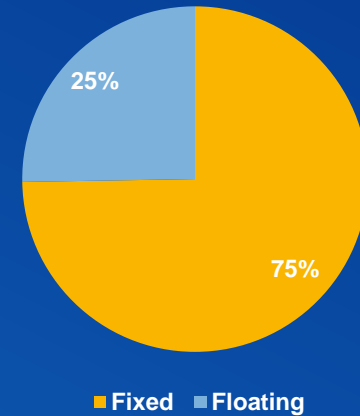
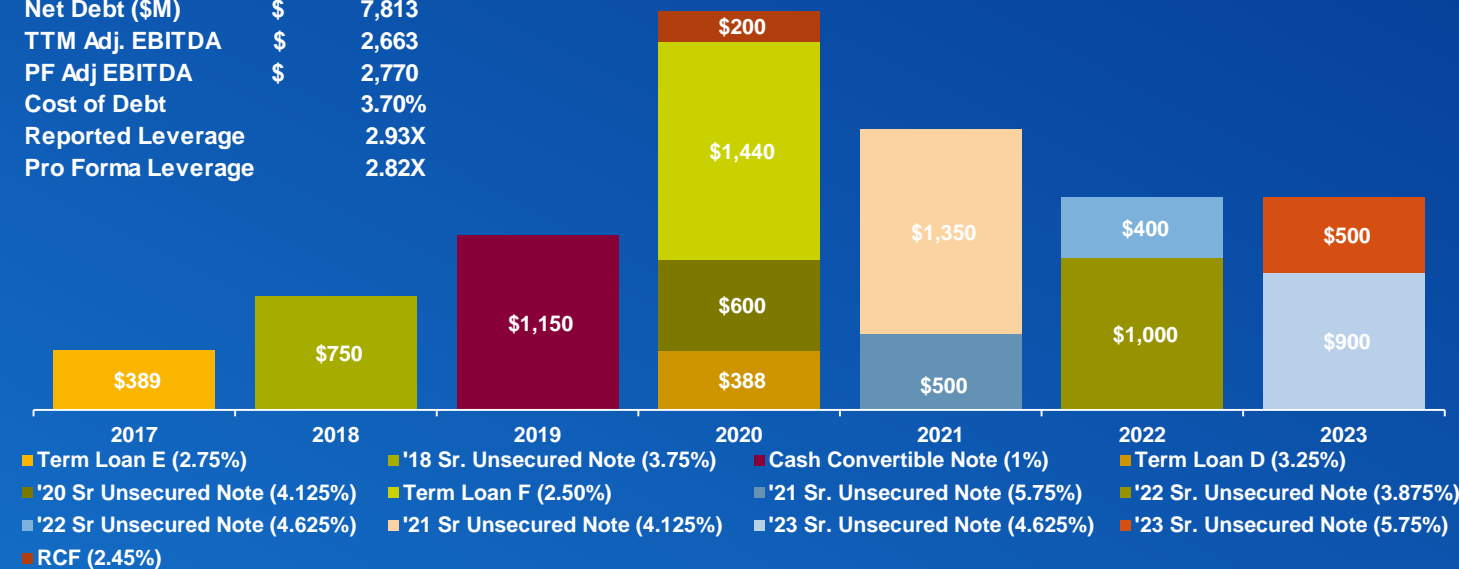
STDP (\$ in millions)	Q3 2016	Q2 2016	Q3 2015	Q-Q	Y-Y
Gross Profit	109	99	115	10	(6)
Gross Margin	34.1%	32.7%	35.4%	1.4pts	(1.3pts)
Operating income	78	69	80	9	(2)
Operating Margin	24.4%	22.8%	24.6%	1.6pts	(0.2pts)

Debt Summary End of 3Q16⁽¹⁾

Debt Instrument	Term Loan E	Sr. Unsecured Notes	Cash Convertible Notes	Term Loan D	Sr. Unsecured Notes	Term Loan F	Sr. Unsecured Notes	Sr. Unsecured Notes	Sr. Unsecured Notes	Sr. Unsecured Notes	Sr. Unsecured Notes	Sr. Unsecured Notes	Revolving Credit Facility
Maturity Date	04-Mar-17	01-Jun-18	02-Dec-19	11-Jan-20	15-Jun-20	07-Dec-20	15-Feb-21	01-Jun-21	15-Jun-22	01-Sep-22	15-Mar-23	01-Jun-23	07-Dec-20
Amount (M)	\$ 389	\$ 750	\$ 1,150	\$ 388	\$ 600	\$ 1,440	\$ 500	\$ 1,350	\$ 400	\$ 1,000	\$ 500	\$ 900	\$ 200
Coupon	Libor + 200 bps	3.75%	1.00%	Libor + 250 bps	4.125%	Libor + 250 bps	5.75%	4.125%	4.625%	3.875%	5.75%	4.625%	Libor + 200 bps
Floor	75 bps	NA	NA	75 bps	NA	NA	NA	NA	NA	NA	NA	NA	
Rating													
Moody's	Baa2	Ba1	Ba2	Baa2	Ba1	Baa2	Ba1	Ba1	Ba1	Ba1	Ba1	Ba1	
Standard & Poor's	BBB-	BBB-	BB+	BBB-	BBB-	BBB-	BBB-	BBB-	BBB-	BBB-	BBB-	BBB-	BBB-

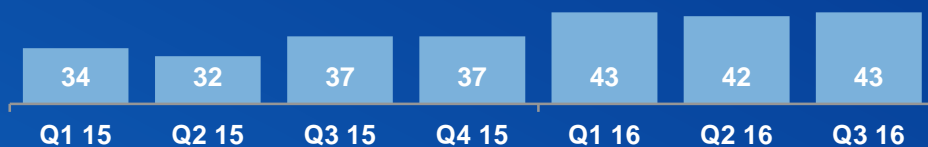
Total Leverage

Total Debt (\$M)	\$ 9,382
Total Cash (\$M)	\$ 1,569
Net Debt (\$M)	\$ 7,813
TTM Adj. EBITDA	\$ 2,663
PF Adj EBITDA	\$ 2,770
Cost of Debt	3.70%
Reported Leverage	2.93X
Pro Forma Leverage	2.82X

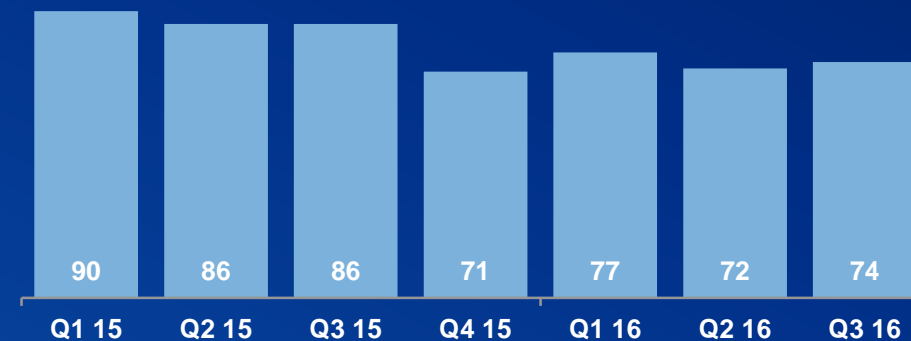


Working Capital Ratios^(1,2)

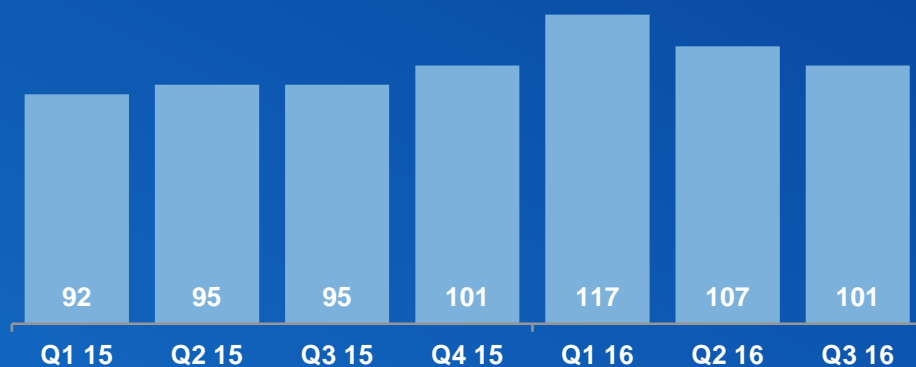
DSO



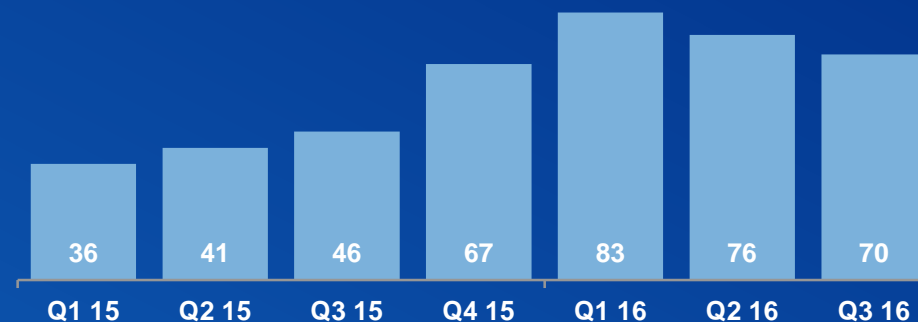
DPO



DIO⁽²⁾



Cash Conversion Cycle



DSO = (91.25 x AR) / Revenue
 DPO = (91.25 x AP) / GAAP COGS

DIO = (91.25 x Inventory) / GAAP COGS
 Cash Conversion Cycle = DIO + DSO - DPO

Note:

- Working capital ratios exclude the effect of (1) assets and liabilities held for sale associated with the divestment of the Standard Products segment; (2) the effect of purchase price accounting amortization effects on GAAP COGS and Inventory due to the FSL merger, including inventory step up and amortization of acquired PP&E
- Please refer to the NXP Historic Financial Model file found on the Financial Information page of the Investor Relations section of our website at www.nxp.com/investor for additional information relative to our Non-GAAP Financial Measures

Guidance for the Fourth Quarter of 2016^(1,2)

	GAAP			Reconciliation	non-GAAP		
	Low	Mid	High		Low	Mid	High
Product Revenue	\$ 2,339	\$ 2,388	\$ 2,437		\$ 2,339	\$ 2,388	\$ 2,437
Q-Q	-3%	-1%	1%		-3%	-1%	1%
Other Revenue	\$ 51	\$ 52	\$ 53		\$ 51	\$ 52	\$ 53
Total Revenue	\$ 2,390	\$ 2,440	\$ 2,490		\$ 2,390	\$ 2,440	\$ 2,490
Q-Q	-3%	-1%	1%		-3%	-1%	1%
Gross Profit	\$ 1,135	\$ 1,168	\$ 1,199	\$ (70)	\$ 1,205	\$ 1,238	\$ 1,269
Gross Margin	47.5%	47.9%	48.2%		50.4%	50.7%	51.0%
Operating Income (loss)	\$ 104	\$ 126	\$ 147	\$ (564)	\$ 668	\$ 690	\$ 711
Operating Margin	4.4%	5.2%	5.9%		28.0%	28.3%	28.6%
Financial income (expense)	\$ (100)	\$ (100)	\$ (100)	\$ (14)	\$ (86)	\$ (86)	\$ (86)

Revenue range is expected to be:

- Auto is expected to be flat;
- Secure Connected Devices is expected to be down modestly, in the low single digit range;
- Secure Interface & Infrastructure is expected to be down modestly, in the low single digit range;
- Secure Identification Solutions, is expected to be down in the mid-teens percentage range;
- Standard Products is expected to be flat sequentially;
- Corporate & Other is expected to be approximately \$52 million.

Note (1): Additional Information:

- GAAP Gross Profit includes Purchase Price Accounting ("PPA") effects, (\$65 million); Restructuring, (\$8 million); Stock Based Compensation, (\$11 million); Other Incidentals, \$14 million;
- GAAP Operating Profit includes PPA effects, (\$440 million); Restructuring, (\$31 million), Stock Based Compensation, (\$78 million); Merger related costs (\$25 million); Other Incidentals, \$10 million;
- GAAP Financial Income (expense) includes Other financial expense (\$14 million);
- Net cash paid for income taxes is expected to be approximately (\$21 million);
- Non-controlling interest is expected to be approximately (\$18 million).
- NXP has based the guidance included in this release on judgments and estimates that management believes are reasonable given its assessment of historical trends and other information reasonably available as of the date of this release. Please note, the guidance included in this release consists of predictions only, and is subject to a wide range of known and unknown risks and uncertainties, many of which are beyond NXP's control. The guidance included in this release should not be regarded as representations by NXP that the estimated results will be achieved. Actual results may vary materially from the guidance we provide today. In relation to the use of non-GAAP financial information see the note regarding "Non-GAAP Financial Measures" below. For the factors, risks and uncertainties to which judgments, estimates and forward-looking statements generally are subject see the note regarding "Forward-looking Statements." We undertake no obligation to publicly update or revise any forward-looking statements, including the guidance set forth herein, to reflect future events or circumstances.

Quarterly Financial Reconciliation (GAAP to non-GAAP)⁽¹⁾

(\$ in millions, unless otherwise stated)	Q3 2016	Q2 2016	Q3 2015
Total Revenue	2,469	2,365	1,522
GAAP Gross Profit	1,184	1,099	740
Gross profit adjustments	(63)	(84)	(8)
Non - GAAP Gross Profit	1,247	1,183	748
GAAP Gross Margin	48.0%	46.5%	48.6%
Non-GAAP Gross Margin	50.5%	50.0%	49.1%
GAAP Operating income (loss)	174	(26)	375
Operating income adjustments	(517)	(632)	(74)
Non - GAAP Operating income (loss)	691	606	449
GAAP Operating Margin	7.0%	(1.1%)	24.6%
Non-GAAP Operating Margin	28.0%	25.6%	29.5%
GAAP Financial income (expense)	(115)	(126)	16
Financial income adjustments	(28)	(38)	60
Non - GAAP Financial income (expense)	(87)	(88)	(44)

Other Information

- PPA effects: (\$432M) ;
- Stock-based compensation: (\$77M);
- Merger-related costs: (\$14M)
- Other incidentals: \$9M;
- Non-cash interest expense on convertible Notes (\$11M);
- Foreign exchange loss: (\$2M);
- Extinguishment of debt: (\$6M)
- Other financial expense: (\$9M);

Quarterly Cash Flow Overview (\$M)⁽¹⁾

	Q3 2016	Q2 2016	Q3 2015
Net cash provided by (used for) operating activities	718	434	340
Net cash provided by (used for) investing activities	(305)	(59)	(76)
Net cash provided by (used for) financing activities	(191)	(514)	(208)
Effects of changes in exchange rates on cash position	12	(14)	1
Increase (decrease) in cash and cash equivalents	234	(153)	57
Cash and cash equivalents at beginning of the period	1,335	1,488	2,435
Cash and cash equivalents at end of period	1,569	1,335	2,492
Net cash provided by (used for) operating activities	718	434	340
Net capital expenditures on property, plant and equipment	(98)	(71)	(74)
Non-GAAP free cash flow	620	363	266
Non-GAAP free cash flow as a percentage of Revenue	25%	15%	17%

Quarterly Adjusted EBITDA (\$M)⁽¹⁾

	Q3 2016	Q2 2016	Q3 2015
Net income (loss)	108	1	379
Reconciling items to EBITDA			
Financial (income) expense	115	126	(16)
(Benefit) provision for income taxes	(44)	(152)	15
Depreciation	146	165	58
Amortization	380	455	36
EBITDA	705	595	472
Results of equity-accounted investees	(5)	(1)	(3)
Purchase accounting effect on inventory	-	-	-
Restructuring ¹	3	39	4
Stock-based compensation	77	80	34
Merger-related costs	14	11	3
Other incidental items ¹	6	(8)	4
Adjusted EBITDA	800	716	514
Trailing 12-month Adjusted EBITDA	2,663	2,377	1,894
1. Excluding depreciation PP&E , amortization of software related to restructuring and Other incidental items	(15)	(4)	(3)

NXP Value Proposition



True Leadership Driving RMS

FOCUSED ON RMS > 1.5x



Multiple High Growth Markets

PROFITABLE GROWTH



World-Class Expertise and Team

CUSTOMER-FOCUSED PASSION TO WIN



Operational Excellence + Benchmark Cost Structure

STRONG CASH GENERATION

MAXIMIZE SHAREHOLDER VALUE

The NXP logo is rendered in a bold, white, sans-serif font. The letters 'N', 'X', and 'P' are interconnected, with the 'X' having a distinctive shape where the two vertical strokes are slightly offset. The background is a solid dark blue.

NXP

SECURE CONNECTIONS
FOR A SMARTER WORLD

A photograph of a modern office building with a glass facade, viewed from a low angle. The building is partially obscured by a dark blue overlay. A sign on the building's facade displays the NXP logo in green.

NXP