

NXP Semiconductors

Investor Presentation | October 2015

SECURE CONNECTIONS FOR A SMARTER WORLD



Forward Looking Statement

This document 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.

Focused on Profitable Growth from Smarter World Opportunity

Our innovative solutions are used in a wide range of applications

Connected Car



- Car entertainment
- In-vehicle networking
- Secure car access
- Secure V2X communication
- Radar

Security



- Mobile transactions
- E-Government
- Smart bank cards
- User authentication
- Embedded security

Portable and Wearable



- Mobile audio
- High-speed interfaces
- Gaming
- Personal health & fitness
- Healthcare

Internet of Things



- Smart home and buildings
- Smart cities smart grid
- M2M "Industry 4.0"
- Intelligent logistics



We Provide Secure Connections for a Smarter World



- Enhanced security
- Mesh connectivity
- Sensors
- Smart LED lighting
- · Gateway & cyber security
- Access



- Car entertainment
- In-vehicle networking
- Car access
- V2X and Radar



- Secure bank cards
- Mobile transactions
- Loyalty- reward
- RFID tags labels
- Supply chain monitoring
- NFC readers

Contactless

transit cards



- e-passport
- Smart elD
- Health card







- Micro-payments



NXP Value Proposition



Multiple High Growth Markets + RMS of at Least 1.5x

→ Profitable Growth



Operational Excellence + Benchmark Cost Structure

→ Strong Cash Generation



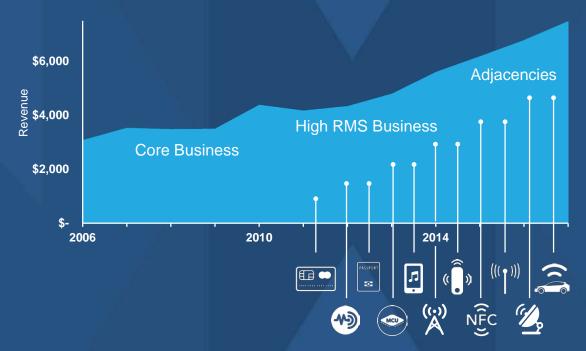
Industry Leading Management Team and People

→ Customer-Focused Passion to WIN



MAXIMIZE SHAREHOLDER VALUE

Growth Driven by High RMS Businesses and Adjacent Markets



Focused on

- High growth markets;
- Deliver unique NXP capabilities;
- Driving operating margin;
- Optimized capital structure.

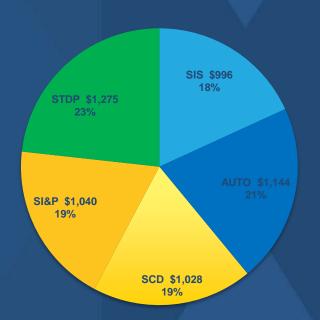
Broad sustainable leadership as we

- Invest in Core & High RMS business';
- Thought leadership in Adjacent markets;
- NXP positioned to outperform peers.

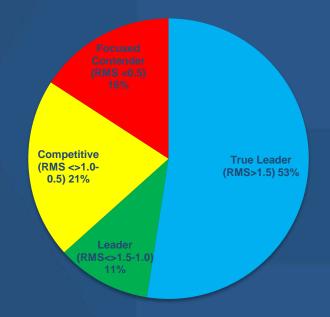
Revenue Contribution and Relative Market Share (RMS)

2014 Product Revenue = \$5.5B, up 17% Y-Y⁽¹⁾

Business Line Contribution (\$M)



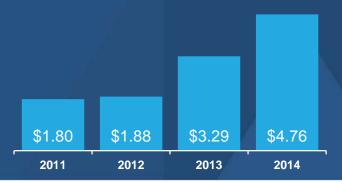
Overall Relative Market Share (RMS)



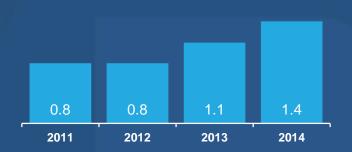
Driving Profitable Growth in Excess of Addressable Market



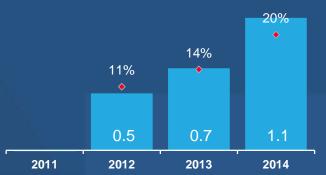




EBIT¹ Profit up 19% 3-yr. CAGR (\$B)



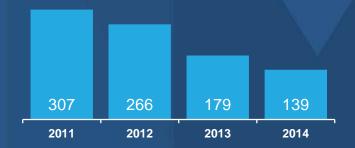
Strong FCF (\$B) and FCF Margin (%)¹



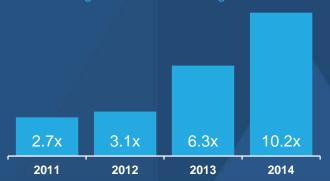


Focused on Generating Cash

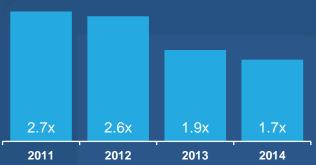




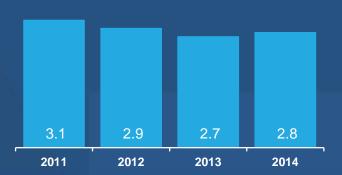
Higher Interest Coverage







Lower Net Debt (\$B)







Results Reflect Execution to Strategic Plan

Strong Product Revenue Growth Driven by Company Specific Design Opportunities

Leading to Consistent Revenue Growth in Excess of Peers (1,2)

World-class Earnings Growth Driven by Revenue Growth, Improving Margin and Reduced Leverage



Expectations for Growth and Financial Model

Business	Percentage Growth Rate Range
Secure Connected Devices	High Teens-to-Low Twenty
Secure Interfaces & Power	Low Double-to-Mid Teens
Secure Identification Solutions	High Single-to-Low Double Digit
Automotive	High Single Digit
Standard Products	In Line with Semi Market

	HPMS	STDP	NXP		
GM %	53% ⁻ 56%	30% - 33%	47% ⁻ 50%		
R&D %	15% ⁻ 16%	4% ⁻ 5%	13% ⁻ 14%		
SG&A %	11% ⁻ 12%	9% ⁻ 10%	9% ⁻ 11%		
EBIT %	26% ⁻ 29%	15% ⁻ 20%	23% ⁻ 27%		

Leveraging Secular Trends and Unique Capabilities

Secular Trends and Demands Driving Growth

- Security
- Connectivity
- Mobility
- Energy efficiency

Characteristics of HPMS Focused Markets

- Large markets with long life cycles
- Growth in excess of overall market
- Broad and diverse customer base
- High barrier to entry
- Sticky customer relationships

NXP Competitive Advantages

- Strong IP and patent portfolio position
- Broad mixed signal product portfolio
- Differentiated process technology
- Acknowledged leader in cryptography; low-power RF; high-speed interface and mixed - signal MCU system design



Potential Future Market Growth (\$B)



FOR A SMARTER WORLD

Secure Identification Solutions (SIS)

18% Product Revenue in 2014

Secular Trends Driving Growth

- Digitization of government documents
- Global roll-out of chip-based bank cards
- Unified transit and retail payment platforms
- Authentication of products & people

Products

- SmartMX secure microcontroller
- Secure Java-card operating system
- Zero and low-power RF interfaces
- MIFARE® ticketing and access solutions
- Low-power RFID tagging solutions

Market Position

- #1 eGovernment documents
- #1 Chip-based banking cards
- #1 Transit system products
- #1 RFID tags and labels

SIS Group Growth (\$M)¹



Potential Future SIS Market Growth (\$B)



Secure Connected Devices (SCD)

19% Product Revenue in 2014

Secular Trends Driving Growth

- Demand for contactless mobile payments
- Adoption of contactless payment infrastructure
- Demand for improved mobile audio
- Market shift toward 32-bit ARM MCU
- Secure monitoring & control solutions for IoT

Products

- Complete mobile transaction solutions
- Point of sales infrastructure solutions
- 32-bit ARM MCU solutions
- DSP-based mobile audio solutions
- Emerging business in monitoring & control

Market Position

- #1 Mobile transactions solutions
- #1 POS infrastructure solutions
- Top-five supplier of 32-bit ARM MCU

SCD Group Growth (\$M)



Potential Future SCD Market Growth (\$B)



Secure Interface & Power (SI&P)

19% Product Revenue in 2014

Secular Trends Driving Growth

- Increased cellular data consumption
- High performance interface (USB Type C)
- Adoption of energy efficient lighting
- Low-Power RF- Connectivity ("IoT")
- Increased demand for mobile charging

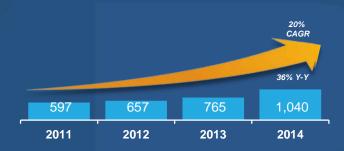
Products

- High performance RF power amplifiers (HPRF)
- High speed interfaces combining data & power
- Small signal RF LNA and RF discrete
- AD/DC power controllers and regulators
- LED lighting drivers
- IoT ultra-low power RF-connectivity (Zigbee)

Market Position

- #1 LED lighting drivers
- #1 Small-signal RF
- #2 HPRF power amplifiers
- #3 Smart antennae

SI&P Group Growth (\$M)¹



Potential Future SI&P Market Growth (\$B)



Automotive

21% Product Revenue in 2014

Secular Trends Driving Growth

- Secure connected car
- Demand for increased safety (ADAS)
- Adoption of global digital broadcast
- Increased data-flow throughout the car
- Increased intelligence to key
- Complexity and long-life cycle demands

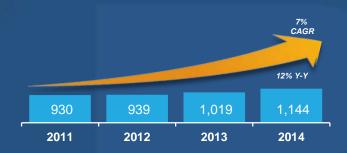
Products

- Broad range of auto entertainment solutions
- CAN, LIN, FlexRay and Ethernet PHY
- RF passive keyless and proximity entry
- ABS, angular and temperature sensors
- V2X and CMOS Radar communication systems

Market Position

- #1 Auto infotainment systems
- #1 In-vehicle networking
- #1 Auto access immobilizers
- #3 Magnetic sensors

Automotive Group Growth (\$M)



Potential Future Market Growth (\$B)



FOR A SMARTER WORLD

Standard Products

23% Product Revenue in 2014

Benefits to Customers of Standard Products

- Operational Scale:
 - 70B units/yr. manufactured
- Customer Reach
 - #2 supplier in WW distribution
- Quality:
 - Automotive qualified

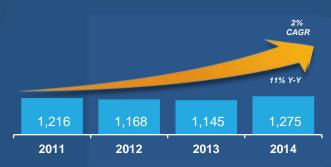
Products

- General purpose logic ("GPL")
- Small signal transistor & diode discretes
- Signal conditioning and protection
- Low-voltage power MOSFET

Market Position

- #1 Standard products (overall)
- #1 Small signal discrete
- #2 General purpose logic
- #2 Signal conditioning

Addressable Market Growth (\$M)



Potential Future Market Growth (\$B)

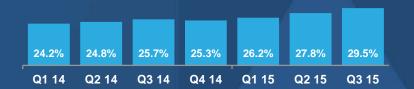


SECURE CONNECTIONS FOR A SMARTER WORLD

Recent Quarterly Business Trends

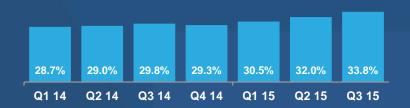


Non-GAAP Operating Margin

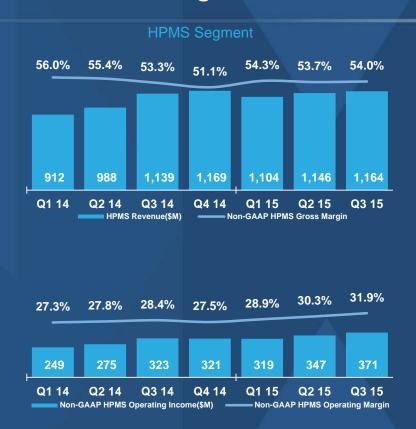


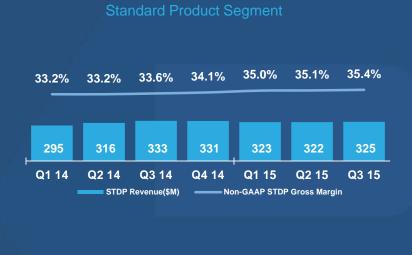


Adj. EBITDA Margin



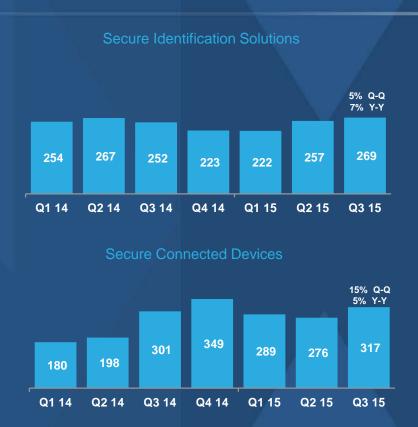
Business Segment Revenue and Non-GAAP Margin Trends

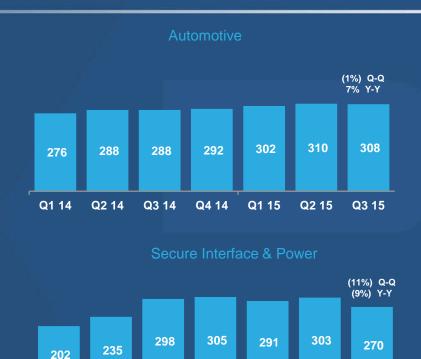






HPMS Segment Revenue Business Trends(\$M)





Q4 14

Q1 14

Q2 14

Q3 14

Q3 15

Q2 15

Q1 15

Quarterly Revenue and Operating Income

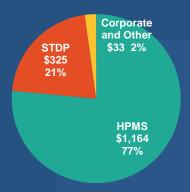
GAAP Financial Summary

(\$ in millions)	Q3 2015	Q2 2015	Q3 2014	Q-Q	Y-Y
Product Revenue	1,489	1,468	1,472	21	17
All Other	<u>33</u>	<u>38</u>	<u>43</u>	<u>(5)</u>	<u>(10)</u>
Total Revenue	1,522	1,506	1,515	16	7
Gross Profit	740	724	713	16	27
Percent of total revenue	48.6%	48.1%	47.1%	0.5pts	1.5pts
Operating income	375	332	307	43	68
Percent of total revenue	24.6%	22.0%	20.3%	2.6pts	4.3pts

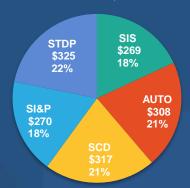
Non-GAAP Financial Summary

(\$ in millions)	Q3 2015	Q2 2015	Q3 2014	Q-Q	Y-Y
Gross Profit	748	734	725	14	23
Percent of total revenue	49.1%	48.7%	47.9%	0.4pts	1.2pts
Operating income	449	418	390	31	59
Percent of total revenue	29.5%	27.8%	25.7%	1.7pts	3.8pts

Quarterly Segment Revenue (\$M)



Quarterly Product Revenue (% of Product Revenue):



Business Segment Performance

GAAP Financial Summary

HPMS (\$ in millions)	Q3 2015	Q2 2015	Q3 2014	Q-Q	Y-Y
Revenue	1,164	1,146	1,139	18	25
Gross Profit	626	610	605	16	21
Gross Margin	53.8%	53.2%	53.1%	0.6pts	0.7pts
Operating income	331	293	274	38	57
Operating Margin	28.4%	25.6%	24.1%	2.8pts	4.3pts

STDP (\$ in millions)	Q3 2015	Q2 2015			Y-Y
Revenue	325	322	333	3	(8)
Gross Profit	108	109	103	(1)	5
Gross Margin	33.2%	33.9%	30.9%	(0.7pts)	2.3pts
Operating income	56	53	38	3	18
Operating Margin	17.2%	16.5%	11.4%	0.7pts	5.8pts

Non-GAAP Financial Summary

HPMS (\$ in millions)	Q3 2015	Q2 2015	Q3 2014	0-0	
Gross Profit	628	615	607	13	21
Gross Margin	54.0%	53.7%	53.3% 0.3pts		0.7pts
Operating income	371	347	323	24	48
Operating Margin	31.9%	30.3%	28.4%	1.6pts	3.5pts

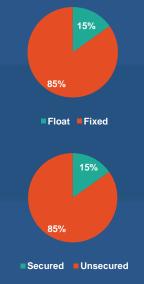
STDP (\$ in millions)	Q3 2015			Q-Q	Y-Y
Gross Profit	115	113	112	2	3
Gross Margin	35.4%	35.1%	33.6%	0.3pts	1.8pts
Operating income	80	75	69	5	11
Operating Margin	24.6%	23.3%	20.7%	1.3pts	3.9pts

Debt Summary

Debt Instrument	Sr. Unsecured Notes	Term Loan E	Sr. Unsecured Notes	Cash Convertible Notes	Term Loan D	Sr. Unsecured Notes	Sr. Unsecured Notes	Sr. Unsecured Notes	Sr. Unsecured Notes	Revolving Credit Facility
Issue Date	24-Sep-13	04-Mar-14	20-May-13	01-Dec-14	10-Dec-13	09-Jun-15	14-Feb-13	09-Jun-15	12-Mar-13	27-Apr-12
Maturity Date	15-Sep-16	04-Mar-17	01-Jun-18	02-Dec-19	11-Jan-20	15-Jun-20	15-Feb-21	15-Jun-22	15-Mar-23	01-Mar-17
Outstanding Amount (M)	\$ 500	\$ 393	\$ 750	\$ 1,150	\$ 392	\$ 600	\$ 500	\$ 400	\$ 500	\$ -
Coupon	3.50%	Libor + 200 bps	3.75%	1.00%	Libor + 250 bps	4.125%	5.75%	4.625%	5.75%	Libor + 200 bps
Floor	NA	75 bps	NA	NA	75 bps	NA	NA	NA	NA	
Rating										
Moody's	Ba3	Ba1	Ba3	B1	Ba1	Ba3	Ba3	Ba3	Ba3	
Standard & Poor's	ВВ	BBB-	ВВ	BB-	BBB-	ВВ	ВВ	ВВ	BBB-	BBB



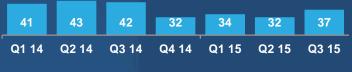






Working Capital Ratios



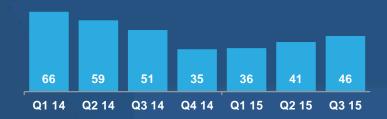






DPO





DSO = (91.25 x AR) / Revenue $DPO = (91.25 \times AP) / GAAP COGS$ DIO = (91.25 x Inventory) / GAAP COGS Cash Conversion Cycle = DIO +DSO - DPO



Guidance for the Fourth Quarter of 2015

	Q3 2015	Q4 2015 Guidance Range
Automotive	\$ 308	Down in the high-single to low double digit range
Secure Identification Solutions	\$ 269	Down in the low double to mid-teens range
Secure Connected Devices	\$ 317	Down in the high-single to low double digit range
Secure Interfaces and Power	<u>\$ 270</u>	Down in the high-twenty to low-thirty percent range
High Performance Mixed Signal (HPMS)	\$ 1,164	Down in the mid- teens percent range
Standard Products (STDP)	<u>\$ 325</u>	Down in the low double to mid-teens range
Corporate & Other	<u>\$ 33</u>	~ \$25 million
Total Revenue	\$ 1,522	Down in the low to upper-teens range
Non-GAAP Gross Margin	49.1%	49% +/- 50bps
Non-GAAP Operating Expenses	\$ 303	\$310M +/- \$5M

Note (1): NXP has based the quidance 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

- The quidance included in this release only relates to the existing NXP business. Additionally, due to the anticipated timing of the merger with Freescale Semiconductor and the divestment of NXP's RF Power business, the actual results of the combined group are expected to be substantially different from the results of the existing NXP business.
- 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 "Use of Non-GAAP Financial" Information" elsewhere in this release. 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. Considering the uncertain magnitude and variability of the foreign exchange consequences upon "PPA effects", "restructuring costs", "other incidental items" and any interest expense or taxes in future periods, management believes that GAAP financial measures are not available for NXP without unreasonable efforts on a forward looking basis.

Quarterly Financial Reconciliation (GAAP to non-GAAP)

(\$ in millions, unless otherwise stated)	Q3 2015	Q2 2015	Q3 2014
Total Revenue	1,522	1,506	1,515
GAAP Gross Profit	740	724	713
Gross profit adjustments	(8)	(10)	(12)
Non - GAAP Gross Profit	748	734	725
GAAP Gross Margin	48.6%	48.1%	47.1%
Non-GAAP Gross Margin	49.1%	48.7%	47.9%
GAAP Operating income (loss)	375	332	307
Operating income adjustments	(74)	(86)	(83)
Non - GAAP Operating income (loss)	449	418	390
GAAP Operating Margin	24.6%	22.0%	20.3%
Non-GAAP Operating Margin	29.5%	27.8%	25.7%
GAAP Financial income (expense)	16	2	(168)
Financial income adjustments	60	38	(134)
Non - GAAP Financial income (expense)	(44)	(36)	(34)
GAAP Income tax benefit (provision)	(15)	(14)	(4)
Other Adjustments	(8)	(4)	1
Non - GAAP Cash tax (expense) ⁽¹⁾	(7)	(10)	(5)
GAAP Net income (loss) attributable to shareholders	361	300	121
Net income (loss) adjustments	(19)	(51)	(213)
Non - GAAP Net income (loss) attributable to shareholders	380 ⁽²⁾	351	334
GAAP Diluted net income (loss) per share attributable to shareholders	1.49	1.23	0.49
Non - GAAP Diluted net income (loss) per share attributable to shareholders	1.57	1.44	1.35

- 1. Cash income taxes paid during the period
- 2. Excludes:
 - PPA effects: (\$32M);
 - Restructuring: (\$4M);
 - Stock-based compensation: (\$34M);
 - Other incidentals: (\$4M);
 - Non-cash interest expense on convertible Notes (\$9M);
 - Foreign exchange gain on debt: \$6M;
 - Changes in fair value of warrant liability: \$67M;
 - Other financial expense: (\$4M);
 - Results relating to equity-accounted investees: \$3M;
 - Difference between book and cash income taxes: (\$8M).



Quarterly Cash Flow Overview (\$M)

	Q3 2015	Q2 2015	Q3 2014
Net cash provided by (used for) operating activities	340	351	397
Net cash provided by (used for) investing activities	(76)	(94)	(90)
Net cash provided by (used for) financing activities	(208)	828	(371)
Effects of changes in exchange rates on cash position	1	(5)	(3)
Increase (decrease) in cash and cash equivalents	57	1,080	(67)
Cash and cash equivalents at beginning of the period	2,435	1,355	661
Cash and cash equivalents at end of period	2,492	2,435	594
Net cash provided by (used for) operating activities	340	351	397
Net capital expenditures on property, plant and equipment	(74)	(89)	(81)
Non-GAAP free cash flow	266	262	316
Non-GAAP free cash flow as a percentage of Revenue	17%	17%	21%

Quarterly Adjusted EBITDA (\$M)

	Q3 2015	Q2 2015	Q3 2014
Net income (loss)	379	321	138
Reconciling items to EBITDA		-/-	
Financial (income) expense	(16)	(2)	168
(Benefit) provision for income taxes	15	14	4
Depreciation	58	57	55
Amortization	36	41	48
EBITDA	472	431	413
Results of equity-accounted investees	(3)	(1)	(3)
Restructuring ¹	4	9	6
Stock-based compensation	34	36	34
Other incidental items ¹	7	7	1
Adjusted EBITDA	514	482	451
Trailing 12-month Adjusted EBITDA	1,894	1,831	1,586
	7A	le l	
Excluding depreciation PP&E , amortization of software related to restructuring and Other incidental items	(3)	(2)	-

NXP: Secure Connections for the Smarter World







