

Explanatory notes to the agenda

1: Opening

Welcome and announcements

2: Composition of the Board

In accordance with article 14 of the Articles, the Board has resolved to recommend the following nominee for appointment as Director:

Mr. E. Meurice (1956, France)

Mr. Meurice is the Chairman of ASML Holding NV (The Netherlands), a leading provider of manufacturing equipment and technology to the semiconductor industry until 31 March 2014. From 2004 to 2013, he was the CEO of ASML. Under his watch, ASML became the largest Lithography vendor in the world, leading to a significant equity investment and funding commitment by its customers. Before joining ASML, he was Executive Vice President of Thomson Television, where he completed the merger of his division with TCL Corporation, a leading Chinese consumer electronics company. Before 2001, he served as head of Dell Computers' Western, Eastern Europe and EMEA emerging market businesses. He gained extensive technology experience in the semiconductor industry between 1984 and 1994, first at Intel, in the micro-controller group, and then at ITT Semiconductors Group, a leader then in digital video and audio DSP integrated circuits. Mr. Meurice served on the board of Verigy LTD (former HP test division), until its acquisition by Advantest in 2011. Since 1 July 2013, Mr. Meurice is non-executive director of ARM Holdings plc (UK, semiconductor intellectual property supplier). He will however resign from his position so as to avoid any potential conflicts of interest arising from his joining NXP's Board.

3: Any other business

Includes items placed on the agenda at the request of providers of 1% of the capital of the Company.

The Agenda, the Explanatory notes to the agenda and all relevant meeting documents are published on the Company's website.