

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**NXP Semiconductors N.V.**

**(Name of Registrant as Specified In Its Charter)**

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee paid previously with preliminary materials.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11



NXP SEMICONDUCTORS N.V.  
HIGH TECH CAMPUS 60  
5656 AG EINDHOVEN, THE NETHERLANDS

## Your **Vote** Counts!

**NXP SEMICONDUCTORS N.V.**

2025 Annual General Meeting

Vote by June 10, 2025

4:00 PM ET (10:00 p.m. Central European Time)



V75183-P20981

### You invested in NXP SEMICONDUCTORS N.V. and it's time to vote!

You have the right to vote on proposals being presented at the Annual General Meeting. **This is an important notice regarding the availability of proxy materials for the shareholder meeting to be held on June 11, 2025.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2025. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote in Person at the Meeting\*

June 11, 2025  
8:45 AM CET

The Sheraton Amsterdam Airport Hotel and Conference Center  
Schiphol Boulevard 101, 1118 BG  
Amsterdam, The Netherlands

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Adoption of the 2024 Statutory Annual Accounts	✓ For
2. Discharge of the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2024	✓ For
3a. Re-appoint Kurt Sievers as executive director	✓ For
3b. Re-appoint Annette Clayton as non-executive director	✓ For
3c. Re-appoint Anthony Foxx as non-executive director	✓ For
3d. Re-appoint Moshe Gavrielov as non-executive director	✓ For
3e. Re-appoint Chunyuan Gu as non-executive director	✓ For
3f. Re-appoint Lena Olving as non-executive director	✓ For
3g. Re-appoint Julie Southern as non-executive director	✓ For
3h. Re-appoint Jasmin Staiblin as non-executive director	✓ For
3i. Re-appoint Gregory Summe as non-executive director	✓ For
3j. Re-appoint Karl-Henrik Sundström as non-executive director	✓ For
4. Authorization of the Board to issue ordinary shares of the Company ("ordinary shares") and grant rights to acquire ordinary shares	✓ For
5. Authorization of the Board to restrict or exclude preemption rights accruing in connection with an issue of shares or grant of rights	✓ For
6. Authorization of the Board to repurchase ordinary shares	✓ For
7. Authorization of the Board to cancel ordinary shares held or to be acquired by the Company	✓ For
8. Re-appointment of EY Accountants B.V. as our independent auditors for the fiscal year ending December 31, 2025	✓ For
9. Non-binding, advisory vote to approve Named Executive Officer compensation	✓ For

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".