

NXP COMPENSATION COMMITTEE CHARTER
(restated as of August 2019)

This compensation committee charter (“CC 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 compensation committee (“CC”) advises the Board in relation to its responsibilities as further set out in the Rules. The Board shall have full oversight responsibility for the CC and as a result, among other things, the CC may not take any action on behalf of the Board unless and to the extent explicitly assigned by this CC Charter, the Rules, or by the Board. The CC shall be the Board’s principal agent for evaluating compensation matters and determining executive compensation levels, although the institution of new or amended executive compensation plans and programs shall remain subject to the approval of the entire Board.
- 1.2 The CC shall review and determine the compensation of the Chief Executive Officer (CEO), with due observance of the Company’s compensation policy adopted by the General Meeting of Shareholders, and shall review and approve the compensation of the Company’s other executive officers who are subject to Section 16 of the Securities and Exchange Act of 1934 (“Section 16 Officers”), in each case, based on the performance review of these individuals taking into account the Company’s corporate goals and objectives. The CC will make recommendations to the Board with respect to compensation programs and equity-based plans that are subject to Board approval, and will administer the Company’s compensation plans as provided by such plans. The CC will assist the Board in fulfilling its fiduciary responsibilities as to compensation policies and plans and will evaluate compensation matters in accordance with the compensation philosophy adopted by the Board or the CC
- 1.3 The CC may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other advisers (“Advisers”), including persons and entities independent of the Company and its management, as it deems appropriate in connection with the discharge of its duties. The CC shall be directly responsible for the appointment, termination, compensation and oversight of the work of any such Adviser. The CC may select, or receive advice from, any such Adviser (other than in-house legal counsel or an adviser that consults on broad-based plans that do not discriminate in favor of executive officers or directors) only after taking into consideration the following factors: (i) the provision of other services to the Company by the person or entity that employs the Adviser; (ii) the amount of fees received from the Company by the person or entity that employs the Adviser; (iii) the policies and procedures of the person or entity that employs the Adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of Adviser with a member of the compensation committee; (v) any stock of the Company owned by the Adviser; and (vi) any business or personal relationship of the Adviser or the person or entity employing the adviser with the CEO or other Section 16 Officer of the Company. The Company

must provide for appropriate funding, as determined by the CC, for payment of reasonable compensation to an Adviser retained by the CC.

1.4 The further responsibilities of the CC shall include the following specific duties:

- 1.4.1 Prepare from time to time a proposal for the Board concerning the compensation policies for the Board, including the CEO, to be adopted by the General Meeting of Shareholders of the Company;
- 1.4.2 Review the remuneration of the non-executive directors, and recommend from time to time to the Board an amendment concerning the remuneration of the non-executive directors to be resolved by the General Meeting of Shareholders, and review and recommend to the Board any equity grants to non-executive directors;
- 1.4.3 Review and recommend to the Board the Company's general compensation policies and philosophies for executive officers and other employees;
- 1.4.4 Determine the annual salary, bonus, and other benefits, direct or indirect, of the CEO and other Section 16 Officers, with due observance of the Company's compensation policy adopted by the General Meeting of Shareholders, review and evaluate employment agreements as appropriate, as well as approve any suspension or dismissal, and any severance package, of the CEO and other Section 16 Officers. The CEO may not be present during voting or deliberations by the CC on his or her compensation, suspension, dismissal and severance package;
- 1.4.5 Review, discuss and approve the criteria and pay-out of the annual incentive plans and long-term incentive plans, as well as recommend to the Board the pool for the annual grants under the Company's Equity Incentive Plan, make awards and grant benefits under the Company's incentive plans for Section 16 officers, and act as the committee which administers such plans;
- 1.4.6 Review and determine stock ownership guidelines applicable to executive officers and each officer's compliance with such guidelines;
- 1.4.7 Establish and periodically review policies in the area of fringe benefits and other perquisites for members of the Management Team;
- 1.4.8 Periodically review and discuss with the CEO, and other appropriate executive officers, appropriate overall compensation levels and policies for attracting, retaining and motivating management talent;
- 1.4.9 Consider and oversee how compensation programs, both for executives and for other employees, may incentivize risk taking and whether such risk taking is aligned with the Company's business objectives and risk tolerance;

- 1.4.10 Report on executive compensation to the Company's shareholders in the annual proxy statement, and review drafts of the Company's public disclosure documents (including the CC's report(s) in the proxy statement) describing compensation;
- 1.4.11 Review and discuss with management the Company's Compensation Discussion & Analysis prepared in accordance with SEC regulations and determine whether to recommend to the Board that the CD&A be included in the Company's annual proxy statement, annual report on Form 10-K and annual IFRS report;
- 1.4.12 Review and approve the Company's compensation peer group;
- 1.4.13 Apprise the Board, through minutes and special presentations as necessary, of significant developments in the course of performing the above duties;
- 1.4.14 Recommend to the Board any appropriate extensions or changes in the duties of the CC;
- 1.4.15 Review the CC Charter annually, reassess the adequacy of this CC Charter and recommend any proposed changes to the Board;
- 1.4.16 Review its performance and effectiveness as a CC annually.

Article 2 Composition of the CC

- 2.1 The CC shall be comprised of three or more Non-Executive Directors, all of whom shall be determined by the Board to be independent under the criteria determined by the Board and to the extent required in the applicable rules of the US Securities and Exchange Commission (the "SEC") and NASDAQ listing standards for purposes of compensation committee membership, subject to the exception to appoint a non-independent director in exceptional and limited circumstances provided in the NASDAQ rules. In addition, each member of the CC shall also qualify as a "non-employee director" within the meaning of the U.S. Securities Exchange Act Rule 16b-3.

Article 3 Chair

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

Article 4 CC meetings (agenda, attendance, minutes)

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