

Forward looking statements



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.



Key Objectives, Strategy and Priorities



- Serve the highest growth application segments fueled by key mega-trends
- Invest in unique HPMS capabilities to power new product engine
- Multiple growth drivers across a range of target applications
- Continued margin expansion to long-term model levels
- Focus on capital structure de-leveraging to drive earnings growth

Above-market sales growth



Unparalleled earnings leverage



Q3 2012 Quarterly Revenue and Operating Income



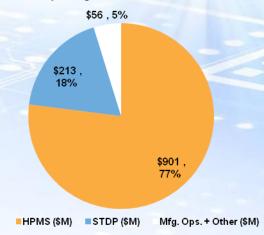
GAAP Financial Summary

(\$ in millions)	Q3 2011	Q2 2012	Q3 2012	Y-Y Variance Q3 '11 – Q3 '12	Q-Q Variance Q2 '12 – Q3 '12
Product Revenue	970	1,022	1,114	144	92
All Other	<u>90</u>	<u>72</u>	<u>56</u>	<u>(34)</u>	<u>(16)</u>
Total Revenue	1,060	1,094	1,170	110	76
Gross Profit	488	538	536	48	(2)
Percent of total revenue	46.0%	49.2%	45.8%	(0.2pts.)	(3.4pts.)
Operating income	109	156	168	59	12
Percent of total revenue	10.3%	14.3%	14.4%	4.1pts.	0.1pts.

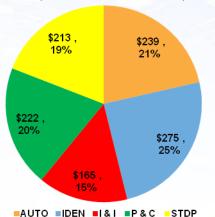
Non-GAAP Financial Summary

(\$ in millions)	Q3 2011	Q2 2012	Q3 2012	Y-Y Variance Q3 '11 – Q3 '12	Q-Q Variance Q2 '12 – Q3 '12
Gross Profit	512	505	542	30	37
Percent of total revenue	48.3%	46.2%	46.3%	(2.0pts.)	0.1pts.
Operating income	210	204	232	22	28
Percent of total revenue	19.8%	18.6%	19.8%	-	1.2pts.

Quarterly Segment Revenue:



Quarterly Product Revenue (% of Product Revenue):





Q3 2012 Financial Reconciliation (GAAP to non-GAAP)

(\$ in millions, unless otherwise stated)	Q3 2011	Q2 2012	Q3 2012
Total Revenue	1,060	1,094	1,170
GAAP Gross Profit	488	538	536
Gross profit adjustments	(24)	33	(6)
Non - GAAP Gross Profit	512	505	542
GAAP Gross Margin	46.0%	49.2%	45.8%
Non-GAAP Gross Margin	48.3%	46.2%	46.3%
GAAP Operating income (loss)	109	156	168
Operating income adjustments	(101)	(48)	(64)
Non - GAAP Operating income (loss)	210	204	232
GAAP Operating Margin	10.3%	14.3%	14.4%
Non-GAAP Operating Margin	19.8%	18.6%	19.8%
GAAP Financial income (expense)	(174)	(178)	(33)
Financial income adjustments	(101)	(108)	32
Non - GAAP Financial income (expense)	(73)	(70)	(65)
GAAP Income tax benefit (expense)	(20)	(7)	(6)
Adjustments	(19)	(2)	3
Non - GAAP Cash tax (expense) ⁽¹⁾	(1)	(5)	(9)
GAAP Net income (loss) attributable to shareholders	301	(90)	115
Net income (loss) adjustments	175	(203)	(27)(2)
Non - GAAP Net income (loss) attributable to shareholders	126	113	142 ⁽³⁾
GAAP Diluted net income (loss) per share attributable to shareholders	1.21	(0.36)	0.45
Non - GAAP Diluted net income (loss) per share attributable to shareholders	0.50	0.45	0.56

- Cash income taxes paid during the period
- 2. Includes:
 - PPA effects: (\$65M);
 - Restructuring: (\$4M);
 - · Other incidentals: \$5M;
 - Foreign exchange gain (loss) on debt: \$48M;
 - Other financial expense: (\$16M);
 - Results relating to equityaccounted investees: \$2M;
 - Difference between book and cash income taxes: \$3M
- 3. Includes:
 - Stock-based compensation expense: \$12M



Q3 2012 Business Segment Performance



GAAP Financial Summary

HPMS (\$ in millions)	Q3 2011	Q2 2012	Q3 2012	Y-Y	Q-Q
Revenue	726	803	901	175	98
Gross Profit	397	465	463	66	(2)
Gross Margin	54.7%	57.9%	51.4%	(3.3pts.)	(6.5pts.)
Operating income	86	159	178	92	19
Operating Margin	11.8%	19.8%	19.8%	8.0pts.	-

STDP (\$ in millions)	Q3 2011	Q2 2012	Q3 2012	Y-Y	Q-Q
Revenue	244	219	213	(31)	(6)
Gross Profit	90	66	73	(17)	7
Gross Margin	36.9%	30.1%	34.3%	(2.6pts.)	4.2pts.
Operating income	42	18	22	(20)	4
Operating Margin	17.2%	8.2%	10.3%	(6.9pts.)	2.1pts.

Non-GAAP Financial Summary

HPMS (\$ in millions)	Q3 2011	Q2 2012	Q3 2012	Y-Y	Q-Q
Gross Profit	410	428	465	55	37
Gross Margin	56.5%	53.3%	51.6%	(4.9pts.)	(1.7pts.)
Operating income	149	176	208	59	32
Operating Margin	20.5%	21.9%	23.1%	2.6pts.	1.2pts.

STDP (\$ in millions)	Q3 2011	Q2 2012	Q3 2012	Y-Y	Q-Q
Gross Profit	90	67	73	(17)	6
Gross Margin	36.9%	30.6%	34.3%	(2.6pts.)	3.7pts.
Operating income	55	32	33	(22)	1
Operating Margin	22.5%	14.6%	15.5%	(7.0pts.)	0.9pts.



NXP Business Trends







Non-GAAP Operating Margin



Non-GAAP Gross Margin



Adj. EBITDA Margin





Business Segment Revenue and Margin Trends



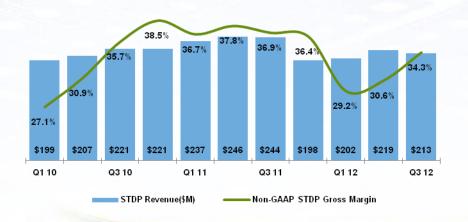
HPMS Revenue and Gross Margin



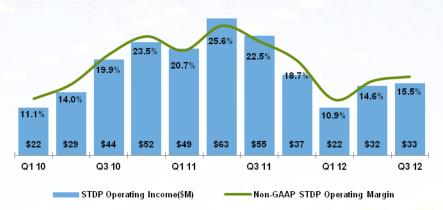
HPMS Operating Income and Margin



STDP Revenue and Gross Margin



STDP Operating Income and Margin





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





Infrastructure and Industrial

Identification 18% Q-Q \$275 \$234 \$194 \$189 \$187 \$161 \$155 \$148 \$145 Q1 10 Q3 10 Q1 11 Q3 11 Q1 12 Q3 12

Portable and Computing





2. As of 2Q12, prior end markets definitions for "Wireless Infrastructure, Lighting and Industrial" and "Mobile, Consumer and Computing" have been redefined to align internal management organization. All prior periods have been realigned to conform with new end market definitions





Cash Flow Overview (\$M)

	Q3 2011	Q2 2012	Q3 2012
Net cash provided by (used for) operating activities	131	269	192
Net cash provided by (used for) investing activities	(44)	(82)	(71)
Net cash provided by (used for) financing activities	(883)	(79)	(258)
Net cash provided by (used for) continuing operations	(796)	108	(137)
Net cash provided by (used for) discontinued operations	842	(45)	-
Effects of changes in exchange rates on cash position	(48)	(8)	2
ncrease (decrease) in cash and cash equivalents	(2)	55	(135)
Cash and cash equivalents at beginning of the period	867	782	837
Cash and cash equivalents at end of period	865	837	702
_ess cash – discontinued operations	-	-	-
Cash and cash equivalents at end of period – continuing operations	865	837	702



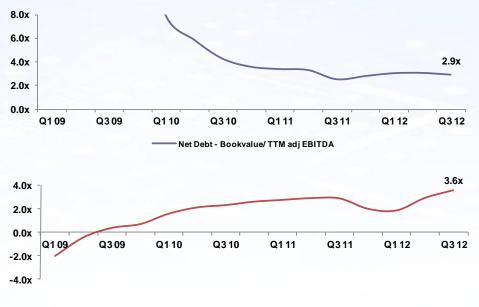
Adjusted EBITDA (\$M)

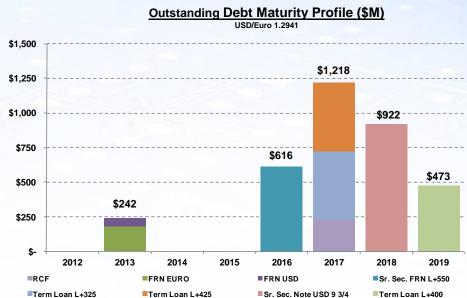
	Q3 2011	Q2 2012	Q3 2012
Net income (loss)	311	(74)	131
Income (loss) on discontinued operations	421		M.
Income (loss) on continuing operations	(110)	(74)	131
Reconciling items to EBITDA			
Financial (income) expense	174	178	33
(Benefit) provision for income taxes	20	7	6
Depreciation	68	62	59
Amortization	84	77	69
EBITDA	236	250	298
Results of equity-accounted investees	25	45	(2)
Restructuring ¹	7	1	3
Other incidental items ¹	11	19	(5)
Other adjustments	-	(46)	·
Adjusted EBITDA	279	269	294
Trailing 12-month Adjusted EBITDA	1,173	974	989
Excluding depreciation PP&E related to			
Restructuring	-	-	1
Other incidental items	-	1	-



Debt Summary October 24, 2012

Debt Instrument	Sr. Secured FRN	Sr. Secured FRN	Sr. Secured FRN	Term Loan A	Term Loan B	Sr. Secured Notes	Term Loan C	Revolving Credit Facility
Issue Date	15-Oct-06	15-Oct-06	10-Nov-11	05-Jun-11	16-Dec-11	20-Jul-10	19-Mar-12	27-Apr-12
Maturity Date	15-Oct-13	15-Oct-13	10-Nov-16	03-Apr-17	03-Apr-17	01-Aug-18	03-Apr-19	01-Mar-17
Issued Amount (M)	€ 1,000	\$1,535	\$615	\$500	\$500	\$1,000	\$475	€ 500
Book Value (M)	€ 142	\$58	\$608	\$491	\$478	\$922	\$466	€ 178
Outstanding Amount (M)	€ 142	\$58	\$616	\$493	\$495	\$922	\$473	€ 178
Coupon	Libor + 275 bps	Libor + 275 bps	Libor + 550 bps	Libor + 325 bps	Libor + 425 bps	9.75%	Libor + 400 bps	Libor + 250 bps
Rating								
Moody's	B3	B3	B3	B3	B3	В3	B3	B2
Standard & Poor's	B+	B+	B+	B+	B+	B+	B+	BB





Interest Coverage (Non-GAAP Op Inc/Interest Exp.)



Working Capital Ratios



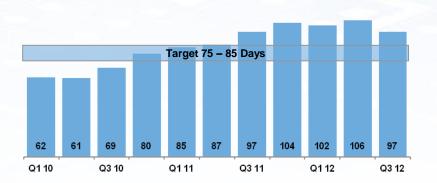




DPO

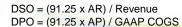


DIO



Cash Conversion Cycle





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



Automotive (AUTO) - HPMS Leader

2011 Revenue = \$930M, 24% Product Revenue, Flat Y-Y

Auto LED



Key Positions



Emerging Growth Engines



Aligned with Market Leaders



Highlights

- Secular market trends and characteristics
 - Focus on reduced CO₂, mobility and convenience
 - High barriers to entry and long product life-cycles
 - Auto electronics market to grow above market
 - High growth in BRIC countries
- Market leader for > 80% of automotive revenue
 - #3 in China, #5 world-wide
 - Focus on high margin segments
- Recent innovations to drive growth
 - First multi-standard digital software-defined radio
 - First single-chip digital radio for terrestrial radio
 - First with new "Flexray" in-car networking standard





Identification (IDEN) - Industry Leader

2011 Revenue = \$698M, 18% Product Revenue, Up 19% Y-Y



Key Positions



Emerging Growth Engines



Authentication

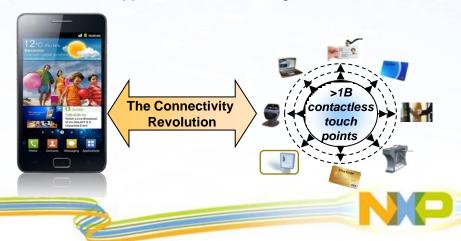


Aligned with Market Leaders



Highlights

- Secular market trends and solutions
 - Electronic Mobile Payments → Smart MXTM
 - Security & Trusted Access → Smart@ID™
 - Secure Connected Mobility → MIFARE™
 - Counterfeit prevention
- Market leader and innovator in identification market
 - Co-inventor of NFC with broad IP patent portfolio
 - Leader in field proven contactless interoperability
 - Proven vendor with complete NFC solution
 - Strategic collaboration with Google
- Recent innovations to drive growth
 - NXP is driving broad-based NFC ecosystem adoption
 - Authentication / Product tagging for inventory control
 - New opportunities: e-metering, car control, telematics...



Infrastructure and Industrial (I & I) – Focused Leader in Multi-market RF

2011 Revenue = \$617M, 16% Product Revenue, Down 3% Y-Y



Key Positions



Emerging Growth Engines



Aligned with Market Leaders



Highlights

Secular market trends

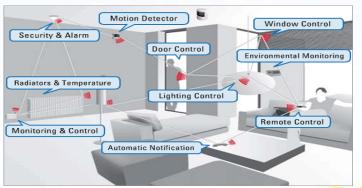
- Mobile data usage driving cellular base-station upgrade
- Increased demand for energy efficient lighting
- Emerging market for centralized smart grid control

Market leader

- Market leader in RF silicon tuners for DTV/STB/CMTS
- Innovator of *GreenChip* high voltage power supply
- Innovator in low power networked environmental control
 - Lighting control (CFL and LED)
 - Low power RF -wireless access (IEEE 802.15)

Recent innovations to drive growth

- Smart home RF connectivity
- Focus on low voltage power supply
- Personal Health portfolio based on low power RF





Portable and Computing (P & C) – Focused on Mobile Communications

2011 Revenue = \$661M, 17% Product Revenue, Down 4% Y-Y



Key Positions



Emerging Growth Engines



Aligned with Market Leaders



Highlights

Secular market trends

- Increased demand for energy efficiency
- Low power mixed-signal integration
- Shift toward embedded ARM-architecture

Multi- market leader

- High-speed interface product portfolio focused on
 - Portable applications
 - Enterprise computing applications
- 32-bit ARM MCU
 - Focused on ARM M0, M3, M4 cores
 - Leverage broad analog interface IP portfolio
 - Industrial, white goods and mobile focus
- Broad general purpose logic
 - Emerging load-switching opportunities

Recent innovations to drive growth

- High-speed system management
 - Voltage level shifting
 - Mobile-LED lighting management
- Semi-custom high-speed interface products
 - Leveraging IP and applications knowledge



Standard Products

- NXP's Standard Products portfolio provides solutions for energy efficiency and system protection leveraging expertise in component integration and packaging
- ▶ Commitment to quality product failure rate measured in parts per billion (ppb)
- ▶ Approximately 45% of all Standard Products are "designed-in"
- Design-in margin profile better than SP average, with lower annual ASP erosion
- ▶ Benefits of Standard Products to HPMS segment
 - Strong distribution footprint: #2 supplier worldwide, providing broad customer reach
 - ▶ Vast in-house manufacturing output (>70B units/yr) results in packaging innovation and scale

Discretes



#2 worldwide in small signal diodes & transistors, #1 in pure ESD Protection devices

Standard Linear



Voltage regulators for the mobile, computing & consumer markets

PowerMOS



PowerSO8

Low voltage power

MOSFETs for automotive

LFPak, the toughest

MOSFETs for automotive & high speed switching applications

Bipolar Power



China-based manufacturer of rectifiers & thyristors



Guidance for the Fourth Quarter of 2012⁽¹⁾



		Guida	nce Range	
	<u>Low</u>		Mid	<u>High</u>
Product Revenue	\$ 1,014	\$	1,048	\$ 1,081
Q-Q	-9%		-6%	-3%
Mfg. & Other Revenue	\$ 45	\$	45	\$ 45
Total Revenue	\$ 1,059	\$	1,093	\$ 1,126
Q-Q	-9%		-7%	-4%
Non-GAAP Gross Profit	\$ 491	\$	507	\$ 524
Non-GAAP Gross Margin	46.4%		46.4%	46.5%
Non-GAAP Operating Income	\$ 187	\$	201	\$ 216
Non-GAAP Operating Margin	17.7%		18.4%	19.2%
Interest Expense	\$ 53	\$	53	\$ 53
Cash Taxes	\$ 11	\$	11	\$ 11
Non-controlling Interest	\$ 17	\$	17	\$ 17
Non-GAAP Net Income	\$ 106	\$	120	\$ 135
Ave. Diluted Shares	253		253	253
Non - GAAP EPS	\$ 0.41	\$	0.47	\$ 0.53

Product Revenue trends at the mid-point of 3Q12 guidance:

- 1. Automotive is expected to be approximately down midsingle digit percentage points Q-Q;
- 2. Identification is expected be approximately flat Q-Q;
- Infrastructure and Industrial is expected to be down approximately upper single digit percentage points Q-Q;
- 4. Portable and Computing are expected to be down approximately 10 percentage points Q-Q;
- 5. Standard Products is expected to be down approximately upper single digit percentage points Q-Q

Note (1): NXP has based the guidance included in our earnings press release issued on October 24, 2012 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 earnings press release. 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 provided in our earnings press release issued on October 24, 2012. In relation to the use of non-GAAP financial information are the note regarding "Use of Non-GAAP financial information are the note regarding to the factors, risks and uncertainties to which judgments, estimates and forward-looking statements." We undertake no obligation to publicly update or revise any forward-looking statements, including the guidance set forth in our earnings press release issued on October 24, 2012, 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 on a forward looking basis.



Target Financial Model

So mil

	HPMS Target	SP Target ⁽¹⁾	NXP Target ⁽²⁾
Revenue	> Market Growth	@ Market Growth	> Market growth
Product Revenue Mix	>80%	<20%	
Non-GAAP Gross Margin	58 - 63%	33 - 39%	52 - 56%
Non-GAAP Operating Margin	24 - 29%	18 - 23%	23 - 28%
Long-term Tax Rate			12% - 14% ⁽³⁾
Capex			~5% over a cycle
NWC			DSO 40-45 Days
			DIO 75-85 Days
			DPO 70-80 Days
Depreciation			6 - 7% of sales,
			decreasing
Net Debt / adj. EBITDA			Investment grade

Notes:



^{1.} Reflects new target operating model for Standard Products after divestment of Sound Solutions business

^{2.} Non-product Manufacturing, Corporate and Other business to be less than 10% total revenue at target

^{3.} Cash taxes are expected to be \$40 - \$60 million per year for next several years as NXP utilizes tax loss carry-forwards

