

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended July 3, 2022

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: **001-34841**

NXP Semiconductors N.V.

(Exact name of registrant as specified in its charter)

Netherlands

(State or other jurisdiction
of incorporation or organization)

98-1144352

(I.R.S. employer identification number)

60 High Tech Campus

Eindhoven

Netherlands

(Address of principal executive offices)

5656 AG

(Zip code)

+31 40 2729999

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common shares, EUR 0.20 par value	NXPI	The Nasdaq Global Select Market

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of July 22, 2022, there were 262,598,471 shares of our common stock, €0.20 par value per share, issued and outstanding.

NXP Semiconductors N.V.
Form 10-Q
For the Fiscal Quarter Ended July 3, 2022
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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

(\$ in millions, unless otherwise stated)

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Revenue	3,312	2,596	6,448	5,163
Cost of revenue	(1,430)	(1,174)	(2,789)	(2,386)
Gross profit	1,882	1,422	3,659	2,777
Research and development	(542)	(476)	(1,060)	(937)
Selling, general and administrative	(265)	(234)	(516)	(456)
Amortization of acquisition-related intangible assets	(134)	(139)	(269)	(319)
Total operating expenses	(941)	(849)	(1,845)	(1,712)
Other income (expense)	2	—	2	—
Operating income (loss)	943	573	1,816	1,065
Financial income (expense):				
Extinguishment of debt	(18)	—	(18)	—
Other financial income (expense)	(110)	(100)	(215)	(187)
Income (loss) before income taxes	815	473	1,583	878
Benefit (provision) for income taxes	(129)	(65)	(243)	(105)
Results relating to equity-accounted investees	(3)	(2)	9	(3)
Net income (loss)	683	406	1,349	770
Less: Net income (loss) attributable to non-controlling interests	13	9	22	20
Net income (loss) attributable to stockholders	670	397	1,327	750
Earnings per share data:				
<i>Net income (loss) per common share attributable to stockholders in \$</i>				
Basic	2.55	1.46	5.05	2.73
Diluted	2.53	1.42	5.01	2.67
Weighted average number of shares of common stock outstanding during the period (in thousands):				
Basic	262,579	272,686	262,837	275,145
Diluted	264,692	278,735	264,909	281,063

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(\$ in millions, unless otherwise stated)

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Net income (loss)	683	406	1,349	770
Other comprehensive income (loss), net of tax:				
Change in fair value cash flow hedges	(8)	—	(12)	(14)
Change in foreign currency translation adjustment	(69)	9	(87)	(33)
Change in net actuarial gain (loss)	(1)	—	(1)	—
Total other comprehensive income (loss)	(78)	9	(100)	(47)
Total comprehensive income (loss)	605	415	1,249	723
Less: Comprehensive income (loss) attributable to non-controlling interests	13	9	22	20
Total comprehensive income (loss) attributable to stockholders	592	406	1,227	703

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

(\$ in millions, unless otherwise stated)

	July 3, 2022	December 31, 2021
ASSETS		
Current assets:		
Cash and cash equivalents	3,545	2,830
Accounts receivable, net	996	923
Inventories, net	1,462	1,189
Other current assets	317	286
Total current assets	6,320	5,228
Non-current assets:		
Other non-current assets	1,848	1,346
Property, plant and equipment, net of accumulated depreciation of \$4,931 and \$4,676	2,914	2,635
Identified intangible assets, net of accumulated amortization of \$3,111 and \$3,021	1,527	1,694
Goodwill	9,930	9,961
Total non-current assets	16,219	15,636
Total assets	22,539	20,864
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	1,462	1,252
Restructuring liabilities-current	12	25
Other current liabilities	1,467	1,175
Total current liabilities	2,941	2,452
Non-current liabilities:		
Long-term debt	11,160	10,572
Restructuring liabilities	12	12
Deferred tax liabilities	41	57
Other non-current liabilities	1,159	1,001
Total non-current liabilities	12,372	11,642
Total liabilities	15,313	14,094
Equity:		
Non-controlling interests	264	242
Stockholders' equity:		
Common stock, par value €0.20 per share:	56	56
Capital in excess of par value	13,904	13,727
Treasury shares, at cost:		
11,924,962 shares (2021: 9,569,359 shares)	(2,424)	(1,932)
Accumulated other comprehensive income (loss)	(52)	48
Accumulated deficit	(4,522)	(5,371)
Total stockholders' equity	6,962	6,528
Total equity	7,226	6,770
Total liabilities and equity	22,539	20,864

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

(\$ in millions, unless otherwise stated)

	For the six months ended	
	July 3, 2022	July 4, 2021
<i>Cash flows from operating activities:</i>		
Net income (loss)	1,349	770
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation and amortization	627	646
Share-based compensation	178	184
Amortization of discount (premium) on debt, net	1	1
Amortization of debt issuance costs	3	3
Net (gain) loss on sale of assets	(1)	—
(Gain) loss on equity security, net	4	2
(Gain) loss on extinguishment of debt	18	—
Results relating to equity-accounted investees	(9)	3
Deferred tax expense (benefit)	(98)	12
<i>Changes in operating assets and liabilities:</i>		
(Increase) decrease in receivables and other current assets	(111)	(230)
(Increase) decrease in inventories	(273)	(86)
Increase (decrease) in accounts payable and other liabilities	270	124
Decrease (increase) in other non-current assets	(288)	(60)
Exchange differences	(3)	—
Other items	8	(1)
Net cash provided by (used for) operating activities	1,675	1,368
<i>Cash flows from investing activities:</i>		
Purchase of identified intangible assets	(72)	(72)
Capital expenditures on property, plant and equipment	(548)	(300)
Purchase of equipment leased to others	(5)	—
Proceeds from disposals of property, plant and equipment	1	—
Purchase of interests in businesses, net of cash acquired	(5)	(1)
Purchase of investments	(2)	(6)
Proceeds from sale of investments	12	8
Proceeds from return of equity investment	2	1
Net cash provided by (used for) investing activities	(617)	(370)
<i>Cash flows from financing activities:</i>		
Repurchase of long-term debt	(917)	—
Proceeds from the issuance of long-term debt	1,496	2,000
Cash paid for debt issuance costs	(13)	(22)
Dividends paid to common stockholders	(371)	(260)
Proceeds from issuance of common stock through stock plans	28	31
Purchase of treasury shares and restricted stock unit withholdings	(554)	(2,108)
Other, net	(1)	(1)
Net cash provided by (used for) financing activities	(332)	(360)
Effect of changes in exchange rates on cash positions	(11)	(3)
Increase (decrease) in cash and cash equivalents	715	635
Cash and cash equivalents at beginning of period	2,830	2,275
Cash and cash equivalents at end of period	3,545	2,910
Supplemental disclosures to the condensed consolidated cash flows		
<i>Net cash paid during the period for:</i>		
Interest	178	160
Income taxes, net of refunds	272	161
<i>Net gain (loss) on sale of assets:</i>		
Cash proceeds from the sale of assets	1	—
Book value of these assets	—	—
<i>Non-cash investing activities:</i>		
Non-cash capital expenditures	243	167

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)

(\$ in millions, unless otherwise stated)

	Outstanding number of shares (in thousands)	Common stock	Capital in excess of par value	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity	Non-controlling interests	Total equity
Balance as of December 31, 2021	264,950	56	13,727	(1,932)	48	(5,371)	6,528	242	6,770
Net income (loss)						657	657	9	666
Other comprehensive income					(22)		(22)		(22)
Share-based compensation plans			92				92		92
Shares issued pursuant to stock awards	256			51		(23)	28		28
Treasury shares repurchased and retired	(2,653)			(552)			(552)		(552)
Dividends common stock (\$0.8450 per share)						(222)	(222)		(222)
Balance as of April 3, 2022	262,553	56	13,819	(2,433)	26	(4,959)	6,509	251	6,760
Net income (loss)						670	670	13	683
Other comprehensive income					(78)		(78)		(78)
Share-based compensation plans			85				85		85
Shares issued pursuant to stock awards	57			11		(11)	—		—
Treasury shares repurchased and retired	(15)			(2)			(2)		(2)
Dividends common stock (\$0.8450 per share)						(222)	(222)		(222)
Balance as of July 3, 2022	262,595	56	13,904	(2,424)	(52)	(4,522)	6,962	264	7,226

	Outstanding number of shares (in thousands)	Common stock	Capital in excess of par value	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity	Non-controlling interests	Total equity
Balance as of December 31, 2020	280,475	59	14,133	(1,037)	117	(4,328)	8,944	207	9,151
Net income (loss)						353	353	11	364
Other comprehensive income					(56)		(56)		(56)
Share-based compensation plans			91				91		91
Shares issued pursuant to stock awards	361			37		(6)	31		31
Treasury shares repurchased and retired	(5,087)			(905)			(905)		(905)
Dividends common stock (\$0.5625 per share)						(155)	(155)		(155)
Balance as of April 4, 2021	275,749	59	14,224	(1,905)	61	(4,136)	8,303	218	8,521
Net income (loss)						397	397	9	406
Other comprehensive income					9		9		9
Share-based compensation plans			88				88		88
Shares issued pursuant to stock awards	64			6		(6)	—		—
Treasury shares repurchased and retired	(6,103)			(1,203)			(1,203)		(1,203)
Dividends common stock (\$0.5625 per share)						(152)	(152)		(152)
Balance as of July 4, 2021	269,710	59	14,312	(3,102)	70	(3,897)	7,442	227	7,669

See accompanying notes to the Condensed Consolidated Financial Statements

NXP SEMICONDUCTORS N.V.
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
All amounts in millions of \$ unless otherwise stated

1 Basis of Presentation and Overview

We prepared our interim condensed consolidated financial statements that accompany these notes in conformity with U.S. generally accepted accounting principles, consistent in all material respects with those applied in our Annual Report on Form 10-K for the year ended December 31, 2021.

We have made estimates and judgments affecting the amounts reported in our condensed consolidated financial statements and the accompanying notes. The actual results that we experience may differ materially from our estimates. The interim financial information is unaudited, but reflects all normal adjustments that are, in our opinion, necessary to provide a fair statement of results for the interim periods presented. This interim information should be read in conjunction with the consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2021.

2 Significant Accounting Policies and Recent Accounting Pronouncements

Significant Accounting Policies

For a discussion of our significant accounting policies see, “Part II – Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – “Significant Accounting Policies” of our Annual Report on Form 10-K for the year ended December 31, 2021. There have been no changes to our significant accounting policies since our Annual Report on Form 10-K for the year ended December 31, 2021.

Accounting standards recently adopted

No new accounting pronouncements were issued or became effective in the period that had, or are expected to have, a material impact on our Consolidated Financial Statements.

3 Acquisitions and Divestments

2022

There were no material acquisitions or divestments during the first six months of 2022.

2021

On July 6, 2021, we acquired Retune DSP for a total consideration of \$15.7 million, net of closing adjustments.

4 Supplemental Financial Information

Statement of Operations Information:

Disaggregation of revenue

The following table presents revenue disaggregated by sales channel:

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Distributors	1,829	1,518	3,509	2,986
Original Equipment Manufacturers and Electronic Manufacturing Services	1,441	1,040	2,853	2,104
Other	42	38	86	73
Total	3,312	2,596	6,448	5,163

Depreciation, amortization and impairment

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Depreciation of property, plant and equipment	149	135	291	267
Amortization of internal use software	4	2	6	4
Amortization of other identified intangible assets ¹⁾	164	168	330	375
Total - Depreciation, amortization and impairment	317	305	627	646

¹⁾ For the six month period ending July 4, 2021, the amount includes an impairment charge as a result of the discontinuation of an IPR&D project for an amount of \$36 million.

Financial income and expense

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Interest income	6	1	8	2
Interest expense	(106)	(90)	(210)	(177)
Total interest expense, net	(100)	(89)	(202)	(175)
Extinguishment of debt	(18)	—	(18)	—
Foreign exchange rate results	3	(1)	3	—
Miscellaneous financing costs/income and other, net	(13)	(10)	(16)	(12)
Total other financial income/ (expense)	(28)	(11)	(31)	(12)
Total - Financial income and expenses	(128)	(100)	(233)	(187)

Earnings per share

The computation of earnings per share (EPS) is presented in the following table:

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Net income (loss)	683	406	1,349	770
Less: net income (loss) attributable to non-controlling interests	13	9	22	20
Net income (loss) attributable to stockholders	670	397	1,327	750
Weighted average number of shares outstanding (after deduction of treasury shares) during the year (in thousands)	262,579	272,686	262,837	275,145
Plus incremental shares from assumed conversion of:				
Options ¹⁾	295	394	309	406
Restricted Share Units, Performance Share Units and Equity Rights ²⁾	1,818	5,655	1,763	5,512
Dilutive potential common shares	2,113	6,049	2,072	5,918
Adjusted weighted average number of shares outstanding (after deduction of treasury shares) during the year (in thousands)	264,692	278,735	264,909	281,063
EPS attributable to stockholders in \$:				
Basic net income (loss)	2.55	1.46	5.05	2.73
Diluted net income (loss)	2.53	1.42	5.01	2.67

There were no stock options to purchase shares of NXP's common stock that were outstanding in Q2 2022 and YTD 2022 (Q2 2021 and YTD 2021: no shares) that were anti-dilutive and were not included in the computation of diluted EPS because the exercise price was greater than the average fair market value of the common stock or the number of shares assumed to be repurchased using the proceeds of unrecognized compensation expense and exercise prices were greater than the weighted average number of shares underlying outstanding stock options.

There were 0.3 million unvested RSUs, PSUs and equity rights that were outstanding in Q2 2022 and 0.3 million outstanding YTD 2022 (Q2 2021 and YTD 2021: no shares) that were anti-dilutive and were not included in the computation of diluted EPS because the number of shares assumed to be repurchased using the proceeds of unrecognized compensation expense were greater than the weighted average number of outstanding unvested RSUs, PSUs and equity rights or the performance goal has not been met yet.

Balance Sheet Information

Cash and cash equivalents

At July 3, 2022 and December 31, 2021, our cash balance was \$3,545 million and \$2,830 million, respectively, of which \$193 million and \$208 million was held by SSMC, our consolidated joint venture company with TSMC. Under the terms of our joint venture agreement with TSMC, a portion of this cash can be distributed by way of a dividend to us, but 38.8% of the dividend will be paid to our joint venture partner. During both first six months of 2022 and 2021, no dividends were declared by SSMC.

Inventories

The portion of finished goods stored at customer locations under consignment amounted to \$8 million as of July 3, 2022 (December 31, 2021: \$12 million).

Inventories are summarized as follows:

	July 3, 2022	December 31, 2021
Raw materials	129	107
Work in process	1,083	846
Finished goods	250	236
	<u>1,462</u>	<u>1,189</u>

The amounts recorded above are net of allowance for obsolescence of \$136 million as of July 3, 2022 (December 31, 2021: \$120 million).

Equity Investments

At July 3, 2022 and December 31, 2021, the total carrying value of investments in equity securities is summarized as follows:

	July 3, 2022	December 31, 2021
Marketable equity securities	10	18
Non-marketable equity securities	10	19
Equity-accounted investments	88	75
	<u>108</u>	<u>112</u>

The total carrying value of investments in equity-accounted investees is summarized as follows:

	July 3, 2022		December 31, 2021	
	Shareholding %	Amount	Shareholding %	Amount
SMART Growth Fund, L.P. ¹⁾	8.41 %	44	8.41 %	31
Others	—	44	—	44
		<u>88</u>		<u>75</u>

¹⁾ Previously named "Wise Road Industry Investment Fund I, L.P."

Results related to equity-accounted investees at the end of each period were as follows:

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Company's share in income (loss)	(3)	(2)	8	(3)
Other results	—	—	1	—
	<u>(3)</u>	<u>(2)</u>	<u>9</u>	<u>(3)</u>

Other current liabilities

Other current liabilities at July 3, 2022 and December 31, 2021 consisted of the following:

	July 3, 2022	December 31, 2021
Accrued compensation and benefits	463	476
Income taxes payable	134	82
Dividend payable	222	149
Other	648	468
	1,467	1,175

Accumulated other comprehensive income (loss)

Total comprehensive income (loss) represents net income (loss) plus the results of certain equity changes not reflected in the condensed consolidated statements of operations. The after-tax components of accumulated other comprehensive income (loss) and their corresponding changes are shown below:

	Currency translation differences	Change in fair value cash flow hedges	Net actuarial gain/(losses)	Accumulated Other Comprehensive Income (loss)
As of December 31, 2021	207	—	(159)	48
Other comprehensive income (loss) before reclassifications	(87)	(24)	(1)	(112)
Amounts reclassified out of accumulated other comprehensive income (loss)	—	8	—	8
Tax effects	—	4	—	4
Other comprehensive income (loss)	(87)	(12)	(1)	(100)
As of July 3, 2022	120	(12)	(160)	(52)

Cash dividends

The following dividends were declared during the first two quarters of 2022 and 2021 under NXP's quarterly dividend program:

	Fiscal year 2022		Fiscal year 2021	
	Dividend per share	Amount	Dividend per share	Amount
First quarter	0.845	222	0.5625	155
Second quarter	0.845	222	0.5625	152

The dividend declared in the second quarter (not yet paid) is classified in the condensed consolidated balance sheet in other current liabilities as of July 3, 2022 and was subsequently paid on July 6, 2022.

5 Restructuring

At each reporting date, we evaluate our restructuring liabilities, which consist primarily of termination benefits, to ensure that our accruals are still appropriate.

The following table presents the changes in restructuring liabilities in 2022:

	As of January 1, 2022	Additions	Utilized	Released	Other changes	As of July 3, 2022
Restructuring liabilities	37	1	(8)	(5)	(1)	24

There were no significant restructuring costs incurred for both six month periods ended July 3, 2022 and July 4, 2021 and the utilization of the restructuring liabilities mainly reflects the execution of ongoing restructuring programs the Company initiated in earlier years.

These restructuring charges recorded in operating income, for the periods indicated, are included in the following line items in the statement of operations:

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Cost of revenue	(3)	—	(3)	—
Research and development	(1)	1	(2)	1
Selling, general and administrative	—	—	—	—
Net restructuring charges	(4)	1	(5)	1

6 Income Taxes

Benefit/provision for income taxes:

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Tax expense (benefit)	129	65	243	105
Effective tax rate	15.8 %	13.7 %	15.4 %	12.0 %

Our provision for income taxes for the first six months of 2022 was \$243 million (15.4% effective tax rate) compared to a provision from income taxes of \$105 million (12.0% effective tax rate) for the first six months of 2021. The increase in the income tax expense was due to higher income before income taxes as a result of the improved operational performance of the company which was partly offset by an increase in tax incentives also taking into account the effect of specific US tax law that became effective as from 2022. In addition to this, in the first six months of 2021 there were income tax benefits due to changes in estimates of prior positions and a net change in the valuation allowance.

The Company benefits from income tax incentives in certain jurisdictions which provide that we pay reduced income taxes in those jurisdictions for a fixed period of time that varies depending on the jurisdiction. The predominant income tax holiday is expected to expire at the end of 2026. The impact of this tax holiday decreased foreign income taxes for the second quarter of 2022 by \$4 million and decreased by \$3 million for the second quarter 2021 (YTD 2022: a decrease of \$7 million and YTD 2021: a decrease of \$7 million). The benefit of this tax holiday on net income per share (diluted) was \$0.02 for the second quarter of 2022 (YTD 2022: \$0.03) and \$0.02 for the second quarter of 2021 (YTD 2021: \$0.03).

7 Identified Intangible Assets

Identified intangible assets as of July 3, 2022 and December 31, 2021, respectively, were composed of the following:

	July 3, 2022		December 31, 2021	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
In-process R&D (IPR&D) ¹⁾	53	—	96	—
Marketing-related	—	—	81	(81)
Customer-related	849	(345)	852	(325)
Technology-based	3,736	(2,766)	3,686	(2,615)
Identified intangible assets	4,638	(3,111)	4,715	(3,021)

¹⁾ IPR&D is not subject to amortization until completion or abandonment of the associated research and development effort.

The estimated amortization expense for these identified intangible assets for each of the five succeeding years is:

2022 (remaining)	308
2023	436
2024	251
2025	133
2026	69
Thereafter	330

All intangible assets, excluding IPR&D and goodwill, are subject to amortization and have no assumed residual value.

The expected weighted average remaining life of identified intangibles is 4 years as of July 3, 2022 (December 31, 2021: 4 years).

8 Debt

Exchange Offers

On April 14, 2022, we initiated a registered exchange offering of our outstanding Senior Unsecured Notes (the "Notes") for new issues of substantially identical registered debt securities (the "Exchange Offers"). The Exchange Offers expired on May 16, 2022, at which time substantially all of the Notes were exchanged for registered senior unsecured notes with the U.S. Securities and Exchange Commission.

Debt Issuance and redemption

On May 16, 2022, NXP B.V., together with NXP Funding LLC and NXP USA, Inc., issued \$500 million of 4.4% senior unsecured notes due June 1, 2027 and \$1 billion of 5.0% senior unsecured notes due January 15, 2033.

On May 27, 2022 we redeemed the \$900 million aggregate principal amount of outstanding dollar-denominated 4.625% Senior Unsecured Notes due 2023 in accordance with the terms of the indenture.

The following table summarizes the outstanding debt as of July 3, 2022 and December 31, 2021:

	Maturities	July 3, 2022		December 31, 2021	
		Amount	Interest rate	Amount	Interest rate
Fixed-rate 4.625% senior unsecured notes	Jun, 2023	—	4.625	900	4.625
Fixed-rate 4.875% senior unsecured notes	Mar, 2024	1,000	4.875	1,000	4.875
Fixed-rate 2.7% senior unsecured notes	May, 2025	500	2.700	500	2.700
Fixed-rate 5.35% senior unsecured notes	Mar, 2026	500	5.350	500	5.350
Fixed-rate 3.875% senior unsecured notes	Jun, 2026	750	3.875	750	3.875
Fixed-rate 3.15% senior unsecured notes	May, 2027	500	3.150	500	3.150
Fixed-rate 4.40% senior unsecured notes	June, 2027	500	4.400	—	—
Fixed-rate 5.55% senior unsecured notes	Dec, 2028	500	5.550	500	5.550
Fixed-rate 4.3% senior unsecured notes	Jun, 2029	1,000	4.300	1,000	4.300
Fixed-rate 3.4% senior unsecured notes	May, 2030	1,000	3.400	1,000	3.400
Fixed-rate 2.5% senior unsecured notes	May, 2031	1,000	2.500	1,000	2.500
Fixed-rate 2.65% senior unsecured notes	Feb, 2032	1,000	2.650	1,000	2.650
Fixed-rate 5.00% senior unsecured notes	Jan, 2033	1,000	5.000	—	—
Fixed-rate 3.25% senior unsecured notes	May, 2041	1,000	3.250	1,000	3.250
Fixed-rate 3.125% senior unsecured notes	Feb, 2042	500	3.125	500	3.125
Fixed-rate 3.25% senior unsecured notes	Nov, 2051	500	3.250	500	3.250
Floating-rate revolving credit facility (RCF)	Jun, 2024	—	—	—	—
Total principal		11,250		10,650	
Unamortized discounts, premiums and debt issuance costs		(90)		(78)	
Total debt, including unamortized discounts, premiums, debt issuance costs and fair value adjustments		11,160		10,572	
Current portion of long-term debt		—		—	
Long-term debt		11,160		10,572	

9 Related-Party Transactions

The Company's related parties are the members of the board of directors of NXP Semiconductors N.V., the executive officers of NXP Semiconductors N.V. and equity-accounted investees.

The following table presents the amounts related to revenue and other income and purchase of goods and services incurred in transactions with these related parties:

	For the three months ended		For the six months ended	
	July 3, 2022	July 4, 2021	July 3, 2022	July 4, 2021
Revenue and other income	2	2	5	4
Purchase of goods and services	1	1	2	2

The following table presents the amounts related to receivable and payable balances with these related parties:

	July 3, 2022	December 31, 2021
Receivables	1	1
Payables	3	3

10 Fair Value Measurements

The following table summarizes the estimated fair value of our financial instruments which are measured at fair value on a recurring basis:

	Fair value hierarchy	Estimated fair value	
		July 3, 2022	December 31, 2021
Assets:			
Money market funds	1	2,554	2,111
Marketable equity securities	1	10	18
Derivative instruments-assets	2	1	5
Liabilities:			
Derivative instruments-liabilities	2	(26)	(3)

The following methods and assumptions were used to estimate the fair value of financial instruments:

Assets and liabilities measured at fair value on a recurring basis

Investments in money market funds (as part of our cash and cash equivalents) and marketable equity securities (as part of other non-current assets) have fair value measurements which are all based on quoted prices in active markets for identical assets or liabilities. For derivatives (as part of other current assets or accrued liabilities) the fair value is based upon significant other observable inputs depending on the nature of the derivative.

Assets and liabilities recorded at fair value on a non-recurring basis

We measure and record our non-marketable equity securities, equity method investments and non-financial assets, such as intangible assets and property, plant and equipment, at fair value when an impairment charge is required.

Assets and liabilities not recorded at fair value on a recurring basis

Financial instruments not recorded at fair value on a recurring basis include non-marketable equity securities and equity method investments that have not been remeasured or impaired in the current period and debt.

As of July 3, 2022, the estimated fair value of current and non-current debt was \$10.2 billion (\$11.3 billion as of December 31, 2021). The fair value is estimated on the basis of broker-dealer quotes, which are Level 2 inputs. Accrued interest is included under accrued liabilities and not within the carrying amount or estimated fair value of debt.

11 Commitments and Contingencies

Purchase Commitments

The Company maintains purchase commitments with certain suppliers, primarily for raw materials, semi-finished goods and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time-horizon as mutually agreed upon between the parties. This forecasted time-horizon can vary for different suppliers. As of July 3, 2022, the Company had purchase commitments of \$3,885 million, which are due through 2044. Our long-term obligations increased substantially in 2021 as we locked in long-term supply with our key manufacturing partners.

Litigation

We are regularly involved as plaintiffs or defendants in claims and litigation relating to a variety of matters such as contractual disputes, personal injury claims, employee grievances and intellectual property litigation. In addition, our acquisitions, divestments and financial transactions sometimes result in, or are followed by, claims or litigation. Some of these claims may possibly be recovered from insurance reimbursements. Although the ultimate disposition of asserted claims cannot be predicted with certainty, it is our belief that the outcome of any such claims, either individually or on a combined basis, will not have a material adverse effect on our consolidated financial position. However, such outcomes may be material to our condensed consolidated statement of operations for a particular period. The Company records an accrual for any claim that arises whenever it considers that it is probable that it is exposed to a loss contingency and the amount of the loss contingency can be reasonably estimated. The Company does not record a gain contingency until the period in which all contingencies are resolved and the gain is realized or realizable. Legal fees are expensed when incurred.

Based on the most current information available to it and based on its best estimate, the Company also reevaluates at least on a quarterly basis the claims that have arisen to determine whether any new accruals need to be made or whether any accruals made need to be adjusted. Based on the procedures described above, the Company has an aggregate amount of \$61 million accrued for potential and current legal proceedings pending as of July 3, 2022, compared to \$65 million accrued at December 31, 2021 (without reduction for any related insurance reimbursements). The accruals are included in "Other non-current liabilities". As of July 3, 2022, the Company's related balance of insurance reimbursements was \$43 million (December 31, 2021: \$46 million) and is included in "Other non-current assets".

The Company also estimates the aggregate range of reasonably possible losses in excess of the amount accrued based on currently available information for those cases for which such estimate can be made. The estimated aggregate range requires significant judgment, given the varying stages of the proceedings, the existence of multiple defendants (including the Company) in such claims whose share of liability has yet to be determined, the numerous yet-unresolved issues in many of the claims, and the attendant uncertainty of the various potential outcomes of such claims. Accordingly, the Company's estimate will change from time to time, and actual losses may be more than the current estimate. As at July 3, 2022, the Company believes that for all litigation pending its potential aggregate exposure to loss in excess of the amount accrued (without reduction for any amounts that may possibly be recovered under insurance programs) could range between \$0 and \$72 million. Based upon our past experience with these matters, the Company would expect to receive additional insurance reimbursement of up to \$89 million on certain of these claims that would partially offset the potential aggregate exposure to loss in excess of the amount accrued.

In addition, the Company is currently assisting Motorola in the defense of personal injury lawsuits due to indemnity obligations included in the agreement that separated Freescale from Motorola in 2004. The multi-plaintiff Motorola lawsuits are pending in the Circuit Court of Cook County, Illinois. These claims allege a link between working in semiconductor manufacturing clean room facilities and birth defects in 22 individuals. The Motorola suits allege exposures between 1980 and 2005. Each claim seeks an unspecified amount of damages for the alleged injuries; however, legal counsel representing the plaintiffs has indicated they will seek substantial compensatory and punitive damages from Motorola for the entire inventory of claims which, if proven and recovered, the Company considers to be material. A portion of any indemnity due to Motorola will be reimbursed to NXP if Motorola receives an indemnification payment from its insurance coverage. Motorola has potential insurance coverage for many of the years indicated above, but with differing types and levels of coverage, self-insurance retention amounts and deductibles. We are in discussions with Motorola and their insurers regarding the availability of applicable insurance coverage for each of the individual cases. Motorola and NXP have denied liability for these alleged injuries based on numerous defenses.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This interim Management's Discussion and Analysis ("MD&A") should be read in conjunction with our consolidated financial statements and notes and the MD&A in our Annual Report on Form 10-K for the year ended December 31, 2021. This discussion contains forward-looking statements that involve a number of risks and uncertainties, including any statements that refer to projections of our future financial performance, our anticipated growth and trends in our businesses, uncertain events or assumptions, and other characterizations of future events or circumstances, including the expected timeline to remediate the identified material weakness in our internal control over financial reporting, the uncertain nature, magnitude, and duration of hostilities stemming from Russia's recent military invasion of the Ukraine, and our response to the current global pandemic and the potential impact the pandemic will have on our operations, liquidity, customers, facilities and supply chain. Such statements are based on our current expectations and could be affected by the uncertainties and risk factors described throughout this filing, and in "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K. Our actual results may differ materially from those contained in any forward-looking statements. We undertake no obligation to update any forward-looking statement to reflect subsequent events or circumstances.

Our MD&A is provided in addition to the accompanying consolidated financial statements and notes to assist readers in understanding our results of operations, financial condition and cash flows. MD&A is organized as follows:

- *Overview* - Overall analysis of financial and other highlights to provide context for the MD&A
- *Results of Operations* - An analysis of our financial results
- *Liquidity and Capital Resources* - An analysis of changes in our balance sheets and cash flows
- *Information Regarding Guarantors of NXP* - Financial information of the Obligor Group on a combined basis

Overview

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	YTD 2022	YTD 2021
Revenue	3,312	2,596	6,448	5,163
Gross profit	1,882	1,422	3,659	2,777
Operating income (loss)	943	573	1,816	1,065
Cash flow from operating activities	819	636	1,675	1,368
Total debt	11,160	9,591	11,160	9,591
Net debt	7,615	6,681	7,615	6,681
Diluted weighted average number of shares outstanding	264,692	278,735	264,909	281,063
Diluted net income per share	2.53	1.42	5.01	2.67
Dividends per common share	0.8450	0.5625	1.6900	1.1250

Q2 2022 compared to Q2 2021

Revenue for the three months ended July 3, 2022 was \$3,312 million compared to \$2,596 million for the three months ended July 4, 2021, an increase of \$716 million or an increase of 27.6% year-on-year. Revenue growth during the quarter was due to increased volumes of products shipped driven by the continued industry-wide demand for semiconductors across the company's focused end markets, and the positive mix effects within the company's focused end markets. Additionally, the company continued to experience the inflationary effects of increased input costs from its suppliers which were passed along to end customers in the form of higher average selling prices.

Our gross profit percentage for the second quarter of 2022 increased from 54.8% in the second quarter of 2021 to 56.8%, primarily from the continued significant acceleration of revenue in the second quarter of 2022 compared to the same period in 2021, which led to improved factory loading, increased manufacturing volumes, and higher sales prices, which were mostly offset by higher input costs.

We continue to generate strong operating cash flows, with \$819 million in cash flows from operations for the second quarter of 2022. We returned \$224 million to our shareholders during the second quarter of 2022. Our cash position at the end of the second quarter of 2022 was \$3,545 million. This includes the net proceeds of the \$1.5 billion of senior unsecured debt issued by NXP on May 16, 2022.

YTD 2022 compared to YTD 2021

Revenue for the six months ended July 3, 2022 was \$6,448 million compared to \$5,163 million for the six months ended July 4, 2021, an increase of \$1,285 million or an increase of 24.9% year-on-year. The increase within the first half 2022 is attributed to strong demand, across all of the end markets.

Our gross profit percentage for the six months ended July 3, 2022 increased from 53.8% for the six months ended July 4, 2021 to 56.7%, primarily from the continued significant acceleration of revenue in the first six months of 2022 compared to the same period in 2021, which led to improved factory loading, increased manufacturing volumes, and higher sales prices, which were mostly offset by higher input costs.

Cash flow from operations for the first six months of 2022 was \$1,675 million. Total shareholder return for the first six months of 2022 was \$925 million. Our cash position remains solid, with the net proceeds of the \$1.5 billion in newly issued debt adding to our cash and cash equivalents.

Results of operations

The following table presents operating income for each of the three month periods ended July 3, 2022 and July 4, 2021, respectively:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	YTD 2022	YTD 2021
Revenue	3,312	2,596	6,448	5,163
% nominal growth	27.6	42.9	24.9	34.5
Gross profit	1,882	1,422	3,659	2,777
Research and development	(542)	(476)	(1,060)	(937)
Selling, general and administrative	(265)	(234)	(516)	(456)
Amortization of acquisition-related intangible assets	(134)	(139)	(269)	(319)
Other income (expense)	2	—	2	—
Operating income (loss)	943	573	1,816	1,065

Revenue

Q2 2022 compared to Q2 2021

Revenue for the three months ended July 3, 2022 was \$3,312 million compared to \$2,596 million for the three months ended July 4, 2021, an increase of \$716 million or an increase of 27.6% year-on-year, with growth in all of the Company's four focus end markets.

YTD 2022 compared to YTD 2021

Revenue for the six months ended July 3, 2022 was \$6,448 million compared to \$5,163 for the six months ended July 4, 2021, an increase of \$1,285 million or 24.9%, with growth in all of the Company's four end markets.

Revenue by end market was as follows:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	Change	YTD 2022	YTD 2021	Change
Automotive	1,713	1,262	35.7 %	3,270	2,491	31.3 %
Industrial & IoT	713	571	24.9 %	1,395	1,142	22.2 %
Mobile	388	347	11.8 %	789	693	13.9 %
Communication Infrastructure & Other	498	416	19.7 %	994	837	18.8 %
Revenue	3,312	2,596	27.6 %	6,448	5,163	24.9 %

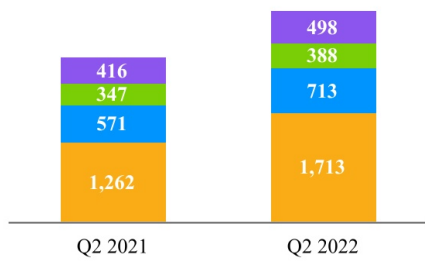
Revenue by sales channel was as follows:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	Change	YTD 2022	YTD 2021	Change
Distributors	1,829	1,518	20.5 %	3,509	2,986	17.5 %
OEM/EMS	1,441	1,040	38.6 %	2,853	2,104	35.6 %
Other	42	38	10.5 %	86	73	17.8 %
Revenue	3,312	2,596	27.6 %	6,448	5,163	24.9 %

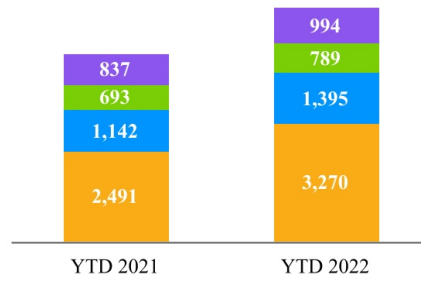
Revenue by geographic region, which is based on the customer's shipped-to location was as follows:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	Change	YTD 2022	YTD 2021	Change
Greater China and Asia Pacific	1,831	1,503	21.8 %	3,531	2,985	18.3 %
EMEA (Europe, the Middle East and Africa)	668	461	44.9 %	1,306	928	40.7 %
Americas	435	336	29.5 %	867	657	32.0 %
Japan	230	188	22.3 %	448	377	18.8 %
South Korea	148	108	37.0 %	296	216	37.0 %
Revenue	3,312	2,596	27.6 %	6,448	5,163	24.9 %

Q2 Revenue by end-market
\$ in millions

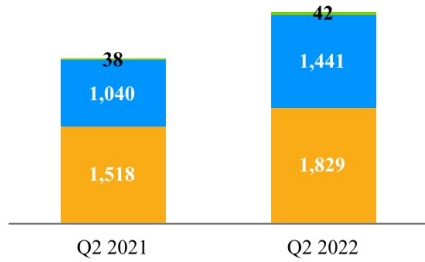


YTD Revenue by end-market
\$ in millions

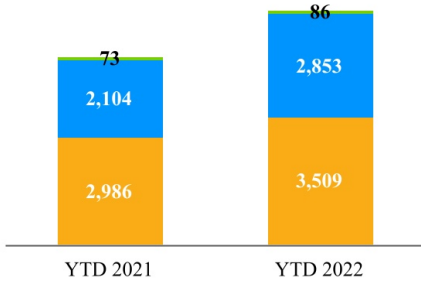


Automotive	Mobile
Industrial IoT	Comm Infra & Other

Q2 Revenue by sales channel
\$ in millions



YTD Revenue by sales channel
\$ in millions



Distributors	Other
OEM/EMS	

Q2 2022 compared to Q2 2021

The increase in revenue is attributed to the combination of ongoing demand, across NXP's Automotive, Industrial IoT, Mobile, and the Communications Infrastructure & Other end markets, as well as the effects of increased input costs from NXP suppliers which were passed along to our end customers in the form of higher average selling prices.

From an end market perspective, the year-on-year growth within the Automotive end market was driven by strong demand across the entire automotive product portfolio in support of the secular shift of electrification, advanced driver safety and assistance, and driver connectivity systems. The growth within the Industrial & IoT market reflects the continued adoption of our complete secure, connected edge processing solutions which leverage our broad processor portfolio, complimented by connectivity, analog attach and security products. The growth within the Mobile end market was due to ongoing adoption of our secure embed transaction solutions along with the company's growth in our advanced analog high speed interfaces. The growth within the Communication Infrastructure & Other end market was attributable to cellular base stations, the network edge equipment, and the secure access, transit and government sponsored identification market.

When aggregating all end markets together, and reviewing sales channel performance, business transacted through NXP's third party distribution partners was \$1,829 million, an increase of 20.5%. Sales to NXP's direct OEM and EMS customers was \$1,441 million, an

increase of 38.6% versus the second quarter of 2021.

From a geographic perspective, revenue increased across all regions.

Revenue from the Automotive end market was \$1,713 million, an increase of \$451 million or 35.7% year-on-year. Within Automotive, customers are focused on the key functional pillars of safety, electrification and improved driver comfort to accelerate competitive differentiation. These broad functional areas are fundamentally enabled by the secular adoption of new and increased levels of semiconductor content, which is layered on top of a strong base of existing electronic content in modern automobiles. The increase in Automotive revenue during the second quarter of 2022 can be attributed to strong demand for advanced analog, embedded processing and radar solutions.

Revenue from the Industrial & IoT end market was \$713 million, an increase of \$142 million or 24.9% year-on-year. The Industrial & IoT market is driven by the secular trend of multi-market OEMs seeking to enable secure, connected, high performance processing solutions at the edge of the network, whether it is in factory automation, smart building/smart home or the exploding plethora of connected IoT devices. The innovation in this market is being driven by thousands of relatively smaller customers, which NXP effectively services through its extended global distribution channel. During the second quarter of 2022, the year-on-year increase was driven by the continued demand for the company's 32-bit ARM-based microcontrollers and crossover processors, and to a lesser degree industrial application processors. Additionally, the year-on-year increase was supported by demand for industrial analog products, and point-of-sale security solutions.

Revenue from the Mobile end market was \$388 million with an increase of \$41 million or 11.8% year-on-year. The year-on-year increase was driven by strong adoption of secure mobile wallet solutions and increased demand in our advanced analog high speed interfaces, which was offset by declines in advanced power systems driven by load switch demand decline. Our mobile customers are primarily serviced through our global distribution channels.

Revenue in the Communication Infrastructure & Other end market was \$498 million, an increase of \$82 million or 19.7% year-on-year. The Communication Infrastructure & Other end market is an amalgamation of three separate product portfolios, which service multiple end markets, including cellular base stations; the network edge equipment, and the secure access, transit and government sponsored identification market. The year-on-year growth in the second quarter of 2022 was driven by a combination of high performance RF Power amplifier products for cellular base-station applications, network edge equipment, and broad based demand for secure access and identification solutions. Offsetting these positive growth trends were declines in demand for the company's smart antennae products used in the Android mobile handset market, as well as declines in demand for wireless access point solutions.

YTD 2022 compared to YTD 2021

The increase in revenue is primarily attributed to the combination of strong demand, from NXP's Automotive, Industrial IoT, and the Communications Infrastructure & Other end markets, and to a lesser degree the Mobile end market. The year-to-date growth rates are also influenced by higher average pricing, which were the result of rising inflationary effects on input costs from NXP suppliers, and passed along to our end customers.

From an end market perspective, within the automotive end market the year-on-year growth was driven by strong demand for advanced analog, embedded processing and radar in support of the secular shift of electrification, advanced driver safety and assistance, and driver connectivity systems. The growth within the Industrial & IoT market reflects the successful continuation of adoption of our complete secure, connected edge processing solutions which leverage our broad processor portfolio, complimented by analog attach, connectivity, and security products. Growth within the Mobile end market was due to ongoing adoption of our secure embed transaction solutions along with the company's growth in our advanced analog high speed interfaces. Growth within the Communication Infrastructure & Other end market was attributable to cellular base stations, the network edge equipment, and the secure access, transit and government sponsored identification market.

When aggregating all end markets together, and reviewing sales channel performance, business transacted through direct OEM and EMS customers was \$2,853 million, an increase of 35.6% versus the first half of 2021. NXP's third party distribution partners was \$3,509 million, an increase of 17.5%.

From a geographic perspective, revenue increased across all regions.

Revenue in the Automotive end market was \$3,270 million, an increase of \$779 million or 31.3% versus the year ago period due to the ongoing demand for our automotive products supporting the secular shift of electrification, advanced driver safety and assistance, and driver connectivity systems.

Revenue in the Industrial & IoT end market was \$1,395 million, an increase of \$253 million or 22.2% versus the year ago period primarily driven by the continued demand for the company's 32-bit ARM-based microcontrollers and crossover processors, and to a lesser degree industrial application processors. Additionally, the year-on-year increase was supported by demand for industrial analog products, IoT connectivity and point-of-sale security solutions.

Revenue in the Mobile end market was \$789 million, an increase of \$96 million or 13.9% versus the year ago period due to strong adoption of secure mobile wallet solutions, and demand for our advanced analog high speed interfaces, offset by declines in embedded power solutions.

Revenue in the Communication Infrastructure & Other end market was \$994 million, an increase of \$157 million or 18.8% versus the year ago period due to a combination of strength from RF Power products levered to the secular build-out of 5G base stations, network edge equipment, and broad based demand for secure access and identification solutions. Offsetting these positive growth trends were declines in demand for the company's smart antennae products used in the Android mobile handset market, as well as declines in demand for wireless access point solutions.

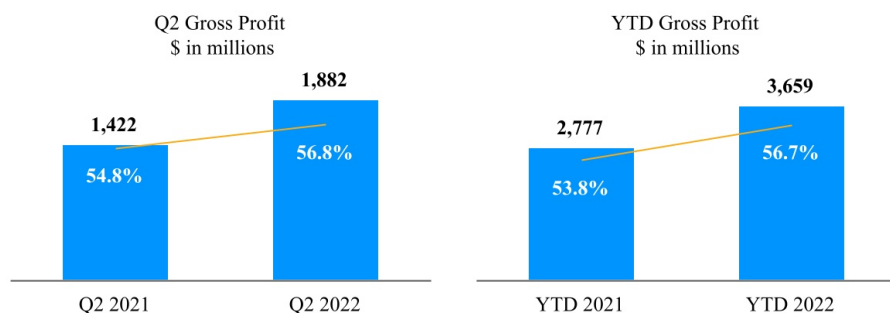
Gross profit

Q2 2022 compared to Q2 2021

Gross profit for the three months ended July 3, 2022 was \$1,882 million, or 56.8% of revenue, compared to \$1,422 million, or 54.8% of revenue for the three months ended July 4, 2021. The increase of \$460 million in gross profit was driven by the significant higher revenue in the second quarter of 2022 compared to the second quarter of 2021, which led to improved factory loading, increased manufacturing volumes, and higher sales prices, which were mostly offset by higher input costs.

YTD 2022 compared to YTD 2021

Gross profit for the six months ended July 3, 2022 was \$3,659 million, or 56.7% of revenue, compared to \$2,777 million, or 53.8% of revenue for the six months ended July 4, 2021. The increase of \$882 million was primarily driven by the significant higher revenue in the first half of 2022 compared to the first half of 2021, which led to improved factory loading, increased manufacturing volumes, and higher sales prices, which were mostly offset by higher input costs.



Operating expenses

Q2 2022 compared to Q2 2021

Operating expenses for the three months ended July 3, 2022 totaled \$941 million, or 28.4% of revenue, compared to \$849 million, or 32.7% of revenue, for the three months ended July 4, 2021.

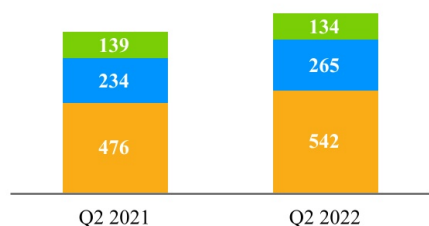
YTD 2022 compared to YTD 2021

Operating expenses for the six months ended July 3, 2022 totaled \$1,845 million, or 28.6% of revenue, compared to \$1,712 million, or 33.2% of revenue, for the six months ended July 4, 2021.

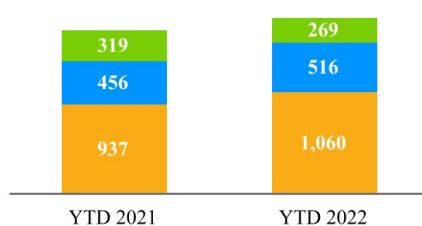
The following table below presents the composition of operating expenses by line item in the statement of operations:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	YTD 2022	YTD 2021
Research and development	542	476	1,060	937
Selling, general and administrative	265	234	516	456
Amortization of acquisition-related intangible assets	134	139	269	319
Total operating expenses	941	849	1,845	1,712

Q2 Operating expenses
\$ in millions



YTD Operating expenses
\$ in millions



n	R&D	n	SG&A	n	Amortization acquisition-related
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Q2 2022 compared to Q2 2021

The increase in operating expenses was a result of the following items:

Research and development (R&D) costs primarily consist of engineer salaries and wages (including share based compensation and other variable compensation), engineering related costs (including outside services, fixed-asset, IP and other licenses related costs), shared service center costs and other pre-production related expenses. R&D costs for the three months ended July 3, 2022 increased by \$66 million, or 13.9%, when compared to the three months ended July 4, 2021 mainly driven by:

- + higher personnel-related costs, including variable compensation costs;
- + higher pre-production related expenses; and
- + higher professional services.

Selling, general and administrative (SG&A) costs primarily consist of personnel salaries and wages (including share based compensation and other variable compensation), communication and IT related costs, fixed-asset related costs and sales and marketing costs (including travel expenses). SG&A costs for the three months ended July 3, 2022 increased by \$31 million, or 13.2%, when compared to the three months ended July 4, 2021 mainly due to:

- + higher legal expense; and
- + higher professional services.

Amortization of acquisition-related intangible assets decreased by \$5 million, or 3.6%, when compared to the three months ended July 4, 2021 driven by:

- certain intangibles became fully amortized during 2021.

YTD 2022 compared to YTD 2021

The increase in operating expenses was a result of the following items:

Research and development (R&D) costs primarily consist of engineer salaries and wages (including share based compensation and other variable compensation), engineering related costs (including outside services, fixed-asset, IP and other licenses related costs), shared service center costs and other pre-production related expenses. R&D costs for the six months ended July 3, 2022 increased by \$123 million, or 13.1%, when compared to the six months ended July 4, 2021 driven by:

- + higher personnel-related costs, including variable compensation costs;
- + higher pre-production related expenses; and
- + higher professional services .

Selling, general and administrative (SG&A) costs primarily consist of personnel salaries and wages (including share based compensation and other variable compensation), communication and IT related costs, fixed-asset related costs and sales and marketing costs (including travel expenses). SG&A costs for the six months ended July 3, 2022 increased by \$60 million, or 13.2%, when compared to the six months ended July 4, 2021 mainly due to:

- + higher legal expense;
- + higher professional services; and
- + higher IT related expenses.

Amortization of acquisition-related intangible assets decreased by \$50 million, or 15.7%, when compared to the six months ended July 4, 2021 driven by:
- an impairment charge in Q1 2021 as a result of the discontinuation of an IPR&D project.

Financial income (expense)

The following table presents the details of financial income and expenses:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	YTD 2022	YTD 2021
Interest income	6	1	8	2
Interest expense	(106)	(90)	(210)	(177)
Total interest expense, net	(100)	(89)	(202)	(175)
Extinguishment of debt	(18)	—	(18)	—
Foreign exchange rate results	3	(1)	3	—
Miscellaneous financing costs/income and other, net	(13)	(10)	(16)	(12)
Total other financial income (expense)	(28)	(11)	(31)	(12)
Total	(128)	(100)	(233)	(187)

Q2 2022 compared to Q2 2021

Financial income (expense) was an expense of \$128 million in the second quarter of 2022 compared to an expense of \$100 million in the second quarter of 2021. The change in financial income (expense) is primarily attributable to an increase in interest expense as a result of the net increase in debt, and debt extinguishment costs incurred in the second quarter of 2022. Higher interest rates resulted in an interest income increase in the second quarter of 2022.

YTD 2022 compared to YTD 2021

Financial income (expense) was an expense of \$233 million in the first six months of 2022 compared to an expense of \$187 million in the first six months of 2021. The change in financial income (expense) is primarily attributable to an increase in interest expense as a result of the net increase in debt, and debt extinguishment costs incurred in the second quarter of 2022. Higher interest rates resulted in an interest income increase in the second quarter of 2022.

Benefit (provision) for income taxes

Q2 2022 compared to Q2 2021

Our provision for income taxes was \$129 million (15.8% effective tax rate) for the second quarter of 2022 compared to a provision for income taxes of \$65 million (13.7% effective tax rate) for the second quarter of 2021. The increase in the income tax expense was due to higher income before income taxes as a result of the improved operational performance of the company, which was partly offset by an increase in tax incentives also taking into account the effect of specific US tax law that became effective as from 2022. In addition to this, in the second quarter of 2021 there was an income tax benefit due to a release of the valuation allowance and a lower taxable foreign exchange result.

YTD 2022 compared to YTD 2021

Our provision for income taxes for the first six months of 2022 was \$243 million (15.4% effective tax rate) compared to a provision for income taxes of \$105 million (12.0% effective tax rate) for the first six months of 2021. The increase in the income tax expense was due to higher income before income taxes as a result of the improved operational performance of the company which was partly offset by an increase in tax incentives also taking into account the effect of specific US tax law that became effective as from 2022. In addition to this, in the first six months of 2021 there were income tax benefits due to changes in estimates of prior positions and a net change in the valuation allowance.

Net income (loss)

The following table presents the composition of net income for the periods reported:

(\$ in millions, unless otherwise stated)	Q2 2022	Q2 2021	YTD 2022	YTD 2021
Operating income (loss)	943	573	1,816	1,065
Financial income (expense)	(128)	(100)	(233)	(187)
Benefit (provision) for income taxes	(129)	(65)	(243)	(105)
Results relating to equity-accounted investees	(3)	(2)	9	(3)
Net income (loss)	683	406	1,349	770

Liquidity and Capital Resources

We derive our liquidity and capital resources primarily from our cash flows from operations. We continue to generate strong positive operating cash flows. At the end of the second quarter of 2022, our cash balance was \$3,545 million, an increase of \$715 million compared to December 31, 2021. Taking into account the available amount of the Unsecured Revolving Credit Facility of \$1,500 million, we had access to \$5,045 million of liquidity as of July 3, 2022.

We currently use cash to fund operations, meet working capital requirements, for capital expenditures and for potential common stock repurchases, dividends and strategic investments. Based on past performance and current expectations, we believe that our current available sources of funds (including cash and cash equivalents, RCF Agreement, plus anticipated cash generated from operations) will be adequate to finance our operations, working capital requirements, capital expenditures and potential dividends for at least the next twelve months. Our capital expenditures were \$548 million in the first six months of 2022, compared to \$300 million in the first six months of 2021. During the six month period ended July 3, 2022, we repurchased \$554 million, or 2.7 million shares of our common stock pursuant to our share buyback programs at a weighted average price of \$207.77 per share.

Our total debt amounted to \$11,160 million as of Q2 2022, an increase of \$588 million compared to December 31, 2021 (\$10,572 million). On May 16, 2022, NXP issued \$500 million aggregate principal amount of 4.400% Senior Notes due in 2027 (the "4.400% 2027 Notes") and \$1 billion aggregate principal amount of 5.000% Senior Notes due in 2033 (the "2033 Notes"). The net proceeds of the 4.400% 2027 Notes, together with cash on hand, has been used to redeem the \$900 million aggregate principal amount of outstanding dollar-denominated 4.625% Senior Unsecured Notes due 2023 in accordance with the terms of the indenture. NXP will allocate an amount equal to the net proceeds of the offering of the 2033 Notes to the financing of, in whole or in part, one or more eligible green projects. Pending allocation, NXP will temporarily hold the remaining net proceeds of the 2033 Notes as cash and other short-term securities or use for general corporate purposes, which may include capital expenditures, short-term debt repayment or equity buyback transactions.

Exchange Offers

In connection with the sale of (i) NXP B.V.'s and NXP Funding LLC's 4.875% Senior Notes due 2024 (the "2024 Notes"), 5.350% Senior Notes due 2026 (the "5.350% 2026 Notes") and 5.550% Senior Notes due 2028 (the "2028 Notes") and (ii) NXP B.V.'s, NXP Funding LLC's and NXP USA Inc.'s 2.700% Senior Notes due 2025 (the "2025 Notes"), 3.875% Senior Notes due 2026 (the "3.875% 2026 Notes"), 3.150% Senior Notes due 2027 (the "3.150% 2027 Notes"), 4.300% Senior Notes due 2029 (the "2029 Notes"), 3.400% Senior Notes due 2030 (the "2030 Notes"), 2.500% Senior Notes due 2031 (the "2031 Notes"), 2.650% Senior Notes due 2032 (the "2032 Notes"), 3.250% Senior Notes due 2041 (the "2041 Notes"), 3.125% Senior Notes due 2042 (the "2042 Notes") and 3.250% Senior Notes due 2051 (the "2051 Notes"), which we collectively refer to as the "Notes", the issuers of the Notes (the "Issuers") entered into registration rights agreements pursuant to which the Issuers agreed, among other things, to use commercially reasonable efforts to file an exchange offer registration statement to exchange the Notes for new issues of substantially identical debt securities registered under the U.S. Securities Act of 1933 (the "Exchange Offers").

On April 14, 2022, the registration statements on Form S-4 filed by the Issuers were declared effective by the SEC, registering the Exchange Offers. The Exchange Offers expired on May 16, 2022. Any outstanding Notes that were not tendered for exchange in the Exchange Offers remain outstanding and continue to accrue interest and are entitled to the rights and benefits that such holders have under the indentures related to such outstanding Notes, except for any rights under the applicable registration rights agreement which terminated upon consummation of the Exchange Offers. This exchange had no impact on our financial position, result of operations or cash flows.

At July 3, 2022, our cash balance was \$3,545 million of which \$193 million was held by SSMC, our consolidated joint venture company with TSMC. Under the terms of our joint venture agreement with TSMC, a portion of this cash can be distributed by way of a dividend to us, but 38.8% of the dividend will be paid to our joint venture partner.

Cash flows

Our cash and cash equivalents during the first six months of 2022 increased by \$726 million as follows:

(\$ in millions, unless otherwise stated)

	YTD 2022	YTD 2021
Net cash provided by (used for) operating activities	1,675	1,368
Net cash (used for) provided by investing activities	(617)	(370)
Net cash provided by (used for) financing activities	(332)	(360)
Increase (decrease) in cash and cash equivalents	726	638

Cash Flow from Operating Activities

For the first six months of 2022 our operating activities provided \$1,675 million in cash. This was primarily the result of net income of \$1,349 million, adjustments to reconcile the net income of \$723 million and changes in operating assets and liabilities of \$(402) million. Adjustments to net income (loss) includes offsetting non-cash items, such as depreciation and amortization of \$627 million, share-based compensation of \$178 million and changes in deferred taxes of \$(98) million.

The change in operating assets and liabilities was attributable to the following:

The \$111 million increase in receivables and other current assets for the six months ended July 3, 2022 was mainly driven by the increase in accounts receivable due to the linearity of revenue between the two periods, customer mix, and the related timing of cash collections in the first six months of 2022 compared with the same period in 2021.

The \$273 million increase in inventories for the six months ended July 3, 2022 was primarily related to increased production levels as we work to align inventory on hand with the current revenue forecasts.

The \$270 million increase in accounts payable and other liabilities for the six months ended July 3, 2022 was primarily related to the increase of trade accounts payable of \$210 million as a result of increased demand and timing, \$20 million in interest payable due to timing of interest payments, \$53 million in income and social tax payables, partially offset by \$13 million of other net movements including the non-cash adjustment for capital expenditures and purchased IP.

The \$288 million increase in other non-current assets for the six months ended July 3, 2022 was primarily related to prepayments to secure long-term production supply with multiple vendors.

For the first six months of 2021 our operating activities provided \$1,368 million in cash. This was primarily the result of net income of \$770 million, adjustments to reconcile the net income of \$851 million and changes in operating assets and liabilities of \$(252) million. Adjustments to net income (loss) includes offsetting non-cash items, such as depreciation and amortization of \$646 million, share-based compensation of \$184 million and changes in deferred taxes of \$12 million.

Cash Flow from Investing Activities

Net cash used for investing activities amounted to \$617 million for the first six months of 2022 and principally consisted of the cash outflows for capital expenditures of \$548 million, \$72 million for the purchase of identified intangible assets and \$5 million for the purchase of equipment leased to others.

Net cash used for investing activities amounted to \$370 million for the first six months of 2021 and principally consisted of the cash outflows for capital expenditures of \$300 million and \$72 million for the purchase of identified intangible assets, partly offset by net proceeds of \$2 million related to sales and purchases of investments.

Cash Flow from Financing Activities

Net cash used for financing activities was \$332 million for the first six months of 2022 compared to net cash provided by financing activities of \$360 million for the first six months of 2021, detailed in the table below:

(\$ in millions)	YTD 2022	YTD 2021
Repurchase of long-term debt	(917)	—
Proceeds from the issuance of long-term debt	1,496	2,000
Cash paid for debt issuance costs	(13)	(22)
Dividends paid to common stockholders	(371)	(260)
Cash proceeds from exercise of stock options and savings from ESPP	28	31
Purchase of treasury shares	(554)	(2,108)
Other, net	(1)	(1)

Additional Capital Requirements

Expected working and other capital requirements are described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021 in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations”. At July 3, 2022, other than for changes disclosed in the “Notes to Condensed Consolidated Financial Statements” and “Liquidity and Capital Resources” in this Quarterly Report, there have been no other material changes to our expected working and other capital requirements described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Information Regarding Guarantors of NXP (unaudited)

Summarized Combined Financial Information for Guarantee of Securities of Subsidiaries

All debt instruments are guaranteed, fully and unconditionally, jointly and severally, by NXP Semiconductors N.V. and issued or guaranteed by NXP USA, Inc., NXP B.V. and NXP LLC, (together, the “Subsidiary Obligors” and together with NXP Semiconductors N.V., the “Obligor Group”). Other than the Subsidiary Obligors, none of the Company’s subsidiaries (together the “Non-Guarantor Subsidiaries”) guarantee the Notes. The Company consolidates the Subsidiary Obligors in its consolidated financial statements and each of the Subsidiary Obligors are wholly owned subsidiaries of the Company.

All of the existing guarantees by the Company rank equally in right of payment with all of the existing and future senior indebtedness of the Obligor Group. There are no significant restrictions on the ability of the Obligor Group to obtain funds from respective subsidiaries by dividend or loan.

The following tables present summarized financial information of the Obligor Group on a combined basis, with intercompany balances and transactions between entities of the Obligor Group eliminated and investments and equity in the earnings of the Non-Guarantor Subsidiaries excluded. The Obligor Group's amounts due from, amounts due to, and intercompany transactions with Non-Guarantor Subsidiaries have been disclosed below the table, when material.

Summarized Statements of Income

(\$ in millions)	For the six months ended	
	July 3, 2022	
Revenue		3,683
Gross Profit		1,904
Operating income		692
Net income		253

Summarized Balance Sheets

(\$ in millions)	As of	
	July 3, 2022	December 31, 2021
Current assets	3,390	2,535
Non-current assets	11,585	11,576
Total assets	14,975	14,111
Current liabilities	894	637
Non-current liabilities	11,531	10,792
Total liabilities	12,425	11,429
Obligor's Group equity	2,550	2,682
Total liabilities and Obligor's Group equity	14,975	14,111

NXP Semiconductors N.V. is the head of a fiscal unity for the corporate income tax and VAT that contains the most significant Dutch wholly-owned group companies. The Company is therefore jointly and severally liable for the tax liabilities of the tax entity as a whole, and as such the income tax expense of the Dutch fiscal unity has been included in the Net income of the Obligor Group.

The financial information of the Obligor Group includes sales executed through a Non-Guarantor Subsidiary single-billing entity as a sales agent on behalf of an entity in the Obligor Group. The Obligor Group has sales to non-guarantors (for the six months ended July 3, 2022: \$365 million). The Obligor Group has amounts due from equity financing (July 3, 2022: \$6,584 million; December 31, 2021: \$5,167 million) and due to debt financing (July 3, 2022: \$3,287 million; December 31, 2021: \$3,053 million) with non-guarantor subsidiaries.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to the Company's market risk during the first six months of 2022. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the year ended December 31, 2021.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer (Certifying Officers), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) on July 3, 2022. Based on that evaluation, the Certifying Officers concluded the Company's disclosure controls and procedures were not effective as of such date due to a material weakness in internal control over financial reporting that was disclosed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021.

Ongoing Remediation of Previously Identified Material Weakness

As previously described in Part II, Item 9A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, we are implementing measures designed to ensure that control deficiencies contributing to the previously disclosed material weakness are remediated.

such that these controls are designed, implemented, and operating effectively. These remediation actions are ongoing, whereas we have expanded our controls or control designs based on updated enhanced risk assessments, put in place policies and implemented training programs, expanded our team and enhanced our reporting. The remediation actions, including those listed above, remain in process where further modifications are necessary to address the material weakness. We expect these changes to materially improve our internal controls.

The weakness will not be considered remediated until the applicable controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively. Management believes the remediation of this material weakness will be completed prior to the end of fiscal 2022. However, there is no assurance as to when such remediation will be completed.

Changes in Internal Control Over Financial Reporting

As noted above, the Company has been implementing measures to remediate the material weakness in our internal control over financial reporting. Other than the remediation efforts underway, there were no changes in the Company's internal control over financial reporting during the three month period ended July 3, 2022, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Not applicable.

Item 1A. Risk Factors

Our global business operations expose us to international business risks that could adversely affect our business

If any of the following international business risks were to materialize or become worse, they could have a material adverse effect on our business, financial condition and results of operations:

- negative economic developments in economies around the world and the instability of governments and international trade arrangements, such as the increase of barriers to international trade including the imposition of tariffs on imports by the United States and China, the withdrawal of the United Kingdom from the European Union, enhanced export controls on certain products and sanctions on certain industry sectors and parties in Russia and the sovereign debt crisis in certain European countries;
- social and political instability in a number of countries around the world, including continued hostilities and civil unrest in the Middle East and the Ukraine. The instability may have a negative effect on our business, financial condition and operations via our customers and global supply chain and volatility in energy prices and the financial markets;
- potential terrorist attacks;
- epidemics and pandemics, such as the coronavirus outbreak, which may adversely affect our workforce, as well as our suppliers and customers;
- adverse changes in government policies, especially those affecting trade and investment;
- volatility in foreign currency exchange rates, in particular with respect to the U.S. dollar, and transfer restrictions, in particular in China; and
- threats that our operations or property could be subject to nationalization and expropriation.

In addition, Russia's recent invasion of Ukraine has led to sanctions, export controls and other penalties being levied by the United States, European Union and other countries against Russia, Belarus, the Crimea Region of Ukraine, the so-called Donetsk People's Republic, and the so-called Luhansk People's Republic. Additional potential sanctions and penalties have also been proposed and/or threatened. Russian military actions and the resulting sanctions could adversely affect the global economy and financial markets. Any Russian response could also disrupt commercial and financial transactions. Further, conflict between Ukraine and Russia could adversely impact the global supply chain, disrupt our operations, or negatively impact the demand for our products in our primary end markets. Any such disruption could result in an adverse impact to our financial results.

For a description of other applicable risk factors, please refer to Part I, Item 1A: "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2021.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

In January 2022, the board of directors of NXP (the "Board") approved a new \$2 billion 2022 share repurchase program. The new \$2 billion share repurchase authorization is in addition to the \$4 billion 2021 share repurchase program previously authorized by the Board. In addition, the Company purchases shares from participants in the Company's equity programs who trade shares as trade for taxes.

The following share repurchase activity occurred under these programs during the three months ended July 3, 2022:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Buy Back Programs	Maximum Number of Shares That May Yet Be Purchased Under the Buy Back Program	Number of Shares Purchased as Trade for Tax (1)
April 4, 2022 – May 8, 2022	9,899	\$171.30	—	18,068,953	9,899
May 9, 2022 – June 5, 2022	5,454	\$189.76	—	17,594,366	5,454
June 6, 2022 – July 3, 2022	—	\$—	—	21,963,727	—
Total	15,353				15,353

(1) Reflects shares surrendered by participants to satisfy tax withholding obligations in connection with the Company's equity programs.

Item 5. Other Information

Steve Owen, Executive Vice President Global Sales and Marketing of the Company, will step down from his role as Executive Vice President Global Sales and Marketing effective July 26, 2022. In connection with the termination of Mr. Owen's employment contract, Mr. Owen and the Company have entered into a Transition Services Agreement dated July 24, 2022 (the "Transition Services Agreement"). Pursuant to the Transition Services Agreement, Mr. Owen will remain employed by the Company through November 3, 2022. From July 26 through November 3, 2022, Mr. Owen will assist with transitional and consulting responsibilities as may be necessary. Mr. Owen's current salary and benefits, including participation in the annual incentive plan and vesting of outstanding equity awards, will continue through November 3, 2022, in accordance with the terms and conditions of the annual incentive plan and applicable equity award agreements. In connection with the

termination of Mr. Owen's employment contract, he will receive a lump sum payment in the amount of EUR 1,000,000. The Transition Services Agreement contains non-compete and non-solicitation provisions that apply until November 3, 2024 and customary release of claims provisions.

The foregoing description is qualified by reference to the terms of the Transition Services Agreement, which is filed herewith as Exhibit 10.1, and is incorporated herein by reference.

Item 6. Exhibits

Exhibit Number	Exhibit Description
3.1	<u>Articles of Association of NXP Semiconductors N.V. dated June 9, 2020 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q of NXP Semiconductors N.V. filed on July 28, 2020)</u>
4.1	<u>Base Indenture, dated May 16, 2022, among NXP B.V., NXP Funding, LLC, NXP USA, Inc., NXP Semiconductors N.V. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K of NXP Semiconductors N.V. filed on May 16, 2022)</u>
4.2	<u>First Supplemental Indenture, dated as of May 16, 2022, among NXP B.V., NXP Funding, LLC, NXP USA, Inc., NXP Semiconductors N.V. and Deutsche Bank Trust Company Americas (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K of NXP Semiconductors N.V. filed on May 16, 2022)</u>
10.1*+	<u>Transition Agreement dated July 24, 2022 between NXP Semiconductors N.V. and Steve Owen</u>
31.1*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer
31.2*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer
32.1*	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended July 3, 2022, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Operations for the three and six months ended July 3, 2022 and July 4, 2021; (ii) Condensed Consolidated Statements of Comprehensive Income for the three and six months ended July 3, 2022 and July 4, 2021; (iii) Condensed Consolidated Balance Sheets as of July 3, 2022 and December 31, 2021; (iv) Condensed Consolidated Statements of Cash Flows for the six months ended July 3, 2022 and July 4, 2021; (v) Condensed Consolidated Statements of Changes in Equity for the three and six months ended July 3, 2022 and July 4, 2021; and (vi) Notes to the Unaudited Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
*	Filed or furnished herewith.
+	Indicates management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: July 26, 2022

NXP Semiconductors N.V.

/s/ William J. Betz

Name: William J. Betz, CFO



[CERTAIN PERSONALLY IDENTIFIABLE INFORMATION HAS BEEN EXCLUDED FROM THIS EXHIBIT]

Steve Owen

Per email: [*****]

Eindhoven, 24 July 2022
Date

Re.: Transition Agreement

Dear Steve,

This letter agreement ("Agreement") confirms the conditions that apply in connection with the termination of your employment contract (the "Contract") with NXP Semiconductors N.V. ("NXP" or the "Company").

We emphasize that (i) your employment agreement is terminated at the initiative of the Company, and (ii) the termination of your employment agreement is not based on an urgent reason (dringende reden) within the meaning of article 7:678 of the Dutch Civil Code and that you are not to blame for the termination of your employment agreement.

1. Termination of employment

Your employment agreement with the Company will terminate on November 3, 2022 ("Termination Date"). Until the Termination Date all salary payments (e.g. pensioenbetalingen, mobiliteitsvergoeding, pensioen compensatie, representatie vergoeding, ANW verzekering etc.) will continue.

With effect from the Termination Date, any and all salary payments to you shall cease and all other schemes associated with your employment at the Company and at companies belonging to the NXP group, with the exception of that stated below in this agreement, shall come to an end.

As of July 26, 2022, your position as Executive Vice President, Global Sales and Marketing will terminate and you will assist with the transition of the Global Sales role and other activities as directed by the Company's CEO ("Transition Assistance Period") until the Termination Date.

2. One-off payment

In connection with the termination of your employment, you shall receive a lump sum payment in the amount of (gross) EUR 1,000,000.



The one-off payment of EUR 1,000,000 shall be paid to you after deduction of applicable taxes and social security contributions within thirty days after the Termination Date.

3. Annual Incentive

You will be entitled to receive an annual incentive payment under the NXP Annual Incentive Plan ("AIP") prorated for the applicable periods of the current AIP plan year through your Termination Date. Your payment under the AIP, if any, will be subject to NXP's AIP formula for your role to you and paid in accordance with the normal NXP timeline for your role.

4. A. Long Term Incentive Plans (LTIP's)

You will not be entitled to any new LTI grants as of July 26, 2022. The effect of your separation and this Agreement upon your participation in any applicable restricted stock unit agreements or any other equity or cash award documents will be governed by the terms of those plans and agreements.

Your Long Term Incentives (LTI's) granted to you since you entered into NXP employment will be treated according to their respective terms and conditions, which means that you will become an Ordinary Leaver upon the Termination Date.

As an Ordinary Leaver:

- you may keep NXP shares issued to you as a result of Restricted Stock Units vesting on or prior to the Termination Date;
- unvested Restricted Stock Units due to vest in the period until the Termination Date will vest in the ordinary course and manner according to the applicable vesting schedule; all your Restricted Stock Units which are unvested at the Termination Date will become null and void without compensation, subject to the following paragraph:

In addition, your separation from the employment will be considered "at the convenience of the Company" for purposes of the NXP Semiconductors N.V. 2019 Omnibus Incentive Plan and applicable RSU and PSU Award Agreements. Consequently, a pro rata portion (as defined in the applicable RSU and PSU award agreements) of your unvested RSUs and PSUs awarded thereunder shall vest and be delivered in accordance with the terms of the applicable RSU and PSU Award Agreements.

Tax consequences

Please note that understanding and preparing for any tax consequences related to the LTI arrangements as set out in this Article 4 will be your responsibility.

Designated Insider status

As of your Termination Date, you are no longer subject to the NXP Insider Trading Policy, and you are no longer subject to mandatory closed trading periods or pre-clearance procedures. That being said, you should be aware that even though you are not subject to the NXP Insider Trading Policy, securities laws prohibiting you from trading while you





are in possession of insider information are still applicable. If you have any questions about whether this applies to you please contact the NXP Global Compliance Officer (Timothy Shelhamer).

E*Trade account

This is to confirm that the E*trade option "settle via pay-roll" is not possible for you any more after the Termination Date.

B. LTIP Non-compete obligations

Further it is explicitly agreed upon that the arrangements in this Article 4 will not apply any longer in case you would become a bad leaver under the LTI terms. You will be considered a bad leaver, and above arrangements in this Article 4, paragraph A will no longer apply, if you, in the period until two years after the Termination Date breach your obligations under the next paragraph of this Article 4.B.

Until two years after the Termination Date you may not, without the Company's prior written consent, directly or indirectly, for yourself or for others, and against payment or otherwise, in any way work for, or be involved with or have an interest in any company active in the semiconductor field and/or a direct customer of NXP, including but not limited to: AMD, AMS, Analog Devices, Broadcom, Infineon, Intel, Marvell, MediaTek, Microchip, Qualcomm, Renesas, ON Semiconductor, Power Integrations, Silicon Laboratories, STMicroelectronics and Texas Instruments, which for the avoidance of doubt shall not include investments in listed companies.

You may not, directly or indirectly and in any capacity whatsoever, actively solicit or actively endeavor to entice away or actively recruit any NXP employees in said period.

Furthermore, in consideration of your employment and receipt of confidential information between now and the Termination Date, and for other valuable consideration which you acknowledge receiving, and to protect NXP's confidential information as outlined in Article 8 below, you agree that if you breach the non-compete/non-solicit obligations in Article 4.B, NXP may seek specific enforcement of the provisions and injunctive relief in a court of its choosing, including the courts located in Amsterdam, The Netherlands.

5. Pension fund

Upon the Termination Date, the pension fund(s) will be notified by NXP that the employment contract ends, and after a few weeks the pension fund(s) will send a letter to you with an overview of your rights. If you have questions with respect to your pension fund(s), you may also contact ABN AMRO Pensions at the following number: + 31 020 58 31 111.

6. Holidays

You are expected to have taken any outstanding holidays before the Termination Date and no holidays shall be paid out.





7. Return of NXP Property

You shall return all files, documents, laptop, mobile phone and other NXP property in your possession to the Company on or before the Termination Date. A Human Resources representative will contact you prior to the Termination Date to arrange for the return of all NXP property in your possession.

8. Confidential information and confidentiality

You are obliged to ensure that all confidential information relating to NXP and its company activities that you have in your possession is returned to the Company before the Termination Date.

As EVP Global Sales and Marketing, you had broad access to highly sensitive and confidential information of NXP, as well as information obtained through non-disclosure agreements with third parties. During your employment, you were exposed to, had access to, and participated in the creation of extremely confidential and proprietary business information. You were directly involved in discussion around a myriad of business issues, including customer needs, projections, and strategies; production costs, margin information, and pricing modes; product roadmaps; manufacturing and cost reduction strategies; product performance; and strategic initiatives by which NXP sought to develop closer relationships with key customers. Further, you were exposed to and participated in employee skill sets and evaluations, employee development plans and compensation.

While NXP recognizes and respects your right to work after the Termination Date, NXP is determined to protect its intellectual property rights. In so far as you are not obliged to disclose this information in accordance with the law and/or a judicial decision, you are obliged to observe strict confidentiality in respect of all confidential information that you have obtained on account of your work for NXP, relating to the company activities of NXP in the broadest sense, and the companies associated with this. For the purposes of this provision confidential information is understood to mean all information, which cannot be gained from a generally accessible source. Accordingly, i) you shall not use protected NXP information; ii) you shall respect your ongoing obligations not to use or disclose such confidential information of NXP in your future work, and iii) you shall inform all future employers to take all necessary steps and precautions to ensure against the unintentional use of NXP trade secrets, confidential or proprietary information.

9. Confidentiality

Both parties shall treat the content of this letter as confidential.

10. Non-competition and non-recruitment clause





The current non-competition clause as set out in your employment agreement is replaced by the non-compete and non-recruitment provisions referred to in Article 4.B above.

11. Phone number

The Company will cooperate with the transfer of your current mobile phone number to you to the extent such transfer is reasonably feasible.

12. Final Settlement

With effect from the end of your employment you shall grant the Company and any successor, and all of their current and former subsidiaries and affiliated entities, full and final discharge for everything over and above that stated above that you have to claim, on account of and in connection with your employment or the termination thereof, and the Company shall grant to you full and final discharge of that which it, over and above that stated above, on account of or in connection with your employment or the termination thereof, has to claim from you.

13. Waiver of right of rescission

The employee has the right to dissolve this agreement within 14 days after the signing of this agreement by means of a written statement addressed to the Company, to the attention of the Country HR Manager Netherlands. In all other respects, the Parties waive any right to rescind or otherwise nullify or invalidate this agreement.

14. Choice of Law and Forum

This agreement shall be governed by and construed in accordance with the laws of The Netherlands, without regard to its principles of conflict of laws. Any dispute arising under or in connection with this agreement shall be settled by the competent courts in Amsterdam, The Netherlands.

Best regards,

NXP Semiconductors N.V.

/s/ Chris Jensen

Chris Jensen, Executive Vice President and Chief Human Resources Officer

Agreed and signed:

/s/ Steve Owen

S. Owen



