

Subject Company: Freescale Semiconductor, Ltd. (Commission File No. 001-35184)

No Offer or Solicitation

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The following NXP employee letter from Rick Clemmer and employee presentation were distributed on March 2, 2015.



A MAJOR STEP IN OUR JOURNEY

NXP AND FREESCALE JOIN FORCES TO CREATE STRONGER HPMS LEADER IN A \$40bn MERGER

March 2, 2015

To: All NXP employees

I am proud to announce a major milestone in our journey to become a global leader in Secure Connections for a Smarter World. We today have entered into a definitive agreement under which NXP will merge with Freescale, positioning NXP as a stronger leader in high performance mixed signal solutions. Post transaction Freescale shareholders will own approximately 32 percent of the combined company.

We will become a major supplier in the overall semiconductor industry with greater than \$10 billion annual revenues, almost 45,000 employees across more than 25 countries, over 12,000 engineers and in excess of 9,800 patent families.

Freescale is a global leader in embedded processing solutions in the automotive, consumer, industrial and networking markets, reporting \$4.63 billion in revenue last year, with innovations to help make the world greener, safer, healthier and more connected.

With approximately 17,000 employees in more than 20 countries, Freescale has 5,500 engineers who will greatly complement our capabilities. The merger also brings with it over 6,000 patent families, in microprocessors (MPUs) and microcontrollers (MCUs), sensors, analog integrated circuits and connectivity solutions. The range of applications includes automotive safety, hybrid and all-electric vehicles, next-generation wireless infrastructure, smart energy management, portable medical devices, consumer appliances and enterprise & data center networking equipment.

Closing in the second half of 2015

It is important to note is that the transaction is subject to clearance by the antitrust authorities and will likely close in the second half of 2015. Until then, Freescale and NXP will remain as separate, independent companies and we should continue business as usual in the marketplace as with any other competitor.

Being part of a world leader

With this deal we'll jump from the being the 14th largest semiconductor company to a top 4 position⁽¹⁾. We are doubling our R&D strength; our engineers will have access to a much broader IP portfolio, be able to build more complete solutions combining processing, security and connectivity and develop their competencies in a much broader environment.

Our sales & marketing teams will benefit from an even broader market access, high quality relationships and a more complete world-class portfolio.

Major value creation for our customers

The combination of both companies will enable us to deliver even more complete solutions in our target applications and enhance the value we bring to customers. As a stronger leader in the HPMS segment, we can expand our reach to serve more customers, with more targeted solutions, especially in the Connected Car, Security, Portable & Wearables and the Internet of Things. This represents an addressable market expansion for NXP from the current approximately \$30B market opportunity to \$50B.

Both Freescale and NXP are highly valued suppliers to the automotive industry, and with this merger we are taking a giant stride by becoming the leading supplier in this segment. With the addition of the Freescale portfolio, we will be perfectly placed to extend our scope in the majority of our positions in Car Infotainment and In Vehicle Networking, with a major advantage in expanding our opportunity for true leadership in the next generation of automotive advanced driver assistance systems and solutions that secure the Connected Car.

Our offering is also strengthened in Security & Connectivity, as our combined resources make NXP the leader in general purpose MCU products⁽²⁾, with the broadest portfolio in ARM 32bit MCUs, and a clear path to leadership in solutions for next generation secure connected intelligent devices. In addition, Freescale has a strong market presence in the US and a strong focus on China. Added to our own strong basis in Europe and Asia, this is a winning move for us and for our new colleagues from Freescale.

With this step, NXP and Freescale demonstrate leadership in the semiconductor industry. We are excited and can't wait until closing to welcome our future colleagues to jointly build an exciting future.

I want to thank you for all your dedication and hard work that has brought us so far. Our continued ability to innovate, our outstanding performance and the growing confidence that the stock market places in us resulted in our share price increasing from \$14 at the time of our IPO to over \$85 last Friday. The strength of our share price has been a key factor in enabling us to enter into this transformative deal.

As a final note

In the months ahead before we close on the merger, I want you to remain absolutely focused on delighting our customers and exceeding all of your commitments. Not only do all of our organic growth ambitions and targets remain but I am confident you will continue to raise the bar even higher, to reach and exceed our targets for 2015 and beyond, with the customer-focused passion to win that characterizes all of us!

Rick Clemmer
CEO

- 1) Semiconductor excl. memory
- 2) Based on NXP Corporate Market Intelligence estimates for 2014, excludes Automotive MCU products

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NXP and Freescale join forces to create stronger HPMS market Leader

March 2nd, 2015

SECURE CONNECTIONS
FOR A SMARTER WORLD



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Compelling Strategic Fit



Acceleration of our strategy in **Secure Connections for a Smarter World**



Creates a powerhouse in High Performance Mixed Signal
Establishes NXP as the #1 automotive semiconductor supplier⁽¹⁾
Establishes NXP as the #1 broad-based MCU supplier⁽²⁾



Combination will create outstanding value for customers, employees and shareholders



#4 Semiconductor Supplier⁽³⁾ – Netherlands HQ – 68%/32% ownership

1. HIS
2. Based on NXP Corporate Market Intelligence estimates for 2014, excludes Automotive MCU products
3. Semiconductor excl. memory

Freescale: a global leader in Automotive, MCUs and Digital Networking

Four Primary Markets



Automotive
Safe. Intelligent.
Energy Efficient.



Consumer
Simple. Smart.
Efficient



Industrial
Rugged. Connected.
Secure.



Networking
Secure. Faster.
Better Connected.

SECURE CONNECTIONS
FOR A SMARTER WORLD



Freescale: a global leader in Automotive, MCUs and Digital Networking

Fast Facts

- Revenue \$4.63bn in 2014
- Global headquarters in Austin, Texas
- More than 6,000 patent families
- Approximately 17,000 employees in >20 countries
- Invested \$755 million in R&D in 2013
- Approximately 5,500 engineers

Product Groups



Microcontrollers



Automotive MCU



Analog & Sensors



Digital Networking



RF

Outstanding Strategic Fit – Secure Connections for a Smarter World

- Combined company will
 - Be the leader in automotive semiconductors
 - Leverage NXP security leadership plus Freescale broad MCU
 - Influence evolution of Secure Car & ADAS solutions
 - Capture emerging growth in the Smarter World
- Broad, diverse customer base
 - Complementary market reach across US, EU, China
 - Ability to effectively cross-sell total solutions
 - Strong and broad product portfolio for emerging IoT market
- Reinforces the NXP Value Proposition
 - Grow >1.5x faster than the market
 - Deliver premium profitability



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A great environment for our team

- Almost 45,000 employees in > 25 countries
- Well over 12,000 engineers
- Over 9,800 patent families

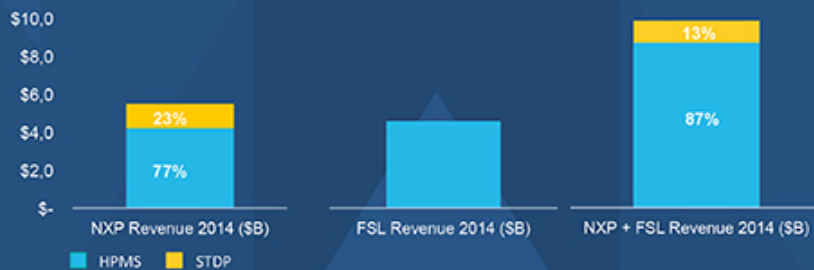
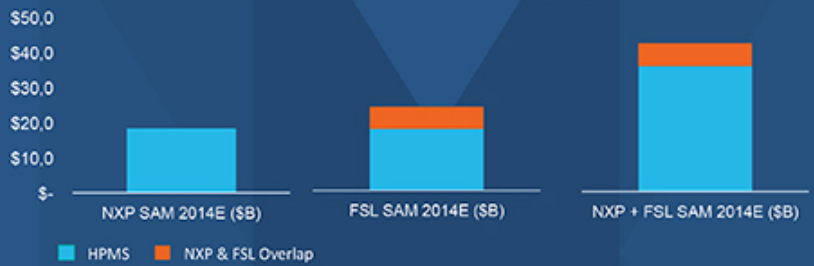
- Doubling our R&D strength
- Access to a broader product & IP portfolio
- Access to a broader customer base
- Access to more advanced process technology



SECURE CONNECTIONS
FOR A SMARTER WORLD



HPMS Market Leader with Sharper Focus, Broader Reach



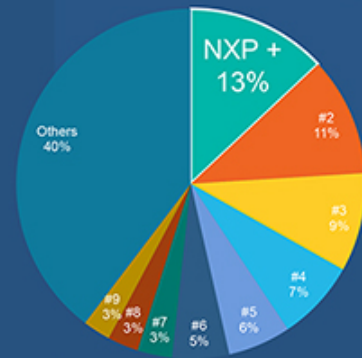
- Combination creates¹
- Market Leader in HPMS
 - #4 Largest Semi Supplier²
 - #1 Auto Semi Supplier
 - #1 Broad-based MCU¹
 - Minimal Overlap
 - Doubles NXP HPMS SAM

Based On:
 1. NXP Corporate Market Intelligence Estimates, estimates for 2014, includes Automotive MCU products
 2. NXP Corporate Market Intelligence estimate, Total semiconductor market excluding memory

Establishes NXP as #1 Auto Semiconductor Vendor

- #1 Auto Semi Supplier^{1,2}
 - Doubles Addressable Market
 - Broad Portfolio, No Product Overlap
- Leadership Positions^{1,2}
 - Car Entertainment
 - Keyless Entry & Access
 - In-Vehicle Networking
 - Chassis & Safety
 - Powertrain
- Synergistic Future Growth Opportunities
 - Infotainment (Audio and Apps Proc.)
 - Securing the Car
 - ADAS (Radar, Vision, Secure V2X)
- Highly Valued Supplier to All Major OEMs

Global Auto Semiconductor TAM, 2013 \$26B⁽¹⁾

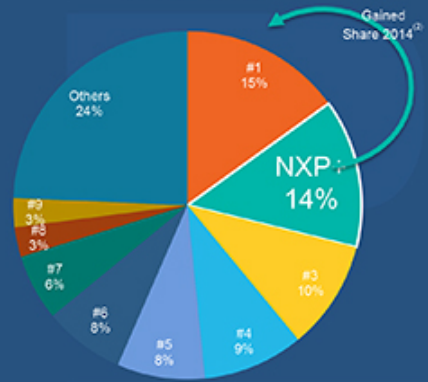


Based On:
1. IHS
2. NXP Corporate Market Intelligence estimates for 2014

Creates the Leader in Broad-based MCU

- #1 in Broad-based MCU⁽²⁾
 - Leader in fast growing 32-bit ARM MCU⁽²⁾
 - Broad-based, general purpose MCU portfolio
 - Ability to pull-through Analog with MCU platform
 - Outstanding customer access in key growth verticals
- Synergistic Future Growth Opportunities
 - Ideally Positioned to deliver IoT Solutions
 - Security
 - MCU
 - Software
 - Connectivity
 - Building on extensive customer base

MCU Semiconductor TAM
2013 \$11B⁽¹⁾



Based On:
1. IHS, MCU Market excluding Automotive
2. NXP Corporate Market Intelligence estimates for 2014, excludes Automotive MCU products

Compelling Value Proposition



World Leader in Automotive semiconductors
Strengthen Position in High Growth Focus Markets
→ Profitable Growth



Leveraging Operational Excellence & Cost Synergies
→ Strong Cash Generation



World-Class Team Globally
→ Customer-Focused Passion to WIN



Will drive Significant Additional Shareholder Value

Next steps

- Close expected in second half of 2015
- Until then Freescale remains a competitor
- Our complete focus remains on delighting customers
- Exceeding our 2015 commitments

Customer Focused Passion to WIN!



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Additional Information about the Merger and Where to Find it.

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