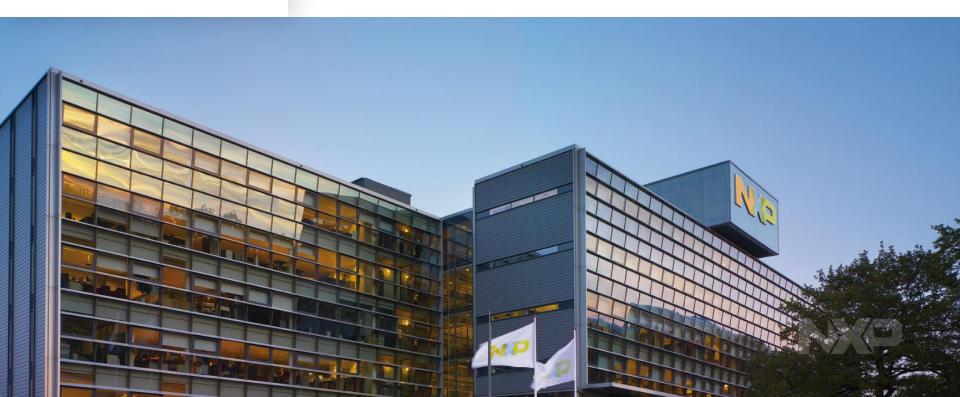


NXP Semiconductors

Secure Connections for a Smarter World

Investor Presentation October 2014



Forward Looking Statement

This document includes forward-looking statements which include statements regarding our business strategy, financial condition, results of operations, and market data, as well as any other statements which are not historical facts. By their nature, forward- looking statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties include the following: market demand and semiconductor industry conditions, our ability to successfully introduce new technologies and products, the demand for the goods into which our products are incorporated, our ability to generate sufficient cash, raise sufficient capital or refinance our debt at or before maturity to meet both our debt service and research and development and capital investment requirements, our ability to accurately estimate demand and match our production capacity accordingly or obtain supplies from third-party producers, our access to production from third-party outsourcing partners, and any events that might affect their business or our relationship with them, our ability to secure adequate and timely supply of equipment and materials from suppliers, our ability to avoid operational problems and product defects and, if such issues were to arise, to rectify them guickly, our ability to form strategic partnerships and joint ventures and successfully cooperate with our alliance partners, our ability to win competitive bid selection processes to develop products for use in our customers' equipment and products, our ability to successfully establish a brand identity, our ability to successfully hire and retain key management and senior product architects; and, our ability to maintain good relationships with our suppliers. In addition, this document contains information concerning the semiconductor industry and our business segments generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry, our market segments and product areas will develop. We have based these assumptions on information currently available to us, if any one or more of these assumptions turn out to be incorrect, actual market results may differ from those predicted. While we do not know what impact any such differences may have on our business, if there are such differences, our future results of operations and financial condition, and the market price of the notes, could be materially adversely affected. Readers are cautioned not to place undue reliance on these forwardlooking statements, which speak to results only as of the date the statements were made; and, except for any ongoing obligation to disclose material information as required by the United States federal securities laws, we do not have any intention or obligation to publicly update or revise any forward-looking statements after we distribute this document, whether to reflect any future events or circumstances or otherwise. For a discussion of potential risks and uncertainties, please refer to the risk factors listed in our SEC filings. Copies of our filings are available from our Investor Relations department or from the SEC website, www.sec.gov.

Secure Connections for a Smarter World

- 1 Focus on application and market segments with superior long term growth
- 2 Leverage unique HPMS capabilities to engage and win with market leaders
- 3 Control costs and expenses to drive operating margin into long-term model
- 4 Optimize capital structure and drive robust free-cash flow

Above-market Sales Growth



Superior Earnings Leverage

Leveraging Secular Trends and Unique Capabilities

Secular Trends and Demands Driving Growth

- Security
- Connectivity
- Mobility
- Energy efficiency

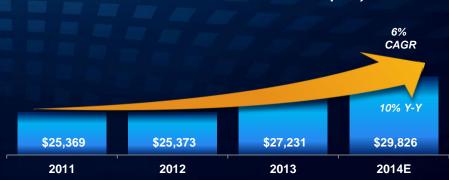
Characteristics of HPMS Focused Markets

- Large with long life cycles
- Growth in excess of overall market
- Broad and diverse customer base
- High barrier to entry
- Sticky customer relationships

NXP Competitive Advantages

- Strong IP and patent portfolio position
- Broad mixed signal product portfolio
- Differentiated process technology
- Acknowledge leadership capability in Low-power RF; cryptography; mixedsignal MCU system design

Addressable Market Growth (\$M)



Potential Future Market Growth (\$M) (1)



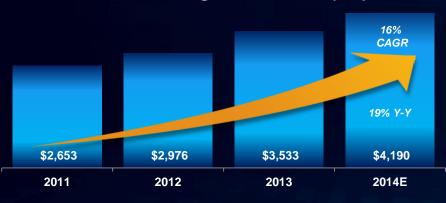
Growth Driven by HPMS Capabilities and Standard Products Scale



STDP Addressable Market Growth (\$M)



NXP HPMS Segment Growth (\$M)

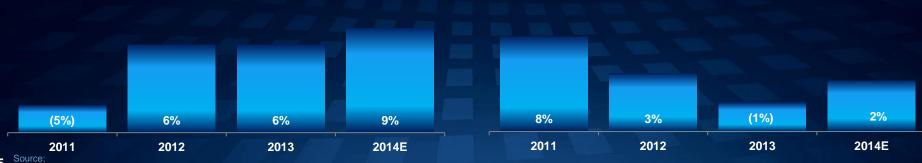


NXP Standard Products Segment Growth (\$M)



NXP HPMS Growth in Excess of Market

NXP Standard Products Growth in Excess of Market



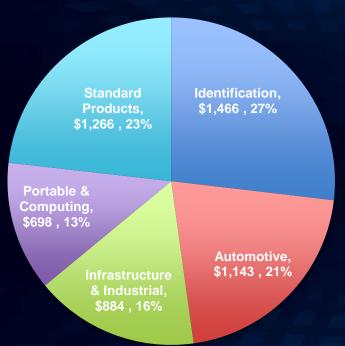
5 (1)

Market size, historic and future growth rates based on NXP CMI internal research of applicable peers; all growth rates are 3-year CAG

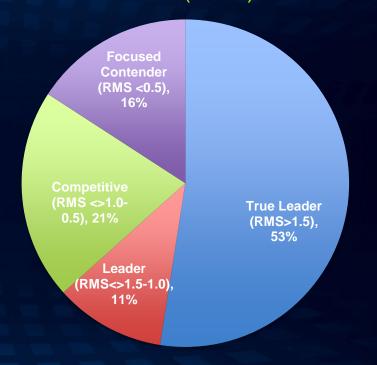
Focused on High Relative Marketshare (RMS) Advantage

2014E Product Revenue = \$5.5B, up 17% Y-Y(1.2)

Segment Contribution⁽¹⁾ (\$M) Share



2013 Overall Relative Market (RMS)



Identification

27% Product Revenue in 2014E⁽¹⁾

Secular Trends Driving Growth

- Digitization of government documents
- Global roll-out of chip-based bank cards
- Unified transit payment platforms
- Secure mobile payments and access
- Authentication of products & people

Products

- SmartMX secure microcontroller
- Secure Java-card operating system
- Zero and low-power RF interfaces
- MiFare ticketing and access solutions
- Complete document reader solutions
- Low-power RFID tagging solutions

Market Position

- #1 eGovernment documents
- #1 Chip-based banking cards
- #1 Transit system products
- #1 Mobile transaction solutions
- #1 RFID tags and labels
- #1 Contactless infrastructure

NXP Identification Group Growth (\$M)



Potential Identification Market Growth (\$M)(2)



Note

Assumes mid-point of 4Q14 guidance

(2) Market size, historic and future growth rates based on NXP CMI internal research of applicable peers; all growth rates are 3-year CAGR;

Automotive

21% Product Revenue in 2014E⁽¹⁾

Secular Trends Driving Growth

- Secure connected car Car-to-X mgt.
- Demand for increased safety (ADAS)
- Adoption of global digital broadcast
- Increased data-flow throughout the car
- Increased intelligence to key
- Energy efficiency and CO₂ reduction
- Complexity and long-life cycle demands

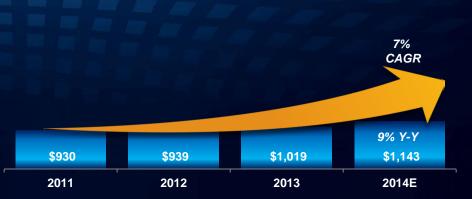
Products

- SoC infotainment and SDR systems
- CAN/LIN, FlexRay and Ethernet PHY
- RF passive keyless and proximity entry
- ABS, angular and temperature sensors
- LED interior and exterior lighting
- Car-to-X communication systems

Market Position

- #1 Auto infotainment systems
- #1 In-vehicle networking
- #1 Auto access immobilizers
- #3 Magnetic sensors

NXP Automotive Group Growth (\$M)



Potential Automotive Market Growth (\$M)(1)



Portable and Computing®

13% Product Revenue in 2014E⁽¹⁾

Secular Trends Driving Growth

- Increased demand energy efficiency
- Market shift toward 32-bit ARM MCU
- Adoption of multi-protocol interfaces
- Low power sensor management
- Emergence of wireless charging

Products

- Multi-protocol interface products
- 32-bit ARM MCU
- Custom SoC (MCU w/ mixed A/D)

Portable and Computing Group Growth (\$M)



Potential Portable and Computing Market Growth®



- #1 Multi-protocol interface products
- #11 32-bit ARM MCU



Note

(1) Assumes mid-point of 4Q14 guidance

(2) Market size, historic and future growth rates based on NXP CMI internal research of applicable peers; all growth rates are 3-year CAGR;

Infrastructure and Industrial

16% Product Revenue in 2014th

Secular Trends Driving Growth

- **Increased cellular data consumption**
- Adoption of energy efficient lighting
- **Low-Power RF- Connectivity ("IoT")**
- Increased demand for mobile charging
- **Increased demand for Audio quality**

Products

- **HPRF** power amplifiers
- **Small signal LNA and RF discrete**
- AD/DC power controllers and regulators
- **LED lighting drivers**
- **IoT ultra-low power RF-connectivity**
- Smart mobile audio solutions

Market Position

- #1 LED lighting drivers
- #1 Small-signal RF
- **#1 RF transceivers (silicon tuners)**
- **#2 HPRF power amplifiers**
- **#3 Small signal (mobile FEM)**
- #4 AC/DC power adapters

NXP Infra. And Industrial Group Growth (\$M)



Potential Infra. And Industrial Market Growth (\$M)(2)



Standard Products[®]

23% Product Revenue in 2014E⁽¹⁾

Benefits to Customers of Standard Products

- Scale:
 - 70B units/yr. manufactured
 - Material purchasing power
- Reach #2 supplier in WW distribution
- Quality Automotive qualified

Products

- General purpose logic ("GPL")
- · Small signal discrete
- Signal conditioning
- Low-voltage power MOSFET

Market Position

- #1 Standard products (overall)
- #2 General purpose logic
- #2 Small signal discrete
- #2 Signal conditioning

NXP Standard Product Growth (\$M)



Potential Standard Product Market Growth⁽²⁾

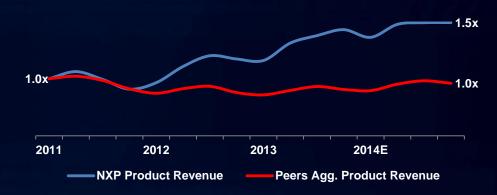


Results Reflect Execution to Strategic Plan®

Strong Product Revenue Growth Driven by Company Specific Design Opportunities



Leading to Consistent Revenue Growth in Excess of Peers (1)



World-class Earnings Growth Driven by Revenue Growth, Improving Margin and Reduced Leverage



Note

12

Assumes mid-point of 4Q14 guidance

Market size, historic and future growth rates based on NXP CMI internal research of applicable peers; all growth rates are 3-year CAGR;

Peer Index based on aggregate revenue of HPMS and STDP Peers

The Focus on Increasing Shareholder Value

Continued Growth in Excess of Peers a Result of Unique Product Portfolio

- + Continued Expansion of EBIT Profit (~ 26% EBIT Margin)
- + Considerably Lower Interest Expense (~ 2x Net-Debt / TTM EBITDA)
- + Substantially Lower Impacts from Restructuring
- + Sustainable Long-term Effective Tax Rate (12% 15%, post '16)
- + Low Long-term Capex Result of Tiered Manufacturing Model (~5% Revenue)

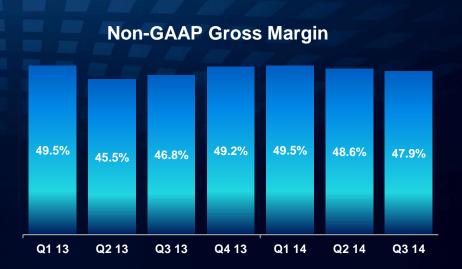
= Robust Free Cash Flow Generation

Opens Options for Increasing Shareholder Value:

- 1. Share Buy-backs
- 2. Non-Organic Investment in Business
- 3. Dividends
- 4. Continued Debt Reduction
- 5. Combination of above

Recent Quarterly Business Trends⁽¹⁾





Non-GAAP Operating Margin



Adj. EBITDA Margin

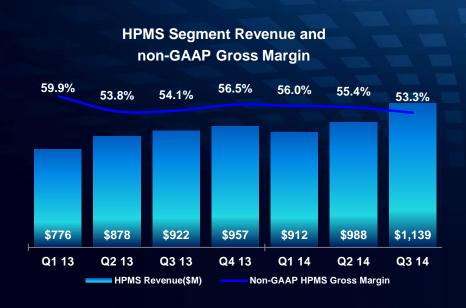


Note:

14

1. As of 1Q13, product classification for HPMS end markets "Infrastructure & Industrial" and "Portable & Computing" in addition to segment "Standard Products" have been redefined to reflect underlying market dynamics, product complexity and organizational management. Prior periods have been realigned to conform with new end market definitions. Non-GAAP amounts exclude stock-based compensation

Business Segment Revenue and Non-GAAP Margin Trends®



HPMS Segment Operating Income and non-GAAP Operating Margin



Standard Product Segment Revenue and non-GAAP Gross Margin



Standard Product Segment Operating Income and non-GAAP Operating Margin

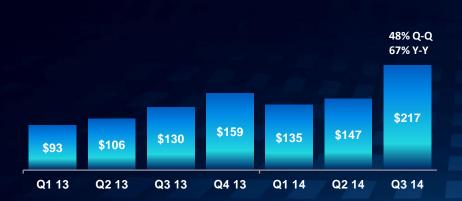


HPMS Segment Revenue Business Trends(\$M)





Portable and Computing



Infrastructure and Industrial



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Quarterly Revenue and Operating Income®

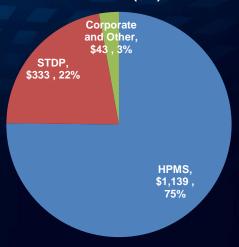
GAAP Financial Summary

(\$ in millions)	Q3 2014	Q2 2014	Q3 2013	Q-Q	Y-Y
Product Revenue	1,472	1,304	1,213	168	259
All Other	<u>43</u>	<u>45</u>	<u>36</u>	<u>(2)</u>	7
Total Revenue	1,515	1,349	1,249	166	266
Gross Profit	713	638	570	75	143
Percent of total revenue	47.1%	47.3%	45.6%	(0.2pts.)	1.5pts.
Operating income	307	249	168	58	139
Percent of total revenue	20.3%	18.5%	13.5%	1.8pts.	6.8pts.

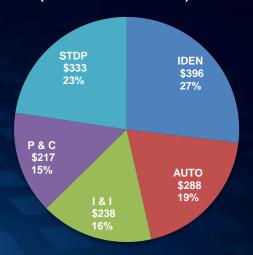
Non-GAAP Financial Summary

(\$ in millions)	Q3 2014	Q2 2014	Q3 2013	Q-Q	Y-Y
Gross Profit	725	655	585	70	140
Percent of total revenue	47.9%	48.6%	46.8%	(0.7pts.)	1.1pts.
Operating income	390	334	285	56	105
Percent of total revenue	25.7%	24.8%	22.8%	0.9pts.	2.9pts.

Quarterly Segment Revenue (\$M):



Quarterly Product Revenue (% of Product Revenue):



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Note:

Business Segment Performance[®]

GAAP Financial Summary

HPMS (\$ in millions)	Q3 2014	Q2 2014	Q3 2013	Q-Q	Y-Y
Revenue	1,139	988	922	151	217
Gross Profit	605	545	493	60	112
Gross Margin	53.1%	55.2%	53.5%	(2.1pts.)	(0.4pts.)
Operating income	274	232	184	42	90
Operating Margin	24.1%	23.5%	20.0%	0.6pts.	4.1pts.

STDP (\$ in millions)	Q3 2014	Q2 2014	Q3 2013	Q-Q	Y-Y
Revenue	333	316	291	17	42
Gross Profit	103	91	81	12	22
Gross Margin	30.9%	28.8%	27.8%	2.1pts.	3.1pts.
Operating income	38	29	21	9	17
Operating Margin	11.4%	9.2%	7.2%	2.2pts.	4.2pts.

Non-GAAP Financial Summary

HPMS (\$ in millions)	Q3 2014	Q2 2014	Q3 2013	Q-Q	Y-Y
Gross Profit	607	547	499	60	108
Gross Margin	53.3%	55.4%	54.1%	(2.1pts.)	(0.8pts.)
Operating income	323	275	251	48	72
Operating Margin	28.4%	27.8%	27.2%	0.6pts.	1.2pts.

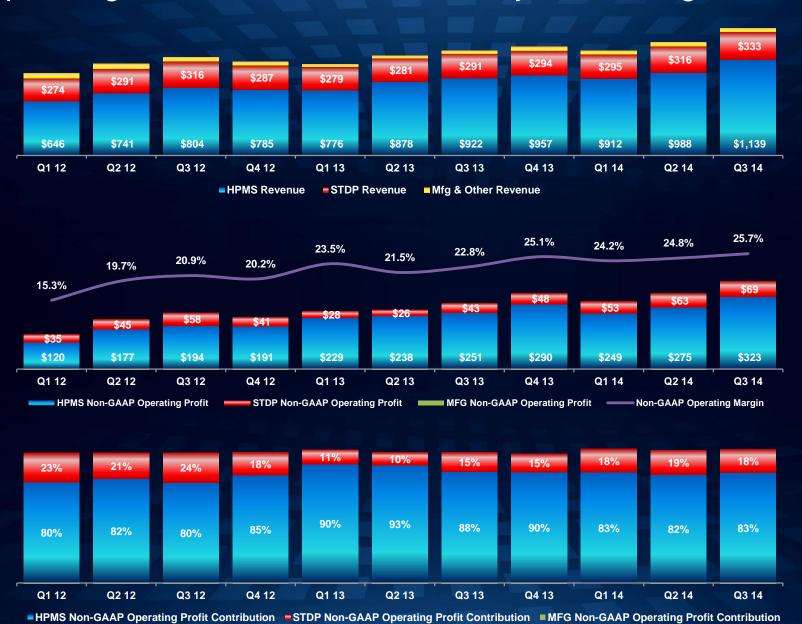
STDP (\$ in millions)	Q3 2014	Q2 2014	Q3 2013	Q-Q	Y-Y
Gross Profit	112	105	85	7	27
Gross Margin	33.6%	33.2%	29.2%	0.4pts	4.4pts.
Operating income	69	63	43	6	26
Operating Margin	20.7%	19.9%	14.8%	0.8pts.	5.9pts.

^{1.} As of 1Q13, product classification for HPMS end markets "Infrastructure & Industrial" and "Portable & Computing" in addition to segment "Standard Products" have been redefined to reflect underlying market dynamics, product complexity and organizational management. Prior periods have been realigned to conform with new end market definitions. Non-GAAP amounts exclude stock-based compensation

Gross Profit Contribution Driven by HPMS Segment



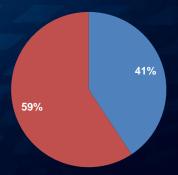
Operating Profit Contribution Driven by HPMS Segment



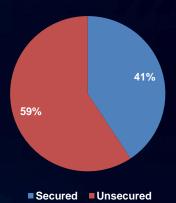
Debt Summary

Debt Instrument	Unse	Sr. ecured otes		erm oan E	Uns	Sr. ecured otes		erm an D	Unse	Sr. ecured otes	Unse	Sr. ecured otes		olving t Facility
Issue Date	24-9	Sep-13	04-	Mar-14	20-1	May-13	10-E	Dec-13	14-1	Feb-13	12-	Mar-13	27-	Apr-12
Maturity Date	15-8	Sep-16	04-	Mar-17	01-	Jun-18	11-	an-20	15-l	Feb-21	15-I	Mar-23	01-	Mar-17
Issued Amount (M)	\$	500	\$	400	\$	750	\$	400	\$	500	\$	500	\$	790
Book Value (M)	\$	500	\$	397	\$	750	\$	396	\$	500	\$	500	\$	750
Outstanding Amount (M)	\$	500	\$	398	\$	750	\$	397	\$	500	\$	500	\$	750
Coupon	3.	50%		ibor 00 bps	3.	75%		ibor i0 bps	5.	75%	5.	75%		ibor 10 bps
Floor		NA	75	5 bps		NA	75	bps		NA		NA		
Next Call	NC	-Life	6mo.	soft call	NC	-Life		W A	15-F	eb-17	15-N	Mar-18		
Price				101			1	01	1	103	1	103		
Future Call	NC	-Life		N/A	NC	-Life		WA.	15-F	eb-18	15-N	Mar-19		
Price									1	101	1	102		
Rating														
Moody's		B1		Ba2		B1	:	Ba2		B1		B1		
Standard & Poor's		3B-		BB+		3B-	Е	B+	E	3B-	E	3B-	В	BB-





■Float ■Fixed



<u>Total Leverage</u>							
Total Debt (\$M)	\$	3,808					
Total Cash (\$M)	\$	594					
Net Debt (\$M)	\$	3,214					
TTM Adj. EBITDA	\$	1,586					
Net Debt / Adj. EBITDA		2.0X					
Cost of Debt		3.77%					

Return of Capital to Shareholders Through Active Repurchase



Working Capital Ratios





DPO



DIO



Cash Conversion Cycle



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

Guidance for the Fourth Quarter of 2014⁽¹⁾

	Guidance Range					
		Low		<u>Mid</u>		<u>High</u>
Product Revenue	\$	1,444	\$	1,474	\$	1,504
Q-Q		-2%		0%		2%
Other Revenue	<u>\$</u>	41	\$	41	\$	41
Total Revenue	\$	1,485	\$	1,515	\$	1,545
Q-Q		-2%		0%		2%
Non-GAAP Gross Profit	\$	701	\$	720	\$	734
Non-GAAP Gross Margin		47%		48%		48%
Non-GAAP Operating Income	\$	376	\$	389	\$	401
Non-GAAP Operating Margin		25%		26%		26%
Interest Expense	\$	(37)	\$	(37)	\$	(37)
Cash Taxes	\$	(9)	\$	(9)	\$	(9)
Non-controlling Interest	<u>\$</u>	(18)	\$	(18)	\$	(18)
Non-GAAP Net Income	\$	312	\$	325	\$	337
Ave. Diluted Shares		247		247		247
Non - GAAP EPS	\$	1.26	\$	1.31	\$	1.36

Product Revenue trends (under the current structure) on a sequential percentage point basis at the mid-point of 4Q14 guidance are expected to trend as:

- 1. Identification is expected to increase by low single digit;
- 2. Automotive is expected to be about flat;
- Infrastructure and Industrial is expected to increase by mid-single digit;
- 4. Portable and Computing is expected to be down in upper single digit;
- 5. Standard Products is expected to be down low-single digit.

Product Revenue trends (under the new structure) on a sequential percentage point basis at the mid-point of 4Q14 guidance are expected to trend as:

- 1. Secure Identification Solutions is expected to be down in low double digit;
- 2. Automotive is expected to be about flat;
- Secure Connected Devices is expected to increase in the mid teens;
- 4. Secure Interfaces and Power is expected to be about flat;
- 5. Standard Products is expected to be down low-single digit.

Note (1): NXP has based the guidance included in our earnings press release issued on October 23, 2014 on judgments and estimates that management believes are reasonable given its assessment of historical trends and other information reasonably available as of the date of this earnings press release. The guidance included in this release consists of predictions only, and is subject to a wide range of known and unknown risks and uncertainties, many of which are beyond NXP's control. The guidance included in this release should not be regarded as representations by NXP that the estimated results will be achieved. Actual results may vary materially from the guidance we provided in our earnings press release issued on October 23, 2014. In relation to the use of non-GAAP financial information" included in our earning press release issued on October 23, 2014. For the factors, risks and uncertainties to which judgments, estimates and forward-looking statements generally are subject see the note regarding "Forward-looking Statements." We undertake no obligation to publicly update or revise any forward-looking statements, including the guidance set forth in our earnings press release issued on October 23, 2014, to reflect future events or circumstances. Considering the uncertain magnitude and variability of the foreign exchange consequences upon "PPA effects", "restructuring costs", "other incidental items" and any interest expense or taxes in future periods, management believes that GAAP financial measures are not available for NXP without unreasonable efforts on a forward looking basis

Quarterly Financial Reconciliation (GAAP to non-GAAP)

(\$ in millions, unless otherwise stated)	Q3 2014	Q2 2014	Q3 2013
Total Revenue	1,515	1,349	1,249
GAAP Gross Profit	713	638	570
Gross profit adjustments	(12)	(17)	(15)
Non - GAAP Gross Profit	725	655	585
GAAP Gross Margin	47.1%	47.3%	45.6%
Non-GAAP Gross Margin	47.9%	48.6%	46.8%
GAAP Operating income (loss)	307	249	168
Operating income adjustments	(83)	(85)	(117)
Non - GAAP Operating income (loss)	390	334	285
GAAP Operating Margin	20.3%	18.5%	13.5%
Non-GAAP Operating Margin	25.7%	24.8%	22.8%
GAAP Financial income (expense)	(168)	(60)	3
Financial income adjustments	(134)	(26)	47
Non - GAAP Financial income (expense)	(34)	(34)	(44)
GAAP Income tax benefit (provision)	(4)	(12)	(1)
Other Adjustments	1	(4)	4
Non - GAAP Cash tax (expense)(1)	(5)	(8)	(5)
GAAP Net income (loss) attributable to shareholders	121	159	155
Net income (loss) adjustments	(213)	(114)	(64)
Non - GAAP Net income (loss) attributable to shareholders	334 ⁽²⁾	273	219
GAAP Diluted net income (loss) per share attributable to shareholders	0.49	0.64	0.60
Non - GAAP Diluted net income (loss) per share attributable to shareholders	1.35	1.09	0.85

- 1. Cash income taxes paid during the period
- 2. Includes:
 - PPA effects: (\$42M);
 - Restructuring: (\$6M);
 - Stock-based compensation: (\$34M);
 - Other incidentals: (\$1M);
 - Foreign exchange loss on debt: (\$131M);
 - Other financial expense: (\$3M);
 - Results relating to equity-accounted investees: \$3M;
 - Difference between book and cash income taxes: \$1M

Quarterly Cash Flow Overview (\$M)

	Q3 2014	Q2 2014	Q3 2013
Net cash provided by (used for) operating activities	397	242	298
Net cash provided by (used for) investing activities	(90)	(109)	(66)
Net cash provided by (used for) financing activities	(371)	(194)	134
Effects of changes in exchange rates on cash position	(3)	2	6
Increase (decrease) in cash and cash equivalents	(67)	(59)	372
Cash and cash equivalents at beginning of the period	661	720	569
Cash and cash equivalents at end of period	594	661	941
Net cash provided by (used for) operating activities	397	242	298
Net capital expenditures on property, plant and equipment	(81)	(89)	(54)
Non-GAAP free cash flow	316	153	244
Non-GAAP free cash flow as a percentage of Revenue	21%	11%	20%

Quarterly Adjusted EBITDA (\$M)

	Q3 2014	Q2 2014	Q3 2013
Net income (loss)	138	178	172
Reconciling items to EBITDA			
Financial (income) expense	168	60	(3)
(Benefit) provision for income taxes	4	12	1
Depreciation	55	54	63
Amortization	48	49	74
EBITDA	413	353	307
Results of equity-accounted investees	(3)	(1)	(2)
Restructuring ¹	6	6	17
Stock-based compensation	34	37	20
Other incidental items ¹	1	(4)	8
Adjusted EBITDA	451	391	350
Trailing 12-month Adjusted EBITDA	1,586	1,485	1,279
Excluding depreciation PP&E and amortization of software related to	4 -		
Restructuring			6
Other incidental items		1	

Positioned to Deliver Industry Leading Growth

