

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

No Offer or Solicitation

This communication does not constitute an offer to buy or sell or the solicitation of an offer to buy or sell any securities or a solicitation of any vote or approval. This communication relates to a proposed business combination between NXP Semiconductors N.V. (“NXP”) and Freescale Semiconductor, Ltd. (“FSL”).

Important Information For Investors And Shareholders

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Participants in Solicitation

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Forward Looking Statements

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- The ability of either NXP or FSL to effectively integrate their businesses; and
- the diversion of management time on transaction-related issues.

FSL’s and NXP’s forward-looking statements are based on assumptions that may not prove to be accurate. Neither FSL nor NXP can guarantee future results, level of activity, performance or achievements. Moreover, neither FSL nor NXP assumes responsibility for the accuracy and completeness of any of these forward-looking statements. FSL and NXP assume no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

The following presentation and customer letter were distributed on March 3, 2015.

March 3,
2015

High-Performance

RF Power

NXP

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FOR A SMARTER WORLD

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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.

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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

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

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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NXP's decision to divest Rfpower - Why?

- FSL deal would combine RFP of two market leaders in Base Stations;
- Transaction needs antitrust clearance;
- In order not to risk delay the closing of the Transaction, NXP has chosen not to wait and to start now the process of divestment of the NXP RFP business;
- Divestment will be in such a way that the NXP RFPower business will be a strong viable competitive and sustainable entity;
- We are convinced that we will find an attractive buyer for this strong performing business
- Timing for closing divestment: aim for H2



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What does it mean for us?

- **Strategic focus and employment**

RFP within NXP has always been a “unique” business – not in line with the company’s focus areas Auto/ S&C

We will work in a company with more strategic focus in the RFPower market to expand business

- **Growing strong business**

We have a strong and very healthy business with several growth opportunities in RFPower– this is attractive for investments by external parties

- **Dedicated technology and supply chain**

We have our own frontend and backend technology groups combined with industrial base in APP will be a key enabler / differentiator for the future success



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How to move forward

Safeguard Continuity

- Keep focus on the current priorities and activities
- None of our target or committed goals will be changed
- Customer communications are being handled through proper channels
- Freescale remains a competitor – Business as usual

BL MT takes full responsibility to migrate from NXP to the new set up

- Continue our successful journey to further grow our business
- Setting the right conditions for success with the new stakeholders

Q&A

- Regular communication will follow
- We will address questions raised by all employees



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March 3, 2015

Dear Customer,

Today, NXP Semiconductors announced the intended merger with Freescale Semiconductors, and in a separate letter from our CEO Rick Clemmer and our EVP Sales Steve Owen you were informed about this proposed transaction. The transaction is scheduled to close in the second half of 2015.

With this letter, we would like to inform you about our plans for our RF Power business. As you may have read, in connection with the regulatory approval process for the transaction, we plan to divest our RF Power business.

Therefore, NXP will now start taking steps to plan for the divestiture of its RF Power business. In this process, NXP will ensure that the divested NXP RF Power business will stay as strong and viable as it is today and that it will be able to continue to achieve its plans.

Until closing, however, we will continue to operate all of our businesses, including the RF Power business, as a separate and independent competitor to Freescale. Our focus will continue to be on providing you with the excellent products and services that you have relied upon. Moreover, we are committed to ensuring that following any sale, the NXP RF Power business will remain an independent healthy, strong, and vigorous competitor.

We will continue to update you about our plans throughout the process.

With kind regards,

Kin Wah Loh
EVP RF Power

Reinier Beltman
VP & GM BL RF Power

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

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