



AGENDA FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF NXP SEMICONDUCTORS N.V.

This extraordinary general meeting of shareholders is convened in connection with the proposed Freescale merger. The meeting is to be held at the offices of NXP Semiconductors N.V. (“**NXP**”) at High Tech Campus 60, 5656 AG Eindhoven, The Netherlands on July 2, 2015 at 15.00 PM CET.

Proposal 1-A.

To approve (within the meaning of article 2:107a of the Dutch Civil Code) the completion by NXP of the merger (the “**merger**”) of Nimble Acquisition Limited, a wholly-owned, indirect subsidiary of NXP (“**Merger Sub**”), with and into Freescale Semiconductor, Ltd. (“**Freescale**”), with Freescale surviving the merger as a wholly-owned, indirect subsidiary of NXP and the other transactions contemplated by the agreement and plan of merger (the “**merger agreement**”), dated as of March 1, 2015 and as may be amended from time to time, by and among Freescale, NXP and Merger Sub.

Proposal 1-B.

To authorize the board of directors of NXP (the “**NXP board**”) for a period of 18 months, i.e., until and including January 1, 2017, to issue up to 125,000,000 NXP ordinary shares, par value EUR 0.20 per share (each, an “**NXP ordinary share**”) and to authorize the NXP board to deliver the NXP ordinary shares held in treasury in connection with the merger, in each case, as payment of the portion of the merger consideration (as described in the joint proxy statement/prospectus as defined below) consisting of NXP ordinary shares in accordance with the merger agreement.

Proposal 1-C.

To authorize the NXP board for a period of 18 months, i.e., until and including January 1, 2017, to grant the right to acquire up to 12,500,000 NXP ordinary shares in connection with the assumption by NXP of the stock options, unvested restricted share units and unvested performance-based restricted share units granted by Freescale as further described in the section entitled “The Merger Agreement—Treatment of Freescale Equity Awards” of the joint proxy statement/prospectus.

Proposal 2-A.

To appoint Gregory L. Summe as non-executive director of NXP, effective as of the effective time of the merger and for a term ending at the close of the first NXP annual general meeting held after such effective time.



Proposal 2-B.

To appoint Peter Smitham as non-executive director of NXP, effective as of the effective time of the merger and for a term ending at the close of the first NXP annual general meeting held after such effective time.

All items on the agenda are voting items. Proposals 1-A, 1-B and 1-C will be put to a vote as one single voting item. Proposals 2-A and 2-B will each be put to a vote separately.

*The joint proxy statement/prospectus filed on Form F-4 with the Securities and Exchange Commission (Registration No. 333-203192) (the "**joint proxy statement/prospectus**") describes the proposals listed above in more detail and includes the resumes of Mr. Summe and Mr. Smitham. Please refer to the this document including the merger agreement and all other annexes and including any documents incorporated by reference, for further information with respect to the business to be transacted at the extraordinary general meeting of shareholders. The joint proxy statement / prospectus is available on our website at <http://www.nxp.com/investor>. It is also available for inspection at the offices of NXP (High Tech Campus 60, 5656 AG Eindhoven, The Netherlands).*