

**\$1,500,000,000**

**NXP B.V.  
NXP FUNDING LLC  
NXP USA, INC.**

**August 12, 2025**

**\$500,000,000 4.300% SENIOR NOTES DUE 2028**

**\$300,000,000 4.850% SENIOR NOTES DUE 2032**

**\$700,000,000 5.250% SENIOR NOTES DUE 2035**

**PRICING TERM SHEET**

Issuers:	NXP B.V., NXP Funding LLC and NXP USA, Inc. (collectively, the “Issuers” or “we”)
Notes:	\$500,000,000 4.300% Senior Notes due 2028 (the “2028 Notes”) \$300,000,000 4.850% Senior Notes due 2032 (the “2032 Notes”) \$700,000,000 5.250% Senior Notes due 2035 (the “2035 Notes”)
Guarantor:	The Notes will be guaranteed by NXP Semiconductors N.V., the holding company of NXP B.V.
Principal Amount:	2028 Notes: \$500,000,000 2032 Notes: \$300,000,000 2035 Notes: \$700,000,000
Use of Proceeds:	We estimate that the net proceeds to us from this offering, after deducting the Underwriters’ discounts payable by us, will be approximately \$1,491,874,000.  We intend to use the net proceeds from the offering of the Notes to redeem the 5.350% 2026 Notes and the 3.875% 2026 Notes, including all premiums, accrued interest and costs and expenses related to such redemptions. Pending such application, such proceeds and the excess net proceeds from the Notes will be temporarily held as cash and other short-term securities or used for general corporate purposes, which may include capital expenditures or short-term debt repayment.

Stated Maturity Date:	2028 Notes: August 19, 2028 2032 Notes: August 19, 2032 2035 Notes: August 19, 2035
Denominations:	\$2,000 and integral multiples of \$1,000 in excess thereof
Offering Price:	2028 Notes: 99.986%, plus accrued interest, if any, from August 19, 2025 2032 Notes: 99.800%, plus accrued interest, if any, from August 19, 2025 2035 Notes: 99.792%, plus accrued interest, if any, from August 19, 2025
Coupon:	2028 Notes: 4.300% per annum 2032 Notes: 4.850% per annum 2035 Notes: 5.250% per annum
Yield to Maturity:	2028 Notes: 4.305% 2032 Notes: 4.884% 2035 Notes: 5.277%
Benchmark Treasury:	2028 Notes: 3.625% UST due August 15, 2028 2032 Notes: 4.000% UST due July 31, 2032 2035 Notes: 4.250% UST due August 15, 2035
Benchmark Treasury Price / Yield:	2028 Notes: 99-24 <sup>3</sup> / <sub>4</sub> / 3.705% 2032 Notes: 99-25+ / 4.034% 2035 Notes: 99-20 / 4.297%
Spread to Benchmark Treasury:	2028 Notes: T + 60 basis points 2032 Notes: T + 85 basis points 2035 Notes: T + 98 basis points
Expected Ratings (Outlook):*	Moody's: Baa3 (positive); S&P: BBB+ (stable); Fitch: BBB+ (stable)

Interest Payment Dates:	2028 Notes: February 19 and August 19, beginning on February 19, 2026 2032 Notes: February 19 and August 19, beginning on February 19, 2026 2035 Notes: February 19 and August 19, beginning on February 19, 2026
Record Dates:	2028 Notes: February 1 and August 1 2032 Notes: February 1 and August 1 2035 Notes: February 1 and August 1
Par Call:	2028 Notes: Par call on or after July 19, 2028 (the date that is one month prior to the final maturity date) 2032 Notes: Par call on or after June 19, 2032 (the date that is two months prior to the final maturity date) 2035 Notes: Par call on or after May 19, 2035 (the date that is three months prior to the final maturity date)
Make-Whole Call:	2028 Notes: Callable at make-whole call of T+10 basis points 2032 Notes: Callable at make-whole call of T+15 basis points 2035 Notes: Callable at make-whole call of T+15 basis points
CUSIP / ISIN:	2028 Notes: 62954H BF4 / US62954HBF47 2032 Notes: 62954H BG2 / US62954HBG20 2035 Notes: 62954H BH0 / US62954HBH03
Joint Book-Running Managers:	Barclays Capital Inc. Goldman Sachs & Co. LLC J.P. Morgan Securities LLC PNC Capital Markets LLC UBS Securities LLC BofA Securities, Inc. Citigroup Global Markets Inc. DBS Bank Ltd. Deutsche Bank Securities Inc. Morgan Stanley & Co. LLC Rabo Securities USA, Inc. SMBC Nikko Securities America, Inc.
Trade Date:	August 12, 2025

Settlement Date\*\* : August 19, 2025 (T+5)  
Distribution: SEC-registered  
Governing Law: State of New York

\* \* \* \*

- \* Note: These securities ratings are expected to be provided by Moody's, S&P and Fitch. None of these ratings is a recommendation to buy, sell or hold these securities. Each rating may be subject to revision or withdrawal at any time, and should be evaluated independently of any other rating.
- \*\* Note: It is expected that delivery of the notes will be made against payment therefor on or about August 19, 2025, which will be the fifth business day after the date of the prospectus supplement. Under Rule 15c6-1 of the Securities and Exchange Commission (the "SEC") under the Securities Exchange Act of 1934, as amended, trades in the secondary market generally are required to settle in one business day, unless the parties to a trade expressly agree otherwise. Accordingly, purchasers who wish to trade the notes on any day prior to the business day before the Settlement Date will be required, by virtue of the fact that the notes will settle in five business days, to specify an alternative settlement cycle at the time of any such trade to prevent a failed settlement. Such purchasers should consult their own advisors in this regard.

This communication is confidential and is intended for the sole use of the person to whom it is provided by the sender. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The Issuers and Guarantor have filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents that have been filed with the SEC that are incorporated by reference in the prospectus for more complete information about the Issuers and this offering. You may get these documents for free by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov). Alternatively, the Issuers, the Guarantor, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. at 1-888-603-5847, Goldman Sachs & Co. LLC at 1-866-471-2526, J.P. Morgan Securities LLC at 1-212-834-4533, PNC Capital Markets LLC at 1-855-881-0697 or UBS Securities LLC at 1-833-481-0269.

No prospectus is required, in any member state of the European Economic Area, in accordance with Regulation (EU) 2017 / 1129 or, in the United Kingdom, in accordance with Regulation (EU) 2017 / 1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

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