

NXP SEMICONDUCTORS N.V.'S INSIDER TRADING POLICY

INTRODUCTION

As an NXP employee or director, this Insider Trading Policy applies to you. This Policy is intended to ensure that all NXP employees and members of NXP's Board, as well as consultants, contractors and others who may be granted access to NXP information, comply with regulations with respect to insider trading. This policy is meant to assist you in your personal responsibility to comply with insider trading laws and to limit the risk of NXP's good reputation and business integrity being harmed as a result of prohibited or undesirable transactions in NXP securities or the securities of other companies. Failure to comply with these Rules may lead to disciplinary actions and/or severe penalties as described in Part VIII.

Insider trading conflicts with the basic principle that everyone transacts on securities on the basis of access to the same information. Everyone involved with NXP Semiconductors N.V. or a subsidiary or group company ("NXP") – for example as a director, employee or advisor – is responsible for keeping all of our inside information confidential, and if you have material nonpublic information, you may not transact in NXP securities.

The Board is counting on everyone's awareness of the importance of this issue and everyone's commitment to ensure compliance with this Policy. You are encouraged to contact the Compliance Officer in case of questions.

August 2019

On behalf of the Board of NXP Semiconductors N.V.
Richard L. Clemmer, Chief Executive Officer

I. LEGAL BACKGROUND

What is insider trading? The prohibition against insider trading precludes persons who have material nonpublic information about a company or its securities from purchasing or selling securities of that company. You may not buy or sell NXP securities while in possession of NXP material nonpublic information; however, the prohibition on insider trading in this Policy is not limited solely to trading in NXP's securities. It includes trading in the securities of other companies such as customers or suppliers of NXP as well as those with which NXP may be negotiating major transactions such as an acquisition, investment or sale. Information that is not material to NXP may nevertheless be material to one of those other companies. In the course of pending or proposed transactions that NXP has under consideration at any given time, there is a great deal of nonpublic information relating to other companies that you may have access to as an employee or director of NXP. This could include material information that may affect the value of the securities of the other companies. You should not place a purchase or sale order, or recommend that another person place a purchase or sale order, in the securities of NXP or another company if you learn, in the course of performing duties for NXP, nonpublic information that (if made public) is likely to affect the value of those securities or if there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security.

What is material nonpublic information? Material information is information about NXP or NXP securities (or about another company or its securities) which there is a substantial likelihood that a reasonable investor would consider important in determining whether to trade in a security or which, if such information were made public, would have a significant influence on the price of NXP securities (or the securities of another company).

Nonpublic information is any information that has not been adequately disclosed to the public. This means that the information must be publicly disseminated and sufficient time must have passed for the securities markets to digest the information. Information about financial results, possible acquisitions or other material developments relating to NXP and obtained in the normal course of employment or through a rumor, tip or just 'loose talk', does not qualify as public information. Information should be considered as 'nonpublic' until the second trading day to commence after the date on which NXP has disseminated such information publicly by means of a press release, filing with the United States Securities and Exchange Commission (the "SEC," the U.S. financial markets regulator), press conference, or posting on NXP's website.

What are NXP securities? NXP securities includes NXP's shares as well as other NXP financial instruments such as derivative securities (put and call options) and bonds. Note that stock options and shares granted under an NXP employee equity plan also qualify as NXP securities. Securities that are not issued directly by NXP, but which relate to or derive their value from NXP shares or other securities are subject to this Policy.

What is trading, a trade or a transaction? The sale or purchase of NXP securities or the execution of any other legal act aimed at acquiring or disposing of NXP securities (which includes, without limitation, purchases, sales and pledges) either directly or indirectly (including economic interests therein, notwithstanding that legal title does not change hands), on one's own account or on behalf of others.

II. PROHIBITIONS FOR ALL NXP EMPLOYEES AND DIRECTORS:

No Trading on Inside Information. Every NXP employee and director is prohibited from directly or indirectly trading in NXP securities or the securities of another listed company if he or she has inside information, unless expressly allowed by this Insider Trading Policy. NXP may also determine that other persons who have access to material nonpublic information, should be subject to this Policy as incidental insiders, such as contractors or consultants. Any section of this Policy applicable to an NXP insider also applies to family members, such as spouses, minor children, adult family members who share the same household, and any other person or entity whose securities trading decisions are influenced or controlled by such NXP insider.

The insider trading prohibition does not apply to:

- (a) the delivery of NXP securities under an enforceable obligation that was entered into under conditions otherwise allowed by this Insider Trading Policy;
- (b) the acquisition of NXP securities directly from NXP as payment of a dividend, other than in the form of an optional or scrip dividend;
- (c) the vesting of NXP shares or exercise of a stock option under an NXP employee equity award, or purchase of NXP shares in the NXP Employee Share Purchase Plan. The trading restrictions do apply, however, to any sale of the underlying shares or to a cashless exercise of a stock option through a broker, as this requires selling a portion of the underlying shares to cover the costs of exercise;
- (d) NXP shares purchased by a broker in an automatic dividend reinvestment program, provided that the participant enrolls in the dividend reinvestment program at a time when he or she does not have insider information and otherwise complies with the requirements of this Insider Trading Policy;
- (e) the automatic sale (at the instruction of NXP) of NXP shares (representing a portion of the NXP shares vesting under an employee or director NXP equity award) to pay withholding taxes due upon the vesting of the equity award; or
- (f) upon the written approval of the Compliance Officer, other transactions excluded by or pursuant to applicable law.

No tipping or unlawful disclosure. It is a violation of law to disclose material nonpublic information to another person who may trade or to advise another to trade on the basis of such information, and every person subject to this Policy is prohibited from recommending or inducing another person to trade in NXP securities or the securities of another company. Further, every person subject to this Policy is prohibited from disclosing any confidential information acquired in the performance of his or her duties to NXP. This prohibition does not apply if the inside information is disclosed in the normal course of employment, profession or duties and the recipient of the inside information has an obligation of confidentiality.

No trading in violations of NXP instructions. Persons subject to this policy are prohibited from trading in NXP securities or shares and other financial instruments of other listed companies when the Compliance Officer has prohibited these individuals from doing so, regardless of whether he or she possesses any material nonpublic information.

No hedging. NXP employees and directors are prohibited at all times from, either directly or indirectly, purchasing financial instruments (including prepaid variable forward contracts, equity swaps, collars, and exchange funds), or otherwise engaging in transactions, that hedge or offset, or are designed to hedge or offset, any decrease in the market value of NXP securities. No NXP employee or director may engage in hedging, pledging, hypothecating (including holding in margin accounts), or short selling NXP securities, or causing any other person to do so.

III. ADDITIONAL RULES FOR INCIDENTAL INSIDERS:

Who are incidental insiders? Incidental insiders are NXP employees who may possess inside information on an incidental basis and are designated as such by the Compliance Officer. An NXP employee may for example possess inside information on an incidental basis if he or she is working on a large acquisition by NXP. The Compliance Officer is authorized to designate a person as an incidental insider for a definite or indefinite period and to terminate such designation. The Compliance Officer will notify a person when he or she is designated as such and when such designation is terminated. NXP, through its Compliance Officer, will keep a list of incidental insiders.

Restrictions for all NXP employees. The restrictions of Section II apply to incidental insiders.

No trading without prior written approval. Incidental insiders are prohibited from trading in NXP securities or such other company as may be designated by the Compliance Officer without the prior written approval of the Compliance Officer. The Compliance Officer will endeavor to respond within two business days.

Internal notification of transaction. Every incidental insider must, after having received written approval to transact, notify the Compliance Officer of any transaction in NXP securities, or such other company as may be designated by the Compliance Officer, within ten business days after the transaction.

IV. ADDITIONAL RULES FOR FINANCIAL REPORTING INSIDERS:

Who are financial reporting insiders? Financial reporting insiders are NXP employees closely involved in NXP's financial reporting and are designated as such by the Compliance Officer. As such, the financial reporting insiders are assumed to possess material nonpublic information regarding NXP's financial reporting on a quarterly basis. The Compliance Officer is authorized to designate a person as a financial reporting insider for a definite or indefinite period and to terminate such designation. The Compliance Officer will notify a person when he or she is designated as such and when such designation is terminated. NXP, through its Compliance Officer, will keep a list of financial reporting insiders.

Restrictions for all NXP employees. The restrictions of Section II apply to financial reporting insiders.

No trading during black-out periods. Financial reporting insiders are prohibited from trading during black-out periods.

The black-out periods are:

- (a) the period of December 15 of each financial year until the end of the second trading day to commence after the publication of NXP's annual earnings release regarding that year; and
- (b) the period of two weeks prior to the end of a financial quarter until the end of the second trading day to commence after the publication of NXP's earnings release regarding that quarter.

For example, if financial results are published on the morning of Tuesday, July 30 before NASDAQ open, then the black out period will end at NASDAQ close on Wednesday July 31 (such that two full trading days have elapsed since publication of financial results), and regular insiders may execute trades otherwise in compliance with this policy when NASDAQ opens on Thursday, August 1.

The Compliance Officer shall announce the dates of the black-out periods in a financial year in a timely manner before the beginning of each financial year. Any changes to announced black-out periods or establishment of additional black-out periods in the course of the financial year shall also be announced.

➔ IT SHOULD BE NOTED THAT A PERSON WHO POSSESSES MATERIAL NON-PUBLIC INFORMATION, REGARDLESS OF WHETHER WITHIN THE BLACK-OUT PERIOD OR NOT, MAY NOT ENGAGE IN ANY TRANSACTION INVOLVING NXP SECURITIES.

Internal notification of transaction. Every financial reporting insider must notify the Compliance Officer of the material details of any transaction in NXP securities within ten business days after the transaction.

V. ADDITIONAL RULES FOR REGULAR INSIDERS:

Who are regular insiders? Regular insiders are persons who may regularly have access to material nonpublic information through the exercise of their employment, profession or duties. The Compliance Officer is authorized to designate a person as a regular insider for a definite or indefinite period and to terminate such designation. The Compliance Officer will notify a person when he or she is designated as such and when such designation is terminated. NXP, through its Compliance Officer, will keep a list of regular insiders.

Restrictions for all NXP employees and directors. The restrictions of Section II apply to regular insiders.

Prior clearance of transactions in NXP securities. Every regular insider must request clearance from the Compliance Officer or NXP General Counsel to transact in NXP securities at least two business days in advance. If advised that a transaction may occur, the regular insider may proceed with the proposed transaction. Pre-clearance is also required for regular insiders to enroll in a dividend reinvestment program. Every regular insider must also notify the Compliance Officer of the material details of any transaction in NXP securities within ten business days after the transaction. No regular insider may disclose instances in which a request for such clearance has been denied.

No trading during black-out periods. Regular insiders are prohibited from trading during black-out periods.

The black-out periods are:

- (c) the period of December 15 of each financial year until the end of the second trading day to commence after the publication of NXP's annual earnings release regarding that year; and
- (d) the period of two weeks prior to the end of a financial quarter until the end of the second trading day to commence after the publication of NXP's earnings release regarding that quarter.

For example, if financial results are published on the morning of Tuesday, July 30 before NASDAQ open, then the black out period will end at NASDAQ close on Wednesday July 31 (such that two full trading days have elapsed since publication of financial results), and regular insiders may execute trades otherwise in compliance with this policy when NASDAQ opens on Thursday, August 1.

The Compliance Officer shall announce the dates of the black-out periods in a financial year in a timely manner before the beginning of each financial year. Any changes to announced black-out periods or establishment of additional black-out periods in the course of the financial year shall also be announced.

➔ IT SHOULD BE NOTED THAT A PERSON WHO POSSESSES MATERIAL NONPUBLIC INFORMATION, REGARDLESS OF WHETHER WITHIN THE BLACK-OUT PERIOD OR NOT, MAY NOT ENGAGE IN ANY TRANSACTION INVOLVING NXP SECURITIES.

Other prohibited transactions. Every regular insider is prohibited from transacting in call or put options and similar derivatives of NXP securities. Regular insiders are also prohibited from placing standing orders to sell or purchase NXP shares, except to the extent that the standing order may only be executed or cancelled within the trading period permitted by the pre-clearance. However, regular insiders may purchase or sell shares pursuant to a Rule 10b5-1 Plan entered into pursuant to the company's Rule 10b5-1 Plan Procedures attached as Appendix A.

VI. ADDITIONAL RULES FOR MEMBERS OF THE BOARD AND MT (“SECTION 16 INSIDERS”)

Restrictions for all NXP employees and additional rules for regular insiders. The restrictions of Section II and the additional rules for regular insiders of Section V apply to Section 16 Insiders.

Prior clearance of transactions in NXP securities. Once the Section 16 Insider obtains the pre-clearance as required under Section V, Section 16 Insiders must provide notice of the material details of the transaction to the Compliance Officer promptly thereafter, which shall in all cases be before 9:30 a.m. New York time on the next trading day after the transaction is made.

Notification of transactions to the SEC. With only limited exceptions, every Section 16 Insider must notify the SEC of any transaction in NXP equity securities (including derivative securities) within two business days after the transaction, using a prescribed form. The NXP Legal Department is available to assist Section 16 Insiders with these filings.

VII. COMPLIANCE OFFICER AND INSIDER LISTS

Appointment Compliance Officer. The Board appoints a Compliance Officer. The name of the Compliance Officer and where he or she can be reached will be published on NXP's intranet. The name of the person appointed by the Board to replace the Compliance Officer in his or her absence will be announced in the same manner.

Compliance Officer's duties and powers. The Compliance Officer's duties and powers are the following:

- (a) to designate a person, for a definite or indefinite period, as an incidental insider, and to terminate such designation and to maintain a list of the incidental insiders;
- (b) to designate a person, for a definite or indefinite period, as financial reporting insider, and to terminate such designation and to maintain a list of the financial reporting insiders;
- (c) to designate a person, for a definite or indefinite period, as a regular insider, and to terminate such designation and to maintain a list of the regular insiders;
- (d) to announce the dates of the black-out periods;
- (e) to designate additional periods (outside the black-out period) during which trading in NXP securities is prohibited;
- (f) to designate shares and other financial instruments of other listed companies in which it is prohibited to transact;
- (g) to register any transactions in NXP securities duly notified to the Compliance Officer;
- (h) to review and approve the terms of Rule 10b5-1 Plans according to the procedures in Appendix A;
- (i) to advise NXP employees upon request as to the scope and interpretation of these Rules and other relevant prohibitions or obligations, including by consulting with appropriate legal counsel; and
- (j) any additional duties or powers granted to him or her by the Board.

Insider lists. NXP, through its Compliance Officer, will keep lists of the incidental insiders, financial reporting insiders and regular insiders. The lists set out:

- (a) the names of the incidental insiders, financial reporting insiders and regular insiders;
- (b) the reason for inclusion in a list;

- (c) the circumstance that and the moment from which the incidental insider, financial reporting insider or regular insider is no longer assumed to have access to inside information; and
- (d) all notifications to the Compliance Officer pursuant to these Rules.

Data controller. NXP is the data controller with regard to the processing of personal data (to be) included in the insider lists and may use these data, through its Compliance Officer, for the following purposes:

- (a) keeping the lists in accordance with these Rules;
- (b) complying with legal obligations (including complying with requests from regulatory authorities);
- (c) controlling the flow of inside information, thereby managing its confidentiality duties;
- (d) informing financial reporting insiders and regular insiders of black-out periods;
- (e) informing incidental insiders, financial reporting insiders and regular insiders of which other persons are in the same list; or
- (f) holding or commissioning an inquiry into transactions conducted by or on behalf of an NXP employee, incidental insider, financial reporting insider or regular insider.

Data retention. NXP will retain the data in the insider lists for two years after the date of recording in the list or alteration thereof. If such data is necessary for an internal or external investigation, the resolution of a dispute or in connection with legal proceedings, NXP will retain the relevant data until the relevant investigation, dispute or legal proceeding has ended. After the retention period of two years, or after an investigation, resolution of a dispute or legal proceeding has ended, NXP will delete the data on a secure manner.

Changes to the insider lists. NXP, through its Compliance Officer, will adjust the data included in a list if:

- (a) the reason for listing a person in the list changes;
- (b) a person needs to be added to the list; and
- (c) a person included in the list no longer has access to inside information.

The lists and all alterations thereto shall be dated. All persons included in the lists shall be notified thereof in writing by Compliance Officer.

Access to the insider lists. NXP has access to the information in the lists. NXP may provide information from the lists to the SEC or other regulators at their request for the purpose of discharging their supervisory duties or if a weighty interest of NXP requires this. Information in a list will not be supplied to other parties, except when required or allowed by law or if a weighty interest of NXP requires this. As in the latter case there is a need of a balance check between the privacy of the employee and the weighty interest of NXP, there is a need of approval from the NXP Data Protection Office.

All persons included in a list are entitled to review the personal data processed by NXP and request any necessary amendments. Persons included in a list may also request to see which other persons are likewise included in that list. For such requests, please contact the Compliance Officer.

VIII. MISCELLANEOUS

Sanctions. In the event of a violation of any provision of these Rules, NXP or, as the case may be, the employer reserves the right to impose any sanctions which it is entitled to impose pursuant to the law and the (employment) agreement with the NXP employee or other applicable agreement. Such sanctions may include termination of the (employment) agreement with the NXP employee, by way of summary dismissal or otherwise.

Entry into force and amendments. Provisions of these Rules may be amended and supplemented by a resolution of the Board or any committee or person acting on its behalf. Amendments and additions shall enter into force from the moment that they are announced, unless the announcement specifies a later date.

Governing law. These Rules shall be interpreted in accordance with, and governed by, Dutch law.

NXP
RULE 10b5-1 PLAN PROCEDURES

Definitions. For purposes of these Procedures, a “Rule 10b5-1 Plan” means any written contract, instruction, plan or other arrangement for the purchase or sale of securities of NXP that is intended to satisfy the requirements of Rule 10b5-1(c) under the U.S. Securities Exchange Act of 1934.

Eligibility. Rule 10b5-1 Plans are available to the following individuals (each an “Eligible Person”):

- Regular Insiders as defined under NXP’s Insider Trading Policy;
- Section 16 Insiders as defined under NXP’s Insider Trading Policy; and
- Other employees of NXP approved in advance by the Compliance Officer.

Plan Requirements. Each Rule 10b5-1 Plan must:

- Be entered into by the Eligible Person when they are not aware of any material nonpublic information and during an open trading window;
- Consist of (i) a binding contract for the purchase or sale of NXP shares, (ii) instructions to a third party to purchase or sell NXP shares for the Eligible Person’s account, or (iii) a written trading plan for the purchase or sale of NXP shares;
- Specify the amount, date and price of the transaction, or include a written formula or algorithm, or computer program for determining the amount, price or date of the transaction;
- Not permit the Eligible Person to exercise any subsequent influence on how, when and whether to effect the transactions, and delegate those decisions only to a person who does not possess material non-public information;
- Conform with applicable securities laws and requirements and NXP policies;
- Contain provisions that cause the plan to terminate in the event that NXP or another person publicly announces a tender or exchange offer with respect to NXP’s common shares, or a merger, acquisition, reorganization, recapitalization or other comparable transaction affecting the securities of NXP; and
- As applicable, establish a procedure with the broker or other person who is a party to the plan to ensure (i) prompt filings of Forms 4 after transactions take place and (ii) compliance with applicable securities laws at the time of any transaction.

Procedures. To enter into a new Rule 10b5-1 Plan, an Eligible Person should contact his or her broker to begin documenting the terms and conditions of the proposed purchases or sales. Once a draft of the plan is completed, the Eligible Person should provide a copy of the plan to the Compliance Officer for review and approval. The review will include:

- Reviewing the proposed Rule 10b5-1 Plan to confirm that it satisfies the requirements above; and

- Confirming that at the time the Eligible Person proposes to enter into the Rule 10b5-1 Plan, he or she neither has material nonpublic information nor is subject to any black-out period. The Compliance Officer may deny or defer the Eligible Person's entry in the Rule 10b5-1 Plan if it is reasonably possible that NXP is then in possession of material nonpublic information (even if the Eligible Person is not aware of it).

Upon approval of the Rule 10b5-1 Plan, the Eligible Person will execute and implement the plan. Once approved, executed and implemented, Rule 10b5-1 Plans may not be modified[, except with the written approval of the Compliance Officer].

Plan Termination. To terminate an existing Rule 10b5-1 Plan before it expires, an Eligible Person should contact the Compliance Officer for review and approval of the proposed termination.

Trading and Disclosure. An Eligible Person is prohibited from purchasing or selling NXP shares outside of a Rule 10b5-1 Plan during the term of the Rule 10b5-1 Plan, provided, however, that an Eligible Person may make a *bona fide* gift of NXP shares or exercise options (and hold the shares acquired) during the term of the Rule 10b5-1 Plan. If an Eligible Person does not have a Rule 10b5-1 Plan in effect, they may execute spot trades provided that those trades are otherwise in compliance with all other NXP policies and applicable securities laws.