



**NXP SEMICONDUCTORS N.V.  
CONVOCAATION  
EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

Shareholders of NXP Semiconductors N.V. are invited to attend the extraordinary general meeting of shareholders (the "**EGM**") which will be held on January 27, 2017, 1:30 p.m., Central European Time, at the offices of NXP (High Tech Campus 60, Eindhoven 5656 AG, The Netherlands).

The business to be conducted at this EGM is set out in the agenda together with the explanatory notes to the agenda. You can find the agenda and other related documents on our website at <http://www.nxp.com/investor>. They are also available for inspection at the offices of NXP (High Tech Campus 60, 5656 AG Eindhoven, The Netherlands).

***Record date***

The record date, which is the date for the determination of shareholders entitled to vote at the EGM, is December 30, 2016, which is the 28th day prior to the date of the EGM. Only shareholders who hold ordinary shares of record or beneficially hold ordinary shares on the record date are entitled to vote at the EGM. Each ordinary share entitles its holder to one vote at the EGM.

***Attendance at the EGM***

Only shareholders of record as of the record date, beneficial owners as of the record date, holders of valid proxies for the EGM and other persons admitted by the chairman of the meeting may attend the EGM.

Persons that wish to attend the EGM must notify the NXP board of their intention to do so no later than Monday, January 23, 2017, 18:00 p.m., Central European Time, by submitting their name and number of ordinary shares (beneficially) owned to NXP Semiconductors N.V., High Tech Campus 60, 5656 AG Eindhoven, The Netherlands, Attention: Secretary, or by sending an email with such information to [jean.schreurs@nxp.com](mailto:jean.schreurs@nxp.com).

All attendees must be prepared to identify with a valid proof of identity for admittance. The additional items that attendees must bring depend on whether they are shareholders of record, beneficial owners or proxy holder.

- A NXP shareholder who holds ordinary shares directly registered in such shareholder's name in NXP's shareholder register (a "**Shareholder of Record**") who wishes to attend the EGM in person must bring a valid proof of identity.
- A shareholder who holds ordinary shares in "street name" through a broker, bank, trustee or other nominee (a "**Beneficial Owner**") who wishes to attend the EGM in person must bring:

The agenda, the explanatory notes to the agenda and all relevant meeting documents have been published on NXP's website (at [www.nxp.com/investor](http://www.nxp.com/investor)).

- a valid proof of identity; and
  - proof of beneficial ownership as of the record date (e.g., a letter from the broker, bank, trustee or other nominee that is the record owner of such Beneficial Owner's ordinary shares, a brokerage account statement or the voting instruction form provided by the broker).
- A person who holds a validly executed proxy entitling such person to vote on behalf of a Beneficial Owner and who wishes to attend the EGM in person must bring:
- valid proof of identity;
  - the validly executed proxy naming such person as the proxy holder, signed by the Beneficial Owner; and
  - proof of beneficial ownership of the relevant Beneficial Owner as of the record date (e.g., a letter from the broker, bank, trustee or other nominee that is the record owner of such Beneficial Owner's ordinary shares, a brokerage account statement or the voting instruction form provided by the broker).
- A person who holds a validly executed proxy entitling such person to vote on behalf of a Shareholder of Record who wishes to attend the EGM in person must bring:
- valid proof of identity;
  - the validly executed proxy naming such person as the proxy holder, signed by the Shareholder of Record; and
  - proof of the signing shareholder's record ownership as of the record date.

No cameras or other recording equipment will be allowed in the meeting room. Failure to provide the requested documents at the door or failure to comply with the procedures for the EGM may prevent shareholders from being admitted to the meeting.

***How to vote***

Beneficial Owners can vote his, her or its ordinary shares by following the procedures specified on his, her or its broker's voting instruction form. Shortly before the EGM, the brokers will tabulate the votes they have received and submit one or more proxy cards to NXP reflecting the aggregate votes of the street name holders.

A Shareholder of Record as of the record date may have its ordinary shares voted by submitting a proxy or may vote in person at the EGM.

***Voting Instructions and Revocation***

Beneficial Owners may change their voting instruction only by submitting new voting instructions to the brokers, banks or other nominees that hold their ordinary shares.

A Shareholder of Record may revoke a proxy given to a representative of NXP in any of the following ways:

- by sending a written notice of revocation to NXP at High Tech Campus 60, 5656 AG Eindhoven, The Netherlands;  
Attention: Secretary, which notice must be received before shares of such shareholder are voted at the EGM;
- by properly submitting a later-dated, new proxy, which must be received before shares of such shareholder are voted at the EGM (in which case only the later-dated proxy is counted and the earlier proxy is revoked);
- by submitting a proxy via Internet or by telephone no later than 11:59 p.m. Eastern Time on the day before the EGM (in which case only the later-dated proxy is counted and the earlier proxy is revoked); or
- by attending the EGM and voting in person. Attendance at the EGM will not, however, in and of itself, constitute a vote or revocation of a prior proxy.

***Questions and Additional Information***

NXP (beneficial) shareholders may contact NXP's proxy solicitor: MacKenzie Partners, Inc. with any questions.

MacKenzie Partners can be reached at +1-212-929-5500 or toll-free at 1-800-322-2885 or by email at [tenderoffer@mackenziepartners.com](mailto:tenderoffer@mackenziepartners.com).

Eindhoven, The Netherlands, November 22, 2016  
The Board of Directors