

NXP SEMICONDUCTORS N.V.

PROXY FORM

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS MARCH 28, 2014

The undersigned shareholder of NXP Semiconductors N.V. (the “**Company**”) hereby constitutes and appoints J.A.W. Schreurs and R. Bos, each individually, as the attorney and proxy of the undersigned, with full power of substitution and revocation, to vote for and in the name, place and stead of the undersigned at the Extraordinary General Meeting of Shareholders of the Company to be held at High Tech Campus 60, 5656AG Eindhoven, The Netherlands on Friday March 28, 2014 at 9.00 AM CET and at any adjournments thereof, the number of votes the undersigned would be entitled to cast if present.

**WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED
HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL
BE VOTED FOR EACH OF THE FOLLOWING PROPOSALS**

1. Proposal to appoint Mr. E. Meurice as non-executive director of the Company with effect from April 1, 2014

For

Against

Abstain

Name shareholder:

Number of Shares:

DTC Participant Number:

Name authorized signatory:

Place:

Date: