

NXP B.V.

Financial Code of Ethics

PREAMBLE TO NXP'S FINANCIAL CODE

Introduction

As NXP B.V., including all its consolidated subsidiaries (collectively, "NXP") wants to comply with the highest levels of transparency and accountability and in line with the rules and regulations published by the US Securities and Exchange Commission (the 'SEC'), the Board of Management of NXP ("Board of Management") has adopted a Financial Code of Ethics ("Financial Code") to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Full, fair, accurate, timely, and understandable disclosure in the reports and documents that a company files with, or submits to, the SEC and in other public communications made by the company;
- Compliance with applicable laws, rules and regulations;
- The prompt internal reporting to an appropriate person or persons identified in the Financial Code of violations of the Financial Code;
- Accountability for adherence to the Financial Code; and
- General deterrence of wrongdoing within NXP.

The Financial Code is, as a supporting policy, an integral part of the NXP Business Code of Conduct.

Employees involved

The following employees of NXP must adhere to the rules of the Financial Code:

1. The Chief Executive Officer;
2. The Chief Financial Officer;
3. The heads of Corporate Control, Corporate Treasury, Corporate Fiscal and Corporate Internal Audit;
4. The Business Unit controllers;
5. The regional controllers and the country controllers;
6. The controllers of other businesses or legal entities, to be designated from time to time by the Chief Financial Officer;
7. The controllers of organizations that submit information for group consolidation purposes (reporting funloc controllers) in so far as they are not covered by one of the previous categories; and
9. Employees performing an accounting or financial function, designated as belonging to the Target Group (as defined below).

Questions

If you have any questions about the Financial Code or the interpretation thereof, you can contact the Business Code of Conduct compliance officer in your country or Business Unit or contact the Corporate Compliance Officer.

FINANCIAL CODE OF ETHICS

Definitions

- **Senior (Financial) Officers** mean the Chief Executive Officer, the Chief Financial Officer; the heads of Corporate Control, Corporate Treasury, Corporate Fiscal and Corporate Internal Audit and the controllers of the Business Units
- **Compliance Officer** means in respect of compliance by a Senior (Financial) Officer the Compliance Officer Financial Code and in respect of compliance by other employees, the Business Code of Conduct compliance officer in his or her Business Unit or country
- **Compliance Officer Financial Code** means the Chairman of the Business Code of Conduct Review Committee, being the Corporate Compliance Officer
- **Target Group** means the Senior (Financial) Officers and those other employees performing an accounting or financial function and designated to adhere to the Financial Code as determined by one of the Senior (Financial) Officers.

Each individual belonging to the Target Group (“Target Group Employees”) shall:

1. Act honestly and ethically

- Carry out their duties in an honest and ethical way by ensuring that business policies and practices are aligned with ethical principles.
- Adhere to a high standard of business ethics.
- Maintain the confidentiality of confidential or privileged information acquired in the course of their work, except when disclosure has been authorized or is legally obliged.
- Act in good faith, responsible, with due care and integrity, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Clearly communicate ethical expectations to those with whom they work.
- Refrain from using or appearing to use confidential information acquired in the course of one's work for unethical or illegal advantage either personally or through third parties.
- Ensure the integrity of records.

2. Avoid conflicts of interest

A “conflict of interest” occurs when an individual's direct or indirect interest interferes or appears to interfere with the interests of NXP. A conflict of interest can arise when a Target Group Employee takes actions or has interests that may make it difficult to perform his/her work for NXP objectively and effectively or detracts from that individual's ability to devote appropriate time and attention to his/her responsibilities with NXP. For example, a conflict of interest would arise if a Target Group Employee, or a member of his/her family, receives improper personal benefits as a result of his/her position within NXP. Service to NXP should never be subordinated to personal gain and advantage.

Each Target Group Employee shall:

- Avoid actual or apparent conflicts of interest wherever possible.
- Not take any actions and avoid any interests outside NXP that may make it difficult to perform his or her company work objectively and effectively. No direct or indirect financial interest in a supplier, customer or competing company is allowed, with the exception of a financial interest in a publicly traded company or financial interests through open-end investment funds or investments made by an investment manager without the Target Group Employee having any formal or actual, direct or indirect influence on the actual investment decisions.
- Discuss any material transaction, relationship or situation that could reasonably be expected to give rise to a conflict of interest with the Compliance Officer.
- Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, requires the immediate, and if possible, prior approval of the

Compliance Officer. A list of all approvals rendered must be submitted annually to the Audit Committee for its review. Any material transaction, relationship or situation of the Chief Executive Officer or the Chief Financial Officer that could reasonably be expected to give rise to a conflict of interest must immediately be reported to the Chairman of the Supervisory Board ("Chairman SB").

3. Comply with applicable laws, rules and regulations

- Perform their duties in accordance with both the form and the spirit of all relevant laws, rules and regulations. It is the personal responsibility of each Target Group Employee to adhere to the standards and restrictions imposed by those laws, rules and regulations, including those relating to accounting and auditing matters.

4. Protect NXP's assets and resources

- Ensure the proper use, protection and conservation of NXP's assets and resources. This includes NXP's properties, assets, proprietary interests, financial data, trade secrets, corporate information and other NXP's rights.

5. Provide reliable financial reporting and disclosures

- Be familiar with and comply with NXP's Disclosure Controls and Procedures applicable to him or her.
- Provide full, fair, accurate, timely and understandable financial information and disclosure in reports and documents that NXP files in public communications and any internal reporting that leads or may lead to public communications, including to securities supervising authorities. To provide such full, fair, accurate, timely and understandable disclosure, each Target Group Employee should, to the extent appropriate within his or her area of responsibility, consult with other NXP employees and take all other appropriate steps necessary, including but not limited to properly reviewing and critically analyzing proposed disclosure for accuracy and completeness or, where appropriate, delegating this task to others.
- Not knowingly misrepresent, or cause others to misrepresent, facts about NXP to others, whether within or outside NXP, including to NXP's independent auditors, governmental regulators and self-regulatory organizations.
- Refrain (themselves or those acting under their direction) from directly or indirectly taking any action to fraudulently influence, coerce, manipulate, or mislead persons preparing the financial statements or to otherwise take any action directly or indirectly that would cause such financial statements to be materially incorrect or misleading.
- Ensure that the organization's accounts and reporting complies with the applicable accounting principles, in all material respects.
- Give external and internal auditors of NXP full access to all information necessary for them to properly conduct any audit of NXP.

6. Ensure reliable internal controls

- Give due consideration to assessing the quality of business controls, including internal controls over Financial reporting and NXP's Disclosure Control and Procedures, as well as to implementing control improvements.
- Take immediate action to resolve any control weaknesses that could materially affect the reliability of financial reporting and disclosures.

7. Maintain a proper professional competence level

- Ensure that their professional competences and skills are maintained at a level that is consistent with the responsibility of their job, with due observance of requirements from professional bodies regarding ongoing education.

8. Be accountable for adherence to the Financial Code

- Ensure that the rules of the Financial Code are imposed on their subordinates who are performing certain accounting or financial functions and that they are made fully aware of this obligation.
- Initiate management action if and when a (possible) violation of the rules of the Financial Code is noted within the own organization.

COMPLIANCE, DISCLOSURE AND AMENDMENTS

Confirmation of compliance

All Target Group Employees must adhere to the Financial Code. The Compliance Officer Financial Code will inform the Senior (Financial) Officers of being a member of the Target Group. Other employees belonging to the Target Group will be informed by his or her superior. At the end of each year, the Senior (Financial) Officers shall confirm in writing that the Financial Code has been adhered to during the current year, and that any breaches they are aware of have been promptly and duly reported. At the end of each year, the Compliance Officer Financial Code will initiate the confirmation by the Senior (Financial) Officers. Other employees belonging to the Target Group may be requested by a superior to confirm adherence to the Financial Code as well. The Senior (Financial) Officers will be responsible for preparing a list of the employees that must confirm adherence to the Financial Code.

Enforcement of non-compliance

Any person who becomes aware of any existing or potential violation of this Financial Code is required to notify the Compliance Officer promptly. Failure to do so is itself a violation of this Financial Code. The Compliance Officer shall take all action he/she considers appropriate to investigate any possible violations of the Financial Code that were reported or otherwise became apparent, including but not limited to investigations by Internal Audit or the External Auditor of NXP. If the Compliance Officer determines that a violation has occurred, he/she will inform the Compliance Officer Financial Code. The Compliance Officer Financial Code will take all such disciplinary or preventive actions as he/she deems appropriate, up to and including dismissal or, in the event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

Reporting

The relevant Business Code of Conduct compliance officers will report periodically to the Chairman of the Business Code of Conduct Review Committee and the Compliance Officer Financial Code. The Compliance Officer Financial Code shall report on a quarterly basis to the Audit Committee and the Business Code of Conduct Review Committee. Important issues will be reported promptly.

The Audit Committee of NXP's Supervisory Board (the "Audit Committee") is responsible for applying this Financial Code to specific situations in which question are presented to it and has the authority to interpret this Financial Code in any particular situation.

Whistleblower protection

Any person who in good faith reports a breach by another employee of the Financial Code will be protected from retaliation by his or her superiors and NXP. Complaints may be submitted on an anonymous basis to the Compliance Officer or, alternatively, to the Compliance Officer Financial Code or the Audit Committee directly.

Disclosure

In accordance with the regulations of the Security and Exchange Commission, any waiver, including an implicit waiver, from a provision of the Financial Code granted to a Senior (Financial) Officer will be disclosed in accordance with the requirements of

Adopted by SBAC on November 27, 2006

the SEC. Waivers granted to other Target Group Employees will not be disclosed unless otherwise required by applicable law.

Amendment procedure

Any amendment to the Preamble or the Financial Code and shall be communicated to all NXP employees in the finance section. Any change in or waiver of the Financial Code will be reported in the annual report (Form 20-F) and/or on the NXP website.