



AGENDA FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS 2017 OF NXP SEMICONDUCTORS N.V.

To be held at the Conference Center of the Sheraton Amsterdam Airport Hotel, Schiphol Boulevard 101, Amsterdam, The Netherlands on June 1, 2017 at 9.00 a.m. CET.

1 Opening

2 Annual Report 2016

- (a) Discussion of the implementation of the remuneration policy
- (b) Discussion of the dividend and reservation policy
- (c) Discussion of the 2016 statutory annual report and proposal to adopt the 2016 statutory annual accounts
- (d) Proposal to discharge the executive member and non-executive members of the Board of Directors for their responsibilities in the financial year 2016

3 Composition of the Board of Directors

- (a) Proposal to re-appoint Mr. Richard L. Clemmer as executive director with effect from June 1, 2017
- (b) Proposal to re-appoint Sir Peter Bonfield as non-executive director with effect from June 1, 2017
- (c) Proposal to re-appoint Mr. Johannes P. Huth as non-executive director with effect from June 1, 2017
- (d) Proposal to re-appoint Mr. Kenneth A. Goldman as non-executive director with effect from June 1, 2017
- (e) Proposal to re-appoint Dr. Marion Helmes as non-executive director with effect from June 1, 2017
- (f) Proposal to re-appoint Mr. Joseph Kaeser as non-executive director with effect from June 1, 2017
- (g) Proposal to re-appoint Mr. Ian Loring as non-executive director with effect from June 1, 2017
- (h) Proposal to re-appoint Mr. Eric Meurice as non-executive director with effect from June 1, 2017
- (i) Proposal to re-appoint Mr. Peter Smitham as non-executive director with effect from June 1, 2017
- (j) Proposal to re-appoint Ms. Julie Southern as non-executive director with effect from June 1, 2017
- (k) Proposal to re-appoint Mr. Gregory Summe as non-executive director with effect from June 1, 2017



4 Authorization of the Board of Directors to (i) issue shares or grant rights to acquire shares and (ii) restrict or exclude pre-emption rights

- (a) Proposal to authorize the Board of Directors for a period of 18 months, with effect from June 1, 2017 as the body that is authorized to issue ordinary shares and grant rights to acquire ordinary shares within the limits set out in the explanatory notes to this agenda item 4
- (b) Proposal to authorize the Board of Directors for a period of 18 months, with effect from June 1, 2017 as the body that is authorized to restrict or exclude pre-emption rights accruing in connection with an issue of shares or grant of rights pursuant to the authorization referred to under proposal 4 (a)

5 Authorization to repurchase shares in the Company's capital

Proposal to authorize the Board of Directors for a period of 18 months, with effect from June 1, 2017 to acquire ordinary shares, on NASDAQ or otherwise, at a price between EUR 0.01 and a price equal to 110% of the market price of the ordinary shares on NASDAQ; the market price being the average of the closing prices on the five trading days prior to the date of the acquisition within the limits as set out in the explanatory notes to this agenda item 5.

6 Cancellation of ordinary shares

Proposal to cancel ordinary shares held or to be acquired by the Company. The number of ordinary shares that will be cancelled shall be determined by the Board of Directors, but may not exceed 20% of the issued share capital as of June 1, 2017.

Agenda items indicated as "Proposal" are voting items.



EXPLANATORY NOTES TO THE AGENDA

1 Opening

Welcome and announcements

2 Annual Report 2016

Item 2 (a): Discussion of the implementation of the remuneration policy

An explanation to the implementation of the remuneration policy is given in the annual report, in particular in the report of the Board of Directors. The implementation of the remuneration policy will be further discussed at the general meeting.

Item 2 (b): Discussion of the dividend and reservation policy

Pursuant to the dividend and reservation policy, the Company currently retains all earnings for use in the operation and expansion of the business, to repurchase shares and to repay debt. If in the future, the Board of Directors may decide to not allocate all profits to the Company's reserves (making such profits available to be distributed as dividends), any decision to pay dividends on the ordinary shares will be at the discretion of the general meeting.

Item 2 (c): Discussion of the 2016 statutory annual report and proposal to adopt the 2016 Statutory Annual Accounts

The Company has prepared two sets of financial statements, one based on accounting principles generally accepted in the United States of America ("U.S. GAAP") and one based on Dutch law and International Financial Reporting Standards as adopted by the European Union (the "Statutory Annual Accounts").

For internal and external reporting purposes, the Company follows U.S. GAAP. However, the 2016 Statutory Annual Accounts are the annual accounts that are being submitted to the general meeting for adoption. The 2016 statutory annual report, including the 2016 Statutory Annual Accounts, as prepared in accordance with Dutch law, is published on the Company's website (www.investors.nxp.com) and is also available at the principal offices of the Company.

Item 2 (d): Proposal to discharge the executive member and non-executive members of the Board of Directors for their responsibilities in the financial year 2016

It is proposed to discharge the members of the Board of Directors, in accordance with Dutch law, for the performance of their respective duties in the financial year 2016. The proposed discharge only covers the matters that are disclosed in the statutory annual report or otherwise publicly disclosed at the time the resolution to discharge is adopted.



3 Composition of the Board of Directors

The current term of appointment of all members of the Board of Directors will expire at the end of the 2017 annual general meeting. The Board of Directors has nominated below members for reappointment.

All reappointments will take effect directly after the 2017 annual general meeting and shall be for a term ending directly after the 2018 annual general meeting. However, if the transaction whereby Qualcomm River Holding B.V., an indirect wholly owned subsidiary of Qualcomm Incorporated, acquires the outstanding common shares of the Company closes (“Closing”) prior to the 2018 annual general meeting, the reappointment term ends as per the Closing. In this respect, reference is made to the conditional appointment resolutions adopted by the extraordinary meeting of shareholders of the Company taken on January 27, 2017.

Pursuant to the articles of association, the nominations are binding. However, the general meeting may overrule the binding nomination by at least a two-thirds majority, provided such majority represents more than half of the issued share capital. If the nomination is not overruled, the proposed candidate shall be appointed.

Item 3 (a): Proposal to re-appoint Mr. Richard L. Clemmer as executive director

Mr. Clemmer (1951, American) became executive director, president and chief executive officer on January 1, 2009. Prior to that, from December 2007, Mr. Clemmer was a member of the supervisory board of NXP B.V. and a senior advisor of Kohlberg Kravis Roberts & Co. Prior to joining NXP, he was the President and CEO of Agere Systems, served as Chairman of u-Nav Microelectronics Corporation, and was executive vice president and chief financial officer at Quantum Corporation. Prior to that, Mr. Clemmer worked for Texas Instruments Incorporated as senior vice president and semiconductor group chief financial officer. Mr. Clemmer also serves on the board of NCR Corporation.

Item 3 (b): Proposal to re-appoint Sir Peter Bonfield as non-executive director

Sir Peter Bonfield CBE FREng (1944, British) has been appointed as a non-executive director and as the chairman of our board of directors in August 2010. Prior to that, Sir Peter was the chairman of the supervisory board of NXP B.V. from September 29, 2006. Sir Peter served as chief executive officer and chairman of the executive committee for British Telecom plc from 1996 to 2002 and prior to that was chairman and chief executive officer of ICL plc (now Fujitsu Services Holdings Ltd.). Sir Peter also worked in the semiconductor industry during his tenure as a divisional director at Texas Instruments Incorporated, for whom he held a variety of senior management positions around the world. Sir Peter currently holds a non-executive directorship at Taiwan Semiconductor Manufacturing Company Limited and serves as Chairman of Global Logic Inc. Sir Peter is Chair of Council and Senior Pro-Chancellor at Loughborough University, Chairman of the Board, East West Institute UK and Board Director, East West Institute USA and Board Mentor at CMi in Belgium. He is also Advisor to Longreach LLP in Hong Kong, Alix Partners UK LLP in London and G3 Good Governance Ltd in London.



Item 3 (c): Proposal to re-appoint Mr. Johannes P. Huth as non-executive director

Johannes P. Huth (1960, German) has been appointed as a non-executive director and vice-chairman of our board of directors in August 2010. Prior to that, Mr. Huth was a member and chairman of our supervisory board and a member and vice-chairman of NXP B.V.'s supervisory board from September 29, 2006. Mr. Huth joined Kohlberg Kravis Roberts & Co. LLP in May 1999 and is a Member of KKR and Head of KKR's operations in Europe, the Middle East and Africa. He is also a member of the Firm's Management Committee and several of the Firm's Investment Committees. Prior to joining KKR, he was a member of the Management Committee of Investcorp and jointly responsible for Investcorp's operations in Europe. From 1986 to 1991, he worked at Salomon Brothers, where he was a Vice President in the Mergers and Acquisitions departments in London and New York. Mr. Huth currently is also member of the Supervisory Board of GEG German Estate Group AG, member of the Board of SoftwareOne AG and member of the Board of Cognita Ltd. He is the Chairman of the Trustees of Impetus – Private Equity Foundation, a charitable organization set up by the Private Equity industry focused on providing support to charities involved with young people not in education, employment or training. He is Vice-Chair of the Board of Trustees of the Design Museum, trustee of the Staedel Museum in Frankfurt and trustee of The Education Endowment Foundation. He is a Visiting Fellow of Oxford University and a Fellow of the Royal Society of Arts. He earned a BSc with Highest Honors from the London School of Economics and an MBA from the University of Chicago. Mr. Huth is also a member of the Global Advisory Board of the Booth School of Business at the University of Chicago.

Item 3 (d): Proposal to re-appoint Mr. Kenneth A. Goldman as non-executive director

Kenneth A. Goldman (1949, American) has been appointed as a non-executive director of our board of directors effective August 6, 2010. Mr. Goldman is chief financial officer of Yahoo!, Inc responsible for Yahoo!'s global finance functions including financial planning and analysis, controllership, tax, treasury and investor relations since October 2012. Prior to that, Mr. Goldman served as senior vice president, finance and administration, and chief financial officer of Fortinet, Inc, a provider of unified threat management solutions, from September 2007 to September 2012. From November 2006 to August 2007, Mr. Goldman served as executive vice president and chief financial officer of Dexterra, Inc. From August 2000 until March 2006, Mr. Goldman served as senior vice president, finance and administration, and chief financial officer of Siebel Systems, Inc., and from December 1999 to December 2003, Mr. Goldman served on the Financial Accounting Standards Board's primary advisory group. Mr. Goldman also serves on the board of directors of Yahoo! Japan, Trinet, GoPro, Inc. and several private companies. Mr. Goldman in 2015 was appointed to a three year term on the Standards Advisory Group which advises the PCAOB. Mr. Goldman was a member of board of trustees of Cornell University from 2005 to 2013 and was designated as Emeritus Trustee. He was formerly a member of the Treasury Advisory Committee on the Auditing Profession, a public committee that made recommendations in September 2008 to encourage a more sustainable auditing profession. Mr. Goldman holds a B.S. in Electrical Engineering from Cornell University and an M.B.A. from the Harvard Business School.



Item 3 (e): Proposal to re-appoint Dr. Marion Helmes as non-executive director

Dr. Marion Helmes (1965, German) has been appointed a non-executive director of our board of directors in October 2013. Dr. Helmes was the Speaker of the Management Board of Celesio AG until July 2014; in addition she was CFO of Celesio from January 2012 until July 2014. Prior to joining Celesio, she was member of the board of management and CFO of Q-Cells SE and from 1997 until 2010 she held various management roles at ThyssenKrupp, including CFO of ThyssenKrupp Stainless and CFO of ThyssenKrupp Elevator. Dr. Helmes is currently also non-executive director, Vice-Chairman, member of the Presiding Committee, member of the Compensation Committee and member of the Audit and Finance Committee of ProSiebenSat.1 Media SE. Dr. Helmes is currently also non-executive director, Member of the Nomination Committee and Chairman of the Audit Committee of Bilfinger SE and also non-executive director, Member of the Nomination Committee and the Audit Committee of British American Tobacco plc.

Item 3 (f): Proposal to re-appoint Mr. Josef Kaeser as non-executive director

Josef Kaeser (1957, German) has been appointed as a non-executive director of our board of directors effective September 1, 2010. Mr. Kaeser is the president and chief executive officer of Siemens AG since August 2013. Prior to this, from May 2006 to August 2013, he was executive vice president and chief financial officer of Siemens AG. From 2004 to 2006, Mr. Kaeser served as chief strategy officer for Siemens AG and as the chief financial officer for the mobile communications group from 2001 to 2004. Mr. Kaeser has additionally held various other positions within the Siemens group since he joined Siemens in 1980. Mr. Kaeser also serves on the managing board of Siemens AG and the board of directors of Siemens Ltd., India, Daimler AG and Allianz Deutschland AG.

Item 3 (g): Proposal to re-appoint Mr. Ian Loring as non-executive director

Ian Loring (1966, American) has been appointed a non-executive director of our board of directors in August 2010. Mr. Loring became a member of our supervisory board and the supervisory board of NXP B.V. on September 29, 2006 and is a managing director of Bain Capital Partners, LLC. Prior to joining Bain Capital Partners in 1996, Mr. Loring worked at Berkshire Partners and has previously also worked at Drexel Burnham Lambert. Mr. Loring played a leading role in Bain Capital's media, technology and telecommunications investments such as Warner Music Group, ProSiebenSat.1 Media, Advertising Directory Solutions, iHeart Media (formerly Clear Channel Communication Inc.), and Blue Coat Systems, Inc. He serves as a director of The Weather Company, BMC Software, Inc., Viewpoint, Inc. and Vertafore, Inc..

Item 3 (h): Proposal to re-appoint Mr. Eric Meurice as non-executive director

Eric Meurice (1956, France) has been appointed as a non-executive director of the board of directors effective April 1, 2014. Mr. Meurice was the CEO and Chairman of the management board of ASML Holding NV (The Netherlands), a leading provider of manufacturing equipment and technology to the semiconductor industry from 2004 to 2013. Under his watch, ASML became the largest Lithography vendor in the world, leading to a significant equity investment



and funding commitment by its customers. Before joining ASML, he was Executive Vice President of Thomson Television, where he completed the merger of his division with TCL Corporation, one of the largest Chinese consumer electronics company. Before 2001, he served as head of Dell Computers' Western, Eastern Europe and EMEA emerging market businesses. He gained extensive technology experience in the semiconductor industry between 1984 and 1994, first at Intel, in the micro-controller group, and then at ITT Semiconductors, a provider then of digital video and audio DSP integrated circuits. Mr. Meurice is an independent director of IPG Photonics, a US based Laser supplier, since June 2014 and of UMICORE, a Belgium based materials specialist, since April 2015. He served on the board of Verigy LTD (former HP test division), until its acquisition by Advantest in 2011. From July 1, 2013 to April 1, 2014 he was non-executive director of ARM Holdings plc (UK, semiconductor intellectual property supplier).

Item 3 (i): Proposal to re-appoint Mr. Peter Smitham as non-executive director

Peter Smitham (1942, British) has been appointed as a non-executive director of our board of directors effective December 7, 2015, Mr. Smitham retired from his position as a partner of the private equity firm Permira on December 31, 2009, but until August 1, 2015, he was a member of Permira Advisers LLP, which he joined in 1985, the year the London office was founded. Mr. Smitham was the managing partner of the London office from 1994 until 1998 and led Permira's European business from 1996 until 2000. He has worked on numerous transactions focusing on technology, including Memec Group Holdings Limited, The Roxboro Group, Solartron Group and Technology plc. Until its merger with NXP, Mr. Smitham was a director of Freescale; he joined the Freescale board in June 2007 and has been a member of the Compensation and Leadership Committee and the Nominating and Corporate Governance Committee of the Freescale board. He has a degree in Geography from Swansea University, Wales, and attended the Senior Executive Program at Stanford Business School.

Item 3 (j): Proposal to re-appoint Ms. Julie Southern as non-executive director

Ms. Julie Southern (1959, British) has been appointed a non-executive director of our board of directors in October 2013. She was with Virgin Atlantic Limited (UK) from 2000 to May 2013. From 2010 to 2013 Ms. Southern was chief commercial officer and from 2000 to 2010 she was chief financial officer of Virgin Atlantic. Prior to joining Virgin Atlantic, she was group finance director at Porsche Cars Great Britain and finance and operations director at W H Smith – H J Chapman & Co Ltd. Prior to that, she was chartered accountant at Price Waterhouse Coopers. Ms. Southern currently holds non-executive directorships at Rentokil-Initial Plc, Cineworld PLC and DFS PLC and is Chair of the respective Audit Committees. At the same time, Ms. Southern is a non-executive director and Chair of the Remuneration Committee for Stagecoach Group plc.

Item 3 (k): Proposal to re-appoint Mr. Gregory L. Summe as non-executive director

Gregory L. Summe (1956 American) has been appointed as a non-executive director of our board of directors effective December 7, 2015, Mr. Summe is the Managing Partner of Glen Capital Partners, an investment fund, which he founded in 2013. Mr. Summe was the managing



director and vice chairman of Global Buyout at The Carlyle Group, a leading global private equity firm, from September 2009 to May 2014. Prior to joining Carlyle, he was the chairman and chief executive officer of PerkinElmer, Inc., a designer, manufacturer and deliverer of advanced technology solutions addressing health and safety concerns, a company he led from 1998 to September 2009. He also served as a senior advisor to Goldman Sachs Capital Partners, from 2008 to 2009 and also was a director of Freescale from September 2010 until its merger with NXP in December 2015; Mr. Summe served as Chairman of the Freescale board since May 2014 and was also Chairman of the Compensation and Leadership Committee of the Freescale board. Prior to joining PerkinElmer, Mr. Summe was with AlliedSignal, now Honeywell International, an inventor and manufacturer of technologies addressing global macro trend challenges such as safety, security, and energy, serving as the president of General Aviation Avionics, president of the Aerospace Engines Group and president of the Automotive Products Group. Before joining AlliedSignal, he was the general manager of Commercial Motors at General Electric and was a partner with the consulting firm of McKinsey & Company, Inc. Mr. Summe holds B.S. and M.S. degrees in electrical engineering from the University of Kentucky and the University of Cincinnati, and an M.B.A. with distinction from the Wharton School at the University of Pennsylvania. He is in the Engineering Hall of Distinction at the University of Kentucky. Mr. Summe also serves on the boards of directors of LMI Aerospace, Inc. and the State Street Corporation. Mr. Summe previously served on the board of directors of Automatic Data Processing, Inc., Biomet Inc., Veyance Technologies, Inc., Export Trading Group Ltd, Euromax Holdings Inc. and TRW Corp.

4 Authorization of the Board of Directors to (i) issue shares or grant rights to acquire shares and (ii) restrict or exclude pre-emption rights

The Board of Directors considers it in the best interest of the Company and its stakeholders for the Board of Directors to be able to react in a timely manner when strategic business opportunities arise that require the issuance of ordinary shares. For example, this designation has been used in the past in relation to the issuance of convertible bonds in 2014 and the granting of equity-based awards in accordance with employee participation plans or the Company's remuneration policy.

At the 2016 annual general meeting the Board of Directors was authorized to issue shares and to grant rights to acquire shares and to exclude pre-emptive rights in connection with such issue or grant of rights for a period of 18 months. It is proposed to renew this authorization for a new period of 18 months.

Item 4 (a): Proposal to authorize the Board of Directors for a period of 18 months, with effect from June 1, 2017 as the body that is authorized to issue ordinary shares and grant rights to acquire ordinary shares within the limits laid down in the articles of association.

In accordance with standard Dutch practice, it is proposed to grant an authorization to the Board of Directors to issue or grants rights to acquire a number of shares equal to 10% of the issued share capital which authorisation can be used for general purposes and an additional 10% if the ordinary shares are issued or rights are granted in connection with an acquisition, merger or (strategic) alliance.



Item 4 (b): Proposal to authorize the Board of Directors for a period of 18 months, effective with effect from June 1, 2017 as the body that is authorized, to restrict or exclude pre-emption rights accruing in connection with an issue of shares pursuant to the authorization referred to under proposal 4 (a).

If less than 50% of the issued capital is represented, this proposal 4 (b) can only be adopted by a majority of at least two-thirds of the votes cast. If 50% or more of the issued capital is represented, a simple majority is sufficient to adopt this proposal.

5 Authorization of the Board of Directors to acquire ordinary shares in the Company

At the 2016 annual general meeting the Board of Directors was authorized to have the Company acquire ordinary shares in its own capital for a period of 18 months. It is proposed to renew this authorization for a new period of 18 months.

The purpose of the proposal is to create flexibility to return capital to the shareholders. Furthermore the authorization can be used to acquire ordinary shares to cover the Company's obligations related to share-based remuneration, such as those under the Long Term Incentive Plans, the Employee Stock Purchase Plan and any other employee stock incentive or purchase plan under which employees may acquire ordinary shares. Repurchased ordinary shares may also be used to cover other obligations of the Company to deliver ordinary shares.

It is proposed to authorize the Board of Directors for a period of 18 months, with effect from June 1, 2017, to acquire ordinary shares, on NASDAQ or otherwise, at a price between EUR 0.01 and a price equal to 110% of the market price of the ordinary shares on NASDAQ; the market price being the average of the closing prices on the five trading days prior to the date of the acquisition.

The number of ordinary shares the Company may acquire and hold, will not exceed 10% of the issued share capital per June 1, 2017. In case of repurchase for capital reduction purposes, the number of ordinary shares that the Company may acquire and hold will be increased with an additional 10% of such issued share capital. The higher maximum of ordinary shares that may be held is intended to allow the Board of Directors to execute such share repurchase programs in an efficient and expedited manner.

If these authorizations are granted, the existing authorizations as granted in 2016 will cease to apply as per the moment these authorizations take effect.

6 Cancellation of ordinary shares

It is proposed to the General Meeting to cancel any or all ordinary shares in the share capital of the Company held or repurchased by the Company under the authorization referred to under agenda item 5 resulting in a reduction of the Company's issued ordinary shares. The cancellation may be executed in one or more tranches. The number of shares that will be



cancelled (whether or not in a tranche) will be determined by the Board of Directors, with a maximum of the number of shares that may be acquired pursuant to agenda item 5.

Pursuant to the relevant statutory provisions, cancellation may not be effected earlier than two months after resolution to cancel shares is adopted and publicly announced; this will apply for each tranche. The purpose of this proposal is cancellation of ordinary shares held by the Company or that have been acquired in accordance with the proposal under agenda item 5, to the extent that such ordinary shares shall not be used to cover obligations under share-based remuneration or other obligations.