NXP SEMICONDUCTORS
N.V.

PROXY FORM

ANNUAL GENERAL MEETING OF SHAREHOLDERS JUNE 1, 2017

The undersigned DTC participant and pursuant to the omnibus proxy granted by Cede & Co entitled to cast the number of votes mentioned below, hereby appoints G.R.C. Dierick, 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 cast the number of votes mentioned at the bottom of this proxy form at the General Meeting of Shareholders of NXP Semiconductors N.V.(the "**Company**") to be held at the Conference Center of the Sheraton Amsterdam Airport Hotel, Schiphol Boulevard 101, 1118 BG Schiphol, The Netherlands, on June 1, 2017 at 9:00 a.m. CET.

WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE FOLLOWING PROPOSALS FOR THE TOTAL NUMBER OF SHARES MENTIONED AT THE BOTTOM OF THIS PROXY FORM[1]

2.   c.   Adoption of the 2016 statutory annual accounts

Number of votes for		Number of votes against		Number abstentions	

      d.   Granting discharge to the directors for their responsibilities in the financial year 2016

Number of votes for		Number of votes against		Number abstentions	

3.   a.   Proposal to re-appoint Mr. Richard L. Clemmer as executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

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[1] The numbers below refer to the numbers used in the agenda for the AGM of June 1, 2017
*A PDF-scanned copy of the duly signed proxy form can be sent to **jean.schreurs@nxp.com**. Any such proxy form must have been received by the Company on May 31, 2017 11.59 a.m. Eastern Time at the latest.*

b. Proposal to re-appoint Sir Peter Bonfield and non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

c. Proposal to re-appoint Mr. Johannes P. Huth as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

d. Proposal to re-appoint Mr. Kenneth A. Goldman as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

e. Proposal to re-appoint Dr. Marion Helmes as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

f. Proposal to re-appoint Mr. Joseph Kaeser as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

g. Proposal to re-appoint Mr. Ian Loring as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

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h.   Proposal to re-appoint Mr. Eric Meurice as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

i.   Proposal to re-appoint Mr. Peter Smitham as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

j.   Proposal to re-appoint Ms. Julie Southern as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

k.   Proposal to re-appoint Mr. Gregory Summe as non-executive director with effect from June 1, 2017

Number of votes for		Number of votes against		Number abstentions	

4.   a.   Authorization of the Board of Directors to issue shares or grant rights to acquire shares

Number of votes for		Number of votes against		Number abstentions	

b.   Authorization of the Board of Directors to restrict or exclude pre-emption rights

Number of votes for		Number of votes against		Number abstentions	

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5.   Authorization of the Board of Directors to repurchase shares in the Company's capital

Number of votes for		Number of votes against		Number abstentions	

6.   Authorization to cancel repurchased shares in the Company's capital

Number of votes for		Number of votes against		Number abstentions	

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Name DTC Participant:

Number of votes that can be cast pursuant to this proxy:

DTC Participant Number:

Name authorized

signatory: Place:

Date:

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