



## Resolutions voted upon – May 27, 2020

Summary of the resolutions voted upon at the May 27, 2020 Annual General Meeting of Shareholders of NXP Semiconductors N.V.:

1. Adoption of the 2019 statutory annual accounts

<b>For</b>	<b>226,742,700</b>
<b>Against</b>	<b>46,406</b>
<b>Abstain</b>	<b>316,134</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

2. Granting discharge to the directors for their responsibilities in the financial year 2019

<b>For</b>	<b>238,463,695</b>
<b>Against</b>	<b>341,738</b>
<b>Abstain</b>	<b>703,666</b>
<b>Broker Non-Votes</b>	<b>0</b>

3. a. Appointment of Mr. Kurt Sievers as executive director with effect from May 27, 2020

<b>For</b>	<b>226,352,275</b>
<b>Against</b>	<b>433,927</b>
<b>Abstain</b>	<b>319,038</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>



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3. b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from May 27, 2020

<b>For</b>	<b>206,930,209</b>
<b>Against</b>	<b>19,839,209</b>
<b>Abstain</b>	<b>335,822</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

3. c. Re-appointment of Mr. Kenneth A. Goldman as non-executive director with effect from May 27, 2020

<b>For</b>	<b>180,291,750</b>
<b>Against</b>	<b>46,423,165</b>
<b>Abstain</b>	<b>390,325</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

3. d. Re-appointment of Mr. Josef Kaeser as non-executive director with effect from May 27, 2020

<b>For</b>	<b>179,930,043</b>
<b>Against</b>	<b>46,786,980</b>
<b>Abstain</b>	<b>388,217</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

3. e. Re-appointment of Mrs. Lena Olving as non-executive director with effect from May 27, 2020

<b>For</b>	<b>208,542,806</b>
<b>Against</b>	<b>18,222,944</b>
<b>Abstain</b>	<b>339,490</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>



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3. f. Re-appointment of Mr. Peter Smitham as non-executive director with effect from May 27, 2020

<b>For</b>	<b>206,088,722</b>
<b>Against</b>	<b>20,668,552</b>
<b>Abstain</b>	<b>347,966</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

3. g. Re-appointment of Ms. Julie Southern as non-executive director with effect from May 27, 2020

<b>For</b>	<b>222,665,353</b>
<b>Against</b>	<b>4,102,444</b>
<b>Abstain</b>	<b>337,443</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

3. h. Re-appointment of Mrs. Jasmin Staiblin as non-executive director with effect from May 27, 2020

<b>For</b>	<b>225,342,519</b>
<b>Against</b>	<b>1,425,658</b>
<b>Abstain</b>	<b>337,063</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

3. i. Re-appointment of Mr. Gregory Summe as non-executive director with effect from May 27, 2020

<b>For</b>	<b>225,887,487</b>
<b>Against</b>	<b>869,737</b>
<b>Abstain</b>	<b>348,016</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>



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3. j. Re-appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from May 27, 2020

<b>For</b>	<b>225,671,498</b>
<b>Against</b>	<b>1,094,323</b>
<b>Abstain</b>	<b>339,419</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

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

<b>For</b>	<b>238,146,124</b>
<b>Against</b>	<b>1,248,715</b>
<b>Abstain</b>	<b>114,260</b>
<b>Broker Non-Votes</b>	<b>0</b>

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

<b>For</b>	<b>223,177,824</b>
<b>Against</b>	<b>6,153,528</b>
<b>Abstain</b>	<b>177,747</b>
<b>Broker Non-Votes</b>	<b>0</b>

6. Authorization of the Board of Directors to repurchase shares in NXP's capital

<b>For</b>	<b>237,822,091</b>
<b>Against</b>	<b>1,352,595</b>
<b>Abstain</b>	<b>334,413</b>
<b>Broker Non-Votes</b>	<b>0</b>



7. Authorization of the Board of Directors to cancel repurchased shares in NXP's capital

<b>For</b>	<b>239,051,015</b>
<b>Against</b>	<b>338,818</b>
<b>Abstain</b>	<b>124,266</b>
<b>Broker Non-Votes</b>	<b>0</b>

8. Appointment of Ernst & Young Accountants LLP as NXP's external auditor for a three-year period, starting with the fiscal year ending December 31, 2020

<b>For</b>	<b>238,742,830</b>
<b>Against</b>	<b>456,400</b>
<b>Abstain</b>	<b>309,869</b>
<b>Broker Non-Votes</b>	<b>0</b>

9. Determination of the remuneration of the members and Chairs of the committees of the Board

<b>For</b>	<b>225,039,711</b>
<b>Against</b>	<b>1,449,083</b>
<b>Abstain</b>	<b>616,446</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

10. Amendment of the Company's Articles of Association

<b>For</b>	<b>226,615,437</b>
<b>Against</b>	<b>112,251</b>
<b>Abstain</b>	<b>377,552</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>



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11. Non-binding advisory vote to approve Named Executive Officer compensation

<b>For</b>	<b>82,030,714</b>
<b>Against</b>	<b>144,675,451</b>
<b>Abstain</b>	<b>399,075</b>
<b>Broker Non-Votes</b>	<b>12,403,859</b>

12. Non-binding, advisory vote on the frequency of future shareholder advisory votes on Named Executive Officer compensation

<b>1 year</b>	<b>226,000,726</b>
<b>2 years</b>	<b>199,801</b>
<b>3 years</b>	<b>588,729</b>
<b>Abstain</b>	<b>315,984</b>