



NXP SEMICONDUCTORS N.V.
HIGH TECH CAMPUS 60
5656 AG EINDHOVEN, THE NETHERLANDS



**SCAN TO
VIEW MATERIALS & VOTE**



VOTE BY INTERNET - www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information up until May 28, 2024 at 4:00 p.m. Eastern Time (10:00 p.m. Central European Time). Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until May 28, 2024 at 4:00 p.m. Eastern Time (10:00 p.m. Central European Time). Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. The proxy card must be received by May 28, 2024.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V37104-P09254

KEEP THIS PORTION FOR YOUR RECORDS
DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

NXP SEMICONDUCTORS N.V.

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain		For	Against	Abstain
1. Adoption of the 2023 Statutory Annual Accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
2. Discharge of the members of the Company's Board of Directors (the "Board") for their responsibilities in the financial year ended December 31, 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3a. Re-appoint Kurt Sievers as executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Authorization of the Board to issue ordinary shares of the Company ("ordinary shares") and grant rights to acquire ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b. Re-appoint Annette Clayton as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Authorization of the Board to restrict or exclude pre-emption rights accruing in connection with an issue of shares or grant of rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3c. Re-appoint Anthony Foxx as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Authorization of the Board to repurchase ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3d. Re-appoint Moshe Gavrielov as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Authorization of the Board to cancel ordinary shares held or to be acquired by the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3e. Re-appoint Chunyuan Gu as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Re-appointment of Ernst & Young Accountants LLP as our independent auditors for the fiscal year ending December 31, 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3f. Re-appoint Lena Olving as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Amended Remuneration of the Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3g. Re-appoint Julie Southern as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Non-binding, advisory vote to approve Named Executive Officer compensation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3h. Re-appoint Jasmin Staiblin as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3i. Re-appoint Gregory Summe as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3j. Re-appoint Karl-Henrik Sundström as non-executive director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

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Signature [PLEASE SIGN WITHIN BOX]

Date

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Signature (Joint Owners)

Date

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

V37105-P09254

NXP Semiconductors N.V.
Annual General Meeting of Shareholders
May 29, 2024 8:45 AM CET
This proxy is solicited by the Board of Directors

The undersigned shareholder(s) hereby appoint(s) Jennifer Wuamett and Timothy Shelhamer, or either of them, as proxies, each with the power to appoint (his/her) substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of NXP Semiconductors N.V. that the shareholder(s) is/are entitled to vote at the Annual General Meeting of Shareholders to be held at 8:45 AM, Central European Time on May 29, 2024, at the Sheraton Amsterdam Airport Hotel and Conference Center, Schiphol Boulevard 101, 1118 BG, Amsterdam, The Netherlands, and any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

(Continued and to be signed on the other side)