



## Resolutions adopted – June 17, 2019

Summary of the resolutions adopted at the June 17, 2019 Annual General Meeting of Shareholders of NXP Semiconductors N.V.:

1. Adoption of the 2018 statutory annual accounts

<b>For</b>	<b>219,748,666</b>
<b>Against</b>	<b>32,689</b>
<b>Abstain</b>	<b>584,942</b>
<b>Total Votes</b>	<b>220,366,297</b>

2. Granting discharge to the directors for their responsibilities in the financial year 2018

<b>For</b>	<b>219,331,078</b>
<b>Against</b>	<b>137,593</b>
<b>Abstain</b>	<b>897,626</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. a. Re-appointment of Mr. Richard L. Clemmer as executive director with effect from June 17, 2019

<b>For</b>	<b>220,030,777</b>
<b>Against</b>	<b>303,498</b>
<b>Abstain</b>	<b>32,022</b>
<b>Total Votes</b>	<b>220,366,297</b>



Resolutions AGM – June 17, 2019

3. b. Re-appointment of Sir Peter Bonfield as non-executive director with effect from June 17, 2019

<b>For</b>	<b>215,916,000</b>
<b>Against</b>	<b>4,417,748</b>
<b>Abstain</b>	<b>32,549</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. c. Re-appointment of Mr. Kenneth A. Goldman as non-executive director with effect from June 17, 2019

<b>For</b>	<b>167,237,881</b>
<b>Against</b>	<b>53,095,400</b>
<b>Abstain</b>	<b>33,016</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. d. Re-appointment of Mr. Josef Kaeser as non-executive director with effect from June 17, 2019

<b>For</b>	<b>146,402,946</b>
<b>Against</b>	<b>73,666,889</b>
<b>Abstain</b>	<b>296,462</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. e. Appointment of Mrs. Lena Olving as non-executive director with effect from June 17, 2019

<b>For</b>	<b>216,483,397</b>
<b>Against</b>	<b>3,777,361</b>
<b>Abstain</b>	<b>105,539</b>
<b>Total Votes</b>	<b>220,366,297</b>



Resolutions AGM – June 17, 2019

3. f. Re-appointment of Mr. Peter Smitham as non-executive director with effect from June 17, 2019

<b>For</b>	<b>212,695,528</b>
<b>Against</b>	<b>7,637,886</b>
<b>Abstain</b>	<b>32,883</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. g. Re-appointment of Ms. Julie Southern as non-executive director with effect from June 17, 2019

<b>For</b>	<b>215,149,409</b>
<b>Against</b>	<b>5,184,434</b>
<b>Abstain</b>	<b>32,454</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. h. Appointment of Mrs. Jasmin Staiblin as non-executive director with effect from June 17, 2019

<b>For</b>	<b>216,691,901</b>
<b>Against</b>	<b>3,641,922</b>
<b>Abstain</b>	<b>32,474</b>
<b>Total Votes</b>	<b>220,366,297</b>

3. i. Re-appointment of Mr. Gregory Summe as non-executive director with effect from June 17, 2019

<b>For</b>	<b>218,858,504</b>
<b>Against</b>	<b>1,474,910</b>
<b>Abstain</b>	<b>32,883</b>
<b>Total Votes</b>	<b>220,366,297</b>



Resolutions AGM – June 17, 2019

3. j. Appointment of Mr. Karl-Henrik Sundström as non-executive director with effect from June 17, 2019

<b>For</b>	<b>220,173,478</b>
<b>Against</b>	<b>159,880</b>
<b>Abstain</b>	<b>32,939</b>
<b>Total Votes</b>	<b>220,366,297</b>

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

<b>For</b>	<b>219,789,533</b>
<b>Against</b>	<b>567,191</b>
<b>Abstain</b>	<b>9,573</b>
<b>Total Votes</b>	<b>220,366,297</b>

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

<b>For</b>	<b>218,395,456</b>
<b>Against</b>	<b>1,948,766</b>
<b>Abstain</b>	<b>22,075</b>
<b>Total Votes</b>	<b>220,366,297</b>

5. Approval of the NXP 2019 omnibus incentive plan (the “Plan”) and approval of the number of shares and rights to acquire shares for award under the Plan

<b>For</b>	<b>150,130,186</b>
<b>Against</b>	<b>70,219,913</b>
<b>Abstain</b>	<b>16,198</b>
<b>Total Votes</b>	<b>220,366,297</b>



Resolutions AGM – June 17, 2019

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

<b>For</b>	<b>160,333,651</b>
<b>Against</b>	<b>59,658,487</b>
<b>Abstain</b>	<b>374,159</b>
<b>Total Votes</b>	<b>220,366,297</b>

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

<b>For</b>	<b>216,894,373</b>
<b>Against</b>	<b>3,459,815</b>
<b>Abstain</b>	<b>12,109</b>
<b>Total Votes</b>	<b>220,366,297</b>

8. Re-appointment of KPMG Accountants N.V. as NXP's external auditor

<b>For</b>	<b>219,990,898</b>
<b>Against</b>	<b>262,416</b>
<b>Abstain</b>	<b>112,983</b>
<b>Total Votes</b>	<b>220,366,297</b>