

ANNUAL REPORT
FOR THE FINANCIAL YEAR ENDED December 31, 2022

NXP SEMICONDUCTORS N.V.

Introduction and Forward Looking Statements

This Annual Report for the fiscal year ended December 31, 2022 (the “Annual Report”) and certain information incorporated herein by reference contains forward-looking statements. When used in this Annual Report, the words “anticipate”, “believe”, “estimate”, “forecast”, “expect”, “intend”, “plan” and “project” and similar expressions, as they relate to us, our management or third parties, identify forward-looking statements. Forward-looking statements include statements regarding our business strategy, financial condition, results of operations, market data as well as any other statements that are not historical facts.

These statements reflect beliefs of our management, as well as assumptions made by our management and information currently available to us. Although we believe that these beliefs and assumptions are reasonable, these statements are subject to numerous factors, risks and uncertainties that could cause actual outcomes and results to be materially different from those projected. These factors, risks and uncertainties expressly qualify all subsequent oral and written forward-looking statements attributable to us or persons acting on our behalf and include, in addition to those listed under *Corporate Governance* section Risk Factors and elsewhere in this Annual Report, the following: market demand and semiconductor industry conditions; our ability to successfully introduce new technologies and products; the demand for the goods into which our products are incorporated; potential impacts of the COVID-19 pandemic; trade disputes between the U.S. and China, potential increase of barriers to international trade and resulting disruptions to our established supply chains; the impact of government actions and regulations, including restrictions on the export of US-regulated products and technology; our ability to generate sufficient cash, raise sufficient capital or refinance our debt at or before maturity to meet our debt service, research and development and capital investment requirements; our ability to accurately estimate demand and match our production capacity accordingly or obtain supplies from third-party producers; our access to production from third-party outsourcing partners, and any events that might affect their business or our relationship with them; our ability to secure adequate and timely supply of equipment and materials from suppliers; our ability to avoid operational problems and product defects and, if such issues were to arise, to correct them quickly; our ability to form strategic partnerships and joint ventures and successfully cooperate with our strategic alliance partners; our ability to win competitive bid selection processes; our ability to develop products for use in our customers’ equipment and products; our ability to successfully hire and retain key management and senior product engineers; the invasion of Ukraine by Russia and resulting regional instability, sanctions and any other retaliatory measures taken against Russia, which could adversely impact the

global supply chain, disrupt our operations or negatively impact the demand for our products in our primary end markets; our ability to maintain good relationships with our suppliers; and a change in tax laws could have an effect on our estimated effective tax rates.

We do not assume any obligation to update any forward-looking statements and disclaim any obligation to update our view of any risks or uncertainties described herein or to publicly announce the result of any revisions to the forward-looking statements made in this Annual Report, except as required by law.

In addition, this Annual Report contains information concerning the semiconductor industry and business end markets generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry, our market and business segments will develop. We have based these assumptions on information currently available to us, including through the market research and industry reports referred to in this Annual Report. If any one or more of these assumptions turn out to be incorrect, actual market results may differ from those predicted. While we do not know what impact any such differences may have on our business, if there are such differences, they could have a material adverse effect on our future results of operations and financial condition, and the trading price of our common stock. There can be no assurances that a pandemic, epidemic or outbreak of contagious diseases, such as COVID-19, will not have a material and adverse impact on our business, operating results and financial condition in the future. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak to results only as of the date the statements were made. Except for any ongoing obligation to disclose material information as required by the United States federal securities laws, NXP does not have any intention or obligation to publicly update or revise any forward-looking statements after we distribute this document, whether to reflect any future events or circumstances or otherwise.

Unless otherwise required, all references herein to “we”, “our”, “us”, “NXP” and the “Company” are to NXP Semiconductors N.V. and its consolidated subsidiaries.

This Annual Report includes market data and certain other statistical information and estimates that are based on reports and other publications from industry analysts, market research firms, and other independent sources, as well as management’s own good faith estimates and analyses. NXP believes these third-party reports to be reputable, but has not independently verified the underlying data sources, methodologies or assumptions. The reports and other publications referenced are generally available to the public

and were not commissioned by NXP. Information that is based on estimates, forecasts, projections, market research or similar methodologies is inherently subject to uncertainties and actual events or circumstances may differ materially from events and circumstances reflected in this information.

Basis of presentation

The accompanying financial information included in this document is based on International Financial Reporting Standards (“IFRS”) as adopted by the European Union, unless otherwise indicated.

For internal and external reporting purposes, NXP follows accounting principles generally accepted in the United States of America (“U.S. GAAP”). U.S. GAAP is NXP’s primary accounting standard for the Company’s setting of financial and operational performance targets.

Statutory financial statements

These Group financial statements and the Company financial statements of NXP Semiconductors N.V. contain the statutory financial statements of the Company prepared in accordance with Dutch law.

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In this report the name "NXP" is sometimes used for convenience in contexts where reference is made to NXP Semiconductors N.V. and/or any of its subsidiaries in general. The name is also used where no useful purpose is served by identifying the particular company or companies.

Report of the Directors **About NXP**

History and development of the Company

Company Overview

NXP Semiconductors N.V. is a global semiconductor company and a long-standing supplier in the industry, with over 60 years of innovation and operating history. For the year ended December 31, 2022, we generated revenue of \$13,205 million, compared to \$11,063 million for the year ended December 31, 2021.

We provide leading solutions that leverage our combined portfolio of intellectual property, deep application knowledge, process technology and manufacturing expertise in the domains of cryptography-security, high-speed interface, radio frequency (RF), mixed-signal analog-digital (mixed A/D), power management, digital signal processing and embedded system design.

Our product solutions are used in a wide range of end market applications including: automotive, industrial & Internet of Things (IoT), mobile, and communication infrastructure. We engage with leading global original equipment manufacturers (OEMs) and sell products in all major geographic regions.

Our legal name is NXP Semiconductors N.V. and our commercial name is “NXP” or “NXP Semiconductors”. We were incorporated in the Netherlands in 2006 as a Dutch public company with limited liability (naamloze vennootschap).

We are a holding company (the “Holding Company”) whose only material assets are the direct ownership of 100% of the shares of NXP B.V., a Dutch private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid).

Our corporate seat is in Eindhoven, the Netherlands. Our principal executive office is at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands, and our telephone number is +31 40 2729999. We are registered at the office of the Commercial Register in Eindhoven, Netherlands (file no. 34253298).

Business overview

Semiconductors Market Overview

Semiconductors perform a broad variety of functions within electronic products and systems, including processing data, sensing, storing information and converting or controlling electronic signals. Semiconductors vary significantly depending upon the specific function or application of the end product in which the semiconductor is used and the customer who is deploying it. Semiconductors also vary on a number of technical characteristics including the degree of integration, level of customization, programmability and the process technology utilized to manufacture the semiconductor. Advances in semiconductor technology have increased the functionality and performance of semiconductors, improving their features and power consumption characteristics while reducing their size and cost. These advances have resulted in growth of semiconductors and electronic content across a diverse array of products. The semiconductor market totaled \$574.1 billion in 2022.

Report of the Directors Governance

Reporting Segments

NXP has one reportable segment representing the entity as a whole, which reflects the way in which our chief operating decision maker executes operating decisions, allocates resources, and manages the growth and profitability of the Company.

End Market Exposure

Our product groups are focused on four primary end markets that we believe are characterized by long-term, attractive growth opportunities and where we believe we enjoy sustained, competitive differentiation through our technology leadership. The four end markets are Automotive, Industrial & IoT, Mobile, and Communication Infrastructure & Other.

	Automotive	Industrial & IoT	Mobile	Comm Infra & Other
Core Applications	ADAS Electrification Vehicle Networks Secure Car Access eCockpit Body Comfort & Convenience Powertrain	Smart Home Edge Nodes Factory and Building Automation Home Entertainment Power and Energy Smart Appliances Medical	Smartphones Wearables Mobile Accessories	Wireless Basestations Network & Security Banking Cards Government ID documents Transit Cards RFID Tagging
Key Growth Drivers	Radar systems Domain and zonal processors Electrification systems	Secure connected Edge solutions Smart home and industrial automation Connectivity and crossover	UWB mobile access solutions	RF Power Systems

Automotive

Growth in automotive semiconductor sales relies on global vehicle sales and production trends and the increase in semiconductor content per vehicle, which is being driven by the proliferation of electronic features throughout the vehicle. Despite the decline in vehicles sales and production in 2020 due to the outbreak of the COVID-19 and the moderate growth in 2021 and 2022 due to the global supply crisis, the increase in semiconductor content per vehicle continued.

We believe three mega-trends will drive the semiconductor content increase in the future: Autonomous driving, electrification and the service oriented car. Each of the megatrends involve new functions and each new function requires new technologies. The path to full autonomy is driving the increase of driver assistance systems in the car already today. In the same way, strict emissions regulations as well as consumer willingness for energy efficient cars are accelerating the penetration of electrification, which has been even more intensified during the pandemic, with OEMs prioritizing investments in this area. Last but not least, many consumers want their cars to be service oriented, hyper-connected, configurable and upgradeable, in the same way as they are used to with their smartphones.

Semiconductor content per vehicle continues to increase due to government regulation of safety and emissions, standardization of higher-end options across a greater number of vehicle classes as well as consumer demand for greater fuel efficiency, advanced safety, multimedia applications and connectivity. Automotive safety features are evolving from passive safety systems to active safety systems with Advanced Driving Assisted Systems (ADAS) such as radar and vision systems. Semiconductor content is also increasing in engine management and fuel economy applications, like Battery Management Systems (BMS). Comfort and convenience systems and user interface applications, as well as infotainment features such as digital audio broadcasting are also areas with high semiconductor content increases. In addition, the use of networking in automotive applications continues to increase as various subsystems communicate within the automobile and with external devices and networks. Furthermore, we believe networking will play a key role in the electrical/electronic architecture transformation

towards domain and zonal architectures. Smart car access, automotive Ultra-Wideband (UWB) and Near-Field Communication (NFC) are gaining ground in automotive as well, enabling the connection of vehicles and car keys to portable devices and the infrastructure. Data integrity and security hardware features for safeguarding memory, communication and system data are also increasing in importance.

Due to the high degree of regulatory scrutiny and safety requirements, the automotive semiconductor market is characterized by stringent qualification processes, zero defect quality processes, functionally safe design architecture, high reliability, extensive design-in timeframes and long product life cycles, which results in significant barriers to entry.

Industrial & IoT

The world is becoming smarter, more connected and more data driven, and the Industrial & IoT market sits at the center of this global digital transformation. The Industrial & IoT market is highly fragmented with a diverse collection of products and applications such as factory automation, smart home, smart appliances, home entertainment, smart retail, power and energy and medical electronics.

Growth in the Industrial market is driven by the replacement of traditional mechanical equipment by smart, energy-saving and connected electronic equipment using various sensors, processors, connectivity, analog and security chipsets that align well with NXP's ability to provide a complete range of processing, connectivity and secure solutions. Reducing carbon emissions (global net zero emission commitments) will likely also be a key growth driver with large transformations expected of our energy systems. Factories and homes will need to rely much more on renewable energy (e.g., solar, wind) and increase efficient use of energy. The way we generate and store energies will likely be more distributed. The energy ecosystem needs to develop and ensure smart, efficient and reliable power delivery.

In IoT, growth is driven by the increasing use of high-performance edge and media devices (e.g., home entertainment, connected home assistants, home control and security) and low power IoT nodes (e.g. smart home, hearables, health trackers) where NXP scalable solutions across the entire embedded processing spectrum are ideally suited. Working and learning from home during the COVID-19 pandemic has been a major demand driver for smart home devices, computing peripherals, home entertainment and gaming consoles within our Industrial & IoT business.

The increase in productivity with real-time insights and efficient processes for factory automation, the enhancement in consumer convenience, security and comfort for smart homes, the reduction of resource consumption and better energy efficiency for smart factories and cities, the increase in performance of rich media content in smart consumer devices and the need for better health prevention and monitoring solutions (wearables, smart patches and smart drug delivery devices) to help ensure the future health of millions of people are some of the key use-cases driving growth in Industrial & IoT.

Finally, with the growing number of connected devices, latency, privacy and bandwidth have become critical limiting factors and Edge computing solves this by bringing the intelligence closer to the source. Security and tamper-detection capabilities are also becoming essential features of these Industrial & IoT solutions.

Report of the Directors About NXP

Mobile

Mobile includes applications such as smartphones, feature phones, tablets, wearables and mobile accessories. NXP has a strong focus on mobile wallet, Ultra-Wideband (UWB) and specialty custom analog solutions. The demand for faster speeds, improved battery life, fast charging, mobile wallets, highly secure localization and sensing technology, mobile transit and authentication is driving increased semiconductor content for NXP. The growth in this market is mainly driven by the increasing attach rate of these features across devices, vendors and regions, from flagship smartphones down to feature phones, from developed countries to emerging regions. UWB, thanks to its unique precision, robustness, and reliability, is emerging as a secure, fine-ranging technology capable of enabling a wide range of innovative location-based user experiences. The technology is gaining momentum thanks to wider chipset availability, adoption across various devices by multiple brands, and the formation of a strong UWB ecosystem across the whole supply chain and NXP is well positioned in this market.

Communication Infrastructure & Other

The Communication Infrastructure & Other end market is a combination of three different application markets, namely 5G networks, digital network communications and secure edge identification solutions.

The transition to 5G and the cloudification of the network present a significant opportunity for NXP. More base stations are needed and massive MIMO radio technology - which provides better throughput and better spectrum efficiency - is greatly expanding the number of antennas and power amplifiers needed. Small cells are also deployed to improve coverage and capacity of wireless networks. In power amplification, as more bandwidth and higher frequencies are needed, we observe an increasing adoption of GaN technology because of its higher power output and efficiency.

Workplaces are evolving from offices to homes, and consumers and enterprises need to adapt to changing working conditions, leading to increasing demand for better digital communication capabilities and digital content. This creates strong growth in the network communications market. Meanwhile, billions of connected devices exchange more and more data, leading to strong demand for device edge and cloud processing solutions.

Finally, in secure edge identification solutions, NXP has extensive experience providing customers with solutions for applications demanding the highest security and reliability (ePassports, eID credentials, transportation & payment cards and RFID solutions). Further digitalization of governmental services, the trend towards secure contactless payment and the need to improve tracking, traceability and authentication of products are driving demand across these applications.

Products

We offer customers a broad portfolio of semiconductor products, including microcontrollers, application processors, communication processors, connectivity chipsets, analog and interface devices, RF power amplifiers, security controllers and sensors. A key element of our strategy is to offer highly integrated and secure solutions that are increasingly sought by our customers to simplify their development efforts and shorten their time to market. We believe we have the broadest ARM processor portfolio in the industry, from microcontrollers to crossover processors and from application processors to communication processors.

Microcontrollers

We have been a provider of MCU solutions for more than 40 years. MCUs integrate all of the major components of a computing system onto a single semiconductor device. Typically, this includes a programmable processor core, memory, interface circuitry and other components. MCUs provide the digital logic, or intelligence, for

electronic applications, controlling electronic equipment or analyzing sensor inputs. We are a trusted, long-term supplier of MCUs to many of our customers, especially in the automotive, smartcards, industrial and consumer markets. Our MCU product portfolio ranges from 8-bit products to higher performance 16-bit and 32-bit products with on-board flash memory. Our portfolio is highly scalable, and is coupled with our extensive software and design tools. This enables our customers to design-in and deploy our MCU families, leveraging a consistent software development environment. Due to the scalability of our portfolio we are able to help future-proof our customer's products as their systems evolve, becoming more complex or requiring greater processing capabilities over time. For automotive applications, our microcontrollers deliver the required reliability, security and functional safety to address current and future automotive challenges. In an increasingly connected and networked society, where security is playing a more important role, our MCU families are equipped with varying security features (such as remote authentication, system/data integrity, secure communication and anomaly detection) to address different type of security risks. Our new i.MX RT crossover processors are built using applications processors chassis, delivering a high level of integration, high speed peripherals, enhanced security, and engines for enhanced user experience (for example, 2D/3D graphics), but powered by a low-power MCU core running a real-time operating system like Amazon Free RTOS or Zephyr RTOS. The i.MX RT series offers the high performing Arm Cortex-M core, real-time functionality, and MCU usability at an affordable price. Our S32x Automotive Processing Platform offers scalability across products and multiple application domains with S32K MCU's based on Arm Cortex-M cores with Automotive Safety Integrity Level (ASIL-D) capabilities.

Application Processors

Application processors consist of a computing core with embedded memory and special-purpose hardware and software for secure multimedia applications such as graphics and video. Our products focus on consumer devices, industrial applications and automotive applications, like driver information systems, ADAS and vehicle networking that require processing and multimedia capabilities. We provide highly integrated ARM-based i.MX application processors with integrated audio, video and graphics capability that are optimized for low-power and high-performance applications. Our i.MX family of processors are designed in conjunction with a broad suite of additional products including power management solutions, audio codecs, touch sensors and accelerometers to provide full systems solutions across a wide range of operating systems and applications. Our i.MX 8 and 9 families are the latest generations of our general purpose application processors. Our i.MX 8 family is a feature and performance scalable multi-core platform that includes single, dual and quad-core families based on the Arm Cortex architecture for advanced graphics, imaging, machine vision, audio, voice, video, and safety-critical applications. Together, these products provide a family of applications processors featuring software, power and pin compatibility across single, dual and quad core implementations. Software support includes Linux and Android implementations. Our i.MX 9 series of application processors integrates hardware neural processing units across the entire series for acceleration of machine learning applications at the edge. In Automotive, our S32x Automotive Processing Platform offers scalability across products and multiple application domains based on Arm Cortex-A, Cortex-R, and Cortex-M cores with Automotive Safety Integrity Level (ASIL-D) capabilities with software compatibility from the MCU's to SoC's.

Report of the Directors **About NXP**

Communication Processors

Communication processors combine a computing core, caches and other memories, with high-speed networking and input/output interfaces, such as Ethernet and PCI Express. Our portfolio includes 64-bit Arm-based Layerscape processors with up to 16 CPUs and Ethernet ports running at up to 100Gbps. Software support includes Linux and commercial real-time operating systems. Within enterprise and data-center communications infrastructure, our processors are used in switches, routers, SD-WAN access devices, Wi-Fi access points, and network security systems. Within service-provider communications infrastructure, our processors are used in cellular base stations, fixed wireless access Customer Premises Equipment (CPE), residential gateways, broadband aggregation systems, and core networking equipment. Although designed for use in communications infrastructure, these processors are also used in industrial and cloud server offload-applications. We also offer Layerscape Access processors, which implement baseband functions, principally for wireless systems such as 5G fixed wireless access and small cells.

Wireless Connectivity

We offer a broad portfolio of connectivity solutions, including Near Field Communications (NFC), Ultra-wideband (UWB), Bluetooth low-energy (BLE), Zigbee, Thread as well as Wi-Fi and Wi-Fi/Bluetooth integrated SoCs. These products are integrated into a wide variety of end devices, such as mobile phones, wearables, enterprise access points, home gateways, voice assistants, multimedia devices, gaming consoles, printers, automotive infotainment and smart industrial devices.

Analog and Interface Products

We have a very broad portfolio of Analog and Interface products that are used in many markets, particularly automotive, industrial/IoT and mobile. In automotive we are the market leader in most of the applications, with integrated 77Ghz Radar solution for ADAS, battery management products for Electrification, audio processing solutions and amplifiers for car entertainment, Controller Area Network (CAN), Local Interconnect Network (LIN), FlexRay and Ethernet solutions for in-vehicle networking and two-way secure products for secure car access. In Industrial/IoT and mobile, we are a major supplier in interface, power and high-performance analog products. Our product portfolios includes I2C/I³C, General Purpose Input/Output (GPIO), LED controllers, real-time clocks, signal and load switches, signal integrity products, wired charging solutions, fast charging solutions, DC-DC, AC-DC converters and high-performance RF amplifiers. We have also successfully engaged with leading OEMs to drive custom and semi-custom products which in turn allow us to refine and accelerate our innovation and product roadmaps.

Radio Frequency Devices

NXP is the market leader in High-Performance Radio Frequency (HPRF) power amplifiers. We have an extensive portfolio of LDMOS, GaN and GaAs RF transistors. NXP's solutions range from sub-6GHz to 40GHz and from milliwatts to kilowatts. For base stations, NXP offers a full range of solutions addressing 5G RF power amplification needs from MIMO to massive MIMO based active antenna systems for cellular and millimeter Wave (mmWave) spectrum bands. We are engaged with the majority of the largest customers in mobile base stations and in several other application areas. In low and medium Power Amplification, NXP's low noise amplifier (LNA) portfolio offers solutions to meet future design needs in a wide range of applications. Two technologies serve the LNA portfolio, each with distinct advantages for their applications. Wireless infrastructure applications and many general wireless applications are served with III-V technology LNAs. Advanced SiGe technology is utilized in LNAs designed for wireless communication, cellular, consumer, automotive and industrial applications.

Security Controllers

NXP is the market leader in security controller ICs. Our security controller ICs are embedded in smart cards (ePassports, electronic ID credentials, payment cards and transportation cards), as well as in consumer electronic and smart devices, for example in smartphones, tablets and wearables. These security controller ICs are suited for applications demanding the highest security and reliability. Nearly all of our security products consist of multi-functional solutions comprised of passive RF connectivity devices facilitating information transfer from the user document to reader infrastructure; secure, tamper-proof microcontroller devices in which information is securely encrypted (“secure element”); and secure real-time operating system software products to facilitate the encryption-decryption of data, and the interaction with the reader infrastructure systems. Our solutions are developed to provide extreme levels of security of user information, undergoing stringent and continued global governmental and banking certification processes, and to deliver a high level of device performance enabling significant throughput and productivity to our customers.

Sensors

Sensors serve as a primary interface in embedded systems for advanced human interface and contextual awareness that mimic the human “5 senses” interaction with the external environment. We provide several categories of semiconductor-based environmental and inertial sensors for the Automotive market, including pressure, inertial, magnetic and gyroscopic sensors that provide orientation detection, gesture recognition, tilt to scroll functionality and position detection.

Manufacturing

We manufacture integrated circuits and discrete semiconductors through a combination of wholly owned manufacturing facilities, a manufacturing facility operated jointly with another semiconductor company and third-party foundries and assembly and test subcontractors. We manage our manufacturing assets together through one centralized organization to ensure we realize scale benefits in asset utilization, purchasing volumes and overhead leverage across businesses.

The manufacturing of a semiconductor involves several phases of production, which can be broadly divided into “front-end” and “back-end” processes. Front-end processes take place at highly complex wafer manufacturing facilities (called fabrication plants or “wafer fabs”), and involve the imprinting of substrate silicon wafers with the precise circuitry required for semiconductors to function. The front-end production cycle requires high levels of precision and involves as many as 300 process steps. Back-end processes involve the assembly, test and packaging of semiconductors in a form suitable for distribution. In contrast to the highly complex front-end process, back-end processing is generally less complicated, and as a result we tend to determine the location of our back-end facilities based more on cost factors than on technical considerations.

We primarily focus our internal and joint venture wafer manufacturing operations on running proprietary specialty process technologies that enable us to differentiate our products on key performance features, and we generally outsource wafer manufacturing in process technologies that are available at third-party wafer foundries when it is economical to do so. In addition, we increasingly focus our in-house manufacturing on our competitive 8-inch wafer facilities, which predominantly run manufacturing processes in the 140 nanometer, 180 nanometer and 250 nanometer process nodes. This focus increases our return on invested capital and reduces capital expenditures.

Our front-end manufacturing facilities use a broad range of production processes and proprietary design methods, including complementary metal oxide semiconductor (CMOS), bipolar, bipolar CMOS (BiCMOS) and double-diffused metal on silicon oxide semiconductor (DMOS) technologies. Our wafer fabs produce semiconductors with line widths ranging from 90 nanometers to 3 microns for integrated circuits and 0.5 microns to greater than

Report of the Directors About NXP

4 microns for discretés. This broad technology portfolio enables us to meet increasing demand from customers for system solutions, which require a variety of technologies.

Our back-end manufacturing facilities test and package many different types of products using a wide variety of processes. To optimize flexibility, we use shared technology platforms for our back-end assembly operations. Most of our assembly and test activities are maintained in-house.

The following table shows selected key information with respect to our major front-end and back-end facilities:

Site	Ownership	Wafer sized used	Line widths used (vm) (Microns)	Technology/Products
Front-end				
Singapore (SSMC) ¹⁾	61.2 %	8"	0.14-0.25	CMOS, eNVM, Power, BCDMOS, RF
Nijmegen, the Netherlands	100 %	8"	0.14-1.00	CMOS, BCDMOS, RF, Power MOSFET
Austin (Oak Hill), United States	100 %	8"	0.25-1.50	CMOS, Sensors, RF, Power MOSFET
Chandler, United States	100 %	8"	0.18-0.50	CMOS, eNVM, BCDMOS
Chandler RF, United States	100 %	6"	0.25-0.40	GaN
Austin (Ed Bluestein), United States	100 %	8"	0.09-0.18	CMOS, eNVM, BCDMOS, Radar
Back-end				
Kaohsiung, Taiwan	100 %	—	—	NFC, Automotive Car-access, In-Vehicle Networking, Micro-controllers, ADAS (Radar), Analog, Mixed-Signal and Power
Bangkok, Thailand	100 %	—	—	Automotive In-Vehicle Networking and Sensors, Analog, RFID, Banking and e-Passport modules, Power Management
Kuala Lumpur, Malaysia	100 %	—	—	Micro-processors, ADAS/Radar, Micro-controllers, Advanced Audio Processor, Sensors, Power Management, Analog and Mixed Signal, RF devices
Tianjin, China	100 %	—	—	Micro-processors, Micro-controllers, Power Management, Battery Management, Analog and Mixed Signal

¹⁾ Joint venture with TSMC; we are entitled to 60% of the joint venture's annual capacity.

We use a large number of raw materials in our front- and back-end manufacturing processes, including silicon wafers, chemicals, gases, lead frames, substrates, molding compounds and various types of precious and other metals. Our most important raw materials are the raw, or substrate, silicon wafers we use to make our semiconductors. We purchase these wafers, which must meet exacting specifications, from a limited number of suppliers in the geographic region in which our fabrication facilities are located. At our wholly owned fabrication plants, we use raw wafers ranging from 6 inches to 8 inches in size. Our SSMC wafer fab facility, which produces 8 inch wafers, is jointly owned by TSMC and ourselves. Emerging fabrication technologies employ larger wafer sizes and, accordingly, we expect that our production requirements will in the future shift towards larger substrate wafers.

We typically source our other raw materials in a similar fashion as our wafers, although our portfolio of suppliers is more diverse. Some of our suppliers provide us with materials on a just-in-time basis, which permits us to

reduce our procurement costs and the negative cash flow consequences of maintaining inventories, but exposes us to potential supply chain interruptions. We purchase most of our raw materials on the basis of fixed price contracts.

Over the past two years, semiconductor supply chains have been constrained. As a result, there has been a tendency towards longer term supply contracts with suppliers in exchange for capacity. From an operational perspective, all of our manufacturing facilities continue to operate around the world in accordance with guidance issued by local and national government authorities.

Sales, Marketing and Customers

We market our products and solutions worldwide to a variety of OEMs, contract manufacturers and distributors. We generate demand for our products by delivering product solutions to our customers, and supporting their system design-in activities by providing application architecture expertise and local field application engineering support.

Our sales and marketing teams are organized into five regions, which are EMEA (Europe, the Middle East and Africa), the Americas, Japan, South Korea, and China and Asia Pacific. These sales regions are responsible for managing customer relationships and creating demand for our solutions through the full ecosystem development. In addition, our sales and marketing teams in the regions partner with our distributors and our large number of mass market customers.

Our sales and marketing strategy focuses on key defined verticals in Automotive, Mobile, Industrial & IoT and Communication Infrastructure, deepening our relationship with our top OEMs and electronic manufacturing service customers, expanding our reach to our mass market customers, startups and our distribution partners and becoming their preferred supplier, which we believe assists us in reducing sales volatility in challenging markets. We have long-standing customer relationships with most of our customers. Our 10 largest OEM end customers, some of whom are supplied by distributors, in alphabetical order, are Apple, Aptiv, Bosch, Continental, Denso, Harman Auto, Hyundai, Samsung, Visteon, and Vitesco. We also have a strong position with our distribution partners, including our three largest, Arrow, Avnet and WT Micro.

Our revenue is primarily the sum of our direct sales to OEMs plus our distributors' resale of NXP products. Avnet accounted for 20% of our revenue in 2022 and 18% in 2021. No other distributor accounted for greater than 10% of our revenue. No OEM for which we had direct sales to accounted for more than 10% of our revenue in 2022 or 2021.

Intellectual Property

The creation and use of intellectual property is a key aspect of our strategy to differentiate ourselves in the marketplace. We seek to protect our proprietary technologies by obtaining patents, trademarks, domain names, retaining trade secrets and defending, enforcing and utilizing our intellectual property rights, where appropriate. We believe this strategy allows us to preserve the advantages of our products and technologies, and helps us to improve the return on our investment in research and development. We have a broad portfolio of approximately 9,500 patent families (each patent family includes all patents and patent applications originating from the same invention). To protect confidential technical information and software, we rely on copyright and trade secret law and enter into confidentiality agreements as applicable. In situations where we believe that a third party has infringed on our intellectual property, we enforce our rights through all available legal means to the extent that we determine the benefits of such actions to outweigh the costs and risks involved.

Report of the Directors **About NXP**

We own a number of trademarks that are used in the conduct of our business. Where we consider it desirable, we develop names for our new products and secure trademark protection. Our trademarks allow us to further distinguish our company and our products and are important in our relationships with customers, suppliers, partners and end-users.

While our patents, trademarks, trade secrets and other intellectual property rights constitute valuable assets, we do not view any individual right or asset as material to our operations as a whole. We believe it is the combination of our proprietary technology, patents, know-how and other intellectual property rights and assets that creates an advantage for our business.

In addition to obtaining our own patents and other intellectual property rights, we have entered into licensing agreements and other arrangements authorizing us to use intellectual property rights, confidential technical information, software and other technology owned by third parties. We also engage, in certain instances, in licensing and selling of certain of our technology, patents and other intellectual property rights.

Competition

We compete with many different semiconductor companies on a global basis, including with both integrated device manufacturers (“IDMs”) as well as fabless companies. Nearly all our competitors invest extensively in research and development, manufacturing, sales and marketing capabilities across a broad spectrum of product lines. Many of our competitors are focused on single applications or market segments. Most of our competitors compete with us with respect to some, but not all, of our product lines.

Our primary key public competitors in alphabetical order include, but are not limited to, Analog Devices Inc., Infineon Technologies AG, Intel Corp., Marvell Technology, Mediatek Inc., Microchip Technology Inc., NVIDIA Corp., Qualcomm Incorporated, Renesas Electronics Corp., STMicroelectronics NV and Texas Instruments Incorporated.

The basis on which we compete varies across end markets and geographic regions. This includes competing on the basis of our ability to develop new products and the underlying intellectual property in a timely manner to meet customer requirements in terms of product features, quality, performance, warranty, availability and cost. In addition, we are asked to deliver full system capabilities which include multiple NXP devices and enabling software. This requires in-depth knowledge of specific applications in target markets in order to develop robust system solutions and qualified customer support resources.

Seasonality

Historically, our net revenue does not display consistent or predictable seasonal patterns.

Research and Development

We believe that our future success depends on our ability to both improve our existing products and to develop new products for both existing and new markets. We direct our research and development efforts largely to the development of new semiconductor solutions where we see significant opportunities for growth. We target applications that require stringent overall system and subsystem performance. As new and challenging applications proliferate, we believe that many of these applications will benefit from our solutions. We have assembled a global team of highly skilled semiconductor and embedded software design engineers with expertise in RF, analog, power management, interface, security and digital processing.

To outpace market growth we invest in research and development to extend or create leading market positions, with an emphasis on fast growing sizable market segments, such as ADAS, in-vehicle networks and power management, as well as Edge computing to support the successful deployment in the IoT with our cross-over processing technology, but also in emerging markets, such as massive MIMO in RF Power and mmWave for 5G. In addition, we invest a few percent of our total research and development expenditures in research activities that develop fundamental new technologies or product categories that could contribute significantly to our company's growth in the future.

We annually perform a fundamental review of our business portfolio and our related new product and technology development opportunities in order to decide on changes in the allocation of our research and development resources. For products targeting established markets, we evaluate our research and development expenditures based on clear business need and risk assessments. For break-through technologies and new market opportunities, we look at the strategic fit and synergies with the rest of our portfolio and the size of the potential addressable market. Overall, we allocate our research and development to maintain a healthy mix of emerging growth and mature businesses.

Environmental Regulation

In each jurisdiction in which we operate, we are subject to many environmental, health and safety laws and regulations that govern, among other things, emissions of pollutants into the air, wastewater discharges, the use and handling of hazardous substances, waste disposal, the investigation and remediation of soil and ground water contamination and the health and safety of our employees. We are also required to obtain environmental permits from governmental authorities for certain of our operations.

As with other companies engaged in similar activities or that own or operate real property, the Company faces inherent risks of environmental liability at our current and legacy manufacturing facilities. Certain environmental laws impose liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances. Some specific laws also assess liability on persons who arrange for hazardous substances to be sent to disposal or treatment facilities when such facilities are found to be a contributor or responsible party for environmental contamination.

Soil and groundwater contamination has been identified at our properties in Nijmegen, the Netherlands and near Phoenix, Arizona, United States. The remediation processes at these locations are expected to continue for many years.

As of December 31, 2022, we have recorded \$87 million for environmental remediation costs (2021: \$87 million), which are primarily included in *Long-term provisions* in the accompanying consolidated balance sheet.

Report of the Directors **About NXP**

Management commentary

Introduction

The consolidated financial statements including notes thereon of NXP Semiconductors N.V. ('the Company' or 'NXP') that are included in this Annual Report are prepared on a basis in accordance with the International Financial Reporting Standards as adopted by the European Union (IFRS). For the IFRS accounting principles, we refer to Note 2 *Significant accounting policies and new accounting standards to be adopted after 2022* of the consolidated financial statements.

The preparation of financial statements in conformity with IFRS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

For internal and external reporting purposes, NXP follows accounting principles generally accepted in the United States of America ("U.S. GAAP"). U.S. GAAP is NXP's primary accounting standard for the Company's setting of financial and operational performance targets.

Reconciliation from IFRS to U.S. GAAP

Differences IFRS versus U.S. GAAP

The main differences between the IFRS and U.S. GAAP operating income relate to the following:

- IFRS requires capitalization of development costs, if the relevant conditions are met, and subsequent amortization over the expected useful life or impairment if applicable. Under U.S. GAAP development costs are immediately recognized as an expense;
- Unlike U.S. GAAP, IFRS does not allow the application of the straight-line attribution method for awards with graded vesting in allocating share-based payment expenses but requires the application of the graded vesting attribution method;
- Under IFRS the recognition date of restructuring charges is sometimes different compared to U.S. GAAP;
- All other differences between IFRS and U.S. GAAP are of a minor importance and have no material impact.

Reconciliation of operating income from IFRS to U.S. GAAP

\$ in millions	2022	2021
Operating income as per the consolidated statements of operations on an IFRS basis	4,242	3,009
Adjustments to reconcile to U.S. GAAP:		
- Reversal of capitalized product development costs	(1,043)	(1,016)
- Reversal of amortization of product development assets	574	504
- Reversal of impairment of product development assets	5	46
- Reversal of IFRS adjustment for share-based compensation	10	5
- Reversal of IFRS adjustment for restructuring	7	34
- Reversal of IFRS adjustment for pensions	8	5
- Reversal of IFRS adjustment for leases	(6)	(4)
Operating income as per the consolidated statement of operations on a U.S. GAAP basis	3,797	2,583

Performance of the Group

Operating results

For internal and external reporting purposes, NXP follows accounting principles generally accepted in the United States of America (“U.S. GAAP”). U.S. GAAP is NXP’s primary accounting standard for the Company’s setting of financial and operational performance targets. Consequently, the information is presented on a U.S. GAAP basis, with, when applicable, a reconciling item to the IFRS basis.

Revenue and Operating income

The following table presents the composition of revenue and operating income for the years ended December 31, 2022 and December 31, 2021.

\$ in millions	2022			2021		
	U.S. GAAP	IFRS adjustment	IFRS	U.S. GAAP	IFRS adjustment	IFRS
Revenue	13,205	—	13,205	11,063	—	11,063
% nominal growth	19.4 %		19.4 %	28.5 %		28.5 %
Gross profit	7,517	(1)	7,516	6,067	—	6,067
% of Revenue	56.9 %		56.9 %	54.8 %		54.8 %
Research and development	(2,148)	(10)	(2,158)	(1,936)	(96)	(2,032)
Selling, general and administrative (SG&A)	(1,066)	(53)	(1,119)	(955)	(71)	(1,026)
Amortization of acquisition-related intangible assets	(509)	509	—	(592)	592	—
Operating Expenses	(3,723)	445	(3,278)	(3,484)	426	(3,058)
% of Revenue	28.2 %		24.8 %	31.5 %		27.6 %
Other income	6		6	2	2	4
Other expense	(3)		(3)	(2)	(2)	(4)
Operating income (loss)	3,797	445	4,242	2,583	426	3,009
% of Revenue	28.8 %		32.1 %	23.4 %		27.2 %

Report of the Directors Management commentary

Revenue

Revenue for the year-ended December 31, 2022 was \$13,205 million compared to \$11,063 million for the year-ended December 31, 2021, an increase of \$2,142 million or 19.4% year-on-year, with growth in all of the Company's end markets.

Revenue by end market was as follows:

(\$ in millions, unless otherwise stated)	2022	2021	Increase / Decrease	%
Automotive	6,879	5,493	1,386	25.2 %
Industrial & IoT	2,713	2,410	303	12.6 %
Mobile	1,607	1,412	195	13.8 %
Communication Infrastructure & Other	2,006	1,748	258	14.8 %
Revenue :	13,205	11,063	2,142	19.4 %

Revenue by sales channel was as follows:

(\$ in millions, unless otherwise stated)	2022	2021	Increase / Decrease	%
Distributors	7,261	6,325	936	14.8 %
OEM/EMS	5,775	4,587	1,188	25.9 %
Other	169	151	18	11.9 %
Revenue :	13,205	11,063	2,142	19.4 %

Revenue by geographic region, which is based on the customer's shipped-to location, was as follows:

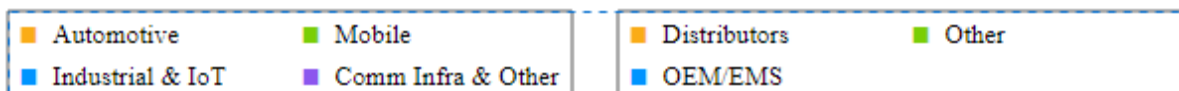
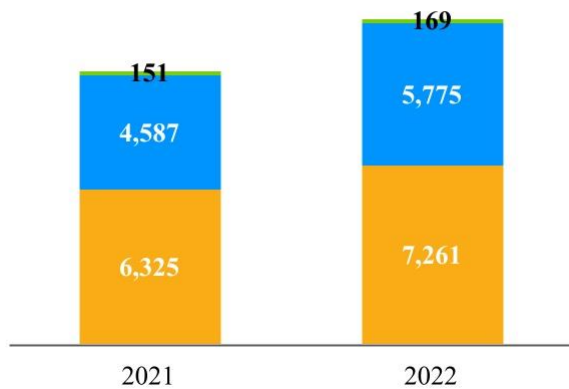
(\$ in millions, unless otherwise stated)	2022	2021	Increase / Decrease	%
China ¹⁾	4,700	4,180	520	12.4 %
APAC, excluding China	4,165	3,471	694	20.0 %
EMEA (Europe, the Middle East and Africa)	2,582	2,036	546	26.8 %
Americas	1,758	1,376	382	27.8 %
Revenue :	13,205	11,063	2,142	19.4 %

¹⁾ China includes Mainland China and Hong Kong

Revenue by end-market
\$ in millions



Revenue by sales channel
\$ in millions



The year-on-year increase in revenue is driven by a combination of higher average selling prices across all of our end markets and ongoing customer demand. Of the 19.4% year-on-year revenue increase, approximately 14% is attributable to higher average selling prices and 5% is attributable to product mix and increased sales volume.

From an end market perspective, within the automotive end market the year-on-year growth was attributable to advanced analog, automotive processing and radar in support of the secular shift of electrification, advanced driver safety and assistance, and driver connectivity systems. The growth within the Industrial & IoT market reflects the increase in revenue in the company's ARM-based processing solutions, industrial analog products, and IoT connectivity solutions. Growth within the Mobile end market was due to ongoing adoption of our secure embedded transaction solutions along with the company's growth in our advanced analog high-speed interfaces. The growth within the Communication Infrastructure & Other end market was attributable to the network edge equipment, RFID tagging solutions, the transit and access solutions, and cellular base stations. Offsetting these positive growth trends were declines in demand for company's smart antennae products used in the Android mobile handset market, as well as declines in demand for the company's embedded power products, and wireless access point solutions.

Report of the Directors **Management commentary**

When aggregating all end markets together, and reviewing sales channel performance, business transacted through direct OEM and EMS customers was \$5,775 million, an increase of 25.9% versus the year ago period. NXP's third party distribution partners was \$7,261 million, an increase of 14.8%.

From a geographic perspective, revenue increased across all regions.

Revenue in the Automotive end market was \$6,879 million, an increase of \$1,386 million or 25.2% versus the year ago period. Within Automotive, customers are focused on the key functional pillars of safety, electrification and improved driver comfort to accelerate competitive differentiation. These broad functional areas are fundamentally enabled by the secular adoption of new and increased levels of semiconductor content, which is layered on top of a strong base of existing electronic content in modern automobiles. The increase in Automotive revenue can be attributed to growth in advanced analog, automotive processing and radar in support of the secular shift of electrification, advanced driver safety and assistance, and driver connectivity systems. From a channel perspective, the Company experienced growth from direct OEM and EMS customers and NXP's distribution partners across all geographic regions.

Revenue in the Industrial & IoT end market was \$2,713 million, an increase of \$303 million or 12.6% versus the year ago period. The Industrial & IoT market is driven by the secular trend of multi-market OEMs seeking to enable secure, connected, high performance processing solutions at the edge of the network, whether it is in factory automation, smart building/smart home or the exploding plethora of connected IoT devices. The innovation in this market is being driven by thousands of relatively smaller customers, which NXP effectively services through its extended global distribution channel. The increase in revenue was due to growth in the company's ARM-based processing solutions, industrial analog products, and IoT connectivity solutions. The Industrial IoT end market experienced slower demand since second half of 2022 versus the year ago period as a result of lower demand for consumer centric IoT products. From a channel perspective, the Company experienced growth from its distribution channel partners in the Asia Pacific, Europe, Americas and China regions.

Revenue in the Mobile end market was \$1,607 million, an increase of \$195 million or 13.8% versus the year ago period. The increase in revenue was due to strong adoption of secure mobile wallet solutions, and demand for our advanced analog high-speed interfaces, partly offset by declines in embedded power solutions. Within the Mobile end market, we experienced softening demand from Android-based mobile customers, offset by strength experienced from other premium mobile customers. Our mobile customers are primarily serviced through our global distribution channels. From a channel perspective, NXP's distribution partners in China and Asia Pacific facilitated the year-on-year growth, servicing the concentrated mobile manufacturing centers in Asia.

Revenue in the Communication Infrastructure & Other end market was \$2,006 million, an increase of \$258 million or 14.8% versus the year ago period. The Communication Infrastructure & Other end market is an amalgamation of three separate product portfolios, which service multiple end markets, including cellular base stations, the network edge equipment, and the secure access, transit and government sponsored identification market. The increase in revenue was due to a combination of strength from network edge equipment, RF Power products levered to the secular build-out of 5G base stations, and the ongoing demand for RFID tagging solutions and transit and access solutions. Offsetting these positive growth trends were declines in demand for the company's smart antennae products used in the Android mobile handset market, as well as declines in demand for wireless access point solutions. From a channel perspective, NXP's distribution partners in China, Asia Pacific, the Americas, and Europe regions were responsible for the year-on-year growth. Additionally, OEM and EMS revenues increased in the China and Europe geographic regions.

Gross profit

Gross profit for the year-ended December 31, 2022 was \$7,516 million, or 56.9% of revenue, compared to \$6,067 million, or 54.8% of revenue, for the year-ended December 31, 2021. The increase of \$1,449 million was primarily driven by higher selling prices as well as improved factory loading as a result of increased manufacturing volumes to meet increased demand, which were mostly offset by higher input costs and a less favorable product mix. As a result, the gross margin percentage increased to 56.9% from 54.8%.

Operating expenses

The following table below presents the composition of operating expenses by line item in the statement of operations.

(\$ in millions, unless otherwise stated)	2022	% of revenue	2021	% of revenue	% change
Research and development	2,158	16.3 %	2,032	18.4 %	6.2 %
a. Amortization of acquisition related intangible assets	462	3.5 %	544	4.9 %	(14.9)%
b. Other R&D	1,696	12.8 %	1,488	13.4 %	14.0 %
Selling, general and administrative	1,119	8.5 %	1,026	9.3 %	9.1 %
a. Amortization of acquisition related intangible assets	47	0.4 %	49	0.4 %	(4.2)%
b. Other SG&A	1,073	8.1 %	977	8.8 %	9.8 %
Operating expenses	3,278	24.8 %	3,058	27.6 %	7.2 %

Research and development (R&D) costs primarily consist of engineer salaries and wages (including share-based compensation and other variable compensation), engineering related costs (including outside services, fixed-asset, IP and other licenses related costs), shared service center costs and other pre-production related expenses.

Amortization of acquisition-related intangible assets with regard to R&D and SG&A decreased by \$82 million, or 14.1%, when compared to 2021 since certain intangibles became fully amortized during 2022.

Other R&D costs for the year-ended December 31, 2022 increased by \$208 million, or 14.0%, when compared to 2021. The change is primarily the effect of higher personnel related costs, higher professional services, higher share-based compensation expenses; partially offset by lower impairment charges (see also Note 14 *Intangible assets*) as well as lower variable compensation costs and lower restructuring costs.

Selling, general and administrative (SG&A) costs primarily consist of personnel salaries and wages (including share-based compensation and other variable compensation), communication and IT related costs, fixed-asset related costs and sales and marketing costs (including travel expenses).

Other SG&A costs for the year-ended December 31, 2022 increased by \$95 million, or 9.7%, when compared to last year. The increase mainly stems from higher professional services, higher legal expense and higher travel expenses; partially offset by lower variable compensation costs.

When comparing to U.S. GAAP, the \$445 million lower operating expenses in 2022 (2021: \$426 million) under IFRS primarily relate to (i) the net effect of capitalizing development costs of \$464 million (2021: \$466 million) partly offset by (ii) higher IFRS share-based payment charges for an amount of \$10 million (2021: IFRS higher share-based payment charges of \$5 million) as well as (iii) higher IFRS restructuring charges for an amount of \$7 million (2021: IFRS higher restructuring charges of \$34 million) due to the stricter IFRS recognition criteria.

Report of the Directors **Management commentary**

Other income (expense)

Other income (expense) includes results from manufacturing service arrangements (“MSA”) and transitional service arrangements (“TSA”) that are put into place when we divest a business or activity, as well as other activity. These arrangements are expected to decrease as the divested business or activity becomes more established. Other income (expense) reflects an income of \$3 million for 2022, compared to nil in 2021.

Restructuring charges

Total restructuring and restructuring related costs amounted to \$0 million in 2022, compared to \$35 million in 2021. The 2022 and 2021 restructuring charges relate to employee severance costs.

Financial income (expense)

(\$ in millions)	For the years ended December 31,	
	2022	2021
Interest income	61	4
Interest expense	(435)	(374)
Total interest expense, net	(374)	(370)
Foreign exchange rate results	(17)	6
Extinguishment of debt	(18)	(22)
Miscellaneous financing costs/income and other, net	(21)	(13)
Total other financial income and expense	(56)	(29)
Total other financial income (expense)	(430)	(399)

Financial income (expense) was an expense of \$430 million in 2022, compared to an expense of \$399 million in 2021. The change in financial income (expense) is primarily attributable to an increase in interest expense of \$61 million as a result of (re-)financing activities, foreign exchange results, which resulted in a loss of \$17 million in 2022 versus a profit of \$6 million in 2021 and a change in miscellaneous financial income/expense of \$8 million, mainly driven by an increase of \$5 million interest expense on corporate income tax in 2022, versus nil in 2021. This was partially offset by higher interest income of \$57 million as a result of higher interest rates, and lower debt extinguishment costs in 2022 versus 2021 of \$4 million.

For information on the use of financial instruments and risk management we refer to Note 21 *Long-term debt* and Note 33 *Financial risk management and concentration of risk*. Legal requirements with regard to future obligations are disclosed in Note 27 *Contractual obligations*.

Income taxes

	2022		2021	
	million	%	million	%
Income before taxes	3,812		2,610	
Income tax expense (benefit)	643		403	
Income after tax	3,169		2,207	
Statutory income tax in the Netherlands	983	25.8 %	652	25.0 %
Rate differential local statutory rates versus statutory rate of the Netherlands	(94)	(2.5)%	(46)	(1.8)%
Loss carry forwards for which deferred tax assets were not recognized in the year of loss	—	0.0 %	5	0.2 %
Changes in estimates of prior years' income taxes	(1)	0.0 %	(48)	(1.8)%
Non-taxable income	1	0.0 %	—	0.0 %
Non-tax-deductible expenses	59	1.5 %	54	2.1 %
Other taxes and tax rate and legislation changes	—	0.0 %	6	0.2 %
Other permanent differences	70	1.8 %	10	0.4 %
Withholding and other taxes	8	0.2 %	(8)	(0.3)%
Unrecognized Tax benefits	9	0.2 %	20	0.8 %
Tax incentives and other	(392)	(10.3)%	(242)	(9.3)%
Effective tax rate	643	16.9 %	403	15.4 %

We recorded an income tax expense of \$643 million in 2022, which reflects an effective tax rate of 16.9% compared to an income tax expense of \$403 million in 2021, which reflects an effective tax rate of 15.4%. The effective tax rate reflects the impact of tax incentives, a portion of our earnings being taxed in foreign jurisdictions at rates different than the Netherlands statutory tax rate, changes in estimates of prior years' income taxes, non-deductible expenses and withholding taxes.

Results Relating to Equity-accounted Investees

Results relating to equity-accounted investees amounted to a loss of \$1 million in 2022 (2021: loss of \$2 million).

Non-controlling Interests

Non-controlling interests are related to the third-party share in the results of consolidated companies, predominantly SSMC. Their share of non-controlling interests amounted to a profit of \$46 million for the year-ended December 31, 2022, compared to a profit of \$35 million for the year-ended December 31, 2021.

Financial Condition, Liquidity and Capital Resources

We derive our liquidity and capital resources primarily from our cash flows from operations. We continue to generate strong positive operating cash flows, and we currently use cash to fund operations, meet working capital requirements, for capital expenditures and for potential common stock repurchases, dividends and strategic investments. Based on past performance and current expectations, we believe that our current available sources of funds (including cash and cash equivalents, RCF Agreement, plus anticipated cash generated from operations)

Report of the Directors **Management commentary**

will be adequate to finance our operations, working capital requirements, capital expenditures and potential dividends for at least the next year.

Cash

As of December 31, 2022, our cash balance was \$3,845 million, an increase of \$1,015 million compared to December 31, 2021 (\$2,830 million), of which \$227 million (2021, \$208 million) was held by SSMC, our consolidated joint venture company with TSMC. Under the terms of our joint venture agreement with TSMC, a portion of this cash can be distributed by way of a dividend to us, but 38.8% of the dividend will be paid to our joint venture partner. During 2022, no dividend was declared. Taking into account the available undrawn amount of the RCF Agreement of \$2,500 million, we had access to \$6,345 million of liquidity as of December 31, 2022.

Capital return

The common stock repurchase activity was as follows:

(\$ in millions, unless otherwise stated)	2022	2021
Shares repurchased	8,330,021	20,628,901
Cost of shares repurchased	1,429	4,015
Average price per share	\$171.59	\$194.63

Under Dutch corporate law and our articles of association, NXP may acquire its own shares if the general meeting of shareholders has granted the board of directors the authority to effect such acquisitions. It is our standard practice to request our annual general meeting of shareholders (the "AGM") every year to renew this authorization for a period of 18 months from the AGM. For repurchases of shares in 2021 and 2022, the board of directors made use of the authorizations renewed by the AGM on June 17, 2019, May 27, 2020, May 26, 2021 and June 1, 2022, respectively. Our board of directors has approved the purchase of shares from participants in NXP's equity programs to satisfy participants' tax withholding obligations ("trade for tax") and this authorization will remain in effect until terminated by the board of directors. In November 2019, the board of directors approved the repurchase of shares up to a maximum of \$2 billion (the "2019 Share Repurchase Program"). In March 2021, the board of directors approved the additional repurchase of shares up to a maximum of \$2 billion (the "2021 Share Repurchase Program"), and in August 2021, the board of directors increased the 2021 Share Repurchase Program authorization by \$2 billion, for a total of \$4 billion approved for the repurchase of shares under the 2021 Share Repurchase Program. In January 2022, the board of directors approved the additional repurchase of shares up to a maximum of \$2 billion (the "2022 Share Repurchase Program"). During the fiscal year-ended December 31, 2021, NXP repurchased 20.6 million shares for a total of approximately \$4 billion under the trade for tax and 2019 and 2021 Share Repurchase Programs, and during the fiscal year-ended December 31, 2022, NXP repurchased 8.3 million shares, for a total of approximately \$1.4 billion under the trade for tax and 2021 Share Repurchase Program. Under Dutch tax law, the repurchase of a company's shares by an entity domiciled in the Netherlands results in a taxable event (unless exemptions apply). The tax on the repurchased shares is attributed to the shareholders, with NXP making the payment on the shareholders' behalf. As such, the tax on the repurchased shares is accounted for within shareholders' equity.

Subject to Dutch corporate law and our articles of association, the board of directors of NXP may cancel shares acquired if authorized by the general meeting of shareholders. As with repurchases of our shares, it is our standard practice to request our annual general meeting of shareholders (the "AGM") every year to renew this authorization for a period of 18 months from the AGM. For cancellations of shares in 2020 and 2021, the board of directors made use of the authorizations renewed on May 27, 2020 and May 26, 2021, respectively.

As approved by the board of directors, on December 15, 2020, NXP cancelled 26 million shares and on November 30, 2021, NXP cancelled 15 million shares. As a result, the number of issued NXP shares as per November 30, 2021 is 274,519,638.

Under our Quarterly Dividend Program, interim dividends of \$0.5625 per ordinary share were paid on April 5, July 6, October 6, 2021; and January 6, 2022, and dividends of \$0.845 per ordinary share were paid on April 6, July 6, October 6, 2022; and January 6, 2023.

(\$ in millions, unless otherwise stated)	2022	2021
Dividend per share	3.38	2.25
Amount	885	606

Debt

Our total debt, inclusive of aggregate principal, unamortized discounts, premiums, debt issuance costs and fair value adjustments, amounted to \$11,165 million as of December 31, 2022, an increase of \$593 million compared to December 31, 2021 (\$10,572 million). On May 16, 2022, NXP issued \$500 million of 4.4% Senior Unsecured Notes due 2027 and \$1 billion of 5% Senior Unsecured Notes due 2033. On May 27, 2022, \$900 million of 4.625% Senior Notes due 2023 were redeemed in full.

As of December 31, 2022, the Company had outstanding fixed-rate notes with varying maturities for an aggregate principal amount of \$11,250 million (collectively the “Notes”), with \$0 payable within 12 months. Future interest payments associated with the Notes total \$3,585 million, with \$435 million payable within 12 months.

Additional capital requirements

We believe our current cash and cash equivalents position, our expected cash flow generated from operations and our expected financing activities will satisfy our working and other capital requirements for at least the next 12 months based on our current business plans. Recent and expected working and other capital requirements, in addition to the above matters, also include the items described below:

- The Company maintains purchase commitments with certain suppliers, primarily for raw materials, semi-finished goods and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time-horizon as mutually agreed upon between the parties. This forecasted time-horizon can vary for different suppliers. As of December 31, 2022, the Company had purchase commitments of \$3,672 million, of which \$1,187 million is expected to be paid in the next 12 months. We expect operating cash outflows to remain elevated as we make payments under these purchase agreements.
- Amounts related to future lease payments for lease obligations at December 31, 2022 totaled \$326 million, with \$69 million expected to be paid within the next 12 months.
- The Company enters into certain technology license arrangements which are used in conjunction with research and development activities for product development. Payments for these technology licenses are made over varying time periods. Outstanding unpaid balances for technology licenses total \$260 million as of December 31, 2022, of which \$121 million is expected to be paid in the next 12 months.
- Cash outflows for capital expenditures were \$1,063 million in 2022, compared to \$767 million in 2021. We expect to maintain similar levels of capital expenditures as a percentage of revenue in 2023, to support current and future manufacturing and production capacity needs.
- Our research and development expenditures, excluding R&D related to purchase price accounting, were \$1,696 million in 2022 and \$1,488 million in 2021. Our capital expenditures on development

Report of the Directors **Management commentary**

assets capitalized under IFRS amounted to \$1,043 million (2021: \$1,016 million), and we expect to maintain similar levels of investment in research and development as a percentage of revenue in 2023.

From time to time, we engage in discussions with third parties regarding potential acquisitions of, or investments in, businesses, technologies and product lines. Any such transaction could require significant use of our cash and cash equivalents, or require us to arrange for new debt and equity financing to fund the transaction. Our ability to make scheduled payments or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions. In the future, we may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay principal, premium, if any, and interest on our indebtedness. Our business may not generate sufficient cash flow from operations, or we may not have enough capacity under the RCF Agreement, or from other sources in an amount sufficient to enable us to repay our indebtedness, including the RCF Agreement, the unsecured notes or to fund our other liquidity needs, including working capital and capital expenditure requirements. In any such case, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness.

Cash flow from operating activities

For the year ended December 31, 2022, our operating activities provided \$4,998 million in cash; compared to \$4,154 million generated during 2021. This was primarily the result of net income of \$3,168 million (2021: \$2,205 million), non-cash items; primarily depreciation, amortization and impairment of \$1,887 million (2021: \$1,871 million) and share-based payments \$374 million (2021: \$358 million); partially offset by the change in operating assets and liabilities. The change in operating assets and liabilities was mainly attributable to the following:

- The \$105 million increase in receivables and other current assets was driven by the accumulation of insignificant increases in numerous asset accounts within the "other" classification, with the most significant increase relating to \$30 million in other receivables. In addition there was an increase of \$37 million in trade accounts receivable, net, which was driven by the aforementioned higher average selling prices and timing of cash collections at the end of the year.
- The \$593 million increase in inventories was primarily related to increased production levels in order to align inventory on hand with expected demand.
- The \$360 million increase in accounts payable and other liabilities was primarily related to the following increases: \$365 million in trade accounts payable as a result of purchases to meet the increase in growth in our business and timing related to payments; \$47 million in interest payable due to new bond issuances. Partially offsetting these cash flow increases was \$38 million related to employee bonus accruals and \$14 million of other net movements including the non-cash adjustment for capital expenditures and licensing intangibles.
- The \$306 million increase in other non-current assets was primarily related to prepayments to secure long-term production supply with multiple vendors.

Cash flow from investing activities

For the year ended December 31, 2022, net cash used for investing activities amounted to \$2,292 million (2021: \$1,950 million) and consisted primarily of property, plant and equipment capital expenditures of \$1,063 million (2021: \$767 million), capital expenditures on development assets for \$1,043 million (2021: \$1,016 million) and \$159 million (2021: \$132 million) for the purchase of intangible assets.

Cash Flow from financing activities

Net cash used for financing activities was \$1,679 million for the year-ended December 31, 2022 compared to \$1,646 million for the year-ended December 31, 2021. The cash flows related to financing transactions in 2022 and 2021 are primarily related to the financing activities described below under the captions *2022 Financing Activities and 2021 Financing Activities*.

In addition to the financing activities described above, net cash used for financing activities by year included:

(\$ in millions)	Year ended December 31,	
	2022	2021
Dividends paid to common stockholders	(815)	(562)
Cash proceeds from exercise of stock options	59	62
Purchase of treasury shares	(1,426)	(4,015)
Payments of lease liabilities	(60)	(61)
Other, net	(2)	—

2022 Financing Activities

Revolving Credit Facility

On August 26, 2022, NXP B.V., together with NXP Funding LLC, amended and restated its revolving credit agreement entered into on June 11, 2019. The amended and restated revolving credit agreement provides for \$2.5 billion of senior unsecured revolving credit commitments and is scheduled to mature on August 26, 2027.

Exchange Offers

On April 14, 2022, we initiated a registered exchange offering of our outstanding Senior Unsecured Notes for new issues of substantially identical registered debt securities (the “Exchange Offers”). The Exchange Offers expired on May 16, 2022, at which time substantially all of the Notes were exchanged for registered senior unsecured notes.

Debt Issuance and redemption

On May 16, 2022, NXP B.V., together with NXP Funding LLC and NXP USA, Inc., issued \$500 million of 4.4% senior unsecured notes due June 1, 2027 and \$1 billion of 5.0% senior unsecured notes due January 15, 2033. On May 27, 2022 we redeemed the \$900 million aggregate principal amount of outstanding dollar-denominated 4.625% Senior Unsecured Notes due 2023 in accordance with the terms of the indenture.

2021 Financing Activities

2032, 2042 and 2051 Senior Unsecured Notes

On November 30, 2021, NXP B.V., together with NXP USA Inc. and NXP Funding LLC, issued \$1 billion of 2.65% Senior Unsecured Notes due 2032, \$500 million of 3.125% Senior Unsecured Notes due 2042 and \$500 million of 3.25% Senior Unsecured Notes due 2051. The Company used a portion of the net proceeds of the offering of these notes to redeem the \$1 billion aggregate principal amount of outstanding 3.875% Senior Notes due 2022. The remaining net proceeds will be used for general corporate purposes, which may include capital expenditures or equity buyback transactions.

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2031 and 2041 Senior Unsecured Notes

On May 11, 2021, NXP B.V., together with NXP USA Inc. and NXP Funding LLC, issued \$1 billion of 2.5% Senior Unsecured Notes due 2031 and \$1 billion of 3.25% Senior Unsecured Notes due 2041. The net proceeds of the 2.5% Senior Notes due 2031 ("2031 Notes") are being used to finance certain eligible green projects. Pending the allocation of an amount equal to the net proceeds of the 2031 Notes to finance these eligible green projects, the remaining net proceeds of the 2031 Notes, together with the net proceeds of the 3.25% Senior Notes due 2041, are temporarily being held as cash and other short-term securities or are being used for general corporate purposes, including capital expenditures, short-term debt repayment or equity buyback transactions.

Debt position

Short-term Debt

As of December 31, 2022 and 2021, we had no short-term debt outstanding.

Long-term debt

We refer to Note 21 *Long-term debt* for the details and 2022 changes in our long-term debt.

We may from time to time continue to seek to retire or purchase our outstanding debt through cash purchases and/or exchanges, in open market purchases, privately negotiated transactions or otherwise.

Recent Legislation

US CHIPS Act

On August 9, 2022, the CHIPS and Science Act of 2022, H.R. 4346 (the "CHIPS Act") was signed into law. The CHIPS Act provides for a 25% refundable tax credit on certain investments in domestic semiconductor manufacturing. The credit is provided for qualifying property, which is placed in service after December 31, 2022. The CHIPS Act also provides for certain other financial incentives to further investments in domestic semiconductor manufacturing. The Company is evaluating the provisions of the new law and its potential impact to the Company.

Inflation Reduction Act

On August 16, 2022, the Inflation Reduction Act of 2022, H.R. 5376 (the "IRA"), was signed into law. The IRA introduces a 15% Corporate Alternative Minimum Tax ("CAMT") for corporations whose average annual adjusted financial statement income for any consecutive three-tax-year period preceding the applicable tax year exceeds \$1 billion and a 1% excise tax on certain stock repurchases. The CAMT and the excise tax are effective in taxable years beginning after December 31, 2022. The Company is evaluating the provisions of the new law and its potential impact to the Company.

EU Chips Act

The EU Commission proposed its "EU Chips Act" in February 2022. The announced budget is €43 billion, with approximately €30 billion for potential manufacturing projects coming from EU member states national funds. The remaining €13 billion are foreseen for RD&I programs and initiatives like the new "Chips Joint Undertaking". The EU Chips Act is still in the legislative process and is expected to become effective in late 2023. As a reaction to the U.S. Inflation Reduction Act, the EU Commission has stated that it would come up with a legislative package itself by the summer of 2023. The Company continues to monitor the progress of this potential legislation and will evaluate the provisions and its potential impact to the Company at such a time when enacted.

EU IPCEI on Microelectronics and Communication Technologies (“IPCEI”) program

During 2021 several European member states formally pre-notified the European Commission of the new Important Project of Common European Interest on Microelectronics and Communication Technologies (“IPCEI”) to support transnational cooperation projects on microelectronics. By joining forces, member states and industry intend to enhance the resilience of Europe’s supply chain in semiconductors. The IPCEI program requires the approval of the European Commission under state aid law: companies and EU member states must prove in a dedicated notification process that the IPCEI follows an overriding European interest and that projects would not be realized under market forces alone. The Company is currently involved in different notification processes in multiple member states, and expects to receive allocation of the related funding budgets that typically run over five years during 2023.

Human Capital

At NXP, our diverse and talented employees, referred to as team members, drive the innovation that sets our company apart and fuels our success in the market. Our purpose is bringing together bright minds to create breakthrough technologies that make the connected world better, safer, and more secure. This purpose is reinforced by our values of innovation, expertise, collaboration, ownership and growth built on a foundation of trust and respect. Across the globe, we have policies and programs to attract and maintain the best talent possible. We focus on driving team member engagement; building thought leadership; embracing diversity, equity and inclusion; providing competitive and fair compensation and benefits; enabling talent development and growth opportunities; investing in future talent; focusing on team member retention; and giving back to our communities.

NXP’s workforce includes direct labor (DL) and indirect labor (IDL). DL are those team members directly involved in manufacturing our products, while IDL consists of individual contributors, managers and executives in other functions such as research and development (R&D) and selling, as well as general and administrative (SG&A).

As of December 31, 2022 we had 34,223 full-time equivalent employees compared to 31,078 at December 31, 2021. The average 2022 full-time equivalent employees is 32,651; which is calculated by the sum of 34,223 and 31,078 divided by two.

The following table indicates the % of full-time equivalent employees per geographic area:

	% as of December 31,	
	2022	2021
The Netherlands	6 %	7 %
Rest of Europe and Africa	13 %	12 %
Americas	18 %	17 %
Asia	63 %	64 %
Total :	100 %	100 %

Our NXP global workforce spans three regions encompassing 30+ countries and includes more than 11,000 team members dedicated to research and development of our products and solutions (representing 34% of our NXP workforce and 56% of our IDL workforce).

Corporate Values and Team Member Engagement

NXP’s values are our fundamental beliefs and guiding principles. They speak to how we operate, engage, develop and value our team members, and push the boundaries of creativity and innovation. We hold ourselves

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accountable to our values by ensuring they are reflected in all of our talent programs, including hiring, learning and development, performance evaluation, recognition, rewards, and promotions.



To assess and improve engagement, NXP regularly conducts our global Winning Culture Survey, which is administered by a third party to ensure confidentiality. We invite team members to share their feedback on a variety of factors, including engagement, strategy, culture, leadership, continuous improvement, collaboration, execution, ownership, work environment, support and diversity, equality and inclusion. Insights from our survey equip us to improve the team member experience as well as our policies and processes.

We prioritize team member retention and closely monitor voluntary attrition as an indicator of engagement. This attrition is also compared to industry norms to ensure we are effectively retaining our employees throughout the world. During calendar 2022, our voluntary attrition rate was 7.5% for IDL, 18.1% for our DL population and 11.7% of the total population, a slight reduction in total year over year. We managed several initiatives centered around retention for strategic roles and top-performing talent. We also have broad-based programs targeting all team members ensuring that we are retaining our talent over the longer term.

Diversity, Equality and Inclusion

At NXP, the foundation of our values is trust and respect to ensure our inclusive culture. We recognize the importance of diversity, equality, and inclusion and respect the unique talents, experiences, backgrounds, cultures and ideas of our team members. Our diversity, equality and inclusion approach is centered around

- Ensuring leadership commitment and accountability;
- Building and sustaining a qualified and diverse talent pipeline and equitable processes; and
- Fostering an inclusive culture and a sense of belonging to attract and retain the best talent.

NXP continues to contribute resources focused on driving cultural awareness across the Company, which is spearheaded by NXP's Vice President and Head of Diversity, Equality and Inclusion. The Human Resources and Compensation Committee of our Board provides oversight of our policies, programs and initiatives focusing on human capital management, including workforce diversity, equality and inclusion.

NXP Employee Resource Groups (ERGs) enable our culture and inclusive work environment, as we work to ensure diversity of thought throughout our company and bring unique perspectives and skills to help those in our communities. Today, we have nine primary ERGs, with representation in Asia, Europe, Mexico and the United States. Membership and participation in ERGs is open to all team members, and global engagement is encouraged. To track the progress of our growing ERGs, we measure membership, programming and team member engagement for each group.

To support our diversity, equality and inclusion approach and demonstrate our commitment to transparency and accountability, we have established the aspirational 2025 diversity, equality and inclusion goals listed below to improve global gender representation and minority race and ethnicity representation in the United States. We continue to focus on hiring, developing, and retaining team members across all global sites to meet our 2025 representation goals. In a competitive hiring market, our overall employee population grew by 11% in 2022. Of this increased population, compared to 2021 there was a 1% increase with women in the global indirect labor workforce, 2% increase with women in R&D positions, 3% increase with women of executive positions and the percent of women in the global workforce remained the same in 2022 compared to 2021. While we present gender representation data by men and women, we acknowledge this is not fully encompassing of all gender identities.

2025 Diversity, Equality, & Inclusion Goals				
40% Women in Overall Global Workforce	30% Women in Global Indirect Labor Workforce	20% Women in Executive Positions*	25% Women in R&D Positions	50% Minority Representation in the United States*

2022 Diversity, Equality, & Inclusion Performance				
37%	25%	16%	19%	51%

* Executive positions are defined as individuals at the level of Vice President and above. Minority representation includes team members who self-identify as Asian, Hispanic or Latino, Black or African American, American Indian or Alaska Native, Pacific Islander or two or more races. We also include within minority representation team members who have not self-identified an ethnicity.

Talent Development and Investing in the Future

NXP is committed to a 70/20/10 continuous learning model, including mechanisms for learning through on-the-job experiences (70%), learning through others (20%), and learning through education (10%). Using a blend of internally designed and externally sourced courses and learning resources, we offer our team members around the globe a variety of training programs that provide real-time learning opportunities in support of key business processes, requirements and initiatives. We also provide a library of on-demand skills development and microlearning resources to all our team members.

We work to create developmental opportunities for our team members through stretch assignments, project roles, cross-functional interactions, cross-geography engagements, and both temporary and longer-term job rotations – all of which are used to stimulate core skill and leadership competency development, to provide on-the-job learning experience, and to fuel career growth.

We also believe that our commitment to our internship programs and university partnerships are a key contributor to developing the new generation of talent, including engineers in our industry and company, and provide a pipeline of recent college graduates into our talent pool. Through our partnerships with universities across the world, we fund and support advanced research programs and projects that demonstrate our commitment to investing in the future of not only technology, but also students' knowledge and skills.

Compensation and Benefits

We provide total rewards packages that include market competitive base salary, as well as opportunities to earn short-term cash incentives and equity-based incentives. In addition, in an effort to meet the specific needs of our team members and their families, we offer locally competitive benefits programs, which vary by country/region,

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and include an Employee Stock Purchase Plan, retirement programs, healthcare and insurance benefits, allowances, paid time off, family leave, our flexible work arrangement program, and other team member assistance programs.

NXP's compensation programs are designed to attract the best talent and drive performance across all areas of our diverse workforce. NXP is committed to managing all reward-based compensation programs, including merit increases, incentive program payouts and long-term incentive awards, to deliver on our pay-for-performance philosophy. Rewarding performance is a critical foundation for our overall compensation program.

We believe that pay decisions should be made on three factors: external (i.e. market conditions), internal equity, and employee performance/contributions. We have developed a proactive process to evaluate each reward-based compensation program in real time and provide leaders with feedback to create more visibility into fair and equitable compensation while decisions are being made. NXP also utilizes third-party data to formulate compensation and benefits programs that are fair, equitable and competitive. We then empower leaders to recognize both individual and team accomplishments through a variety of compensation programs.

Since 2022, we have linked a portion of our executive and employee compensation to our ESG Goals. For more information, see our 2023 Proxy Statement and the ESG Goals section in the Corporate Sustainability Report¹.

Employee Health and Safety

We are committed to the safety of our employees, and we continuously assess safety risks globally to ensure workplace risks are mitigated. We are certified to the ISO 45001 Occupational Health and Safety Management System, and have developed robust safety programs and initiatives to safeguard our workforce.

In 2022, as a follow-up to a previous survey, we conducted a global survey on employee safety, inquiring about opportunities for improvement and asking employees about their comfort level when raising safety concerns. The follow-up survey had a participation rate of approximately 80% and the responses to all questions were more favorable than those provided on the previous survey. In particular, 94% of our employees felt that safety concerns are a high priority for NXP and 98% of employees felt that safety starts with them. We used the results from the follow-up survey to identify improvement opportunities, and have started working at our sites and locations to address these opportunities.

For the past three years, the ongoing COVID-19 pandemic has made it all the more important to maintain employee health and safety, and we have effectively managed our health-and-safety programs over this period. During the height of the pandemic, we hosted several successful vaccination drives in a number of countries where our employees live and work. As community conditions improved, we developed a global program for flexible work arrangements, offering eligible employees the option to perform a combination of onsite and remote work. We believe this approach – emphasizing onsite safety, vaccination availability, and the option to work remotely – addresses the safety needs of our workforce while ensuring the robust continuity of our operations.

Employee Representation

A number of our team members are members of a labor union and in various countries, local law requires us to inform and consult with employee representatives on matters relating to labor conditions. We have not experienced any material strikes or labor disputes in the past and consider our employee relations to be good.

¹ The contents of our Corporate Sustainability Report are referenced for general information only and are not incorporated by reference in this IFRS annual report.

We also have employee-lead worker's councils in various countries that provide input and oversight to many of the decisions made on behalf of employees.

Subsequent events

The Company performed a review of events subsequent to the balance sheet date through the date the financial statements were authorized for issue by the board of directors and determined that there were no such events requiring recognition or disclosure in the financial statements.

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Governance

NXP's Leadership

Board of Directors

Our Board of Directors, including their ages and positions as of March 2, 2023 are as follows:

Name	Age	Position	Meeting attendance*
Kurt Sievers	53	Executive Director, President and Chief Executive Officer	100%
Sir Peter Bonfield	78	Non-Executive Director, Chair, Member of the Board's Nominating, Governance and Sustainability Committee, and Member of the Board's Human Resources and Compensation Committee	100%
Annette Clayton	59	Non-Executive Director and Member of the Board's Human Resources and Compensation Committee	90%
Anthony Foxx	51	Non-Executive Director and Member of the Board's Nominating, Governance and Sustainability Committee	100%
Chunyuan Gu	64	Non-Executive Director and Member of the Board's Audit Committee	100%
Lena Olving	66	Non-Executive Director and Member of the Board's Human Resources and Compensation Committee	92%
Julie Southern	63	Non-Executive Director and Chair of the Board's Audit Committee	100%
Jasmin Staiblin	52	Non-Executive Director and Member of the Board's Audit Committee	100%
Gregory L. Summe	66	Non-Executive Director and Chair of the Board's Nominating, Governance and Sustainability Committee	100%
Karl-Henrik Sundström	62	Non-Executive Director, Chair of the Board's Human Resources and Compensation Committee, and Member of the Board's Audit Committee	100%

* Attendance is reflected for the 5 Board meetings/calls held in 2022. For those directors that are member of the Audit Committee, the Human Resources and Compensation Committee and the Nominating, Governance and Sustainability Committee attendance also reflects the 13 Audit Committee meetings/calls, the 6 Human Resources and Compensation Committee meetings / calls and the 4 Nominating, Governance and Sustainability Committee meetings / calls.

There are no family relationships among our directors or between any director and any of our executive officers.

- **Kurt Sievers (1969, German).** Mr. Sievers is executive director, president and chief executive officer since May 2020, after a successful track record as the president of NXP, overseeing all the company's business lines, since 2018. Mr. Sievers joined NXP in 1995, and rapidly moved through a series of Marketing & Sales, Product Definition & Development, Strategy and General Management leadership positions across a broad number of market segments. He has been a member of the executive management team since 2009, where he has been instrumental in the definition and implementation of the NXP High-Performance Mixed Signal strategy. In 2015, Mr. Sievers was influential in the merger of NXP and Freescale Semiconductor. Mr. Sievers serves on the Board of the German National Electrical and Electronics Industry Association (ZVEI), the Global Semiconductor Alliance (GSA) and Capgemini S.E. Mr. Sievers is president of ESIA (European Semiconductor Industry Association). He had chaired the advisory board of the international trade-fair Electronica until June 2021. He is also president of AENEAS, the cluster for application and technology research in Europe on nano-electronics. Mr. Sievers serves as a member of the Asia-Pacific-Committee of German Business (APA) and as a member of the Board at the German Asia-Pacific Business Association (OAV), acting as the spokesperson for the Republic of Korea. Mr. Sievers earned a master's degree in physics and information technology from Augsburg University, Germany.

- **Sir Peter Bonfield (1944, British).** Sir Peter was appointed a non-executive director and chair of our board of directors in August 2010. Prior to that, Sir Peter was the chair of the supervisory board of NXP B.V. from September 2006. Sir Peter served as chief executive officer and chair of the executive committee for British Telecom plc from 1996 to 2002 and prior to that was chair 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. In addition, Sir Peter has served as a director of twelve large technology companies. Sir Peter currently holds non-executive directorships at Taiwan Semiconductor Manufacturing Company Limited, Darktrace plc and Imagination Technologies, is board Mentor at CMi in London and formerly served on the board of directors of Mentor Graphics Corporation. He is advisor to Longreach LLP in Hong Kong, Alix Partners UK LLP in London and is a fellow of The Royal Academy of Engineering. Sir Peter was named Outstanding Director for 2019 by the Financial Times.
- **Annette Clayton (1964, American).** Ms. Clayton was appointed a non-executive director of our board of directors in May 2021. Ms. Clayton is the chief executive officer of Schneider Electric North America, a region of Schneider Electric, a multinational firm specializing in energy management and automation solutions. Through December 2018, Ms. Clayton also held the title of chief supply chain officer for Schneider Electric and led the transformation of its \$13 billion global supply chain operation for seven years and from 2011 to 2016 led the environmental and social governance function. She is also a member of the executive committee of Schneider Electric. From 2006 to 2011, Ms. Clayton led Dell Inc.'s supply chain transformation and oversaw the global manufacturing and fulfillment operation. She was also responsible for the Americas' commercial order management and customer care operations. From 1983 to 2006, Ms. Clayton worked at General Motors Corporation in senior management roles in engineering and production, including president, Saturn Corporation. Ms. Clayton is a member of the board of directors of the National Association of Manufacturers and the National Association of Electrical Manufacturers. She serves on the board of Duke Energy Corporation and the Schneider Ventures boards of AlphaStruxure, GreenStruxure, Uplight Inc., QMerit, EnergySage, Autogrid, and previously served on the board of Polaris Inc until April 2021.
- **Anthony Foxx (1971, American).** Mr. Foxx was appointed a non-executive director of our board of directors in May 2021. From October 2018 to January 2022, Mr. Foxx served as the chief policy officer and senior advisor to the president and chief executive officer of Lyft. Prior to joining Lyft, Inc., Mr. Foxx served as a managing partner of related infrastructure, the infrastructure development group of Related Companies, a real estate firm, from December 2017 to October 2018. From July 2013 to January 2017, Mr. Foxx served as the seventeenth United States Secretary of Transportation. Mr. Foxx served as the mayor of Charlotte, North Carolina from 2009 to 2013 and as a Charlotte City council member at-large representative from 2005 to 2009. Mr. Foxx also has held a variety of legal positions in the public and private sectors. Mr. Foxx serves on the board of directors of Martin Marietta Materials, Inc., CDW Corporation and Shelter Acquisition Corporation I. He holds a Doctor of Law (J.D.) from New York University School of Law, and a Bachelor of Arts (B.A.), History, from Davidson College.
- **Chunyuan Gu (1958, Swedish).** Mr. Gu was appointed a non-executive director of our board of directors in June 2022. Mr. Gu has over 30 years of experience working at ABB Ltd, a global pioneering technology leader in electrification and automation serving customers in utility, industry, transportation and infrastructure. Mr. Gu began his career at ABB Corporate Research in Sweden in 1989, and has held various roles and functions in R&D, manufacturing operations and general management. Since 2020, Mr. Gu serves in an advisory capacity as chair of the board of ABB (China) Ltd. From 2017-2019, Mr. Gu was a member of the ABB group executive committee and president of the Asia, the Middle East and

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Africa region. From 2014-2017, Mr. Gu served as president and CEO of ABB China. Since 2020, Mr. Gu has served as a non-executive director of CLP Holdings Limited. Since 2021, Mr. Gu has served as senior advisor at Blackstone Ltd. Mr. Gu holds a bachelor of engineering from Shanghai Jiao Tong University and a PhD, school of aeronautics from the Royal Institute of Technology, Stockholm. He is a fellow of IVA, the Royal Swedish Academy of Engineering Sciences.

- **Lena Olving (1956, Swedish).** Ms. Olving was appointed a non-executive director of our board of directors in June 2019. She served as president and CEO of Mycronic AB (listed on Nasdaq OMX Stockholm) from 2013 and 2019, a Swedish high-tech equipment company serving the electronics industry. Before that Ms. Olving worked at Saab AB, a listed Defence and Security company, as deputy CEO and chief operating officer. Her earlier career also includes various managerial positions within Volvo Car Corporation, in total 25 years, of which 5 years in Asia Pacific and 7 years in the executive management team. Ms. Olving is a board member of Assa Abloy AB, Vestas Wind Systems A/S, Investment AB Latour, chair of Akind Universe AB, chair of the board at the Royal Swedish Opera and ScandiNova Systems AB and board member of Stena Metall AB. Ms. Olving has declined re-election as the chair of Akind Universe AB and her current board service will end in April 2023. She is a fellow of IVA, the Royal Swedish Academy of Engineering Sciences. She holds a Master of Science in Mechanical Engineering from Chalmers in Gothenburg, Sweden. In January 2018, Ms. Olving was presented H.M. The King's Medal of the 12th size with blue ribbon for outstanding efforts within Swedish business sector. In October 2019, she was awarded IVA's Gold Medal for pioneering and outstanding leadership within the tech sector.
- **Julie Southern (1959, British).** Ms. Southern was 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 a chartered accountant at Price Waterhouse Coopers. Ms. Southern currently holds non-executive directorships at Rentokil-Initial plc, Ocado Group plc, easyJet plc and RWS Holdings plc. and serves as chair of the audit committee at Rentokil-Initial plc, Ocado Group plc and easyJet plc. Ms. Southern is the senior independent director at easyJet and serves as chair designate and member of the audit committee at RWS Holdings plc. In addition, Ms. Southern is a member of the remuneration committees at Rentokil-Initial, Ocado and easyJet. Ms. Southern's board service on easyJet plc ends February 2023. Previously, Ms. Southern held directorships at Stagecoach Group plc (2016-2018), DFS Furniture plc (2015-2019) and Cineworld Group plc (2015-2019).
- **Jasmin Staiblin (1970, German and Swiss).** Ms. Staiblin was appointed a non-executive director of our board of directors in June 2019. She served between 2013 and 2018 as chief executive officer of Alpiq, a leading Swiss energy services provider and power producer in Europe. She successfully led the company through a major transformation in a fundamentally changing energy market. She began her career in 1997 at the ABB Group, the Swedish-Swiss global technology company, starting in ABB's group research center. From 1999 to 2005 she served in various global functions and as a member of the management team for ABB's power technologies division. She held the position of chief executive officer of ABB Switzerland from 2006 to 2012. Ms. Staiblin is a board member of Georg Fischer AG, Schaffhausen and Zurich Insurance Group Ltd and chair of the supervisory boards of Rolls-Royce Power Systems AG and Rolls-Royce Solutions GmbH. She formerly served on the board of Rolls-Royce plc. Ms. Staiblin studied Physics and Electrical Engineering at the Karlsruhe Institute of Technology, Germany and the Royal Institute of Technology in Stockholm, Sweden. She completed her studies with a Degree in Physics and has a Master of Science in electrical engineering.

- Gregory L. Summe (1956, American).** Mr Summe was appointed a non-executive director of our board of directors in December 2015. Mr. Summe is the managing partner of Glen Capital Partners, an investment fund. Recently, he was the co-chair and co-founder of NextGen Acquisition Corp. I & II. Previously, Mr. Summe was the managing director and vice chair of Global Buyout at The Carlyle Group, a leading global private equity firm, from 2009 to 2014. Prior to joining Carlyle, he was the chair and chief executive officer of PerkinElmer, Inc., a global leader in Health Sciences, a company he led from 1998 to May 2009. He also served as a senior advisor to Goldman Sachs Capital Partners, from 2008 to 2009. He was a director of Freescale Semiconductor from 2010 until its merger with NXP in 2015 and served as chair of the Freescale board from 2014-2015. Prior to PerkinElmer, Mr. Summe was with AlliedSignal, now Honeywell International, 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 University of Kentucky's Hall of Distinction. Mr. Summe also serves on the board of directors of the State Street Corporation, Avantor Corporation and Virgin Orbit Holdings. and formerly served on the boards of directors of NextGen Acquisition Corp. I and NextGen Acquisition Corp II.
- Karl-Henrik Sundström (1960, Swedish).** Mr. Sundström appointed a non-executive director of our board of directors in June 2019. He served as CEO of Stora Enso from 2014 until his retirement in 2019. He joined Stora Enso in August 2012 as CFO and member of the group leadership team. In June 2013 he took on the role as executive vice president for division Paper and Wood Products. Prior to joining Stora Enso, Mr. Sundström held the role of CFO of NXP Semiconductors N.V. (2008–2012). Before that, he held several managerial positions in Ericsson, including CFO. He is the chair of Boliden AB and Mölnlycke AB, member of the board of Vestas AS, chair of the Climate Leadership Coalition and member of the board of the Marcus Wallenberg Foundation. Mr. Sundström participated in an Advanced Management Program at Harvard Business School in 1997 and holds a degree in Business Administration, Finance and Accounting from the Uppsala University, Sweden.

Information on the remuneration of our board of directors is disclosed in Note 31 *Information on remuneration board of directors* of the consolidated financial statements.

Information about our Executive Officers

The names, ages and positions as of March 2, 2023, of our executive officers (as determined under U.S. securities laws), including our chief executive officer, Mr. Sievers, are as follows:

Name	Age	Position
Kurt Sievers	53	Executive director, president and chief executive officer
Bill Betz	45	Executive vice president and chief financial officer
Christopher Jensen	53	Executive vice president and chief human resources officer
Ron Martino	57	Executive vice president sales
Andrew Micallef	58	Executive vice president global operations
Jennifer Wuamett	57	Executive vice president, general counsel, corporate secretary and chief sustainability officer

There are no family relationships among our executive officers or between any executive officer and any of our directors.

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- **Bill Betz (1977, American).** Mr. Betz is executive vice president, chief financial officer and a member of the management team. In this role, he is responsible for all aspects of the company's financial and accounting functions including treasury, investor relations, audit, tax and mergers and acquisitions. Mr. Betz has more than 20 years of finance experience in the semiconductor industry with a strong track record focused on results. Prior to joining NXP in 2013 he has held several financial leadership positions with Fairchild Semiconductors, LSI Logic and Agere Systems. Prior to being named CFO, Mr. Betz was senior vice president, business planning & analytics and finance business group controller for NXP's business lines and shared service centers, and led the corporate financial planning, analysis and business intelligence teams. Mr. Betz holds a Master of Business Administration from the University of Chicago Booth School of Business and a Bachelor of Science in Business Administration from West Virginia University.
- **Christopher Jensen (1969, American).** Mr. Jensen is executive vice president, chief human resources officer and a member of the management team. In this role, he is responsible for all aspects of the Company's global human resources function, the Company's people strategy and fostering an inclusive culture to achieve NXP's business objectives. Mr. Jensen has been with NXP since the merger with Freescale in 2015 and was integral to the cultural integration of the two companies. He has extensive experience in leading the various functions across human resources, with strength in change management, compensation and benefits design, and mergers and acquisitions. Prior to Freescale, Mr. Jensen held executive human resources positions at Applied Materials and Tandem Computers. Mr. Jensen also serves as an adjunct professor at Baylor University, teaching in their Executive MBA Program.
- **Ron Martino (1965, American).** Mr. Martino is executive vice president of global sales for NXP Semiconductors. In this role, he is responsible for driving the company's top line growth initiatives, enabling solutions in support of our customers and ensuring high customer satisfaction. Mr. Martino is an established leader with more than 30 years of experience in the microelectronics business focused on automotive electronics, embedded processing applications, high performance computing applications and semiconductor research and development. Mr. Martino's prior responsibilities include executive vice president and general manager of Edge Processing. He was also general manager of the i.MX application processor business across automotive and industrial applications. Additionally, he led NXP's global microcontroller R&D organization, developing products for multiple application segments. Mr. Martino joined Freescale (now NXP) in February 2008 from IBM, where he worked for 20 years focusing on high performance computing, networking, radio frequency (RF) communication, and gaming microelectronics.
- **Andrew Micallef (1965, American).** Mr. Micallef is executive vice president of global operations at NXP and a member of the management team. He joined NXP in May 2021 and is responsible for creating and executing NXP's end-to-end manufacturing, quality and supply chain strategies. Mr. Micallef has more than 20 years of semiconductor industry experience, including senior operational roles overseeing manufacturing, procurement, supply chain management, logistics, quality, product and test engineering, information technology and facilities. Prior to NXP, Mr. Micallef was chief operations officer for Marvell. Prior to that, he held operations leadership roles at Intersil Corporation, Audience, LSI Corporation and Agere Systems.
- **Jennifer Wuamett (1965, American).** Ms. Wuamett is executive vice president, general counsel, corporate secretary and a member of the management team for NXP since 2018, and chief sustainability officer since 2022. In this role, she is responsible for worldwide legal, governance, compliance and intellectual property matters for NXP and for oversight of NXP's environmental, social and governance (ESG) and risk programs. Previously, Ms. Wuamett served as senior vice president and deputy general counsel at NXP. Prior to that, she was Freescale's senior vice president, general counsel and secretary and served in various other positions at Freescale and Motorola beginning in 1997. Ms. Wuamett serves on the board of directors of Plexus Corp.

Corporate Governance

Introduction

We are the parent company of the NXP group. Our only material asset is our direct ownership of 100% of the share capital of NXP B.V., a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*).

We were incorporated in the Netherlands as a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the name KASLION Acquisition B.V. on August 2, 2006. On May 21, 2010, we converted into a Dutch public company with limited liability (*naamloze vennootschap*) and changed our name to NXP Semiconductors N.V. In August 2010, we listed our common shares on the Nasdaq Global Select Market (“Nasdaq”).

We are subject to various corporate governance requirements and best practice codes, the most relevant being those in the Netherlands and the United States. The current Dutch Corporate Governance Code (the “DCGC”), dated December 8, 2016, replaced the former 2008 code and applies to all Dutch companies listed on a government-recognized stock exchange, whether in the Netherlands or elsewhere. On 20 December 2022 a revised Dutch Corporate Governance Code was published which replaces the 2016 version and will be applicable to NXP starting the fiscal year 2023. This DCGC 2022 further defines the concept of sustainable long-term value creation, has additional provisions on diversity and inclusion (D&I) and further emphasizes the importance of company culture. For the annual report over 2022, the DCGC 2016 still applies. The code is based on a “comply or explain” principle. Accordingly, companies are required to disclose in their annual reports filed in the Netherlands whether or not they are complying with the various rules of the Dutch corporate governance code and if they do not comply with those provisions, to give the reasons therefore. The code contains principles and best practice provisions for managing boards, supervisory boards (which also apply to the non-executive members of one-tier boards), shareholders and general meetings of shareholders, financial reporting, auditors, disclosure, compliance and enforcement standards.

Our long-term strategy is to maximize value for our shareholders and other stakeholders and create a strong cash flow generation by driving relative market share leadership with profitable growth at 1.5 times the market and exceeding customer expectations. We are committed to innovating for a better tomorrow for our customers, employees, communities, and society as a whole. Our purpose and goal is to provide Secure Connections for a Smarter World, a mission inspired by our customer-focused passion to win. In order to do so, we place five key elements high on our culture agenda: (i) raising the bar, (ii) engaging curiosity, (iii) taking initiative, (iv) working together and (v) developing deep core competence. These values define uniquely who we are, and what we aspire to, as an organization. They are the guiding principles that we believe will help us and our employees succeed. They inform the decisions we make and the actions we take - individually and collectively - every day in order to drive market success. The Board strives for a culture focused on long-term value creation and believes that these values enable us to reach that goal.

We conduct our operations in accordance with internationally accepted principles of good governance and best practice, while ensuring compliance with the corporate governance requirements applicable in the countries in which we operate:

- We have a transparent corporate structure, with approval rights of our general meeting of shareholders for any significant change in the identity or nature of our Company or business;
- Each share of our common stock confers the right to cast one vote at the general meeting of shareholders;
- Our directors are appointed for one year terms;
- We do not have a poison pill in place;

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- We only have outstanding common stock, and no priority, preference or other shares with special voting rights are issued, and cannot be issued without majority shareholder approval;
- Any issuance of common or preference shares, for any reason, is subject to the approval of the general meeting of shareholders; and
- We allow special meetings of our shareholders to be called upon the written request of shareholders holding at least 10% of our outstanding voting stock.

The Board, as well as the management team and the NXP Ethics Committee, promote openness and engagement through a SpeakUp grievance mechanism. Furthermore, we maintain a Code of Conduct in order to promote a culture of good governance, excellence and consistency that applies to all of our directors, officers and employees and complies with the requirements of the Sarbanes-Oxley Act of 2002, and the rules thereunder, as well as applicable Nasdaq listing standards. A copy of the Code of Conduct is available on our Investor Relations website at <http://investors.nxp.com> under the “Corporate Governance” section. We will post any amendments to, or waivers from, our Code of Conduct (to the extent applicable to any director or any of our executive officers) to this website.

The Code of Conduct outlines our general commitment to be a responsible social partner and the way in which we attempt to interact with our stakeholders, including shareholders, suppliers, customers, employees and the market. The Code of Conduct expresses our commitment to an economically, socially and ethically sustainable way of working. It covers our policy on a diverse array of subjects, including corporate gifts, child labor, International Labor Organization conventions, working hours, sexual harassment, free-market competition, bribery and the integrity of financial reporting.

The Code of Conduct is built around the campaign “Know Right, Do Right” and consists of a framework of a variety of controls, a strict non-retaliation policy, a training program for employees, the SpeakUp telephone line where people can report potential issues in a confidential manner, a confidential investigation process, risk assessments, background checks and audits. Any reports related to the Code of Conduct are brought to the attention of our Ethics Committee to ensure that all reports are properly investigated and addressed. Each quarter the Ethics Committee communicates to the Audit Committee all reports and investigations.

In this report, we address our overall corporate governance structure and state to what extent we apply the provisions of the Dutch corporate governance code. This report also includes the information which the Company is required to disclose pursuant to the governmental decree on corporate governance. The board of directors, which is responsible for the corporate governance structure of the Company, is of the opinion that the principles and best practice provisions of the Dutch corporate governance code that are addressed to the board of directors, interpreted and implemented in line with the best practices followed by the Company, are being applied. Deviations from best practice provisions of the code, will be explained in this report. Substantial changes in the Company’s corporate governance structure and in the Company’s compliance with the Dutch corporate governance code will be submitted to the general meeting of shareholders for discussion under a separate agenda item.

How our Board Governs and is Governed

The Company has a one-tier board structure, consisting of one or more executive directors and independent non-executive directors. The Board currently consists of ten directors, each of whom is either an executive director or a non-executive director pursuant to applicable Dutch law. The number of executive and non-executive directors is determined by the Board.

Under our Articles of Association and Dutch corporate law, the directors are collectively responsible for the management, general and financial affairs and policy and strategy of our Company. Our executive director is responsible for the day-to-day management of the Company and for the preparation and execution of Board

resolutions, to the extent these tasks are not delegated to a committee of the Board. Our Chief Executive Officer or all directors acting jointly may represent the Company with third parties.

Consistent with established Dutch law and our Articles of Association, the executive director and non-executive directors are appointed by the shareholders at a general meeting of shareholders from a binding nomination proposed by the Board.

The binding nominations by the Board are made in accordance with Section 14.4 of the Articles of Association. The shareholders at an annual general meeting may at all times overrule the binding nature of such a nomination by a resolution adopted by at least a two thirds majority of the votes cast, provided such majority represents more than half of our issued share capital. If the nomination is not overruled, the nominated member of the Board shall be appointed. If the nomination is overruled, the Board may then make a new nomination. If a nomination has not been made or has not been made in due time, this shall be stated in the notice and the general meeting of shareholders shall be free to appoint a member of the Board at its discretion. The latter resolution of the general meeting of shareholders must also be adopted by at least two thirds majority of the votes cast, provided such majority represents more than half of our issued share capital.

Our directors are appointed for one year and will be, if nominated by the Board, re-electable each year at a general meeting of shareholders. As directors are only appointed until the next general meeting of shareholders, and the Board maintains an orderly, robust process for Board refreshment and succession as explained in this report. The Board does not limit the number of times directors can be nominated for re-election as referred to in par. 2.2.2 of the DCGC. Our directors may be suspended or dismissed at any time by the shareholders at an annual general meeting of shareholders. A resolution to suspend or dismiss a director will have to be adopted by at least a two thirds majority of the votes cast, provided such majority represents more than half of our issued share capital unless the proposal to suspend or dismiss a director is made by the Board, in which case resolutions shall be adopted by a simple majority of votes cast. An executive director can also be suspended by the Board.

If appointed, each director's term begins at the annual general meeting at which he or she is appointed and, unless such director resigns or is suspended or dismissed at an earlier date, his or her term of office lapses immediately after the next annual general meeting held after his or her appointment.

The Board and the Nominating, Governance and Sustainability Committee have carefully considered the experience, structure, culture, diversity, operation, interactions, collaboration and performance of the current Board; the talents, expertise and contributions of individual directors; the growth and creation of shareholder and other stakeholder value under the Board's leadership; the continued evolution of the Company; the Board's critical role in continuing to develop and lead the strategic direction of the Company; the continued change and consolidation in the semiconductor industry; anticipated future challenges and opportunities facing the Company; and the Board's ongoing commitment to ensuring the long-term sustainability of the Company to the benefit of shareholders and other stakeholders.

Rules Governing the Board

The Board has adopted written Rules Governing the Board (the "Rules of Procedure") governing its performance, its decision making, its composition, the tasks and working procedures of the committees and other matters relating to the Board, the Chief Executive Officer, the non-executive directors and the committees established by the Board. In accordance with our Rules of Procedure, resolutions of our Board will be adopted by a simple majority of votes cast in a meeting at which at least the majority of its members is present or represented. Each director has the right to cast one vote. In a tie vote, the proposal will be rejected.

In addition to the Rules of Procedure, the Board has adopted charters of its committees, to which the plenary Board, while retaining overall responsibility, has assigned certain tasks: the Audit Committee, the Nominating,

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Governance and Sustainability Committee, and the Human Resources and Compensation Committee. Each committee reports to the plenary Board. The Rules of Procedure are, together with the committee charters, posted on our Investor Relations website at <http://investors.nxp.com> under the “Corporate Governance” section. Copies of our corporate governance materials are also available to shareholders who request them. Requests must be in writing and sent to: NXP Semiconductors N.V., High Tech Campus 60, 5656 AG, Eindhoven, The Netherlands, Attention: Secretary.

The Board is assisted by the Secretary. The Secretary sees to it that correct procedures are followed and that the Board acts in accordance with its statutory obligations and its obligations under the Articles of Association. Furthermore, the Secretary assists the Chair of the Board (the “Chair”) in the functioning of Board business (information, agenda, evaluation, introductory program). The Secretary, in this capacity, is appointed and dismissed by the Board. Shareholders or other interested parties who wish to communicate with the Board, including the Chair and the non-executive directors individually or as a group, may send correspondence in care of the Secretary at NXP’s principal offices at High Tech Campus 60, 5656 AG, Eindhoven, The Netherlands. Our Secretary will receive all communications sent to this address, and will provide all substantive communications to the Chair, excluding simple administrative requests that are appropriately addressed by the Secretary.

Our non-executive directors oversee the general affairs of the Company and supervise and provide general advice to the executive director. Furthermore, the non-executive directors perform such acts that are delegated to them pursuant to our Articles of Association or by our board regulations. Sir Peter Bonfield has been appointed Chair of the Board.

Under the Rules of Procedure, Board members must comply with any provisions on the maximum number of directorships and board memberships as decided by the Nominating, Governance and Sustainability Committee. Currently, the Nominating, Governance and Sustainability Committee has determined that members of the Board shall have no more than four board memberships in public companies in addition to service on the Board of NXP, and not more than two of such board memberships if they are an executive officer.

Each director owes a duty to us to properly perform the duties assigned to him or her and to act in the corporate interest of our Company. Under Dutch law, the corporate interest extends to the interests of all corporate stakeholders, such as shareholders, creditors, employees, customers and suppliers.

Board Leadership and Role in Risk Oversight

Our Chair works closely with our Chief Executive Officer to set the agenda for Board meetings and to facilitate information flow between the Board and management. Sir Peter Bonfield currently serves as the Chair. The Chair presides at the Board meetings, as well as regularly scheduled executive sessions of the non-executive directors.

Our independent directors regularly meet in executive session without executive directors or management present. Additionally, the Board and each committee have the power to hire, at the expense of the Company, independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board has demonstrated expertise in developing strategies that have created a unique and sustainable global platform that serves the interests of shareholders and other stakeholders and possesses a deep understanding of the management team and the bench strength and culture within the Company. The Board also has a strong understanding of the challenges and opportunities facing the Company around the world, as well as the semiconductor industry in which we operate. This understanding has enabled the Board to guide the Company and our executive team in navigating ongoing, complex, and unpredictable developments that continue to have significant impacts on the semiconductor industry generally and us in particular.

The Board believes that its current structure continues to provide robust and highly effective oversight based on, among other factors:

- All nine current non-executive directors are independent; the sole board member not being independent is the executive director (the CEO);
- Robust Corporate Governance principles, which are reviewed annually;
- A Chair with deep experience in and knowledge of our business and industry with a demonstrated unique and successful strategic vision. Our Chair continues to be actively focused on his role of providing the overall strategic leadership for the Company, consistent with Dutch law and the Company's organizational documents - a role that the Board believes remains critically important as our industry continues to experience significant change and disruption at a rapid rate;
- The Audit, Human Resources and Compensation, and Nominating, Governance and Sustainability Committees all are composed entirely of independent directors (as defined in the applicable Nasdaq listing standards and within the meaning of the DCGC);
- Approval of any appointment of members to the Audit, Human Resources and Compensation, and Nominating, Governance and Sustainability Committees must include at least a majority of the independent directors;
- All Board committees operate pursuant to written charters and conduct annual self-assessments;
- The independent directors of the Board and its committees receive extensive information and input from multiple layers of management and external advisors, engage in detailed discussion and analysis regarding matters brought before them (including in executive session) and consistently and actively engage in the development and approval of significant corporate strategies;
- The Board and its committees have unrestricted access to management;
- The Board and its committees can retain, at Company expense, any advisors they deem necessary with respect to any matter brought before them; and
- In 2022, the Board held five executive sessions of non-management members.

Meetings of NXP's Board

The Board met five times in 2022. In addition to these meetings, directors attended meetings of individual Board committees of which they were members. Each of the directors attended 100% of the aggregate of the Board meetings and meetings of committees of which they were a member during the periods for which they served in 2022 except for Ms. Clayton and Ms. Olving. NXP does not have a formal policy regarding Board members' attendance at annual general meetings, but all of our Board members are invited to attend the Annual General Meeting. The Chair and the Chief Executive Officer attended last year's virtual annual general meeting.

The Rules of Procedure require the independent directors to meet in executive session from time to time, and at least twice annually, without any members of management present. During 2022, the independent directors of the Board met in executive session five times.

NXP's Board Committees

The standing committees of the Board are the Audit Committee, the Human Resources and Compensation Committee, and the Nominating, Governance and Sustainability Committee. Each committee operates under a written charter, a current copy of which, along with our Articles of Association and the Rules of Procedure, is available on our Investor Relations website at <http://investors.nxp.com> under the "Corporate Governance" section.

Information about each of the standing committees is provided on the following pages provides an additional discussion of committee responsibilities in relation to risk oversight.

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AUDIT COMMITTEE

Members Ms. Southern (Chair) Mr. Gu Ms. Staiblin Mr. Sundström	KEY OVERSIGHT RESPONSIBILITIES INCLUDE, BUT ARE NOT LIMITED TO: <ul style="list-style-type: none">• The integrity of the Company’s financial statements and its accounting and financial reporting processes• The effectiveness of the Company’s internal control over financial reporting• Compliance with applicable legal and regulatory requirements• Oversight of information technology risks, including cybersecurity• The qualifications, independence and performance of the independent registered public accounting firm for U.S. public reporting purposes and the Company’s external auditor for purposes of Dutch law• The Internal Audit group• The Company’s processes and procedures related to risk assessment and risk management
Number of meetings during 2022:	13

HUMAN RESOURCES AND COMPENSATION COMMITTEE

Members Mr. Smitham (Chair) Sir Peter Bonfield Ms. Clayton Ms. Olving	KEY OVERSIGHT RESPONSIBILITIES INCLUDE, BUT ARE NOT LIMITED TO: <ul style="list-style-type: none"> • CEO and senior management compensation, including the corporate goals and objectives relevant to such compensation and evaluating performance in light of those goals and objectives • Board and committee compensation • Relationship between the Company’s compensation policies and practices and risk management • Management Team succession plans • Compensation and benefits-related disclosures and equity compensation plans in which executives participate
Number of meetings during 2022:	6

NOMINATING, GOVERNANCE AND SUSTAINABILITY COMMITTEE

Members Mr. Summe (Chair) Sir Peter Bonfield Mr. Foxx	KEY OVERSIGHT RESPONSIBILITIES INCLUDE, BUT ARE NOT LIMITED TO: <ul style="list-style-type: none"> • Corporate governance matters • Nomination or re-nomination of director candidates and approval of other shareholders meeting agenda items • The annual self-evaluation of the Board and its committees • Review NXP top identified risks and make proposals to the Board on oversight
Number of meetings during 2022:	4

Setting and Overseeing Strategy

The Board actively determines the Company’s strategy and continues to focus on those strategies designed to ensure the continued durability and sustainability of the Company, while creating long-term value for our shareholders, and serving the interests of our other stakeholders. The Board and its committees regularly and

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extensively reviewed during their meetings throughout 2022 the Company's strategy, the Company's primary risks as well as the design and operation of the internal control systems to ensure it supports the long-term growth and sustainability of the Company and reflects, among other considerations, market challenges and opportunities, and the interests of shareholders and other stakeholders. This has substantially impacted the long-term value creation strategy as referred to in practice 1.1.1 of the DCGC and as further outlined in below Sustainability statements and the Annual Social Responsibility Report . In addition to quarterly updates on the business performance and detailed presentations by the various business managers, the Board reviewed and discussed the mid- to long-term strategy of the Company in its November meeting.

The Board is committed to maintaining a dialogue with shareholders to ensure that they understand our differentiated strategy and business model and have an opportunity to discuss and engage on a broad range of topics, including our strategy. The Board will also review the implementation of our strategy at our annual general meeting of shareholders, giving attendees the opportunity to discuss our annual Dutch board report and the accompanying financial statements prepared in accordance with International Financial Reporting Standards as adopted by the European Union ("IFRS"). We also regularly discuss our strategy in shareholder engagement sessions.

Risk Oversight

Our management is directly responsible for executing the Company's risk management processes. Reference is made to the section Enterprise Risk Management process and the various risk factors. Our Board is responsible for overseeing these risk management processes. In exercising its oversight, the Board and, as appropriate, the relevant Board committees, assesses the material risks facing the Company and evaluate management's plans for managing material risk exposures. The Company conducts a formal annual risk assessment to identify, analyze and report on enterprise risks. The results of this risk assessment are reported to and discussed with the Board.

Our Board performs this oversight function through periodic reports from management and Board committees. While our Board generally has ultimate oversight responsibility of the Company's risk management processes, it has delegated to its committees the responsibility to oversee risk management processes associated with their respective areas of responsibility and expertise. For example, the Audit Committee has oversight responsibility for the Company's internal audit function, compliance with the Code of Conduct, internal controls and financial reporting practices, litigation, and compliance processes. The Human Resources and Compensation Committee has oversight responsibility for the Company's executive talent management and succession planning and risks related to the Company's compensation policies and practices, as described in more detail in the Compensation Practices and Risk section of the Compensation Discussion and Analysis. The Nominating, Governance and Sustainability Committee has oversight responsibility for the Company's compliance with its corporate governance principles, CEO succession planning and proposes recommendations to the Board for updates to risk oversight responsibilities of the committees and the Board. The Board receives regular reports from each committee chair regarding the committee's considerations and actions. The Board also receives regular updates from management on the Company's business operations, financial results and strategy and, as appropriate, discusses and provides feedback with respect to risks related to these topics. Annually, the Board holds strategic planning sessions with senior management to discuss strategies, key challenges, and risks and opportunities for our business.

NXP, similar to other semiconductor companies, operates in a complex and rapidly changing environment that involves many risks. In addition to general market, research and development, and economic risks, the Company faces potential risks related to its industry; information technology and cybersecurity; data privacy; financial controls and reporting; legal, regulatory and compliance; finances and taxation; global operations; environment and social responsibility; and product portfolio and commercialization, among others. As a company committed to operating ethically and with integrity, we proactively seek to manage and, where possible, mitigate risks to help ensure compliance with applicable rules and regulations, maintain integrity and continuity in our operations and

business and protect our assets. Risk management is an enterprise-wide objective subject to oversight by the Board and its committees.

It is the responsibility of management and employees to implement and administer risk-management processes to identify material risks to our business. In addition, management must assess, manage and monitor those risks, all while maintaining flexibility in how we operate. To further embed risk management and compliance into our culture, we implement relevant policies and procedures and train employees on the specifics of such policies and procedures. All of our committees have regular access to management and the Board and committees also schedule sessions without members of management present.

The Board, in turn, directly or through its committees, oversees management's implementation of risk management. We have approved a robust Code of Conduct and other related policies, and the Board and its committees rigorously review with management actual and potential significant risks at least on a quarterly basis.

Board Education

Individual members of the Board participate in director education seminars, conferences and other director education programs presented by external and internal resources, on matters that relate to, among other topics, compensation, governance, board processes, risk oversight, business, industry, audit and accounting, credit and financial, regulatory and other current issues.

How Our Directors Are Selected and Evaluated

Consideration of Director Nominees

For purposes of identifying individuals qualified to become members of the Board, the Nominating, Governance and Sustainability Committee considers the following general criteria, among others, in nominating director candidates. These criteria reflect the traits, abilities and experience that the Board looks for in determining candidates for election:

- Directors shall have relevant expertise and experience and be able to offer advice and guidance to the CEO based on that expertise and experience;
- Directors shall have the ability to exercise sound business judgment;
- Directors shall represent diverse viewpoints; the personal backgrounds and qualifications of the directors, considered as a group, should provide the Company with a significant composite mix of experience, knowledge and abilities; and
- Unless otherwise approved by the Board, directors shall not be a member of the board of directors or an officer or employee of a competitor (or an affiliate of a competitor) of the Company.

In addition to the criteria set forth above, and any others the Nominating, Governance and Sustainability Committee or the Board may consider, a majority of the Board's members must be "independent," as that term may be defined from time to time by the applicable Nasdaq listing standards, the Rules of Procedure, as well as practice 2.1.8 of the DCGC, including that an independent director must be free of any relationships which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

As needed, the Nominating, Governance and Sustainability Committee may identify new potential director nominees by, among other means, requesting current directors and executive officers and external advisors to notify it if they become aware of persons meeting the criteria described above who would be suitable candidates

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for service on the Board. The committee also may, as needed, engage one or more firms that specialize in identifying director candidates.

As appropriate, the Nominating, Governance and Sustainability Committee will review publicly available information regarding a potential candidate, request information from the candidate, review the candidate's experience and qualifications, including in light of any other candidates the committee might be considering, and conduct, together with other members of the Board, one or more interviews with the candidate. Committee members or their designees also may contact one or more references provided by the candidate or may contact other members of the business community or persons who may have first-hand knowledge of the candidate's talents and experience.

Evaluation

In accordance with the Rules of Procedure, once a year the Board, initiated by the Nominating, Governance and Sustainability Committee and supervised by the Chair, evaluates its performance, functioning and effectiveness. In 2022, the Nominating, Governance and Sustainability Committee retained an external consultant to lead a board effectiveness review process that included individual interviews, anonymous survey, review of board materials and board and committee observations. The board effectiveness review considered topics such as expertise and capabilities within the Board, diverse backgrounds and perspectives of the Board members, alignment and appropriate review of company strategy, interactions and relationships within the Board and between the Board and management, administration and logistics of Board meetings and communications, Board succession planning process, agility of the Board to respond and adapt to change, strategic and risk oversight, and the performance of the Board's committees. A report of the board effectiveness review was shared and discussed in private meetings of the Board. The report indicated that the Board continues to be a well-functioning board with strong leadership and positive and effective dynamic between members of the Board and with management.

Diversity

In compliance with par. 2.1.5 of the DCGC and article 2:166 of the Dutch Civil Code, the Board is committed to supporting, valuing and leveraging diversity, including gender and ethnic/cultural diversity, in its composition, among other qualities that the Board believes serve the best interests of the Company and its stakeholders. As part of these efforts and in line with Dutch corporate law, the Board, while taking into account the overall profile and selection criteria for appointments of suitable candidates, has adopted a policy that at least 30% of the seats on our Board are to be taken by men and at least 30% of the seats by women. As at December 31, 2022, 40% (4) of the seats of our Board were taken by women and 60% (6) of the seats of our Board were taken by men. The Board aims to continue in its efforts to have a diverse gender and ethnic composition as it continues its board refreshment process as described below, which process also is part of the diversity policy as referred to in par. 2.1.5 of the DCGC.

We are committed to increasing, developing, and promoting more women into technical and leadership positions within our organization to achieve a balanced ratio between the number of men and women in managerial positions throughout the organization in line with the requirements of article 2:166 of the Dutch Civil Code. To support this commitment and our general diversity, equality and inclusion approach and to demonstrate our commitment to transparency and accountability, we have established aspirational 2025 DE&I goals to improve our gender representation globally. One of the goals is to have 20% women in senior management positions. To that end, we monitor gender statistics globally, across all roles, and look for continuous improvements, which include an evaluation of the practices at the country level. Each country leadership team focuses on how to ensure we are making improvements, where needed.

Board Refreshment

The Board, with the support of the Nominating, Governance and Sustainability Committee, maintains an orderly, robust process for Board refreshment and succession that is aimed at maintaining an appropriate balance with respect to the expertise, experience and diversity on the Board. The Board and its Nominating, Governance and

Sustainability Committee regularly evaluate the Board composition with respect to, among other matters, director independence, skills, experience, expertise, diversity and other factors to ensure the Board remains well-qualified to provide effective oversight of the Company and management. The Board and the Nominating, Governance and Sustainability Committee regularly consider the Company's strategy, performance, operations, relevant industry and market conditions, and current and anticipated needs in terms of particular areas of experience and expertise (e.g., risk oversight, industry, science), among many other factors, to inform these refreshment practices.

The Board continues its orderly Board succession and refreshment process, with three non-executive board members retiring and one new non-executive board member appointed in 2022.

The Board also remains focused on committee composition and refreshment. In August 2018, the Board refreshed the chairs of the then two Board committees (the Audit Committee and the Nominating and Compensation Committee) and, following the installment of the Nominating, Governance and Sustainability Committee in September 2019, the Board refreshed the composition of all three committees.

Director Independence

NXP's Board has determined that all non-executive directors are independent directors under the applicable Nasdaq listing standards, the Rules of Procedure (as defined below), as well as practice 2.1.8 of the DCGC. In addition, the Chair of the Board, Sir Peter Bonfield, is independent under 2.1.9 of the DCGC. The executive director, Mr. Sievers, has been appointed as our Chief Executive Officer, and is not an independent director under the above standards.

Certain Relationships and Related Transactions

Under the Rules of Procedure, a conflict of interest must be reported to the Board and the Board shall determine the consequences of such conflict, if any. In case of a conflict of interest, the director concerned is not allowed to participate in discussions or vote on such matter. If all directors have a conflict of interest, the resolution concerned will be voted on by shareholders at the general meeting of shareholders.

Other than the compensation items described in the Group Financial Statements Note 31 *Information on remuneration board of directors* no decisions to enter into material transactions in which there were conflicts of interest with directors occurred during the financial year 2022.

How Our Directors Are Compensated

The Human Resources and Compensation Committee has responsibility for reviewing and considering any revisions to compensation for our executive and non-executive directors. The compensation of our CEO, currently Mr. Kurt Sievers, is determined by the Human Resources and Compensation Committee under delegation of the Board, in accordance with the principles set forth in the remuneration policy for executive and non-executive directors previously approved by our general meeting of shareholders, as required under Dutch law. In determining the compensation of our CEO, specific actions are taken to ensure the direct connection of rewards to key performance outcomes aligning executive pay to short and long-term stakeholder interests. Overall, our programs are competitive in the marketplace and highly incentive-based, with a majority of compensation at-risk earned via our short- and long-term incentive programs based on overall Company and individual performance. In connection with Mr. Sievers' appointment as executive director and president/chief executive officer in 2020, Mr. Sievers and the Company entered into a management agreement (the "Management Agreement") and NXP Semiconductors Germany GmbH, a wholly owned indirect affiliate of the Company, and Mr. Sievers entered into an addendum to Mr. Sievers' existing employment agreement (the "Secondment Addendum" and together with the Management Agreement, the "CEO Agreements").

The Board reviews the Human Resources and Compensation Committee's recommendations and makes the final recommendations to the shareholders meeting regarding compensation for non-executive directors. In accordance

Report of the Directors Governance

with Dutch law, the current remuneration of the non-executive directors of the Board's committees was approved at the annual general meeting in 2021. It is our policy to reimburse all directors for reasonable expenses incurred in performing their duties as a director.

Refer to Note 31 *Information on remuneration board of directors* of the group financial statements for Directors and remuneration detail.

General Meeting of Shareholders: Procedures, Admission and Voting Rights

Introduction

General meetings of shareholders will be held in the Netherlands in the municipalities of Amsterdam, Eindhoven, Haarlemmermeer, The Hague, Rotterdam or Utrecht. A general meeting of shareholders shall be held at least once per year within the period Dutch law requires us to convene a general meeting of shareholders, which is currently once per year, no later than six months after the end of our financial year. Our board of directors may decide whether electronic voting at the general meeting of shareholders is allowed and may subject electronic voting to certain conditions.

The agenda for the annual general meeting of shareholders shall contain, inter alia, items placed on the agenda in accordance with Dutch law and our articles of association, the consideration of the annual report, the adoption of our annual accounts, the proposal to pay a dividend (if applicable), proposals relating to the composition of the board of directors, including the filling of any vacancies in the board of directors, the proposals placed on the agenda by the board of directors, including, but not limited to, a proposal to grant discharge to the directors for their management during the financial year, together with proposals made by shareholders in accordance with provisions of Dutch law and our articles of association.

Public notice of a general meeting of shareholders or an extraordinary meeting of shareholders shall be given by the board of directors, upon a term of at least such number of days prior to the day of the meeting as required by law and in accordance with the regulations of the NASDAQ stock exchange. This term is currently 15 days. The record date for each general meeting of shareholders is twenty-eight days prior to the date of the meeting. Any matter, the consideration of which has been requested by one or more shareholders, representing solely or jointly at least such part of the issued share capital as required by Dutch law, which is, set since July 1, 2013 at three percent of our issued and outstanding share capital, will be placed in the notice convening the annual general meeting of shareholders or the extraordinary meeting of shareholders, but only if we received the request to consider such matter no later than on the 60th day prior to the day of the meeting.

In accordance with the DCGC, a shareholder may exercise the right to request the inclusion of an item on the agenda only after he consulted the board of directors about this. If one or more shareholders intend to request that an item be put on the agenda that may result in a change in our strategy, for example through the dismissal of one or more of our directors, the board of directors will be given the opportunity to stipulate a reasonable period in which to respond (the "response time"). The period between the day the board of directors is informed by one or more shareholders of their intention and the day of the general meeting in which the proposal can be discussed may not exceed 180 days.

The DCGC further provides that the board of directors must use the response time for further deliberation and constructive consultation. The response time may be invoked only once for any given general meeting and may not apply to an item in respect of which the response time has been previously invoked. The response time also applies to requests of shareholders to convene an extraordinary general meeting.

Extraordinary general meetings of shareholders shall be held as frequently as they are called by the board of directors, or whenever one or more shareholders representing at least ten percent of our issued capital so request the board of directors in writing.

Without prejudice to the relevant provisions of law dealing with reduction of share capital and amendments to the articles of association, the public notice convening the meeting shall either mention the business on the agenda or state that the agenda is open to inspection by the shareholders at our offices.

Notices convening a general meeting of shareholders will contain instructions for shareholders that wish attend the general meeting of shareholders or to give a proxy to have their shares voted at the general meeting of shareholders.

Directors are authorized to attend general meetings of shareholders. They have an advisory vote. The general meeting of shareholders shall be presided over by the chair of our board of directors. In the absence of the chair, one of the other non-executive directors, and in the absence of other non-executive directors any executive director shall preside over the meeting.

Each share of common stock will confer the right to cast one vote at the general meeting of shareholders. Each shareholder may cast as many votes as he holds shares. Blank votes and invalid votes shall be regarded as not having been cast. Resolutions proposed to the general meeting of shareholders by the board of directors shall be adopted by a simple majority of votes cast, unless another majority of votes or a quorum is required by virtue of Dutch law or our articles of association. All other resolutions shall be adopted by a two thirds majority of the votes cast, provided such majority represents at least half of the issued share capital. In addition, we have authorized two series of preferred stock, each share of preferred stock confers the right to cast one vote as well.

Meetings of holders of shares of a particular class or classes shall be held as frequently and whenever such meeting is required by virtue of any statutory regulation or any regulation in our articles of association. Such meeting may be convened by the board of directors or one or more holders of shares of the relevant class, who jointly represent at least one-tenth of the capital issued and outstanding in the shares of the class concerned.

Shareholder Vote on Certain Reorganizations

Under Dutch law, the approval of our general meeting of shareholders is required for any significant change in the identity or nature of our company or business, including in the case of (i) a transfer of all or substantially all of our business to a third party, (ii) the entry into or termination by us or one of our subsidiaries of a significant long-term cooperation with another entity or (iii) the acquisition or divestment by us or one of our subsidiaries of a participating interest in the capital of a company having a value of at least one-third of the amount of our assets, as stated in our consolidated balance sheet in our latest adopted annual accounts.

Response Measures

Dutch law permits us to adopt protective measures against hostile takeovers and shareholder activism. Although we have not and do not envisage adopting any specific response measures, our board of directors may be designated by the general meeting of shareholders to issue shares and grant rights to subscribe for shares in the form of preferred stock, up to the amount of our authorized share capital.

Preferred stock can be issued in case of (the threat of) an undesired acquisition of the majority of our shares by one party or several parties acting in concert, in case of (the threat of) an undesired concentration of NXP shares with one party or several parties acting in concert and/or to prevent any undesired disruption of independent management of NXP. This protective measure, when adopted by the general meeting of shareholders, is temporary in nature and would enable NXP to judge any (hostile) situation on its merits and/or to explore alternatives. As at 31 December 2022, no preferred stock was issued.

Our preferred stock forms a separate class of shares that have both a liquidation and dividend preference over our common stock and accrue cash dividends at a fixed rate.

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Audit of the financial reporting and the position of the external auditor

The annual financial statements are prepared by the board of directors upon the advice of its audit committee and taking into account the report of the external auditor. The accounts are signed by all directors and are published together with the final opinion of the external auditor. The board of directors is responsible for the quality and completeness of such publicly disclosed financial reports. The annual financial statements are presented for discussion and adoption to the annual general meeting of shareholders, to be convened subsequently. NXP, under U.S. securities regulations, separately files its annual U.S. GAAP report on Form 10K.

Going concern

In accordance with the DCGC, our management hereby states that to the best of its knowledge and belief, based on the current state of affairs, it is justified that the financial reporting is prepared on a going concern basis, and the Annual Report discloses all material risks and uncertainties that are relevant regarding the expectation as to the continuity of the Company for the twelve month period after the date of issue of this Annual Report, as required per IFRS for the going concern assessment. See also *Financial Condition, Liquidity and Capital Resources* (page 23) and *Risk management* (page 57) and the included risk factors.

Internal controls and disclosure policies

Annually, our management, with the participation of our chief executive officer and chief financial officer, conducts an evaluation pursuant to Rule 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”) of the effectiveness of the design and operation of our disclosure controls and procedures. In addition, specific IFRS matters, including a review of the financial statements are subject to a process of internal review.

As part of these procedures, a disclosure committee (the ‘committee’) has been appointed by the board of directors to oversee the Company’s disclosure activities and to assist the board of directors in fulfilling its responsibilities in this respect. The committee’s purpose is to ensure that the Company implements and maintains internal procedures for the timely collection, evaluation and disclosure, as appropriate, of information potentially subject to public disclosure under the legal, regulatory and stock exchange requirements to which the Company is subject. Such procedures are designed to capture information that is relevant to an assessment of the need to disclose developments and risks that pertain to the Company’s various businesses, and their effectiveness for this purpose will be reviewed periodically.

The Company’s management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15(d)-15(f) of the Exchange Act. The Company’s internal control over financial reporting is designed to provide reasonable assurance, not absolute assurance, regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect all misstatements. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2022 based on the criteria established in “Internal Control - Integrated Framework (2013)” by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

As disclosed in our IFRS annual report for the fiscal year ended December 31, 2021, the Company’s management identified a material weakness in our internal control over financial reporting associated with ineffective information technology general controls (ITGCs) in the areas of user access, change-management and IT

operations over certain information technology (IT) systems that support the Company's financial reporting processes.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis.

During 2022, management implemented our previously disclosed remediation plan that included:

- a. Expanding controls and/or applying other appropriate procedures to address the design and operation of ITGCs on systems supporting our financial processes.
- b. Creating and filling functions with an emphasis on IT compliance and oversight.
- c. Developing a training program addressing ITGCs and policies, including educating control owners concerning the principles and requirements of each control, with a focus on those related to user access and change-management over IT systems impacting financial reporting.
- d. Developing and maintaining policy documentation underlying ITGCs to promote knowledge transfer upon personnel and function changes.
- e. Developing enhanced risk assessment and control identification procedures.
- f. Implementing an IT management review and testing plan to monitor ITGCs with a specific focus on systems supporting our financial reporting processes.
- g. Enhanced quarterly reporting on the remediation measures to the Audit Committee of the Board of Directors.

During the fourth quarter of 2022, we completed our testing of the operating effectiveness of the implemented controls and based on that assessment our management concluded the material weakness has been remediated and our internal control over financial reporting was effective as of December 31, 2022.

The Company's independent registered public accounting firm, Ernst & Young Accountants LLP, has issued an audit report on the effectiveness of the Company's internal control over financial reporting as of December 31, 2022.

The Company's internal risk management and control systems have been discussed with the audit committee and non-executive directors.

It should be noted that any control system, regardless of how well it is designed and operated, can provide only reasonable, not absolute, assurance that its objectives will be met. Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Auditor information

As required by Dutch law, the external auditor of the Company is appointed by the general meeting of shareholders. The audit committee and the board of directors will recommend an auditor to appoint to the general meeting of shareholders. Our shareholders in the general meeting of shareholders of May 27, 2020, upon the proposal of the board of directors and as recommended by the audit committee, appointed Ernst & Young Accountants LLP ("EY") as the Company's independent registered public accounting firm for the Company's fiscal years ending December 31, 2020 through December 31, 2022 at the 2020 AGM under the requirements of Dutch law and as set forth in the Company's Articles of Association.

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The external auditor shall attend the annual general meeting of shareholders. Questions may be put to EY at the meeting about its report. The Audit Committee of the board of directors shall report on their dealings with the external auditor to the board of directors on an annual basis, particularly with regard to the auditor's independence. The board of directors shall take this into account when deciding upon its nomination for the appointment of an external auditor.

The external auditor attends, in principle, all meetings of the audit committee. The findings of the external auditor, the audit approach and the risk analysis are also discussed at these meetings, as well as the report of the external auditor with respect to the audit of the annual accounts. In its audit report on the annual accounts to the board of directors, the external auditor refers to the financial reporting risks and issues that were identified during the audit, internal control matters, and any other matters, as appropriate, requiring communication under the auditing standards generally accepted in the Netherlands and the United States.

Audit committee pre-approval policies

The Audit Committee has adopted rules for the pre-approval by the Audit Committee of all services to be provided by the external auditor. Proposed services may be pre-approved at the beginning of the year by the Audit Committee (annual pre-approval) or may be pre-approved during the year in respect of a particular engagement (specific pre-approval). The pre-approval is based on a detailed, itemized list of services to be provided, designed to ensure that there is no management discretion in determining whether a service has been approved and to ensure the Audit Committee is informed of each service it is pre-approving. Unless covered by the pre-approved services, each proposed service requires specific pre-approval during the year. Any pre-approved services where the fee for the engagement is expected to exceed pre-approved cost levels or budgeted amounts will also require specific pre-approval. During 2022, there were no services provided to the Company by the external auditors which were not pre-approved by the Audit Committee.

In 2022, the external auditor attended all formal meetings of the Audit Committee. The findings of the external auditor, the audit approach and the risk analysis are also discussed at these meetings. In its audit report on the annual accounts to the Board, the external auditor refers to the financial reporting risks and issues that were identified during the audit, internal control matters, and any other matters, as appropriate, requiring communication under the auditing standards generally accepted in The Netherlands and the United States.

Compliance with the Dutch corporate governance code

We are required to state in our annual report whether we comply or will comply with the Principles and best practice provisions of the Dutch corporate governance code and, if we don't comply, to explain the reasons for this. The text that follows sets out certain statements that the Dutch corporate governance code invites us to make to our shareholders that are not included elsewhere in this annual report as well as areas of non-compliance.

- Best practice provision 2.2.2. state that (non-executive) directors are appointed for a period of four years and may then be reappointed once for another four-year period, which ultimately may be extended twice for a period of two years. We follow a different approach, whereby (executive and non-executive) directors are only appointed for a period on one year until the next general meeting of shareholders. As the Board maintains an orderly, robust process for Board refreshment and succession as explained in this report, the Board does not limit the number of times (non-executive) directors can be nominated for re-election. We feel that with this, although not strictly following the recommendation of the DCGC, our practice is in the spirit of the DCGC. It also meets U.S. practices and policies adopted by U.S. investors, and provides the opportunity to have a balanced board composition on the basis of the following four tenure categories: 0 to 3 years (new directors), 4 to 7 years (medium-tenured directors), 8 to 11 years (experienced directors), and 12 years or more (long-tenured directors).

- Best practice provision 3.1.2, section vii of the DCGC state that stock options granted to members of our board shall, in any event, not be exercised in the first three years after the date of granting and shares granted to board members without financial consideration shall be retained for a period of at least five years or until at least the end of the employment, if this period is shorter. Under our equity incentive schemes, part of the stock awards granted to our chief executive officer are exercisable one year after the date of grant, and non-executive members of our board received stock awards that are exercisable within one year from the date of grant. Board members are not required to retain all shares granted in connection with stock awards for five years; however, members of our board are subject to share ownership guidelines. Under our share ownership guidelines, our chief executive officer must maintain share ownership six times his base annual salary and non-executive board members must maintain share ownership five times their annual cash retainer, in both cases subject to transition compliance window. Although a deviation from the DCGC, we hold the view that the combination of equity incentives typical in the market and necessary to attract and retain persons with the skills and expertise required on our board with the requirements of the share ownership guidelines enhance the goal of promoting long-term investments in the Company.
- Best practice provision 3.4.1., section iv of the Dutch corporate governance code states that information about the pay ratios within the Company and its affiliated enterprise should form part of the remuneration report. In order to comply with the Dutch corporate governance code, using the data that has been published in this annual report - which will be different than the U.S. GAAP information that will be described in the Proxy Statement - NXP reports that the ratio of total remuneration of the Chief Executive Officer (\$17,783,640 see also Note 31 *Information on remuneration board of directors*) versus the average of total employee remuneration (\$3,226 million (see also Note 5 *Operating income - Employee benefits*) over an average of 32,651 FTE employees) is approximately 180:1 (compared to 179:1 in 2021).
- Best practice provision 3.2.3 states that the remuneration of a member of our board in the event of dismissal may not exceed one year's salary. Considering our chief executive officer being employed at NXP since 1995, currently at our German subsidiary NXP Semiconductors Germany GmbH, and he is being appointed at the annual shareholders meeting for a one-year term each time, our current chief executive shall be eligible for a severance payment of two times the gross annual base salary and a pro-rata payment of the annual cash bonus, depending on achievement of the pay-out conditions and the period in which the CEO has performed actual work for the Company. One additional element the Human Resources and Compensation Committee took into account when determining the CEO's severance arrangement was that Mr. Sievers, being employed by our German subsidiary, would be entitled to a severance amount that could be as high as four times his base salary, according to German employment law, in the absence of the lesser severance arrangements in the CEO Agreements.
- Pursuant to best practice provision 3.3.2, no equity grants should be made to our non-executive directors. Granting equity incentives to non-executive directors is in compliance with international business practice in our industry, and we consider the granting of equity incentives as an important means to attract individuals with the required skills and expertise to serve on our board of directors, while maintaining their independence.
- Pursuant to best practice provision 3.4.1., the Human Resources and Compensation Committee should prepare a remuneration report which, in a transparent manner, describes the various remuneration topics related to the Executive and Non-Executive Members of the Board. In addition to the detailed and according to Dutch law required disclosure of individual remuneration of members of the Board referred to in Note 31 *Information on remuneration board of directors* of our Group Financial Statements, detailed information of the 2022 executive compensation program for the CEO, CFO and the three highest paid executive officers of the Company other than the CEO and CFO is described in the Proxy Statement

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pursuant to Section 14(a) of the Securities Exchange Act of 1934 published in view of the next Annual General Meeting, and posted on the Company's website <https://investors.nxp.com>.

- Pursuant to best practice provision 4.3.3, a general meeting of shareholders should be empowered to cancel binding nominations of candidates for appointment to the board, and to dismiss members of the board by a simple majority of votes of those in attendance, although the Company may require that such majority represents a minimum number of outstanding shares, which number may not exceed one third of the voting rights outstanding. If a majority of those in attendance vote in favor of the proposal, but this majority does not represent the minimum number of outstanding voting rights required, a second meeting may be convened and its vote will be binding, even without any minimum requirement. Our articles of association currently state that the general meeting of shareholders may at all times overrule a binding nomination by a resolution adopted by at least a two-thirds majority of the votes cast, if such majority represents more than half of the issued share capital. Although a deviation from provision 4.3.3 of the Dutch Corporate Governance Code, we hold the view that these provisions, in conjunction with the proposed appointment of the Board members for one year, will enhance the continuity of the Company's management and policies.
- Best practice provision 4.3.2 provides that our shareholders should be given the possibility to grant a power of attorney or voting instruction to an independent third-party. We do not appoint an independent third party for these purposes; however our shareholders are free to grant a power of attorney to any third-party. As all our shares are traded on the Nasdaq stock exchange, we aim to align our voting procedures with the practice in the United States, to the extent possible.
- Best practice provision 4.2.2 states that the Company shall formulate an outline policy on bilateral contacts with the shareholders and publish this policy on its website. We do not have a formal policy, however we are continually striving to improve relations with our shareholders. We elaborate on our financial results during (public) conference calls, which are broadly accessible. We publish informative annual and quarterly reports and press releases, and inform investors via our extensive website. We are strict in our compliance with applicable rules and regulations on fair and non-selective disclosure and equal treatment of shareholders. Furthermore, we engage in bilateral communications with investors. These communications either take place at our initiative or at the initiative of individual investors. During these communications we are generally represented by our VP Investor Relations, on a number of occasions accompanied by one or more members of the management team. The subject matter of the bilateral communications ranges from single queries from investors to more elaborate discussions on the back of disclosures that we have made such as our annual and quarterly reports. In addition, our regular shareholder engagement approach includes annual outreaches by the Chair of the Board and other non-executive directors to our top investors. We believe that regular engagement with our shareholders in order to understand and respond to their feedback, questions and concerns is important. Throughout this process, we seek to gain feedback and answer questions on our business strategy, compensation practices, governance topics, and other related issues. Also on our bilateral communications with investors, we are strict in our compliance with applicable rules and regulations on fair and non-selective disclosure and equal treatment of shareholders.

Risk management

The purpose of our enterprise risk management (“ERM”) has been to timely identify, evaluate, prioritize, respond to, and manage key risks impacting NXP Semiconductors’ strategic objectives.

The objectives of ERM have been to:

- Identify our key risks in a timely manner, based upon quantitative and qualitative factors
- Mitigate risk and keep risk impact at acceptable levels, particularly those risks that could result in a strategic impact event
- Ensure there is an effective risk-management framework in place which covers our key risks and is supported by risk-monitoring mechanisms
- Prioritize and align risk-management efforts, to use resources effectively
- Ensure risk-management governance, including quarterly reporting and evaluation

Key ERM activities include:

- Assessment (identification and evaluation of risks)
- Response (building capabilities, mitigation)
- Management Assurance (effective management methods, clear accountabilities)
- Monitoring (audit, inquire, verify)
- Communication (internally and externally)
- Periodically evaluate effectiveness method

The procedures plan for reasonably coverage of the potential risks but, despite the thoroughness of the process, unforeseen events that impact the strategy may occur.

Risk management governance

The Board of Directors oversees NXP's processes and procedures related to risk assessment and risk management, and reviews NXP's key risks.

The NXP Management Team oversees, identifies and manages the key risks NXP faces in executing its strategy, defines the risk appetite and manages risks accordingly.

The Enterprise Risk Management function enables management to make risk management more efficient and effective by providing and maintaining a risk management framework, as well as a risk-monitoring mechanism, and by facilitating execution of the ERM process. The framework includes a yearly risk assessment and quarterly reviews. All required to mitigate the risks to levels consistent with the risk appetite of NXP. We believe that our appetite for risk is consistent with that of our semiconductor peers and a reflection of the semiconductor industry as a whole. This risk appetite is different for the different identified risks and therefore the level of mitigation can be different. For mitigation of the operational, financial disclosure and compliance risk we merely rely on our framework of business controls, process, and authorizations.

The risk appetite for the main risk categories is shown underneath:

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	Very Low	Low	Medium	High	Very High
Strategic (Geopolitical, Innovation, Markets)					
Operational (Execution, Human capital, Cyber security, IP, Supply)					
Financial disclosure					
Compliance					

A risk owner performs an assessment and prioritizes the most likely and impactful risk elements and takes appropriate measures to mitigate the risk within the given appetite.

The Internal Audit function completes an annual audit plan approved by the Audit Committee of the Board of Directors. The audit plan is a component of NXP's risk management's framework.

A structured risk management process is put in place to identify and manage the key risks for NXP, taking into account both internal and external information sources. The ERM process is existing of the following elements:

- Yearly interviews with all NXP MT members, starting from the strategy and seeking their insight in the most important risks for NXP
- Assessment of an extended risk list on both likelihood and impact by different layers in the organization
- Based on likelihood and impact, the top risk list is (re-)confirmed by the MT and reported to the Board of Directors
- Risk owners drive required mitigation actions to ensure the risk meets the risk specific appetite
- Corrective action are taken where necessary as a result of evaluation of the controls by internal audit and/or self-assessments
- Effectiveness of the controls are measured by specified risk indicators, updated on at least a quarterly basis
- Risk status and controls in place are discussed each quarter in Board or the selected board committee
- At least once per year, the risk process is review with the Board of Directors on effectiveness and improved where needed.

Risk Factors

We have a structured self-assessment and monitoring process in place to assess and monitor compliance related to the achievement of business objectives and critical business processes. The Company's risk factors can be summarized as follows:

Risks related to the semiconductor industry and the markets in which we participate

The semiconductor industry is highly cyclical.

Historically, the relationship between supply and demand in the semiconductor industry has caused a high degree of cyclicity in the semiconductor market. Semiconductor supply is partly driven by manufacturing capacity, which in the past has demonstrated alternating periods of substantial capacity additions and periods in which no or limited capacity was added. As a general matter, semiconductor companies are more likely to add capacity in periods when current or expected future demand is strong and margins are, or are expected to be, high. Investments

in new capacity can result in overcapacity, which can lead to a reduction in prices and margins. In response, companies typically limit further capacity additions, eventually causing the market to be relatively undersupplied. In addition, demand for semiconductors varies, which can exacerbate the effect of supply fluctuations. As a result of this cyclical nature, the semiconductor industry has in the past experienced significant downturns, such as in 1997/1998, 2001/2002 and in 2008/2009, often in connection with, or in anticipation of, maturing life cycles of semiconductor companies' products and declines in general economic conditions. These downturns have been characterized by diminishing demand for end-user products, high inventory levels, under-utilization of manufacturing capacity and accelerated erosion of average selling prices. The foregoing risks have historically had, and may continue to have, a material adverse effect on our business, financial condition and results of operations.

Significantly increased volatility and instability and unfavorable economic conditions may adversely affect our business.

It is difficult for us, our customers and suppliers to forecast demand trends. We may be unable to accurately predict the extent or duration of cycles or their effect on our financial condition or result of operations and can give no assurance as to the timing, extent or duration of the current or future business cycles generally, or specific to the markets in which we participate. In the first half of 2020, demand in the automotive market steeply declined as a result of manufacturing shutdowns by automotive OEMs due to the coronavirus pandemic, resulting in an unforeseen negative impact to our results of operations. Beginning in the third quarter of 2020, demand rebounded across all end markets more quickly than anticipated and accelerated through the third quarter of 2022, resulting in our inability to fully satisfy customer demand. Beginning in the third quarter of 2022, we have seen a slowdown, primarily in our more consumer exposed end markets of IoT and Mobile versus the prior year with a significant degree of uncertainty for the near-term demand trends. In 2008 and 2009, Europe, the United States and international markets experienced increased volatility and instability related to the global financial crisis. In the event of a future decline in global economic conditions, our business, financial condition and results of operations could be materially adversely affected, and the resulting economic decline might disproportionately affect the markets in which we participate, further exacerbating a decline in our results of operations.

The semiconductor industry is highly competitive. If we fail to introduce new technologies and products in a timely manner, this could adversely affect our business.

The semiconductor industry is highly competitive and characterized by constant and rapid technological change, short product lifecycles, significant price erosion and evolving standards. Accordingly, the success of our business depends to a significant extent on our ability to develop new technologies and products that are ultimately successful in the market. The costs related to the research and development necessary to develop new technologies and products are significant and subject to increase due to current and expected inflation and any reduction of our research and development budget could harm our competitiveness. Meeting evolving industry requirements and introducing new products to the market in a timely manner and at prices that are acceptable to our customers are significant factors in determining our competitiveness and success. Commitments to develop new products must be made well in advance of any resulting sales, and technologies and standards may change during development, potentially rendering our products outdated or noncompetitive before their introduction. If we are unable to successfully develop new products, our revenue may decline substantially. Moreover, some of our competitors are well-established entities, are larger than us and have greater resources than we do. If these competitors increase the resources they devote to developing and marketing their products, we may not be able to compete effectively. Any consolidation among our competitors could enhance their product offerings and financial resources, further strengthening their competitive position. In addition, some of our competitors operate in narrow business areas relative to us, allowing them to concentrate their research and development efforts directly on products and services for those areas, which may give them a competitive advantage. As a result of these competitive pressures, we may face declining sales volumes or lower prevailing prices for our products, and we may not be able to reduce our total costs in line with this declining revenue. If any of these risks materialize, they could have a material adverse effect on our business, financial condition and results of operations.

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The demand for our products depends to a significant degree on the demand for our customers' end products.

The vast majority of our revenue is derived from sales to manufacturers in the automotive, industrial & IoT, mobile, and communication infrastructure. Demand in these markets fluctuates significantly, driven by consumer spending, consumer preferences, the development of new technologies and prevailing economic conditions. In addition, the specific products in which our semiconductors are incorporated may not be successful, or may experience price erosion or other competitive factors that affect the price manufacturers are willing to pay us. Such customers have in the past, and may in the future, vary order levels significantly from period to period, request postponements to scheduled delivery dates, modify their orders or reduce lead times. This is particularly common during periods of low demand. This can make managing our business difficult, as it limits the predictability of future revenue. It can also affect the accuracy of our financial forecasts. Furthermore, developing industry trends, such as customers' use of outsourcing and revised supply chain models, including the direct purchase of semiconductor products by end product manufacturers instead of component manufacturers, may affect our revenue, costs, customer relations and working capital requirements.

If customers do not purchase products made specifically for them, we may not be able to resell such products to other customers or may not be able to require the customers who have ordered these products to pay a cancellation fee. The foregoing risks could have a material adverse effect on our business, financial condition and results of operations.

The semiconductor industry is historically characterized by continued price erosion, especially after a product has been on the market.

One of the results of the rapid innovation in the semiconductor industry is that pricing pressure, especially on products containing older technology, can be intense. Product life cycles are relatively short, and as a result, products tend to be replaced by more technologically advanced substitutes on a regular basis.

In turn, historically demand for older technology falls, causing the price at which such products can be sold to drop, in some cases precipitously. If this trend continues, in order to continue profitably supplying these products, we must reduce our production and procurement costs in line with the lower revenue we can expect to generate per unit. Usually, this must be accomplished through improvements in process technology, production efficiencies and efficient procurement pricing. If we cannot advance our process technologies or improve our efficiencies to a degree sufficient to maintain required margins, we will no longer be able to make a profit from the sale of these products. Moreover, we may not be able to cease production of such products, either due to contractual obligations or for customer relationship reasons, and as a result may be required to bear a loss on such products. We cannot guarantee that competition in our core product markets will not lead to price erosion, lower revenue or lower margins in the future. Should reductions in our manufacturing costs fail to keep pace with reductions in market prices for the products we sell, this could have a material adverse effect on our business, financial condition and results of operations.

Risks related to our business operations

In many of the market segments in which we compete, we depend on winning selection processes, and failure to be selected could adversely affect our business in those market segments.

One of our business strategies is to participate in and win competitive bid selection processes to develop products for use in our customers' equipment and products. These selection processes can be lengthy and require us to incur significant design and development expenditures, with no guarantee of winning a contract or generating revenue. Failure to win new design projects and delays in developing new products with anticipated technological advances or in commencing volume shipments of these products may have an adverse effect on our business. This risk is particularly pronounced in markets where there are only a few potential customers and in the automotive market, where, due to the longer design cycles involved, failure to win a design-in could prevent access to a customer for several years. Our failure to win a sufficient number of these bids could result in reduced revenue and hurt our competitive position in future selection processes because we may not be perceived as being a technology or

industry leader, each of which could have a material adverse effect on our business, financial condition and results of operations.

Our global business operations expose us to international business risks that could adversely affect our business.

If any of the following international business risks were to materialize or become worse, they could have a material adverse effect on our business, financial condition and results of operations:

- negative economic developments in economies around the world and the instability of governments and international trade arrangements, such as the increase of barriers to international trade including the imposition of tariffs on imports by the United States and China, the withdrawal of the United Kingdom from the European Union, enhanced export controls on certain products and sanctions on certain industry sectors and parties and the sovereign debt crisis in certain European countries;
- social and political instability in a number of countries around the world, including continued hostilities and civil unrest in the Middle East and the armed conflict in Ukraine. The instability may have a negative effect on our business, financial condition and operations via our customers and global supply chain and volatility in energy prices and the financial markets;
- potential terrorist attacks;
- epidemics and pandemics, such as the coronavirus outbreak, which may adversely affect our workforce, as well as our suppliers and customers;
- geopolitical tension and disputes and resulting adverse changes in government policies, especially those affecting global trade and investment. Sustained geopolitical tensions could lead to long-term changes in global trade and technology supply chains and decoupling of global trade networks;
- volatility in foreign currency exchange rates, in particular with respect to the U.S. dollar, and transfer restrictions, in particular in mainland China; and
- threats that our operations or property could be subject to nationalization and expropriation.

In addition, Russia's recent invasion of Ukraine has led to sanctions, export controls and other penalties being levied by the United States, European Union and other countries against Russia, Belarus, the Crimea Region of Ukraine, the so-called Donetsk People's Republic, and the so-called Luhansk People's Republic. Additional potential sanctions and penalties have also been proposed and/or threatened. Russian military and economic actions and resulting sanctions could adversely affect the global economy and financial markets. Further escalation of the conflict between Ukraine and Russia could adversely impact the global supply chain, disrupt our operations, or negatively impact the demand for our products in our primary end markets. Any such disruption could result in an adverse impact to our financial results.

Goodwill and other identifiable intangible assets represent a significant portion of our total assets, and we may never realize the full value of our intangible assets.

Goodwill and other identifiable intangible assets are recorded at fair value on the date of an acquisition. We review our goodwill and other intangible assets balance for impairment upon any indication of a potential impairment, and in the case of goodwill, at a minimum of once a year. Impairment may result from, among other things, a sustained decrease in share price, deterioration in performance, adverse market conditions, adverse changes in applicable laws or regulations, including changes that restrict the activities of or affect the products and services we sell, challenges to the validity of certain registered intellectual property, reduced sales of certain products incorporating intellectual property and a variety of other factors. The amount of any quantified impairment must be expensed immediately as a charge to results of operations. Depending on future circumstances, it is possible that we may never realize the full value of our intangible assets. Any future determination of impairment of goodwill or other identifiable intangible assets could have a material adverse effect on our financial position, results of operations and stockholders' equity.

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In difficult market conditions, our high fixed costs combined with low revenue may negatively affect our results of operations.

The semiconductor industry is characterized by high fixed costs and, notwithstanding our utilization of third-party manufacturing capacity, our production requirements are in part met by our own manufacturing facilities. In less favorable industry environments, like we faced in the first half of 2020, we are generally faced with a decline in the utilization rates of our manufacturing facilities due to decreases in demand for our products. During such periods, our fabrication plants could operate at lower loading level, while the fixed costs associated with the full capacity continue to be incurred, resulting in lower gross profit.

We may from time to time restructure parts of our organization. Any such restructuring may impact customer satisfaction and the costs of implementation may be difficult to predict.

We have previously executed restructuring initiatives and continue to assess, restructure and make changes to parts of the processes in our organization. If the global economy remains volatile, our revenues could decline and we may be forced to take cost savings steps that could result in additional charges and materially affect our business. The costs of implementing any restructurings, changes or cost savings steps may differ from our estimates and any negative impacts on our revenues or otherwise of such restructurings, changes or steps, such as situations in which customer satisfaction is negatively impacted, may be larger than originally estimated.

If we fail to extend or renegotiate our collective bargaining agreements and social plans with our labor unions as they expire from time to time, if regular or statutory consultation processes with employee representatives such as works councils fail or are delayed, or if our unionized employees were to engage in a strike or other work stoppage, our business and operating results could be materially harmed.

We are a party to collective bargaining agreements and social plans with our labor unions. We are also required to consult with our employee representatives, such as works councils, on items such as restructurings, acquisitions and divestitures. Although we believe that our relations with our employees, employee representatives and unions are satisfactory, no assurance can be given that we will be able to successfully extend or renegotiate these agreements as they expire from time to time or to conclude the consultation processes in a timely and favorable way. The impact of future negotiations and consultation processes with employee representatives could have a material impact on our financial results. Also, if we fail to extend or renegotiate our labor agreements and social plans, if significant disputes with our unions arise, or if our unionized workers engage in a strike or other work stoppage, we could incur higher ongoing labor costs or experience a significant disruption of operations, which could have a material adverse effect on our business.

Our working capital needs are difficult to predict.

Our working capital needs are difficult to predict and may fluctuate. The comparatively long period between the time at which we commence development of a product and the time at which it may be delivered to a customer leads to high inventory and work-in-progress levels. The volatility of our customers' own businesses and the time required to manufacture products also make it difficult to manage inventory levels and require us to stockpile products across many different specifications.

Our business may be adversely affected by costs relating to product defects, and we could be faced with product liability and warranty claims.

We make highly complex electronic components and, accordingly, there is a risk that defects may occur in any of our products. Such defects can give rise to significant costs, including expenses relating to recalling products, replacing defective items, writing down defective inventory and loss of potential sales. In addition, the occurrence of such defects may give rise to product liability and warranty claims, including liability for damages caused by such defects. If we release defective products into the market, our reputation could suffer and we may lose sales opportunities and incur liability for damages. Moreover, since the cost of replacing defective semiconductor devices is often much higher than the value of the devices themselves, we may at times face damage claims from customers in excess of the amounts they pay us for our products, including consequential damages. We also face

exposure to potential liability resulting from the fact that our customers typically integrate the semiconductors we sell into numerous consumer products, which are then sold into the marketplace. We are exposed to product liability claims if our semiconductors or the consumer products based on them malfunction and result in personal injury or death. We may be named in product liability claims even if there is no evidence that our products caused the damage in question, and such claims could result in significant costs and expenses relating to attorneys' fees and damages. In addition, our customers may recall their products if they prove to be defective or make compensatory payments in accordance with industry or business practice or in order to maintain good customer relationships. If such a recall or payment is caused by a defect in one of our products, our customers may seek to recover all or a portion of their losses from us. If any of these risks materialize, our reputation would be harmed and there could be a material adverse effect on our business, financial condition and results of operations.

We face risks related to security vulnerabilities in our products.

We and third parties regularly identify security vulnerabilities with respect to our products and services. The same holds for the operating systems and workloads that run on them and the components that interact with them. Components and Intellectual Property (IP) we purchase or license from third parties for use in our products, as well as industry-standard specifications we implement in our products, are also regularly subject to security vulnerabilities. As we have become a more data-centric company, our processors and other products are being used in additional and new and critical application areas that create new or increased cybersecurity, privacy or safety risks. This includes applications that gather and process large amounts of data, such as the cloud or Internet of Things, and critical infrastructure and automotive applications. We, our customers, and the users of our products do not always promptly learn of or have the ability to fully assess the magnitude or effects of a vulnerability, including the extent, if any, to which a vulnerability has been exploited. Additionally, new information can subsequently develop that may impact our assessment of a security vulnerability, including additional information learned as we develop and deploy mitigations or updates, become aware of additional variants and evaluate the competitiveness of existing and new products.

Security vulnerabilities and any limitations of, or adverse effects resulting from, mitigation techniques can adversely affect our results of operations, financial condition, sales, branding, customer relationships, share price, prospects, and reputation in a number of ways, any of which may be material.

Adverse publicity about security vulnerabilities or mitigations could damage our reputation with customers or users and reduce demand for our products and services. These effects may be greater to the extent that competing products are not susceptible to the same vulnerabilities or if vulnerabilities can be more effectively mitigated in competing products. Moreover, third parties can release information regarding potential vulnerabilities of our products before mitigations are available. This, in turn, could lead to attempted or successful exploits, adversely affect our ability to introduce mitigations, or otherwise harm our business and reputation.

Our business has suffered, and could in the future suffer, from manufacturing problems.

We manufacture, in our own factories as well as with third parties, our products using processes that are highly complex, require advanced and costly equipment and must continuously be modified to improve yields and performance. Difficulties in the production process can reduce yields or interrupt production, and, as a result of such problems, we may on occasion not be able to deliver products or do so in a timely or cost-effective or competitive manner. Such difficulties may include rationing, or other forced disruption of utility supplies such as electricity, gas or water by governments or regulators which could lead to disruptions of our operation resulting in high costs and global supply chain disruptions. As the complexity of both our products and our fabrication processes has become more advanced, manufacturing tolerances have been reduced and requirements for precision have become more demanding. As is common in the semiconductor industry, we have in the past experienced manufacturing difficulties that have given rise to delays in delivery and quality control problems. There can be no assurance that any such occurrence in the future would not materially harm our results of operations. Further, we may suffer disruptions in our manufacturing operations, either due to production difficulties such as those described above or as a result of external factors beyond our control, such as the disruption to our Austin, Texas manufacturing facilities caused by the February 2021 winter storm. We may, in the future, experience

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manufacturing difficulties or permanent or temporary loss of manufacturing capacity due to the preceding or other risks. Any such event could have a material adverse effect on our business, financial condition and results of operations.

We rely on the timely supply of equipment and materials and could suffer if suppliers fail to meet their delivery obligations or raise prices. Certain equipment and materials needed in our manufacturing operations are only available from a limited number of suppliers.

Our manufacturing operations depend on deliveries of equipment and materials in a timely manner and, in some cases, on a just-in-time basis. From time to time, suppliers may extend lead times, limit the amounts supplied to us or increase prices due to capacity constraints or other factors. Supply disruptions may also occur due to shortages in critical materials, such as silicon wafers or specialized chemicals. Because the equipment that we purchase is complex, it is frequently difficult or impossible for us to substitute one piece of equipment for another or replace one type of material with another. A failure by our suppliers to deliver our requirements could result in disruptions to our manufacturing operations. Our business, financial condition and results of operations could be harmed if we are unable to obtain adequate supplies of quality equipment or materials in a timely manner or if there are significant increases in the costs of equipment or materials due to current or expected inflation or other reasons and we are not able to increase the price of our products.

Failure of our third party suppliers to perform could adversely affect our results of operations.

We currently use outside suppliers for a portion of our manufacturing capacity. Outsourcing our production presents a number of risks. If our outside suppliers are unable to satisfy our demand, or experience manufacturing difficulties, delays or reduced yields, our results of operations and ability to satisfy customer demand could suffer. For example, as part of the industry-wide shortage of semiconductors during 2022 we could not obtain sufficient silicon wafers from our foundry partners to meet the demand for our products, causing us to not fully supply the demand for our products, and negatively affecting our results of operations. In addition, purchasing rather than manufacturing these products may adversely affect our gross profit margin if the purchase costs of these products are higher than our own manufacturing costs would have been or if we are not able to increase the price of our products to reflect the higher input costs. Prices for foundry products also vary depending on capacity utilization rates at our suppliers, quantities demanded, product technology and geometry. Furthermore, these outsourcing costs can vary materially from quarter to quarter and, in cases of industry shortages like we experienced in 2022, they can increase significantly, which may negatively affect our gross profit if we are not able to increase the price of our products. In addition, we have entered into long term supply agreements with certain key manufacturing partners. The failure of these suppliers to perform under these agreements or an unexpected reduction in demand for these products could result in a material adverse effect on our business, financial condition and results of operations.

Disruptions in our relationships with any one of our key customers could adversely affect our business.

A substantial portion of our revenue is derived from our top customers, including our distributors. We cannot guarantee that we will be able to generate similar levels of revenue from our largest customers in the future. If one or more of these customers substantially reduce their purchases from us, this could have a material adverse effect on our business, financial condition and results of operations.

We receive subsidies and grants in certain countries, and a reduction in the amount of governmental funding available to us or demands for repayment could increase our costs and affect our results of operations.

As is the case with other large semiconductor companies, we receive subsidies and grants from governments in some countries. These programs are subject to periodic review by the relevant governments, and if any of these programs are curtailed or discontinued, this could have a material adverse effect on our business, financial condition and results of operations. As the availability of government funding is outside our control, we cannot guarantee that we will continue to benefit from government support or that sufficient alternative funding will be available if we lose such support. Moreover, if we terminate any activities or operations, including strategic

alliances or joint ventures, we may face adverse actions from the local governmental agencies providing such subsidies to us. In particular, such government agencies could seek to recover such subsidies from us and they could cancel or reduce other subsidies we receive from them. This could have a material adverse effect on our business, financial condition and results of operations.

Certain natural disasters, such as flooding, large earthquakes, volcanic eruptions or nuclear or other disasters, may negatively impact our business. Climate change may cause a rising number of natural disasters that could negatively affect our operations.

Environmental and other disasters, such as flooding, large earthquakes, volcanic eruptions or nuclear or other disasters, or a combination thereof may negatively impact our business. If flooding, a large earthquake, volcanic eruption or, extreme weather event or other natural disaster were to directly damage, destroy or disrupt our manufacturing facilities, it could disrupt our operations, delay new production and shipments of existing inventory or result in costly repairs, replacements or other costs, all of which would negatively impact our business. Even if our manufacturing facilities are not directly damaged, a large natural disaster may result in disruptions in distribution channels, supply chains, movement of goods and significant increases in the prices of raw materials used for our manufacturing process. For instance, the nuclear incident following the tsunami in Japan in 2011 impacted the supply chains of our customers and suppliers. Furthermore, any disaster affecting our customers (or their respective customers) may significantly negatively impact the demand for our products and our revenues. In addition, climate change could cause certain natural disasters, such as drought, wildfires, storms, flooding or rising sea levels, to occur more frequently or with greater intensity. Such natural disasters pose physical risks to our manufacturing, IT facilities or our suppliers' facilities, or could disrupt the availability of water and utilities necessary for the operation of our manufacturing facilities or our suppliers' facilities resulting in increased operating costs and business disruption, such as the disruption to our Austin, Texas manufacturing facilities caused by the February 2021 winter storm and weather-related disruption of water and utilities to these facilities. In addition, semiconductor manufacturing is a water-intensive process. Many of our manufacturing sites and those of our suppliers are located in semi-arid regions that may become increasingly vulnerable to prolonged droughts associated with evolving changes to the climate, which may lead to water scarcity. If we and our suppliers are not able to implement adequate water recycling and conservation measures or if the water scarcity in a particular region becomes acute and restricts the availability of water necessary for the operation of our manufacturing facilities or our suppliers' facilities, our business may be significantly negatively impacted.

The impact of any such natural disasters depends on the specific geographic circumstances but could be significant, as some of our factories are located in areas with known earthquake fault zones, flood or storm risks, including but not limited to Singapore, Taiwan, Malaysia or Thailand. There is increasing concern that climate change is occurring that may cause a rising number of natural disasters with potentially dramatic effects on human activity. We cannot predict the economic impact, if any, of natural disasters or climate change.

Risks related to regulatory or legal challenges

As our business is global, we need to comply with laws and regulations in countries across the world.

We operate globally, with manufacturing, assembly and testing facilities in several continents, and we market our products globally.

As a result, we are subject to environmental, data privacy, labor and health and safety laws and regulations in each jurisdiction in which we operate. We are also required to obtain environmental permits and other authorizations or licenses from governmental authorities for certain of our operations. In the jurisdictions where we operate, we need to comply with differing standards and varying practices of regulatory, tax, judicial and administrative bodies.

No assurance can be given that we have been or will be at all times in complete compliance with the laws and regulations to which we are subject or that we have obtained or will obtain the permits and other authorizations or licenses that we need. If we violate or fail to comply with laws, regulations, permits and other authorizations or licenses, we could be fined or otherwise sanctioned by regulators. Furthermore, if one or more of our customers

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are sanctioned by regulators for non-compliance with laws and regulations, we could experience a decrease in demand for our products. For example, import and export regulations, such as the U.S. Export Administration Regulations administered by the U.S. Department of Commerce, are complex, change frequently, have generally become more stringent over time and have intensified in recent years. In October 2022, the U.S. imposed restrictions on the export of US-regulated products and technology to certain mainland Chinese technology companies. Our results of operations could be negatively impacted if we are required to suspend activities with certain customers or suppliers due to the current and future changes in regulations. In 2020, due to regulations imposed by the U.S. government, we ceased shipments of our products to Huawei pending approval of export licenses. Furthermore, global privacy legislation, enforcement, and policy activity, such as the EU General Data Privacy Regulation, are rapidly expanding and creating a complex regulatory compliance environment. Costs to comply with and implement these privacy-related and data protection measures could be significant. Even our inadvertent failure to comply with applicable privacy-related or data protection laws and regulations could result in proceedings against us by governmental entities or others. In addition, governments are increasingly imposing restrictions on foreign investment in semiconductor businesses and technology, such as the Dutch foreign investment control regime, that may limit our ability to execute strategic acquisitions, investments and alliances, any of which could have a material adverse effect on our business.

Legal proceedings covering a range of matters are pending in various jurisdictions. Due to the uncertainty inherent in litigation, it is difficult to predict the final outcome. An adverse outcome might affect our results of operations.

We and certain of our businesses are involved as plaintiffs or defendants in legal proceedings in various matters. For example, we are involved in legal proceedings claiming personal injuries to the children of former employees as a result of employees' alleged exposure to chemicals used in semiconductor manufacturing clean room environments operated by us or our former parent companies, Philips and Motorola. Furthermore, because we continue to utilize these clean rooms, we may become subject to future claims alleging personal injury that may lead to additional liability. A judgment against us or material defense cost could harm our business, financial condition and results of operations.

Our manufacturing operations are subject to environmental laws and regulations and initiatives to address climate change.

We are subject to many environmental, health and safety laws and regulations in each jurisdiction in which we operate, which govern, among other things, emissions of pollutants into the air, wastewater discharges, the use and handling of hazardous substances, waste disposal, the investigation and remediation of soil and ground water contamination and the health and safety of our employees. We are also required to obtain environmental permits from governmental authorities for certain of our operations. We cannot assure you that we have been or will be at all times in complete compliance with such laws, regulations and permits. If we violate or fail to comply with these laws, regulations or permits, we could be fined or otherwise sanctioned by regulators.

As with other companies engaged in similar activities or that own or operate real property, we face inherent risks of environmental liability at our current and historical manufacturing facilities. Certain environmental laws impose strict, and in certain circumstances, joint and several liability on current or previous owners or operators of real property for the cost of investigation, removal or remediation of hazardous substances as well as liability for related damages to natural resources. Certain of these laws also assess liability on persons who arrange for hazardous substances to be sent to disposal or treatment facilities when such facilities are found to be contaminated. While we do not expect that any contamination currently known to us will have a material adverse effect on our business, we cannot assure you that this is the case or that we will not discover new facts or conditions or that environmental laws or the enforcement of such laws will not change such that our liabilities would be increased significantly. In addition, we could also be held liable for consequences arising out of human exposure to hazardous substances or other environmental damage. In summary, we cannot assure you that our costs of complying with current and future environmental and health and safety laws, or our liabilities arising from past

or future releases of, or exposures to, regulated materials, will not have a material adverse effect on our business, financial conditions and results of operations.

Public and private initiatives to address climate change may result in an increase in the cost of production due to increase in the prices of energy, introduction of energy or carbon tax or the purchase of carbon offsets. A variety of regulatory developments have been introduced that focus on restricting or managing the emission of carbon dioxide, methane and other greenhouse gases. Enterprises may need to purchase at higher costs new equipment or raw materials with lower carbon footprints. Environmental laws and regulations could also require us to acquire pollution abatement or remediation equipment, modify product designs, or incur expenses. New materials that we are evaluating for use in our operations may become subject to regulation. These developments and further legislation that is likely to be enacted could affect our operations negatively. Changes in environmental regulations could increase our production and operational costs, which could adversely affect our results of operations and financial condition.

Risks related to cybersecurity and IT systems

Interruptions in our information technology systems could adversely affect our business.

We rely on the efficient and uninterrupted operation of complex information technology applications, systems and networks to operate our business. The reliability and security of our information technology infrastructure and software, and our ability to expand and continually update technologies in response to our changing needs is critical to our business. Any significant interruption in our business applications, systems or networks, including but not limited to new system implementations, computer viruses, cyberattacks, security breaches, facility issues or energy blackouts could have a material adverse impact on our business, financial condition and results of operations.

Our computer systems and networks are subject to attempted security breaches and other cybersecurity incidents, which, if successful, could adversely impact our business.

We have, from time to time, experienced cyber-attacks attempting to obtain access to and misuse our computer systems and networks. Such incidents could result in the misappropriation of our proprietary information and technology, the compromise of personal and confidential information of our employees, customers or suppliers or interrupt our business. There can be no assurance that a breach or incident will not have a material impact on our operations and financial results in the future.

In the current environment, there are numerous and evolving risks to cybersecurity and privacy, including criminal hackers, state-sponsored intrusions, industrial espionage, employee malfeasance, and human or technological error. Computer hackers and others routinely attempt to breach the security of technology products, services, and systems, and those of customers, suppliers, and some of those attempts may be successful. Such breaches could result in, for example, unauthorized access to, disclosure, misuse, loss, or destruction of our, our customer, or other third party data or systems, theft of sensitive or confidential data including personal information (including personal data about our employees, customers or other third parties) and intellectual property, system disruptions, and denial of service. In the event of such breaches, we, our customers or other third parties could be exposed to potential liability, litigation, and regulatory action, as well as the loss of existing or potential customers, damage to our reputation, and other financial loss. In addition, the cost and operational consequences of responding to breaches and implementing remediation measures could be significant. We have identified instances of employee misappropriation or theft of certain proprietary technology by individuals who are no longer employed by NXP. In some cases, such misappropriation may result in the violation of applicable export control regulations, which we report to relevant authorities as appropriate. As of the date of this filing we do not believe that any such misappropriation or theft known to us has resulted in a material adverse effect on our business or any material damage to us. However, there can be no assurance that these or other similar incidents will not have a material impact on our operations and financial results in the future. Accordingly, as these threats become increasingly sophisticated and continue to develop and grow, we are actively adapting our security measures and we continue to increase the amount we allocate to implement, maintain and/or update security systems to protect our

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infrastructure, intellectual property and data. As a global enterprise, we could also be impacted by existing and proposed laws and regulations, as well as government policies and practices related to cybersecurity, privacy and data protection. Additionally cyber-attacks or other catastrophic events resulting in disruptions to or failures in power, information technology, communication systems or other critical infrastructure could result in interruptions or delays to us, our customers, or other third party operations or services, financial loss, potential liability, and damage our reputation and affect our relationships with our customers and suppliers.

Risks related to intellectual property

We rely to a significant extent on proprietary intellectual property. We may not be able to protect this intellectual property against improper use by our competitors or others.

Our success and future revenue growth depends, in part, on our ability to protect our proprietary technology, our products, our proprietary designs and fabrication processes, and other intellectual property against misappropriation by others. We primarily rely on patent, copyright, trademark and trade secret laws, as well as nondisclosure agreements and other methods, to protect our intellectual property. We may have difficulty obtaining patents and other intellectual property rights to protect our proprietary products, technology and intellectual property, and the patents and other intellectual property rights we receive may be insufficient to provide us with meaningful protection or commercial advantage. We may not obtain patent protection or secure other intellectual property rights in all the countries in which we operate, and under the laws of such countries, patents and other intellectual property rights may be or become unavailable or limited in scope. Even if new patents are issued, the claims allowed may not be sufficiently broad to effectively protect our proprietary technology, processes and other intellectual property. In addition, any of our existing patents, and any future patents issued to us may be challenged, invalidated or circumvented. The protection offered by intellectual property rights may be inadequate or weakened for reasons or circumstances that are out of our control. Further, our proprietary technology, designs and processes and other intellectual property may be vulnerable to disclosure or misappropriation by employees, contractors and other persons. It is possible that competitors or other unauthorized third parties may obtain, copy, use or disclose our proprietary technologies, our products, designs, processes and other intellectual property despite our efforts to protect our intellectual property. While we hold a significant number of patents, there can be no assurances that additional patents will be issued or that any rights granted under our patents will provide meaningful protection against misappropriation of our intellectual property. Our competitors may also be able to develop similar technology independently or design around our patents. We may not have or pursue patents or pending applications in all the countries in which we operate corresponding to all of our primary patents and applications. Even if patents are granted, effective enforcement in some countries may not be available. In particular, intellectual property rights are difficult to enforce in countries where the application and enforcement of the laws governing such rights may not have reached the same level as compared to other jurisdictions where we operate. Consequently, operating in some countries may subject us to an increased risk that unauthorized parties may attempt to copy or otherwise use our intellectual property or the intellectual property of our suppliers or other parties with whom we engage. There is no assurance that we will be able to protect our intellectual property rights or have adequate legal recourse in the event that we seek legal or judicial enforcement of our intellectual property rights under the laws of such countries. Any inability on our part to adequately protect our intellectual property may have a material adverse effect on our business, financial condition and results of operations.

We may become party to intellectual property claims or litigation that could cause us to incur substantial costs, pay substantial damages or prohibit us from selling our products.

We have from time to time received, and may in the future receive, communications alleging possible infringement of patents and other intellectual property rights of others. Further, we may become involved in costly litigation brought against us regarding patents, copyrights, trademarks, trade secrets or other intellectual property rights. If any such claims are asserted against us, we may seek to obtain a license under the third party's intellectual property rights. We cannot assure you that we will be able to obtain any or all of the necessary licenses on satisfactory

terms, if at all. In the event that we cannot obtain or take the view that we don't need a license, these parties may file lawsuits against us seeking damages (and potentially treble damages in the United States) or an injunction against the sale of our products that incorporate allegedly infringed intellectual property or against the operation of our business as presently conducted. Such lawsuits, if successful, could result in an increase in the costs of selling certain of our products, our having to partially or completely redesign our products or stop the sale of some of our products and could cause damage to our reputation. Any litigation could require significant financial and management resources regardless of the merits or outcome, and we cannot assure you that we would prevail in any litigation or that our intellectual property rights can be successfully asserted in the future or will not be invalidated, circumvented or challenged. The award of damages, including material royalty payments, or the entry of an injunction against the manufacture and sale of some or all of our products, could affect our ability to compete or have a material adverse effect on our business, financial condition and results of operations.

Risks related to human capital management

Loss of our key management and other personnel, or an inability to attract such management and other personnel, could affect our business.

We depend on our key management to run our business and on our senior engineers to develop new products and technologies. Our success will depend on the continued service of these individuals. The loss of any of our key personnel, whether due to departures, death, ill health or otherwise, could have a material adverse effect on our business. The market for qualified employees, including skilled engineers and other individuals with the required technical expertise to succeed in our business, is highly competitive and the loss of qualified employees or an inability to attract, retain and motivate the additional highly skilled employees required for the operation and expansion of our business could hinder our ability to successfully conduct research activities or develop marketable products. The foregoing risks could have a material adverse effect on our business.

Risks related to our corporate structure

United States civil liabilities may not be enforceable against us.

We are incorporated under the laws of the Netherlands and substantial portions of our assets are located outside of the United States. In addition, certain members of our board and officers reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United States upon us or such other persons residing outside the United States, or to enforce outside the United States judgments obtained against such persons in U.S. courts in any action. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the U.S. laws.

In the absence of an applicable treaty for the mutual recognition and enforcement of judgments (other than arbitration awards) in civil and commercial matters to which the United States and the Netherlands are a party, a judgment obtained against the Company in the courts of the United States, whether or not predicated solely upon the U.S. federal securities laws, including a judgment predicated upon the civil liability provisions of the U.S. securities law or securities laws of any State or territory within the United States, will not be directly enforceable in the Netherlands.

In order to obtain a judgment which is enforceable in the Netherlands, the claim must be relitigated before a competent court of the Netherlands; the relevant Netherlands court has discretion to attach such weight to a judgment of the courts of the United States as it deems appropriate; based on case law, the courts of the Netherlands may be expected to recognize and grant permission for enforcement of a judgment of a court of competent jurisdiction in the United States without re-examination or relitigation of the substantive matters adjudicated thereby, provided that (i) the relevant court in the United States had jurisdiction in the matter in accordance with standards which are generally accepted internationally; (ii) the proceedings before that court complied with principles of proper procedure; (iii) recognition and/or enforcement of that judgment does not conflict with the public policy of the Netherlands; and (iv) recognition and/or enforcement of that judgment is not irreconcilable with a decision of a Dutch court rendered between the same parties or with an earlier decision of a

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foreign court rendered between the same parties in a dispute that is about the same subject matter and that is based on the same cause, provided that earlier decision can be recognized in the Netherlands.

Based on the foregoing, there can be no assurance that U.S. investors will be able to enforce against us or members of our board of directors or officers who are residents of the Netherlands or countries other than the United States any judgments obtained in U.S. courts in civil and commercial matters.

In addition, there is doubt as to whether a Dutch court would impose civil liability on us, the members of our board of directors, our officers or certain experts named herein in an original action predicated solely upon the U.S. laws brought in a court of competent jurisdiction in the Netherlands against us or such members, officers or experts, respectively.

We are a Dutch public company with limited liability. The rights of our stockholders may be different from the rights of stockholders governed by the laws of U.S. jurisdictions.

We are a Dutch public company with limited liability (*naamloze vennootschap*). Our corporate affairs are governed by our articles of association and by the laws governing companies incorporated in the Netherlands. The rights of stockholders and the responsibilities of members of our board of directors may be different from the rights and obligations of stockholders in companies governed by the laws of U.S. jurisdictions. In the performance of its duties, our board of directors is required by Dutch law to consider the interests of our company, its stockholders, its employees and other stakeholders, in all cases with due observation of the principles of reasonableness and fairness. It is possible that some of these parties will have interests that are different from, or in addition to, your interests as a stockholder.

Risks related to our indebtedness

Our debt obligations expose us to risks that could adversely affect our financial condition, which could adversely affect our results of operations.

As of December 31, 2022, we had outstanding indebtedness with an aggregate principal amount of \$11,250 million. Our substantial indebtedness could have a material adverse effect on our business by:

- increasing our vulnerability to adverse economic, industry or competitive developments;
- requiring a substantial portion of cash flow from operations to be dedicated to the payment of principal and interest on our indebtedness, therefore reducing our ability to use our cash flow to fund our operations, capital expenditures and future business opportunities;
- exposing us to the risk of increased interest rates in the event we have borrowings under our \$2,500 million revolving credit facility agreement (the “RCF Agreement”) because loans under the RCF Agreement bear interest at a variable rate;
- making it more difficult for us to satisfy our obligations with respect to our indebtedness and any failure to comply with the obligations of any our debt instruments, including restrictive covenants and borrowing

conditions, could result in an event default under the indentures governing our notes and agreements governing other indebtedness;

- restricting us from making strategic acquisitions or causing us to make non-strategic divestitures;
- limiting our ability to obtain additional financial for working capital, capital expenditures, restructurings, product development, research and development, debt service requirements, investments, acquisitions and general corporate or other purposes; and
- limiting our flexibility in planning for, or reacting to, changes in our business or market conditions and placing us at a competitive disadvantage compared to our competitors who are less highly leveraged and who therefore, may be able to take advantage of opportunities that our leverage prevents us from exploiting.

Despite our level of indebtedness, we may still incur significantly more debt, which could further exacerbate the risks described above and affect our ability to service and repay our debt.

If we do not comply with the covenants in our debt agreements or fail to generate sufficient cash to service and repay our debt, it could adversely affect our operating results and our financial condition.

The RCF Agreement and the indentures governing our unsecured notes or any other debt arrangements that we may have require us to comply with various covenants. If there were an event of default under any of our debt instruments that was not cured or waived, the holders of the defaulted debt could terminate commitments to lend and cause all amounts outstanding with respect to the debt to be due and payable immediately, which in turn could result in cross defaults under our other debt instruments. Our assets and cash flow may not be sufficient to fully repay borrowings under all of our outstanding debt instruments if some or all of these instruments are accelerated upon an event of default.

If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital, restructure or refinance our indebtedness or reduce or delay capital expenditures, strategic acquisitions, investments and alliances, any of which could have a material adverse effect on our business. We cannot guarantee that we will be able to obtain enough capital to service our debt and fund our planned capital expenditures and business plan. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. The terms of existing or future debt instruments may restrict us from adopting some of these alternatives. In addition, any failure to make payments of interest and principal on our outstanding indebtedness on a timely basis would likely result in a reduction of our credit rating, which could harm our ability to incur additional indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations.

The rating of our debt by major rating agencies may further improve or deteriorate, which could affect our additional borrowing capacity and financing costs.

The major debt rating agencies routinely evaluate our debt. These ratings are based on current information furnished to the ratings agencies by us and information obtained by the ratings agencies from other sources. An explanation of the significance of such rating may be obtained from such rating agency. There can be no assurance that such credit ratings will remain in effect for any given period of time or that such ratings will not be lowered, suspended or withdrawn entirely by the rating agencies, if, in each rating agency's judgment, circumstances so warrant. Actual or anticipated changes or downgrades in our credit ratings, including any announcement that our ratings are under further review for a downgrade, could affect our market value and/or increase our corporate borrowing costs.

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General risk factors

The coronavirus (COVID-19) pandemic and measures taken in response have adversely impacted the Company's financial condition and results of operations. The COVID-19 pandemic, or a similar global health crisis, may continue to impact us in the future.

The COVID-19 outbreak has significantly increased economic and demand uncertainty. We experienced a significant decline in revenue in the first half of 2020 related to the COVID-19 outbreak and then a swift rebound in demand beginning in the third quarter of 2020 and accelerating through the fourth quarter of 2021. The situation remains uncertain and the continued spread of COVID-19 or variants of COVID-19 may result in economic slowdown or disruptions to our supply chain in one or more geographic areas in which we operate, including the possibility that it could lead to a global recession. Specifically, in the last quarter of 2022 we experienced an unexpected decrease in demand in mainland China due to the increased COVID-19 infection rate. Risks related to a slowdown or recession are described in our risk factor titled “Significantly increased volatility and instability and unfavorable economic conditions may adversely affect our business” above.

The spread of COVID-19 caused us to modify our business practices (including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences), and we may reinstitute these and additional measures as may be required by government authorities or that we determine are in the best interests of our employees, customers, partners, and suppliers.

The degree to which COVID-19, or a similar global health crisis, adversely impacts our future results will depend on future developments, which are highly uncertain and cannot be predicted, including, but not limited to, the duration and spread of the outbreak, its severity, the actions to contain the virus or treat its impact, and how quickly and to what extent normal economic and operating conditions can resume. To the extent the COVID-19 pandemic, or a similar global health crisis, adversely affects our business, results of operations, financial condition and cash flows, it may also heighten many of the other risks described in Part I, Item 1A Risk Factors.

We previously identified a material weakness in our internal control related to ineffective information technology general controls and if we fail to maintain an effective system of internal control in the future, this could result in loss of investor confidence and adversely impact our stock price.

Internal controls related to the operation of technology systems are critical to maintaining adequate internal control over financial reporting. We reported in our Annual Report on Form 10-K as of December 31, 2021, a material weakness in our internal control over financial reporting associated with ineffective information technology general controls (ITGCs) in the areas of user access, change-management and IT operations over certain information technology (IT) systems that support the Company’s financial reporting processes.

During 2022, we completed the remediation measures related to the material weakness and concluded that our internal control over financial reporting was effective as of December 31, 2022. Completion of remediation does not provide assurance that our remediation or other controls will continue to operate properly. If we are unable to maintain effective internal control over financial reporting or disclosure controls and procedures, our ability to record, process and report financial information accurately, and to prepare financial statements within required time periods could be adversely affected, which could subject us to litigation or investigations requiring management resources and payment of legal and other expenses, negatively affect investor confidence in our financial statements and adversely impact our stock price.

The price of our common stock historically has been volatile. The price of our common stock may fluctuate significantly.

The stock market in recent years has experienced significant price and volume fluctuations that have often been unrelated to the operating performance of companies. The market price for our common stock has varied between a high of \$234.90 on January 4, 2022 and a low of \$132.08 on October 13, 2022 in the twelve-month period ending on December 31, 2022. The market price of our common stock is likely to continue to be volatile and subject to significant price and volume fluctuations for many reasons, including in response to the risks described in this section, changes in our dividend or share repurchase policies, variations between our actual financial results

or guidance and expectations of securities analysts or investors or for reasons unrelated to our operations, such as reports by industry analysts, investor perceptions or negative announcements by our customers, competitors, peer companies or suppliers regarding their own performance, or announcements by our competitors of significant contracts, strategic partnerships, joint ventures, joint marketing relationships or capital commitments, the passage of legislation or other regulatory developments affecting us or our industry, as well as industry conditions and general financial, economic and political instability. In the past, following periods of market volatility, shareholders have instituted securities class action litigation. If we were involved in securities litigation, it could have a substantial cost and divert resources and the attention of executive management from our business regardless of the outcome of such litigation.

We may have fluctuations in the amount and frequency of our stock repurchases.

The amount, timing, and execution of our stock repurchases may fluctuate based on our priorities for the use of cash for other purposes—such as investing in our business, including operational spending, capital spending, and acquisitions, and returning cash to our stockholders as dividend payments—and because of changes in cash flows, tax laws, and the market price of our common stock.

There can be no assurance that we will continue to declare cash dividends.

Our board of directors has adopted a dividend policy pursuant to which we currently pay a cash dividend on our ordinary shares on a quarterly basis. The declaration and payment of any dividend is subject to the approval of our board and our dividend may be discontinued or reduced at any time. There can be no assurance that we will declare cash dividends in the future in any particular amounts, or at all.

Future dividends, if any, and their timing and amount, may be affected by, among other factors: management's views on potential future capital requirements for strategic transactions, including acquisitions; earnings levels; contractual restrictions; cash position and overall financial condition; and changes to our business model. The payment of cash dividends is restricted by applicable law, contractual restrictions and our corporate structure.

The impact of a negative performance of financial markets and demographic trends on our defined benefit pension liabilities and costs cannot be predicted.

We sponsor defined benefit pension plans in a number of countries and a significant number of our employees are covered by our defined benefit pension plans. As of December 31, 2022, we had recognized a net accrued benefit liability of \$335 million, representing the unfunded benefit obligations of our defined pension plans. The funding status and the liabilities and costs of maintaining these defined benefit pension plans may be impacted by financial market developments. For example, the accounting for such plans requires determining discount rates, expected rates of compensation and expected returns on plan assets, and any changes in these variables can have a significant impact on the projected benefit obligations and net periodic pension costs. Negative performance of the financial markets could also have a material impact on funding requirements and net periodic pension costs. Our defined benefit pension plans may also be subject to demographic trends. Accordingly, our costs to meet pension liabilities going forward may be significantly higher than they are today, which could have a material adverse impact on our financial condition.

Future changes to Dutch, U.S. and other foreign tax laws could adversely affect us.

The European Commission, U.S. Congress and Treasury Department, the Organization for Economic Co-operation and Development (OECD), and other government agencies in jurisdictions where we and our affiliates do business have had an extended focus on issues related to the taxation of multinational corporations, particularly payments made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. As a result, the tax laws in the European Union, U.S. and other countries in which we and our affiliates do business could change on a prospective or retroactive basis, and any such changes could adversely affect us and our affiliates.

Recent examples include the OECD's initiatives to revise profit allocation and nexus rules to allocate more taxing rights to countries where companies have their markets and to establish a minimum tax rate on a global basis. As

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part of the OECD framework to implement a minimum tax rate, the EU has adopted a directive on ensuring a global minimum level of taxation for multinational companies, also known as Pillar 2, to become effective in 2024. It is anticipated that other countries will also introduce Pillar 2 legislation. These initiatives include recommendations and proposals that, if enacted in countries in which we and our affiliates do business, could adversely affect us and our affiliates.

We are exposed to a number of different tax uncertainties, which could have an impact on our results.

We are required to pay taxes in multiple jurisdictions. We determine the taxes we are required to pay based on our interpretation of the applicable tax laws and regulations in the jurisdictions in which we operate. We may be subject to unfavorable changes in the respective tax laws and regulations to which we are subject. Tax controls, audits, change in controls and changes in tax laws or regulations or the interpretation given to them may expose us to negative tax consequences, including interest payments and potentially penalties. We have issued transfer-pricing directives in the areas of goods, services and financing, which are in accordance with OECD guidelines. As transfer pricing has a cross border effect, the focus of local tax authorities on implemented transfer pricing procedures in a country may have an impact on results in another country.

Transfer pricing uncertainties can also result from disputes with local tax authorities about transfer pricing of internal deliveries of goods and services or related to financing, acquisitions and divestments, the use of tax credits and permanent establishments, and tax losses carried forward. These uncertainties may have a significant impact on local tax results. We also have various tax assets resulting from acquisitions. Tax assets can also result from the generation of tax losses in certain legal entities. Tax authorities may challenge these tax assets. In addition, the value of the tax assets resulting from tax losses carried forward depends on having sufficient taxable profits in the future.

Sustainability Statements

Smarter, More Sustainable Products

As part of our commitment to reducing emissions and conserving the earth's natural resources, we have made the environment a key pillar in our Sustainability Policy and corporate strategy. We set company-wide environmental targets to optimize our use of resources, minimize waste and continuously improve. We periodically set and reset targets, and publish mid- and long-term targets on carbon footprint reduction and renewable energy consumption, as well as water and waste recycling.

Our commitment to enabling a smarter, more sustainable world goes beyond our operations, and includes developing innovative product solutions that support the sustainability goals and objectives of our stakeholders. We monitor developments of global legislation by tracking current discussions, timelines, and the likelihood of new implementations. During the design and development of our new product solutions, we emphasize these potential requirements to coincide with new product introductions. By minimizing the environmental impact of our products in the early stages of the design process, we enable sustainable, green technology for NXP and our customers.

At the core of our solutions is our commitment to our global community. We understand that smart and innovative technologies can help bring us all to a more sustainable future. For this reason, we develop solutions aimed at major global needs – from energy efficiency and greener mobility to food security. This section highlights some of the ways we've addressed these global needs, by introducing innovations across key markets.

- *Automotive – Connected Experience; Using Less and Saving More*

Electric vehicles (EVs) have become a major part of the transition to greener mobility. Efficiency is a vital part of optimizing EV applications such as battery management, power conversion, and distribution, because it helps prolong the useful lifetime of EV components.

Our EV components are used throughout the electric powertrain, and our connected EV system solutions — which include the GreenBox real-time development platform and the Goldbox vehicle network reference design — put carmakers on the fast track to building greener innovations. Our EV solutions help improve energy management, extend range, add efficiency, and, by enabling seamless connectivity and safety-critical software updates delivered directly to the vehicle, help keep both the car and the driver safe.

- *Smart Home – Enabling Little Actions for Big Impacts*

In 2022, we introduced Ultra Wideband (UWB) radar for presence detection. In smart homes, presence detection lets light, sound, and other functions follow you from room to room, so you only use energy where it's really needed.

Our Machine Learning (ML) and Artificial Intelligence (AI) solutions, supported by our i.MX 8M Plus microprocessors, can help save energy in other, unexpected ways, too. Our smart refrigerator system, for example, can track the freshness of fruits, vegetables, and other perishables. That helps reduce food waste, and makes it easier for households to save on groceries and send less unused food to land-fills. Extend that benefit across entire communities, and there's more food available for emergencies and humanitarian purposes, and less energy used to produce and deliver food overall.

- *Smart City – Focusing on Efficiency*

MIFARE 2GO brings mobile ticketing to the busiest cities in the world, making it more convenient to use public transport. With MIFARE 2GO, transit agencies benefit from reduced cash handling, decreased card lifecycle management (less paper and plastic) and lower infrastructure costs, while offering time savings for passengers.

At the edge of the network, in the Internet of Things (IoT), our sustainable technologies help promote energy efficiency. Our Green IoT innovation enables smart farming, so it takes less energy to grow a larger quantity of quality products. What's more, to make logistics more environmentally friendly, we're using our expertise in mobile robotics to help create low-power industrial drones and rovers that can be used for rapid response and zero-contact delivery.

- *Industrial – Bringing the Health of People and Machinery to the Forefront*

Agriculture, raw materials, manufacturing, energy grids, supply chains — in every industrial sector, significant resources are dedicated to the creation and maintenance of mission-critical applications. We believe predictive maintenance, which helps keep industrial processes up and running, is an important part of using those resources wisely and extending product life. Our AI and ML solutions make predictive maintenance even more seamless, by making it easier to monitor status, avoid downtime, streamline repairs, and, ultimately, keep industry moving.

A growing number of our solutions are integrated into medical products that make healthy living more achievable. Whether it's in a medical facility or at home, NXP-enabled monitoring systems provide accurate status and alerts, which can help save lives by delivering remote diagnostics and prompting earlier action and treatment.

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- *Mobile – Enabling Smart Wearable Technology*

Consumers around the world are increasingly comfortable with wearable devices, and are using these devices to track and monitor their health and well-being. Technology needs to keep pace with demand, delivering the right mix of battery life, precision, connectivity, and security. Our i.MX RT crossover microprocessors balance high performance with power efficiency, and offer as much as three weeks of battery life on a single charge.

- *Communications Infrastructure – Connecting the Dots with Data-Center Productivity*

When it comes to addressing environmental and social challenges, the importance of data cannot be overstated. Seamless data management is crucial to solving these challenges — from tracking progress to evaluating impacts and making informed predictions. Building on our deep technological expertise, we are creating solutions that make data centers more efficient, more secure, and more flexible.

Green Innovation Bond

In April 2020, we became one of the first semiconductors companies to launch a Green Innovation Bond offering and subsequently, in May 2021 and May 2022, we organized follow-up debt offerings of green innovation bonds for each \$1 billion. The proceeds of these offerings are allocated to Eligible Green Projects defined in our Green Innovation Bond Framework, following the ICMA Green Bond Principles and Sustainability Bond Guidelines 2018, to ensure the selected and disclosed projects meet widely recognized criteria².

Eligible Green Projects support climate-related and environmental initiatives by funding R&D investments and projects related to our manufacturing and non-manufacturing activities. We believe that the proceeds of the Green Innovation Bond offering will contribute to the sustainability of our business while also improving the sustainability of the smarter world we are helping to create.

Product Stewardship

Minimizing the environmental and social impact of each product designed and produced.

- *Eliminating Hazardous Substances from Our Products*

We aim to eliminate hazardous substances from our products, and we go beyond what is required by local, regional, and global laws in doing so. Included in our scope are directives and regulations such as the Restriction on Hazardous Substances in Electrical and Electronic Equipment (RoHS) directive, the Registration, Evaluation and Authorisation of Chemical substances (REACH) regulation, Waste from Electrical and Electronic Equipment (WEEE) directive, and the End of Life Vehicle (ELV) directive. Changes in legislation, updates to the list of exemptions, and the arrival of new chemical substances make compliance a moving target. We maintain a catalog of restricted substances and product compliance data that is made available to our customers upon request. We regularly participate in industry-wide reviews and discussions to assist in leading the development of industry standards. We report the most current information on our website³.

² www.nxp.com/docs/en/supporting-information/GREEN-INNOVATION-BOND-FRAMEWORK-FINAL.pdf

³ www.nxp.com/company/about-nxp/sustainability/environmental-compliance-organization:ECO-PRODUCTS

- *Responsible Mineral Sourcing*

Our policy is to ethically source minerals from responsible suppliers to ensure our supply chain does not contribute to human rights abuses. Our products may contain tin, tantalum, tungsten, and/or gold (referred to collectively as the 3TG), because they are necessary to the functionality or production of our products. We have implemented due-diligence measures to conform to the Organization for Economic Cooperation and Development (OECD) Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas. We have established strong management systems for 3TG supply-chain due diligence, identified and assessed 3TG risks in our supply chain, designed and implemented strategies to respond to identified risks, and report on 3TG supply due-diligence activities annually. All smelters identified with a third-party audit program are either: 1) conformant (99%), 2) actively engaged in the audit program to become conformant (1%), or 3) recently removed from conformant status (0%), in which case NXP actively pursues removal from our supply chain⁴. For the years 2017 through 2020, all smelters within our supply chain were certified conflict-free. In 2021, we reported three active smelters. We have extended the scope of our due-diligence procedures to include cobalt, and publicly report our consumption following the industry standard Cobalt Reporting Template (CRT) or Extended Mineral Reporting Template (EMRT).

Human Rights

As part of our commitment to respect and protect human rights, we seek to uphold the highest standards in our labor practices and have made this a key corporate initiative throughout our own operations and across our supply chain. NXP adheres to all applicable local labor laws that are 1) consistent with both the United Nations Global Compact and the International Labor Organization (ILO) core labor principles, and 2) conform to the NXP Auditable Standards, which are stricter than the Responsible Business Alliance (RBA) Code of Conduct. Our commitment to human rights includes clear declarations regarding labor and human rights, in which state we do not tolerate harassment in the workplace, involuntary labor, child labor, payment of fees, withholding of personal documentation, or excessive working hours. We conduct annual risk assessments in our manufacturing sites to identify and mitigate labor and human-rights risks that may arise. In addition, we use third-party internal audits to ensure policies and practices are aligned with local legislation and the NXP Auditable Standards. We also look to foster open communication and provide employees access to the NXP Global Speak-Up hotline. In 2022, NXP published its first Human Rights Policy⁵.

Human Rights and our Supply chain

To ensure integrity throughout our supply chain, we require key, high-risk suppliers, as well as select indirect suppliers, to undergo the NXP audit process for suppliers. The COVID-19 pandemic impacted how NXP conducts its supply chain human rights due diligence, by severely limiting the use of physical, onsite assessments and in-person worker interviews. As a temporary alternative, and a means for NXP to sustain its supply-chain due diligence, we began performing remote audits, which use video -conferencing solutions to engage with our suppliers and their workers. Although we still used remote audits, when necessary, in 2021 and 2022, the number of onsite audits conducted increased compared to 2020.

After a decade of auditing our supply chain, and finding thousands of nonconformances, we are able to identify those nonconformance categories, such as Freely Chosen Employment, with the highest rates of recurrence.

⁴ As of date of publication. Smelters/Refiners are continuously being evaluated, added, and removed.

⁵ <https://www.nxp.com/docs/en/supporting-information/Labor-and-Human-Rights-Commitment.pdf>

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Protecting our Environment

As part of our commitment to reducing emissions and conserving the earth's natural resources, we have made the environment a key pillar in our Sustainability Policy and corporate strategy. We set company-wide environmental targets to optimize our use of resources, minimize waste and continuously improve. We periodically set and reset targets, and publish mid- and long-term targets on carbon footprint reduction and renewable energy consumption, as well as water and waste recycling. See Corporate Governance, Risk Factors for a discussion of potential global environmental risks that may adversely affect our business operations, such as climate change or natural disasters.

We drive continuous improvement of our processes to protect the environment by designing, implementing, and maintaining management systems and programs to reduce our environmental footprint. All of our manufacturing facilities are certified to the ISO 14001 Environmental Management System.

- Emissions – We measure our carbon emissions as follows: Scope 1 emissions are all direct emissions, Scope 2 emissions are indirect emissions from electricity purchased and consumed by NXP, and Scope 3 emissions are other indirect emissions. For Scope 3 we currently only report product transportation and business travel, but plan to extend our reporting to include all Scope 3 categories.
- Energy – The utility grid is the primary source of energy for our manufacturing, testing, and office locations. We purchase renewable energy in jurisdictions where it's available and continue to focus on increasing our renewable-energy consumption.
- Water – Semiconductor manufacturing, especially wafer fabrication, is a water-intensive process. Our sites research and manage ways to reduce consumption and increase our water recycling.

Additional information about our environmental strategy, targets, and metrics is included in our Corporate Sustainability Report, and can be found on our website⁶.

Compliance with the Dutch Corporate Governance Code

In accordance with the governmental Decree of August 29, 2017, the Company fully complies with the Dutch Corporate Governance Code and applies all its principles and best practice provisions that are addressed to the board of directors, and where needed explaining its deviations from the Code in this report. The full text of the Dutch Corporate Governance Code can be found at the website of the Monitoring Commission Corporate Governance Code (www.commissiecorporategovernance.nl).

Audit Committee Report

Audit Committee

All members of the Audit Committee are independent directors, as defined in the applicable Nasdaq listing standards, applicable SEC rules and the DCGC. Our Audit Committee is a separately-designated standing committee established in accordance with Section 3(a)(58)(A) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), and currently (as of December 31, 2022) consists of Ms. Southern (Chair), Mr. Gu, Ms. Staiblin and Mr. Sundström, each of whom are independent for purposes of the Nasdaq listing standards, our Rules of Procedure and Rule 10A-3 of the Exchange Act.

Subject to the requirement under Dutch law that independent auditors be appointed by the shareholders at a general meeting of shareholders, the Audit Committee has ultimate authority and direct responsibility to appoint, compensate, retain, oversee, evaluate and, where appropriate, replace the independent auditors. In addition, the

⁶ The contents of our website, our Corporate Sustainability Report, and our Sustainability Policy are referenced for general information only and are not incorporated by reference in this IFRS annual report.

Audit Committee reviews the performance and independence of the independent auditors and also oversees internal audit activities, compliance with the Code of Conduct and legal matters, including intellectual property litigation.

Our Audit Committee reviews our annual audited financial statements and quarterly unaudited financial statements and certain other public disclosures prior to publication. The Audit Committee also meets periodically with senior management to discuss risk assessment and risk management policies.

The Board has determined that all Audit Committee members are able to read and understand fundamental financial statements in accordance with Nasdaq listing standards and that Ms. Southern, Ms. Staiblin and Mr. Sundström meet the SEC's definition of "audit committee financial expert" as that term is defined in Item 407(d) of Regulation S-K. As noted above, all Audit Committee members are independent for purposes of Nasdaq listing standards, our Rules of Procedure, and Rule 10A-3 of the Exchange Act. For a description of the education and experience of each of the members of the Board's Audit Committee please refer to the "Nominees for Director" section above.

The Audit Committee meets at least quarterly, and as often as it deems necessary to fulfill its responsibilities.

Number of meetings in 2022: 13.

This committee operates under a written charter adopted by our Board. The charter complies with SEC regulations and Nasdaq listing standards. The charter is reviewed and reassessed regularly to ensure continued compliance with these requirements. The charter is available for public viewing on our website at <http://investors.nxp.com>, under the "Corporate Governance" section.

The Audit Committee has reviewed and discussed the audited financial statements with NXP's management and its independent auditor, EY. The Audit Committee has also discussed with EY the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the U.S. Securities and Exchange Commission (SEC). In addition, EY provided the Audit Committee with the written disclosures and the letter required by applicable requirements of the PCAOB regarding the independent accountant's communications with the audit committee concerning independence, and the Audit Committee discussed with EY its independence from NXP and its management. The Audit Committee has also considered whether the provision of other non-audit services by EY to NXP is compatible with the auditors' independence and has concluded that it is.

Human Resources and Compensation Committee Report

Human Resources and Compensation Committee

Members of the Human Resources and Compensation Committee are independent directors, as defined in the applicable Nasdaq listing standards, applicable SEC rules and the DCGC. Our Human Resources and Compensation Committee as of December 31, 2022 consists of Mr. Sundström (Chair), Sir Peter Bonfield, Ms. Clayton and Ms. Olving. Our Board has determined that all of the members of the Human Resources and Compensation Committee are independent for purposes of Nasdaq listing standards, our Rules of Procedure and Rule 10C-1 of the Exchange Act. Pursuant to its charter and the authority delegated to it by our Board, the Human Resources and Compensation Committee is responsible for overseeing our compensation and employee benefit plans and practices, including formulating, evaluating and approving the compensation of our executive officers, including the compensation of our Chief Executive Officer, and for overseeing all compensation programs involving the issuance of our equity securities. Refer to Note 31 *Information on remuneration board of directors* of our Group Financial Statements for Directors and Executives remuneration detail. In determining the compensation for our Board members and executive officers, the Human Resources and Compensation Committee, advised by an independent compensation consultant, carried out and considered scenario analyses in relation to the offered incentive schemes as referred to in 3.1.2.ii of the DCGC.

Report of the Directors Governance

In addition to the detailed and according to Dutch law required disclosure of individual remuneration of members of the Board of Directors of NXP Semiconductors N.V., refer to Note 31 *Information on remuneration board of directors* of our Group Financial Statements, the Human Resources and Compensation Committee of the Board of Directors of NXP Semiconductors N.V., review and discuss the Compensation Discussion & Analysis (CD&A) with management of the Company. The CD&A provides detailed information of the 2022 executive compensation program for the CEO, CFO and three highest paid executive officers of the Company other than the CEO and CFO and will be included in the proxy statement pursuant to Section 14(a) of the Securities Exchange Act of 1934 to be published in view of the next Annual General Meeting.

The Human Resources and Compensation Committee meets as often as it deems necessary, but not less than four times a year.

Number of meetings in 2022: 6.

This committee operates under a written charter adopted by our Board. The charter complies with SEC regulations and Nasdaq listing standards. The charter is reviewed and reassessed regularly to ensure continued compliance with these requirements. The charter is available for public viewing on our website at <http://investors.nxp.com>, under the “Corporate Governance” section.

Nominating, Governance and Sustainability Committee Report

Nominating, Governance and Sustainability Committee

Members of the Nominating, Governance and Sustainability Committee are independent directors, as defined in the applicable Nasdaq listing standards, applicable SEC rules and the DCGC. Our Nominating, Governance and Sustainability Committee as of December 31, 2022 consists of Mr. Summe (Chair), Sir Peter Bonfield and Mr. Fox. Our Board has determined that all of the members of the Nominating, Governance and Sustainability Committee are independent for purposes of Nasdaq listing standards and our Rules of Procedure. Pursuant to its charter and the authority delegated to it by our Board, the Nominating, Governance and Sustainability Committee is responsible for determining selection criteria and appointment procedures for members of our Board, periodically assessing the scope and composition of our Board and evaluating the performance of its individual members.

In identifying and evaluating candidates, the Nominating, Governance and Sustainability Committee may take into account all of the factors it considers appropriate, which may include: (i) whether the candidate is independent in accordance with any applicable independence requirements of Nasdaq and our Rules of Procedure; (ii) the structure and membership of the Board; (iii) specific qualifications, expertise or experiences that would complement the existing Board members including education, financial expertise, and industry experience; (iv) a candidate’s personal traits such as mature judgment, diverse background, age, professional relationships, strength of character, level of integrity, ethical standards and other intangibles that would make the candidate a positive addition to the Board and its committees; and (v) special skills, expertise, and background that add to and complement the range of skills, expertise, and background of the existing members of the Board. When the committee considers diversity, it will consider diversity of experience, skills, viewpoints, race and gender, as it deems appropriate. While the committee has not established any specific minimum qualifications for director nominees, the committee believes that demonstrated leadership, as well as significant years of service, in an area of endeavor such as business, law, public service, related industry or academia is a desirable qualification for service as a director of NXP.

The Nominating, Governance and Sustainability Committee will consider timely written proposals for nomination from shareholders and will evaluate a shareholder’s prospective board nominee in the same manner that it evaluates other nominees, but only if it receives the request to consider such matter no later than on the 60th day

prior to the day of the Annual General Meeting. The Nominating, Governance and Sustainability Committee may engage consultants or third-party search firms to assist in identifying and evaluating potential nominees. A shareholder who wishes to recommend a prospective Board nominee for the committee's consideration may write to us at NXP Semiconductors N.V., High Tech Campus 60, 5656 AG, Eindhoven, The Netherlands, Attention: Secretary.

The Nominating, Governance and Sustainability Committee meets as often as it deems necessary to fulfill its responsibilities, but not less than four times a year.

Number of meetings in 2022: 4.

This committee operates under a written charter adopted by our Board. The charter complies with SEC regulations and Nasdaq listing standards. The charter is reviewed and reassessed regularly to ensure continued compliance with these requirements. The charter is available for public viewing on our website at <http://investors.nxp.com>, under the "Corporate Governance" section.

Audited financial statements

The consolidated financial statements of the Company for the year ended December 31, 2022 included in this Annual Report, as presented by the board of directors, have been audited by Ernst & Young Accountants LLP, an independent registered public accounting firm. The report of the independent registered public accounting firm appears at the end of this Annual Report under *Other information*. The board of directors has approved these financial statements.

Eindhoven, March 2, 2023

Board of directors

Report of the Directors Governance

Consolidated statement of operations of NXP Semiconductors N.V. for the years ended December 31,

\$ in millions, unless otherwise stated		2022	2021
Note			
5	Revenue	13,205	11,063
	Cost of revenue	(5,689)	(4,996)
	Gross profit	7,516	6,067
	Selling, general and administrative expenses:	(1,119)	(1,026)
	a. Amortization of acquisition related intangible assets	(47)	(49)
	b. Other SG&A	(1,072)	(977)
	Research and development expenses:	(2,158)	(2,032)
	a. Amortization of acquisition related intangible assets	(462)	(544)
	b. Other R&D	(1,696)	(1,488)
	Other income	6	4
	Other expense	(3)	(4)
5,6	Operating income	4,242	3,009
7	Financial income (expense):		
	- Extinguishment of debt	(18)	(22)
	- Other financial income	61	10
	- Other financial expense	(473)	(387)
	Income before income taxes	3,812	2,610
8	Income tax (expense) benefit	(643)	(403)
	Income after income taxes	3,169	2,207
9	Results relating to equity-accounted investees	(1)	(2)
	Net income	3,168	2,205
	Attribution of net income:		
	Net income attributable to shareholders of NXP	3,122	2,170
10	Net income attributable to non-controlling interests	46	35
	Net income	3,168	2,205
11	Earnings per share data:		
	<i>Net income (loss) per common share attributable to shareholders of NXP</i>		
	- Basic	11.92	8.02
	- Diluted	11.79	7.87
	Weighted average number of shares of common stock outstanding during the year (in thousands)		
	• Basic	261,879	270,687
	• Diluted	264,814	275,780

The accompanying notes are an integral part of these consolidated financial statements.

**Consolidated statement of comprehensive income of NXP Semiconductors N.V.
for the years ended December 31,**

\$ in millions, unless otherwise stated		2022	2021
Note	Net income	3,168	2,205
Other comprehensive income items that will not be reclassified to profit or loss:			
	— Remeasurements defined benefits	143	19
	— Related income taxes	(45)	(6)
	Total of items that will not be reclassified to profit of loss	98	13
Other comprehensive income items that are or may be reclassified to profit or loss			
	:		
	— Currency translation adjustments (“CTA”)	(72)	(74)
	— Cash flow hedging	(36)	(9)
	— Cash flow hedging - income tax	—	4
	— Cash flow hedging reclassified to profit or loss	35	(6)
	Total of items that are or may be reclassified to profit of loss	(73)	(85)
	Other comprehensive income (loss)	25	(72)
	Total comprehensive income	3,193	2,133
Attributable to:			
	Shareholders of NXP	3,147	2,098
10	Non-controlling interests	46	35
	Total comprehensive income	3,193	2,133

The accompanying notes are an integral part of these consolidated financial statements.

Group Financial Statements

Consolidated Balance Sheet of NXP Semiconductors N.V.

Assets

		December 31,	
		2022	2021
\$ in millions, unless otherwise stated			
Non-current assets			
Note			
12,27	Property, plant and equipment	3,354	2,858
13	Goodwill	9,980	9,998
14	Intangible assets	4,922	4,841
9	Equity-accounted investees	71	75
8	Deferred tax assets	314	297
15	Financial assets	221	139
15	Other non-current assets	683	465
	Total non-current assets	19,545	18,673
Current assets			
16	Inventories	1,782	1,189
17	Other current assets	260	224
8	Income tax receivables	18	15
18	Trade and other receivables	1,024	965
19	Cash and cash equivalents	3,845	2,830
	Total current assets	6,929	5,223
	Total assets	26,474	23,896

The accompanying notes are an integral part of these consolidated financial statements.

Equity and liabilities

\$ in millions, unless otherwise stated		December 31,	
		2022	2021
Note	Equity		
20	Shareholders' equity:		
	Share capital		
	<i>Preferred stock</i> , par value €0.20 per share:		
	Authorized: shares 645,754,500 (2021: 645,754,500)		
	Issued: none		
	<i>Common stock</i> , par value €0.20 per share:		
	Authorized: 430,503,000 shares (2021: 430,503,000)		
	Issued and fully paid: 274,519,638 shares (2021: 274,519,638 shares)	56	56
	Capital in excess of par value	15,261	14,897
	Treasury shares	(2,799)	(1,932)
	Accumulated deficit	(1,136)	(2,867)
	Other comprehensive income (loss)	(1,024)	(1,049)
	Total shareholders' equity	10,358	9,105
10	Non-controlling interests	295	246
	Total equity	10,653	9,351
	Non-current liabilities		
21	Long-term debt	11,165	10,572
23	Post-employment benefits	343	502
22	Long-term provisions	141	158
8	Deferred tax liabilities	366	515
24	Other non-current liabilities	534	355
	Total non-current liabilities	12,549	12,102
	Current liabilities		
	Accounts payable	1,617	1,252
25	Accrued liabilities	865	761
22,28	Short-term provisions	28	24
8	Income tax liabilities	306	99
23	Post-employment benefits	9	10
26	Other current liabilities	447	297
	Total current liabilities	3,272	2,443
	Total equity and liabilities	26,474	23,896

The accompanying notes are an integral part of these consolidated financial statements.

Group Financial Statements

Consolidated statement of cash flows of NXP Semiconductors N.V. for the years ended December 31,

\$ in millions, unless otherwise stated	2022	2021
<i>Cash flows from operating activities:</i>		
Net income	3,168	2,205
Adjustments to reconcile net income to net cash generated by operating activities:		
Depreciation, amortization and impairment	1,887	1,871
Share-based payments	374	358
(Gain) loss on sale of assets	—	(1)
(Gain) loss on equity securities, net	4	2
Net interest expense	377	370
(Gain) loss on extinguishment of debt	18	22
Income tax expense/(benefit)	643	403
Results relating to equity-accounted investees	1	2
Changes in operating assets and liabilities:		
(Increase) decrease in receivables and other current assets	(105)	(179)
(Increase) decrease in inventories	(593)	(159)
Increase (decrease) in accounts payable and accrued liabilities	360	308
Decrease (increase) in other non-current assets	(306)	(350)
Increase (decrease) in provisions	36	37
Exchange differences	17	(5)
Other items	7	(15)
Net cash generated by operations	5,888	4,869
Interest paid	(393)	(366)
Interest received	61	4
Income taxes paid	(558)	(353)
Net cash provided by operating activities	4,998	4,154
<i>Cash flows from investing activities:</i>		
Purchase of intangible assets	(159)	(132)
Capital expenditures on development assets	(1,043)	(1,016)
Capital expenditures on property, plant and equipment	(1,063)	(767)
Proceeds from disposals of property, plant and equipment	2	1
Purchase of equipment leased to others	(5)	(33)
Insurance recoveries received for equipment damage	—	10
Proceeds from the sale of investments	13	8
Purchase of interests in businesses, net of cash acquired	(27)	(23)
Purchase of investments	(20)	(8)
Proceeds from return of equity investment	10	10
Net cash used for investing activities	(2,292)	(1,950)
<i>Cash flows from financing activities:</i>		
Repurchase of long-term debt	(917)	(1,021)
Proceeds from the issuance of long-term debt	1,496	4,000
Cash paid for debt issuance costs	(14)	(47)
Payments of lease liabilities	(60)	(61)
Cash proceeds from the exercise of stock options	59	62
Purchase of treasury shares	(1,426)	(4,015)
Dividends paid to common shareholders	(815)	(562)

**Consolidated statement of cash flows of NXP Semiconductors N.V.
for the years ended December 31,**

\$ in millions, unless otherwise stated	<u>2022</u>	<u>2021</u>
Other, net	(2)	(2)
Net cash provided by (used for) financing activities	(1,679)	(1,646)
Effect of changes in exchange rates on cash positions	(12)	(3)
Increase (decrease) in cash and cash equivalents	1,015	555
Cash and cash equivalents at beginning of period	2,830	2,275
Cash and cash equivalents as reported	3,845	2,830

For a number of reasons, principally the effects of currency translation differences and consolidation changes, certain items in the statement of cash flows do not correspond with the differences between the balance sheet amounts for the respective items.

The accompanying notes are an integral part of these consolidated financial statements.

Group Financial Statements

Consolidated statement of changes in equity of NXP Semiconductors N.V. as of December 31,

	\$ in millions, unless otherwise stated													
	Outstanding number of shares (in thousands)	Share capital	Capital in excess of par value	Treasury shares reserve	Accumulated deficit	Other comprehensive income (loss)					Total other comprehensive income (loss)	Total shareholders' equity	Non-controlling interests	Total equity
						Currency translation reserve	Net investment hedging reserve	Cash flow hedging reserve	Remeasurements defined benefits					
Balance as of December 31, 2020	280,475	59	15,261	(1,037)	(2,123)	(306)	(513)	11	(169)	(977)	11,183	211	11,394	
Net income					2,170						2,170	35	2,205	
Other comprehensive income (loss):														
- Current period change						(74)		(9)	19	(64)	(64)		(64)	
- Reclassification to income (loss)								(6)		(6)	(6)		(6)	
- Income tax on current period changes								4	(6)	(2)	(2)		(2)	
Total comprehensive income (loss)					2,170	(74)	—	(11)	13	(72)	2,098	35	2,133	
Share-based compensation plans			346								346		346	
Excess tax benefits from SBC plans			37								37		37	
Dividends common stock					(606)						(606)		(606)	
Transactions with owners of the Company recognized directly in equity:														
- Purchase of treasury shares	(20,629)			(4,015)							(4,015)		(4,015)	
- Retirement treasury shares		(3)	(747)	2,595	(1,845)						—		—	
- Re-issuance of treasury shares	5,104			525	(463)						62		62	
Balance as of December 31, 2021	264,950	56	14,897	(1,932)	(2,867)	(380)	(513)	—	(156)	(1,049)	9,105	246	9,351	
Net income					3,122						3,122	46	3,168	
Other comprehensive income (loss):														
- Current period change						(72)		(36)	143	35	35		35	
- Reclassification to income (loss)								35		35	35		35	
- Income tax on current period changes								—	(45)	(45)	(45)		(45)	
Total comprehensive income (loss)					3,122	(72)	—	(1)	98	25	3,147	46	3,193	
Share-based compensation plans			374								374		374	
Excess tax benefits from SBC plans			(10)								(10)		(10)	
Dividends common stock					(885)						(885)		(885)	
Change in investments					(3)						(3)	3	—	
Transactions with owners of the Company recognized directly in equity:														
- Purchase of treasury shares	(8,330)			(1,429)							(1,429)		(1,429)	
- Re-issuance of treasury shares	2,843			562	(503)						59		59	
Balance as of December 31, 2022	259,463	56	15,261	(2,799)	(1,136)	(452)	(513)	(1)	(58)	(1,024)	10,358	295	10,653	

Notes to the consolidated financial statements of NXP Semiconductors N.V.

All amounts in millions of \$ unless otherwise stated

1. Company overview

NXP Semiconductors N.V. is a global semiconductor company and a long-standing supplier in the industry, with over 60 years of innovation and operating history. For the year ended December 31, 2022, we generated revenue of \$13,205 million, compared to \$11,063 million for the year ended December 31, 2021.

We provide leading solutions that leverage our combined portfolio of intellectual property, deep application knowledge, process technology and manufacturing expertise in the domains of cryptography-security, high-speed interface, radio frequency (RF), mixed-signal analog-digital (mixed A/D), power management, digital signal processing and embedded system design.

Our product solutions are used in a wide range of end market applications including: automotive, industrial & Internet of Things (IoT), mobile, and communication infrastructure. We engage with leading global original equipment manufacturers (OEMs) and sell products in all major geographic regions.

Our legal name is NXP Semiconductors N.V. and our commercial name is "NXP" or "NXP Semiconductors". We were incorporated in the Netherlands in 2006 as a Dutch public company with limited liability (naamloze vennootschap).

We are a holding company (the "Holding Company") whose only material assets are the direct ownership of 100% of the shares of NXP B.V., a Dutch private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid). Unless otherwise required, all references herein to "we", "our", "us", "NXP" and the "Company" are to NXP Semiconductors N.V. and its consolidated subsidiaries.

Our corporate seat is in Eindhoven, the Netherlands. Our principal executive office is at High Tech Campus 60, 5656 AG Eindhoven, the Netherlands, and our telephone number is +31 40 2729999. We are registered at the office of the Commercial Register in Eindhoven, Netherlands (file no. 34253298).

2. Significant accounting policies and new accounting standards to be adopted after 2022

Basis of preparation

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. NXP did not apply any European carve-outs from IFRS meaning that our financials fully comply with IFRS. The Company has not applied early any new IFRS requirements that are not yet effective in 2022. The financial statements were authorized for issue by the board of directors on March 2, 2023.

Throughout the notes to the consolidated financial statements, reference to "statement of operations" means the consolidated statement of operations.

The statement of operations of the separate financial statements of NXP Semiconductors N.V. (refer to Company Financial Statements of this report) has been prepared in accordance with Section 402 Part 9 of Book 2 of the Netherlands Civil Code which allows a simplified statement of operations in the event that a comprehensive statement of operations is included in the consolidated group financial statements.

Group Financial Statements

Basis of measurement

Historical cost is used as the measurement basis unless otherwise indicated. The significant accounting policies are set out below.

Basis of consolidation

The consolidated financial statements include the accounts of NXP Semiconductors N.V. (NXP N.V. or the Company) and all subsidiaries that are controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. All intercompany balances and transactions have been eliminated in the consolidated financial statements. The non-controlling interests are disclosed separately in the consolidated statement of operations and statement of comprehensive income as part of profit allocation and in the consolidated balance sheet as a separate component of equity.

Business combinations

We allocate the purchase price paid for assets acquired and liabilities assumed in connection with our acquisitions based on their estimated fair values at the time of acquisition. This allocation involves a number of assumptions, estimates and judgments that could materially affect the timing or amounts recognized in our financial statements.

Significant judgment is required in estimating the fair value of acquired intangible assets, including the valuation methodology, estimations of future cash flows, discount rates, market segment growth rates, and our assumed market segment share, as well as the estimated useful life of intangible assets. Further judgment is required in estimating the fair values of inventory, property, plant and equipment, pre-existing liabilities or legal claims, deferred revenue and contingent consideration, each as may be applicable.

The fair value estimates are based on available historical information and on future expectations and assumptions deemed reasonable by management but are inherently uncertain. Our assumptions and estimates are based upon comparable market data and information obtained from our management and the management of the acquired companies as well as the amount and timing of future cash flows (including expected revenue growth rates and profitability), the underlying product or technology life cycles, the economic barriers to entry and the discount rate applied to the cash flows. As such, acquired tangible and identified intangible assets are classified as Level 3 assets. Unanticipated market or macroeconomic events and circumstances may occur that could affect the accuracy or validity of the estimates and assumptions.

Fair value measurements

Fair value is the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for an identical asset or liability, we develop assumptions based on market observable data and, in the absence of such data, utilize internal information that we consider to be consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Priority is given to observable inputs. These two types of inputs form the basis for the following fair value hierarchy.

- Level 1: Quoted prices for identical assets or liabilities in active markets.
- Level 2: Quoted prices for similar assets or liabilities in active markets; quoted prices for similar or identical assets or liabilities in markets that are not active; and valuations based on models where the inputs or significant value drivers are observable, either directly or indirectly.
- Level 3: Significant inputs to the valuation model are unobservable.

Equity-accounted investees

NXP's investments over which it has significant influence, but not control are accounted for using the equity method. Under the equity method, the investment is initially recognized at cost. The carrying amount of the investment is adjusted to recognize changes in the NXP's share of net assets of the equity accounted investee since the acquisition date. NXP's share of the results of operations of the equity accounted investees are recognized in 'Results relating to equity-accounted investees'.

We monitor our equity method investments and non-marketable equity securities for events or changes in circumstances which may indicate the investments are impaired. If an assessment indicates an investment is impaired, we recognize a charge for the difference between the recoverable amount and the carrying value.

Financial assets

All marketable and non-marketable equity investments, other than equity-method investments, in unconsolidated entities are measured at fair value through profit or loss in the statement of operations on a recurring basis. Gains and losses on these investments, realized and unrealized, are presented under *Financial income (expense)*.

Foreign currencies

The Company uses the U.S. dollar as its reporting currency. The functional currency of the Company is the U.S. dollar. For consolidation purposes, the financial statements of the entities within the Company with a functional currency other than the U.S. dollar, are translated into U.S. dollars. Assets and liabilities are translated using the exchange rates on the applicable balance sheet dates. Income and expense items in the statements of operations, statements of comprehensive income and statements of cash flows are translated at monthly exchange rates in the periods involved.

The effects of translating the financial position and results of operations from functional currencies to reporting currency are recognized in other comprehensive income and presented as a separate component of accumulated other comprehensive income (loss) within shareholders' equity. If the operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is recorded under non-controlling interests.

The following table sets out the exchange rates for U.S. dollars into euros applicable for translation of NXP's financial statements for the periods specified.

	\$ per € 1			
	period end	average⁽¹⁾	high	low
Year-ended December 31, 2022	1.0670	1.0559	0.9694	1.1325
Year-ended December 31, 2021	1.1325	1.1818	1.1325	1.2280

(1) The average of the noon-buying rate at the end of each fiscal month during the period presented.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction or the date of valuation where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of operations, except when

Group Financial Statements

the foreign exchange exposure is part of a qualifying cash flow or net investment hedge accounting relationship, in which case the related foreign exchange gains and losses are recognized directly in other comprehensive income to the extent that the hedge is effective and presented as a separate component of accumulated other comprehensive income (loss) within shareholders' equity. To the extent that the hedge is ineffective, such differences are recognized in the statement of operations. Currency gains and losses on intercompany loans that have the nature of a permanent investment are recognized as translation differences in other comprehensive income and are presented as a separate component of accumulated other comprehensive income (loss) within equity.

Use of estimates and judgments

The preparation of financial statements requires management to make estimates, judgments and assumptions that affect amounts reported in the consolidated financial statements in order to conform to IFRS. Management bases its estimates and judgments on historical experience, current economic and industry conditions and on various other factors that are believed to be reasonable under the circumstances. Actual results may differ from estimates under different assumptions or conditions. If actual results differ significantly from management's estimates, there could be a material effect on reported amounts of revenue and expenses during the reporting period, the reported amounts of assets and liabilities and the disclosure of contingent liabilities at the date of the consolidated financial statements.

Estimates significantly impact goodwill (see also Note 13 *Goodwill*) and intangible assets acquired and related impairments (see also Note 14 *Intangible assets*), valuation of inventories (see also Note 16 *Inventories*), liabilities from employee benefit plans (see also Note 23 *Post-employment benefits*), other provisions (see also Note 22 *Provisions*), recoverability of capitalized development costs (see also Note 14 *Intangible assets*), fair value of derivatives (see also Note 32 *Fair value of financial instruments*), useful lives of property, plant and equipment (see also Note 12 *Property, plant and equipment*), income taxes (see also Note 8 *Income taxes*) and other contingencies (see also Note 28 *Contingencies*). The fair values of acquired identifiable intangibles are based on an assessment of future discounted cash flows. Impairment analysis of goodwill is performed annually and whenever a triggering event has occurred to determine whether the carrying value exceeds the recoverable amount. These analyses are based on estimates of future cash flows.

Segment reporting

For internal and external reporting purposes, NXP follows accounting principles generally accepted in the United States of America ("U.S. GAAP"), U.S. GAAP is NXP's primary accounting standard for the Company's setting of financial and operational performance targets. Consequently, the reportable segment information is presented on a U.S. GAAP basis, with a reconciling item to the IFRS basis.

NXP has multiple business lines that each contain different product groups. In accordance with the IFRS 8 *Operating Segments* criteria, it was assessed that the multiple business lines represent one operating segment since they have similar economic characteristics that start from the same base product, an integrated circuit, for which the underlying intellectual property, technology, manufacturing and sales resources are managed centrally, and shared across the business lines.

The strategy of the Company is best understood by investors in the format of end-markets, which are essentially the way in how the world looks at the use of the semiconductor chips that we sell. As such, we disclose revenue by end-market (Automotive, Industrial and the Internet of Things, Mobile and Communications Infrastructure & Other). The end-market information is only constructed and reviewed at the level of revenue within the Company and therefore do not represent operating nor reportable segments.

Earnings per share

Basic earnings per share attributable to shareholders is calculated by dividing net income or loss attributable to shareholders of the Company by the weighted average number of common shares outstanding during the period. To determine diluted share count, we apply the treasury stock method to determine the dilutive effect of outstanding stock option shares, RSUs, PSUs, Employee Stock Purchase Plan (“ESPP”) shares and MT Annual Incentive Plan. Under the treasury stock method, the amount the employee must pay for exercising share-based awards and the amount of compensation cost for future service that the Company has not yet recognized are assumed to be used to repurchase shares.

Revenue recognition

The Company recognizes revenue under the core principle to depict the transfer of control to customers in an amount reflecting the consideration the Company expects to be entitled. In order to achieve that core principle, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue when a performance obligation is satisfied.

The vast majority of the Company’s revenue is derived from the sale of semiconductor products to distributors, Original Equipment Manufacturers (“OEMs”) and similar customers. In determining the transaction price, the Company evaluates whether the price is subject to refund or adjustment to determine the consideration to which the Company expects to be entitled. Variable consideration is estimated and includes the impact of discounts, price protection, product returns and distributor incentive programs. The estimate of variable consideration is dependent on a variety of factors, including contractual terms, analysis of historical data, current economic conditions, industry demand and both the current and forecasted pricing environments. The process of evaluating these factors is subjective and requires estimates including, but not limited to, forecasted demand, returns, pricing assumptions and inventory levels. The estimate of variable consideration is not constrained because the Company has extensive experience with these contracts.

Revenue is recognized when control of the product is transferred to the customer (i.e., when the Company’s performance obligation is satisfied), which typically occurs at shipment. In determining whether control has transferred, the Company considers if there is a present right to payment and legal title, and whether risks and rewards of ownership having transferred to the customer.

The Company applies the practical expedient to not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected length of one year or less and (ii) contracts for which the Company recognizes revenue at the amount to which the Company has the right to invoice for services performed. The Company applies the practical expedient to expense sales commissions when incurred because the amortization period would have been one year or less.

For sales to distributors, revenue is recognized upon transfer of control to the distributor. For some distributors, contractual arrangements are in place which allow these distributors to return products if certain conditions are met. These conditions generally relate to the time period during which a return is allowed and reflect customary conditions in the particular geographic market. Other return conditions relate to circumstances arising at the end of a product life cycle, when certain distributors are permitted to return products purchased during a pre-defined period after the Company has announced a product’s pending discontinuance. These return rights are a form of variable consideration and are estimated using the most likely method based on historical return rates in order to reduce revenues recognized. However, long notice periods associated with these announcements prevent significant amounts of product from being returned. For sales where return rights exist, the Company has

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determined, based on historical data, that only a very small percentage of the sales of this type to distributors is actually returned. Repurchase agreements with OEMs or distributors are not entered into by the Company.

Sales to most distributors are made under programs common in the semiconductor industry whereby distributors receive certain price adjustments to meet individual competitive opportunities. These programs may include credits granted to distributors, or allow distributors to return or scrap a limited amount of product in accordance with contractual terms agreed upon with the distributor, or receive price protection credits when our standard published prices are lowered from the price the distributor paid for product still in its inventory. In determining the transaction price, the Company considers the price adjustments from these programs to be variable consideration that reduce the amount of revenue recognized. The Company's policy is to estimate such price adjustments using the most likely method based on rolling historical experience rates, as well as a prospective view of products and pricing in the distribution channel for distributors who participate in our volume rebate incentive program. We continually monitor the actual claimed allowances against our estimates, and we adjust our estimates as appropriate to reflect trends in pricing environments and inventory levels. The estimates are also adjusted when recent historical data does not represent anticipated future activity. Historically, actual price adjustments for these programs relative to those estimated have not materially differed.

Government grants

Government grants, other than those relating to purchases of assets, are recognized as a reduction of expenditure as qualified expenditures are made.

Employee benefits

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognized as an employee benefit expense in the statement of operations in the periods during which services are rendered by employees. A defined benefit plan is a post-employment benefit plan other than a defined contribution plan.

The Group employees participate in pension and other post-employment benefit plans in many countries. The costs of pension and other post-employment benefits and related assets and liabilities with respect to the Group employees participating in defined benefit plans have been recognized in the financial statements based upon actuarial valuations.

Some of the Group's defined benefit pension plans are funded with plan assets that have been segregated and restricted in a trust, foundation or insurance company to provide for the pension benefits to which the Group has committed itself.

The net pension liability or asset recognized in the balance sheet in respect of defined benefit pension plans is the present value of the projected defined benefit obligation less the fair value of plan assets at the period end date. Most of our plans result in a pension provision (in case the plan is unfunded) or a net pension liability (for funded plans). The projected defined benefit obligation is calculated annually by qualified actuaries using the projected unit credit method.

For the Group's major plans, the discount rate is derived from market yields on high quality corporate bonds. Plans in countries without a deep corporate bond market use a discount rate based on the local government bond rates.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized immediately in Other Comprehensive Income. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans, including service costs net of employee contributions, are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognized immediately in profit or loss. The Group recognizes gains and losses on the settlement of a defined benefit plan when the settlement occurs. In certain countries, the Group also provides post-employment benefits other than pensions. The cost relating to such plans consists primarily of the present value of the benefits attributed on an equal basis to each year of service and interest cost on the accumulated post-employment benefit obligation, which is a discounted amount.

Share-based compensation

We recognize compensation expense for all share-based awards based on the grant-date estimated fair values, net of an estimated forfeiture rate. We use the Black-Scholes option pricing model to determine the estimated fair value for certain awards. NXP's grants through the incentive plan are equity settled. Share-based compensation cost for restricted share units ("RSU"s) with time-based vesting is measured based on the closing fair market value of our common stock on the date of the grant, reduced by the present value of the estimated expected future dividends, and then multiplied by the number of RSUs granted. Share-based compensation cost for performance-based share units ("PSU"s) granted with performance or market conditions is measured using a Monte-Carlo simulation model on the date of grant.

The value of the portion of the award that is ultimately expected to vest is recognized as expense ratably over the service periods in our Consolidated Statements of Operations. For stock options, PSUs and RSUs, the grant-date value, less estimated pre-vest forfeitures, is expensed based on a graded vesting schedule. The vesting period for stock options is generally four years, for RSUs and PSUs it is generally three years.

Financial income and expense

Financial income and expense is comprised of interest income on cash and cash equivalent balances, the interest expense on borrowings, the accretion of the discount or premium on issued debt, the gain or loss on the disposal of financial assets, impairment losses on financial assets and gains or losses on hedging instruments recognized in the statement of operations.

Borrowing costs that are not directly attributable to the acquisition, construction or production of property, plant and equipment are recognized in the statement of operations using the effective interest method.

Income taxes

Income tax comprises current and deferred tax and are accounted for under the asset and liability method. Income tax is recognized in the statement of operations except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income. Current tax is the expected tax payable or receivable on the taxable income for the year, using tax rates enacted or substantially enacted at the period end date, and any adjustment to tax payable in respect of previous years. Deferred tax assets and liabilities are recognized, using the balance sheet liability method, for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred

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tax is not recognized for temporary differences arising from the initial recognition of goodwill or the initial recognition of assets and liabilities in a transaction that is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss. The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Measurement of deferred tax assets and liabilities is based upon the enacted or substantially enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets, including assets arising from loss carry forwards, are recognized if it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit or a portion thereof will be realized. Deferred tax assets and liabilities are not discounted.

Deferred tax liabilities for withholding taxes are recognized for subsidiaries in situations where the income is to be paid out as dividends in the foreseeable future, and for undistributed earnings of equity-accounted investees to the extent that these withholding taxes are not expected to be refundable or deductible.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different taxable entities, which intend either to settle current tax liabilities and assets on a net basis or realize the tax assets and settle the liabilities simultaneously.

Changes in tax rates are reflected in the period when the change has been enacted or substantively enacted by the period end date.

In determining the amount of current and deferred taxes, NXP takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses. Assets constructed by the Group include direct costs, overheads and interest charges incurred for qualifying assets during the construction period. Government investment grants are deducted from the cost of the related asset. Depreciation is calculated using the straight-line method over the expected economic life of the asset. Depreciation of special tooling is also based on the straight-line method unless a depreciation method other than the straight-line method better represents the consumption pattern. The useful lives and residual values are evaluated every year to determine whether events and circumstances warrant a revision of the remaining useful lives or the residual values. Gains and losses on the sale of property, plant and equipment are included in the respective line items Other income and Other expense. Costs related to repair and maintenance activities are expensed in the period in which they are incurred.

Leases

At inception of a contract we assess whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for

consideration. Determining whether a contract is, or contains a lease, requires judgment. An arrangement is considered to be a lease when all of the following applies:

- It conveys the right to control the use of an identified asset throughout the period of use;
- NXP has the right to obtain substantially all of the economic benefits from the use of the asset; and
- NXP has the right to direct the use of the identified asset.

We recognize a right-of-use (“RoU”) asset (i.e. an asset representing the right to use the underlying asset over the lease term) and a lease liability at the lease commencement date, which is the date that the lessor makes the asset available for use by NXP. The RoU asset is initially measured at cost, which comprises i) the amount of the initial measurement of the lease liability; ii) any lease payments made at or before the commencement date, less any lease incentive received; and iii) any initial direct costs incurred by NXP.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the respective NXP entity’s incremental borrowing rate. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. Lease liabilities are subsequently measured at amortized cost using the effective interest rate method. Lease liabilities are remeasured when there is a change in the future lease payments arising from a change in an index as well as when NXP changes its assessment of whether it will exercise an extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the RoU asset, or is recorded in profit or loss if the carrying amount of the RoU asset has been reduced to zero.

RoU assets are included within the same line item as that within which the corresponding underlying assets would be presented if they were owned while the corresponding lease liabilities are included within other (non-current) liabilities. Leases with an initial term of 12 months or less are not recorded on the balance sheet. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Our lease terms include the non-cancelable period for which we have the right to use an underlying asset, together with both periods covered by an option to extend the lease if we are reasonably certain to exercise that option; and the periods covered by an option to terminate the lease if we are reasonably certain not to exercise the option.

RoU assets are depreciated on a straight-line basis over the shorter of the lease term or the estimated useful life of the asset while the related interest expense is included in financial expense.

Except for gas and chemical contracts, NXP did not make the election to treat the lease and non-lease components as a single component, and considers the non-lease components as a separate unit of account.

Lease contracts that have not yet commenced at the reporting date are disclosed as part of the purchase commitments - see Note 27 *Contractual obligations*.

Goodwill

The Company initially measures the amount of goodwill as the excess of the considerations transferred to acquire an entity over the fair value of the identifiable assets and liabilities assumed at the acquisition date. Goodwill is not amortized but tested for impairment annually in the fourth quarter or more frequently if events and circumstances indicate that goodwill may be impaired. Reflecting the way in which our chief operating decision maker executes operating decisions, allocates resources, manages the growth and profitability of the Company and our Board monitors goodwill, the cash flows at the entity level as a whole are considered substantially independent. Consequently, the entity as a whole is a cash generating unit for goodwill impairment testing. A goodwill impairment loss is recognized in the statement of operations whenever and to the extent the carrying

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amount of a cash generating unit exceeds the recoverable amount of that unit. The recoverable amount is the higher of value in use and fair value less costs of disposal. The recoverable amount of the cash generating unit of the Company is determined on the basis of fair value. In respect of equity-accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment. An impairment loss in respect of goodwill is not reversed.

Intangible assets

Intangible assets are amortized over their useful lives using the straight-line method. Amortization begins when the asset is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management.

Remaining useful lives are evaluated every year to determine whether events and circumstances warrant a revision to the remaining period of amortization. There are currently no intangible assets with indefinite lives. Software and intangible development assets are generally amortized over a period of 3-13 years. Patents, trademarks and other intangible assets acquired from third parties are capitalized and amortized over their remaining useful lives.

Expenditures on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalized as an internally developed intangible asset (referred to as *product development assets*) if development costs can be measured reliably, if the product or process is technically and commercially feasible, future economic benefits are probable, the Group has sufficient resources and the intention to complete development and to use or sell the asset. The development expenditure capitalized includes the cost of materials, direct labor and an appropriate proportion of overheads. Other development expenditure and expenditure on research activities are recognized in the statement of operations as an expense as incurred. Capitalized development expenditure is stated at costs less accumulated amortization and impairment losses. Amortization of capitalized development expenditure is charged to the statement of operations on a straight-line basis over the estimated useful lives of the intangible assets. Product development assets that are not yet in use are tested for impairment at least annually or more frequently if events and circumstances indicate that the related product development asset may be impaired.

Costs relating to the development and purchase of software for internal use are capitalized and subsequently amortized over the estimated useful life of the software.

Impairment or disposal of intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment (including right-of-use assets) are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is assessed by a comparison of the carrying amount of an asset with the greater of its value in use and its fair value less cost of disposal. Value in use is measured as the present value of future cash flows expected to be generated by the asset. Fair value is measured based on externally acquired or available information. If the carrying amount of an asset is not recoverable, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the recoverable amount. The review for impairment is carried out at the level of the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

The evaluation of intangible assets and property, plant and equipment for impairment is carried out at a Corporate level as the majority of our assets are used jointly or managed at Corporate level. Assets held for sale are reported at the lower of the carrying amount or fair value less costs of disposal.

An impairment loss related to intangible assets or property, plant and equipment is reversed if and to the extent there has been a change in the estimates used to determine the recoverable amount. The loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Reversals of impairment are recognized in the statement of operations.

Inventories

Inventories are stated at the lower of cost or net realizable value. The cost of inventories is determined using the first-in, first-out (FIFO) method. An allowance is made for the estimated losses due to obsolescence. This allowance is determined for groups of products based on purchases in the recent past and/or expected future demand and market conditions. Abnormal amounts of idle facility expense and waste are not capitalized in inventory. The allocation of fixed production overheads to the inventory cost is based on the normal capacity of the production facilities.

Receivables

Receivables are held under the business model hold to collect. The cash flows exist solely of payments of principal and interest. Receivables are carried at amortized cost, net of allowances for credit loss and net of rebates and other contingent discounts granted to distributors. When circumstances indicate a specific customer's ability to meet its financial obligation to us is impaired, we record an allowance against amounts due and value the receivable at the amount reasonably expected to be collected. For all other customers, we evaluate our trade accounts receivable risk of credit loss based on numerous factors including historical loss rates, credit-risk concentration, and specific circumstances such as serious adverse economic conditions in a specific country or region.

Derivative financial instruments including hedge accounting

The Company uses derivative financial instruments in the management of its foreign currency risks and the input costs of gold for a portion of our anticipated purchases within the next 12 months.

The Company measures all derivative financial instruments based on fair values derived from market prices of the instruments or from option pricing models, as appropriate, and records these as assets or liabilities in the balance sheet. Changes in the fair values are immediately recognized in the statement of operations unless cash flow hedge accounting is applied. The cash flows associated with these derivative instruments are classified in the consolidated statements of cash flows in the same category as the hedged transaction.

Changes in the fair value of a derivative that is highly effective and designated and qualifies as a cash flow hedge are recorded in accumulated other comprehensive income (loss), until earnings are affected by the variability in cash flows of the designated hedged item. The cash flows associated with these derivative instruments are classified in the consolidated statements of cash flows in the same category as the hedged transaction. The application of cash flow hedge accounting for foreign currency risks is limited to transactions that represent a substantial currency risk that could materially affect the financial position of the Company.

Foreign currency gains or losses arising from the translation of a financial liability designated as a hedge of a net investment in a foreign operation are recognized directly in other comprehensive income, to the extent that the hedge is effective, and are presented as a separate component of accumulated other comprehensive income (loss) within shareholders' equity.

To the extent that a hedge is ineffective, the ineffective portion of the fair value change is recognized in the Consolidated Statements of Operations. When the hedged net investment is disposed of, the corresponding amount

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in the accumulated other comprehensive income is transferred to the statement of operations as part of the profit or loss on disposal.

On initial designation of the hedge relationship between the hedging instrument and hedged item, the Company documents this relationship, including the risk management objectives, strategy in undertaking the hedge transaction and the hedged risk, and the methods that will be used to assess the effectiveness of the hedging relationship. The Company makes an assessment, both at the inception of the hedge relationship as well as on an ongoing basis, of whether the hedging instruments are expected to be “highly effective” in offsetting the changes in the fair value or cash flows of the respective hedged items attributable to the hedged risk.

When cash flow hedge accounting is discontinued because it is not probable that a forecasted transaction will occur within a period of two months from the originally forecasted transaction date, the Company continues to carry the derivative on the Consolidated Balance Sheets at its fair value, and gains and losses that were accumulated in other comprehensive income are recognized immediately in earnings. In situations in which hedge accounting is discontinued, the Company continues to carry the derivative at its fair value on the Consolidated Balance Sheets and recognizes any changes in its fair value in earnings.

Cash and cash equivalents

Cash and cash equivalents include all cash balances and short-term highly liquid investments with a maturity of three months or less at acquisition that are readily convertible into known amounts of cash. Cash and cash equivalents are stated at face value which approximates fair value.

Provisions and accruals

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions of a long-term nature are measured at present value when the amount and timing of related cash payments are fixed or reliably determinable using a pre-tax discount rate. Short-term provisions are stated at the best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

The Group accrues for losses associated with environmental obligations when such losses are probable and reliably estimable. Measurement of liabilities is based on current legal requirements and existing technology. Liabilities and virtually certain insurance recoveries, if any, are recorded separately. The carrying amount of liabilities is regularly reviewed and adjusted for new facts or changes in law or technology. Insurance recoveries are recognized when they have been received or when receipt is virtually certain.

Restructuring

The provision for restructuring relates to the estimated costs of initiated reorganizations that have been approved by the management team and which involve the realignment of certain parts of the industrial and commercial organization. When such reorganizations require discontinuance and/or closure of lines of activities, the anticipated costs of closure or discontinuance are included in restructuring provisions. A provision is recognized for those costs only when the Group has a detailed formal plan for the restructuring and has raised a valid expectation with those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

Debt and other liabilities

Debt and other liabilities, excluding provisions, are initially recognized at fair value and subsequently measured at amortized cost. Direct costs incurred to obtain financing are capitalized and subsequently amortized over the term of the debt, applying the effective interest rate method. Upon extinguishment of any related debt, any unamortized debt issuance costs are expensed immediately.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

For each repurchase of common shares, the number of shares and the acquisition price for those shares is added to the existing treasury shares count and total value. When treasury shares are retired, the Company's policy is to allocate the excess of the repurchase price over the par value of shares acquired to both equity captions *Capital in excess of par value* and *Accumulated deficit*. The portion allocated to *Capital in excess of par value* is calculated by applying a percentage, determined by dividing the number of shares to be retired by the number of shares issued, to the balance of *Capital in excess of par value* as of the retirement date.

Cash flow statements

Cash flow statements have been prepared using the indirect method. Cash flows in foreign currencies have been translated into U.S. dollar using the weighted average rates of exchange for the periods involved. Cash flows from derivative instruments are classified consistent with the classification of the hedged items.

Accounting standards adopted in 2022

No new accounting standards were adopted during 2022 that had a material impact on the financial statements.

New accounting standards after 2022

There are no new IFRS that have been issued but are not yet effective; which are expected to have a material impact on the Company's financial statements in the period of initial application.

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3. Segments and geographical information

Our revenue is primarily the sum of our direct sales to OEMs plus our distributors' resale of NXP products. Avnet accounted for 20% of our revenue in 2022 and 18% in 2021. No other distributor accounted for greater than 10% of our revenue. No OEM for which we had direct sales to accounted for more than 10% of our revenue in 2022 or 2021.

For internal and external reporting purposes, NXP follows accounting principles generally accepted in the United States of America ("U.S. GAAP"). U.S. GAAP is NXP's primary accounting standard for the Company's setting of financial and operational performance targets. Consequently, the segment and geographical information is presented on a U.S. GAAP basis, with a reconciling item to the IFRS basis.

Revenue attributed to geographic areas is based on the customer's shipped-to location. These locations are not necessarily indicative of the geographic location of our end customers or the country in which our end customers sell devices containing our products.

	Revenue	
	2022	2021
China ¹⁾	4,700	4,180
Singapore	1,444	1,269
United States	1,277	964
Japan	902	810
Germany	755	628
South Korea	674	467
Taiwan	506	388
Netherlands	455	352
Other countries	2,492	2,005
	13,205	11,063

¹⁾ China includes Mainland China and Hong Kong

The geographical information with regard to Property, plant and equipment relates to the physical location of the assets as of the end of each year.

	Property, plant and equipment	
	2022	2021
United States	831	719
Singapore ¹⁾	468	391
China ²⁾	437	387
Malaysia	360	326
Netherlands	326	251
Taiwan	291	232
Thailand	250	200
Other countries	142	129
Subtotal	3,105	2,635
Adjustments to reconcile to IFRS	249	223
Total	3,354	2,858

¹⁾ Mainly consists of property and equipment of SSMC, our consolidated joint venture with TSMC

²⁾ China includes Mainland China and Hong Kong

The adjustments to reconcile to IFRS with regard to *Property, plant and equipment* relate to lease accounting since under U.S. GAAP operating leases are not classified under *Property, plant and equipment* but rather under *Other non-current assets*.

Total non-current assets, excluding financial assets and deferred taxes amount to \$18,939 million (2021: \$18,162 million). These are located primarily in the Netherlands, amounting to \$3,458 million (2021: \$3,257 million) and in the United States, amounting to \$18,068 million (2021: \$12,131 million).

4. Acquisitions, divestments and Assets held for sale

2022

On July 19, 2022, we acquired PL Sense for a total consideration of \$22 million, net of closing adjustments.

2021

On July 6, 2021, we acquired Retune DSP for a total consideration of \$16 million, net of closing adjustments.

Assets held for sale

At December 31, 2022 and 2021 there were no *Assets held for sale*.

5. Operating income

Disaggregation of revenue

Revenue by end-market was as follows:

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	2022	2021
Automotive	6,879	5,493
Industrial & IoT	2,713	2,410
Mobile	1,607	1,412
Communication Infrastructure & Other	2,006	1,748
	13,205	11,063

Revenue by sales channel was as follows:

	2022	2021
Distributors	7,261	6,325
Original Equipment Manufacturers and Electronic Manufacturing Services	5,775	4,587
Other	169	151
	13,205	11,063

For information related to revenue on a geographical basis, see Note 3 *Segments and geographical information*.

Employee benefits

	2022	2021
Salaries and wages (including share-based compensation)	2,771	2,633
Pension and other post-employment costs	113	107
Social security and similar charges	341	318
	3,226	3,058

Salaries and wages in 2022 include \$0 million (2021: \$35 million) relating to restructuring charges - see also Note 6 *Restructuring*. Pension and other post-employment costs include the costs of pension benefits, and other post-employment benefits. Part of salaries and wages were capitalized as product development assets.

As of December 31, 2022 we had 34,223 full-time equivalent employees compared to 31,078 at December 31, 2021. The following table indicates the % of full-time equivalent employees per geographic area:

	% as of December 31,	
	2022	2021
The Netherlands	6 %	7 %
Rest of Europe and Africa	13 %	12 %
Americas	18 %	17 %
Asia	63 %	64 %
Total :	100 %	100 %

See Note 23 *Post-employment benefits* for further information regarding pension and other post-employment benefits and Notes 30 *Share-based compensation* and 31 *Information on remuneration board of directors* for further information about remuneration and share-based payments to executives and non-executives.

Government assistance

The Company primarily benefits from country specific R&D tax credits ("RTC") (for the period ending December 31, 2022: \$66 million) as well as direct R&D grants in different jurisdictions (for the period ending December 31, 2022: \$19 million).

For the period ending December 31, 2022, RTC recognized is classified in the consolidated statement of operations under *Research and development* (\$66 million). RTC receivable is classified in the December 31, 2022 consolidated balance sheet under *Other current assets* (\$48 million) and *Other non-current assets* (\$54 million).

The duration of our RTC is indefinite while subject to future policy changes in the respective countries. RTC amounts received are subject to regular audits by the relevant governments. RTC receivables are, depending on their jurisdiction, settled against income or payroll taxes, or paid in cash within a maximum period of three years.

Depreciation, amortization and impairment

Depreciation, amortization and impairment charges can be detailed as follows:

	<u>2022</u>	<u>2021</u>
Depreciation of property, plant and equipment - owned	600	543
Depreciation of property, plant and equipment - leased	64	62
Amortization of product development assets	574	504
Amortization of other intangible assets	644	674
Impairment intangible assets	6	83
Other	(1)	5
	<u>1,887</u>	<u>1,871</u>

Depreciation of property, plant and equipment is primarily included in *Cost of revenue*. Amortization of intangible assets is primarily reported under *Research and development expenses*.

Impairments

During the year, impairment events for intangible assets resulted in a total impairment charge of \$6 million, which is included under *Research and development expenses* (2021: \$83 million) – see also Note 14 *Intangible assets*.

Research and development expenses

The 2022 research and development expenses, excluding amortization of acquisition related intangible assets, amounted to \$1,696 million (2021: \$1,488 million).

6. Restructuring

At each reporting date, we evaluate our restructuring liabilities, which consist primarily of termination benefits, to ensure that our accruals are still appropriate. During 2022 and 2021 there were no new significant restructuring programs.

The 2022 changes in the provision and accrued liabilities for restructuring are as follows:

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\$ in millions	Balance January 1, 2022	Additions	Utilized	Released	Other changes	Balance December 31, 2022
Restructuring Liabilities	29	9	(11)	(7)	—	20

The total restructuring liability as of December 31, 2022 of \$20 million is classified in the balance sheet under short-term provisions for \$19 million and long-term provisions for \$1 million. The utilization of the restructuring liabilities mainly reflects the execution of ongoing restructuring programs the Company initiated in earlier years.

The following table presents the changes in the provision and accrued liabilities for restructuring in 2021:

\$ in millions	Balance January 1, 2021	Additions	Utilized	Released	Other changes	Balance December 31, 2021
Restructuring Liabilities	32	35	(37)	—	(1)	29

The total restructuring liability as of December 31, 2021 of \$29 million is classified in the balance sheet under short-term provisions for \$17 million and long-term provisions for \$12 million. The utilization of the restructuring liabilities mainly reflects the execution of ongoing restructuring programs the Company initiated in earlier years.

The components of restructuring charges less releases recorded in the liabilities in 2022 and 2021 are as follows:

	2022	2021
Personnel lay-off costs	6	35
Other exit costs	1	—
Release of provisions/accruals	(7)	—
Net restructuring charges	—	35

The restructuring charges less releases recorded in operating income are included in the following line items in the consolidated statement of operations:

	2022	2021
Cost of revenue	(3)	—
Selling, general and administrative expenses	3	21
Research and development expenses	—	14
Net restructuring charges	—	35

7. Financial income (expense)

	2022	2021
Interest income	61	4
Interest expense	(435)	(374)
Total interest expense, net	(374)	(370)
Foreign exchange rate results	(17)	6
Net gain (loss) on extinguishment of debt	(18)	(22)
Miscellaneous financing income (expense) and other	(21)	(13)
Total other financial income and expense	(56)	(29)
Total	(430)	(399)

Financial income (expense) was an expense of \$430 million in 2022, compared to an expense of \$399 million in 2021. The change in financial income (expense) is primarily attributable to an increase in interest expense of \$61 million as a result of (re-)financing activities, foreign exchange results, which resulted in a loss of \$17 million in 2022 versus a profit of \$6 million in 2021, and a change in miscellaneous financial income/expense of \$8 million, mainly driven by an increase of \$5 million interest expense on corporate income tax in 2022, versus nil in 2021. This was partially offset by higher interest income of \$57 million as a result of higher interest rates, and lower debt extinguishment costs in 2022 versus 2021 of \$4 million.

The 2022 Foreign exchange rate results include a currency hedging loss of \$83 million (2021: \$63 million loss).

Note 21 *Long-term debt* contains detailed information on our outstanding debt and related interest rates.

8. Income taxes

The tax expense on the income before income taxes recognized in the consolidated statement of operations amounted to \$643 million (2021: \$403 million). The components of income tax (expense) benefit are as follows:

	2022	2021
Current taxes		
Netherlands:	(285)	(106)
Foreign:	(487)	(215)
	(772)	(321)
Deferred taxes		
Netherlands:	(42)	(30)
Foreign:	171	(52)
	129	(82)
Income tax (expense) benefit	(643)	(403)

The Company's operations are subject to income taxes in various jurisdictions. Excluding certain tax incentives, the statutory income tax rates vary from 9% to 34%.

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The current tax expense consists of the following items:

	2022	2021
Current year	(769)	(364)
Adjustments for prior years	(3)	43
	(772)	(321)

The deferred tax (expense) benefit of 2022 and 2021 recognized in the statement of operations consists of the following items:

	2022	2021
Origination and reversal of temporary differences	116	(74)
Changes in recognition of deferred tax assets	5	1
Tax rate and law change	(1)	(6)
Prior year adjustments and other	9	(3)
	129	(82)

The tax expense relating to continued and discontinued operations is as follows:

	2022	2021
Income tax (expense) benefit from continuing operations	(643)	(403)
Income tax (expense) benefit from discontinued operations	—	—

The reconciliation of the statutory income tax rate in the Netherlands with the effective income tax rate can be summarized as follows:

	2022		2021	
	million	%	million	%
Income before taxes	3,812		2,610	
Income tax expense (benefit)	643		403	
Income after tax	3,169		2,207	
Statutory income tax in the Netherlands	983	25.8 %	652	25.0 %
Rate differential local statutory rates versus statutory rate of the Netherlands	(94)	(2.5)%	(46)	(1.8)%
Loss carry forwards for which deferred tax assets were not recognized in the year of loss	—	0.0 %	5	0.2 %
Changes in estimates of prior years' income taxes	(1)	0.0 %	(48)	(1.8)%
Non-taxable income	1	0.0 %	—	0.0 %
Non-tax-deductible expenses	59	1.5 %	54	2.1 %
Other taxes and tax rate and legislation changes	—	0.0 %	6	0.2 %
Other permanent differences	70	1.8 %	10	0.4 %
Withholding and other taxes	8	0.2 %	(8)	(0.3)%
Unrecognized Tax benefits	9	0.2 %	20	0.8 %
Tax incentives and other	(392)	(10.3)%	(242)	(9.3)%
Effective tax rate	643	16.9 %	403	15.4 %

We recorded an income tax expense of \$643 million in 2022, which reflects an effective tax rate of 16.9% compared to an income tax expense of \$403 million in 2021, which reflects an effective tax rate of 15.4%. The effective tax rate reflects the impact of tax incentives, a portion of our earnings being taxed in foreign jurisdictions at rates different than the Netherlands statutory tax rate, changes in estimates of prior years' income taxes, non-deductible expenses and withholding taxes. The impact of these items results in offsetting factors that attribute to the change in the effective tax rate between the two periods, with the significant drivers outlined below:

- The Company benefits from certain tax incentives, which reduce the effective tax rate. The dollar amount of the incentive in any given year is commensurate with the taxable income in that same period. For 2022, the foreign tax and Netherlands tax incentives were higher than 2021 by \$150 million, mainly due to the fact that NXP benefited from higher qualifying income and also taking into account the effect of specific U.S. tax law that became effective as from 2022.
- The movement in the withholding taxes in 2022 as compared to 2021 is mainly due to considering more undistributed earnings as indefinitely reinvested in 2021, resulting in a 2021 tax benefit of \$17 million.
- The other 2022 differences mainly relate to lower excess tax benefits, unfavorable FX-effects and higher taxes due on Global Intangible Low-Taxed Income (GILTI) inclusions in U.S. compared to the same period in 2021. GILTI is recognized as a current period expense when incurred.

The Company benefits from income tax holidays in certain jurisdictions which provide that we pay reduced income taxes in those jurisdictions for a fixed period of time that varies depending on the jurisdiction. The predominant income tax holiday is expected to expire at the end of 2026.

The liability for uncertain tax positions excluding interest and penalties as per December 31, 2022 amounted to \$173 million (2021: \$176 million) - see also note 24 *Other non-current liabilities*.

Deferred tax assets and liabilities

Deferred tax assets and liabilities for 2022 and 2021 relate to the following balance sheet captions:

	Balance January 1, 2022	Recognized in income	Acquisitions/ disposals	Other¹⁾	Balance December 31, 2022
Intangible assets ¹⁾	(751)	246	(6)	3	(508)
Property, plant and equipment	(60)	(21)		(1)	(82)
Inventories	16	14			30
Receivables	89	45		(8)	126
Other assets	(6)	5		1	—
Post-employment benefits	104	(1)		(52)	51
Provisions:					
– Restructuring	4	(1)			3
– Disallowed interest and tax incentive carryforwards	19	23		(1)	41
– Other	3	(12)			(9)
Other liabilities	204	(35)			169
Share-based payments	41	1		(16)	26
Undistributed earnings subsidiaries	(38)	3		2	(33)
Tax loss carry forward (including tax credit carry forwards)	157	(138)	2	113	134
Net deferred tax assets (liabilities)	(218)	129	(4)	41	(52)

1) The decrease in deferred tax liability in 2022 is due to the effect of a specific U.S. tax law that became effective as from 2022.

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	Balance January 1, 2021	Recognized in income	Acquisitions/ disposals	Other ¹⁾	Balance December 31, 2021
Intangible assets	(799)	48	(2)	2	(751)
Property, plant and equipment	(62)	1		1	(60)
Inventories	23	(7)			16
Receivables	55	39		(5)	89
Other assets	(7)	(2)		3	(6)
Post-employment benefits	121	(1)		(16)	104
Provisions:					
– Restructuring	5	(1)			4
– Disallowed interest and tax incentive carryforwards	69	(50)			19
– Other ¹⁾	4	(1)			3
Other liabilities	162	42			204
Share-based payments	42	(5)		4	41
Undistributed earnings subsidiaries	(54)	16			(38)
Tax loss carry forward (including tax credit carry forwards)	328	(161)		(10)	157
Net deferred tax assets (liabilities)	(113)	(82)	(2)	(21)	(218)

1) Other includes the effect of currency translation differences and the deferred taxes recorded directly in equity.

The gross amounts of deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities		Net	
	2022	2021	2022	2021	2022	2021
Intangible assets			(508)	(751)	(508)	(751)
Property, plant and equipment			(82)	(60)	(82)	(60)
Inventories	30	16			30	16
Receivables	126	89			126	89
Other assets				(6)	—	(6)
Post-employment benefits	51	104			51	104
Provisions:						
– Restructuring	3	4			3	4
– Accrued interest	41	19			41	19
– Other		3	(9)		(9)	3
Other liabilities	169	204			169	204
Share-based payments	26	41			26	41
Undistributed earnings subsidiaries			(33)	(38)	(33)	(38)
Tax loss carry forward (including tax credit carry forwards)	134	157			134	157
Deferred taxes	580	637	(632)	(855)	(52)	(218)
Offsetting between assets and liabilities	(266)	(340)	266	340		
Net deferred taxes recognized	314	297	(366)	(515)	(52)	(218)

The Company has significant deferred tax assets resulting from net operating loss carryforwards, tax credit carryforwards and deductible temporary differences that may reduce taxable income in future periods. The realization of our deferred tax assets depends on our ability to generate sufficient taxable income within the

carryback or carryforward periods provided for in the tax law for each applicable tax jurisdiction. The following possible sources of taxable income have been considered when assessing the realization of our deferred tax assets:

- Future reversals of existing taxable temporary differences;
- Future taxable income exclusive of reversing temporary differences and carryforwards;
- Taxable income in prior carryback years; and
- Tax-planning strategies.

In assessing the Company's ability to realize deferred tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will not be realized. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax strategies in making this assessment. In order to fully realize the deferred tax asset, the Company will need to generate future taxable income in the countries where the net operating losses were incurred (mainly Germany and USA). Based upon the level of historical taxable income and projections for future taxable income over the periods in which the deferred tax assets are deductible, management believes it is probable that the Company will realize all aforementioned benefits.

At December 31, 2022 the amounts of deductible temporary differences, unused tax losses and tax credits for which no deferred tax asset is recognized are as follows:

	2022	2021
Deductible temporary differences	4	4
Tax losses	53	100
Tax credits	172	175

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Group can utilize the benefits there from.

The unused tax losses for which no deferred tax asset is recognized expire as follows:

Total	2023	2024	2025	2026	2027	2028-2032	later	unlimited
53	1	2	7	1	4	2	2	34

The unused tax credits for which no deferred tax asset is recognized expire as follows:

Total	2023	2024	2025	2026	2027	2028-2032	later	unlimited
172	6	7	12	17	5	34	43	48

The net income tax payable as of December 31, 2022 amounted to \$433 million (2021: payable \$111 million). It includes amounts directly payable to or receivable from tax authorities, the effect of unrecognized tax benefits on income taxes payable to tax authorities and non-current income tax receivable - see also Note 24 *Other non-current liabilities*.

The Company does not reinvest the majority of the undistributed earnings of its subsidiaries for the foreseeable future. Consequently, the Company has recognized a deferred tax liability of \$33 million at December 31, 2022 (2021: \$38 million) for the additional income taxes and withholding taxes payable upon the future remittances of these earnings of foreign subsidiaries. The Company considers \$484 million of the undistributed earnings reinvested for the foreseeable future although the timing of the reversal can be controlled. Upon repatriation of those earnings the Company would be subject to tax of \$44 million which is not recognized as deferred tax liability at December 31, 2022.

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The Company files income tax returns in the Netherlands, the U.S.A. and in various other foreign jurisdictions. Tax filings of our subsidiaries are routinely audited in the normal course of business by tax authorities around the world. Tax years that remain subject to examination by major tax jurisdictions: the Netherlands (2018-2021), Germany (2017-2021), USA (2005-2021), China (2012-2021), Taiwan (2017-2021), Thailand (2017-2021), Malaysia (2015-2021) and India (2004, 2006-2021).

9. Equity-accounted investees

The carrying value of equity-accounted investees as of December 31, can be summarized as follows:

	2022		2021	
	Shareholding %	Amount	Shareholding %	Amount
SMART Growth Fund, L.P. ¹⁾	8.41 %	38	8.41	31
Others	—	33	—	44
		71		75

¹⁾ Previously named “Wise Road Industry Investment Fund I, L.P.”

Results related to equity-accounted investees for each reporting period are as follows:

	2022	2021
Share of result of equity-accounted investees	4	(1)
Other results	(5)	(1)
	(1)	(2)

The changes in the carrying value of equity-accounted investees are as follows:

	2022	2021
Balance as of January 1,	75	61
Changes:		
Investments	6	11
Transfers	(6)	5
Share in income (loss)	4	(2)
Impairment and other	(8)	—
Balance as of December 31,	71	75

10. Subsidiaries and non-controlling interests

NXP Semiconductors N.V.'s material wholly owned (unless indicated differently) subsidiaries as of December 31, 2022:

Country of incorporation	Legal entity name
Austria	NXP Semiconductors Austria GmbH
Austria	NXP Semiconductors Austria GmbH & Co KG
Belgium	NXP Semiconductors Belgium N.V.
Brazil	NXP Semicondutores Brasil Ltda.
Canada	NXP Canada Inc.
China	NXP (China) Management Ltd
China	NXP (Chongqing) Semiconductors Co. Ltd.
China	NXP Qiangxin (Tianjin) IC Design Co. Ltd. (51.0%)
China	NXP Semiconductors (Shanghai) Co., Ltd.
China	NXP Semiconductors (Tianjin) Ltd.
Czech Republic	NXP Semiconductors Czech Republic s.r.o
Denmark	NXP Semiconductors Denmark ApS
France	NXP Semiconductors France SAS
Germany	Catena Germany GmbH
Germany	NXP Semiconductors Germany GmbH
Germany	SMST Unterstützungskasse GmbH
Hong Kong	NXP Semiconductors Asia Hong Kong Limited
Hungary	NXP Semiconductors Hungary Ltd.
India	Intoto Software India Private Limited
India	NXP India Pvt. Ltd.
Israel	Freescale Semiconductor Israel Limited
Israel	NXP Israel Ltd.
Israel	NXP Semiconductors Israel Limited
Japan	NXP Japan Ltd
Korea	NXP Semiconductors Korea Ltd.
Malaysia	NXP Malaysia Sdn. Bhd
Mexico	NXP Semiconductors Mexico, S. de R.L. de C.V.
Netherlands	NXP B.V.
Netherlands	NXP Semiconductors Netherlands B.V.
Philippines	NXP Philippines Inc.
Romania	NXP Semiconductors Romania SRL
Russia	NXP Semiconductors Moscow LLC
Singapore	NXP Semiconductors Singapore Pte. Ltd.
Singapore	Systems on Silicon Manufacturing Company Pte Ltd (61.2%)
Sweden	NXP Semiconductors Nordic AB
Switzerland	Freescale Semiconductor EME&A SA
Taiwan	NXP Semiconductors Taiwan Ltd
Thailand	NXP Manufacturing (Thailand) Ltd.
Thailand	NXP Semiconductors (Thailand) Ltd
Turkey	NXP Semiconductors Elektronik Ticaret A.S.
United Kingdom	NXP Laboratories UK Limited
US	Freescale Semiconductor Holding Limited Liability Company
US	Freescale Semiconductor Holdings V, Inc.
US	Intoto LLC
US	NXP Funding LLC
US	NXP USA, Inc.
US	OmniPhy Inc.
Vietnam	NXP Semiconductors Vietnam Co., Ltd.

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The consolidated financial statements include the financial statements of our 61.2% owned subsidiary *Systems on Silicon Manufacturing Company Pte. Ltd.* (“SSMC”); incorporated in Singapore.

The financial information for SSMC, prepared in accordance with IFRS, including fair value adjustments on acquisition and before inter-company eliminations, can be summarized as follows:

	2022	2021
Revenue	517	457
Net income	118	91
Net income attributable to NCI	46	35
Other comprehensive income	—	—
Total comprehensive income	118	91
Total comprehensive income attributable to NCI	46	35
Non-current assets	509	431
Current assets	406	355
	915	786
Non-current liabilities	(36)	(39)
Current liabilities	(113)	(100)
	(149)	(139)
Net assets	766	647
Net assets attributable to NCI	289	243
Cash flows from operating activities	174	175
Cash flows from investing activities	(153)	(151)
Cash flows from financing activities	(2)	(2)
Net increase in cash and cash equivalents	19	22
Dividends paid to NCI during the year ¹⁾	—	—

1) Included in cash flows from financing activities.

The share of non-controlling interests in the results of the Company amounted to a profit of \$46 million in 2022 which relates predominantly to SSMC (2021: profit of \$35 million which relates predominantly to SSMC). As of December 31, 2022, non-controlling interests in equity totaled \$295 million of which \$289 million relates to SSMC (2021: \$246 million of which \$243 million relates to SSMC).

At December 31, 2022 the Company had the following branches:

- NXP (China) Management Ltd., various branches in China
- NXP Semiconductors (Shanghai) Co., Ltd., various branches in China
- NXP Semiconductors (Tianjin) Ltd., Beijing branch
- NXP Semiconductors Hungary Ltd., Swiss branch
- NXP Semiconductors Netherlands B.V., Finland branch
- NXP Semiconductors Netherlands B.V., Italy branch
- NXP Semiconductors Netherlands B.V., Spain branch
- NXP Semiconductors Singapore Pte. Ltd., Australia branch

11. Earnings per share

	2022	2021
Net income	3,168	2,205
Less: Net income attributable to non-controlling interests	46	35
Income attributable to shareholders of NXP	3,122	2,170
Weighted average number of shares outstanding (in thousands)	261,879	270,687
Plus incremental shares from assumed conversion of:		
Options ¹⁾	274	382
Restrictive Share Units, Performance Share Units and Equity Rights ²⁾	2,661	4,711
Dilutive potential common shares	2,935	5,093
Adjusted weighted average number of shares outstanding during the year (in thousands)	264,814	275,780
<i>EPS attributable to shareholders of NXP in \$:</i>		
Basic net income	11.92	8.02
Diluted net income ¹⁾	11.79	7.87

- 1) No stock options to purchase shares of NXP's common stock that were outstanding in 2022 (2021: nil;) were anti-dilutive and were not included in the computation of diluted EPS because the exercise price was greater than the average fair market value of the common stock or the number of shares assumed to be repurchased using the proceeds of unrecognized compensation expense and exercise prices was greater than the weighted average number of shares underlying outstanding stock options.
- 2) Unvested RSU's, PSU's and equity rights up to 0.2 million shares that were outstanding in 2022 (2021: 0.1 million shares) were anti-dilutive and were not included in the computation of diluted EPS because the number of shares assumed to be repurchased using the proceeds of unrecognized compensation expense was greater than the weighted average number of outstanding unvested RSU's, PSU's and equity rights or the performance goal has not been met.

12. Property, plant and equipment

Property, plant and equipment comprises owned and leased assets as follows:

	December 31,	
	2022	2021
Property, plant and equipment owned	3,042	2,568
Property, plant and equipment leased (right-of-use assets)	312	290
Total :	3,354	2,858

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The changes in owned property, plant and equipment in 2022 and 2021 can be summarized as follows:

	Total	Land and buildings	Machinery and installations	Other equipment	Prepayments and construction in progress
Balance as of January 1, 2022:					
Cost	7,229	1,576	4,427	803	423
Accumulated depreciation and impairments	(4,661)	(969)	(3,189)	(503)	—
Book value	2,568	607	1,238	300	423
Changes in book value:					
Capital expenditures	1,084	—	—	—	1,084
Transfer assets put into use	—	98	622	123	(843)
Depreciation	(600)	(60)	(448)	(92)	—
Movements in exchange rates & other	(10)	(2)	(2)	(6)	—
Total changes	474	36	172	25	241
Balance as of December 31, 2022:					
Cost	8,238	1,666	5,013	895	664
Accumulated depreciation and impairments	(5,196)	(1,023)	(3,603)	(570)	—
Book value	3,042	643	1,410	325	664

	Total	Land and buildings	Machinery and installations	Other equipment	Prepayments and construction in progress
Balance as of January 1, 2021:					
Cost	6,439	1,537	3,941	752	209
Accumulated depreciation and impairments	(4,225)	(893)	(2,883)	(449)	—
Book value	2,214	644	1,058	303	209
Changes in book value:					
Capital expenditures	948	—	—	—	948
Transfer assets put into use	—	52	551	130	(733)
Depreciation	(543)	(84)	(369)	(90)	—
Movements in exchange rates & other*	(49)	(4)	(1)	(44)	—
Total changes	356	(36)	181	(4)	215
Balance as of December 31, 2021:					
Cost	7,229	1,576	4,427	803	423
Accumulated depreciation and impairments	(4,661)	(969)	(3,189)	(503)	—
Book value	2,568	607	1,238	300	423

* *Movements in exchange rates & other* includes a transfer of \$38 million from Other equipment to Lease receivables, which is presented under Other financial assets in Note 15 - *Financial assets*.

The useful lives of property, plant and equipment as of December 31, 2022 are as follows:

	Useful Life (in years)
Buildings	9 to 50
Machinery and installations	2 to 10
Other Equipment	1 to 5

Property, plant and equipment leased

Right-of-use assets relate to buildings (corporate offices, research and development and manufacturing facilities), land, machinery and installations and other equipment (vehicles and certain office equipment). These leases, except land leases, have remaining lease terms of 1 to 12 years (land leases 25 to 67 years), some of which may include options to extend the leases for up to 6 years, and some of which may include options to terminate the leases within 1 year.

The changes in property, plant and equipment leased by the Company (right-of-use assets) were as follows :

	Total	Land and buildings	Machinery and installations	Other equipment
Balance as of January 1, 2022:				
Cost	460	320	129	11
Accumulated depreciation and impairments	(170)	(126)	(44)	—
Book value	290	194	85	11
Changes in book value:				
Additions	97	95	2	—
Depreciation	(64)	(46)	(15)	(3)
Effect of movements in exchange rates and other	(11)	(9)	(2)	—
Total changes	22	40	(15)	(3)
December 31, 2022				
Cost	530	393	126	11
Accumulated depreciation and impairments	(218)	(159)	(56)	(3)
Book value	312	234	70	8

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	Total	Land and buildings	Machinery and installations	Other equipment
Balance as of January 1, 2021:				
Cost	460	308	91	10
Accumulated depreciation and impairments	(170)	(88)	(31)	—
Book value	290	194	85	11
Changes in book value:				
Additions	65	24	39	2
Depreciation	(62)	(47)	(15)	—
Effect of movements in exchange rates and other	(3)	(3)	1	(1)
Total changes	—	(26)	25	1
Balance as of December 31, 2021:				
Cost	460	320	129	11
Accumulated depreciation and impairments	(170)	(126)	(44)	—
Book value	290	194	85	11

Information on the related lease liabilities is reported in Note 24 *Other non-current liabilities*.

13. Goodwill

The changes in goodwill during 2022 and 2021 were as follows:

	<u>2022</u>	<u>2021</u>
Balance as of January 1,		
Cost	10,234	10,257
Accumulated impairment	<u>(236)</u>	<u>(236)</u>
Book value	9,998	10,021
Changes in book value:		
Acquisitions	8	6
Effect of movements in exchange rates	<u>(26)</u>	<u>(29)</u>
Total changes	(18)	(23)
Balance as of December 31,		
Cost	10,216	10,234
Accumulated impairment	<u>(236)</u>	<u>(236)</u>
Book value	9,980	9,998

At December 31, 2022 the goodwill mainly relates to the acquisition of Freescale in 2015 (\$7,503 million) and the 2019 Marvell acquisition (\$1,149 million).

No goodwill impairment was identified in 2022 or 2021 and the recoverable amounts substantially exceeded the carrying amount of the cash generating unit.

Based on analysis of the 2022 events and circumstances, NXP assessed at the end of 2022 that the likelihood that the recoverable amount determination would be less than the current carrying amount of the cash-generating unit was remote. As the assets and liabilities making up the cash-generating unit have not changed significantly since the most recent recoverable amount calculations in 2019, and those calculations resulted in an amount that exceeded the carrying amount of the unit by a substantial margin, these calculations were used in the 2022 goodwill impairment testing.

The key assumptions used in the 2019 calculation included: a) cash flows based on financial projections for periods ranging from 2019 through 2024 and which were extrapolated until 2029 based on a 3% growth rate, (b) terminal values based on terminal growth rates of 3.0% and (c) a pre-tax discount rate of 10.0%.

The determination of the recoverable amount of the cash-generating unit requires us to make significant judgments and estimates, including projections of future cash flows from the business. We base our estimates on assumptions we believe to be reasonable; based on past experience or, if appropriate, consistent with external sources of information, but they are unpredictable and inherently uncertain.

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14. Intangible assets

The changes in intangible assets during 2022 and 2021 can be summarized as follows:

	Total	Other intangible assets	Product development assets	Product development assets
			<i>In use</i>	<i>Under development</i>
Balance as of January 1, 2022:				
Cost	9,074	4,715	3,000	1,359
Accumulated amortization and impairments	(4,233)	(3,021)	(1,212)	—
Book value	4,841	1,694	1,788	1,359
Changes in book value:				
Additions from internal development	1,043	—	—	1,043
Transfer assets put in use	—	—	743	(743)
Additions from separate acquisitions	264	264	—	—
Amortization	(1,218)	(644)	(574)	—
Impairment	(6)	(1)	—	(5)
Movements in exchange rates and other	(3)	(2)	(1)	—
Total changes	80	(383)	168	295
Balance as of December 31, 2022:				
Cost	8,212	3,194	3,364	1,654
Accumulated amortization and impairments	(3,290)	(1,883)	(1,407)	—
Book value	4,922	1,311	1,957	1,654

	Total	Other intangible assets	Product development assets	Product development assets
			<i>In use</i>	<i>Under development</i>
Balance as of January 1, 2021:				
Cost	12,801	9,249	2,196	1,356
Accumulated amortization and impairments	(7,877)	(7,007)	(870)	—
Book value	4,924	2,242	1,326	1,356
Changes in book value:				
Additions from internal development	1,016	—	—	1,016
Transfer assets put in use	—	—	966	(966)
Additions from separate acquisitions	162	162	—	—
Amortization	(1,178)	(674)	(504)	—
Impairment	(83)	(37)	—	(46)
Movements in exchange rates and other	(1)	(1)	—	—
Total changes	(83)	(548)	462	3
Balance as of December 31, 2021:				
Cost	9,074	4,715	3,000	1,359
Accumulated amortization and impairments	(4,233)	(3,021)	(1,212)	—
Book value	4,841	1,694	1,788	1,359

Intangible assets as of December 31 consist of:

	2022		2021	
	Gross	Accumulated amortization	Gross	Accumulated amortization
IPR&D	70	—	96	—
Marketing-related	—	—	81	(81)
Customer-related	788	(308)	852	(325)
Technology-based	7,354	(2,982)	8,045	(3,827)
	8,212	(3,290)	9,074	(4,233)

Amortization expenses are primarily presented under *Research and development expenses* in the statement of operations.

During 2022 there were impairments totaling \$6 million (2021: \$83 million). For 2021, this includes charges to *Other Intangible Assets* primarily due to a \$36 million impairment on IPR&D acquired as part of the 2019 Marvell acquisition, as well as charges to *Product Development Assets*. These charges are typically triggered by our annual fundamental review of our business portfolio and our related new product and technology development opportunities; accordingly triggering changes in the allocation of our research and development resources.

The useful lives of other intangible assets and the internally generated product development assets ranges respectively from 1 to 13 years and 5 to 6 years as of December 31, 2022.

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15. Financial and other non-current assets

Financial assets

Financial assets consist of the following :

	2022	2021
Marketable equity investments at fair value through profit or loss	9	18
Non-marketable equity investments at fair value through profit or loss	18	19
Long-term deposits	118	22
Other financial assets	76	80
	221	139

The increase in long-term deposits relates primarily to prepayments to secure long-term production supply with multiple vendors. Other financial assets include lease receivables and insurance reimbursement, see also Note 28 *Contingencies - litigation*.

Other non-current assets

Other non-current assets consist of the following :

	2022	2021
Prepaid expenses and accrued income	567	378
Government grants to collect	54	60
Non-current income tax receivable	4	7
Other	57	20
	683	465

The increase in prepaid expenses and accrued income is primarily related to prepayments to secure long-term production supply with multiple vendors. *Other* includes \$14 million pension plan assets, see also Note 23 *Post-employment benefits*.

16. Inventories

Inventories are summarized as follows:

	2022	2021
Raw materials	151	107
Work in process	1,308	846
Finished goods	323	236
	1,782	1,189

The amounts recorded above are net of an allowance for obsolescence of \$125 million as of December 31, 2022 (2021 : \$120 million).

The portion of finished goods stored at customer locations under consignment amounted to \$8 million as of December 31, 2022 (2021: \$12 million).

The changes in the allowance for obsolescence inventories are as follows:

	2022	2021
Balance as of January 1,	120	122
Additions charged to income	42	22
Deductions from allowance	(37)	(23)
Currency and other movements	—	(1)
Balance as of December 31,	125	120

17. Other current assets

Other current assets consist of the following :

	2022	2021
Prepaid expenses and accrued income	132	101
Government grants to collect	57	52
Contract assets	39	39
Other current assets	32	32
	260	224

18. Trade and other receivables

Receivables can be summarized as follows:

	2022	2021
Accounts receivable from third parties	961	925
Less: allowance for credit losses	(1)	(2)
Other receivables	64	42
	1,024	965

The aging of accounts receivable from third parties that were not impaired at the reporting date was as follows:

	2022	2021
Not past due	953	917
1-15 days past due	7	6
more than 16 days past due	—	—
	960	923

The following table presents accounts receivable, disaggregated by sales channel:

	2022	2021
Distributors	10	171
Original Equipment Manufacturers and Electronic Manufacturing Services	926	722
Other	24	30
	960	923

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19. Cash and cash equivalents

At December 31, 2022 and December 31, 2021, our cash balance was \$3,845 million and \$2,830 million, respectively, of which \$227 million and \$208 million was held by SSMC, our consolidated joint venture company with TSMC. Under the terms of our joint venture agreement with TSMC, a portion of this cash can be distributed by way of a dividend to us, but 38.8% of the dividend will be paid to our joint venture partner. During 2022 and 2021, no dividend was paid by SSMC.

20. Shareholders' equity

The share capital of the Company as of December 31, 2022 consists of 1,076,257,500 authorized shares, including 430,503,000 authorized shares of common stock, and 645,754,500 authorized but unissued shares of preferred stock.

For repurchases of shares in 2021 and 2022, the board of directors of NXP ("the Board") made use of the authorizations renewed by the annual general meeting of shareholders on June 17, 2019, May 27, 2020, May 26, 2021 and June 1, 2022, respectively. The Board has approved the purchase of shares from participants in NXP's equity programs to satisfy participants' tax withholding obligations and this authorization will remain in effect until terminated by the Board. In November 2019, the Board approved the repurchase of shares up to a maximum of \$2 billion (the "2019 Share Repurchase Program"). In March 2021, the Board approved the repurchase of shares up to a maximum of \$2 billion (the "2021 Share Repurchase Program"), and in August 2021, the Board increased the 2021 Share Repurchase Program authorization by \$2 billion, for a total of \$4 billion approved for the repurchase of shares under the 2021 Share Repurchase Program. In January 2022, the Board approved the repurchase of shares up to a maximum of \$2 billion (the "2022 Share Repurchase Program").

During the fiscal year-ended December 31, 2022, NXP repurchased 8.3 million shares, for a total of approximately \$1.4 billion, and during the year-ended December 31, 2021, NXP repurchased 20.6 million shares, for a total of approximately \$4 billion. As approved by the board of directors, on December 15, 2020, NXP cancelled some 26 million shares and on November 30, 2021, NXP cancelled 15 million shares. As a result, the number of issued NXP shares as per December 31, 2021 is 274,519,638 shares and as per December 31, 2022, the Company has issued and paid up 274,519,638 shares of common stock each having a par value of €0.20 or a nominal stock capital of €55 million (2021: €55 million).

Cash dividends

The following dividends were declared in 2022 and 2021 under NXP's quarterly dividend program which was introduced as of the third quarter of 2018:

	2022	2021
Dividends declared (in millions)	885	606
Dividends declared (per share)	3.38	2.25

Share-based awards

The Company has granted share-based awards to the members of our board of directors, management team, our other executives, selected other key employees/talents of NXP and selected new hires to receive the Company's shares in the future (see also Note 30 *Share-based compensation*).

Treasury shares

From time to time, last on June 1, 2022, the General Meeting of Shareholders authorizes the Board of Directors to repurchase shares of our common stock. On that basis, the Board of Directors has approved various share repurchase programs. In accordance with the Company's policy to provide share-based awards from its treasury share inventory, shares which have been repurchased and are held in treasury for delivery upon exercise of options and under restricted and performance share programs, are accounted for as a reduction of shareholders' equity. Treasury shares are recorded at cost, representing the market price on the acquisition date. When issued, shares are removed from treasury shares on a first-in, first-out (FIFO) basis.

Differences between the cost and the proceeds received when treasury shares are reissued, are recorded in capital in excess of par value. Deficiencies in excess of net gains arising from previous treasury share issuances are charged to retained earnings.

The following treasury share transactions took place in 2022 and 2021:

	2022	2021
Total shares in treasury at beginning of year	9,569,359	9,044,952
Total cost	1,932	1,037
Shares acquired under repurchase program	8,330,021	20,628,901
Average price in \$ per share	171.59	194.63
Amount paid	1,429	4,015
Shares delivered	2,843,148	5,104,494
Average price in \$ per share	197.83	102.88
Amount received	59	62
Shares retired	—	15,000,000
Total shares in treasury at end of year	15,056,232	9,569,359
Total cost	2,799	1,932

Shareholder tax on repurchased shares

Under Dutch tax law, the repurchase of a company's shares by an entity in the Netherlands is a taxable event (unless exemptions apply). The tax on the repurchased shares is attributed to the shareholders, with NXP making the payment on the shareholders' behalf. As such, the tax on the repurchased shares is accounted for within shareholders' equity.

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21. Long-term debt

The following table summarizes the outstanding long-term debt as of December 31, 2022 and 2021:

	Maturities	2022		2021	
		Amount	Interest rate	Amount	Interest rate
Fixed-rate 4.625% senior unsecured notes	Jun, 2023	—	4.625	900	4.625
Fixed-rate 4.875% senior unsecured notes	Mar, 2024	1,000	4.875	1,000	4.875
Fixed-rate 2.7% senior unsecured notes	May, 2025	500	2.700	500	2.700
Fixed-rate 5.35% senior unsecured notes	Mar, 2026	500	5.350	500	5.350
Fixed-rate 3.875% senior unsecured notes	Jun, 2026	750	3.875	750	3.875
Fixed-rate 3.15% senior unsecured notes	May, 2027	500	3.150	500	3.150
Fixed-rate 4.40% senior unsecured notes	Jun, 2027	500	4.400	—	—
Fixed-rate 5.55% senior unsecured notes	Dec, 2028	500	5.550	500	5.550
Fixed-rate 4.3% senior unsecured notes	Jun, 2029	1,000	4.300	1,000	4.300
Fixed-rate 3.4% senior unsecured notes	May, 2030	1,000	3.400	1,000	3.400
Fixed-rate 2.5% senior unsecured notes	May, 2031	1,000	2.500	1,000	2.500
Fixed-rate 2.65% senior unsecured notes	Feb, 2032	1,000	2.650	1,000	2.650
Fixed-rate 5% senior unsecured notes	Jan, 2033	1,000	5.000	—	—
Fixed-rate 3.25% senior unsecured notes	May, 2041	1,000	3.250	1,000	3.250
Fixed-rate 3.125% senior unsecured notes	Feb, 2042	500	3.125	500	3.125
Fixed-rate 3.25% senior unsecured notes	Nov, 2051	500	3.250	500	3.250
Floating-rate revolving credit facility (RCF)	Aug, 2027	—	—	—	—
Total principal		11,250		10,650	
Unamortized discounts, premiums and debt issuance costs		(85)		(78)	
Total debt, including unamortized discounts, premiums, debt issuance costs and fair value adjustments		11,165		10,572	
Current portion of long-term debt		—		—	
Long-term debt		11,165		10,572	

	Range of interest rates	Average rate of interest	Principal amount outstanding 2022	Due in 2023	Due after 2023	Due after 2027	Average remaining term (in years)	Principal amount outstanding 2021
USD notes	2.5%-5.55%	3.8 %	11,250	—	11,250	7,500	8.68	10,650
Revolving Credit Facility (RCF) ¹⁾	— %	— %	—	—	—	—	—	—
Bank borrowings	— %	— %	—	—	—	—	—	—
			11,250	—	11,250	7,500	8.68	10,650

¹⁾ We do not have any borrowings under the \$2,500 million RCF as of December 31, 2022, nor under the \$1,500 million RCF of 2021.

(\$ in millions)	December 31, 2021	Accrual/re- lease Original Issuance/ Debt Discount and Debt Issuance	Debt Exchanges/ Repurchase/ New Borrowings	December 31, 2022
U.S. dollar-denominated 4.625% senior unsecured notes due June 2023 ⁽¹⁾	898	2	(900)	—
U.S. dollar-denominated 4.875% senior unsecured notes due March 2024 ⁽²⁾	997	1	—	998
U.S. dollar-denominated 2.7% senior unsecured notes due May 2025 ⁽³⁾	498	—	—	498
U.S. dollar-denominated 5.35% senior unsecured notes due March 2026 ⁽²⁾	498	—	—	498
U.S. dollar-denominated 3.875% senior unsecured notes due June 2026 ⁽⁴⁾	747	1	—	748
U.S. dollar-denominated 3.15% senior unsecured notes due May 2027 ⁽³⁾	497	1	—	498
U.S. dollar-denominated 4.4% senior unsecured notes due June 2027 ⁽⁷⁾	—	—	496	496
U.S. dollar-denominated 5.55% senior unsecured notes due December 2028 ⁽²⁾	497	—	—	497
U.S. dollar-denominated 4.3% senior unsecured notes due June 2029 ⁽⁴⁾	993	—	—	993
U.S. dollar-denominated 3.4% senior unsecured notes due May 2030 ⁽³⁾	993	1	—	994
U.S. dollar-denominated 2.5% senior unsecured notes due May 2031 ⁽⁵⁾	992	1	—	993
U.S. dollar-denominated 2.65% senior unsecured notes due Feb 2032 ⁽⁶⁾	992	—	—	992
U.S. dollar-denominated 5% senior unsecured notes due Jan 2033 ⁽⁷⁾	—	1	988	989
U.S. dollar-denominated 3.25% senior unsecured notes due May 2041 ⁽⁵⁾	987	1	—	988
U.S. dollar-denominated 3.125% senior unsecured notes due Feb 2042 ⁽⁶⁾	492	—	—	492
U.S. dollar-denominated 3.25% senior unsecured notes due Nov 2051 ⁽⁶⁾	491	—	—	491
	10,572	9	584	11,165
RCF Agreement ⁽⁸⁾	—	—	—	—
Total long-term debt	10,572	9	584	11,165

(1) On May 23, 2016, we issued \$900 million aggregate principal amount of 4.625% Senior Unsecured Notes due 2023. On May 27, 2022, the Notes were redeemed in full.

(2) On December 6, 2018, we issued \$1,000 million aggregate principal amount of 4.875% Senior Unsecured Notes due 2024, \$500 million aggregate principal amount of 5.35% Senior Unsecured Notes due 2026 and \$500 million aggregate principal amount of 5.55% Senior Unsecured Notes due 2028.

(3) On May 1, 2020, we issued \$500 million aggregate principal amount of 2.7% Senior Unsecured Notes due 2025, \$500 million aggregate principal amount of 3.15% Senior Unsecured Notes due 2027 and \$1 billion aggregate principal amount of 3.4% Senior Unsecured Notes due 2030.

(4) On June 18, 2019, we issued \$750 million of 3.875% Senior Unsecured Notes due 2026 and \$1 billion of 4.3% Senior Unsecured Notes due 2029.

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- (5) On May 11, 2021, we issued \$1,000 million aggregate principal amount of 2.5% Senior Unsecured Notes due 2031 and \$1,000 million aggregated principal amount of 3.25% Senior Unsecured Notes due 2041.
- (6) On November 30, 2021, we issued \$1,000 million aggregate principal amount of 2.65% Senior Unsecured Notes due 2032, \$500 million aggregate principal amount of 3.125% Senior Unsecured Notes due 2042 and \$500 million aggregated principal amount of 3.25% Senior Unsecured Notes due 2051.
- (7) On May 16, 2022, we issued \$500 million aggregate principal amount of 4.4% Senior Unsecured Notes due 2027 and \$1,000 million aggregate principal amount of 5% Senior Unsecured Notes due 2033.
- (8) On August 26, 2022, we entered into a \$2.5 billion unsecured revolving credit facility agreement.

As of December 31, 2022, the following principal amounts of long-term debt are due in the next 5 years:

2023	—
2024	1,000
2025	500
2026	1,250
2027	1,000
Due after 5 years	7,500
	<u>11,250</u>

As of December 31, 2022, the book value of our outstanding long-term debt was \$11,250 million, less debt issuance costs of \$52 million and original issuance/debt discount of \$33 million.

As of December 31, 2022, we had no aggregate principal amount of variable interest rate indebtedness under our loan agreements. The remaining tenor of unsecured debt is on average 8.7 years.

Accrued interest as of December 31, 2022 is \$99 million (December 31, 2021: \$57 million).

2022 Financing Activities

Revolving Credit Facility

On August 26, 2022, NXP B.V., together with NXP Funding LLC, amended and restated its revolving credit agreement entered into on June 11, 2019. The amended and restated revolving credit agreement provides for \$2.5 billion of senior unsecured revolving credit commitments and is scheduled to mature on August 26, 2027.

Exchange Offers

On April 14, 2022, we initiated a registered exchange offering of our outstanding Senior Unsecured Notes for new issues of substantially identical registered debt securities (the “Exchange Offers”). The Exchange Offers expired on May 16, 2022, at which time substantially all of the Notes were exchanged for registered senior unsecured notes.

Debt Issuance and redemption

On May 16, 2022, NXP B.V., together with NXP Funding LLC and NXP USA, Inc., issued \$500 million of 4.4% senior unsecured notes due June 1, 2027 and \$1 billion of 5.0% senior unsecured notes due January 15, 2033. On

May 27, 2022 we redeemed the \$900 million aggregate principal amount of outstanding dollar-denominated 4.625% Senior Unsecured Notes due 2023 in accordance with the terms of the indenture.

2021 Financing Activities

2032, 2042 and 2051 Senior Unsecured Notes

On November 30, 2021, NXP B.V., together with NXP USA Inc. and NXP Funding LLC, issued \$1 billion of 2.65% Senior Unsecured Notes due 2032, \$500 million of 3.125% Senior Unsecured Notes due 2042 and \$500 million of 3.25% Senior Unsecured Notes due 2051. The Company used a portion of the net proceeds of the offering of these notes to redeem the \$1 billion aggregate principal amount of outstanding 3.875% Senior Notes due 2022. The remaining net proceeds will be used for general corporate purposes, which may include capital expenditures or equity buyback transactions.

2031 and 2041 Senior Unsecured Notes

On May 11, 2021, NXP B.V., together with NXP USA Inc. and NXP Funding LLC, issued \$1 billion of 2.5% Senior Unsecured Notes due 2031 and \$1 billion of 3.25% Senior Unsecured Notes due 2041. The net proceeds of the 2.5% Senior Notes due 2031 ("2031 Notes") are being used to finance certain eligible green projects. Pending the allocation of an amount equal to the net proceeds of the 2031 Notes to finance these eligible green projects, the remaining net proceeds of the 2031 Notes, together with the net proceeds of the 3.25% Senior Notes due 2041, are temporarily being held as cash and other short-term securities or are being used for general corporate purposes, including capital expenditures, short-term debt repayment or equity buyback transactions.

Certain terms and Covenants of the notes

The Company is not required to make mandatory redemption payments or sinking fund payments with respect to the notes.

The indentures governing the notes contain covenants that, among other things, limit the Company's ability and that of restricted subsidiaries to incur additional indebtedness, create liens, pay dividends, redeem capital stock or make certain other restricted payments or investments; enter into agreements that restrict dividends from restricted subsidiaries; sell assets, including capital stock of restricted subsidiaries; engage in transactions with affiliates; and effect a consolidation or merger. The Company has been in compliance with any such indentures and financing covenants.

No portion of long-term and short-term debt as of December 31, 2022 and December 31, 2021 has been secured by collateral on substantially all of the Company's assets and of certain of its subsidiaries.

We are in compliance with all covenants under our debt agreements as of December 31, 2022.

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22. Provisions

Provisions can be summarized as follows:

	2022		2021	
	Long-term	Short-term	Long-term	Short-term
Restructuring	1	19	12	17
Environmental and other provisions	140	9	146	7
Total	141	28	158	24

Restructuring

The restructuring provision covers the following:

- benefits provided to former or inactive employees after employment but before retirement, including salary continuation, supplemental unemployment benefits and disability-related benefits;
- the Company's commitment to pay employees a lump sum upon the employee's dismissal or resignation. In the event that a former employee has passed away, in certain circumstances the Company pays a lump sum to the deceased employee's relatives.

Further details with regard to restructuring liabilities are disclosed in Note 6 *Restructuring*.

Environmental and other provisions

The environmental and other provisions as of December 31, 2022 include primarily provisions for environmental remediation costs of \$87 million (2021: \$87 million) as well as litigation costs totaling \$58 million (2021: \$56 million) – see also Note 28 *Contingencies*.

The changes in environmental and other provisions are as follows:

	2022	2021
Balance as of January 1,	153	126
Changes:		
Additions	8	47
Utilizations	(6)	(8)
Releases	(6)	(11)
Effect of movements in exchange rates and other	—	(1)
Balance as of December 31,	149	153

23. Post-employment benefits

Amounts recognized in the balance sheet with regard to post-employment benefits can be summarized as follows:

	2022		2021	
	Long-term	Short-term	Long-term	Short-term
1. Unfunded defined benefit pension plans	(202)	(9)	(282)	(8)
2. Unfunded other post-employment benefits	(3)	—	(3)	(1)
3. Accrued pension costs-underfunded plans	(138)	—	(217)	(1)
Post-employment benefits - liabilities :	(343)	(9)	(502)	(10)
4. Overfunded pension plans – assets*	14	—	—	—
Net balance :	(329)	(9)	(502)	(10)

* Included in prepaid pension costs as part of the other non-current assets see Note 15 *Other non-current assets*.

The sum of items 1, 3 and 4 represents our net defined benefit pension liability of \$335 million at December 31, 2022 (2021: \$508 million) for which a reconciliation from the opening balance to the closing balance is provided below.

Pensions

Our employees participate in employee pension plans in accordance with legal requirements, customs and the related matters in the respective countries. These are defined-benefit pension plans, defined-contribution plans and multi-employer plans.

The Company's employees in The Netherlands participate in a multi-employer plan, implemented for the employees of the Metal and Electrical Engineering Industry ("Bedrijfstakpensioenfonds Metalektro" or "PME") in accordance with the mandatory affiliation to PME effective for the industry in which NXP operates. As this affiliation is a legal requirement for the Metal and Electrical Engineering Industry it has no expiration date. This PME multi-employer plan (a career average plan) covers 1,460 companies and 608,000 participants. The plan monitors its risk on an aggregate basis, not by company or participant and can therefore not be accounted for as a defined benefit plan. The pension fund rules state that the only obligation for affiliated companies will be to pay the annual plan contributions. There is no obligation for affiliated companies to fund plan deficits. Affiliated companies are also not entitled to any possible surpluses in the pension fund.

Every participating company contributes the same fixed percentage of its total pension base, being pensionable salary minus an individual offset. The Company's pension cost for any period is the amount of contributions due for that period.

The contribution rate for the mandatory scheme will remain 27.98% in 2023; the same as in 2022.

PME multi-employer plan	2022	2021
NXP's contributions to the plan	33	37
(including employees' contributions)	6	5
Average number of NXP's active employees participating in the plan	2,197	2,075
NXP's contribution to the plan exceeded more than 5 percent of the total contribution (as of December 31 of the plan's year-end)	No	No

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The amounts included in the statement of operations for all post-employment pension plans are as follows:

	<u>2022</u>	<u>2021</u>
Defined benefit plans	23	21
Defined contribution plans excluding multi-employer plans	62	54
Multi-employer plans	27	32
	<u>112</u>	<u>107</u>

Defined benefit plans

The benefits provided by defined-benefit plans are based on employees' years of service and compensation levels. Contributions are made by the Company, as necessary, to provide assets sufficient to meet the benefits payable to defined-benefit pension plan participants.

These contributions are determined based upon various factors, including funded status, legal and tax considerations as well as local customs. The Company funds certain defined-benefit pension plans as claims are incurred.

The following table shows a reconciliation from the opening balance to the closing balance of our net defined benefit pension liability and its components.

	<i>Defined benefit obligation</i>		<i>Fair value of plan assets</i>		<i>Net defined benefit liability</i>	
	2022	2021	2022	2021	2022	2021
Balance at January 1,	(730)	(790)	222	224	(508)	(566)
Included in profit or loss						
Current service cost	(15)	(17)	—	—	(15)	(17)
Interest (cost) income	(8)	(6)	2	2	(6)	(4)
	(23)	(23)	2	2	(21)	(21)
Included in OCI						
Remeasurement (loss) gain:						
– Actuarial (loss) gain arising from:						
- demographic assumptions	—	(17)	—	—	—	(17)
- financial assumptions	159	27	—	—	159	27
- experience adjustment	(13)	(7)	—	—	(13)	(7)
– Return on plan assets excl. interest income	—	—	(7)	17	(7)	17
Effect of movements in exchange rates	51	58	(18)	(18)	33	40
	197	61	(25)	(1)	172	60
Other						
Contributions paid by the Company	—	—	22	18	22	18
Benefits paid	19	22	(19)	(21)	—	1
	19	22	3	(3)	22	19
Balance at December 31,	(537)	(730)	202	222	(335)	(508)

The expense of post-employment pension plans is recognized in the following line items of the consolidated statement of operations:

	2022	2021
Cost of revenue	4	4
Selling, general and administrative expenses	9	8
Research and development expenses	10	9
Net periodic pension cost	23	21

The weighted average assumptions used to calculate the projected benefit obligations as of December 31, were as follows:

	2022	2021
Discount rate	3.3 %	1.2 %
Expected rate of salary increase	2.2 %	2.2 %

At December 31, 2022 the weighted-average duration of the defined benefit obligation was 13 years (2021: 16 years).

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For the Company's major plans, the discount rate used is based on high quality corporate bonds (iBoxx Corporate Euro AA 10+).

The mortality tables used in the actuarial valuations of the Company's most significant plans are:

- Germany: Richttafelen 2018 G by K. Heubeck;
- Taiwan: Taiwan Standard Ordinary Mortality Table of 2021;
- Thailand: Thailand TMO 17 table; and
- Japan: Japan MHLW 2020 table.

A sensitivity analysis shows that if the discount rate increases by 1% from the level of December 31, 2022, with all other variables held constant, the defined benefit obligation would decrease by \$59 million. If the discount rate decreases by 1% from the level of December 31, 2022, with all other variables held constant, the defined benefit obligation would increase by \$81 million.

A sensitivity analysis shows that if the assumption of salary increases by 1% from the level of December 31, 2022, with all other variables held constant, the defined benefit obligation would increase by \$13 million. If the assumption of salary increase decreases by 1% from the level of December 31, 2022, with all other variables held constant, the defined benefit obligation would decrease by \$13 million.

Calculations show that in case the assumed rates of mortality decrease with 10% (equivalent to improvement of life expectancy by about 1 year) from the level of December 31, 2022, with all other variables held constant, the defined benefit obligation for our German plans would increase with \$12 million.

Estimated future pension benefit payments

The following benefit payments are expected to be made (including those for funded plans):

2023	21
2024	24
2025	24
2026	27
2027	26
Years 2028-2032	160

Plan assets

The actual post-employment plan asset allocation at December 31, 2022 and 2021 is as follows:

	2022	2021
Asset Category:		
Equity securities	64	75
Debt securities	69	79
Insurance contracts	14	15
Other	55	53
	202	222

We met our target plan asset allocation. The investment objectives for the pension plan assets are designed to generate returns that, along with the future contributions, will enable the pension plans to meet their future obligations. The investments in our major defined benefit plans largely consist of government bonds, "Level 2"

Corporate Bonds and cash to mitigate the risk of interest fluctuations. The asset mix of equity, bonds, cash and other categories is evaluated by an asset-liability modeling study for our largest plan. The assets of funded plans in other countries mostly have a large proportion of fixed income securities with return characteristics that are aligned with changes in the liabilities caused by discount rate volatility. Total pension plan assets of \$202 million include \$167 million related to the German and Japanese pension funds.

The following table summarizes the classification of these assets.

	2022			2021		
	Level I	Level II	Level III	Level I	Level II	Level III
Equity securities	—	59	—	—	71	—
Debt securities	3	42	—	6	53	—
Insurance contracts	—	14	—	—	15	—
Other	—	27	22	1	24	22
	3	142	22	7	163	22

Cash flow 2023

The Company currently expects to make \$19 million of employer contributions to defined-benefit pension plans and \$9 million of expected cash payments in relation to unfunded pension plans in 2023.

24. Other non-current liabilities

Other non-current liabilities are summarized as follows:

	2022	2021
Accrued expenses	69	97
Asset retirement obligations	5	5
Income tax	150	34
Lease liabilities	224	203
Licenses payable	87	15
	534	355

In determining the amounts of current income tax positions the Company takes into account the impact of uncertain tax positions (both current and non-current) and whether additional taxes and interest may be due - see also Note 8 *Income taxes*.

Lease liabilities are split between current and non-current as follows:

	December 31,	
	2022	2021
Other current liabilities	59	58
Other non-current liabilities	224	203
Total :	283	261

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The maturity profile of our lease liabilities as of December 31, 2022 is as follows:

	Leases
2023	69
2024	58
2025	48
2026	44
2027	28
Thereafter	79
Total future lease payments	326
Less imputed interest	(43)
Total lease liabilities	283

Rent expense amounted to \$11 million in 2022 (containing only services related to leased assets as well as short-term leases) compared to \$10 million in 2021.

The related Right-of-use assets are disclosed in Note 12 *Property, plant and equipment*. Payments of lease liabilities amounted to \$60 million (2021: \$61 million) - see also *Consolidated statement of cash flows*.

25. Accrued liabilities

Accrued liabilities can be summarized as follows:

	2022	2021
Personnel		
- Salaries and wages	284	299
- Accrued vacation entitlements	75	73
- Other personnel	67	58
Sales & Distribution	44	47
Purchases	44	24
Communication & IT	55	44
Utilities, rent and other	84	71
Interest accruals	104	57
Other accrued liabilities*	108	87
	865	761

* Other accrued liabilities consist of various smaller items.

26. Other current liabilities

Other current liabilities are summarized as follows:

	2022	2021
Dividends payable	219	149
Lease liabilities ¹⁾	59	58
Licenses payable	67	17
Social security contribution payable	42	45
Other short-term liabilities	60	28
	447	297

1) See also Note 24 *Other non-current liabilities*

27. Contractual obligations

Purchase Commitments

The Company maintains purchase commitments with certain suppliers, primarily for raw materials, semi-finished goods and manufacturing services and for some non-production items. Purchase commitments for inventory materials are generally restricted to a forecasted time-horizon as mutually agreed upon between the parties. This forecasted time-horizon can vary for different suppliers. As of December 31, 2022, the Company had purchase commitments of \$3,672 million (2021: \$4,354 million), which are due through 2044. Our long-term obligations increased substantially in 2021 as we locked in long-term supply with our key manufacturing partners.

28. Contingencies

Litigation

We are regularly involved as plaintiffs or defendants in claims and litigation relating to a variety of matters such as contractual disputes, personal injury claims, employee grievances and intellectual property litigation. In addition, our acquisitions, divestments and financial transactions sometimes result in, or are followed by, claims or litigation. Some of these claims may possibly be recovered from insurance reimbursements. Although the ultimate disposition of asserted claims cannot be predicted with certainty, it is our belief that the outcome of any such claims, either individually or on a combined basis, will not have a material adverse effect on our consolidated financial position. However, such outcomes may be material to our consolidated statement of operations for a particular period. The Company records an accrual for any claim that arises whenever it considers that it is probable that it is exposed to a loss contingency and the amount of the loss contingency can be reasonably estimated. The Company does not record a gain contingency until the period in which all contingencies are resolved and the gain is realized or realizable. Legal fees are expensed when incurred.

Based on the most current information available to it and based on its best estimate, the Company also reevaluates at least on a quarterly basis the claims that have arisen to determine whether any new accruals need to be made or whether any accruals made need to be adjusted. Based on the procedures described above, the Company has an aggregate amount of \$58 million accrued for potential and current legal proceedings pending as of December 31, 2022, compared to \$65 million accrued at December 31, 2021 (without reduction for any related insurance reimbursements). The accruals are included in *Long-term provisions* and *Short-term provisions*. As of December 31, 2022, the Company's balance related to insurance reimbursements was \$43 million (December 31, 2021: \$46 million) and is included in *Financial assets*.

The Company also estimates the aggregate range of reasonably possible losses in excess of the amount accrued based on currently available information for those cases for which such estimate can be made. The estimated aggregate range requires significant judgment, given the varying stages of the proceedings, the existence of multiple defendants (including the Company) in such claims whose share of liability has yet to be determined, the numerous yet-unresolved issues in many of the claims, and the attendant uncertainty of the various potential outcomes of such claims. Accordingly, the Company's estimate will change from time to time, and actual losses may be more than the current estimate. As at December 31, 2022, the Company believes that for all litigation pending its potential aggregate exposure to loss in excess of the amount accrued (without reduction for any amounts that may possibly be recovered under insurance programs) could range between \$0 million and \$64 million compared to 2021: \$0 million and \$63 million. Based upon our past experience with these matters, the Company would expect to receive additional insurance reimbursement of up to \$46 million on certain of these claims that would partially offset the potential aggregate exposure to loss in excess of the amount accrued (2021: \$48 million).

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In addition, the Company is currently assisting Motorola in the defense of personal injury lawsuits due to indemnity obligations included in the agreement that separated Freescale from Motorola in 2004. The multi-plaintiff Motorola lawsuits are pending in the Circuit Court of Cook County, Illinois. These claims allege a link between working in semiconductor manufacturing clean room facilities and birth defects in 22 individuals. The Motorola suits allege exposures between 1981 and 2006. Each claim seeks an unspecified amount of damages for the alleged injuries; however, legal counsel representing the plaintiffs have indicated they will seek substantial compensatory and punitive damages from Motorola for the entire inventory of claims which, if proven and recovered, the Company considers to be material. A portion of any indemnity due to Motorola will be reimbursed to NXP if Motorola receives an indemnification payment from its insurance coverage. Motorola has potential insurance coverage for many of the years indicated above, but with differing types and levels of coverage, self-insurance retention amounts and deductibles. We are in discussions with Motorola and their insurers regarding the availability of applicable insurance coverage for each of the individual cases. Motorola and NXP have denied liability for these alleged injuries based on numerous defenses.

Loss recovery

In February 2021, NXP's two wafer manufacturing facilities in Austin, Texas were negatively impacted by unusually severe winter weather conditions that corresponded with a widespread disruption of gas, electricity, and water. The Company had insurance coverage for the repair or replacement of assets that suffered damage or loss and business interruption coverage, including lost profits, and the reimbursement of other expenses and costs that have been incurred relating to the damages and losses suffered. For the year ended December 31, 2021, the Company recognized \$177 million in insurance proceeds directly offsetting the loss from operations that were incurred in the period.

Environmental remediation

In each jurisdiction in which we operate, we are subject to many environmental, health and safety laws and regulations that govern, among other things, emissions of pollutants into the air, wastewater discharges, the use and handling of hazardous substances, waste disposal, the investigation and remediation of soil and ground water contamination and the health and safety of our employees. We are also required to obtain environmental permits from governmental authorities for certain of our operations.

As with other companies engaged in similar activities or that own or operate real property, the Company faces inherent risks of environmental liability at our current and legacy manufacturing facilities. Certain environmental laws impose liability on current or previous owners or operators of real property for the cost of removal or remediation of hazardous substances. Some specific laws also assess liability on persons who arrange for hazardous substances to be sent to disposal or treatment facilities when such facilities are found to be a contributor or responsible party for environmental contamination.

Soil and groundwater contamination has been identified at our properties in Nijmegen, the Netherlands and near Phoenix, Arizona, United States. The remediation processes at these locations are expected to continue for many years. As of December 31, 2022, we have recorded \$87 million (2021: \$87 million) for environmental remediation costs, which are primarily included in *Long-term provisions* in the accompanying consolidated balance sheet. This amount was determined as the higher of the amount that would be recognized in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* and the fair value amount recognized at the acquisition date; with regard to the future cash flows of our estimated share of costs incurred in environmental cleanup sites without considering recovery of costs from any other party or insurer, since in most cases potentially responsible parties other than us may exist and be held responsible.

29. Related-party transactions

The Company's related parties are the members of the board of directors of NXP Semiconductors N.V., the members of the management team of NXP Semiconductors N.V., equity-accounted investees and post-employment benefit plans.

The following table presents the amounts related to revenue and other income and purchase of goods and services incurred in transactions with these related parties:

	2022	2021
Revenue and other income	9	8
Purchase of goods and services	4	4

The following table presents the amounts related to receivable and payable balances with these related parties:

	2022	2021
Receivables	1	1
Payables	3	3

For transactions with post-employment benefit plans we refer to Note 23 *Post-employment benefits*. For disclosures of transactions with key management personnel we refer to Note 31 *Information on remuneration board of directors*.

30. Share-based compensation

Share-based compensation expense is included in the following line items in our consolidated statement of operations:

	2022	2021
Cost of revenue	48	45
Research and development	188	165
Selling, general and administrative	138	143
	374	353

Long Term Incentive Plan (LTIP)

The LTIP was introduced in 2010 and is a broad-based long-term retention program to attract, retain and motivate talented employees as well as align stockholder and employee interests. The LTIP provides share-based compensation ("awards") to both our eligible employees and non-employee directors. Awards that may be granted include performance shares, stock options and restricted shares. Awards granted generally will become fully vested upon a termination event occurring within one year following a change in control, as defined. A termination event is defined as either termination of employment or services other than for cause or constructive termination resulting from a significant reduction in either the nature or scope of duties and responsibilities, a reduction in compensation or a required relocation. The number of shares authorized and available for awards at December 31, 2022 was 20.9 million.

A charge of \$363 million was recorded in 2022 for the LTIP (2021: \$336 million). A summary of the activity for our LTIP's during 2022 and 2021 is presented below.

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Stock options

	2022		2021	
	Stock options	Weighted average exercise price in USD	Stock options	Weighted average exercise price in USD
Outstanding at January 1,	458,212	56.90	644,334	56.03
Granted	—	—	—	—
Exercised	112,010	26.55	182,847	54.54
Forfeited	—	—	3,275	17.96
Outstanding at December 31,	346,202	66.72	458,212	56.90
Exercisable at December 31,	346,202	66.72	458,212	56.90

No options were granted in 2022 and 2021. The intrinsic value of the exercised options was \$15 million (2021: \$26 million), whereas the amount received by NXP was \$3 million (2021: \$10 million).

The weighted average share price at the date of exercise for share options exercised in 2022 was \$159.63 (2021: \$202.00). For stock options outstanding at the end of the reporting period the range of the exercise prices was USD 30.00 to USD 86.25. The weighted average contractual life is 1.9 years.

At December 31, 2022, there were no (2021: none) unrecognized compensation cost related to non-vested stock options.

Performance share units - Market performance conditions

The Company grants PSU awards to certain executives of the Company with a performance measure of Relative Total Shareholder Return (“Relative TSR”). Each PSU, which generally cliff vests on the third anniversary of the date of grant, entitles the grant recipient to receive from 0 to 2 common shares for each of the target units awarded based on the Relative TSR of the Company's share price as compared to a set of peer companies.

The fair value of the PSUs is calculated using a Monte Carlo valuation model, utilizing assumptions underlying the Black-Scholes methodology:

PSU grant assumptions	2022	2021
Expected life (years)	3	3
Risk-free interest rate	4.48%	0.78%
Dividend yield	1.6%	1.1%
NXP share price volatility	48%	46%
Initial TSR	3.4%	6.5%

	2022		2021	
	Shares	Weighted average grant date fair value in USD	Shares	Weighted average grant date fair value in USD
Outstanding at January 1,	875,578	181.50	2,131,694	131.81
Granted	365,112	188.70	238,043	257.18
Performance based adjustment ¹⁾	(52,366)	142.41	499,303	121.37
Vested	279,200	141.27	1,914,161	121.20
Forfeited	47,202	179.63	79,301	—
Outstanding at December 31,	861,922	200.06	875,578	181.50

1) The amount shown represents performance adjustments for performance-based awards granted on July 26, 2018. These units vested at 84.21% during 2022 based on the achievement of Relative TSR performance conditions.

The fair value of the performance share units at the time of vesting was \$42 million (2021: \$395 million). At December 31, 2022, there was a total of \$100 million (2021: \$90 million) of unrecognized compensation cost related to non-vested PSUs based on market conditions. This cost is expected to be recognized over a weighted-average period of 1.9 years (2021: 2.3 years).

Restricted share units

	2022		2021	
	Shares	Weighted average grant date fair value in USD	Shares	Weighted average grant date fair value in USD
Outstanding at January 1,	4,177,917	156.89	5,392,686	114.83
Granted	2,927,198	147.73	1,819,220	201.68
Vested	2,079,402	142.82	2,693,170	107.31
Forfeited	246,439	157.58	340,819	122.22
Outstanding at December 31,	4,779,274	157.36	4,177,917	156.89

The weighted average grant date fair value of restricted share units granted in 2022 was \$147.73 (2021: \$201.68). The fair value of the restricted share units at the time of vesting was \$319 million (2021: \$533 million).

At December 31, 2022, there was a total of \$469 million (2021: \$407 million) of unrecognized compensation cost related to non-vested restricted share units. This cost is expected to be recognized over a weighted-average period of 1.5 years (2021: 1.7 years).

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31. Information on remuneration board of directors

In accordance with Dutch law, our shareholders have adopted a compensation policy for the board of directors. The remuneration of our non-executive directors is determined at the general meeting of shareholders and the remuneration of our executive directors is resolved upon by our board of directors, with due observance of our compensation policy. Our chief executive officer is our only executive director. The executive director does not participate in the discussions of our board of directors on his compensation, nor does the chief executive officer vote on such a matter. To the extent the stockholders at a future shareholders meeting do not adopt the proposal of the board, the board must prepare a new proposal. After adoption of a proposal, only subsequent amendments will require shareholder approval.

Compensation Policy and Objectives

We operate globally and our executives are located in multiple countries. As a result, our pay philosophy considers both the overall importance of consistency across the world and specific competitive pay practices in the local country where our executive talent resides. Our overarching pay strategy is to: pay for performance—delivering highly competitive overall pay for market leading performance.

Our executive compensation program is designed to:

- Align to stakeholder interests, including shareholders, customers, employees, suppliers, as well as local and international communities where we operate, by delivering short and long term corporate strategic goals
- Enable NXP to attract, retain, motivate and grow highly qualified talent with competitive and comprehensive programs
- Hire, develop and reward our dedicated, hard-working and innovative executive and management team
- Reward both collective and individual performance
- Ensure fiscally sound practices while maximizing the value of the various compensation programs to individuals and NXP
- Align to and reward demonstration of corporate values in support of our strong corporate culture
- Focus our innovations and rewards on our commitment to sustainability

Overall, our compensation programs are competitive in the marketplace and highly incentive-based, with a majority of compensation at-risk which can be earned via our short and long term incentive programs based on overall Company performance.

Our executive compensation package therefore includes a significant variable part, consisting of an annual cash incentive, restricted stock units and performance-based restricted stock units. Performance targets are determined at the beginning of the performance period, and assessed once the financial performance of the performance period is known by, respectively, our Human Resources and Compensation Committee, our executive director or the other members of our management team. The compensation package for our board of directors, including our chief executive officer, the other members of our management team and our key employees is benchmarked on a regular basis against other companies in the high-tech and semiconductors industry.

Shareowner Engagement and Results of 2022 Advisory Vote on Executive Compensation

At our annual general meeting of shareholders held on June 1, 2022, we received approximately 92% of the votes in favor of the proposal to approve the compensation of our named executive officers ("NEOs"), on a non-binding, advisory basis. This represented a significant improvement from our 2021 results, a result of our multi-year effort to increase the overall shareholder support for our compensation program. We recognize the importance of

engaging with our shareholders to ensure that we understand their perspectives about our compensation program philosophy and design.

Ongoing Shareholder Engagement

We will continue a regular, proactive shareholder engagement approach with portfolio managers, sector equity analysts and governance teams. We believe that regular engagement with our shareholders is important and will allow us to continue to understand and respond to their questions and concerns on a more real-time basis. Throughout this process, we will seek to gain feedback and answer shareholder questions on our business strategy, compensation practices, governance topics, ESG and other related issues.

Base Salary

Base salary represents annual fixed compensation and is a standard element of our executive compensation program we believe is necessary to attract and retain talent. The Human Resources and Compensation Committee ("HRCC") reviews and approves our executive director's and other NEOs base salary after assessing the following:

- An individual's role, performance and contributions, experience, leadership abilities and internal equity considerations relative to other executives with similar level roles and responsibilities;
- The competitive landscape, including the compensation practices of the companies in our Peer Group (and where appropriate, survey data from a broader index of comparable public companies); and
- Our business strategy and compensation philosophy.

After thoughtful consideration of these factors, the HRCC approved the base salary increase of our chief executive officer, Mr. Sievers, from €1,000,000 to €1,080,000 effective July 1, 2022.

During 2022, we paid the chair of our board of directors an annual fixed fee of €275,000 and the other members of our board of directors an annual fixed fee of \$85,000 gross.

In accordance with Dutch law, the remuneration of the non-executive directors of the Board's committees has been set at the annual general meeting of shareholders held on May 27, 2020 as follows:

- Members of all permanent committees (the Audit Committee, the HRCC and the Nominating, Governance and Sustainability Committee) will receive an annual fixed fee of \$15,000; and
- Chairs of all permanent committees will receive, in addition to their committee annual fixed fee remuneration, an annual fixed Chair fee of \$15,000.

Detailed information on the 2022 compensation for Messrs. Sievers, Betz and the additional three most highly compensated executive officers of the Company will be described in the proxy statement pursuant to Section 14(a) of the U.S. Securities Exchange Act of 1934 in advance of the next Annual General Meeting.

Annual Incentive

Our chief executive officer, the other NEO's and members of our management team and our other key employees can qualify to earn a variable cash incentive under the Annual Incentive Plan ("AIP"), subject to whether certain specific and challenging performance targets have been met. The AIP focuses on the financial performance metrics revenue and adjusted gross margin targets, which are critical to NXP's success. These are measured on a six-month performance period. Starting in 2022 a sustainability component focusing on environmental and people metrics measured over an annual performance period linked to our sustainability commitments. The sustainability component is in the form of a sustainability scorecard which contains multiple metrics and targets that support measurable year-on-year progress towards our long-term environmental and people related aspirations. The financial metrics and goals and their associated performance ranges are established by the HRCC near the start of each six-month performance period. The sustainability goals and associated performance ranges are approved by

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the HRCC near the start of the annual performance period. The HRCC also reviews and approves the AIP program taking into consideration:

- Each executive officer's role, experience and expected contributions
- The competitive market for determining targets as a percentage of base salary
- What measures best reflect the performance expectations for the performance period and their alignment to shareholder interests
- What structure will be motivating to reward executive leadership in delivering performance

For Mr. Sievers, the 2022 AIP target was set at 150% of his base salary and the maximum annual incentive opportunity equal to 200% of the at target incentive opportunity, unchanged since taking the role of CEO in May 2020. For our NEOs including our CEO, 2022 AIP cash incentive cash payouts will be made in the second quarter 2023 after the HRCC certifies the results of the 2H 2022 Performance Period against the pre-established metrics and approves the AIP payments in relation to agreed targets. Results of the 1H 2022 Performance Period were previously approved in July.

For 2022, Mr. Sievers' annual AIP realization is comprised of five equally weighted components and is the average of the following measure realizations: 1H revenue at 162%; 1H adjusted gross margin at 200%, 2H revenue at 76.2%; 2H adjusted gross margin at 106%; and the sustainability scorecard performance at 175%; making the annual AIP 2022 payout factor 143.8%. The HRCC determines Mr. Sievers' annual cash payment by multiplying the annual AIP 2022 payout factor by his base salary as of December 31, 2022 and his individual AIP target. The amount they have approved is €2,329,560 (\$2,459,782) and thus this amount has been accrued as an annual incentive cash payment for our chief executive officer for our performance in 2022. Based on our performance in previous years an annual bonus of €2,819,250 (\$3,331,790) and 0 was earned in 2021 and 2020, respectively.

Share Based Compensation Plans

The purpose of our share based compensation plans, is to align the interests of directors and management with those of our shareholders by providing additional incentives to improve our medium and long term performance, by offering the participants an opportunity to share in the success of NXP.

Since 2010, we have maintained annual Long Term Incentive Plans, under which performance stock, restricted stock and stock options were granted to the members of our board of directors, NEOs, management team, our other executives, selected other key employees/talents of NXP and selected new hires. Under these Long Term Incentive Plans, equity incentives may be granted on, or the first full Nasdaq trading day after NXP publishes its quarterly financials.

Performance stock units and restricted stock units vest over a period of one to three years, subject to relevant performance criteria being met in the case of performance stock units, and stock options vest over four years. Since 2016, no stock options are granted anymore. In the annual general meeting of shareholders held in June 2019, our shareholders approved the 2019 Omnibus Incentive Plan which provides for parameters of cash and equity-based incentive awards for employees including our chief executive officer, the other members of the board of directors and our management team.

Since this 2019 Omnibus Incentive Plan, restrictive stock units granted to the non-executive directors in our board vest over a period until the next annual general meeting of shareholders. As of July 26, 2018, we granted performance stock units ("PSU's") awards to our executive director and other executives with a performance measure of Relative Total Shareholder Return ("Relative TSR"). Each PSU, which cliff vests on the third anniversary of the date of grant, entitles the grant recipient to receive from 0 to 2 common shares for each of the target units awarded based on the Relative TSR of the Company's share price as compared to a set of peer companies. Awards granted generally will become fully vested upon a termination event occurring within one

year following a change in control, as defined. A termination event is defined as either termination of employment or services other than for cause or constructive termination of resulting from a significant reduction in either the nature or scope of duties and responsibilities, a reduction in compensation or a required relocation.

As of December 31, 2022, under the above equity plans, a total amount of 346,202 stock options, 861,922 performance stock units and 4,779,274 restricted stock units were outstanding, in total representing 5,987,398 shares of common stock.

Shares to be delivered under any equity program may be newly issued, for up to 10% of our share capital, or they may come out of treasury stock or be purchased from time to time upon the decision of our board of directors.

As of December 31, 2022, the following stock options, restricted stock, performance stock and shares of common stock were outstanding with members of our board of directors:

Kurt Sievers, CEO

As of December 31, 2022, our chief executive officer held 176,085 shares of common stock and had been granted the following unvested stock options, restricted stock units and performance stock units, which were outstanding:

Series	Number of Restricted Stock Units	Number of Restricted Stock Units per vesting schedule		
		11/01/23	11/01/24	11/01/25
2022/November	29,240	9,746	9,746	9,748

Series	Number of Restricted Stock Units	Number of Restricted Stock Units per vesting schedule	
		11/02/23	11/02/24
2021/November	13,556	6,778	6,778

Series	Number of Restricted Stock Units	Number of Restricted Stock Units per vesting schedule
		10/27/23
2020/October	8,258	8,258

Series	Number of Restricted Stock Units	Number of Restricted Stock Units per vesting schedule
		07/28/23
2020/July	2,604	2,604

Series	Number of Performance Stock Units	Number of Performance Stock Units per vesting schedule
		Maximum 200% pay-out 10/31/2025
2022/November	68,226	136,452

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Series	Number of Performance Stock Units	Number of Performance Stock Units per vesting schedule
		Maximum 200% pay-out 11/1/2024
2021/November	47,444	94,888

Series	Number of Performance Stock Units	Number of Performance Stock Units per vesting schedule
		Maximum 200% pay-out 10/26/2023
2020/October	57,795	115,590

Other members of our board of directors

As of December 31, 2022, the other members of our board of directors held the following number of shares of common stock:

- Sir Peter Bonfield: 15,742 from vested stock units
- Ms. Clayton: 712 from vested stock units
- Mr. Foxx: 712 from vested stock units
- Mr. Gu: 0
- Mrs. Olving: 2,191 from vested stock units
- Ms. Southern: 9,589 from vested stock units and acquisitions in the open market
- Mrs. Staiblin: 4,335 from vested stock units and acquisitions in the open market
- Mr. Summe: 14,043 from vested stock units and acquisitions in the open market
- Mr. Sundström: 2,197 from vested stock units

To each of the non-executive members of our board of directors, the following restricted stock units had been granted and were outstanding as of December 31, 2022:

Series	Number of Restricted Stock Units	Number of Stock Units per vesting schedule
		05/24/2023
2022 /November	1,482	1,482

Additional Arrangements

In connection with Mr. Sievers' nomination as executive director and president/chief executive officer, Mr. Sievers and the Company entered into a management agreement (the "Management Agreement") and NXP Semiconductors Germany GmbH, a wholly owned indirect affiliate of the Company, and Mr. Sievers entered into an addendum to Mr. Sievers' existing employment agreement (the "Secondment Addendum" and together with the Management Agreement, the "CEO Agreements"). A copy of the CEO Agreements can be found on Form 8-K filed by the Company on March 9, 2020.

The CEO Agreements provide that effective May 27, 2020 Mr. Sievers serves as Executive Director and President/CEO until the date of the following annual general meeting, and will be extended if NXP’s general meeting reappoints Mr. Sievers as Executive Director and President/CEO of NXP. Under the CEO Agreements, Mr. Sievers receives a gross annual base salary and a target cash incentive under the AIP as described above. The CEO Agreements provide that in the event that Mr. Sievers’ employment is terminated at the initiative of the Company and other than for cause, Mr. Sievers will be entitled to a severance amount of two times the gross annual base salary and a pro-rata payment of the annual cash bonus, depending on achievement of the pay-out conditions and the period in which Mr. Sievers has performed actual work for the Company. Mr. Sievers is subject to non-competition provisions that remain in effect for a period of one year following the termination of his employment agreement. The main elements of any new employment contract that we will enter into with a member of the board of directors will be made public no later than the date of the public notice convening the general meeting of stockholders at which the appointment of such member of the board of directors will be proposed. Non-executive directors of our board do not have a contract of employment.

In addition to the main conditions of employment, a number of additional arrangements apply to our chief executive officer; these arrangements do not apply to the non-executive members of our board of directors. These additional arrangements, such as medical insurance, accident insurance, company car arrangements, are broadly in line with those for the NXP executives globally. In the event of disablement, our chief executive officer is entitled to benefits in line with those for other NXP executives. In the event of our chief executive officer’s death while in the service of NXP, any unvested equity awards (including any performance stock units and restricted stock units) will vest. In line with regulatory requirements, the Company’s policy forbids personal loans, guarantees or similar arrangements to members of our board, and consequently no loans, guarantees or similar arrangements were granted to such members since 2010, nor were any such loans outstanding as of December 31, 2022.

Unless the law provides otherwise, the members of our board of directors are expected to be reimbursed by us for various costs and expenses, such as reasonable costs of defending claims, as formalized in the articles of association. Under certain circumstances, described in the articles of association, such as an act or failure to act by a member of our board of directors that can be characterized as intentional (*opzettelijk*), intentionally reckless (*bewust roekeloos*) or seriously culpable (*ernstig verwijtbaar*), there will be no entitlement to this reimbursement.

Pensions

The following table sets forth certain information with respect to the potential benefits to our chief executive officer, Mr. Sievers, as of December 31, 2022. No other board members or NEO participates in a Company-sponsored defined benefit pension plan.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Kurt Sievers	Germany DBP	24	3,758,005	-

In connection with Mr. Sievers’ employment by our German subsidiary, NXP Semiconductors Germany GmbH, he participates in the Defined Benefit Plan offered through that subsidiary (the “Germany DBP”). This Germany DBP is closed to new employees but was available to all eligible employees of that subsidiary until December 31, 2006. The value in this table has been converted from Euros using the rate of 1.0559, the average euro to U.S. dollar conversation rate for 2022.

Under the Germany DBP, participants receive notional contributions that are credited to their personal pension accounts in an amount of 11% of monthly base salary in excess of a calculated social security contribution ceiling that does not factor in the 2003 exceptional adjustment step (leading to a 2022 ceiling value of €6,350/month),

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less the additional contribution paid by the employer in the staff pension insurance. Contributions and returns on investments accumulated at retirement (normal retirement age is defined as between 60 – 67) are converted into an annuity based on fixed standard actuarial factors as mentioned in the plan rules. The Germany DBP also provides for certain disability, widow(er) and orphan beneficiary pension benefits.

In calculating the amounts shown in the column titled “Present Value of Accumulated Benefit” in the table above, we calculated the amounts reflected for Mr. Sievers using the following assumptions: a calculation date of December 31, 2022, a 3.65% discount rate, a 2.25% pension increase rate, retirement occurring at age 63, and applicability of the “Heubeck-Richttafeln 2018 G” mortality table.

Summary Compensation Table – key management remuneration

The following table summarizes the total compensation paid to our chief executive officer and to each member of our board of directors, in each of the years presented. Any amounts that are paid to individuals in Euros are presented in U.S. dollars, where the average exchange rate for the year was used for conversion. In connection with the disclosure requirements of IAS 24 *Related Party Disclosures*, we consider the board of directors as our key management personnel.

Name and Principal Position	Year	Salary (\$)	Non-equity Incentive Plan Compensation (\$ 1)	Performance and Restricted Share Units	Stock Options (# 3)	Cost of Share and Option Awards (\$ 4)	Other Compensation, Pension Costs, Pension Allowances	Total Costs (\$ 4)
				(# 2)			(# 5)	
Kurt Sievers	2022 6)	1,098,136	2,459,782	97,466	—	14,130,806	94,916	17,783,640
Executive director, President and CEO	2021 6)	1,181,800	3,331,790	67,778	—	13,691,813	83,358	18,288,761
	2020 6)	483,015	—	108,598	—	7,703,511	2,423,075	10,609,601
Richard L. Clemmer	2022 7)	—	—	—	—	—	—	—
former Executive director and CEO	2021 7)	—	—	—	—	—	—	—
	2020 7)	513,523	—	—	—	41,496,218	872,214	42,881,955
Sir Peter Bonfield	2022	320,373	—	1,482	—	218,351	—	538,724
Non-executive director and chair of the board	2021	354,995	—	1,090	—	196,956	—	551,951
	2020	284,965	—	1,502	—	197,061	—	482,026
Annette Clayton	2022	100,000	—	1,482	—	218,351	—	318,351
Non-executive director	2021 8)	60,000	—	1,090	—	61,597	—	121,597
	2020	—	—	—	—	—	—	—
Anthony Foxx	2022	100,000	—	1,482	—	218,351	—	318,351
Non-executive director	2021 8)	60,000	—	1,090	—	61,597	—	121,597
	2020	—	—	—	—	—	—	—
Kenneth A. Goldman	2022 9)	41,944	—	—	—	158,692	—	200,636
Non-executive director	2021	100,000	—	1,090	—	196,956	—	296,956
	2020	84,063	—	1,502	—	197,061	—	281,124
Chunyuan Gu	2022 10)	58,333	—	1,482	—	59,659	1,002	118,994
Non-executive director	2021	—	—	—	—	—	—	—
	2020	—	—	—	—	—	—	—
Josef Kaeser	2022 9)	41,944	—	—	—	158,692	—	200,636
Non-executive director	2021	100,000	—	1,090	—	196,956	—	296,956
	2020	84,063	—	1,502	—	197,061	—	281,124
Lena Olving	2022	100,000	—	1,482	—	218,351	—	318,351
Non-executive director	2021	100,000	—	1,090	—	196,956	—	296,956
	2020	84,063	—	1,502	—	197,061	—	281,124
Peter Smitham	2022 9)	48,236	—	—	—	158,692	—	206,928
Non-executive director	2021	115,000	—	1,090	—	196,956	—	311,956
	2020	99,063	—	1,502	—	197,061	—	296,124
Julie Southern	2022	115,000	—	1,482	—	218,351	—	333,351
Non-executive director	2021	115,000	—	1,090	—	196,956	—	311,956
	2020	99,063	—	1,502	—	197,061	—	296,124
Jasmin Staiblin	2022	100,000	—	1,482	—	218,351	—	318,351
Non-executive director	2021	100,000	—	1,090	—	196,956	—	296,956
	2020	84,063	—	1,502	—	197,061	—	281,124
Gregory L. Summe	2022	115,000	—	1,482	—	218,351	—	333,351
Non-executive director	2021	115,000	—	1,090	—	196,956	—	311,956
	2020	99,063	—	1,502	—	197,061	—	296,124
Karl-Henrik Sundström	2022 11)	123,750	—	1,482	—	218,351	—	342,101
Non-executive director	2021	115,000	—	1,090	—	196,956	—	311,956
	2020	99,063	—	1,502	—	197,061	—	296,124
Total	2022	2,362,716	2,459,782	—	—	16,413,349	95,918	21,331,765
	2021	2,516,795	3,331,790	—	—	15,587,611	83,358	21,519,554
	2020	2,014,007	—	—	—	50,973,278	3,295,289	56,282,574

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- 1) The annual incentive amount is related to the performance in the year reported, which is then paid to the individual in the subsequent year. The amounts reported are the amounts that have been accrued as annual incentive bonus for our chief executive officer for our performance in the respective years.
- 2) Represents the number of Performance and Restricted share units granted to the individual in the year reported. See also Note 30 Share-based Compensation for additional information regarding our long-term incentive plans.
- 3) Represents the number of Stock Options granted to the individual in the year reported. See also Note 30 Share-based Compensation for additional information regarding our long-term incentive plans.
- 4) Amounts reflect the costs of Performance and Restricted share units and Stock Options in accordance with IFRS 2 *Share-based Payment*. These amounts do not represent the actual amounts paid to or realized by the individuals in the year reported, but represent amounts charged to the income of the year.
- 5) The amounts for Mr. Sievers consist of the change of pension (2022: \$0, 2021: \$0, 2020: \$2,292,852) and other payments (2022: \$94,916, 2021: \$83,358, 2020: \$130,223). Based on the actuarial assumptions, primarily the discount rate, used to value Mr. Sievers' accumulated benefit in 2022, the value of Mr. Sievers' pension decreased by \$2,448,260 from 2021. The amounts reflected for Mr. Sievers in 2020 represent the time he was CEO from May 27 to December 31, 2020. The amounts for Mr. Clemmer in 2020 reflect the time he was CEO from January 1 to May 27 2020 consist of pension cost 2020: \$0), pension allowances (2020: 197,362) and other allowances (2020: \$674,852). The amounts reflected for Mr. Gu represent the amount paid in relation to obtaining Mr. Gu's tax number and Dutch tax gross up costs.
- 6) Certain amounts payable to Mr. Sievers were paid in euros, including his annual salary. The exchange rate used for the purpose of the table above is the average monthly rates for the full year: (i) 1.0559 for 2022, (ii) 1.1818 for 2021 and (iii) 1.1412 for 2020. In 2022, Mr. Sievers received no performance share units that had financial performance conditions, 68,226 performance share units that had market performance conditions and 29,240 restricted share units. In 2021, Mr. Sievers received no performance share units that had financial performance conditions, 47,444 performance share units that had market performance conditions and 20,334 restricted share units. In 2020, Mr. Sievers received no performance share units that had financial performance conditions, 76,018 performance share units that had market performance conditions and 32,580 restricted share units.
- 7) As a result of Mr. Clemmer's director term expiration at the annual meeting of shareholders on May 27, 2020, Mr. Clemmer did not receive any compensation as an executive director in 2021 or 2022. In 2020, Mr. Clemmer did not receive any performance share unit or restricted share units.
- 8) Ms. Annette Clayton and Mr. Anthony Foxx were appointed as non-executive director effective May 26, 2021.
- 9) The term of director expired at the annual meeting of shareholders on June 1, 2022 for Mr. Goldman, Mr. Kaeser and Mr. Smitham. They did not stand for re-election to the board of directors.
- 10) Mr. Gu was appointed as non-executive director effective June 1, 2022.
- 11) Mr. Sundström was appointed the chair of the HRCC upon the term expiration of Mr. Smitham and accordingly received a prorated portion of the associated chair fees.

The tables below give an overview of the vesting of performance shares, restricted shares and stock options held by the members of the board of directors.

Performance shares (holdings) in number of shares and US\$ - 2022

	1-Jan-22	Awarded 2022	Grant Date Share Price	Vested in 2022	Vesting dates in 2022	Vesting Date Share price	Vesting in 2023 or later
Kurt Sievers	39,770			33,490*	Nov 7, 2022	157.90	
	18,223			15,346*	Nov 7, 2022	157.90	
	57,795						57,795
	47,444						47,444
		68,226		151.85			68,226

*The amount shown represents performance adjustments for performance-based awards granted on October 29, 2019 and July 28, 2020. These units vested at 84.21% during 2022 based on the achievement of relative TSR performance conditions.

Performance shares (holdings) in number of shares and US\$ - 2021

	1-Jan-21	Awarded 2021	Grant Date Share Price	Vested in 2021	Vesting dates in 2021	Vesting Date Share price	Vesting in 2022 or later
Kurt Sievers	150,846			204,080*	August 2, 2021	206.39	
	39,770						39,770
	18,223						18,223
	57,795						57,795
		47,444		206.56			47,444

*The amount shown represents performance adjustments for performance-based awards granted on July 26, 2018. These units vested at 135% during 2021 based on the achievement of relative TSR performance conditions.

Restricted shares (holdings) in number of shares and US\$ - 2022

	1-Jan-22	Awarded 2022	Grant Date Share Price	Vested in 2022	Vesting Date Share Price	Vesting date	Vesting in 2023 or later
Kurt Sievers	5,682			5,682	151.66	Oct 29, 2022	
	5,207			2,603	183.12	Jul 28, 2022	2,604
	16,514			8,256	145.12	Oct 27, 2022	8,258
	20,334			6,778	148.61	Nov 2, 2022	13,556
		29,240		151.85			29,240
Sir Peter Bonfield	1,090			1,090	184.57	Jun 1, 2022	
		1,482	151.85				1,482
Annette Clayton	1,090			1,090	184.57	Jun 1, 2022	
		1,482	151.85				1,482
Anthony Foxx	1,090			1,090	184.57	Jun 1, 2022	
		1,482	151.85				1,482
Kenneth Goldman	1,090			1,090	184.57	Jun 1, 2022	
Chunyuan Gu							
		1,482	151.85				1,482
Josef Kaeser	1,090			1,090	184.57	Jun 1, 2022	
Lena Olving	1,090			1,090	184.57	Jun 1, 2022	
		1,482	151.85				1,482
Peter Smitham	1,090			1,090	184.57	Jun 1, 2022	
Julie Southern	1,090			1,090	184.57	Jun 1, 2022	
		1,482	151.85				1,482
Jasmin Staiblin	1,090			1,090	184.57	June 1, 2022	
		1,482	151.85				1,482
Gregg Summe	1,090			1,090	184.57	June 1, 2022	
		1,482	151.85				1,482
Karl-Henrik Sundström	1,090			1,090	184.57	June 1, 2022	
		1,482	151.85				1,482

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Restricted shares (holdings) in number of shares and US\$ - 2021

	1-Jan-21	Awarded 2021	Grant Date Share Price	Vested in 2021	Vesting Date Share Price	Vesting date	Vesting in 2022 or later
Kurt Sievers	21,551			21,551	196.35	Jul 26, 2021	
	11,363			5,681	199.90	Oct 29, 2021	5,682
	7,810			2,603	194.25	Jul 28, 2021	5,207
	24,770			8,256	196.15	Oct 27, 2021	16,514
		20,334	206.56				20,334
Sir Peter Bonfield	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Annette Clayton							
		1,090	206.56				1,090
Anthony Foxx							
		1,090	206.56				1,090
Kenneth Goldman	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Josef Kaeser	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Lena Olving	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Peter Smitham	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Julie Southern	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Jasmin Staiblin	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Gregg Summe	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090
Karl-Henrik Sundström	1,502			1,502	204.76	May 26, 2021	
		1,090	206.56				1,090

Stock Options (holdings) in number of shares and US\$ - 2021

	Outstanding 1/1/2021	Granted	Strike Price	Vested	Vest date	Vest date share price	Exercised	Exercise date	Exercise price	Outstanding 31/12/2021	Exercisable
Kurt Sievers	9,819		\$ 64.18				9,819	2/11/2021	\$ 192.56		
	26,067		\$ 73.00				26,067	2/11/2021	\$ 192.56		

32. Fair value of financial instruments

The following table summarizes the estimated fair value of our financial instruments which are measured at fair value on a recurring basis:

	Fair value	Estimated fair value	
		December 31, 2022	December 31, 2021
Assets:			
Money market funds	1	2,817	2,111
Marketable equity securities	1	9	18
Derivative instruments-assets	2	8	5
Liabilities:			
Derivative instruments-liabilities	2	(6)	(3)

The following methods and assumptions were used to estimate the fair value of financial instruments:

Assets and liabilities measured at fair value on a recurring basis

Investments in money market funds (as part of our cash and cash equivalents) and marketable equity securities (as part of financial assets) have fair value measurements which are all based on quoted prices in active markets for identical assets or liabilities. For non-marketable equity securities, the fair value is estimated based on recent transactions, net asset value information or in the absence of reliable observable information, at cost. For derivatives (as part of other current assets or accrued liabilities) the fair value is based upon significant other observable inputs depending on the nature of the derivative.

Assets and liabilities recorded at fair value on a non-recurring basis

We measure and record our equity method investments and non-financial assets, such as intangible assets and property, plant and equipment, at the recoverable amount when an impairment charge is required. The recoverable amount is the higher of value in use and fair value less costs of disposal.

Assets and liabilities not recorded at fair value on a recurring basis

Financial instruments not recorded at fair value on a recurring basis include equity method investments that have not been remeasured or impaired in the current period and debt. As of December 31, 2022, the estimated fair value of current and non-current debt was \$9.8 billion (\$11.3 billion as of December 31, 2021). The fair value is estimated on the basis of broker-dealer quotes, which are Level 2 inputs. Accrued interest is included under accrued liabilities and not within the carrying amount or estimated fair value of debt.

33. Financial risk management and concentration of risk

We conduct business in diverse markets around the world and employ a variety of risk management strategies and techniques to manage foreign currency exchange rate and interest rate risks. Our risk management program focuses on the unpredictability of financial markets and seeks to minimize the potentially adverse effects that the volatility of these markets may have on our operating results. One way we achieve this is through the active hedging of risks through the selective use of derivative instruments.

Derivatives are recorded on our consolidated balance sheet at fair value which fluctuates based on changing market conditions. The Company does not purchase or hold financial derivative instruments for trading purposes.

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The aim of the capital management strategy of NXP is to secure the Company's continued business operations, to enhance its enterprise value and to create solid capital resources for financing its profitable growth. When analyzing NXP's capital structure the Company uses the same debt/equity classifications as applied in the IFRS reporting.

In managing capital we seek to:

- maintain sufficient financial strength to support our business growth as well as satisfy the requirements of our regulators and other stakeholders, giving both our customers and shareholders assurance of our financial stability;
- optimize our overall debt to equity structure to enhance our returns to shareholders, subject to our capital risk appetite and balancing the requirements of the range of stakeholders;
- retain financial flexibility by maintaining strong liquidity and access to a range of capital markets.

Market risk

We are exposed to changes in interest rates and foreign currency exchange rates because we finance certain operations through fixed and variable rate debt instruments and denominate our transactions in a variety of foreign currencies. Changes in these rates may have an impact on future cash flow and earnings. We manage these risks through normal operating and financing activities and, when deemed appropriate, through the use of derivative financial instruments. We do not enter into financial instruments for trading or speculative purposes.

By using derivative instruments, we are subject to credit and market risk. The fair market value of the derivative instruments is determined by using valuation models whose inputs are derived using market observable inputs, including interest rate yield curves, as well as foreign exchange and commodity spot and forward rates, and reflects the asset or liability position as of the end of each reporting period. When the fair value of a derivative contract is positive, the counterparty owes us, thus creating a receivable risk for us. We are exposed to counterparty credit risk in the event of non-performance by counterparties to our derivative agreements. We minimize counterparty credit (or repayment) risk by entering into transactions with major financial institutions of investment grade credit rating. Our exposure to market risk is not hedged in a manner that completely eliminates the effects of changing market conditions on earnings or cash flow.

Interest rate risk

Our RCF Agreement has a \$2,500 million borrowing capacity with a floating rate interest. As there are currently no borrowings under this facility, a hypothetical increase in interest rates would not have caused any change to our interest expense on our floating rate debt. Additional information regarding our notes is provided in Note 21 - *Long-term debt*.

Currency risk

The Company's transactions are denominated in a variety of currencies. The Company uses financial instruments to reduce its exposure to the effects of currency fluctuations. Accordingly, the Company's organizations identify and measure their exposures from transactions denominated in other than their own functional currency. We calculate our net exposure on a cash flow basis considering balance sheet items, actual orders received or made and anticipated revenue and expenses. The Company generally hedges foreign currency exposures in relation to transaction exposures, such as receivables/payables resulting from such transactions and part of anticipated sales and purchases. The Company generally uses forwards to hedge these exposures. As of January 1, 2016, as a result of the acquisition of Freescale, NXP has concluded that the functional currency of the Company is USD. Beginning from January 1, 2016, our U.S. dollar-denominated notes and short term loans will no longer need to be re-measured. Prior to January 1, 2016, the U.S. dollar-denominated debt held by our Dutch subsidiary (which had at that time a euro functional currency) could have generated adverse currency results in financial income and

expenses depending on the exchange rate movement between the euro and the U.S. dollar. The U.S. dollar exposure of the net investment in U.S. dollar functional currency subsidiaries was hedged by certain of our U.S. dollar denominated debt. The hedging relationship was assumed to be highly effective. Foreign currency gains or losses on this U.S. dollar debt that were recorded in a euro functional currency entity that were designated as, and to the extent they were effective, as a hedge of the net investment in our U.S. dollar foreign entities, were reported as a translation adjustment in other comprehensive income within equity, and offset in whole or in part the foreign currency changes to the net investment that were also reported in other comprehensive income. Absent the application of net investment hedging, these amounts would have been recorded as a loss within financial income (expense) in the statement of operations.

In the below table we have summarized how the quarterly change in the EUR/USD exchange rate during 2022 impacted the foreign exchange result in the statement of operations as well as the currency translation reserve in equity:

Volatility (\$ in millions)	EUR/USD opening-closing rate	change in %	statement of operations	Statement of changes in equity
			foreign exchange gain/(loss)	currency translation gain/(loss)
Q1 2022	1.1325 - 1.1113	(2)%	2	(18)
Q2 2022	1.1113 - 1.0429	(6)%	6	(69)
Q3 2022	1.0429 - 0.9694	(7)%	3	(78)
Q4 2022	0.9694 - 1.0670	10 %	(28)	93

Our currency hedging activity had an impact of a \$26 million loss on *Cost of revenue* (2021: \$3 million gain), \$2 million loss on *Research and development expenses* (2021: \$2 million gain), and a \$7 million loss on *Selling, general and administrative expenses* (2021: \$2 million gain). The impact of currency hedging on financial income is disclosed in Note 7 *Financial income (expense)*.

The gross notional amounts of the Company's foreign currency derivatives by currency for the years ended December 31, 2022 and December 31, 2021 were as follows:

	2022	2021
Euro	579	528
Chinese renminbi	258	242
Great British pound	2	40
Japanese yen	31	41
Malaysian ringgit	119	122
Singapore dollar	88	76
Swiss franc	28	30
Taiwan dollar	203	213
Thai baht	107	112
Other	60	54

See also Note 7 *Financial income (expense)* as well as Note 32 *Fair value of financial instruments* for the effect that hedge accounting has had on our statement of operations and balance sheet.

Liquidity risk

At December 31, 2022, our cash balance was \$3,845 million, of which \$227 million was held by SSMC, our consolidated joint venture company with TSMC. Under the terms of our joint venture agreement with TSMC, a

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portion of this cash can be distributed by way of a dividend to us, but 38.8% of the dividend will be paid to our joint venture partner. During 2022 and 2021 no dividend was paid by SSMC.

From time to time, we engage in discussions with third parties regarding potential acquisitions of, or investments in, businesses, technologies and product lines. Any such transaction could require significant use of our cash and cash equivalents, or require us to arrange for new debt and equity financing to fund the transaction. Our ability to make scheduled payments or to refinance our debt obligations depends on our financial and operating performance, which is subject to prevailing economic and competitive conditions. In the future, we may not be able to maintain a level of cash flows from operating activities sufficient to permit us to pay principal, premium, if any, and interest on our indebtedness. Our business may not generate sufficient cash flow from operations, or we may not have enough capacity under the RCF Agreement, or from other sources in an amount sufficient to enable us to repay our indebtedness, including the RCF Agreement, the unsecured notes or to fund our other liquidity needs, including working capital and capital expenditure requirements. In any such case, we may be forced to reduce or delay capital expenditures, sell assets or operations, seek additional capital or restructure or refinance our indebtedness.

Concentration of risk

Financial instruments, including derivative financial instruments, that may potentially subject NXP to concentrations of credit risk, consist principally of cash and cash equivalents, short-term investments, long-term investments, accounts receivable and forward contracts.

We sell our products to OEMs and to distributors in various markets, who resell these products to OEMs or to their subcontract manufacturers. One of our distributors accounted for 20% of our revenue in 2022 and 18% in 2021. No other distributor accounted for greater than 10% of our revenue for 2022 or 2021.

Credit exposure related to NXP's foreign currency forward contracts is limited to the realized and unrealized gains on these contracts.

The Company uses outside suppliers or foundries for a portion of its manufacturing capacity.

We have operations in Europe and Asia subject to collective bargaining agreements which could pose a risk to the Company but we do not expect that our operations will be disrupted if such is the case.

The Company's risk factors are summarized in the Report of the Directors under the *Governance* chapter.

34. Subsequent events

The Company performed a review of events subsequent to the balance sheet date through the date the financial statements were authorized for issue by the board of directors and determined that there were no such events requiring recognition or disclosure in the financial statements.

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Balance sheet of NXP Semiconductors N.V.

The balance sheet is presented after appropriation of profit.

\$ in millions, unless otherwise stated	December 31,	
	2022	2021
Assets		
2 Equity -accounted investees	9,588	8,575
Non-current assets	9,588	8,575
3 Loan receivable from subsidiary	989	679
Current assets	989	679
Total assets	10,577	9,254
Liabilities and shareholders' equity		
Dividend payable	219	149
Current liabilities	219	149
Current assets less current liabilities	770	530
Total assets less current liabilities	10,358	9,105
4 Shareholders' equity:		
Share capital		
<i>Preferred stock, par value €0.20 per share:</i>		
Authorized: 645,754,500 shares (2021: 645,754,500 shares)		
Issued: none		
<i>Common stock, par value €0.20 per share:</i>		
Authorized: 430,503,000 shares (2021: 430,503,000 shares)		
Issued and fully paid: 274,519,638 shares (2021: 274,519,638 shares)	59	62
Capital in excess of par value	15,261	14,897
Legal reserves: currency translation differences	(452)	(380)
Legal reserves: hedging	(514)	(513)
Legal reserves: participating interests	1,860	1,611
Retained earnings: treasury shares	(2,799)	(1,932)
Retained earnings: accumulated deficit	(3,057)	(4,640)
	10,358	9,105
Total equity and liabilities	10,577	9,254

Shareholders' equity corresponds with the shareholders' equity of NXP as disclosed in the consolidated balance sheet.

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Statement of operations of NXP Semiconductors N.V.

\$ in millions, unless otherwise stated	2022	2021
Income from equity accounted investees	3,129	2,170
Other income (expense)	(7)	—
Net income	3,122	2,170

Other income (expense) includes \$7 million interest expenses (2021: \$0 million).

The net income corresponds with the net income attributable to shareholders of NXP as disclosed in the consolidated statements of operations.

Notes to the Company financial statements for the year ended December 31, 2022

\$ in millions, unless otherwise stated

1. Basis of preparation and summary of significant accounting policies

NXP Semiconductors N.V.'s company financial statements in this section have been prepared in accordance with Part 9 of Book 2 of the Netherlands Civil Code on a going concern basis. In accordance with subsection 8 of section 362, Book 2 of the Netherlands Civil Code, the recognition and measurement principles applied in the Company financial statements are since 2011 the same as those applied in the consolidated financial statements. Participating interests, over which significant influence is exercised, are stated on the basis of the equity method. Dutch law allows companies that apply IFRS as endorsed by the European Union in their consolidated financial statements to use the same accounting principles in the parent company financial statements. Company financial statements that are based on this provision qualify as financial statements under Dutch law.

The accounting principles are explained in Note 2 *Significant accounting policies and new accounting standards to be adopted after 2022* of the consolidated financial statements of this Annual report.

The loan receivable from subsidiary is carried at amortized cost using the effective interest method.

The Company is head of a fiscal unity for the corporate income tax and VAT that contains the most significant Dutch wholly-owned group companies. The Company is therefore jointly and severally liable for the tax liabilities of the tax entity as a whole. With the members of the Dutch fiscal unity it was agreed to fully allocate the corporate income tax expenses to NXP Semiconductors Netherlands BV which also pays the corporate income tax liabilities of the Dutch fiscal unity. Hence, NXP Semiconductors N.V. has not recognized a corporate income tax benefit regarding the other income (expense) which amounts to \$2 million (2021: \$0 million). NXP Semiconductors Netherlands BV has a corporate income tax receivable of \$15 million (2021: corporate income tax receivable of \$8 million). For more information on income taxes, see Note 8 *Income taxes* of the consolidated financial statements.

The legal reserve for participating interests pertains to participating interests that are measured at net asset value. The reserve is equal to the share in the results and direct changes in equity (both calculated on the basis of the Company's accounting policies) of the participating interests since the first measurement at net asset value, less the distributions that the Company has been entitled to since the first measurement at net asset value, and less distributions that the Company may effect without restrictions. As to the latter share, this takes into account any profits that may not be distributable by participating interests that are Dutch limited companies based on the distribution tests to be performed by the management of those companies. The legal reserve is determined on an individual basis.

The legal reserve for hedging pertains to net investment and cash flow hedge accounting, measured in accordance with IFRS. The legal reserve for currency translation is determined in accordance with the IFRS requirements for currency translation reserve.

Income from equity accounted investees relates to the share of the Company in the results of its participating interests.

Presentation of Company financial statements

The statement of operations has been prepared in accordance with Section 402 Part 9 of Book 2 of the Netherlands Civil Code which allows a simplified statement of operations in the event that a comprehensive statement of operations is included in the consolidated group financial statements. The Company financial statements only contain an abbreviated statement of operations.

2. Equity-accounted investees

Equity-accounted investees (including goodwill) are measured at their net asset value in accordance with the IFRS accounting policies used in the consolidated financial statements.

Movements in the book value of the equity-accounted investees are as follows:

	<u>2022</u>	<u>2021</u>
Balance as of January 1,	8,575	10,540
Changes in book value:		
Share-based payments	347	366
Net income	3,129	2,170
Currency translation differences	(72)	(74)
Hedge accounting	(1)	(11)
Treasury shares used by NXP B.V. and its subsidiaries	(484)	(428)
Net actuarial gains/(losses)	98	13
Dividend paid	(2,000)	(4,000)
Other	(4)	(1)
Balance as of December 31,	<u>9,588</u>	<u>8,575</u>

A list of subsidiaries and affiliated companies, prepared in accordance with the relevant legal requirements (Netherlands Civil Code, Book 2, Sections 379 and 414), is deposited at the office of the Commercial Register in Eindhoven, Netherlands.

3. Loan receivable from subsidiary

The loan receivable from NXP B.V. increased during the year from \$679 million at December 31, 2021 to \$989 million at December 31, 2022. The increase is primarily explained by the 2022 financing of NXP B.V. with regard to treasury shares used by NXP B.V. and its subsidiaries for a total amount of \$484 million and the dividend paid by NXP B.V. of \$2,000 million; partially offset by the financing by NXP B.V. of the Company's purchase of treasury shares (including taxes) of \$1,370 million and dividends paid of \$815 million. Furthermore, the loan receivable consists of the settlement of assets and liabilities between NXP Semiconductors N.V. and NXP B.V. related to the ordinary course of business. The applicable interest rate is LIBOR plus a margin equal to the credit spread for the NXP B.V.'s Revolving Credit Facility.

Company Financial Statements

4. Shareholders' equity

\$ in millions, unless otherwise stated	Legal reserves				Retained earnings			Total Shareholders' equity
	Share capital	Capital in excess of par value	Currency translation differences	Hedging	Participa- ting interests*	Treasury shares	Accumu- lated deficit	
Balance as of December 31, 2020	71	15,261	(306)	(502)	1,357	(1,037)	(3,661)	11,183
Net income (loss)							2,170	2,170
Allocation to legal reserve							(254)	(254)
Current period change			(74)	(9)	254			171
Reclassifications to income				(2)				(2)
Share-based compensation plans		383						383
Retirement treasury shares	(3)	(747)				2,595	(1,845)	—
Remeasurements defined benefits							13	13
Treasury shares transactions						(3,490)	(463)	(3,953)
Dividends common stock							(606)	(606)
Revaluation share capital**	(6)						6	—
Balance as of December 31, 2021	62	14,897	(380)	(513)	1,611	(1,932)	(4,640)	9,105
Net income (loss)							3,122	3,122
Allocation to legal reserves							(249)	(249)
Current period change			(72)	(36)	249			141
Reclassifications to income				35				35
Share-based compensation plans		364						364
Remeasurements defined benefits							98	98
Treasury shares transactions						(867)	(503)	(1,370)
Dividends common stock							(885)	(885)
Revaluation share capital**	(3)						3	—
Change in investments							(3)	(3)
Balance as of December 31, 2022	59	15,261	(452)	(514)	1,860	(2,799)	(3,057)	10,358

* The Participating interests reserve includes the legal reserve related to capitalized development expenses of the Dutch principal.

** Revaluation of share capital has taken place against year-end closing rates (\$ per 1 € of 2022:1.0670 2021:1.1325)

The net income for the year 2022 of \$3,122 million has been appropriated to the accumulated deficit in accordance with Article 34.5 of the Company's articles of association.

Under our Quarterly Dividend Program, interim dividends of \$0.5625 per ordinary share were paid on April 5, July 6, October 6, 2021; and January 6, 2022, and dividends of \$0.845 per ordinary share were paid on April 6, July 6, October 6, 2022; and January 6, 2023.

We also refer to the consolidated statements of changes in equity of the consolidated financial statements.

5. Employees

The number of persons having a contract with the Company at the year-end 2022 was 1 (2021: 2): of which one of them (Mr. Sievers) had a management services contract in both 2022 and 2021, and the other had a contract of employment in 2021 and resigned in 2022.

Detailed information of the 2022 executive compensation program for the CEO, CFO and three highest paid officers of the Company other than the CEO and CFO will be described in the Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 to be published in view of the next Annual General Meeting.

6. Contingent liabilities

General guarantees as referred to in Section 403, Book 2, of the Dutch Civil Code, have been given by the Company for to the following group companies in the Netherlands:

- NXP B.V.
- NXP Semiconductors Netherlands B.V.

The following debt instruments are guaranteed, fully and unconditionally, jointly and severally, by NXP Semiconductors N.V. and issued or guaranteed by NXP USA, Inc., NXP B.V. and NXP LLC, (together, the “Subsidiary Obligors” and together with NXP Semiconductors N.V., the “Obligor Group”): 4.875% Senior Notes due 2024, 2.700% Senior Notes due 2025, 5.350% Senior Notes due 2026, 3.875% Senior Notes due 2026, 3.150% Senior Notes due 2027, 4.400% Senior Notes due 2027, 5.550% Senior Notes due 2028, 4.300% Senior Notes due 2029, 3.400% Senior Notes due 2030, 2.500% Senior Notes due 2031, 2.650% Senior Notes due 2032, 5.000% Senior Notes due 2033, 3.250% Senior Notes due 2041, 3.125% Senior Notes due 2042 and the 3.250% Senior Notes due 2051 (together the “Notes”). Other than the Subsidiary Obligors, none of the Company’s subsidiaries (together the “Non-Guarantor Subsidiaries”) guarantee the Notes. The Company consolidates the Subsidiary Obligors in its consolidated financial statements and each of the Subsidiary Obligors are wholly owned subsidiaries of the Company. All of the existing guarantees by the Company rank equally in right of payment with all of the existing and future senior indebtedness of the Obligor Group. There are no significant restrictions on the ability of the Obligor Group to obtain funds from respective subsidiaries by dividend or loan.

7. Audit fees

\$ in millions	Ernst & Young Accountants LLP		Other EY network		Total	
	2022	2021	2022	2021	2022	2021
Audit of the financial statements	4.4	4.0	0.9	0.9	5.3	4.9
Other audit engagements	0.2	0.3	0.1	—	0.3	0.3
Tax-related advisory services	—	—	—	0.1	—	0.1
Other non-audit services	—	—	—	—	—	—
Total	4.6	4.3	1.0	1.0	5.6	5.3

Audit fees consist of fees for the examination of both the consolidated and statutory financial statements. Other audit engagements also include fees that only our independent auditor can reasonably provide such as comfort letters and review of documents filed with the SEC. The above mentioned fees exclude out of pocket expenses of \$0.3 million (2021: \$0.3 million).

The fees mentioned in the table for the audit of the financial statements relate to the total fees for the audit of the financial statements 2022 (2021), irrespective of whether the activities have been performed during the financial year 2022 (2021).

8. Related parties

Reference is made to Note 29 *Related-party transactions* of the consolidated financial statements. The Company maintains a General Service Agreement contract with NXP B.V. that stipulates that certain third party consultancy costs and other services, which are due by the Company (including salary costs of the Executive Officers), are paid by NXP B.V.

Company Financial Statements

9. Subsequent events

For the subsequent events, we refer to Note 34 *Subsequent events* of the consolidated financial statements.

March 2, 2023

Board of directors

Other Information

Independent auditor's report

To: the shareholders and Audit Committee of the Board of Directors of NXP Semiconductors N.V.

Report on the audit of the financial statements 2022 included in the annual report

Our opinion

We have audited the financial statements 2022 of NXP Semiconductors N.V. based in Eindhoven. The financial statements comprise the consolidated and company financial statements.

In our opinion:

- the accompanying consolidated financial statements give a true and fair view of the financial position of NXP Semiconductors N.V. as at December 31, 2022 and of its result and its cash flows for 2022 in accordance with International Financial Reporting Standards as adopted by the European Union (EU-IFRS) and with Part 9 of Book 2 of the Dutch Civil Code
- the accompanying company financial statements give a true and fair view of the financial position of NXP Semiconductors N.V. as at December 31, 2022 and of its result for 2022 in accordance with Part 9 of Book 2 of the Dutch Civil Code

The consolidated financial statements comprise:

- the consolidated balance sheet as at December 31, 2022
- the following statements for 2022: the consolidated statement of operations, comprehensive income, changes in equity and cash flows
- the notes comprising a summary of the significant accounting policies and other explanatory information.

The company financial statements comprise:

- the company balance sheet as at December 31, 2022
- the company statement of operations for 2022
- the notes comprising a summary of the accounting policies and other explanatory information.

Basis for our opinion

We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. Our responsibilities under those standards are further described in the *Our responsibilities for the audit of the financial statements* section of our report.

We are independent of NXP Semiconductors N.V. in accordance with the “Wet toezicht accountantsorganisaties” (Wta, Audit firms supervision act), the “Verordening inzake de onafhankelijkheid van accountants bij assurance-opdrachten” (ViO, Code of Ethics for Professional Accountants, a regulation with respect to independence) and other relevant independence regulations in the Netherlands. Furthermore we have complied with the “Verordening gedrags- en beroepsregels accountants” (VGBA, Dutch Code of Ethics).

We believe the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Information in support of our opinion

We designed our audit procedures in the context of our audit of the financial statements as a whole and in forming our opinion thereon. The following information in support of our opinion and any findings were addressed in this context, and we do not provide a separate opinion or conclusion on these matters.

Our understanding of the business

NXP Semiconductors N.V. is a global semiconductor manufacturer operating in a broad range of markets. The group is structured in operating reporting units (components) and we tailored our group audit approach accordingly. We paid specific attention in our audit to a number of areas driven by the operations of the group and our risk assessment.

We determined materiality and identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error in order to design audit procedures responsive to those risks and to obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

Materiality

Materiality	USD 100 million (2021: USD 80 million)
Benchmark applied	2.5% of EBITDA (2021: 2.5% of EBITDA)
Explanation	We selected EBITDA to benchmark materiality as in our professional judgment, users of the financial statements of a listed and mature company primarily focus on earnings based measures. Other earnings based measures may be very volatile as a result of the cyclical nature of the semiconductor industry and the specific cost structure of the company. The applied benchmark is in line with the 2021 audit.

We have also taken into account misstatements and/or possible misstatements that in our opinion are material for the users of the financial statements for qualitative reasons.

We agreed with the Audit Committee of the Board of Directors that misstatements in excess of USD 5 million, which are identified during the audit, would be reported to them, as well as smaller misstatements that in our view must be reported on qualitative grounds.

Scope of the group audit

NXP Semiconductors N.V. is at the head of a group of entities. The financial information of this group is included in the consolidated financial statements.

Because we are ultimately responsible for the opinion, we are also responsible for directing, supervising and performing the group audit. In this respect we have determined the nature and extent of the audit procedures to be carried out for components. Decisive were the size and/or the risk profile of the entities or operations. On this basis, we selected components for which an audit or review had to be carried out on the complete set of financial information or specific items.

Our group audit mainly focused on significant components and have selected significant components in the United States, the Netherlands, China, Malaysia, Singapore and Taiwan. For these components we allocated an audit of the complete financial information (full scope components) or we allocated components to perform audit procedures on specific account balances (specific scope components) that we considered had the potential for the greatest impact on the significant accounts in the financial statements, either because of the size of these accounts or their risk profile. We performed audit procedures on accounting areas managed centrally, such as the key audit matters related to revenue recognition and capitalized development costs, the majority of the audit procedures of the U.S. and Dutch components and other centralized accounts. We performed review procedures or specific audit procedures at other group entities (non-significant components).

By performing the procedures mentioned above at components of the group, together with additional procedures at group level, we have been able to obtain sufficient and appropriate audit evidence about the group's financial information to provide an opinion on the consolidated financial statements.

Teaming and use of specialists

We ensured that the audit teams both at group and at component levels included the appropriate skills and competences which are needed for the audit of a listed client in the semiconductor industry. We included specialists in the areas of IT audit, forensics, sustainability, share based payments and income tax and transfer pricing and have made use of our own experts in the areas of valuations and actuaries.

Our focus on climate-related risks and the energy transition

Climate change and the energy transition are high on the public agenda. Issues such as CO2 reduction impact financial reporting, as these issues entail risks for the business operation, the valuation of assets and provisions or the sustainability of the business model and access to financial markets of companies with a larger CO2 footprint.

As part of our audit of the financial statements, we read the Report of the Directors and considered whether there is any material inconsistency between the non-financial information in section 'Sustainability statements' and the financial statements.

Our focus on fraud and non-compliance with laws and regulations

Our responsibility

Although we are not responsible for preventing fraud or non-compliance and we cannot be expected to detect non-compliance with all laws and regulations, it is our responsibility to obtain reasonable assurance that the financial statements, taken as a whole, are free from material misstatement, whether caused by fraud or error. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Our audit response related to fraud risks

We identified and assessed the risks of material misstatements of the financial statements due to fraud. During our audit we obtained an understanding of the entity and its environment and the components of the system of internal control, including the risk assessment process and management's process for responding to the risks of fraud and monitoring the system of internal control and how the Audit Committee of the Board of Directors exercises oversight, as well as the outcomes.

We refer to section 'Risk Management' of the Report of Director's for management's risk assessment.

We evaluated the design and relevant aspects of the system of internal control and in particular the fraud risk assessment, as well as the code of conduct, whistle blower procedures and incident registration. We evaluated the design and the implementation and, where considered appropriate, tested the operating effectiveness, of internal controls designed to mitigate fraud risks.

As part of our process of identifying fraud risks, we evaluated fraud risk factors with respect to financial reporting fraud, misappropriation of assets and bribery and corruption in close co-operation with our forensic specialists. We evaluated whether these factors indicate that a risk of material misstatement due to fraud is present.

We incorporated elements of unpredictability in our audit. We also considered the outcome of our other audit procedures and evaluated whether any findings were indicative of fraud or non-compliance.

As in all of our audits, we addressed the risks related to management override of controls. For these risks we have performed procedures among others to evaluate key accounting estimates for management bias that may represent a risk of material misstatement due to fraud, in particular relating to important judgment areas and significant accounting estimates as disclosed in Note 2 to the financial statements under 'Use of estimates and judgments'.

Other Information

We have also used data analysis to identify and address high-risk journal entries and evaluated the business rationale (or the lack thereof) of significant extraordinary transactions.

We identified the following fraud risk and performed the following specific procedures:

Presumed risks of fraud in revenue recognition	
Fraud risk	When identifying and assessing fraud risks we presume that there are risks of fraud in revenue recognition. We evaluated that manual journal entries to revenues or manual adjustments to the distributor incentive accrual or cut-off of revenue transactions in particular give rise to such risks. These revenues are disclosed in Note 5 to the financial statements.
Our audit approach	We describe the audit procedures responsive to the presumed risk of fraud in revenue recognition in the description of our audit approach for the key audit matter 'Fraud risk related to revenue recognition'.

We considered available information and made enquiries of relevant executives, directors (including internal audit, legal, compliance, human resources and regional directors) and the Audit Committee of the Board of Directors.

The fraud risk we identified, enquiries and other available information did not lead to specific indications for fraud or suspected fraud potentially materially impacting the view of the financial statements.

Our audit response related to risks of non-compliance with laws and regulations

We performed appropriate audit procedures regarding compliance with the provisions of those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. Furthermore, we assessed factors related to the risks of non-compliance with laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general industry experience, through discussions with the management board, reading minutes, inspection of internal audit and compliance reports, and performing substantive tests of details of classes of transactions, account balances or disclosures.

We also inspected lawyers' letters and we have been informed by management that there was no correspondence related to non-compliance with regulatory authorities and remained alert to any indication of (suspected) non-compliance throughout the audit. Finally we obtained written representations that all known instances of non-compliance with laws and regulations have been disclosed to us.

Our audit response related to going concern

As disclosed in section 'Basis of preparation and summary of significant accounting policies' in Note 2 to the financial statements, the financial statements have been prepared on a going concern basis. When preparing the financial statements, management made a specific assessment of the company's ability to continue as a going concern and to continue its operations for the foreseeable future. We discussed and evaluated the specific assessment with management exercising professional judgment and maintaining professional skepticism. We considered whether management's going concern assessment, based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, contains all relevant events or conditions that may cast significant doubt on the company's ability to continue as a going concern.

Based on our procedures performed, we did not identify material uncertainties about going concern.

If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause a company to cease to continue as a going concern.

Our key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements. We have communicated the key audit matters to Audit Committee of the Board of Directors. The key audit matters are not a comprehensive reflection of all matters discussed.

In comparison with previous year, the nature of our key audit matters did not change.

Effect on our financial statement audit of prior year material weakness in internal control over financial reporting	
Risk	<p>As disclosed in section 'Internal controls and disclosure policies' of management's board report, the Company identified a material weakness as of December 31, 2021 associated with ineffective information technology general controls (ITGCs) in the areas of user access, change-management and IT operations over certain information technology (IT) systems that support the Company's financial reporting processes. Automated and manual business process controls that are dependent on the affected ITGCs were also deemed ineffective, because they could have been adversely impacted to the extent that they rely upon information and configurations from the affected IT systems. This prior year material weakness affected our current year audit of substantially all financial statement accounts, as due to the timing of remediation, automated and manual business process controls that are dependent on the affected ITGCs could not be relied upon during 2022 for the purpose of our financial statement audit.</p> <p>Auditing the significant financial statement accounts affected by the material weakness was determined to be a key audit matter, because significant auditor judgment, including the assistance of IT professionals, was required to design and execute the incremental audit procedures related to the financial statement accounts that are reliant on IT systems impacted by the ineffective ITGCs and to assess the sufficiency of the procedures performed and evidence obtained.</p>
Our audit approach	<p>We used significant judgment and involved our IT professionals to determine the timing, nature and extent of incremental procedures to be performed over financial statement accounts that are reliant on IT systems impacted by the ineffective ITGCs, including the impacted automated and manual business process controls. These incremental procedures were performed closer to the balance sheet date and included, among others, lowering our testing thresholds, increasing sample sizes and manually testing the completeness and accuracy of system reports or other information generated by the Company's impacted IT systems, including increasing the extent to which items selected for testing were agreed to source documents.</p>
Key observations	<p>We concur with management that the material weakness has been remediated as of December 31, 2022.</p>

Other Information

Fraud risk related to revenue recognition	
Risk	<p>As discussed in Note 5 to the consolidated financial statements, net revenues for the year ended December 31, 2022 amounted to USD 13,205 million. Revenue is recognized when control of the product is transferred to the customer, which typically occurs at delivery taken into account contractual agreements. Further reference is made to Note 2 to the consolidated financial statements for the significant accounting policies on revenue recognition.</p> <p>Management focuses on revenue as a key performance measure. This could create an incentive for improper revenue recognition due to the pressure management may feel to achieve desired targets. We consider the fraud risk related to revenue recognition a key audit matter specifically relating to the risk of management override, which could occur via manual journal entries or via manual adjustments to the distributor incentive accrual or incorrect cut-off of revenue transactions.</p>
Our audit approach	<p>As part of our audit procedures, we evaluated the appropriateness of the Group's revenue recognition accounting policies. We obtained an understanding, evaluated the control design and tested the operating effectiveness of the Company's controls that address the risk of management override relating to revenues. This included the testing of controls related to manual journal entries, the distributor incentive accrual, and cut-off of revenue transactions. We also performed procedures to evaluate the design and operating effectiveness of IT processes, including testing of application controls and the data and reports used in the execution of key controls.</p> <p>Following the material weakness further described as per key audit matter 'Effect on our financial statement audit of prior year material weakness in internal control over financial reporting', similar to last year we have performed a substantive audit approach and, among others, lowered our testing thresholds, increased sample sizes and manually tested the completeness and accuracy of system reports or other information generated by the Company's impacted IT systems, including increasing the extent to which items selected for testing were agreed to source documents.</p> <p>We used data-analytics to audit key risk areas and identify exceptional or unusual revenue activity and patterns. We performed cut-off procedures to ensure revenue is recognized in the correct period by obtaining formal customer acceptance documentation to evidence occurrence of revenues in the appropriate period. With respect to the distributor incentive accrual, we evaluated management's estimates by performing, amongst others, an evaluation of the nature and substantiation of manual adjustments, analytical procedures, a retrospective review of actual settlements and confirmation of the agreed upon terms and conditions for a sample of customer contracts.</p> <p>We also assessed the adequacy of the Company's revenue disclosures contained in Note 2, Significant accounting policies, and Note 5, Operating income, to the consolidated financial statements.</p>
Key observations	<p>We consider the Company's accounting policies related to revenues appropriate. Furthermore, we did not identify any material misstatement in the revenues reported within the financial statements. In addition, we assessed that the revenue disclosures are adequate.</p>

Income taxes	
Risk	<p>Income tax positions are significant to our audit because the assessment process is complex, includes a certain level of estimation uncertainty and the amounts involved are material to the financial statements as a whole. The Company's operations are subject to income taxes in various jurisdictions which results in complexities of transfer pricing and the applicability of various tax legislations.</p> <p>As included in Note 8 to the consolidated financial statements per December 31, 2022 the net deferred tax liability amounts to USD 52 million. The liability for uncertain tax positions amount to USD 173 million per December 31, 2022.</p>
Our audit approach	<p>We obtained an understanding, evaluated the design and tested the operating effectiveness of controls over the Company's process to account for income taxes. We have, amongst others, performed audit procedures on the completeness and accuracy of the amounts recognized as current and deferred tax, including testing the accuracy of the calculations, the assessment of correspondence with tax authorities, corroboration of assumptions with supporting evidence and the evaluation of tax exposures. In those components determined to be part of jurisdictions with a higher tax risk, we involved our tax professionals with specialized skills and knowledge to analyze the tax positions and to challenge the assumptions used to determine the tax positions, including any uncertain tax positions. We also evaluated the Company's income tax disclosures included in Note 8 to the consolidated financial statements.</p> <p>Following the material weakness further described as per key audit matter 'Effect on our financial statement audit of prior year material weakness in internal control over financial reporting', similar to last year we have performed a substantive audit approach and, among others, lowered our testing thresholds in executing these procedures as well as manually tested the completeness and accuracy of system reports or other information generated by the Company's impacted IT systems used in any tax calculations.</p>
Key observations	<p>We consider the Company's accounting policies related to income taxes appropriate. Furthermore, we did not identify any material misstatement in the income taxes reported within the financial statements. In addition, we assessed that the income taxes disclosures are adequate.</p>

Capitalized development costs	
Risk	<p>As discussed in Note 14 to the consolidated financial statements the capitalized development costs at December 31, 2022 amount to USD 3,611 million, of which USD 1,654 million are in progress and therefore not yet amortized.</p> <p>Development costs are capitalized based on management's judgment that technological feasibility and economic profitability is probable, as required under IAS 38. Intangible assets, including capitalized development costs, are assessed for impairment by the Company.</p> <p>Auditing the capitalized development costs requires significant attention for the audit team given the inherent uncertainty around forecasting future economic benefits and the evaluation of impairment risk factors, and the significance of the amounts involved.</p>

Other Information

Our audit approach	<p>We obtained an understanding and evaluated the control design over the Company's process, which includes the Company's assessment of the eligibility of the development costs based on the relevant capitalization criteria as well as the execution of impairment testing procedures.</p> <p>In line with our risk assessment, we focused our audit procedures on projects, based on a representative sample, which moved from research phase to development phase in 2022 for which we evaluated whether the capitalization criteria per IAS 38 were met at the date these moved to the development phase. In relation to the impairment test for capitalized development cost we have, based on a representative sample, evaluated the impairment process and methodology used by management.</p> <p>Furthermore our audit procedures included, amongst others, assessment of the eligibility of the development costs for capitalization, based on a representative sample. We also assessed the adequacy of the Company's disclosure in the financial statements.</p>
Key observations	<p>We consider the Company's accounting policies related to capitalized development costs appropriate. Furthermore, we did not identify any material misstatement in the capitalized development costs reported within the financial statements. We also assessed the adequacy of the Company's disclosure in the financial statements, including related legal reserve.</p>

Report on other information included in the annual report

The annual report contains other information in addition to the financial statements and our auditor's report thereon. The other information also includes the remuneration report (incorporated by reference).

Based on the following procedures performed, we conclude that the other information:

- is consistent with the financial statements and does not contain material misstatements
- contains the information as required by Part 9 of Book 2 of the Dutch Civil Code for the management board report and the other information as required by Part 9 of Book 2 of the Dutch Civil Code.

We have read the other information. Based on our knowledge and understanding obtained through our audit of the financial statements or otherwise, we have considered whether the other information contains material misstatements. By performing these procedures, we comply with the requirements of Part 9 of Book 2 of the Dutch Civil Code and the Dutch Standard 720. The scope of the procedures performed is substantially less than the scope of those performed in our audit of the financial statements.

Management is responsible for the preparation of the other information, including the management board report in accordance with Part 9 of Book 2 of the Dutch Civil Code and other information required by Part 9 of Book 2 of the Dutch Civil Code.

Report on other legal and regulatory requirements

Engagement

We were engaged by the general meeting of shareholders as auditor of NXP Semiconductors N.V. on 27 May 2020, as of the audit for the year 2020 and have operated as statutory auditor ever since that date.

Description of responsibilities regarding the financial statements

Responsibilities of management and the Audit Committee of the Board of Directors for the financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with EU-IFRS and Part 9 of Book 2 of the Dutch Civil Code. Furthermore, management is responsible for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

As part of the preparation of the financial statements, management is responsible for assessing the company's ability to continue as a going concern. Based on the financial reporting framework mentioned, management should prepare the financial statements using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so. Management should disclose events and circumstances that may cast significant doubt on the company's ability to continue as a going concern in the financial statements.

The Audit Committee of the Board of Directors is responsible for overseeing the company's financial reporting process.

Our responsibilities for the audit of the financial statements

Our objective is to plan and perform the audit engagement in a manner that allows us to obtain sufficient and appropriate audit evidence for our opinion.

Our audit has been performed with a high, but not absolute, level of assurance, which means we may not detect all material errors and fraud during our audit.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. The materiality affects the nature, timing and extent of our audit procedures and the evaluation of the effect of identified misstatements on our opinion.

We have exercised professional judgment and have maintained professional skepticism throughout the audit, in accordance with Dutch Standards on Auditing, ethical requirements and independence requirements. The 'Information in support of our opinion' section above includes an informative summary of our responsibilities and the work performed as the basis for our opinion.

Our audit further included among others:

- Performing audit procedures responsive to the risks identified, and obtaining audit evidence that is sufficient and appropriate to provide a basis for our opinion
- Obtaining an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control
- Evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
- Evaluating the overall presentation, structure and content of the financial statements, including the disclosures
- Evaluating whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation

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Communication

We communicate with the Audit Committee of the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant findings in internal control that we identify during our audit.

We provide the Audit Committee of the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the Audit Committee of the Board of Directors, we determine the key audit matters: those matters that were of most significance in the audit of the financial statements. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, not communicating the matter is in the public interest.

Eindhoven, 2 March 2023

Ernst & Young Accountants LLP

Signed by M. Moolenaar

Statutory rules concerning appropriation of profit

Distributions.

Article 34.

34.1. The Board will keep a separate share premium account for each class of shares to which only the holders of the class of shares in question are entitled.

The amount or the value of the share premium paid on a specific class of shares issued by the Company will be booked separately on the share premium account in question.

34.2. The Company may make distributions on shares only to the extent that its shareholders' equity exceeds the sum of the paid-up and called-up part of the capital and the reserves which must be maintained by law.

34.3. Distributions of profit, meaning the net earnings after taxes shown by the adopted annual accounts, shall be made after the determining of the annual accounts from which it appears that they are justified, entirely without prejudice to any of the other provisions of the Articles of Association.

34.4. a. A dividend shall be paid out of the profit, if available for distribution, first of all on the preferred shares series PA in accordance with this paragraph. Subsequently, a dividend shall be paid out of the profit, if possible, on the preferred shares series PB in accordance with this paragraph.

b. The dividend paid on the preferred shares shall be based on the percentage, mentioned immediately below, of the amount called up and paid-up on those shares. The percentage referred to in the previous sentence shall be equal to the average of the EURIBOR interest charged for cash loans with a term of twelve months as set by the European Central Bank - weighted by the number of days to which this interest was applicable - during the financial year for which this distribution is made, increased by a maximum margin of three hundred (300) basis points to be fixed upon issue by the Board; EURIBOR shall mean the euro Interbank Offered Rate, which margin may vary per with each individual series.

c. If in the financial year over which the aforesaid dividend is paid the amount called up and paid-up on the preferred shares has been reduced or, pursuant to a resolution to make a further call on said shares, has been increased, the dividend shall be reduced or, if possible, increased by an amount equal to the aforesaid percentage of the amount of such reduction or increase, as the case may be, calculated from the date of the reduction or, as the case may be, from the date when the further call on the shares was made.

d. If and to the extent that the profit is not sufficient to pay in full the dividend referred to under a of this paragraph, the deficit shall be paid to the debit of the reserves, provided that doing so shall not be in violation of paragraph 2 of this article.

If and to the extent that the dividend referred to under a of this paragraph cannot be paid to the debit of the reserves either, the profits earned in subsequent years shall be applied first towards making to the holders of preferred shares such payment as will fully clear the deficit, before the provisions of the following paragraphs of this article can be applied. No further dividends on the preferred shares shall be paid than as stipulated in this article, in article 35 and in article 37. Interim dividends paid over any financial year in accordance with article 35 shall be deducted from the dividend paid by virtue of this paragraph 4.

e. If the profit earned in any financial year has been determined and in that financial year one (1) or more preferred shares have been cancelled against repayment, the persons who were the holders of those shares shall have an inalienable right to payment of dividend as described below. The amount of profit, if available for distribution, to be distributed to the aforesaid persons shall be equal to the amount of the dividend to which by virtue of the provision under a of this paragraph they would be entitled if on the date of determination of the profit they had still been the holders of the aforesaid preferred shares, calculated on the basis of the period during which in the financial year concerned

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said persons were holders of said shares, this dividend to be reduced by the amount of any interim dividend paid in accordance with article 35.

- f. If in the course of any financial year preferred shares have been issued, with respect to that financial year the dividend to be paid on the shares concerned shall be reduced pro rata to the day of issue of said shares.
 - g. If the dividend percentage has been adjusted in the course of a financial year, then for the purposes of calculating the dividend over that financial year the applicable rate until the date of adjustment shall be the percentage in force prior to that adjustment and the applicable rate after the date of adjustment shall be the altered percentage.
- 34.5. Any amount remaining out of the profit, after application of paragraph 4, shall be carried to reserve as the Board may deem necessary.
 - 34.6. The profit remaining after application of paragraphs 4 and 5 shall be at the disposal of the General Meeting, which may resolve to carry it to reserve or to distribute it among the holders of common shares.
 - 34.7. On a proposal of the Board, the General Meeting may resolve to distribute to the holders of common shares a dividend in the form of common shares in the capital of the Company.
 - 34.8. Subject to the other provisions of this article the General Meeting may, on a proposal made by the Board, resolve to make distributions to the holders of common shares to the debit of one (1) or several reserves which the Company is not prohibited from distributing by virtue of the law.
 - 34.9. No dividends shall be paid to the Company on shares held by the Company or where the Company holds the depositary receipts issued for such shares, unless such shares or depositary receipts are encumbered with a right of usufruct or pledge.
 - 34.10. Any change to an addition as referred to in paragraph 4 under b and g in relation to an addition previously determined by the Board shall require the approval of the meeting of holders of preferred shares of the series concerned. If the approval is withheld the previously determined addition shall remain in force.

Special statutory voting rights

There are no special statutory voting rights.

Investor Information

Corporate seat and head office

We were incorporated in The Netherlands as a Dutch private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the name KASLION Acquisition B.V. on August 2, 2006. On May 21, 2010 we converted into a public company with limited liability (*naamloze vennootschap*) and changed our name to NXP Semiconductors N.V. Our corporate seat is in Eindhoven, The Netherlands, and the statutory list of all subsidiaries and affiliated companies, prepared in accordance with the relevant legal requirements (Netherlands Civil Code, Part 9 of Book 2, Sections 379 and 414), forms part of the notes to the consolidated financial statements and is deposited at the office of the Commercial Register in Eindhoven, Netherlands (file no. 34253298).

Our registered office is:

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The Netherlands

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