

NXP Semiconductors N.V.'s rules on holding and trading in NXP Securities

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Introduction

This booklet contains the rules (the “**Rules**”) on trading and holding of shares and other securities of NXP Semiconductors N.V. (“**NXP**”). Capitalised terms are defined in Part VI hereof.

We strongly emphasize that compliance with these Rules is absolutely essential and urge you to take due note of them.

Everyone involved with NXP – for example as a director, employee or advisor – is responsible for ensuring that Inside Information remains confidential. Any person who has Inside Information should not engage in transactions relating to NXP Securities (such as shares, options and bonds and instruments related thereto).

Insider trading conflicts with the basic principle that everyone dealing on the stock exchange should simultaneously have access to the same information, and can have grave consequences under administrative, criminal and employment law.

Moreover, insider trading by individuals involved with NXP can cause severe damage, because NXP’s name and reputation on the stock exchange and in the financial world in general are compromised, and NXP’s ability to engage in financing or share transactions may be severely limited as a result. Everyone should be properly aware of this at all times.

Failure to comply with the regulations embodied in the Rules may be penalized. The Board is counting on everyone’s awareness of the importance of this issue and everyone’s commitment to ensure compliance with the Rules.

You are encouraged to contact the Compliance Officer in case of questions. The full text of the Rules can be downloaded from NXP’s website.

October 2010

On behalf of the Board of NXP Semiconductors N.V.

Rick Clemmer
President & CEO

Part I Rules for all NXP Employees and Designated Insiders (including members of the Board)

1 Insider trading prohibition

1.1 Every NXP Employee and every Designated Insider is prohibited from Trading if he or she has Inside Information.

1.2 The insider trading prohibition does not apply to:

- (a) a Trade in discharge of an enforceable obligation that already existed at the time the NXP Employee or Designated Insider became acquainted with the Inside Information;
- (b) the acceptance of NXP Securities under an NXP employee equity or share plan;
- (c) the exercise of options or the exercise of similar rights to (depository receipts for) NXP shares under an NXP employee equity or share plan on or within a period of five business prior to the expiry date of such right, as well as any subsequent sale of NXP shares so acquired, provided that (i) such sale takes place on or within a period of five business prior to the expiry date of such right, and (ii) the NXP Employee or Designated Insider has, at least four months prior to the expiry date, notified the Compliance Officer in writing of his or her intention to sell or has granted NXP an irrevocable power of attorney and instruction to sell;
- (d) the sale of (depository receipts for) NXP shares granted under an NXP employee equity or share plan immediately after a sale is first permitted pursuant to the conditions of grant, in case the NXP Employee or Designated Insider immediately uses the sale proceeds to pay a tax obligation arising in connection with the grant;
- (e) other transactions excluded by or pursuant to applicable law.

2 Tipping prohibition

- 2.1** Every NXP Employee and every Designated Insider who has Inside Information is prohibited from disclosing Inside Information to another person. This prohibition does not apply if the Inside Information is disclosed in the normal course of employment, profession or duties and the recipient of the Inside Information has an obligation of confidentiality.
- 2.2** Every NXP Employee and every Designated Insider who has Inside Information is prohibited from recommending or inducing another person to Trade.

Part II Additional rules for Designated Insiders

Chapter II.1 General

- 1.1** A Designated Insider is any individual who is:
- (i) a member of the Board,
 - (ii) a member of the Management Team,
 - (iii) an NXP executive, or
 - (iv) designated as such by the Compliance Officer.
- 1.2** The Compliance Officer may designate a person, for a definite or indefinite period, as a Designated Insider, and may terminate such designation. The Compliance Officer will notify a person when he or she is designated as such and when such designation is terminated.

Chapter II.2 Notification on holding of, and transactions in, NXP Securities

1 Initial notification to Compliance Officer on holding of NXP Securities

Every Designated Insider must within two weeks after his or her appointment or designation as Designated Insider notify the Compliance Officer of all NXP Securities held by him or her, other than his or her (depository receipts for) NXP shares or stock options purchased or granted under an NXP employee equity or share plan.

2 Prior and post notification to Compliance Officer of transactions in NXP Securities

- 2.1** Every Designated Insider must notify the Compliance Officer of any envisaged Trade at least two business days in advance.
- 2.2** Every Designated Insider must notify the Compliance Officer of any Trade within ten business days after the transaction, unless he or she has already made a notification to the Compliance Officer in accordance with Part III.

Chapter II.3 Closed periods

1 Closed Periods

1.1 The Closed Periods shall be:

- (a) the period of December 15 of each financial year until the publication of NXP's annual accounts over that year; and
- (b) the period of two weeks prior to the end of a financial quarter until the publication of NXP's results over that quarter.

1.2 In a timely manner before the beginning of each financial year, the Compliance Officer announces the dates of the Closed Periods in that financial year. Any changes or additions in the course of the financial year shall also be announced.

2 No Trading during Closed Periods

2.1 Every Designated Insider is prohibited from Trading during a Closed Period (irrespective of whether he or she has Inside Information at that time).

2.2 The exceptions to the insider trading prohibition set forth in paragraph 1.2 of Part I apply, *mutatis mutandis*, to any Trade during a Closed Period.

3 Additional periods during which Trading is prohibited

The Compliance Officer may, at any time, designate additional periods (outside the Closed Periods) during which certain or all Designated Insiders are prohibited from Trading.

Chapter II.4 Prohibited transactions

1 Prohibition on reverse transactions

Every Designated Insider is prohibited from Trading within six months after a Trade if the second Trade is the opposite of the first Trade or otherwise results in undoing or limiting the effect of the first Trade. This prohibition does not apply if the first Trade is the exercise of an option or the exercise of a similar right to (depository receipts for) NXP shares under an NXP employee equity or share plan and the second is a sale of (depository receipts for) NXP shares acquired by exercising such right.

2 Other prohibited transactions

Every Designated Insider is prohibited from writing call or put options and similar derivatives of NXP Securities.

Part III Additional rules for members of the Board

1 Notification of transactions to the AFM

- 1.1** Every member of the Board must (as prescribed by the FMSA) notify the AFM of any transaction in NXP Securities within five business days after the transaction, using a prescribed form. A copy of this form must be sent to the Compliance Officer at the latest at the same time as the notification to the AFM is made.
- 1.2** A member of the Board may instruct the Compliance Officer to make the notification referred to above to the AFM on his or her behalf. The instruction must include all details to be notified to the AFM. The Compliance Officer must have received such instruction before 13.00 hours CET on the business day prior to the final day for notification to the AFM.
- 1.3** In accordance with the exception available under the FMSA, no notification referred to above is required for Trading by a regulated discretionary portfolio manager under a written mandate, the terms of which (including any amendment thereto) have been reviewed by the Compliance Officer.
- 1.4** The notification referred to above may be postponed until the moment that the value of the transactions performed for that member's own account, together with the transactions carried out by persons related to him (as specified in paragraph 1 of the Annex hereto), reach or exceed an amount of €5,000 in the calendar year in question.
- 1.5** A similar notification requirement applies to certain persons related to a member of the Board. The Annex to these Rules presents this notification requirement in more detail. Every member of the Board must inform the persons related to him or her of the notification requirements that apply to such persons.

Part IV Compliance Officer

1 Appointment Compliance Officer

The Board appoints a Compliance Officer, from time to time. The name of the Compliance Officer and where he or she can be reached will be published on NXP's intranet. The name of the person appointed by the Board to replace the Compliance Officer in his or her absence will be announced in the same manner.

2 Compliance Officer's duties and powers

The Compliance Officer's duties and powers are the following:

- (a) to maintain a list of the Designated Insiders;
- (b) to designate a person, for a definite or indefinite period, as a Designated Insider, and to terminate such designation;
- (c) to designate additional financial instruments as "NXP Securities" and to announce such designation;
- (d) to announce the dates of the Closed Periods for each financial year;
- (e) to designate additional periods (outside the Closed Periods) during which Trading is prohibited as provided in paragraph 3 of Chapter II.3;
- (f) to register any transactions in NXP Securities notified to the Compliance Officer pursuant to Chapter II.2 or Part III of these Rules;
- (g) to notify the AFM of any transactions in NXP Securities by a member of the Board as referred to in paragraph 1.2 of Part III or by a person related to a member of the Board as referred to in paragraph 3 of the Annex hereto, to the extent so requested;
- (h) to act pursuant to a power of attorney referred to in paragraph 1.2(c) of Part I;
- (i) to review the terms of the written mandate to a discretionary portfolio manager as referred to in paragraph 1.3 of Part III;

- (j) to report on a quarterly basis to the chief executive officer (CEO) of NXP on all transactions in NXP Securities notified to the Compliance Officer pursuant to Chapter II.2 and Part III of these Rules;
- (k) to advise NXP Employees and Designated Insiders upon request as to the scope and interpretation of these Rules and other relevant prohibitions or obligations;
- (l) in exceptional circumstances, to grant dispensation from the notification requirements of Chapter II.2 and the Trading restrictions of chapter II.3;
- (m) to maintain a list of insiders, *i.e.* persons working (under a contract of employment or otherwise) with NXP who may on a regular or incidental basis have access to Inside Information, as required by the FMSA; and
- (n) any additional duties or powers granted to him or her by the Board.

Part V Final provisions

1 Sanctions

In the event of a violation of any provision of these Rules, NXP or, as the case may be, the employer reserves the right to impose any sanctions which it is entitled to impose pursuant to the law or the (employment) agreement with the NXP Employee or the Designated Insider. Such sanctions may include termination of the (employment) agreement with the NXP Employee or Designated Insider, by way of summary dismissal or otherwise.

2 Entry into force and amendments

Provisions of these Rules may be amended and supplemented by a resolution of the Board or any committee or person acting on its behalf. Amendments and additions shall enter into force from the moment that they are announced, unless the announcement specifies a later date.

3 Governing law

These Rules shall be interpreted in accordance with, and governed by, Dutch law.

Part VI Definitions

In these Rules, the following capitalised terms shall have the following meaning.

- (a) “**AFM**” means the Netherlands Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*).
- (b) “**Board**” means NXP’s board of directors.
- (c) “**Closed Period**” means each period designated as such in accordance with paragraph 1 of Chapter II.3 of these Rules.
- (d) “**Compliance Officer**” means the officer referred to in Part IV of these Rules.
- (e) “**Designated Insider**” has the meaning given to this term in Chapter II.1 of these Rules.
- (f) “**FMSA**” means the Dutch Financial Markets Supervision Act (*Wet op het financieel toezicht*).
- (g) “**Inside Information**” means any information of a precise nature relating directly or indirectly to NXP or the trade in NXP Securities, which information has not been made public and publication of which should reasonably be expected to affect the trading price of NXP Securities.
- (h) “**Management Team**” means NXP’s management team.
- (i) “**NXP**” means NXP Semiconductors N.V.
- (j) “**NXP Employee**” means any person employed by, or in any other relationship of authority to, NXP or a subsidiary or group company of NXP, irrespective of the length of the employment.
- (k) “**NXP Securities**” means NXP’s shares that are admitted to trading on NASDAQ, notes issued by NXP or any of its affiliates that are admitted to trading on the Irish Stock Exchange or another stock exchange, plus all financial instruments the value of which is wholly or partially dependent on the value of such shares or notes, plus any financial instrument designated as such by the Compliance Officer from time to time. Note that stock options and any equity rights granted under an NXP employee equity or share plan will generally qualify as NXP Securities.

- (l) **"Rules"** means the rules on holding and trading in NXP Securities contained in this document.

- (m) **"Trade"** means any sale, purchase or other act consisting of or aimed at acquiring or disposing of NXP Securities (either directly or indirectly and for one's own account or the account of another person), including the exercise of options and the exercise of similar rights to (depository receipts for) NXP securities under any NXP employee equity or share plan. A reference to **"Trading"** is to be construed in the same way.

Annex: Notification requirement for persons related to members of the Board

- 1 Section 5:60 FMSA requires certain persons related to members of the Board to notify a transaction in NXP Securities to the AFM within five business days after that transaction. These persons are:
- (a) spouses, registered partners and life companions of a member of the Board as well as persons living together with such member in a similar fashion (hereafter referred to as: "spouse");
 - (b) dependent children of a member of the Board;
 - (c) other relatives of a member of the Board who have shared the same household with such member for at least a year on the date of the transaction;
 - (d) any legal person, trust or partnership, whose managerial responsibilities are discharged by a member of the Board or his or her spouse, which is directly or indirectly controlled by such member or spouse, which is set up for the benefit of such member or spouse, or whose economic interests are substantially equivalent to those of such member or spouse.

For the avoidance of doubt it is noted that the persons referred to under (a) – (d) above are not bound by the rules on holding and trading in NXP Securities contained in this document.

- 2 The exception referred to in paragraph 1.3 of Part III and the possibility to postpone a notification referred to in paragraph 1.4 of Part III apply *mutatis mutandis*.
- 3 Notifications pursuant to Section 5:60 FMSA must be made using a prescribed form. These forms are available on the AFM website: www.afm.nl. The person concerned may instruct the Compliance Officer to make this notification on his or her behalf. The instruction must include all details to be notified to the AFM. The Compliance Officer must have received such instruction before 13.00 hours CET on the business day prior to the final day for notification to the AFM.
- 4 The AFM keeps a public register of all notification under the FMSA on its website (www.afm.nl). Third parties can request to be notified automatically by e-mail of changes to the public register.