



NXP Financial Code of Ethics

PREAMBLE TO NXP'S FINANCIAL CODE OF ETHICS

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Contents

1. Introduction.....	3
2. Employees involved.....	3
3. Questions.....	4
4. Financial Code of Ethics.....	4
4.2. Each individual belonging to the Target Group ("Target Group Employees") shall:.....	4
4.2.1. Act honestly and ethically	4
4.2.2. Avoid conflicts of interest.....	5
4.2.3. Comply with applicable laws, rules and regulations	5
4.2.4. Protect NXP's assets and resources.....	6
4.2.5. Provide reliable financial reporting and disclosures	6
4.2.6. Ensure reliable internal controls	6
4.2.7. Maintain a proper professional competence level	7
4.2.8. Be accountable for adherence to the Financial Code of Ethics.....	7
5. Compliance, Disclosure and Amendments.....	7

1. Introduction

As NXP Semiconductors N.V., including all its consolidated subsidiaries (collectively “NXP”) wants to comply with the highest levels of transparency and accountability and to be in line with the rules and regulations published by the US Securities and Exchange Commission (the 'SEC'), the Board of Directors of NXP Semiconductors N.V. (“Board of Directors”) has adopted a Financial Code of Ethics (“Financial Code”) to promote:

- Honest and ethical conduct, including ethical handling of actual or apparent conflict of interest;
- Full, fair, accurate, timely and understandable disclosure in the reports and documents that a company files with, or submits to, the SEC and in other public communications made by the company;
- Compliance with applicable laws, rules and regulations;
- The prompt internal reporting to an appropriate person or persons, identified in the Financial Code of Ethics, of any violation of this Code;
- Accountability for adherence to the Financial Code of Ethics; and
- General deterrence of wrongdoing within NXP.

The Financial Code of Ethics is, as a supporting policy, an integral part of the NXP Code of Conduct.

2. Employees involved

The following employees of NXP must adhere to the rules of the Financial Code of Ethics:

1. The Chief Executive Officer;
2. The Chief Financial Officer;
3. The Corporate Controller, Corporate Treasurer, the Head of Internal Audit and the Head of Group taxation;
4. The Business Unit controllers;
5. The regional controllers and the country controllers;
6. The controllers of other businesses or legal entities, to be designated from time to time by the Chief Financial Officer;
7. The controllers of organizations that submit information for group consolidation purposes (reporting funloc controllers) in so far as they are not covered by one of the previous categories; and
8. Employees performing an accounting or financial function, designated as belonging to the Target Group (as defined below).

3. Questions

If you have any questions about the Financial Code of Ethics or the interpretation thereof, you can contact your local or regional Code of Conduct Compliance Officer or send an e-mail to code.compliance@nxp.com .

4. Financial Code of Ethics

4.1. Definitions

- Senior (Financial) Officers mean the Chief Executive Officer, the Chief Financial Officer; the Corporate Controller, the Corporate Treasurer, the Head of Internal Audit, the Head of Group Taxation and the controllers of the Business Units
- Compliance Officer means in respect of compliance by a Senior (Financial) Officer the Compliance Officer Financial Code and in respect of compliance by other employees, the Code of Conduct compliance officer in his or her country or region.
- Compliance Officer Financial Code means the Chairman of the NXP Ethics Committee. More information about the Ethics Committee and the compliance charter can be found at http://nwww.nxp.com/html/code_of_conduct.html.
- Target Group means the Senior (Financial) Officers and those other employees performing an accounting or financial function and designated to adhere to the Financial Code of Ethics, as determined by one of the Senior (Financial) Officers.

4.2. Each individual belonging to the Target Group (“Target Group Employees”) shall:

4.2.1. Act honestly and ethically

- Carry out their duties in an honest and ethical way by ensuring that business policies and practices are aligned with ethical principles.
- Adhere to the highest standards of business ethics.
- Maintain the confidentiality of confidential or privileged information acquired in the course of their work, except when disclosure has been authorized or is legally obliged.
- Act in good faith, be responsible, with due care and integrity, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Clearly communicate ethical expectations to those with whom they work.
- Refrain from using or appearing to use confidential information acquired in the course of one's work for unethical or illegal advantage, either personally or through third parties.
- Ensure the integrity of records.

4.2.2. Avoid conflicts of interest

A “conflict of interest” occurs when an individual’s direct or indirect interest interferes or appears to interfere with the interests of NXP. A conflict of interest can arise when a Target Group Employee takes actions or has interests that may make it difficult to perform his/her work for NXP objectively and effectively or detracts from that individual’s ability to devote appropriate time and attention to his/her responsibilities with NXP. For example, a conflict of interest would arise if a Target Group Employee or a member of his/her family, receives improper personal benefits as a result of his/her position within NXP. Service to NXP should never be subordinated to personal gain and advantage.

Each Target Group Employee shall:

- Avoid actual or apparent conflicts of interest wherever possible.
- Not take any actions and avoid any interests outside NXP that may make it difficult to perform his or her company work objectively and effectively. No direct or indirect financial interest in a supplier, customer or competing company is allowed, with the exception of a financial interest in a publicly traded company or financial interests through open-end investment funds or investments made by an investment manager without the Target Group Employee having any formal or actual, direct or indirect influence on the actual investment decisions.
- Discuss any material transaction, relationship or situation that could reasonably be expected to give rise to a conflict of interest with your local or regional Compliance Officer.
- Any material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, requires the immediate, and if possible, prior approval of your local or Compliance Officer. A list of all approvals rendered must be submitted annually to the Ethics Committee and will be discussed with the Audit Committee of the Board of Directors of NXP Semiconductors N.V (the “Audit Committee”). Any material transaction, relationship or situation of the Chief Executive Officer or the Chief Financial Officer that could reasonably be expected to give rise to a conflict of interest must immediately be reported to the Chairman of the Audit Committee and the Chairman of the Board of Directors of NXP Semiconductors N.V. (“Chairmen”).

4.2.3. Comply with applicable laws, rules and regulations

- Perform their duties in accordance with both the form and the spirit of all relevant laws, rules and regulations. It is the personal responsibility of each Target Group Employee to adhere to the standards and restrictions imposed by those laws, rules and regulations, including those relating to accounting and auditing matters.

4.2.4. Protect NXP's assets and resources

- Ensure the proper use, protection and conservation of NXP's assets and resources. This includes NXP's properties, assets, proprietary interests, financial data, trade secrets, corporate information and other NXP's rights.

4.2.5. Provide reliable financial reporting and disclosures

- Be familiar with and comply with NXP's Disclosure Controls and Procedures applicable to him or her.
- Provide full, fair, accurate, timely and understandable financial information and disclosure in reports and documents that NXP files in public communications and any internal reporting that leads or may lead to public communications, including to securities supervising authorities. To provide such full, fair, accurate, timely and understandable disclosure, each Target Group Employee should, to the extent appropriate within his or her area of responsibility, consult with other NXP employees and take all other appropriate steps necessary, including but not limited to properly reviewing and critically analyzing proposed disclosure for accuracy and completeness or, where appropriate, delegating this task to others.
- Not knowingly misrepresent or cause others to misrepresent, facts about NXP to others, whether within or outside NXP, including to NXP's independent auditors, governmental regulators and self-regulatory organizations.
- Refrain (themselves or those acting under their direction) from directly or indirectly taking any action to fraudulently influence, coerce, manipulate or mislead persons preparing the financial statements or to otherwise take any action directly or indirectly that would cause such financial statements to be materially incorrect or misleading.
- Ensure that the organization's accounts and reporting complies with the applicable accounting principles in all material respects.
- Give external and internal auditors of NXP full access to all information necessary for them to properly conduct any audit of NXP.

4.2.6. Ensure reliable internal controls

- Give due consideration to assessing the quality of business controls, including internal controls over Financial reporting and NXP's Disclosure Control and Procedures, as well as to implementing control improvements.
- Take immediate action to resolve any control weaknesses that could materially affect the reliability of financial reporting and disclosures.

4.2.7. Maintain a proper professional competence level

- Ensure that their professional competences and skills are maintained at a level that is consistent with the responsibility of their job, with due observance of requirements from professional bodies regarding ongoing education.

4.2.8. Be accountable for adherence to the Financial Code of Ethics

- Ensure that the rules of the Financial Code of Ethics are imposed on their subordinates who are performing certain accounting or financial functions, and that they are made fully aware of this obligation.
- Initiate management action if and when a (possible) violation of the rules of the Financial Code of Ethics is noted within the own organization.

5. Compliance, Disclosure and Amendments

5.1. Confirmation of compliance

All Target Group Employees must adhere to the Financial Code of Ethics. The Compliance Officer Financial Code will inform the Senior (Financial) Officers of being a member of the Target Group. Other employees belonging to the Target Group will be informed by his or her superior. At the end of each year, the Senior (Financial) Officers shall confirm in writing that the Financial Code of Ethics has been adhered to during the current year, and that any breaches they are aware of have been promptly and duly reported.

At the end of each year, the Compliance Officer Financial Code will initiate the confirmation by the Senior (Financial) Officers. Other employees belonging to the Target Group may be requested by a superior to confirm adherence to the Financial Code of Ethics as well. The Senior (Financial) Officers will be responsible for preparing a list of the employees that must confirm adherence to the Financial Code of Ethics.

5.2. Enforcement of non-compliance

Any person who becomes aware of any existing or potential violation of this Financial Code of Ethics is required to notify the Compliance Officer Financial Code promptly. Failure to do so is itself a violation of this Financial Code. The Compliance Officer Financial Code shall take all action he/she considers appropriate to investigate any possible violations of the Financial Code of Ethics that were reported or otherwise became apparent, including but not limited to investigations by Internal Audit or the External Auditor of NXP. If the Compliance Officer determines that a violation has occurred, he/she will inform the Compliance Officer Financial Code. The Compliance Officer Financial Code will take all such disciplinary or preventive actions as he/she deems appropriate, up to and including dismissal or, in the

event of criminal or other serious violations of law, notification of the SEC or other appropriate law enforcement authorities.

5.3. Reporting

The relevant Code of Conduct Compliance Officers will report periodically to the Chairman of the NXP Ethics Committee and the Compliance Officer Financial Code. The Compliance Officer Financial Code shall report on an annual basis to the NXP Ethical Committee and the Audit Committee. Important issues will be reported promptly.

The Audit Committee is responsible for applying this Financial Code to specific situations in which question are presented to it and has the authority to interpret this Financial Code in any particular situation.

5.4. Whistleblower protection

Any person who in good faith reports a (suspected) breach by another employee of the Financial Code of Ethics will be protected from retaliation by his or her superiors and NXP.

Complaints may be submitted on an anonymous basis to the local or regional Compliance Officer or, alternatively, to the Compliance Officer Financial Code or the Audit Committee directly.

5.5. Disclosure

In accordance with the regulations of the Security and Exchange Commission, any waiver, including an implicit waiver, from a provision of the Financial Code of Ethics granted to a Senior (Financial) Officer will be disclosed in accordance with the requirements of the SEC. Waivers granted to other Target Group Employees will not be disclosed unless otherwise required by applicable law.

5.6. Amendment procedure

Any amendment to the Preamble or the Financial Code of Ethics shall be communicated to all NXP employees in the finance section. Any change in or waiver of the Financial Code will be reported in the annual report (Form 20-F) and/or on the NXP website.