UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 27, 2026

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission File Number: **001-34841**

NXP Semiconductors N.V.

(Exact name of registrant as specified in its charter)

Netherlands			**United States**		
(State or other jurisdiction of incorporation or organization)					
60 High Tech Campus			**6501 W William Cannon Dr.**		
Eindhoven			**Austin**		**Texas**
5656 AG	**Netherlands**		**78735**		**USA**
(Address of principal executive offices) (Zip code)					

98-1144352
(I.R.S. employer identification number)

+31	**40**	**2729999**	**+1**	**512**	**895 2000**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common shares, EUR 0.20 par value	NXPI	The Nasdaq Global Select Market

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit such files).

Yes ☒ No ☐

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the Registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

As of October 24, 2026, there were 252,052,988 shares of our common stock, €0.20 par value per share, issued and outstanding.

NXP Semiconductors N.V.

Form 10-Q

For the Fiscal Quarter Ended September 27, 2026

TABLE OF CONTENTS

		Page
	Part I	
	Introduction and Forward Looking Statements	1
Item 1.	Financial Statements	3
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	22
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	38
Item 4.	Controls and Procedures	38
	Part II	
Item 1.	Legal Proceedings	39
Item 1A.	Risk Factors	39
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	39
Item 5.	Other Information	39
Item 6.	Exhibits	40

Introduction and Forward Looking Statements

This Form 10-Q and certain information incorporated herein by reference contains forward-looking statements, which are provided under the "safe harbor" protection of the Private Securities Litigation Reform Act of 1995. When used in this Form 10-Q, 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 Part I, Item 1A. *Risk Factors* in our Annual Report on Form 10-K for the year ended December 31, 2025 and elsewhere in this Form 10-Q, 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;
- recent changes in global trade policy including tariffs and related trade actions announced by the U.S., China and other countries, potential increase of barriers to international trade, including the imposition of new or increased tariffs, and resulting disruptions to our established supply chains;
- the impact of government actions and regulations, including as a result of executive orders, including restrictions on the export of products and technology;
- increasing and evolving cybersecurity threats and privacy risks;
- 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;
- global hostilities, including the invasion of Ukraine by Russia and resulting regional instability, sanctions and any other retaliatory measures taken against Russia, and the continued hostilities and armed conflict in the Middle East including the ongoing military conflict involving Iran and the resulting disruption to energy markets, industrial gas supplies and global logistical routes, 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;
- our ability to integrate acquired businesses in an efficient and effective manner;
- 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; 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 Form 10-Q, except as required by law.

In addition, this Form 10-Q contains information concerning the semiconductor industry, our end markets and business generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the semiconductor industry, our end markets and business 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 Form 10-Q. 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. 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 file this document with the U.S. Securities and Exchange Commission, whether to reflect any future events or circumstances or otherwise.

The financial information included in this Form 10-Q is based on United States Generally Accepted Accounting Principles (U.S. GAAP), unless otherwise indicated.

In presenting and discussing our financial position, operating results and cash flows, management uses certain non-U.S. GAAP financial measures. These non-U.S. GAAP financial measures should not be viewed in isolation or as alternatives to the equivalent U.S. GAAP measures and should be used in conjunction with the most directly comparable U.S. GAAP measures. A discussion of non-U.S. GAAP measures included in this Form 10-Q and a reconciliation of such measures to the most directly comparable U.S. GAAP measures are set forth under "Use of Certain Non-GAAP Financial Measures" contained in this Form 10-Q under Item 2. *Management's Discussion and Analysis of Financial Condition and Results of Operations*.

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 Form 10-Q 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.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)

($ in millions, unless otherwise stated)

	For the three months ended		For the nine months ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
Revenue	3,786	3,173	10,463	8,934
Cost of revenue	(1,597)	(1,386)	(4,484)	(4,025)
Gross profit	2,189	1,787	5,979	4,909
Research and development	(615)	(575)	(1,807)	(1,695)
Selling, general and administrative	(313)	(286)	(888)	(845)
Amortization of acquisition-related intangible assets	(30)	(31)	(93)	(83)
Total operating expenses	(958)	(892)	(2,788)	(2,623)
Other income (expense)	(3)	(2)	613	17
Operating income (loss)	1,228	893	3,804	2,303
Financial income (expense):				
Other financial income (expense)	(97)	(98)	(290)	(276)
Income (loss) before income taxes	1,131	795	3,514	2,027
Benefit (provision) for income taxes	(228)	(148)	(689)	(394)
Results relating to equity-accounted investees	(4)	(1)	(11)	(33)
Net income (loss)	899	646	2,814	1,600
Less: Net income (loss) attributable to non-controlling interests	15	15	41	34
Net income (loss) attributable to stockholders	884	631	2,773	1,566
Earnings per share data:				
Net income (loss) per common share attributable to stockholders in $				
Basic	3.51	2.50	10.99	6.20
Diluted	3.48	2.48	10.92	6.16
Weighted average number of shares of common stock outstanding during the period (in thousands):				
Basic	252,123	252,170	252,414	252,759
Diluted	253,831	254,310	253,845	254,401

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

($ in millions, unless otherwise stated)

	For the three months ended		For the nine months ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
Net income (loss)	899	646	2,814	1,600
Other comprehensive income (loss), net of tax:				
Change in fair value cash flow hedges	5	(4)	(4)	6
Change in foreign currency translation adjustment	10	—	(58)	179
Change in net actuarial gain (loss)	1	1	(1)	(1)
Total other comprehensive income (loss)	16	(3)	(63)	184
Total comprehensive income (loss)	915	643	2,751	1,784
Less: Comprehensive income (loss) attributable to non-controlling interests	15	15	41	34
Total comprehensive income (loss) attributable to stockholders	900	628	2,710	1,750

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)

($ in millions, unless otherwise stated)

	September 27, 2026	December 31, 2025
ASSETS		
Current assets:		
Cash and cash equivalents	3,943	3,267
Accounts receivable, net	1,260	1,055
Assets held for sale	92	372
Inventories, net	2,596	2,577
Other current assets	544	669
Total current assets	8,435	7,940
Non-current assets:		
Deferred tax assets	1,297	1,213
Other non-current assets	3,432	2,584
Property, plant and equipment, net of accumulated depreciation of $6,634 and $6,366 respectively	2,803	2,977
Identified intangible assets, net of accumulated amortization of $851 and $820 respectively	1,381	1,547
Goodwill	10,259	10,299
Total non-current assets	19,172	18,620
Total assets	27,607	26,560
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	1,089	997
Restructuring liabilities-current	83	189
Other current liabilities	1,799	1,445
Short-term debt	999	1,250
Total current liabilities	3,970	3,881
Non-current liabilities:		
Long-term debt	9,979	10,972
Restructuring liabilities	65	81
Other non-current liabilities	1,128	1,175
Total non-current liabilities	11,172	12,228
Total liabilities	15,142	16,109
Equity:		
Non-controlling interests	377	395
Stockholders' equity:		
Common stock, par value €0.20 per share:	56	56
Capital in excess of par value	15,752	15,424
Treasury shares, at cost:		
22,466,650 shares (2025: 21,664,934 shares)	(4,502)	(4,283)
Accumulated other comprehensive income (loss)	150	213
Accumulated deficit	632	(1,354)
Total stockholders' equity	12,088	10,056
Total equity	12,465	10,451
Total liabilities and equity	27,607	26,560

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

($ in millions, unless otherwise stated)

	For the nine months ended	
	September 27, 2026	**September 28, 2025**
Cash flows from operating activities:		
Net income (loss)	2,814	1,600
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Depreciation, amortization and impairment	555	617
Share-based compensation	328	362
Amortization of discount (premium) on debt, net	2	2
Amortization of debt issuance costs	5	5
Net (gain) loss on sale of assets	(627)	(29)
(Gain) loss on equity security, net	2	2
Results relating to equity-accounted investees	11	33
Deferred tax expense (benefit)	(84)	(32)
Changes in operating assets and liabilities:		
(Increase) decrease in receivables and other current assets	(90)	(81)
(Increase) decrease in inventories	14	(180)
Increase (decrease) in accounts payable and other liabilities	291	(296)
Decrease (increase) in other non-current assets	(327)	(98)
Exchange differences	18	21
Other items	(3)	3
Net cash provided by (used for) operating activities	2,909	1,929
Cash flows from investing activities:		
Purchase of identified intangible assets	(115)	(85)
Capital expenditures on property, plant and equipment	(199)	(299)
Purchase of interests in businesses, net of cash acquired	—	(690)
Proceeds from disposals of property, plant and equipment	1	2
Proceeds from sale of interests in businesses, net of cash divested	878	—
Advance proceeds related to business disposition	34	—
Investment in short-term deposits	—	(500)
Purchase of investments	(505)	(319)
Net cash provided by (used for) investing activities	94	(1,891)
Cash flows from financing activities:		
Repurchase of long-term debt	(1,251)	(500)
Proceeds from the issuance of long-term debt	—	1,868
Cash paid for debt issuance costs	(3)	(8)
Proceeds from issuance of commercial paper notes	—	2,426
Repayment of commercial paper notes	—	(2,411)
Dividends paid to non-controlling interests	(59)	—
Dividends paid to common stockholders	(768)	(771)
Proceeds from issuance of common stock through stock plans	71	77
Purchase of treasury shares and restricted stock unit withholdings	(309)	(561)
Other, net	(1)	(2)
Net cash provided by (used for) financing activities	(2,320)	118
Effect of changes in exchange rates on cash positions	(7)	6
Increase (decrease) in cash and cash equivalents	676	162
Cash and cash equivalents at beginning of period	3,267	3,292
Cash and cash equivalents at end of period	3,943	3,454

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

($ in millions, unless otherwise stated)

Supplemental disclosures to the Condensed Consolidated Cash flows		
Net cash paid during the period for:		
Interest	239	194
Income taxes, net of refunds	675	437
Net gain (loss) on sale of assets:		
Cash proceeds from the sale of assets	879	38
Non-cash consideration [1)]	44	—
Book value of these assets and transaction costs	(296)	(9)
Non-cash investing activities:		
Non-cash capital expenditures	104	112

1) Represents the fair value on the closing date of the earn-out receivable from the divestiture of our MEMS Sensors business

See accompanying notes to the Condensed Consolidated Financial Statements

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)

($ in millions, unless otherwise stated)

	Outstanding number of shares (in thousands)	Common stock	Capital in excess of par value	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity	Non-controlling interests	Total equity
Balance as of December 31, 2025	252,854	56	15,424	(4,283)	213	(1,354)	10,056	395	10,451
Net income (loss)						1,122	1,122	11	1,133
Other comprehensive income (loss)					(42)		(42)		(42)
Share-based compensation plans			113				113		113
Shares issued pursuant to stock awards	232			44		(8)	36		36
Treasury shares repurchased and retired	(461)			(102)			(102)		(102)
Dividends non-controlling interest								(59)	(59)
Dividends common stock ($1.014 per share)						(256)	(256)		(256)
Balance as of March 29, 2026	252,625	56	15,537	(4,341)	171	(496)	10,927	347	11,274
Net income (loss)						767	767	15	782
Other comprehensive income (loss)					(37)		(37)		(37)
Share-based compensation plans			101				101		101
Shares issued pursuant to stock awards	32			6		(5)	1		1
Treasury shares repurchased and retired	(394)			(104)			(104)		(104)
Dividends non-controlling interests									
Dividends common stock ($1.014 per share)						(256)	(256)		(256)
Balance as of June 28, 2026	252,263	56	15,638	(4,439)	134	10	11,399	362	11,761
Net income (loss)						884	884	15	899
Other comprehensive income					16		16		16
Share-based compensation plans			114				114		114
Shares issued pursuant to stock awards	209			40		(6)	34		34
Treasury shares repurchased and retired	(420)			(103)			(103)		(103)
Change in participation									
Dividends common stock ($1.014 per share)						(256)	(256)		(256)
Balance as of September 27, 2026	**252,052**	**56**	**15,752**	**(4,502)**	**150**	**632**	**12,088**	**377**	**12,465**

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (Unaudited)

($ in millions, unless otherwise stated)

	Outstanding number of shares (in thousands)	Common stock	Capital in excess of par value	Treasury shares at cost	Accumulated other comprehensive income (loss)	Accumulated deficit	Total stockholders' equity	Non-controlling interests	Total equity
Balance as of December 31, 2024	254,324	56	14,962	(4,004)	(17)	(1,814)	9,183	348	9,531
Net income (loss)						490	490	7	497
Other comprehensive income (loss)					46		46		46
Share-based compensation plans			131				131		131
Shares issued pursuant to stock awards	238			54		(22)	32		32
Treasury shares repurchased and retired	(1,413)			(303)			(303)		(303)
Dividends common stock ($1.014 per share)						(257)	(257)		(257)
Balance as of March 30, 2025	253,149	56	15,093	(4,253)	29	(1,603)	9,322	355	9,677
Net income (loss)						445	445	12	457
Other comprehensive income (loss)					141		141		141
Share-based compensation plans			113				113		113
Shares issued pursuant to stock awards	70			16		(9)	7		7
Treasury shares repurchased and retired	(1,105)			(204)			(204)		(204)
Dividends non-controlling interests									
Dividends common stock ($1.014 per share)						(255)	(255)		(255)
Balance as of June 29, 2025	252,114	56	15,206	(4,441)	170	(1,422)	9,569	367	9,936
Net income (loss)						631	631	15	646
Other comprehensive income					(3)		(3)		(3)
Share-based compensation plans			118				118		118
Shares issued pursuant to stock awards	249			56		(18)	38		38
Treasury shares repurchased and retired	(238)			(54)			(54)		(54)
Dividends common stock ($1.014 per share)						(254)	(254)		(254)
Balance as of September 28, 2025	252,125	56	15,324	(4,439)	167	(1,063)	10,045	382	10,427

See accompanying notes to the Condensed Consolidated Financial Statements

1 Basis of Presentation and Overview

We prepared our interim Condensed Consolidated Financial Statements that accompany these notes in conformity with U.S. generally accepted accounting principles, consistent in all material respects with those applied in our Annual Report on Form 10-K for the year ended December 31, 2025.

Use of estimates
We have made estimates and judgments affecting the amounts reported in our Condensed Consolidated Financial Statements and the accompanying notes. The actual results that we experience may differ materially from our estimates. The interim financial information is unaudited, but reflects all normal adjustments that are, in our opinion, necessary to provide a fair statement of results for the interim periods presented. This interim information should be read in conjunction with the Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2025.

Segment reporting
NXP has one reportable segment representing the entity as a whole, aligning with our organizational structure and with the way our chief operating decision maker ("CODM"), the Chief Executive Officer, makes operating decisions, allocates resources, and manages the growth and profitability of the Company.

Our CODM regularly reviews income and expense items at the consolidated company (reporting segment) level and uses net income to evaluate income generated from total assets to evaluate whether and how to reinvest profits into the entity's operations, shareholder return, acquisitions or otherwise. Net income is also used to monitor budget versus actual results, forecasted information and in competitive analysis. These interim income and expense items are included on the Condensed Consolidated Statements of Operations and in our notes to the Consolidated Financial Statements.

Dual principal executive offices
The Company maintains two principal executive offices, with global management leadership based in the Netherlands (Eindhoven, which is also our legal corporate headquarters) and in the United States (Austin, TX). The Company is also establishing Singapore as a regional hub.

2 Significant Accounting Policies and Recent Accounting Pronouncements

Significant Accounting Policies
For a discussion of our significant accounting policies, see Part II – Item 8. Financial Statements and Supplementary Data – Notes to Consolidated Financial Statements – "Significant Accounting Policies" of our Annual Report on Form 10-K for the year ended December 31, 2025. There have been no changes to our significant accounting policies since our Annual Report on Form 10-K for the year ended December 31, 2025.

Recent accounting standards

Accounting standards not yet adopted
In November 2024, the FASB issued Accounting Standards Update (ASU) 2024-03, Disaggregation of Income Statement Expenses. The standard requires disaggregated disclosure of income statement expenses. It requires disaggregation of certain expense captions into specified categories in disclosures within the footnotes to the financial statements. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026, with early adoption permitted. We are currently evaluating the effect of this new guidance on our Consolidated Financial Statements.

No other new accounting pronouncements were issued or became effective in the period that had, or are expected to have, a material impact on our Consolidated Financial Statements.

3 Acquisitions and Divestments

2026
On February 2, 2026, we completed the sale of our MEMS Sensors business, previously classified as held for sale, pursuant to the definitive agreement with STMicroelectronics International N.V. dated July 24, 2025. At closing, we received $878 million in cash, with the potential to receive an additional $50 million contingent upon the achievement of specified post-closing technical milestones ("earn-out receivable"). The earn-out receivable was measured at fair value at closing and included in the

consideration transferred, with subsequent changes in fair value recognized in earnings. This resulted in a gain on sale of $627 million recorded in "Other income (expense)" in the Condensed Consolidated Statements of Operations.

There were no material acquisitions during the first nine months of 2026.

2025

TTTech Auto acquisition

On June 17, 2025, NXP announced the closing of the acquisition of 100% of TTTech Auto for $766 million in cash ($675 million net of cash acquired). TTTech Auto is a leader in innovating unique safety-critical systems and middleware for software-defined vehicles (SDVs). The TTTech Auto acquisition complements and expands NXP's system and software offerings in the Automotive and Industrial & IoT end markets.

The fair values of the assets acquired, and liabilities assumed in the TTTech Auto acquisition, by major class, were recognized as follows:

Cash	91
Other assets	75
Other liabilities	(52)
Identified intangible assets	347
Goodwill	305
Net assets acquired	766

Our valuation procedures related to the acquired assets and assumed liabilities were completed during the first quarter of 2026.

Goodwill arising from the TTTech Auto acquisition is attributed to the anticipated growth from new product sales, sales to new customers, the assembled workforce, and synergies expected from the combination. The goodwill recognized is non-deductible for income tax purposes.

The identified intangible assets assumed were recognized as follows:

	Fair value	Weighted Average Estimated Useful Life (in Years)
Software	267	11.5
Technology	25	11.5
Customer relationships	50	8.5
Order backlog	5	3.5
Total identified intangible assets	**347**	**10.9**

The income approach was applied to estimate the fair values of the intangible assets acquired. Software, technology, customer relationships, and order backlog were valued using the excess earnings method, which reflects the present values of the projected cash flows that are expected to be generated by the software, technology, customer relationships, and order backlog less charges representing the contribution of other assets to those cash flows.

Aviva Links acquisition

On October 24, 2025, NXP closed the previously announced acquisition of 100% of Aviva Links for $222 million in cash ($202 million net of cash acquired) and $26 million through the settlement of previously held investments in Aviva Links. Aviva Links is a provider of Automotive SerDes Alliance (ASA) compliant in-vehicle connectivity solutions. The Aviva Links acquisition complements and expands NXP's automotive networking solutions in the Automotive and Industrial & IoT end markets.

The fair values of the assets acquired, and liabilities assumed in the Aviva Links acquisition, by major class, were recognized as follows:

Other assets	20
Other liabilities	(56)
In-Process R&D ("IPR&D")[1]	197
Goodwill	87
Net assets acquired	248

[1]Acquired IPR&D is an intangible asset classified as an indefinite lived asset until the completion or abandonment of the associated research and development effort. IPR&D will be amortized over an estimated useful life to be determined at the date the associated research and development effort is completed, or expensed immediately when, and if, the project is abandoned. Acquired IPR&D is not amortized during the period that it is considered indefinitely lived but rather is subject to annual testing for impairment or when there are indicators for impairment.

Our valuation procedures related to the acquired assets and assumed liabilities were completed during the third quarter of 2026.

Goodwill arising from the Aviva Links acquisition is attributed to the value related to new technological innovations from future product sales, sales to new customers, the assembled workforce, and synergies expected from the combination. The goodwill recognized is non-deductible for income tax purposes.

The excess earnings method, a variant of the income approach, was applied to estimate the fair value of the IPR&D acquired. The fair value represents the present value of the projected cash flows that are expected to be generated by the IPR&D, adjusted for contributory asset charges related to other acquired assets.

Kinara, Inc. acquisition
On October 27, 2025, NXP closed the previously announced acquisition of 100% of Kinara, Inc. for $284 million in cash ($283 million net of cash acquired). Kinara is an industry leader in high performance, energy-efficient and programmable discrete neural processing units (NPUs). The Kinara acquisition complements and expands NXP’s solutions for AI-powered edge systems in the Industrial & IoT and Automotive end markets.

The fair values of the assets acquired, and liabilities assumed in the Kinara acquisition, by major class, were recognized as follows:

Other assets	8
Other liabilities	(57)
Identified intangible assets	254
Goodwill	79
Net assets acquired	284

Our valuation procedures related to the acquired assets and assumed liabilities were completed during the third quarter of 2026.

Goodwill arising from the Kinara acquisition is attributed to the value related to new technological innovations from future product sales, sales to new customers, the assembled workforce, and synergies expected from the combination. The goodwill recognized is non-deductible for income tax purposes.

The identified intangible assets assumed were recognized as follows:

	Fair value	Weighted Average Estimated Useful Life (in Years)
Existing Technology	191	9.2
IPR&D[1]	56	N/A
Customer relationships	7	8.2
Total identified intangible assets	**254**	**9.2**

[1] IPR&D is an intangible asset classified as an indefinite lived asset until the completion or abandonment of the associated research and development effort. IPR&D will be amortized over an estimated useful life to be determined at the date the associated research and development effort is completed, or expensed immediately when, and if, the project is abandoned. Acquired IPR&D is not amortized during the period that it is considered indefinitely lived but rather is subject to annual testing for impairment or when there are indicators for impairment.

The excess earnings method, a variant of the income approach, was applied to estimate the fair values of the technology and IPR&D. The fair values represent the present values of the projected cash flows that are expected to be generated by the technology or IPR&D, adjusted for contributory asset charges related to other acquired assets. In addition, the existing customer relationships are valued using the distributor method, a variant of the income approach, in which a market-based distributor profit margin is used to allocate profits to this intangible asset.

Divestments
There were no material divestments during the first nine months of 2025.

4 Assets Held for Sale

During the fourth quarter of 2025, NXP management committed to selling the buildings and land at our Oak Hill site in Austin, Texas. The carrying amount of the site of $76 million was classified as held for sale and continues to be presented within current assets, representing the majority of the assets classified as held for sale as of September 27, 2026. The asset is available for immediate sale, is being actively marketed, and management expects the sale to be completed within the next six months.

5 Supplemental Financial Information

Statement of Operations Information:

Disaggregation of revenue

The following table presents revenue disaggregated by sales channel:

	For the three months ended		For the nine months ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
Distributors	2,244	1,866	6,178	5,026
Direct	1,498	1,269	4,155	3,810
Other	44	38	130	98
Total - Revenue	3,786	3,173	10,463	8,934

Depreciation, amortization and impairment

	For the three months ended		For the nine months ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
Depreciation of property, plant and equipment	123	132	346	418
Amortization of internal use software	13	14	40	30
Amortization of other identified intangible assets	56	55	169	169
Total - Depreciation, amortization and impairment	192	201	555	617

Financial income and expense

	For the three months ended		For the nine months ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
Interest income	34	37	94	111
Interest expense	(108)	(118)	(334)	(339)
Other financial income (expense)	(23)	(17)	(50)	(48)
Total - Financial income (expense)	(97)	(98)	(290)	(276)

Earnings per share

The computation of earnings per share (EPS) is presented in the following table:

	For the three months ended		For the nine months ended	
	September 27, 2026	**September 28, 2025**	**September 27, 2026**	**September 28, 2025**
Net income (loss)	899	646	2,814	1,600
Less: net income (loss) attributable to non-controlling interests	15	15	41	34
Net income (loss) attributable to stockholders	884	631	2,773	1,566
Weighted average number of shares outstanding (after deduction of treasury shares) during the year (in thousands)	252,123	252,170	252,414	252,759
Plus incremental shares from assumed conversion of:				
Options [1)]	—	74	2	83
Restricted Share Units, Performance Share Units and Equity Rights [2)]	1,708	2,066	1,429	1,559
Dilutive potential common shares	1,708	2,140	1,431	1,642
Adjusted weighted average number of shares outstanding (after deduction of treasury shares) during the year (in thousands)	253,831	254,310	253,845	254,401
EPS attributable to stockholders in $:				
Basic net income (loss)	3.51	2.50	10.99	6.20
Diluted net income (loss)	3.48	2.48	10.92	6.16

1) There were no stock options to purchase shares of NXP's common stock that were outstanding in Q3 2026 and YTD 2026 (Q3 2025 and YTD 2025: no stock options to purchase shares) that 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 were greater than the weighted average number of shares underlying outstanding stock options.

2) There were no unvested RSUs, PSUs and equity rights that were outstanding in Q3 2026 and YTD 2026 (Q3 2025 and YTD 2025: 0.4 million unvested RSU's, PSU's and equity rights) that 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 were greater than the weighted average number of outstanding unvested RSUs, PSUs and equity rights or the performance goal has not been met.

Balance Sheet Information

Cash and cash equivalents

At September 27, 2026, and December 31, 2025, our cash balance was $3,943 million and $3,267 million, respectively, of which $316 million and $361 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 2025, no dividend was paid by SSMC. During the first quarter of 2026, SSMC declared a dividend of $150 million, payable in two equal installments of $75 million in the first and third quarters. Of each installment, 38.8% was paid to our joint venture partner, TSMC.

Inventories

Inventories are summarized as follows:

	September 27, 2026	**December 31, 2025**
Raw materials	106	92
Work in process	1,960	1,778
Finished goods	530	707
	2,596	2,577

The amounts recorded above are net of allowance for obsolescence of $119 million as of September 27, 2026 (December 31, 2025: $152 million).

Equity Investments

At September 27, 2026, and December 31, 2025, the total carrying value of investments in equity securities is summarized as follows:

	September 27, 2026	December 31, 2025
Marketable equity securities	3	1
Non-marketable equity securities	158	118
Equity-accounted investments	1,256	826
	1,417	945

The total carrying value of investments in equity-accounted investees is summarized as follows:

	September 27, 2026		December 31, 2025	
	Shareholding %	Amount	Shareholding %	Amount
VisionPower Semiconductor Manufacturing Company Pte. Ltd. (VSMC)	40.00 %	1,020	40.00 %	623
European Semiconductor Manufacturing Company (ESMC) GmbH [1]	10.00 %	211	10.00 %	180
Others	—	25	—	23
		1,256		826

[1] NXP accounts for its investment in ESMC under the equity method due to our ability to exercise significant influence over ESMC's operations, primarily through representation on ESMC's shareholders' committee and other operational arrangements.

Results related to equity-accounted investees at the end of each period were as follows:

	For the three months ended		For the nine months ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Company's share in income (loss)	(4)	(1)	(11)	(7)
Other results [1]	—	—	—	(26)
	(4)	(1)	(11)	(33)

[1] For the nine-month period ending September 28, 2025, Other results include the impairment of our equity method investment SigmaSense.

Other current liabilities

Other current liabilities at September 27, 2026, and December 31, 2025, consisted of the following:

	September 27, 2026	December 31, 2025
Accrued compensation and benefits	580	393
Dividend payable	256	256
Customer programs	151	57
Income taxes payable	167	83
Other	645	656
	1,799	1,445

Accumulated other comprehensive income (loss)

Total comprehensive income (loss) represents net income (loss) plus the results of certain equity changes not reflected in the Condensed Consolidated Statements of Operations. The after-tax components of accumulated other comprehensive income (loss) and their corresponding changes are shown below:

	Currency translation differences	Change in fair value cash flow hedges	Net actuarial gain/(losses)	Accumulated Other Comprehensive Income (loss)
As of December 31, 2025	247	2	(36)	213
Other comprehensive income (loss) before reclassifications	(58)	(5)	(1)	(64)
Amounts reclassified out of accumulated other comprehensive income (loss)	—	(1)	—	(1)
Tax effects	—	2	—	2
Other comprehensive income (loss)	(58)	(4)	(1)	(63)
As of September 27, 2026	189	(2)	(37)	150

Cash dividends

The following dividends were declared during the first nine months of 2026 and 2025 under NXP's quarterly dividend program:

	Fiscal Year 2026		Fiscal Year 2025	
	Dividend per share	Amount	Dividend per share	Amount
First quarter	1.014	256	1.014	257
Second quarter	1.014	256	1.014	256
Third quarter	1.014	256	1.014	255

The dividend declared in the third quarter (not yet paid) is classified in the Condensed Consolidated Balance Sheet in other current liabilities as of September 27, 2026, and was subsequently paid on October 8, 2026.

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.

The following table presents the changes in restructuring liabilities in 2026:

	As of January 1, 2026	Additions	Utilized	Released	Other changes	As of September 27, 2026
Restructuring liabilities	270	7	(109)	(18)	(2)	148

The total restructuring liability as of September 27, 2026, of $148 million is classified in the Consolidated Balance Sheet under current liabilities ($83 million) and non-current liabilities ($65 million).

The Company has ongoing restructuring initiatives aimed at streamlining manufacturing capacity, reducing costs, and aligning resources with strategic priorities. These initiatives primarily consist of workforce reductions, facility consolidations, and other cost-saving measures. During the first nine months ended September 27, 2026, the restructuring provision decreased by $122 million, primarily reflecting the execution of previously announced involuntary restructuring programs of $109 million and a release for earlier programs of $18 million. The restructuring charges for the nine-month period ending September 28, 2025, primarily consist of $89 million for personnel related costs for specific targeted actions, offset by a $5 million release for an earlier program.

These restructuring charges recorded in operating income, for the periods indicated, are included in the following line items in the Statement of Operations:

	For the three months ended		For the nine months ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Cost of revenue	(9)	—	(10)	65
Research and development	3	1	1	11
Selling, general and administrative	1	2	(2)	8
Net restructuring charges	(5)	3	(11)	84

7 Income Tax

Our provision for income taxes for 2026 is based on our EAETR of 19.7%, which is lower than the Netherlands statutory tax rate of 25.8%, primarily due to tax benefits from the Netherlands and foreign tax incentives.

	For the three months ended		For the nine months ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Tax benefit (provision) calculated at EAETR	(222)	(149)	(691)	(380)
Discrete tax benefit (provision) items	(6)	1	2	(14)
Benefit (provision) for income taxes	(228)	(148)	(689)	(394)
Effective tax rate	20.2 %	18.6 %	19.6 %	19.4 %

The effective tax rate of 20.2% for the third quarter of 2026 was higher than the EAETR due to income tax expense for discrete items of $6 million. The discrete items are primarily related to changes in estimates for previous years.

For the first nine months ended September 27, 2026, the effective tax rate of 19.6% was lower than 19.7% due to the income tax benefit for discrete items of $2 million. The discrete items are primarily related to the impact of foreign currency on income tax related items and changes in estimates for previous years.

The effective tax rate for the first nine months of 2026 was 19.6% compared to 19.4% for the same period in 2025, with discrete items in the respective periods impacting the rates accordingly. Excluding discrete items, the EAETR increased to 19.7% in 2026 from 18.7% in 2025, mainly as a result of a taxable capital gain and non-deductible goodwill associated with the divestiture of the MEMS Sensors business in the first quarter of 2026.

8 Identified Intangible Assets

Identified intangible assets as of September 27, 2026, and December 31, 2025, respectively, were composed of the following:

	September 27, 2026		December 31, 2025	
	Gross carrying amount	Accumulated amortization	Gross carrying amount	Accumulated amortization
In-process R&D (IPR&D) [1]	277	—	276	—
Customer-related	833	(466)	835	(428)
Technology-based	1,122	(385)	1,256	(392)
Identified intangible assets	2,232	(851)	2,367	(820)

[1] IPR&D is not subject to amortization until completion or abandonment of the associated research and development effort.

The estimated amortization expense for these identified intangible assets for each of the five succeeding years is:

2026 (remaining)	72
2027	260
2028	186
2029	136
2030	126
Thereafter	601

All intangible assets, excluding IPR&D and goodwill, are subject to amortization and have no assumed residual value.

The expected weighted average remaining life of identified intangibles is 7 years as of September 27, 2026 (December 31, 2025: 7 years).

9 Debt

Commercial Paper
We have a $2 billion Commercial Paper Program to support general corporate purposes. As of September 27, 2026, we had no commercial paper notes outstanding (December 31, 2025: no notes outstanding).

Debt issuance and redemption
On April 20, 2026, we repaid the $750 million aggregate principal amount of outstanding 3.875% senior unsecured notes due June 18, 2026, at par using available cash.

EIB facilities
On September 1, 2026, NXP B.V. entered into a facility agreement with the European Investment Bank, which provides for a $250 million unsecured senior loan facility (2026 EIB Facility A). Borrowings on the 2026 EIB Facility A may be denominated in Euro or U.S. Dollar and may bear interest at fixed or floating rates. The proceeds from borrowings are expected to be used to finance the design and implementation of an expansion of our semiconductor assembly and test facility in Kuala Lumpur, Malaysia. The 2026 EIB Facility A was undrawn as of September 27, 2026 and is subject to a commitment fee of 0.10% per annum on the available facility beginning six months after the agreement date.

Long-term debt

The following table summarizes the outstanding debt as of September 27, 2026, and December 31, 2025:

		September 27, 2026		December 31, 2025	
	Maturities	Amount	Interest rate	Amount	Interest rate
Fixed-rate 5.35% senior unsecured notes	Mar, 2026	—	5.350	500	5.350
Fixed-rate 3.875% senior unsecured notes	Jun, 2026	—	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	500	4.400
Fixed-rate 4.30% senior unsecured notes	Aug, 2028	500	4.300	500	4.300
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 4.85% senior unsecured notes	Aug, 2032	300	4.850	300	4.850
Fixed-rate 5.0% senior unsecured notes	Jan, 2033	1,000	5.000	1,000	5.000
Fixed-rate 5.25% senior unsecured notes	Aug, 2035	700	5.250	700	5.250
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	499	3.125	500	3.125
Fixed-rate 3.25% senior unsecured notes	Nov, 2051	500	3.250	500	3.250
Fixed-rate 4.45% EIB Facility A Loan	Dec, 2030	670	4.450	670	4.450
Fixed-rate 4.709% EIB Facility B Loan	Feb, 2031	370	4.709	370	4.709
Total principal		11,039		12,290	
Unamortized discounts, premiums and debt issuance costs		(61)		(68)	
Total debt, including unamortized discounts, premiums, debt issuance costs and fair value adjustments		10,978		12,222	
Current portion of long-term debt		(999)		(1,250)	
Long-term debt		9,979		10,972	

10 Related-Party Transactions

The Company's related parties are the members of the board of directors of NXP Semiconductors N.V., the executive officers of NXP Semiconductors N.V. and equity-accounted investees.

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:

	For the three months ended		For the nine months ended	
	September 27, 2026	September 28, 2025	September 27, 2026	September 28, 2025
Revenue and other income	—	—	1	2
Purchase of goods and services	—	1	1	2

The following table presents the amounts related to receivable and payable balances with these related parties:

	September 27, 2026	December 31, 2025
Receivables	1	1
Payables	2	3

Driven by our investment in VSMC, NXP has committed to contribute $1,200 million to support the long-term capacity infrastructure, and in exchange NXP secures a capacity commitment over the lifetime of the factory. NXP has contributed $345 million during the nine months ended September 27, 2026, and $1,200 million to-date, which is recorded in other non-current assets.

Refer to Note 5 – Supplemental Financial Information for information on the total carrying value of investments in equity-accounted investees, and to Note 12 – Commitments and Contingencies for NXP's related party commitments.

11 Fair Value Measurements

The following table summarizes the estimated fair value of our financial instruments which are measured at fair value on a recurring basis:

		Estimated fair value	
	Fair value hierarchy	September 27, 2026	December 31, 2025
Assets:			
Money market funds	1	1,806	1,757
Marketable equity securities	1	3	1
Derivative instruments-assets	2	2	9
Earn-out receivable	3	44	—
Liabilities:			
Derivative instruments-liabilities	2	(15)	(11)

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
Money market funds (as part of our cash and cash equivalents) and marketable equity securities (as part of other non-current assets) have fair value measurements which are all based on quoted prices in active markets for identical assets or liabilities. 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. The earn-out receivable is related to our previously divested MEMS sensor business and is measured at fair value using Level 3 inputs.

Assets and liabilities recorded at fair value on a non-recurring basis
We measure and record our non-marketable equity securities, equity method investments and non-financial assets, such as intangible assets and property, plant and equipment, at fair value when an impairment charge is required.

Assets and liabilities not recorded at fair value on a recurring basis
Financial instruments not recorded at fair value on a recurring basis include non-marketable equity securities and equity method investments that have not been remeasured or impaired in the current period and debt.

As of September 27, 2026, the estimated fair value of current and non-current debt was $9.8 billion ($11.6 billion as of December 31, 2025). The fair value is estimated on the basis of broker-dealer quotes and other observable inputs, which are Level 2 inputs. Accrued interest is included under accrued liabilities and not within the carrying amount or estimated fair value of debt.

12 Commitments and Contingencies

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 September 27, 2026, other than foundry joint venture commitments, the Company had purchase commitments of $2,936 million, which are due through 2044.

Foundry Joint Venture Commitments
Driven by our investment in VSMC, NXP has committed to invest an additional $565 million in equity through 2027. In addition, NXP has an agreed purchase commitment with VSMC that over the lifetime of the factory the minimal loading will be

between 80% - 90%, resulting in a total purchase commitment of approximately $14,096 million that is expected to be purchased over 37 years once wafer production starts.

Related to our investment in ESMC, NXP has committed to invest an additional $351 million in equity through 2029.

Lease Commitments
The Company has operating and finance lease arrangements related to buildings (corporate offices, research and development and manufacturing facilities and datacenters), land, machinery and installations and other equipment (vehicles and certain office equipment). As of September 27, 2026, amounts related to future lease payments for operating lease obligations totaled $700 million (December 31, 2025: $519 million), which are due through 2048. The increase from December 31, 2025 is primarily attributable to the execution of new relocation lease agreements during 2026.

Legal Proceedings
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 condensed 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.

Motorola Personal Injury Lawsuits
The Company has assisted Motorola in the defense of personal injury lawsuits pursuant to indemnity obligations under the agreement that separated Freescale from Motorola in 2004. All pending cases were settled as of the end of the first quarter and subsequently paid in the second quarter of 2026. As a result, there are no remaining pending lawsuits related to these matters. Accordingly, the Company does not anticipate any further financial impact arising from these claims now that they have been settled.

Legal Proceedings Related Accruals and Insurance Coverage
The Company reevaluates at least on a quarterly basis, claims that have arisen to determine whether accruals need to be established, adjusted or released based on the most current information available to it and based on its best estimate of potential loss. As of September 27, 2026, the Company had accrued $1 million for potential and current legal proceedings, compared to $75 million as of December 31, 2025 (without reduction for any related insurance reimbursements), reflecting the resolution of previously accrued matters. The related insurance reimbursement receivable, which was $56 million as of December 31, 2025, and included in "Other current assets" was collected during the nine months ended September 27, 2026, with no balance remaining at period end.

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. Given that the known pending legal proceedings with a potentially material aggregate exposure of possible losses were paid during the previous quarter, the Company does not reasonably anticipate any additional potential aggregate exposure of possible loss in excess of the amount accrued.

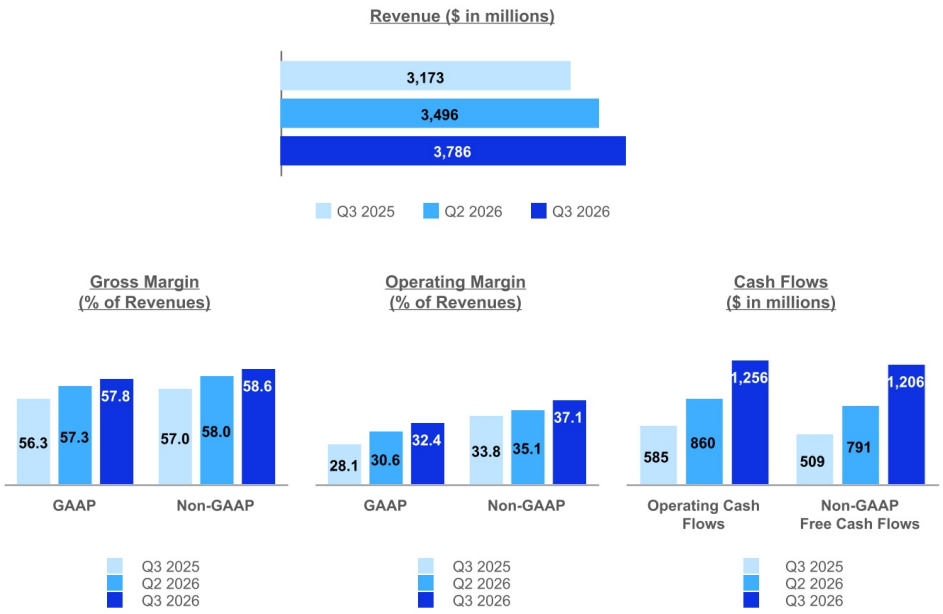
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Management's Discussion and Analysis (MD&A) should be read in conjunction with our Consolidated Financial Statements and Notes and the MD&A in our Annual Report on Form 10-K for the year ended December 31, 2025, and the Financial Statements and the related Notes that appear elsewhere in this document.

Overview

Quarterly Financial Highlights

- Revenue was $3,786 million, up 19.3% year-on-year;
- GAAP gross margin was 57.8%, and GAAP operating margin was 32.4%;
- Non-GAAP gross margin was 58.6%, and non-GAAP operating margin was 37.1%;
- Cash flow from operations was $1,256 million, with net capital expenditures on property, plant and equipment of $50 million, resulting in non-GAAP free cash flow of $1,206 million;
- During the third quarter of 2026, NXP returned capital to shareholders with the payment of $256 million in cash dividends and the repurchase of $103 million of its common shares, for a total capital return of $359 million.



Sequential Results

Q3 2026 compared to Q2 2026

Revenue for the three months ended September 27, 2026, was $3,786 million compared to $3,496 million for the three months ended June 28, 2026, an increase of $290 million or 8.3% quarter-on-quarter, slightly ahead of management's expectations. Within our end markets, the Automotive end market increased $132 million or 6.8%, the Industrial & IoT end market increased $47 million or 6.2%, the Communication Infrastructure & Other end market increased $51 million or 11.3%, and the Mobile end market increased $60 million or 17.1%.

When aggregating all end markets together and reviewing sales channel performance, revenue from distributors was $2,244 million, an increase of $172 million or 8.3% compared to the previous period. Revenue from direct customers was $1,498 million, an increase of $123 million or 8.9% versus the previous period.

From a geographic perspective, revenue increased quarter-on-quarter in the Americas region by 19.5%, in the Asia Pacific region by 8.3%, in the China region by 2.2%, and in the EMEA region by 0.1%.

Our gross profit percentage for the three months ended September 27, 2026, of 57.8% increased compared to 57.3% for the three months ended June 28, 2026, driven mainly by higher sales volumes and higher manufacturing utilization.

Operating income for the three months ended September 27, 2026, was $1,228 million compared to $1,071 million for the three months ended June 28, 2026, an increase of $157 million or 14.7%. The sequential increase was mainly driven by higher revenue.

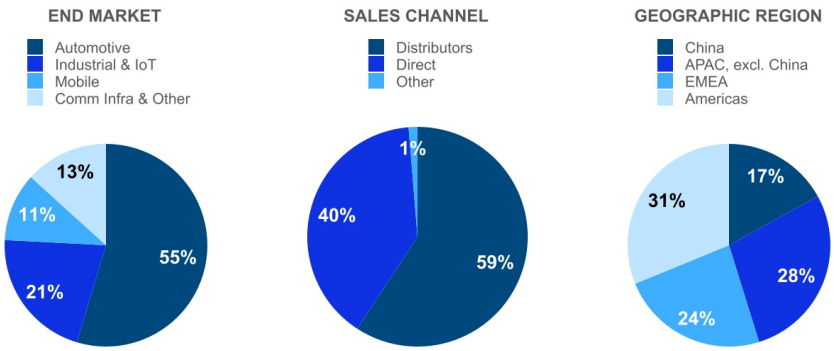
Results of operations

The following table presents operating results for each of the three- and nine-month periods ended September 27, 2026, and September 28, 2025, respectively:

($ in millions, unless otherwise stated)	Q3 2026	% of Revenue	Q3 2025	% of Revenue	YTD 2026	% of Revenue	YTD 2025	% of Revenue
Revenue	3,786		3,173		10,463		8,934	
% nominal growth	19.3		(2.4)		17.1		(6.0)	
Gross profit	2,189		1,787		5,979		4,909	
Gross margin	57.8 %		56.3 %		57.1 %		54.9 %	
Research and development	(615)	16.2 %	(575)	18.1 %	(1,807)	17.3 %	(1,695)	19.0 %
Selling, general and administrative	(313)	8.3 %	(286)	9.0 %	(888)	8.5 %	(845)	9.5 %
Amortization of acquisition-related intangible assets	(30)	0.8 %	(31)	1.0 %	(93)	0.9 %	(83)	0.9 %
Other income (expense)	(3)	0.1 %	(2)	0.1 %	613	5.9 %	17	0.2 %
Operating income (loss)	1,228	32.4 %	893	28.1 %	3,804	36.4 %	2,303	25.8 %
Financial income (expense)	(97)	2.6 %	(98)	3.1 %	(290)	2.8 %	(276)	3.1 %
Benefit (provision) for income taxes	(228)	6.0 %	(148)	4.7 %	(689)	6.6 %	(394)	4.4 %
Results relating to equity-accounted investees	(4)	0.1 %	(1)	— %	(11)	0.1 %	(33)	0.4 %
Net income (loss)	899	23.7 %	646	20.4 %	2,814	26.9 %	1,600	17.9 %
Less: Net income (loss) attributable to non-controlling interests	15	0.4 %	15	0.5 %	41	0.4 %	34	0.4 %
Net income (loss) attributable to stockholders	884	23.3 %	631	19.9 %	2,773	26.5 %	1,566	17.5 %
Diluted earnings per share	3.48		2.48		10.92		6.16	

Revenue

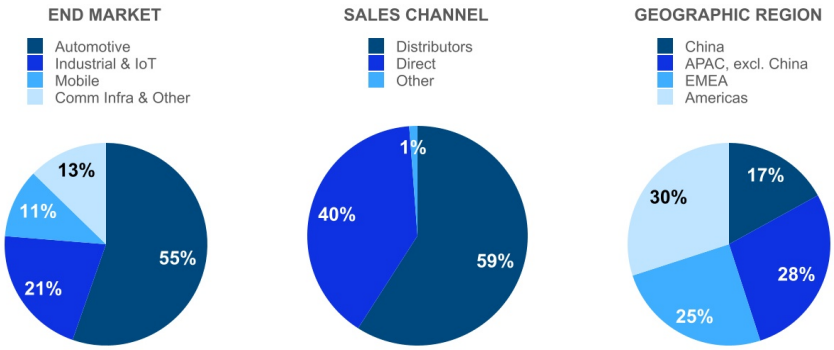
Q3 2026 Overview



Q3 2026 compared to Q3 2025

Revenue for the three months ended September 27, 2026, was $3,786 million compared to $3,173 million for the three months ended September 28, 2025, an increase of $613 million or 19.3%, in line with management's expectations.

YTD 2026 Overview



YTD 2026 compared to YTD 2025

Revenue for the nine months ended September 27, 2026, was $10,463 million compared to $8,934 million for the nine months ended September 28, 2025, an increase of $1,529 million or 17.1%.

Revenue by end market was as follows:

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	% change	YTD 2026	YTD 2025	% change
Automotive	2,070	1,837	12.7 %	5,790	5,240	10.5 %
Industrial & IoT	802	579	38.5 %	2,185	1,633	33.8 %
Mobile	411	430	(4.4)%	1,153	1,099	4.9 %
Communication Infrastructure & Other	503	327	53.8 %	1,335	962	38.8 %
Total Revenue	3,786	3,173	19.3 %	10,463	8,934	17.1 %

Revenue by sales channel was as follows:

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	% change	YTD 2026	YTD 2025	% change
Distributors	2,244	1,866	20.3 %	6,178	5,026	22.9 %
Direct	1,498	1,269	18.0 %	4,155	3,810	9.1 %
Other	44	38	15.8 %	130	98	32.7 %
Total Revenue	3,786	3,173	19.3 %	10,463	8,934	17.1 %

Revenue by geographic region, which is based on the location where the sale originated and where critical commercial decisions are made, was as follows:

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	% change	YTD 2026	YTD 2025	% change
Americas	1,182	922	28.2 %	3,129	2,409	29.9 %
APAC, excluding China	1,066	939	13.5 %	2,935	2,633	11.5 %
EMEA (Europe, the Middle East and Africa)	894	812	10.1 %	2,646	2,424	9.2 %
China [1)]	644	500	28.8 %	1,753	1,468	19.4 %
Total Revenue	3,786	3,173	19.3 %	10,463	8,934	17.1 %

[1)] China includes Mainland China and Hong Kong

Q3 2026 compared to Q3 2025

From an end market perspective, NXP experienced growth in its Automotive, Industrial & IoT, and Communication Infrastructure & Other end markets, which was offset by a decline in the Mobile end market versus the year-ago quarter.

Revenue in the Automotive end market was $2,070 million, an increase of $233 million or 12.7% versus the year-ago quarter. The increase was predominantly due to growth in processors and mixed-signal products.

Revenue in the Industrial & IoT end market was $802 million, an increase of $223 million or 38.5% versus the year-ago quarter. The increase was due to strong growth in processors and mixed-signal products.

Revenue in the Communication Infrastructure & Other end market was $503 million, an increase of $176 million or 53.8% versus the year-ago quarter. The increase was predominantly due to growth in processors.

Revenue in the Mobile end market was $411 million, a decrease of $19 million or 4.4% versus the year-ago quarter. The decrease was due to declines in processors, partially offset by growth in mixed-signal products.

When aggregating all end markets together and reviewing sales channel performance, revenue from distributors was $2,244 million, an increase of $378 million or 20.3% versus the year-ago quarter. Revenue from direct customers was $1,498 million, an increase of $229 million or 18.0% versus the year-ago quarter.

From a geographic perspective, revenue increased year-on-year in the China region by 28.8%, in the Americas region by 28.2%, in the Asia Pacific region by 13.5%, and in the EMEA region by 10.1%.

YTD 2026 compared to YTD 2025

From an end market perspective, NXP experienced growth across all end markets versus the year-ago period.

Revenue in the Automotive end market was $5,790 million, an increase of $550 million or 10.5% versus the year-ago period. The increase was predominantly due to growth in processors and mixed-signal products.

Revenue in the Industrial & IoT end market was $2,185 million, an increase of $552 million or 33.8% versus the year-ago period. The increase was due to strong growth in processors and mixed-signal products.

Revenue in the Communication Infrastructure & Other end market was $1,335 million, an increase of $373 million or 38.8% versus the year-ago period. The increase was due to growth in processors, partially offset by declines in mixed-signal products.

Revenue in the Mobile end market was $1,153 million, an increase of $54 million or 4.9% versus the year-ago period. The increase was due to growth in mixed-signal products, partially offset by declines in processors.

When aggregating all end markets together, and reviewing sales channel performance, revenue from distributors was $6,178 million, an increase of $1,152 million or 22.9% versus the year-ago period. Revenue through direct customers was $4,155 million, an increase of $345 million or 9.1% versus the year-ago period.

From a geographic perspective, revenue increased year-on-year in the Americas region by 29.9%, in the China region by 19.4%, in the Asia Pacific region by 11.5%, and in the EMEA region by 9.2%.

Gross profit

Q3 2026 compared to Q3 2025

Gross profit for the three months ended September 27, 2026, was $2,189 million, or 57.8% of revenue, compared to $1,787 million, or 56.3% of revenue for the three months ended September 28, 2025. The increase in gross profit is primarily driven by higher sales volumes and utilization.

YTD 2026 compared to YTD 2025

Gross profit for the nine months ended September 27, 2026, was $5,979 million, or 57.1% of revenue, compared to $4,909 million, or 54.9% of revenue for the nine months ended September 28, 2025. The increase in gross profit was primarily driven by higher sales volumes and improved factory utilization.

Operating expenses

Q3 2026 compared to Q3 2025

Operating expenses for the three months ended September 27, 2026, totaled $958 million, or 25.3% of revenue, compared to $892 million, or 28.1% of revenue for the three months ended September 28, 2025.

YTD 2026 compared to YTD 2025

Operating expenses for the nine months ended September 27, 2026, totaled $2,788 million, or 26.6% of revenue, compared to $2,623 million, or 29.4% of revenue for the nine months ended September 28, 2025.

- ***Research and development***

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	% change	YTD 2026	YTD 2025	% change
Research and development	615	575	7.0 %	1,807	1,695	6.6 %
As a percentage of revenue	16.2 %	18.1 %	(1.9) ppt	17.3 %	19.0 %	(1.7) ppt

Q3 2026 compared to Q3 2025

R&D costs for the three months ended September 27, 2026, increased by $40 million, or 7.0%, when compared to the three months ended September 28, 2025, primarily driven by:
+ Increased variable compensation expenses due to improved company performance ($39 million)

YTD 2026 compared to YTD 2025

R&D costs for the nine months ended September 27, 2026, increased by $112 million, or 6.6%, when compared to the nine months ended September 28, 2025, driven by:
+ Increased variable compensation expenses due to improved company performance ($105 million)
+ A net increase in personnel-related costs primarily associated with our completed acquisitions, partially offset by related cost-reduction initiatives and the sale of our MEMS Sensors business ($6 million)

- ***Selling, general and administrative***

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	% change	YTD 2026	YTD 2025	% change
Selling, general and administrative	313	286	9.4 %	888	845	5.1 %
As a percentage of revenue	8.3 %	9.0 %	(0.7)ppt	8.5 %	9.5 %	(1.0)ppt

Q3 2026 compared to Q3 2025

SG&A costs for the three months ended September 27, 2026, increased by $27 million, or 9.4%, when compared to the three months ended September 28, 2025, primarily driven by:

+ Increased variable compensation expenses due to improved company performance ($28 million)

YTD 2026 compared to YTD 2025

SG&A costs for the nine months ended September 27, 2026, increased by $43 million, or 5.1%, when compared to the nine months ended September 28, 2025, primarily driven by:

+ Increased variable compensation expenses due to improved company performance ($61 million)
- Lower legal expenses due to the settlement of pending personal injury lawsuits ($26 million)

- ***Amortization of acquisition-related intangible assets***

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	% change	YTD 2026	YTD 2025	% change
Amortization of acquisition-related intangible assets	30	31	(3.2) %	93	83	12.0 %
As a percentage of revenue	0.8 %	1.0 %	(0.2) ppt	0.9 %	0.9 %	— ppt

Q3 2026 compared to Q3 2025

Amortization of acquisition-related intangible assets for the three months ended September 27, 2026, decreased by $1 million, or 3.2%, when compared to the three months ended September 28, 2025.

YTD 2026 compared to YTD 2025

Amortization of acquisition-related intangible assets for the nine months ended September 27, 2026, increased by $10 million, or 12.0%, when compared to the nine months ended September 28, 2025, primarily driven by amortization related to the acquisitions of TTTech Auto and Kinara.

Other Income (Expense)

YTD 2026 compared to YTD 2025

Other income (expense) reflects an income of $613 million for the nine months ended September 27, 2026, compared to an income of $17 million in the nine months ended September 28, 2025. The increase was mainly driven by the gain on sale of $627 million related to the divestment of the MEMS Sensors business in the first quarter of 2026.

Financial income (expense)

The following table presents the details of financial income and expenses:

($ in millions, unless otherwise stated)	Q3 2026	Q3 2025	YTD 2026	YTD 2025
Interest income	34	37	94	111
Interest expense	(108)	(118)	(334)	(339)
Other financial income/ (expense)	(23)	(17)	(50)	(48)
Total	(97)	(98)	(290)	(276)

Q3 2026 compared to Q3 2025

Financial income (expense) was an expense of $97 million for the three months ended September 27, 2026, compared to an expense of $98 million for the three months ended September 28, 2025. The change in financial income (expense) is primarily attributable to a decrease in interest expense of $10 million, mainly driven by lower interest expenses from the redemption of notes and decreased borrowing under our commercial paper program, offset by the interest on three new bonds issued in August 2025. Other financial expenses increased year-over-year primarily due to fair value adjustments in equity securities resulting in a $2 million loss paired with an unfavorable foreign exchange rate result.

YTD 2026 compared to YTD 2025

Financial income (expense) was an expense of $290 million for the nine months ended September 27, 2026, compared to an expense of $276 million for the nine months ended September 28, 2025. The change in financial income (expense) is primarily attributable to a decrease in interest income of $17 million mainly due to lower interest rates.

Benefit (provision) for income taxes

Our provision for income taxes for 2026 is based on our EAETR of 19.7%, which is lower than the Netherlands statutory tax rate of 25.8%, primarily due to tax benefits from the Netherlands and foreign tax incentives.

	Q3 2026	Q3 2025	YTD 2026	YTD 2025
Tax benefit (provision) calculated at EAETR	(222)	(149)	(691)	(380)
Discrete tax benefit (provision) items	(6)	1	2	(14)
Benefit (provision) for income taxes	(228)	(148)	(689)	(394)
Effective tax rate	20.2 %	18.6 %	19.6 %	19.4 %

Q3 2026 compared to Q3 2025

The effective tax rate of 20.2% for the third quarter of 2026 was higher than the EAETR due to income tax expense for discrete items of $6 million. Excluding discrete items, the EAETR increased to 19.7% in 2026 from 18.7% in 2025, mainly as a result of a taxable capital gain and non-deductible goodwill associated with the divestiture of the MEMS Sensors business in the first quarter of 2026.

YTD 2026 compared to YTD 2025

The effective tax rate for the first nine months of 2026 was 19.6% compared to 19.4% for the same period in 2025, with discrete items in the respective periods impacting the rates accordingly. Excluding discrete items, the EAETR increased to 19.7% in 2026 from 18.7% in 2025, mainly as a result of a taxable capital gain and non-deductible goodwill associated with the divestiture of the MEMS Sensors business in the first quarter of 2026.

Results Relating to Equity-accounted Investees

Q3 2026 compared to Q3 2025

Results relating to equity-accounted investees amounted to a loss of $4 million for the three months ended September 27, 2026, whereas the three months ended September 28, 2025, results relating to equity-accounted investees amounted to a loss of $1 million.

YTD 2026 compared to YTD 2025

Results relating to equity-accounted investees amounted to a loss of $11 million for the nine months ended September 27, 2026, whereas the nine months ended September 28, 2025, results relating to equity-accounted investees amounted to a loss of $33 million (which includes an impairment charge of $27 million related to our investment in Sigma Sense).

Non-controlling Interests

Q3 2026 compared to Q3 2025

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 $15 million for the three months ended September 27, 2026, compared to a profit of $15 million for the three months ended September 28, 2025.

YTD 2026 compared to YTD 2025

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 $41 million for the nine months ended September 27, 2026, compared to a profit of $34 million for the nine months ended September 28, 2025.

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. At the end of the third quarter of 2026, our cash balance was $3,943 million, an increase of $676 million compared to December 31, 2025. Taking into account the available amount of the unsecured revolving credit facility of $3,000 million ("RCF"), we had access to $6,943 million of liquidity as of September 27, 2026. 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 of $3,000 million, plus anticipated cash generated from operations) will be adequate to finance our operations, working capital requirements, capital expenditures and potential dividends for at least the next twelve months.

($ in millions, unless otherwise stated)	YTD 2026	YTD 2025
Cash from operations	2,909	1,929
Capital expenditures	199	299
Cash to shareholders	1,077	1,332

Cash

At September 27, 2026, our cash balance was $3,943 million of which $316 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 the first quarter of 2026, SSMC declared a dividend of $150 million, payable in two equal installments of $75 million in the first and third quarters. Of each installment, 38.8% was paid to our joint venture partner, TSMC.

Capital expenditures

Our cash outflows for capital expenditures were $199 million in the first nine months of 2026, compared to $299 million in the first nine months of 2025.

EIB Facilities

On September 1, 2026, NXP B.V. entered into a facility agreement with the European Investment Bank, which provides for a $250 million unsecured senior loan facility (2026 EIB Facility A). Borrowings on the 2026 EIB Facility A may be denominated in Euro or U.S. Dollar and may bear interest at fixed or floating rates. The proceeds from borrowings are expected to be used to finance the design and implementation of an expansion of our semiconductor assembly and test facility in Kuala Lumpur, Malaysia. The 2026 EIB Facility A was undrawn as of September 27, 2026 and is subject to a commitment fee of 0.10% per annum on the available facility beginning six months after the agreement date.

Capital return

In the first nine months of 2026, we repurchased approximately $309 million of shares.

Under our Quarterly Dividend Program, interim dividends of $1.014 per ordinary share were paid on January 7, 2026 ($256 million) and dividends of $1.014 per ordinary share were paid on April 9, 2026 ($256 million), dividends of $1.014 per ordinary share were paid on July 9, 2026 ($256 million) and dividends of $1.014 per ordinary share were paid on October 8, 2026 ($256 million).

Debt

Our total debt, inclusive of aggregate principal, unamortized discounts, premiums, debt issuance costs and fair value adjustments, amounted to $10,978 million as of September 27, 2026, a decrease of $1,244 million compared to December 31, 2025 ($12,222 million).

As of September 27, 2026, we had outstanding fixed-rate notes with varying maturities for an aggregate principal amount of $9,999 million (collectively the “Notes”), of which $999 million is payable within 12 months. Future interest payments associated with the Notes total $2,572 million, with $381 million payable within 12 months.

As of September 27, 2026, the Company had outstanding loans with the European Investment Bank (EIB) with maturities in 2030 and 2031 for an aggregated principal amount of $1,040 million. Future interest payments associated with the EIB loans total $205 million, with $47 million payable within 12 months.

As of September 27, 2026, we had no commercial paper notes outstanding.

Our net debt position (see section Use of Certain Non-GAAP Financial Measures) at September 27, 2026, amounted to $7,035 million, compared to $8,955 million as of December 31, 2025.

Additional Capital Requirements

Expected working and other capital requirements are described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations". At September 27, 2026, other than for changes disclosed in the "Notes to Condensed Consolidated Financial Statements" and "Liquidity and Capital Resources" in this Quarterly Report, there have been no other material changes to our expected working and other capital requirements described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2025.

Cash flows

Our cash and cash equivalents during the first nine months of 2026 increased by $683 million (excluding the effect of changes in exchange rates on our cash position of $7 million) as follows:

($ in millions, unless otherwise stated)	YTD 2026	YTD 2025
Net cash provided by (used for) operating activities	2,909	1,929
Net cash provided by (used for) investing activities	94	(1,891)
Net cash provided by (used for) financing activities	(2,320)	118
Increase (decrease) in cash and cash equivalents	683	156

Cash Flow from Operating Activities

For the first nine months of 2026, our operating activities provided $2,909 million in cash. This was primarily the result of net income of $2,814 million, adjustments to reconcile the net income of $192 million and changes in operating assets and liabilities of $(112) million. Adjustments to net income (loss) include non-cash items, such as gain on sale of assets of $(627 million), depreciation and amortization of $555 million, share-based compensation of $328 million and changes in deferred taxes (benefit) of $(84 million).

Changes in operating assets and liabilities were primarily driven by:

- Increase in other non-current assets of $327 million due to payments to secure production supply (driven primarily by payments of $345 million to support the long-term capacity infrastructure of VSMC),
- Increase in receivables and other current assets of $90 million primarily due to the higher trade accounts receivable driven by increased sales,
+ Increase in accounts payable and other liabilities of $291 million primarily due to an increase in accrued variable compensation.

For the first nine months of 2025 our operating activities provided $1,929 million in cash. This was primarily the result of net income of $1,600 million, adjustments to reconcile the net income of $960 million and changes in operating assets and liabilities of $(655) million. Adjustments to net income (loss) include non-cash items, such as depreciation and amortization of $617 million, share-based compensation of $362 million and changes in deferred taxes (benefit) of $(32) million.

Changes in operating assets and liabilities were primarily driven by:

- Decrease in accounts payable and other liabilities of $296 million as a result of lower purchase volumes and timing related to payments,
- Increase in inventories of $180 million to align inventory on hand with expected demand,
- Increase in receivables and other current assets of $81 million due to the related timing of cash collection.

Cash Flow from Investing Activities

Net cash proceeds from investing activities of $94 million for the first nine months of 2026 was primarily driven by:

+ Proceeds of $878 million (net of adjustments) from the sale of our MEMS Sensors business,
- Purchase of investments of $505 million (driven primarily by the capital contributions of $404 million into VSMC),
- Capital expenditures of $199 million,
- Purchase of identified intangible assets of $115 million, including EDA (electronic design automation).

Net cash used for investing activities amounted to $1,891 million for the first nine months of 2025 was primarily driven by:

- Purchase of interests in business (net of cash acquired) of $690 million (mainly driven by the acquisition of TTTech Auto for $679 million)
- Investments in short-term deposits of $500 million,
- Capital expenditures of $299 million,

- Purchase of investments of $319 million (driven primarily by the capital contributions of $209 million into VSMC and approximately $47 million into ESMC),
- Purchase of identified intangible assets of $85 million, including EDA (electronic design automation).

Cash Flow from Financing Activities

Net cash used for financing activities of $2,320 million for the first nine months of 2026 was primarily driven by:

- Repayment of long-term debt of $1,251 million,
- Dividend payments to common stockholders of $768 million,
- Purchase of treasury shares and restricted stock unit holdings of $309 million.

Net cash provided from financing activities of $118 million for the first nine months of 2025 was primarily driven by:
+ Proceeds from the issuance of commercial paper notes of $2,426 million,
+ Proceeds from issuance of long-term debt of $1,868 million,
+ Proceeds from the issuance of common stock through stock plans of $77 million,
- Repayment of commercial paper notes of $2,411 million,
- Dividend payments to common stockholders of $771 million,
- Purchase of treasury shares and restricted stock unit holdings of $561 million,
- Repurchase of long-term debt of $500 million.

Information Regarding Guarantors of NXP (unaudited)

Summarized Combined Financial Information for Guarantee of Securities of Subsidiaries

All 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"). 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.

The following tables present summarized financial information of the Obligor Group on a combined basis, with intercompany balances and transactions between entities of the Obligor Group eliminated and investments and equity in the earnings of the Non-Guarantor Subsidiaries excluded. The Obligor Group's amounts due from, amounts due to, and intercompany transactions with Non-Guarantor Subsidiaries have been disclosed below the table, when material.

Summarized Statements of Income

($ in millions)	For the nine months ended September 27, 2026
Revenue	5,835
Gross Profit	2,861
Operating income	1,631
Net income	721

Summarized Balance Sheets

	As of	
($ in millions)	September 27, 2026	December 31, 2025
Current assets	3,747	3,182
Non-current assets	12,360	12,461
Total assets	16,107	15,643
Current liabilities	1,740	2,044
Non-current liabilities	10,460	11,405
Total liabilities	12,200	13,449
Obligor's Group equity	3,907	2,194
Total liabilities and Obligor's Group equity	16,107	15,643

NXP Semiconductors N.V. is the 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, and as such the income tax expense of the Dutch fiscal unity has been included in the net income of the Obligor Group.

The financial information of the Obligor Group includes sales executed through a Non-Guarantor Subsidiary single-billing entity as a sales agent on behalf of an entity in the Obligor Group. The Obligor Group has sales to non-guarantors (for the nine months ended September 27, 2026: $533 million). The Obligor Group has amounts due from equity financing (September 27, 2026: $8,938 million; December 31, 2025: $7,756 million) and due to debt financing (September 27, 2026: $3,229 million; December 31, 2025: $2,695 million) with non-guarantor subsidiaries.

Certain prior period amounts included within the Information Regarding Guarantors disclosure have been adjusted for presentation purposes. These adjustments were immaterial in nature and related to the presentation of the Obligor Group amounts due from equity financing, non-current liabilities and corresponding equity balances in the summarized combined financial information. These adjustments did not impact the Company's consolidated financial statements, results of operations, cash flows, earnings per share, or debt covenant compliance.

Use of Certain Non-GAAP Financial Measures

Non-GAAP Financial Measures

In addition to providing financial information on a basis consistent with U.S. generally accepted accounting principles ("US GAAP" or "GAAP"), NXP also provides selected financial measures on a non-GAAP basis which are adjusted for specified items. The adjustments made to achieve these non-GAAP financial measures or the non-GAAP financial measures as specified are described below, including the usefulness to management and investors.

In managing NXP's business on a consolidated basis, management develops an annual operating plan, which is approved by our Board of Directors, using non-GAAP financial measures. When measuring performance against this plan, management considers the actual or potential impacts on these non-GAAP financial measures from cost-reduction actions with the goal of increasing our gross margin and operating margin, as well as in assessing appropriate levels of research and development efforts. In addition, management relies upon these non-GAAP financial measures when making decisions about product spending, administrative budgets, and other operating expenses. We believe that these non-GAAP financial measures, when coupled with the GAAP results and the reconciliations to corresponding GAAP financial measures, provide a more complete understanding of the Company's results of operations and the factors and trends affecting NXP's business. We believe that they enable investors to make additional comparisons of our operating results, to assess our liquidity and capital position and to analyze financial performance excluding the effect of expenses unrelated to core operating performance, certain non-cash expenses and share-based compensation expense, which may obscure trends in NXP's underlying performance. This information also enables investors to compare financial results between periods where certain items may vary independent of business performance and allow for greater transparency with respect to key metrics used by management.

The presentation of these and other similar items in NXP's non-GAAP financial results should not be interpreted as implying that these items are non-recurring, infrequent, or unusual. These non-GAAP financial measures are provided in addition to, and not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP.

Non-GAAP Adjustment or Measure	Definition	Usefulness to Management and Investors
Purchase price accounting effects	Purchase price accounting ("PPA") effects reflect the fair value adjustments impacting acquisition accounting and other acquisition adjustments charged to the Consolidated Statement of Operations. This typically relates to inventory, property, plant and equipment, as well as intangible assets, such as developed technology and marketing and customer relationships acquired. The PPA effects are recorded within both cost of revenue and operating expenses in our US GAAP financial statements. These charges are recorded over the estimated useful life of the related acquired asset and thus are generally recorded over multiple years.	We believe that excluding these charges related to fair value adjustments for purposes of calculating certain non-GAAP measures allows the users of our financial statements to better understand the historic and current cost of our products, our gross margin, our operating costs, our operating margin, and also facilitates comparisons to peer companies.
Restructuring	Restructuring charges are costs associated with a restructuring plan and are primarily related to employee severance and benefit arrangements. Charges related to restructuring are recorded within both cost of revenue and operating expenses in our US GAAP financial statements	We exclude restructuring charges, including any adjustments to charges recorded in prior periods, for purposes of calculating certain non-GAAP measures because these costs do not reflect our core operating performance. These adjustments facilitate a useful evaluation of our core operating performance and comparisons to past operating results and provide investors with additional means to evaluate expense trends.
Share-based compensation	Share-based compensation consists of incentive expense granted to eligible employees in the form of equity-based instruments. Charges related to share-based compensation are recorded within both cost of revenue and operating expenses in our US GAAP financial statements.	We exclude charges related to share-based compensation for purposes of calculating certain non-GAAP measures because we believe these charges, which are non-cash, are not representative of our core operating performance as they can fluctuate from period to period based on factors that are not within our control, such as our stock price on the dates share-based grants are issued. We believe these adjustments provide investors with a useful view, through the eyes of management, of our core business model, how management currently evaluates core operational performance, and additional means to evaluate expense trends.
Other incidentals	Other incidentals consist of certain items which may be non-recurring, unusual, infrequent or directly related to an event that is distinct and non-reflective of the Company's core operating performance. These may include such items as process and product transfer costs, certain charges related to acquisitions and divestitures, litigation and legal settlements, costs associated with the exit of a product line, factory or facility, environmental or governmental settlements, and other items of similar nature.	We exclude these certain items which may be non-recurring, unusual, infrequent or directly related to an event that is distinct and non-reflective of the Company's core operating performance for purposes of calculating certain non-GAAP measures. These adjustments facilitate a useful evaluation of our core operating performance and comparisons to past operating results and provide investors with additional means to evaluate expense trends.

Non-GAAP Adjustment or Measure	Definition	Usefulness to Management and Investors
Non-GAAP Provision for income taxes	Non-GAAP provision for income taxes is NXP's GAAP provision for income taxes adjusted for the income tax effects of the adjustments to our GAAP measure, including PPA effects, restructuring costs, share-based compensation, other incidental items and certain other adjustments to financial income (expense) items. Additionally, adjustments are made for the income tax effect of any discrete items that occur in the interim period. Discrete items primarily relate to unexpected tax events that may occur as these amounts cannot be forecasted (e.g., the impact of changes in tax law and/or rates, changes in estimates or resolved tax audits relating to prior year tax provisions, the excess or deficit tax effects on share-based compensation, etc.).	The non-GAAP provision for income taxes is used to ascertain and present on a comparable basis NXP's provision for income tax after adjustments, the usefulness of which is described within this table. Additionally, the income tax effects of the adjustments to achieve the noted non-GAAP measures are used to determine NXP's non-GAAP net income (loss) attributable to stockholders and accordingly, our diluted non-GAAP earnings per share attributable to stockholders.
Free Cash Flow	Free Cash Flow represents operating cash flow adjusted for net additions to property, plant and equipment.	We believe that free cash flow provides insight into our cash-generating capability and our financial performance and is an efficient means by which users of our financial statements can evaluate our cash flow after meeting our capital expenditure.
Net debt	Net debt represents total debt (short-term and long-term) after deduction of cash and cash equivalents and short-term deposits.	We believe this measure provides investors with useful supplemental information about the financial performance of our business, enables comparison of financial results between periods where certain items may vary independent of business performance, and allow for greater transparency with respect of calculating our net leverage.

The following are reconciliations of our most comparable US GAAP measures to our non-GAAP measures presented:

($ in millions)	For the three months ended		
	September 27, 2026	**June 28, 2026**	**September 28, 2025**
GAAP gross profit	**$ 2,189**	**$ 2,002**	**$ 1,787**
PPA effects	(6)	(5)	(6)
Restructuring	9	—	—
Share-based compensation	(14)	(12)	(15)
Other incidentals	(17)	(9)	(2)
Non-GAAP gross profit	**$ 2,217**	**$ 2,028**	**$ 1,810**
GAAP Gross Margin	**57.8 %**	**57.3 %**	**56.3 %**
Non-GAAP Gross Margin	**58.6 %**	**58.0 %**	**57.0 %**
GAAP research and development	$ (615)	$ (604)	$ (575)
Restructuring	(3)	4	(1)
Share-based compensation	(53)	(54)	(57)
Other incidentals	(2)	(4)	(2)
Non-GAAP research and development	$ (557)	$ (550)	$ (515)
GAAP selling, general and administrative	$ (313)	$ (291)	$ (286)
PPA effects	—	—	(1)
Restructuring	(1)	4	(2)
Share-based compensation	(47)	(39)	(46)
Other incidentals	(12)	(12)	(14)
Non-GAAP selling, general and administrative	$ (253)	$ (244)	$ (223)
GAAP operating income (loss)	**$ 1,228**	**$ 1,071**	**$ 893**

($ in millions)	For the three months ended		
	September 27, 2026	June 28, 2026	September 28, 2025
GAAP operating income (loss)	**$ 1,228**	**$ 1,071**	**$ 893**
PPA effects	(36)	(36)	(38)
Restructuring	5	8	(3)
Share-based compensation	(114)	(105)	(118)
Other incidentals	(33)	(24)	(19)
Non-GAAP operating income (loss)	**$ 1,406**	**$ 1,228**	**$ 1,071**
GAAP Operating Margin	**32.4 %**	**30.6 %**	**28.1 %**
Non-GAAP Operating Margin	**37.1 %**	**35.1 %**	**33.8 %**
GAAP Income tax benefit (provision)	**$ (228)**	**$ (189)**	**$ (148)**
Income tax effect	9	16	25
Non-GAAP Income tax benefit (provision)	**$ (237)**	**$ (205)**	**$ (173)**

($ in millions)	For the three months ended		
	September 27, 2026	June 28, 2026	September 28, 2025
Net cash provided by (used for) operating activities	**$ 1,256**	**$ 860**	**$ 585**
Net capital expenditures on property, plant and equipment	(50)	(69)	(76)
Non-GAAP free cash flow	**$ 1,206**	**$ 791**	**$ 509**

($ in millions)	For the three months ended		
	September 27, 2026	June 28, 2026	September 28, 2025
Long-term debt	$ 9,979	$ 9,977	$ 10,971
Short-term debt	999	999	1,264
Total debt	10,978	10,976	12,235
Less: cash and cash equivalents	(3,943)	(3,222)	(3,454)
Less: short-term deposits	—	—	(500)
Net debt	**$ 7,035**	**$ 7,754**	**$ 8,281**

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to the Company's market risk during the first nine months of 2026. For a discussion of the Company's exposure to market risk, refer to the Company's market risk disclosures set forth in Part II, Item 7A, "Quantitative and Qualitative Disclosures About Market Risk" in our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer (Certifying Officers), evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) on September 27, 2026. Based on that evaluation, the Certifying Officers concluded the Company's disclosure controls and procedures were effective as of September 27, 2026.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the three months ended September 27, 2026, which were identified in connection with management's evaluation required by paragraph (d) of Rules 13a-15 and 15d-15 under the Exchange Act that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

Not applicable.

Item 1A. Risk Factors

There have been no material changes from the risk factors previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2025.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Our 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 August 2024, the Board approved the repurchase of shares up to a maximum of $2 billion (the "2024 Share Repurchase Program"). At September 27, 2026, there was approximately $1.3 billion remaining under the 2024 Share Repurchase Program. On October 12, 2026, the Board approved the repurchase of shares up to a maximum of $5 billion under the 2026 Share Repurchase Program, in addition to the 2024 Share Repurchase Program.

The following share repurchase activity occurred under these programs during the three months ended September 27, 2026:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Number of Shares Purchased as Part of Publicly Announced Buy Back Programs	Maximum Number of Shares That May Yet Be Purchased Under the Buy Back Program	Number of Shares Purchased as Trade for Tax (1)
June 29, 2026 – August 2, 2026	151,627	$273.41	141,586	5,872,999	10,041
August 3, 2026 – August 30, 2026	148,811	$230.05	148,811	5,866,456	—
August 31, 2026 – September 27, 2026	119,188	$227.11	119,188	26,396,813	—
Total	419,626		409,585		10,041

(1) Reflects shares surrendered by participants to satisfy tax withholding obligations in connection with the Company's equity programs.

Item 5. Other Information

Rule 10b5-1 Trading Plans

None.

Item 6. Exhibits

Exhibit Number	Exhibit Description
3.1	Articles of Association of NXP Semiconductors N.V. dated June 9, 2020 (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q of NXP Semiconductors N.V., filed on July 28, 2020)
10.1*+	Form of Performance Restricted Stock Unit Award Agreement
31.1*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Executive Officer
31.2*	Rule 13a-14(a) / 15d-14(a) Certification of Chief Financial Officer
32.1*	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer
101	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 2026, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Condensed Consolidated Statements of Operations for the three months ended September 27, 2026 and September 28, 2025; (ii) Condensed Consolidated Statements of Comprehensive Income for the three months ended September 27, 2026 and September 28, 2025; (iii) Condensed Consolidated Balance Sheets as of September 27, 2026 and December 31, 2025; (iv) Condensed Consolidated Statements of Cash Flows for the three months ended September 27, 2026 and September 28, 2025; (v) Condensed Consolidated Statements of Changes in Equity for the three months ended September 27, 2026 and September 28, 2025; and (vi) Notes to the Unaudited Condensed Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

* Filed or furnished herewith.

\+ Indicates management contract or compensatory plan or arrangement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: October 27, 2026

NXP Semiconductors N.V.

/s/ William J. Betz
Name: William J. Betz, CFO

Exhibit 31.1

CERTIFICATION

I, Rafael Sotomayor, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NXP Semiconductors N.V.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize, and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: October 27, 2026

By: /s/ Rafael Sotomayor

Rafael Sotomayor

President & Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, William J. Betz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of NXP Semiconductors N.V.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;

4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize, and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: October 27, 2026

By: /s/ William J. Betz

William J. Betz

Chief Financial Officer

Exhibit 32.1

CERTIFICATIONS OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

I, Rafael Sotomayor, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of NXP Semiconductors N.V. on Form 10-Q for the period ended September 27, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of NXP Semiconductors N.V. at the dates and for the periods indicated.

Date: October 27, 2026

By: /s/ Rafael Sotomayor
Rafael Sotomayor
President & Chief Executive Officer

I, William J. Betz, certify, as of the date hereof, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of NXP Semiconductors N.V. on Form 10-Q for the period ended September 27, 2026 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-Q fairly presents in all material respects the financial condition and results of operations of NXP Semiconductors N.V. at the dates and for the periods indicated.

Date: October 27, 2026

By: /s/ William J. Betz
William J. Betz
Chief Financial Officer

NXP SEMICONDUCTORS N.V.
2019 OMNIBUS INCENTIVE PLAN

PERFORMANCE RESTRICTED STOCK UNIT AWARD AGREEMENT

This Performance Restricted Stock Unit Award Agreement (this "PSU Agreement") is made effective as of the date indicated in the grant summary in the Company's equity recordkeeping system (the "Date of Grant"), by and between NXP Semiconductors N.V., a public limited liability company (*naamloze vennootschap*) organized under the Laws of The Netherlands (the "Company"), and the recipient of the grant (the "Participant"). Capitalized terms used but not defined herein shall have the meaning ascribed to them in the NXP Semiconductors N.V. 2019 Omnibus Incentive Plan (as may be amended from time to time, the "Plan").

1. Grant of Performance Restricted Stock Units. The Company hereby grants to the Participant, subject to all of the terms and conditions of this PSU Agreement and the Plan, the number of performance restricted stock units (the "PSUs") evidencing a right to receive a target number of shares of Common Stock as indicated in the grant summary in the Company's equity recordkeeping system (the "Target PSUs"), based on the Company's achievement of the performance goals set forth on Appendix A hereto (the "Performance Goals"). Shares of Common Stock corresponding to the PSUs, if any, are to be delivered to the Participant only after the Performance Goals have been achieved and certified as described in Section 3 and the Participant has become vested in the PSUs pursuant to Section 4 below.

2. Performance Period. For purposes of this PSU Agreement, the term "Performance Period" shall refer to the period from January 1, 2027 (the "Performance Period Beginning Date") through December 31, 2029 (the "Performance Period End Date"). In the event of a Change of Control that occurs before the Performance Period End Date, the Performance Period shall end on the date of the Change of Control, or another date established at the discretion of the Committee (as defined below), and the Share Delivery Factor (as defined below) shall be calculated on such basis.

3. Performance Goals.

(a) To the extent, if any, the applicable Performance Goals have been achieved for the applicable Performance Period, and subject to the compliance with the requirements of Section 4, the Participant will be entitled to receive a number of shares of Common Stock equal to between 0 and 2.0 times (such number, the "Share Delivery Factor") the number of Target PSUs granted under this PSU Agreement.

(b) The Compensation Committee of the Company's Board (the "Committee") shall, as soon as practicable following the last day of the applicable Performance Period, and in no event later than March 15 following the Performance Period End Date, certify (i) the extent to which the Performance Goals have been achieved, if at all, and (ii) the number of shares of Common Stock, if any, which the Participant shall be entitled to receive with respect to the PSUs granted under this PSU Agreement. In the event the Share Delivery Factor equals zero, the PSUs granted under this PSU Agreement shall be cancelled without the delivery of any

shares of Common Stock or other consideration. Such certification shall be final, conclusive and binding on the Participant, and on all other persons, to the maximum extent permitted by law.

4. Vesting.

(a) To the extent that the Performance Goals for the applicable Performance Period have been achieved, a number of PSUs granted under this PSU Agreement shall vest based on the applicable Share Delivery Factor on the date of the Committee's certification of the Performance Goals in accordance with Section 3 (the "Vesting Date"); provided that the Participant remains in continuous employment with the Company or an Affiliate thereof through the Performance Period End Date.

(b) Except as set forth in Section 4(c) below, if the Participant's employment is terminated for any reason prior to the Performance Period End Date, then all rights of the Participant with respect to PSUs that have not vested as of the date of termination shall immediately terminate without notice and without any compensation; provided, that upon the violation by the Participant of any provision of the Plan or this PSU Agreement, the PSUs shall terminate effective as of the date of such violation (rather than the date on which such violation comes to the attention of the Company) and the Participant shall, to the extent permitted by applicable law, be required to return to the Company the shares of Common Stock in respect of vested PSUs on an after tax basis or an amount in cash equal to the fair market value of the shares of Common Stock in respect of vested PSUs as of the date of the Participant's termination of employment. Any such unvested PSUs terminated pursuant to this Section 4(b) shall be forfeited without payment of any consideration, and neither the Participant nor any of the Participant's successors, heirs, assigns, or personal representatives shall thereafter have any further rights or interests in such unvested PSUs.

(c) If (i) the Participant's employment is terminated by the Company or any of its direct and indirect subsidiaries or such other company as designated by the Administrator (each an "Employing Company") without the Participant being a Bad Leaver or by the Participant for Good Reason, in either case within twelve months following a Change of Control and (ii) the Participant executes and delivers to the Employing Company (and does not revoke) a general release of claims in a form satisfactory to the Administrator within sixty (60) days following such termination (or such shorter period as may be specified by the Employing Company in accordance with applicable law), then all unvested PSUs shall immediately vest and shall be settled as soon as practicable after the date of such termination of employment based on the Share Delivery Factor calculated pursuant to Section 2.

Subject, and in addition, to the foregoing, if the Participant's employment is terminated (A) at the convenience of the Employing Company (which includes, but is not limited to, in connection with a reduction in force), as determined by the Administrator in its sole discretion, prior to the Performance Period End Date or (B) by reason of the Retirement of the Participant, and, in either case, not under circumstances giving rise to the Participant being a Bad Leaver or the Employing Company terminating the Participant's employment where the Participant is a Bad Leaver and provided Participant executes and delivers to the Employing Company (and does not revoke) a general release of claims as described in (c)(ii) above, then the Pro-Rata Portion (as defined below) shall be eligible to vest on the original Vesting Date, subject

to the achievement and certification of the Performance Goals as described in Section 3 and based on the applicable Share Delivery Factor calculated pursuant to Section 3(a).

Subject, and in addition, to the foregoing, if the Participant's employment is terminated due to the Participant's death, then all unvested PSUs shall immediately vest and shall be settled as soon as practicable after such date based on a Share Delivery Factor of 1.0.

(d) For the purposes of this PSU Agreement, and notwithstanding any provision of the Plan to the contrary:

(i). "Bad Leaver" shall mean a Participant whose employment with an Employing Company is terminated (A) following the Participant committing an act of theft, fraud, serious misconduct or deliberate falsification of records in relation to his duties for the Company or the Employing Company; (B) following the Participant being convicted of or pleading guilty to a serious criminal offence (*misdrijf*) relating to his or her duties for the Company or the Employing Company (excluding any motoring or non-duty related minor offence), which act or criminal offence referred to in (A) and/or (B) has a material adverse effect upon the Company or the Employing Company; (C) with immediate effect because of an urgent cause (*dringende reden*) as referred to in article 7:678 of the Dutch Civil Code for cause; (D) a Participant materially violates the Company Code of Conduct or similarly significant rule or policy of the Company or the Employing Company; or (E) a Participant within the twelve (12) month period following the termination of employment, directly or indirectly and in any capacity whatsoever, engages in any activities in competition with the activities of any of the Company, its Subsidiaries or its Affiliates, including the Participant personally actively soliciting or personally actively endeavoring to entice away or personally actively recruiting any employees of the Company, its Subsidiaries or its Affiliates in said period.

(ii). "Good Reason" shall have the meaning in the employment agreement between the Participant and the Employing Company. If the Participant does not have an employment agreement with the Employing Company in which Good Reason is defined, "Good Reason" means, in the absence of the Participant's written consent, any of the following: (i) a material reduction by the Employing Company in the Participant's net base salary or target bonus (taking into account applicable taxes and mandatory withholdings in the event of Participant's geographical relocation at the request of the Employing Company) unless the base salary or target bonus of other employees or officers of the Company, any of its Subsidiaries or the applicable Employing Company in a similar position is reduced by a similar percentage or amount as part of cost reductions, restructuring, or job grade alignment affecting all of the company or the Participant's Employing Company or business unit; or (ii) a material diminution in the

Participant's duties or responsibilities (other than as a result of the Participant's physical or mental incapacity which impairs his or her ability to materially perform his or her duties or responsibilities as confirmed by a doctor reasonably acceptable to the Participant or his or her representative and such diminution lasts only for so long as such doctor determines such incapacity impairs the Participant's ability to materially perform his or her duties or responsibilities).

(iii). "Pro-Rata Portion" shall mean a number of PSUs equal to the product of (x) a fraction, the numerator of which is the number of days the Participant was employed by the Employing Company on and after the Date of Grant and the denominator of which is the number of days between the Date of Grant and the Performance Period End Date, multiplied by (y) the number of PSUs that would have otherwise vested on the applicable Vesting Date absent the Participant's termination of employment, with any fractional shares rounded to the nearest whole number of shares.

(iv). "Retirement" shall mean the Participant's resignation from employment with the Company or the Employing Company following having both attained (x) five (5) years of service with the Company or Employing Company and (y) age sixty (60).

5. Settlement. Except as otherwise set forth in Section 4, the shares of Common Stock underlying any PSUs that become vested in accordance with Section 4, if any, shall be delivered to the Participant as soon as practicable after the Vesting Date (as applicable, the "Settlement Date").

6. Voting and Other Rights. The Participant shall have no rights of a stockholder with respect to the PSUs (including the right to vote and the right to receive distributions or dividends) unless and until shares of Common Stock are issued in respect thereof in accordance with this PSU Agreement.

7. PSU Agreement Subject to Plan. This PSU Agreement is made pursuant to all of the provisions of the Plan, which is incorporated herein by this reference, and is intended, and shall be interpreted in a manner, to comply therewith. In the event of any conflict between the provisions of this PSU Agreement and the provisions of the Plan, the provisions of this PSU Agreement shall govern. The Participant hereby acknowledges receipt of a copy of the Plan. The Participant hereby acknowledges that all decisions, determinations and interpretations of the Administrator in respect of the Plan, this PSU Agreement and the PSUs shall be final and conclusive.

8. No Rights to Continuation of Employment; Discretionary Grant. Nothing in the Plan or this PSU Agreement shall confer upon the Participant any right to continue in the employ of the Company or any Affiliate thereof or shall interfere with or restrict the right of the Company or its Affiliates to terminate the Participant's employment at any time for any reason. The (value of) PSUs granted to, or shares of Common Stock acquired in connection with the

vesting and settlement of the PSUs, under this PSU Agreement shall not be considered as compensation in determining a Participant's benefits under any benefit plan of an Employing Company, including but not limited to, group life insurance, long-term disability, family survivors, or any retirement, pension or savings plan.

9. Taxes. Any and all taxes, duties, levies, charges or social security contributions ("Taxes") which arise under any applicable national, state, local or supra-national laws, rules or regulations, whether already effective on the Date of Grant or becoming effective thereafter, and any changes or modifications therein and termination thereof which may result for the Participant in connection with this PSU Agreement (including, but not limited to, the grant of the PSUs, the ownership of the PSUs and/or the delivery of any Common Stock under this Plan, the ownership and/or the sale of any Common Stock acquired under this PSU Agreement) shall be for the sole risk and account of the Participant.

10. Governing Law and Forum. This PSU Agreement shall be governed by and construed in accordance with the laws of The Netherlands, without giving effect to the principles of conflicts of laws. Any dispute arising under or in connection with this PSU Agreement shall be settled by the competent courts in Amsterdam, The Netherlands.

11. PSU Agreement Binding on Successors. The terms of this PSU Agreement shall be binding upon the Participant and upon the Participant's heirs, executors, administrators, personal representatives, transferees, assignees and successors in interest, and upon the Company and its successors and assignees, subject to the terms of the Plan.

12. No Assignment. Notwithstanding anything to the contrary in this PSU Agreement, neither this PSU Agreement nor any rights granted herein shall be assignable by the Participant.

13. Insider Trading Rules; Certain Company Policies; Necessary Acts. Each Participant shall comply with any applicable "insider trading" laws and regulations, including the "NXP Semiconductors N.V. Insider Trading Policy," the Company Code of Conduct, and any restrictive covenant or intellectual property assignment agreement to which the Participant is a party. The Participant hereby agrees to perform all acts, and to execute and deliver any documents that may be reasonably necessary to carry out the provisions of this PSU Agreement, including but not limited to all acts and documents related to compliance with applicable securities and/or tax laws.

14. Severability. Should any provision of this PSU Agreement be held by a court of competent jurisdiction to be unenforceable, or enforceable only if modified, such holding shall not affect the validity of the remainder of this PSU Agreement, the balance of which shall continue to be binding upon the parties hereto with any such modification (if any) to become a part hereof and treated as though contained in this original PSU Agreement. Moreover, if one or more of the provisions contained in this PSU Agreement shall for any reason be held to be excessively broad as to scope, activity, subject or otherwise so as to be unenforceable, in lieu of severing such unenforceable provision, such provision or provisions shall be construed by the appropriate judicial body by limiting or reducing it or them, so as to be

enforceable to the maximum extent compatible with the applicable law as it shall then appear, and such determination by such judicial body shall not affect the enforceability of such provisions or provisions in any other jurisdiction.

15. Addenda. The provisions of any addenda attached hereto are incorporated by reference herein and made a part of this PSU Agreement. To the extent that any provision in any such addenda conflicts with any provision set forth elsewhere in this PSU Agreement (including, without limitation, any provisions related to Taxes or the Settlement Date), the provision set forth in such addenda shall control.

16. Entire Agreement. This PSU Agreement and the Plan contain the entire agreement and understanding among the parties as to the subject matter hereof, and supersedes any other agreements or representations, oral or otherwise, express or implied, with respect to the subject matter hereof.

17. Headings. Headings are used solely for the convenience of the parties and shall not be deemed to be a limitation upon or descriptive of the contents of any such Section.

18. Acceptance. This PSU Agreement must be accepted by the Participant's electronic acceptance in the Company's equity recordkeeping system or the Participant will have no right to the PSU grant provided for in this PSU Agreement. By accepting this PSU Agreement the Participant consents to the electronic delivery through the Company's equity recordkeeping system of all documents related to this PSU grant. Please be informed that when you accept these grants via the E*TRADE system (or such other system designated by the Administrator) you consent to the processing, collection, storing and adapting by the Company, its affiliates, or any entity administrating the Plan, your grant, and/or your (rights to) any shares of Common Stock, of any personal data relating to you (including, inter alia, name, address, personnel number and position) for the sole purpose of your participation in the Plan. This data is processed for purposes of administrating and executing the Plan in the broadest sense. The Company or the Employing Company may transfer the data relating to you to their Subsidiaries or Affiliates or any designated person located in the United States for purposes of administrating, approving and executing the Plan in the broadest sense. The United States does not provide an adequate level of data protection for the above-mentioned purposes.

19. Amendment. No amendment or modification hereof shall be valid unless it shall be in writing and signed by all parties hereto.

APPENDIX A

[REDACTED]

ANNEX A

Country Specific Tax Provisions

For Participants whose PSU grants are or become subject to the tax laws of the United States

Settlement Date. The Settlement Date shall occur as soon as practicable following the applicable Vesting Date or such earlier date as provided in Sections 4(b)-(c) of this PSU Agreement, but in no event later than March 15 of the year following the year in which such the applicable PSUs become vested.

Section 409A Compliance. The intent of the parties is that the payments and benefits under this PSU Agreement comply with Section 409A of the U.S. Internal Revenue Code of 1986, as amended from time to time, or any successor thereto (the "Code"), to the extent subject thereto, and accordingly, to the maximum extent permitted, this PSU Agreement shall be interpreted and administered to be in compliance therewith. Notwithstanding anything contained herein to the contrary, the Participant shall not be considered to have terminated employment with the Company for purposes of any payments under this PSU Agreement which are subject to Section 409A of the Code until the Participant would be considered to have incurred a "separation from service" from the Company within the meaning of Section 409A of the Code. Each amount to be paid or benefit to be provided under this PSU Agreement shall be construed as a separate identified payment for purposes of Section 409A of the Code. Without limiting the foregoing and notwithstanding anything contained herein to the contrary, to the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, amounts that would otherwise be payable and benefits that would otherwise be provided pursuant to this PSU Agreement or any other arrangement between the Participant and the Company during the six-month period immediately following the Participant's separation from service shall instead be paid on the first business day after the date that is six months following the Participant's separation from service (or, if earlier, the Participant's date of death). The Company makes no representation that any or all of the payments described in this PSU Agreement will be exempt from or comply with Section 409A of the Code and makes no undertaking to preclude Section 409A of the Code from applying to any such payment. The Participant shall be solely responsible for the payment of any taxes and penalties incurred under Section 409A of the Code.