

CODE OF CONDUCT

KNOW RIGHT. DO RIGHT.





CONTENTS

A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

A MESSAGE FROM KURT SIEVERS

3

INTRODUCTION

4

1.1 General

5

1.2 Mission

6

THE NXP CODE OF CONDUCT

7

2.1 Putting the code to practice

8

2.2 Code guidance

9

2.3 How to report (potential) violations

10

2.4 No retaliation

11

2.5 Investigations and disciplinary measures

11

BUSINESS INTEGRITY

12

3.1 Bribery

13

3.2 Fraud

14

3.3 Competition and anti-trust

14

3.4 Managing third parties

14

3.5 Sustainability and environment

15

3.6 NXP business information

15

3.7 Personal data and data protection

16

3.8 Trade and sanction compliance

17

3.9 Artificial Intelligence

18

PERSONAL INTEGRITY

19

4.1 Gifts and entertainment

20

4.2 Conflict of interests

21

4.2.1 Personal relationships

21

4.2.2 Outside employment or business activities

22

4.2.3 Investments

23

4.2.4 Insider trading

23

COMPANY ASSETS

24

5.1 Care and proper use

25

5.2 Use of company it and communication systems

25

5.3 Intellectual property and confidential information

26

5.4 Retention of records

26

EMPLOYMENT AT NXP

27

6.1 Discrimination and harassment

28

6.2 Child labor

29

6.3 Forced labor

29

6.4 Right of organization

29

6.5 Remuneration

30

6.6 Working hours

30

6.7 Health and safety

31

6.8 Social media

31

EXTERNAL ACTIVITY

32

7.1 Lobbying and political activity

33

WAIVERS

34



A Message from Kurt Sievers

Introduction

The NXP Code of Conduct

Business Integrity

Personal Integrity

Company assets

Employment at NXP

External activity

Waivers

A MESSAGE FROM KURT SIEVERS, CEO

At NXP, we recognize our impact and responsibility, both to society at large and to the individuals who make up our workforce and communities.

NXP's Code of Conduct is the ethical core of who we are – a community of professionals who know right and do right. It serves as an ethical framework that helps to distinguish right from wrong within the company. Furthermore, the Code provides guidance in our daily work lives, and clarity in times of doubt. It details the behavior expected from every NXP employee and anyone who works on behalf of the company. It explains what to do if we witness or suspect a breach of the Code, including where to go for additional help or guidance.



The Code has three goals: to help us ensure a welcoming and fair workplace; to protect ourselves, one another and NXP from harm; and to extend those qualities and safeguards to our interactions with our business partners and the communities in which we operate.

The collective contributions and behaviors of each of us as individuals determines NXP's reputation and success. NXP's Code sets the ethical expectations that we all must internalize and embrace – the foundation of what we can and will accomplish together.

Kurt Sievers, CEO



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

INTRODUCTION



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

INTRODUCTION

1.1 GENERAL

Know Right. Do Right. The NXP Code of Conduct (the “Code”) sets out the principles that guide us as we work to fulfill our ambitions in the company. These principles apply to everyone working for, or on behalf of, NXP and all our activities around the world.

The Code expects each of us to “Know Right” and “Do Right.” Together, we’ve earned the trust of our partners and customers by maintaining the highest standards of conduct and ethics.

The Code is a proud tradition and an expression of who we are, how we do business, and how we want to be perceived by our stakeholders. We are all expected to put the Code into daily practice and act in accordance with the content and spirit of the Code. We are expected to comply with all company policies and all applicable local and international laws and regulations. Managers are responsible to remind their team to comply with the Code and foster a compliant team culture. Whenever we encounter an ethical or legal dilemma, we resolve it in line with the Code.

As a company we aim to be a responsible business partner, and to behave responsibly towards customers, business partners, shareholders, employees and the communities in which we operate and work.

**KNOW
RIGHT**

DO RIGHT

It is the responsibility of the Board of Directors and the Management Team to ensure that the Code is properly embedded at NXP. The application of the Code is of prime importance in making decisions about whether or not to enter into or continue relationships with business partners, such as contractors, suppliers and distributors, or to participate in joint ventures. The Code is not intended as an all-encompassing document, but rather it formulates the minimum requirements and overall framework for our behavior on behalf of NXP. Additional local rules of business conduct or ethical behavior may be made by the leadership team of individual Business Lines, Operations, Corporate departments, and Country Management wherever necessary, as long as such rules are consistent with our values, and the contents of the Code.

We are all expected to uphold the integrity of the Code. We are responsible for reporting any activity we think may be in violation of the Code, our company policies or applicable laws and regulations.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

INTRODUCTION

1.2 MISSION

NXP is committed to innovate for a better tomorrow for our customers, our employees, our communities, and society as a whole. Our mission is to solve the most complex technology challenges that advance how we work, live, and move - ultimately creating a smarter and safer world.

The Code clarifies our principles and sets standards for professional conduct in achieving this mission. It serves primarily as a central guide and reference for day-to-day decision-making. It is also a tool to encourage discussion, to help employees deal with ethical dilemmas or uncertainties they encounter in their work. To support the use of the Code we have drafted the Explanatory Notes, which is a document that provides answers to the most frequently asked questions regarding this Code. Please refer to the NXP Code of Conduct Intranet site for this document.

Working ethically is about making daily decisions that build a community we can be proud of, one in which we can each contribute and thrive. To protect and grow our valuable community of integrity, we must:



Be aware of ethics and standards of business conduct - both within the company and outside it.



Be transparent - ask questions and listen; maintain open two-way communications.



Be ready to do the right thing; if something isn't right, speak up.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

THE NXP CODE OF CONDUCT



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

THE NXP CODE OF CONDUCT

2.1 PUTTING THE CODE INTO PRACTICE

In understanding and applying the Code, we do so against the background of common sense and generally accepted rules of behavior and ethics. If we are not certain whether an action meets our values, ambition or the principles of this Code, we are encouraged to ask ourselves a few questions:



If the answer to any of the questions is yes, then we should not do it.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

THE NXP CODE OF CONDUCT

2.2 CODE GUIDANCE

We are all expected to comply with the Code. In addition to the above-mentioned questions we need to consider the following good habits regarding adherence to our Code.

Consult the relevant policies

NXP has specific policies that support the principles stated in this Code. We refer to these policies on the NXP Code of Conduct intranet site, in the Explanatory Notes and the NXP Intranet.

Take training that is offered

We will participate in any mandatory or relevant training activities regarding the Code and corresponding policies and follow these activities with our full attention and dedication.

Raise concerns

When we encounter a situation that may raise ethical concerns, or see someone doing something questionable, we raise concerns right away.

Consult your manager

For questions about the Code, typically the first place to turn to is our manager. Our direct managers are familiar with our specific assignments and understand local circumstances better than anyone else. They can help us to take actions that comply with the Code and have their own responsibility to take appropriate action when concerns are raised.

Contact the local Ethics Liaison

If, for any reason, we cannot or don't want to discuss an issue with our manager, we can contact our local Ethics Liaison. He or she can assist in resolving any issue or answer any ethics related questions or concern or act on a report of misconduct. The Ethics Liaison has an independent role.

Contact the Ethics Committee

The Ethics Committee is composed of executive leaders who are responsible for governing and interpreting the Code, implementing and communicating the Code, and overseeing investigations into reported (potential) violations of the Code.

The Ethics Committee operates independently within NXP. You can contact the Ethics Committee directly at code.compliance@nxp.com.

Raising the issue for discussion can be enough to ensure compliance with the Code.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

THE NXP CODE OF CONDUCT

2.3 HOW TO REPORT POTENTIAL VIOLATIONS

At NXP, we are encouraged to raise any questions or concerns regarding the Code or any potential violation of it. Concerns and potential violations can be raised anonymously, if so desired. If we know of or suspect a potential violation of the Code, we immediately consult with, or report the matter to:

Our manager;

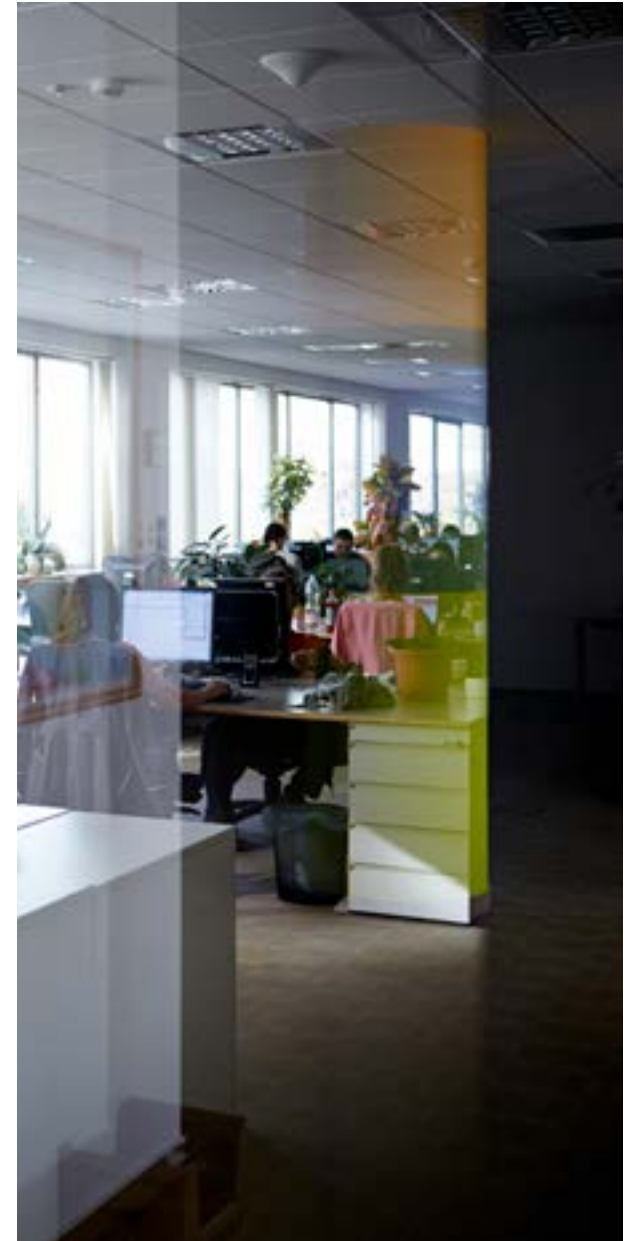
Our Ethics Liaison;

The Ethics Committee; or

The SpeakUp line. A third-party administered line to report a matter, anonymously, if so desired.

Quarterly, the audit committee of the NXP Board of Directors reviews the ethics complaints received, and any complaints with respect to NXP's accounting, internal controls or audit matters will be communicated to the audit committee of the NXP Board of Directors.

Third parties of NXP are also welcome to raise concerns regarding potential non-compliance with the Code.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

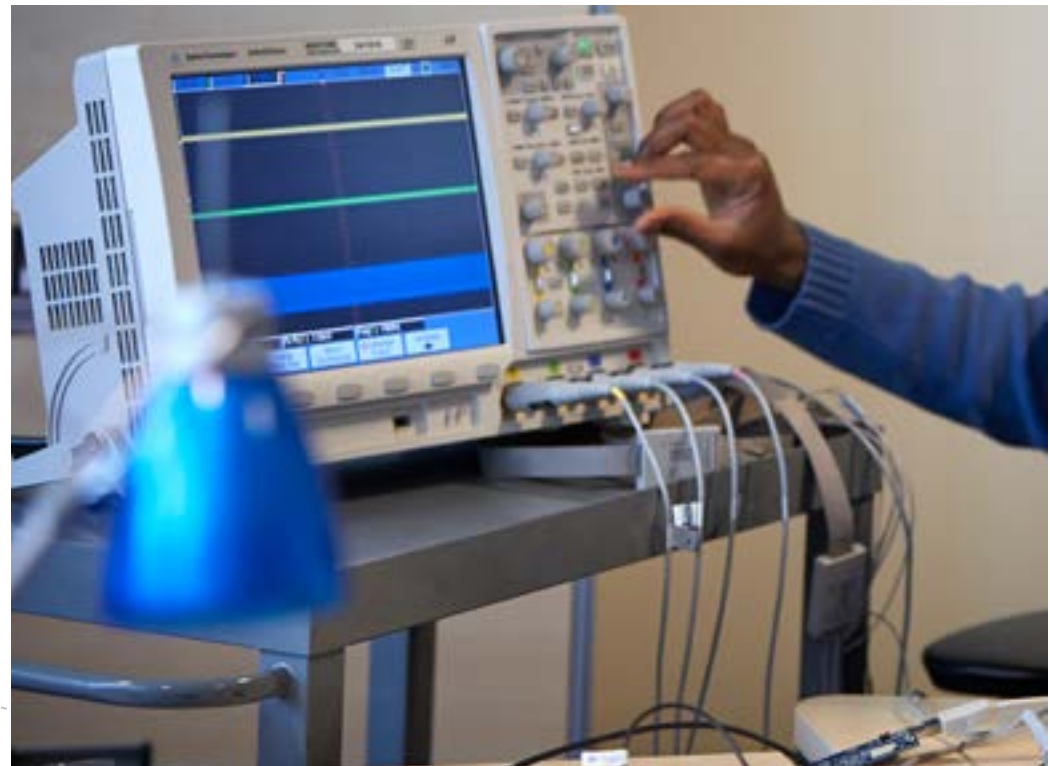
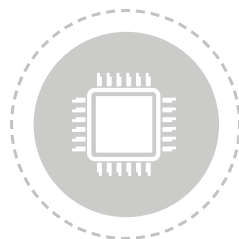
THE NXP CODE OF CONDUCT

2.4 NO RETALIATION

All employees are entitled to protection from retaliation for making, in good faith, a report of a suspected violation of the Code, or participating in a related investigation. NXP does not discharge, demote, suspend, threaten, harass or in any manner discriminate against an employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of a suspected violation of the Code or participation in a related investigation. Any retaliatory conduct against employees should be directly reported to the Ethics Committee. An employee's right to protection from retaliation does not grant immunity for any violations of the Code.

2.5 INVESTIGATIONS AND DISCIPLINARY MEASURES

All reports are investigated in accordance with our investigation's procedure. Any violation of the Code may lead to disciplinary action, including dismissal, notwithstanding any further civil or criminal action that may be taken.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY

It is NXP's policy to comply with all applicable laws and regulations that relate to our business. When conducting business, we may encounter legal issues or may question the legality of an action. When this happens, we should check our actions with our manager and/or the legal department. Compliance with the law is a personal responsibility.

3.1 BRIBERY

NXP is committed to doing business free from bribery or corruption. We strictly prohibit unethical business practices such as bribes, kickbacks, or any other form of improper payment. Violation of anti-bribery laws can result in severe financial penalties or even imprisonment.

Making facilitating payments on behalf of NXP is also prohibited under our policy. Facilitating payments are small payments made in money or in kind to officials, in accordance with publicly known or widely followed local customs, to expedite or secure the performance of routine, official actions such as issuing licenses, permits, or visas.



We do not directly, or through a third party, make an offer, promise, or authorize any payment or gift or render services, with the intent:

- To gain any inappropriate business advantage; or,
- To influence the policy or decision of any government, government official or private organization.

We also strive to make sure we avoid the appearance of impropriety while doing business.

'Government officials' include anyone who is:

- A public official
- An official or candidate of a political party
- A politician or political candidate
- An employee of a public international organization (such as the UN or the EU)
- An employee of an organization owned or controlled by a government (such as public utilities or universities)

In addition to the above, we will not provide payments or anything of value to a person (including anyone operating as a proxy), while knowing that all or a portion of the payment (or anything of value) will be offered, given, or promised to an individual falling within one of the above categories of government officials.



We strictly prohibit unethical business practices such as bribes, kickbacks, or any other form of improper payment.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY

3.2 FRAUD

At NXP we are alert to the risk of fraud and report any instance of suspected fraud promptly. Fraud includes a broad range of activities, such as falsifying documents and misappropriation of company assets and resources. Fraud can have significant financial and reputational impact on our company and therefore it is essential that we prevent and identify any fraudulent behavior.



3.3 COMPETITION AND ANTI-TRUST

NXP supports the principle of free enterprise and fair competition and we compete in the market in a lawful and ethical way.

We must abide by applicable antitrust laws wherever we conduct business. Failure to comply with these laws may have serious consequences for those involved and for our company.

We are also encouraged to seek timely advice if we have any doubt whether or not competition laws apply to particular activities. In compliance with competition laws, we do not agree with a competitor to limit competition, by means of arrangements (through a formal written contract or through an informal handshake deal), related to: prices, volume, quality, service, discounts, margins, commissions, exchanging sensitive information, limiting/increasing production, rig bids, allocation of markets, customers, suppliers or territories. We do not use third parties (including consultants, third-party sales representatives or industry associations) to assist in or facilitate improper dealings with competitors.

3.4 MANAGING THIRD PARTIES

NXP recognizes the importance of doing business with reputable and compliant third parties. The effective procurement of goods, services and materials and working with reputable sales representatives such as distributors and consultants is critical to the development and growth of NXP. We therefore select vendors and other third parties based on objective criteria and their alignment with our values and the principles of our Code. We seek to ensure that prospective and existing vendors comply with applicable laws; minimize their adverse impact on the environment and local communities; provide a safe and healthy workplace; and respect human rights of employees and laws. We aim to enter into engagements and maintain business relationships only with third parties who are reputable and comply with our principles regarding bribery and corruption, fraud and whose financial resources are legitimate (e.g. no money laundering) and are not involved in any form of terrorist financing.

NXP also acts with integrity towards its business partners while doing business.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY

3.5 SUSTAINABILITY AND ENVIRONMENT

NXP is committed to sustainable practices, through our Sustainability Policy, that fosters ethical principles and respect for the environment, people, and our community. We use responsibly sourced minerals in our products and exercise due diligence on the source and chain of custody of key minerals in the products we sell, consistent with the Organization for Economic Cooperation and Development (OECD) Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High Risk Areas. We minimize the environmental footprint of our operations through careful management of materials, supplies, natural resources, utilities and waste. We act in accordance with applicable environmental laws, regulations, operating permits and our own environmental policies. We act in accordance with environmental reporting requirements with transparency and accuracy and engage environmental regulators with integrity. We provide clear instructions and warnings on the appropriate handling, transportation, use and disposal of our products. We seek to ensure our business partners follow appropriate environmental standards and practices (e.g. ESG). We promptly investigate and share lessons learned from environmental incidents to increase awareness and minimize risk of recurrence.

3.6 NXP BUSINESS INFORMATION

NXP recognizes the importance of sharing business information in a clear, accurate, fair, complete, and timely manner in accordance with applicable policies, laws, accounting rules and practices.

We do not make a false or misleading claim or statement in any of NXP's financial reports, monitoring reports, or other documents, whether or not they are submitted to government agencies and investors, or in any publication, including advertisements. Sharing information via a public statement is reserved for authorized employees only after approval of appropriate management.

If we are contacted by an outside party, we do not release information to them regarding NXP's financial, social, or environmental performance, or any other information, without prior consultation with Corporate Communications or Investor Relations.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY

3.7 PERSONAL DATA AND DATA PROTECTION

NXP recognizes the importance of protecting the personal data we have in our possession. We treat the privacy, personal data and sensitive data of everyone involved in doing business for, or on behalf of, NXP with respect and take appropriate steps to protect it. Personal data within NXP is broadly defined as any information that can directly or indirectly identify a natural person, such as name, address, personnel number, email addresses, date of birth, HR performance ratings, etc.



Any personal data and sensitive data is disposed of when no longer required. We promptly respond to requests from our employees and others to review, update, correct or delete their personal or sensitive data. We also report any suspected theft, accidental loss or unauthorized access, destruction or alteration of personal data as required by law.

We take measures to ensure that third parties who collect, process or use personal data on our behalf do so in accordance with applicable laws and NXP's Privacy policy.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY

3.8 TRADE AND SANCTION COMPLIANCE

To protect national security and foreign policy goals, the countries in which we operate regulate the transportation of goods, equipment and technology across borders. NXP is committed to complying with all applicable trade laws and regulations, including import and export controls, sanctions and customs laws and regulations. Furthermore, we ensure that classifications, valuations, licenses, labelling and supporting documentation are accurate, complete and appropriately maintained. We only transport goods, equipment and technology when we are authorized to do so. We do not ship from, or to, individuals, companies or countries if we know or suspect that such activity will violate import, export or sanctions laws or regulations. We prohibit our customs brokers, freight forwarders and other logistics providers from engaging in bribery, including facilitation payments, on NXP's behalf in order to violate any applicable trade or sanction compliance laws.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

BUSINESS INTEGRITY

3.9 ARTIFICIAL INTELLIGENCE

Designing trustworthy Artificial Intelligence (AI) requires secure solutions that reflect ethical principles deeply rooted in fundamental NXP values. We focus on design, development and deployment of Artificial Intelligence systems that learn from and collaborate with humans in a deep, meaningful way, guided by the following five principles:

Non-Maleficence

AI systems should not harm human beings.

Continued Attention & Vigilance

We foster multi-stakeholder networks to share new insights, best practices, information about incidents.

Human Autonomy

AI systems preserve the autonomy of human beings and warrant freedom from subordination to – or coercion by – AI systems.

Privacy and Security by Design

Privacy and security must be taken into account at the very beginning of a new system architecture and should not be added only as an afterthought.

Explicability

AI-decision-making processes are explicable and transparent, in order to build and maintain trust in AI systems.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

PERSONAL INTEGRITY



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

PERSONAL INTEGRITY

4.1 GIFTS AND ENTERTAINMENT

Depending on the context of the work that we do for NXP, exchanging gifts and entertainment helps us maintain a strong relationship with our customers, our suppliers, and our other business partners.

We keep these exchanges strictly professional by following these principles when exchanging gifts or entertainment:

1. Value

Gifts or entertainment provided or received cannot have any material commercial value so that it may influence business conduct or lead to a (potential) conflict of interest or dependency.

4. Solicited

We do not provide or receive gifts or entertainment that are solicited because these may be seen as bribes or kickbacks.

7. Travel

Travel and accommodation for NXP employees should always be paid by NXP and not by an (potential) NXP business partner.

2. Customary

Gifts or entertainment provided or received must be customary and common to the location and industry. Cash or cash equivalents, such as gift cards or gift certificates, can be viewed as kickbacks or bribes and are not allowed.

5. Government officials

Prior to offering a gift or entertainment to a government official, regardless its value, we receive permission from an Ethics Liaison. We never offer anything of value to a government official for the purpose of obtaining or keeping business or securing any advantage. Doing so may put us at risk of violating applicable bribery and corruption legislation.

8. Business Partner Presence

Acceptance of entertainment is only permissible if the hosting company representative is also present during the event.

3. Legal & policy permitted

The gift provided or received is legal in the location and under the circumstances in which it is presented or received, and does not constitute a violation of any applicable bribery legislation, this Code, local NXP gift & entertainment policies, or the recipients applicable policies.

6. Report

Any gift or entertainment offered, regardless of its value, must be reported to your manager or Ethics Liaison.

Gifts or personal favors may inappropriately influence the business relationship.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

PERSONAL INTEGRITY

4.2 CONFLICT OF INTERESTS

We avoid any activities that are, or could be perceived to be, in conflict with NXP interests. A conflict of interest exists when one of us could use his or her position or function within NXP for direct or indirect personal considerations or relationships that conflict with NXP's interests. When we are confronted with a potential conflict of interest, or the appearance of one, we take appropriate steps to mitigate the risks or refrain from the activity at all. In any case we do not participate in any decision making, including evaluation and must disclose the circumstances to our manager or our Ethics Liaison.

4.2.1 Personal relationships

We do not conduct any NXP business with family members or others with whom we have a close personal relationship.

We do not use our position within NXP to approve payment, promotion, compensation, or other favored treatment, or any decision making or evaluation, regarding family members or others with whom we have a close personal relationship. This also applies to companies to which family members or close personal relationships are related.



We do not conduct any NXP business with family members or others with whom we have a close personal relationship.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

PERSONAL INTEGRITY

4.2.2 Outside employment or business activities

Employees are permitted to engage in outside work, hold other jobs or conduct outside business activities, including taking positions at NXP customers, distributors, suppliers, or other NXP business partners, only when they receive prior written approval from their manager. Outside work, conducting businesses or any external positions are prohibited if it would be, or even perceived to be, in conflict with NXP employment obligations or when it is likely to interfere with performance of these obligations.

In case of outside employment, we do not use NXP work time any NXP assets, or information made available to us through our position at NXP to perform another job to benefit another employer or for personal business gain.



We do not pursue any business opportunities for personal gain that we discover through the use of assets or information that belongs to NXP.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

PERSONAL INTEGRITY

4.2.3 Investments

Our personal financial investments do not influence, or appear to influence, our judgment and decision making for, or on behalf of, NXP. Personal investment can result in a conflict of interest or the appearance of one. Especially when these investments relate to an NXP (potential) business partner such as a supplier, customer, distributor or an NXP competitor.

Holding or selling publicly traded shares of competitors, suppliers, customers, distributors or other third parties of NXP is permissible provided that such investments are not obtained or sold based on the use of confidential information obtained through our position at NXP, by which the buying or selling can, be perceived to, be a conflict of interest or even insider trading.

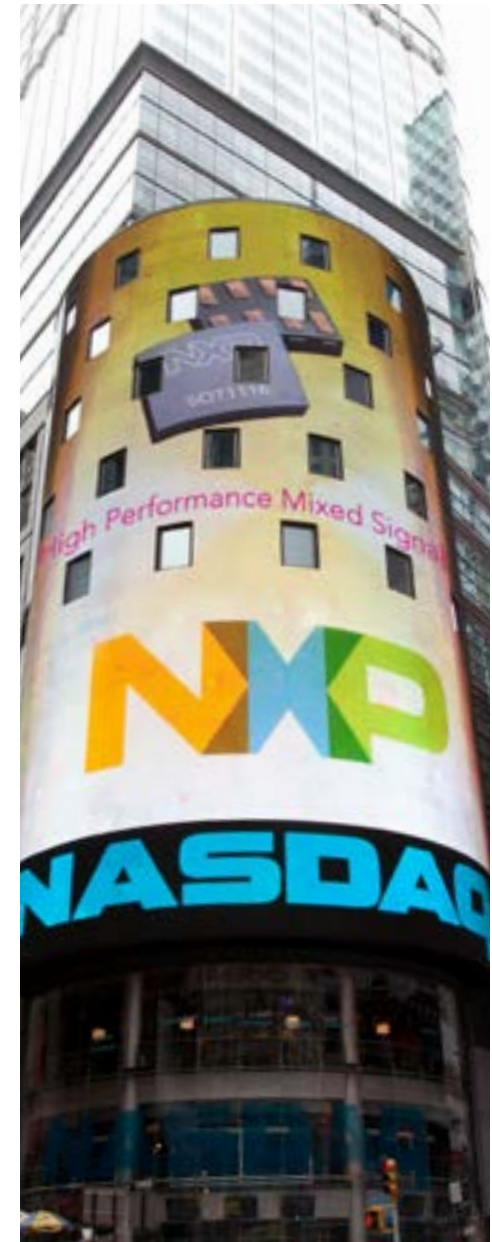
If we have any doubts about how an investment might be perceived, we must disclose it to, and discuss it with, our manager or the Ethics Liaison.

The use of
material, non-public
information about NXP
or another company
is unethical and may
also be unlawful.

4.2.4 Insider trading

We may, due to the nature of our work at NXP, become aware of information about NXP or other companies (e.g. NXP business partners, competitors) that has not been made public. Such information may be share-price sensitive if it concerns information about any listed company, including NXP. The use of material, non-public information about NXP or another company is unethical and may also be unlawful.

We never trade the shares or other securities of NXP or another company while possessing material, non-public information, the publication of which should reasonably be expected to affect the trading price of the shares or other securities of NXP or another company. This is considered insider trading and is illegal. Neither should we disclose such confidential information to our colleagues or third parties other than in the normal course of employment, profession, or duties, and only under the strict condition that the recipient of such information has an obligation of confidentiality. Violating these principles may result in personal criminal liability.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

COMPANY ASSETS



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

COMPANY ASSETS

5.1 CARE AND PROPER USE

The performance of NXP depends on the appropriate use, protection and care of our company's assets and resources. We use NXP assets carefully, efficiently and for its intended business purpose and keep them safe from loss, damage, misuse, or theft. We may only use NXP's physical assets, such as funds, products, or computers, with proper diligence and for conducting NXP's business. At the end of our employment at NXP, we immediately return all NXP property entrusted to us. We also have the obligation to protect third-party assets entrusted to us in the course of our duties. We respect the rights of others and we expect our employees to be responsible citizens.

5.2 USE OF COMPANY IT AND COMMUNICATION SYSTEMS

All NXP hardware (e.g. computers, IT systems), software, phones and other information carriers (e.g. USB sticks) are used appropriately to prevent unauthorized access to our IT and communication systems or inappropriate and unauthorized disclosure of business information. We use NXP hardware and software entrusted to our care responsibly and securely and in accordance with internal policies and applicable laws.

We report any real or suspected breach (e.g. cyber security incident) of NXP's applications, computer systems or networks that can expose our intellectual property, data or other assets to unauthorized sources. Please refer to the Explanatory notes for information on where to report (suspected) breaches.

We use NXP hardware and software entrusted to our care responsibly and securely and in accordance with internal policies and applicable laws.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

COMPANY ASSETS

5.3 INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

We respect intellectual property rights. We use appropriate measures to protect NXP's intellectual property and confidential technical or business information as well as third party intellectual property and confidential information entrusted to us. We all have a responsibility to protect our intellectual property and take measures to avoid unauthorized use or disclosure of such information.

Confidential Information includes any information that is not generally known to the public or within the industry and can include not only technical information but also business information related to NXP, its business plans and partners, or even the markets in which NXP operates. Within NXP, we only share confidential information on a need-to-know basis.



We may only disclose confidential information to third parties after management approval and the conclusion of a non-disclosure agreement. We must safeguard any confidential information we are entrusted with and treat it appropriately at all times. We are not allowed to copy Confidential Information to any personal servers, personal mailboxes, USB-disk drives, consumer cloud services or any other data carriers, or to keep or store Confidential Information outside of the protected NXP environment.

Unauthorized disclosure of confidential information can harm NXP and can subject the individuals involved to criminal and civil liability. We must also preserve confidential information even after our employment at NXP ends. For more information regarding information, information security and what categories of information exist within NXP, consult the information security policy.

5.4 RETENTION OF RECORDS

Accurate records are crucial and form the basis for meeting NXP's legal, financial, and managerial obligations and the success of NXP. To make sure that our financial statements properly reflect our assets and transactions, we are responsible for recording all financial transactions, such as payments, in the appropriate ledgers, all in accordance with NXP's accounting principles and all applicable local laws.

We never make a false or artificial entry in our records, nor do we keep secret accounts or accounts outside NXP. Anyone found having engaged in such activities will be subject to disciplinary action, as well as civil and criminal liability.

We all have a responsibility to protect our intellectual property and take measures to avoid unauthorized use or disclosure of such information.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

EMPLOYMENT AT NXP





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

EMPLOYMENT AT NXP

NXP is responsible for providing a work environment in which ethics, integrity, and trustworthiness are expected and shared, not just among ourselves but with all our stakeholders, including the communities in which we operate and work. We support the aim of the International Labor Organization (ILO) to arrive at universally accepted labor standards and have therefore adopted internal procedures and guidelines with respect to the topics discussed below. Purchasing and Operations management are responsible for ensuring that our standards are known to key suppliers, contractors, and distributors.

Employees must be able to communicate openly with management regarding working conditions without having to fear reprisal, intimidation, or harassment.

6.1 DISCRIMINATION AND HARASSMENT

At NXP, we treat people equally, fairly and based on the principle of non-discrimination. We respect cultural diversity and promote inclusiveness. We do not tolerate any kind of discrimination based on, among other things, race, national origin, social origin, colour, gender, religion, age, pregnancy, sexual orientation, physical or mental disability or political affiliation. We are committed to providing an attractive working environment for employees and we recruit, hire and promote employees solely on the basis of suitability for the job and objective and non-discriminatory criteria. We do not tolerate physical, verbal, sexual or psychological harassment, bullying, abuse or threats of any kind.

We do not
tolerate physical,
verbal, sexual
or psychological
harassment, bullying,
abuse or threats of
any kind.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

EMPLOYMENT AT NXP

6.2 CHILD LABOR

NXP will under no circumstance use child labor. Child labor refers to a type and intensity of work that hampers a child's access to education, may damage the child's physical and or psychological health, and may impair their development within their families. It deprives children of their childhood and self-respect.

NXP always adheres to the legal minimum age requirements in all countries in which we operate and will never employ children under the age of 16. If children between the ages of 16 and 18 are employed, we ensure that this work does not affect or preclude their educational opportunities or obligations, nor jeopardize their health and safety.

6.3 FORCED LABOR

Forced, bonded or indentured labor, involuntary prison labor, (modern) slavery or trafficking of persons will not be used in the production process of NXP. We only employ, directly or through others (e.g. labor agents or other third parties), people who are working of their own free will. Payment of recruitment fees and related expenses is never required and no one will be deprived of his or her identity papers upon starting work for, or on behalf of, NXP. Unless otherwise required by local law, individuals are free to terminate employment with NXP in accordance with any applicable notice requirements. Please also refer to our statement on human trafficking and slavery for more information.

6.4 RIGHT OF ORGANIZATION

NXP respects employees' rights to join, or form a labor union without fear of reprisal, intimidation or harassment. NXP respects the right to be represented by trade unions and other employee organizations. NXP, whenever applicable, engages in the negotiation process either on its own behalf or through employers' associations. We do not make employment subject to the condition that a person cannot join a union or must terminate membership in a trade union. Local rights and co-determination are fully respected with a view to reaching agreement on the terms and conditions presented by employees.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

EMPLOYMENT AT NXP

6.5 REMUNERATION

NXP employees receive a fair remuneration for their work, both financially and in terms of professional recognition and appreciation and that is sufficient to provide them with a decent living for themselves. Appointments and promotions are based on the principle of equal opportunities. Furthermore, remuneration will be consistent with the provisions of all applicable wage laws, including those relating to minimum wage, overtime hours, and legally mandated social benefits. NXP employees will be informed about the composition of their pay and benefits, in a detailed and clear manner, prior to employment.

6.6 WORKING HOURS

Our work weeks will not exceed the maximum set by local law and will, in any event, not be more than 60 hours, including overtime, except during emergencies or exceptional circumstances to meet short-term business demand. We will be entitled to have at least one day off per seven-day period. Overtime work is voluntary, unless agreed upon by a collective labor agreement or union contract or, during emergencies or exceptional circumstances, to meet short-term business demand.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers


EMPLOYMENT AT NXP

6.7 HEALTH AND SAFETY

NXP is committed to providing safe and healthy working conditions in order to keep us from harm and promoting our health. We look out for the safety of each other and intervene where necessary to keep each other safe.

Health and safety programs, rules, and regulations apply at all sites, and we are all responsible for maintaining a safe workplace by following these health and safety programs, follow the rules and adhere to regulations.

NXP provides ready access to clean toilet facilities, potable water, and sanitary food preparation and storage facilities. Worker dormitories provided by NXP or a related third party are to be clean and safe and will be provided with emergency exits, adequate heating and ventilation, and reasonable personal space.




We look out for the safety of each other and intervene where necessary to keep each other safe.

We have a duty to immediately report accidents and injuries, as well as any unsafe equipment, practices or conditions to a supervisor or other appropriate resource.

6.8 SOCIAL MEDIA

Social media offers an opportunity to connect and share information about NXP. Therefore, we use social media in a responsible and respectful manner, and we do not use offensive or demeaning language. We never disrespect competitors, customers or other stakeholders and do not bring NXP into disrepute. We do not disclose, comment on, or discuss confidential information, including financial information, business plans or intellectual property rights. We do not use social media applications for sensitive work-related communication. We refrain from using social media during work hours, except when using it for business purposes. When using social media, we respect the privacy of our colleagues and other stakeholders. We do not post personal data of NXP employees or other stakeholders on social media.



We never disrespect competitors, customers or other stakeholders and do not bring NXP into disrepute.



[NXP]



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

EXTERNAL ACTIVITY

The background of the slide is a high-resolution photograph of a semiconductor manufacturing process. It shows a robotic arm in a cleanroom environment, positioned over a large, circular silicon wafer. The wafer has a grid of small, square dies. The scene is illuminated by bright, focused lights, creating a professional and technical atmosphere.



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

EXTERNAL ACTIVITY

7.1 LOBBYING AND POLITICAL ACTIVITY

As part of our business, we engage with governments, governmental organizations, industry associations, and other interest groups. In doing so, we must comply with the laws governing political activity. Where we participate in any political activities, we do so in a manner aligned to the company's high ethical standards and in compliance with applicable laws. As a general principle, we do not use corporate funds to make payments, or donate money to political parties, organizations, or politicians. Any diversion from this principle requires appropriate management approval and should be compliant with all applicable laws, regulations, and disclosure requirements.





A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

Employment
at NXP

External
activity

Waivers

WAIVERS



A Message from
Kurt Sievers

Introduction

The NXP Code
of Conduct

Business
Integrity

Personal
Integrity

Company
assets

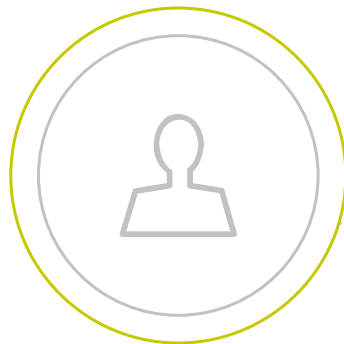
Employment
at NXP

External
activity

Waivers

WAIVERS

NXP intends this Code to comply with all applicable laws and regulations. Where necessary, implementation and application of provisions of this Code may be modified to ensure compliance with specific local requirements. While NXP does not anticipate the need for any exceptions to this Code, situations could arise in which a waiver of a provision of this Code is appropriate and necessary. Any waiver for executive officers and directors of NXP must be approved by the NXP Board of Directors. It will then be disclosed publicly, in compliance with applicable listing requirements. All other waivers must be approved by our Chief Executive Officer or General Counsel.



NXP Semiconductors - Code of Conduct 2021





NXP

SECURE CONNECTIONS
FOR A SMARTER WORLD