



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

DIVISION OF
CORPORATION FINANCE

February 28, 2019

Katharine E. Kane
Texas Instruments Incorporated
k-kane@ti.com

Re: Texas Instruments Incorporated

Dear Ms. Kane:

This letter is in regard to your correspondence dated February 28, 2019 concerning the shareholder proposal (the "Proposal") submitted to Texas Instruments Incorporated (the "Company") by Amalgamated Bank (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its December 21, 2018 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Jacqueline Kaufman
Attorney-Adviser

cc: Shelley Alpern
As You Sow
salpern@asyousow.org



Texas Instruments Incorporated
12500 TI Blvd, MS 8658
Dallas, Texas 75243

February 28, 2019

VIA EMAIL

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F. Street, N.E.
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Re: Texas Instruments Incorporated—Omission of Stockholder Proposal Pursuant to Rule 14a-8

Ladies and Gentlemen:

In a letter dated December 21, 2018, we requested that the staff of the Division of Corporation Finance concur that Texas Instruments Incorporated (the “Company”) could exclude from its proxy statement and form of proxy for its 2019 annual meeting of stockholders a stockholder proposal (the “Proposal”) and statements in support thereof received from As You Sow on behalf of Amalgamated Bank, a trustee of LongView LargeCap 500 Index Fund, LargeCap 500 VEBA Fund, LargeCap 1000 Growth Fund and Broad Market 3000 Fund (collectively, the “Proponent”).

Enclosed as Exhibit A is confirmation from As You Sow, dated February 27, 2019, agreeing to withdraw the Proposal on behalf of the Proponent. In reliance thereon, we hereby withdraw the December 21, 2018 no-action request relating to the Company’s ability to exclude the Proposal pursuant to Rule 14a-8 under the Securities Exchange Act of 1934.

Please do not hesitate to call me at (214) 479-1296 with questions regarding this matter.

Very truly yours,

A handwritten signature in blue ink that reads 'Katharine Kane'.

Katharine E. Kane
Vice President, Assistant Secretary and
Assistant General Counsel

Attachments

cc: Danielle Fugere
As You Sow
(via email)

EXHIBIT A

From: Danielle Fugere <DFugere@asyousow.org>

Date: February 27, 2019 at 12:52:52 PM CST

To: "Kane, Katie" <k-kane@ti.com>

Cc: Meredith Benton ***

Subject: [EXTERNAL] Withdrawal letter

Katie,

Thank you for your patience, we finally received permission to proceed with the withdrawal.

Please copy us on your correspondence with the SEC regarding taking the company's no-action letter off the docket as a result of the withdrawal agreement. As you know, the SEC is awaiting direction on this.

Best,

Danielle

Danielle Fugere

President

As You Sow

1611 Telegraph Ave., Ste. 1450

Oakland, CA 94612

(510) 735-8141 (direct line) | (415) 577-5594 (cell)

dfugere@asyousow.org | www.asyousow.org



Texas Instruments Incorporated
12500 TI Blvd, MS 8658
Dallas, Texas 75243

December 21, 2018

VIA EMAIL

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F. Street, N.E.
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Re: Texas Instruments Incorporated—Omission of Stockholder Proposal Pursuant to Rule 14a-8

Ladies and Gentlemen:

This letter is submitted by Texas Instruments Incorporated, a Delaware corporation (the “**Company**”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), to notify the Securities and Exchange Commission (the “**Commission**”) of the Company’s intention to exclude a stockholder proposal (the “**Proposal**”) submitted by As You Sow on behalf of Amalgamated Bank, a trustee of LongView LargeCap 500 Index Fund, LargeCap 500 VEBA Fund, LargeCap 1000 Growth Fund and Broad Market 3000 Fund (collectively, the “**Proponent**”), from the Company’s proxy statement and form of proxy that the Company intends to distribute in connection with its 2019 annual meeting of stockholders (the “**Proxy Materials**”).

The Company hereby requests confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the Proxy Materials. In accordance with Rule 14a-8(j), this letter is being filed with the Commission not less than 80 days before the Company plans to file its definitive proxy statement.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), question C, the Company has submitted this letter and any related correspondence via email to shareholderproposals@sec.gov. Also, in accordance with Rule 14a-8(j), a copy of this submission is being sent simultaneously to the Proponent as instructed in its correspondence as notification of the Company’s intention to omit the Proposal from the Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper.

THE PROPOSAL

The Proposal asks that the stockholders of the Company adopt the following resolution:

RESOLVED. Shareholders request the Board of Directors to report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of its operations and supply chain.

The Proposal includes a Supporting Statement that states, in part, the following:

In developing the report, the Company could consider:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on forced labor risks, and
- How results of the assessment are incorporated into company policies and decision making.

A copy of the proposal, as well as related correspondence with the Proponent, is attached to this letter as Exhibit A.

GROUND FOR EXCLUSION

The Company believes that the Proposal may be properly omitted from the Proxy Materials pursuant to Rule 14a-8(i)(10) because the Company has already substantially implemented the Proposal.

ANALYSIS

I. The Proposal may be excluded under Rule 14a-8(i)(10) because the Company has substantially implemented the essential objective and purpose of the Proposal.

The Company believes that the Proposal may be excluded from the Proxy Materials because the Company has already substantially implemented policies and procedures addressing the underlying concerns and essential objectives of the proposal. Rule 14a-8(i)(10) permits a company to exclude a proposal if the company "has already substantially implemented the proposal." The general policy underlying the "substantially implemented" basis for exclusion is "to avoid the possibility of shareholders having to consider matters which have already been favorably acted upon by management." Release No. 34-12598 (July 7, 1976). The Commission has stated that "substantial" implementation under the rule does not require implementation in

full or exactly as presented by the proponent. Release No. 34-40018 (May 21, 1998, n. 30). The Staff has stated that “a determination that the company has substantially implemented the proposal depends on whether [the company’s] particular policies, practices and procedures compare favorably with the guidelines of the proposal.” *Texaco, Inc.* (March 28, 1991).

The Staff has provided no-action relief under Rule 14a-8(i)(10) when a company has substantially implemented and therefore satisfied a proposal’s “essential objective,” even if the company did not take the exact action requested by the proponent, did not implement the proposal in every detail, or exercised discretion in determining how to implement the proposal. *See Oracle Corp.* (August 11, 2016) (finding that the company could exclude a proxy access proposal notwithstanding that the company’s proxy access bylaw did not implement provisions that the proposal identified as “essential elements” of the proposal); *Wal-Mart Stores, Inc.* (March 25, 2015) (finding that the company had substantially implemented a proposal requesting an employee engagement metric for executive compensation where a “diversity and inclusion metric related to employee engagement” was already included in the company’s Management Incentive Plan); *The Cato Corporation* (February 28, 2017) (finding that the company had substantially implemented a proposal to amend its written equal employment opportunity policy to explicitly prohibit discrimination based on sexual orientation and gender identity because its existing employment policy already prohibited discrimination based on “sex and any other legally-protected classification”); and *The Boeing Company* (February 3, 2016) (finding that the company had substantially implemented a report of its standards for choosing recipients of charitable contributions, despite not listing the contribution recipients and the contribution amounts).

In evaluating whether a company has substantially implemented a proposal that requests a report, the Staff has taken into account a company’s existing disclosure, even if not issued in the form of a report in response to the proposal. *See Wal-Mart Stores, Inc.* (February 21, 2017) (allowing the exclusion of a proposal requesting that Wal-Mart report on goals for reducing U.S. food waste where Wal-Mart already detailed such goals and plans on its website’s global responsibility report). Further, the Staff has concurred in the exclusion of shareholder proposals seeking a report from the company’s board of directors when the contents of the requested report were disclosed in multiple pages on the company’s corporate website. *See Mondelēz International, Inc.* (March 7, 2014), *The Coca-Cola Co.* (January 25, 2012); (in each case, finding the proposal requesting a report on public policy issues excludable as substantially implemented because the company had disclosed the information on its website). Finally, the Staff has taken the position that if a major portion of a shareholder’s proposal may be omitted pursuant to Rule 14a-8(i)(10), the entire shareholder proposal may be omitted. *See American Brands, Inc.* (February 3, 1993).

A. The Company already publicly reports its process for identifying and analyzing potential and actual human rights risks of its operations and supply chain

The “essential objective” of the Proposal asks the Company’s Board of Directors to report on the Company’s process for identifying and analyzing potential and actual human rights risks of

its operations and supply chain. The Company has already provided in publicly available materials its process for identifying and analyzing potential and actual human rights risks of its operations and supply chain, and has therefore substantially implemented the “essential objective” of the Proposal.

i. The Company reports several policies and procedures on human rights that are applicable to itself and its suppliers

The Company’s commitment to high standards of behavior on human rights issues is reflected through its policies and procedures, which the Company and its suppliers must follow. This section describes these policies and procedures because they inform the later discussion regarding the Company’s identification and analysis of human rights risks in its operations and supply chain.

The Company’s Human Rights Topic Brief¹ sets forth the Company’s overall policy on human rights, explaining that the Company uses its “business practices statement and TI Code of Conduct, along with our membership in organizations such as the Responsible Business Alliance (RBA), as reference points for our approach to managing human rights issues.” The Company’s Business Practices Statement² and Code of Conduct³ cover a wide variety of human rights topics, including, among other topics, non-discrimination; abuse and harassment; safe and healthy work conditions; fair and reasonable hours, wages and benefits; child, indentured or prison labor; and inhumane treatment. Additionally, as the Human Rights Topic Brief states, the Company has “policies that address diversity and nondiscrimination, workplace safety, child labor, forced labor and human trafficking, working hours and minimum wages, and data privacy,” as well as “several operating procedures in place to safeguard the rights of employees, suppliers and contractors, including labor standards, training and awareness-building practices, freedom to associate and incident reporting tools.”

The Company communicates its standards and expectations to suppliers through the Business Practices Statement, the TI Code of Conduct, the Supplier Code of Conduct⁴ and the Environmental and Social Responsibility Policy.⁵ The Supplier Code of Conduct and the Environmental and Social Responsibility Policy are referenced in the Company’s standard terms and conditions of purchase and in contracts with suppliers.

As a member of the Responsible Business Alliance, or RBA,⁶ the Company has adopted the RBA code of conduct⁷ and incorporated it into its Supplier Code of Conduct. The RBA code of

¹ Available at <http://www.ti.com/pdfs/shared/citizenship/human-rights.pdf>. Each of the Company’s policies and procedures referenced herein are attached to this letter as Exhibit B.

² Available at http://www.ti.com/corp/docs/investor_relations/downloads/Business_practices_statement.pdf

³ Available at <http://www.ti.com/lit/ml/szza066a/szza066a.pdf>

⁴ Available at <http://www.ti.com/lit/ml/szza065/szza065.pdf>

⁵ Available at <http://www.ti.com/lit/ml/szza064/szza064.pdf>

⁶ Formerly known as the Electronics Industry Citizenship Coalition.

conduct sets forth detailed standards for labor, health and safety, the environment, and business ethics, and requires its member companies to establish a management system designed to ensure compliance with applicable laws and regulations, conformance with the RBA code of conduct, and identification and mitigation of operational risks related to the RBA code of conduct. The RBA code of conduct also states that suppliers should have a management system that contains “[a] process to communicate Code requirements to suppliers and to monitor supplier compliance to the Code,” which ensures that the principles set forth in the code are incorporated throughout the supply chain. Because the Company has incorporated the RBA code of conduct into the Supplier Code of Conduct, each of these requirements is part of the Supplier Code of Conduct.

The Environmental and Social Responsibility Policy sets forth additional expectations of the Company relating to its suppliers’ treatment of their workers. This policy obligates the Company’s suppliers to implement robust social responsibility programs that mitigate human rights risks, including to, among other things, address worker safety, comply with the RBA code of conduct, adhere to labor laws (including those related to human trafficking, slavery, underage labor, and forced or compulsory labor in the supply chain, and should cascade this requirement throughout the supply chain), and report on its global sustainability efforts.

Additionally, the Company sets forth expectations of its suppliers in its Supply Chain Management Topic Brief,⁸ which states:

“We expect our suppliers to exemplify good corporate citizenship, adhere to our standards, comply with laws and regulations, and achieve and maintain benchmark levels of performance.

“We also expect them to create their own sustainability policies, standards and processes, operate ethically and legally, and continuously improve performance.”

The policy also describes the Company’s specific mandate to its suppliers, which covers topics such as compliance with laws and regulations; quality guidelines; human trafficking; and forced and bonded labor.

ii. Identifying human rights risks in Company operations

The Company reports three processes for identifying potential and actual human rights risks in its operations: Company self-assessments and audits, training, and self-reporting.

Company self-assessments and audits: One way the Company identifies human rights risks in the Company’s operations, as explained in the Human Rights Topic Brief, is that “[w]e require all our worldwide manufacturing sites to complete third-party self-assessment questionnaires that

⁷ Available at http://www.responsiblebusiness.org/media/docs/RBACodeofConduct6.0_English.pdf

⁸ Available at <http://www.ti.com/pdfs/shared/citizenship/supply-chain-accountability.pdf>

include a focus on human rights practices. These are shared with interested customers. In addition to yearly self-assessment questionnaires completed by all our manufacturing sites, audits of select sites for human rights risks are conducted internally by TI personnel and externally by independent third-party auditors.” As the Anti-Human Trafficking Statement⁹ explains, a portion of these audits are conducted annually on the Company’s facilities by independent third-party auditors specially trained in social and environmental auditing and the RBA’s Validated Assessment Process (“VAP”) audit protocol. The VAP assesses the Company’s sites against the RBA code of conduct, which includes labor, health and safety, environment, ethics and management systems. The audits include different components, including on-site inspection, document reviews, and worker and management interviews.

Training: The Company also publicly reports its process to ensure its employees are trained to identify and report human rights risks. As explained in the Human Rights Topic Brief, to assist the Company’s employees in identifying human rights risks, each of the Company’s “sites are required to build awareness of human rights among employees, identify risks and put processes in place to manage them.” The policy also states that the Company “provide[s] training modules related to human rights, ethics and compliance to help managers, security personnel and TIers worldwide - including those in higher-risk countries where we operate.” In addition, the Company’s GRI Index¹⁰ states that the Company’s Worldwide Protective Services organization’s standard protocol for maintaining a safe and respectful working environment globally includes delivering to 100 percent of the Company’s security personnel training on topics like ethics, compliance and human rights. Finally, as stated in the Company’s Anti-Human Trafficking Statement, reporting or raising a concern to the Company’s internal and third party help lines is an important part of the Company’s annual training.

Self-reporting: In addition to its training program, the Company relies on self-reporting to identify potential and actual human rights risks in its operations. The Human Rights Topic Brief and the Code of Conduct set forth the Company’s expectation that all employees should monitor and report any potential or actual human rights issues to management, human resources or the Company’s Ethics Office. The Human Rights Topic Brief also states that “contractors, suppliers, distributors or customers who have reason to believe that TI or an employee, contractor or other person(s) acting on our behalf has violated a law, statutory regulation, our Code of Conduct or corporate policy should report the suspected violation.” The letter from the Company’s Chief Executive Officer contained in the Code of Conduct makes clear that reporting can be done without fear of retaliation.

iii. Identifying human rights risks in the Company’s supply chain

The Company reports three processes for identifying potential and actual human rights risks in its supply chain: self-assessments and audits, training, and self-reporting.

⁹ Available at http://www.ti.com/corp/docs/csr/downloads/TI_Anti_Human_Trafficking_Statement.pdf

¹⁰ Available at <http://www.ti.com/pdfs/shared/citizenship/2017-GRI.pdf>

Self-assessments and audits: The Supply Chain Management Topic Brief sets forth the Company's comprehensive monitoring program of its suppliers, which assists the Company in identifying human rights risks in its supply chain. As described in the policy, the Company continuously assesses the risks to its supply chain, including risks associated with human trafficking and labor risks like forced, child or bonded labor. This policy goes on to describe in detail how the Company monitors supplier performance to determine whether suppliers are complying with laws, regulations, standards and policies. The policy states:

“Annually, we assess our supplier’s performance against the policies that reflect our standards and expectations for suppliers. The first phase of this risk analysis involves prioritizing our suppliers based on spend, criticality, products and services provided, as well as their geographic location. As the second phase, these prioritized suppliers, which include both material and service suppliers, are required to complete a self-assessment that includes questions to help identify risks related to ethical, environmental and social risks, including human rights violations. We analyze the responses to the self-assessments, targeting responses to forced labor questions, to determine the risk and identify potential compliance gaps. Responses to the self-assessments are further validated with document reviews and deeper supplier discussions. Based on analysis of the self-assessments, as well as other risk factors, suppliers are identified for audits that are conducted by TI personnel or independent third-party auditors, which are performed against the full or targeted sections of the RBA Code of Conduct. These audits include worker interviews and inspections of dormitories and workplace conditions.”

As described in the Anti-Human Trafficking Statement, one of the self-assessment questionnaires used in the above process inquires into demographics and existing policies at a facility level against all sections of the RBA code of conduct, including related to human rights risks. As disclosed in the Anti-Human Trafficking Statement, in 2017 100 percent of targeted suppliers completed this self-assessment questionnaire.

The independent third-party audits discussed above are described in further detail in the Anti-Human Trafficking Statement, which explains that audits are conducted by independent, third-party auditors specially trained in social and environmental auditing and the RBA's VAP audit protocol. The VAP assesses the suppliers' sites against the RBA code of conduct, which includes an assessment of labor, health and safety, environment, ethics and management systems. The audits include components like on-site inspection, document reviews, and worker and management interviews.

Training suppliers and employees: As the Supply Chain Management Topic Brief states, when initiating relationship with suppliers, the Company educates them about its standards and expectations on human rights issues. The Company communicates these guidelines in meetings, on

its supplier website¹¹ and in purchase orders, supplier contracts and other related documents. The Company also trains its suppliers on its human rights expectations to assist them in identifying human rights risks. As disclosed in the Supply Chain Management Topic Brief:

“We provide ongoing training and tools to help our suppliers abide by our policies and continuously improve. We deliver online and in-person training on our Supplier Code of Conduct, standards and expectations. As a member of the RBA, we also leverage its training programs to help suppliers understand its code of conduct, labor risks, respecting workers’ rights, hiring migrant workers and more.”

Also, in order to assist the Company’s employees in identifying human rights risks in the Company’s supply chain, the Anti-Human Trafficking Statement explains that employees in the Company’s global purchasing organization are trained on the RBA code of conduct.

Self-reporting: The Company also relies on self-reporting to identify human rights risks in its supply chain. The Company’s open letter setting forth its ethical expectations of its suppliers¹² states that if any supplier “become[s] aware of any questionable activities involving TIers or suppliers, please share your concerns immediately with” identified contacts at the Company.

iv. Analyzing human rights risks of Company operations and supply chain

The Company reports three processes for analyzing potential and actual human rights risks in its operations and supply chain: enterprise risk management, escalation plans and a performance scorecard.

Enterprise risk management process: The Company has a robust enterprise risk management process to monitor, analyze and mitigate all company-wide risks, including those related to human rights. Page 14 of the Company’s 2018 Proxy Statement¹³ states that “[i]t is management’s responsibility to assess and manage the various risks TI faces. It is the board’s responsibility to oversee management in this effort.” The 2018 Proxy Statement goes on to state that “the Audit Committee oversees compliance with the company’s code of conduct and finance- and accounting-related laws and policies, as well as the company’s compliance program itself” and that “[t]he Audit Committee oversees the company’s approach to risk management as a whole. It reviews the company’s risk management process at least annually by means of a presentation by the CFO.”

Escalation plan: Management’s role in the risk management process, including how human rights risks are ultimately communicated from management to the Audit Committee, is described in the Company’s publicly available materials.

¹¹ Available at <https://wpl.ext.ti.com/>

¹² Available at <http://www.ti.com/pdfs/shared/citizenship/Ethical-expectations-suppliers.pdf>

¹³ Available at <https://www.sec.gov/Archives/edgar/data/97476/000119312518080243/d511269ddef14a.htm>

The Anti-Human Trafficking Statement describes how management addresses human rights issues that are reported to management, explaining that all reported issues are investigated by the Company's Ethics Office. The Anti-Human Trafficking Statement states that "[s]lavery and trafficking are taken very seriously. They are considered the most severe type of nonconformance and corrective action plans to remedy any identified instances of nonconformance are expected to be implemented at the shortest possible timeline." The Human Rights Topic Brief states that the Company will immediately evaluate any employee concerns brought to the Company's attention and work to address them.

The Human Rights Topic Brief states that:

"Our ethics director updates [Audit] committee members on human rights-related issues annually. If a serious violation occurs between board meetings, the chief compliance officer or Ethics Office promptly notifies the Audit Committee chair."

Additionally, the Supply Chain Management Topic Brief explains that concerns identified as a result of self-assessment questionnaires and audits are escalated to the Company's purchasing managers and suppliers to be verified and for corrective actions to be developed. The Supply Chain Management Topic Brief states:

"To close the annual risk assessment cycle, TI's Supply Chain Responsibility organization and the Citizenship Steering Team review the results of the assessments and look for ways to improve our processes. These discussions also help inform any adjustments we make to our policies. TI's Supply Chain Responsibility organization reports into the Vice President of World Wide Purchasing and Logistics, who reports directly to the CFO of TI."

Performance scorecard: The Supply Chain Management Topic Brief explains the Company's performance, or CETRAQ, scorecard. Critical suppliers' performance on self-assessment questionnaires and audits is included in a biannual supplier performance measurement program called CETRAQ. The CETRAQ program enables the Company to identify risk identified in the areas of, among other things, environment and social responsibility, and to review that risk together with the supplier management teams. The Company is also able to assess suppliers' compliance to its quality, labor, ethics and human rights standards as well as their risk management performance. This program encourages continuous improvement through regular supplier performance discussions and review of progress toward supplier improvement plans.

The Company's policies and procedures described above substantially implement the essential objective and purpose of the Proposal because they provide for a robust system of identifying and analyzing actual and potential human rights risks in the Company's operations and supply chain. Because the Company's policies are in line with the objectives of the Proposal, the Company believes that a vote on the Proposal would require its stockholders to consider a matter that has already been favorably acted upon by management.

II. The Company already publicly reports policies and procedures that substantially address the elements listed in the Proposal's Supporting Statement

The Proposal's Supporting Statement states that in developing the report on the Company's process for identifying and analyzing potential and actual human rights risks, the Company could consider (i) human rights principles used to frame the assessment; (ii) frequency of assessment; (iii) methodology used to track and measure performance on forced labor risks; and (iv) how results of the assessment are incorporated into company policies and decision making. The Company's public reports already address each of these elements, as described below.

A. The Company's publicly available policies and procedures already report the human rights principles used to frame its assessment of human rights risks

The Human Rights Topic Brief states that the Company uses its Business Practices Statement and Code of Conduct, among other reference points, for its approach to managing human rights issues. The Human Rights Topic Brief states that the Company uses the RBA code of conduct as a tool to align and adopt best practices within its industry and expects its suppliers to do the same. According to the RBA's public website,¹⁴ "[t]he RBA Code of Conduct is a set of social, environmental and ethical industry standards. The standards set out in the Code of Conduct reference international norms and standards including the Universal Declaration of Human Rights, ILO International Labor Standards, OECD Guidelines for Multinational Enterprises, ISO and SA standards, and many more." The RBA code of conduct, which is incorporated into the Company's Supplier Code of Conduct, states that the "Code of Conduct establishes standards to ensure that working conditions in the electronics industry or industries in which electronics is a key component and its supply chains are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically."

Additionally, the RBA's website states that "[t]he RBA Code of Conduct is reviewed every three years to ensure its relevance to international norms and issues members may face in their supply chains. Code of Conduct review processes are extensive (typically one year in duration) and follow an extensive consultation process with members and stakeholders." This ensures that the human rights principles set forth in the code and, since the Company uses the RBA code of conduct as a tool to align and adopt best practices, the Company's own policies, are up to date.

Finally, the Company's Anti-Human Trafficking Statement sets forth additional human rights principles and states that the Company "believes that all employees should be treated with respect and dignity. We are committed to complying with the applicable laws of the countries in which we operate, and we pledge to uphold human rights, ethical practices and a safe environment at all our operations, regardless of location." Additionally, the Supply Chain Management Topic Brief states that the Company routinely engages and collaborates with industry groups such as the

¹⁴ Available at <http://www.responsiblebusiness.org/standards/code-of-conduct/>

RBA, the Semiconductor Industry Association and SEMI to discuss and create supply chain standards and share best management practices.

B. The Company's publicly available policies and procedures already report the frequency of its human rights risk assessments

The Company's Audit Committee is updated on the Company's overall risk management process and human rights risks at least annually, as described in Section I(A)(iv) and Section II(D). The Company's CETRAQ scorecard, which grades suppliers on a wide range of areas, including human rights risks, is a biannual process, as described in Section I(A)(iv). Sections I(A)(ii) and I(A)(iii) set forth the frequency of additional assessments that management uses to assess human rights risks.

C. The Company's publicly available policies and procedures already report the methodology used to track and measure performance on forced labor risks

With respect to tracking and measuring performance of the Company's operations, the Human Rights Topic Brief states that "[w]e require all our worldwide manufacturing sites to complete third-party self-assessment questionnaires that include a focus on human rights practices. These are shared with interested customers. In addition to yearly self-assessment questionnaires completed by all our manufacturing sites, audits of select sites for human rights risks are conducted internally by TI personnel and externally by independent third-party auditors. In those third-party audits of our facilities, we have encountered no priority findings on human rights." As the Anti-Human Trafficking Statement describes, if these third-party audits detect any non-conformances, a corrective action plan is required and all actions are tracked to closure.

The Company has formal procedures in place to track and measure the performance of its suppliers on human rights risks. The Company uses its CETRAQ scorecard, described in more detail above, as a means to measure the performance of its suppliers against the Company's human rights principles. Also, as stated in the Supply Chain Management Topic Brief, concerns identified as a result of the self-assessments or internal or third-party audits of the Company's suppliers are escalated to the Company's purchasing managers and suppliers to be verified and for corrective actions developed. The Company provides suppliers with targeted training to help build supplier capability in areas requiring improvement. Finally, the policy states that the Company monitors suppliers' progress toward identified improvement plans to ensure corrective actions are implemented, and suppliers who do not comply with the Company's standards, laws or regulations must implement corrective actions within a specified time or risk termination of the relationship.

D. The Company's publicly available policies and procedures already report how results of the assessment are incorporated into company policies and decision making

The Company has three primary ways of incorporating assessment results into its policies and decision making: the enterprise risk management process, the global citizenship program, and improvement plans or termination.

Enterprise risk management process: The Company has a robust enterprise risk management process to assess, monitor and mitigate all company-wide risks, including those related to human rights. Page 14 of the Company's 2018 proxy statement states that "the Audit Committee oversees compliance with the company's code of conduct and finance- and accounting-related laws and policies, as well as the company's compliance program itself" and that the "Audit Committee oversees the company's approach to risk management as a whole. It reviews the company's risk management process at least annually by means of a presentation by the CFO." This update provides the CFO and the Audit Committee with the opportunity to discuss the results of the Company's risk assessment and to incorporate the results of these discussions into the Company's policies and decision making.

Global citizenship program: In addition, the Company's Corporate Citizenship Topic Brief¹⁵ sets forth the Company's commitment to engineering a better tomorrow by managing the Company's environmental, social and governance impacts, as well as understanding stakeholder interests. The Corporate Citizenship Topic Brief explains that "[e]ach year, we measure and report our environmental, social and governance performance. We formally engage stakeholders biannually to better understand our global impacts. This allows us to make refinements and set goals to further reduce risks or capitalize on growth opportunities." The Corporate Citizenship Topic Brief states that this effort is overseen by the Company's Citizenship Steering Team, and a cross-functional executive team provides direction for the Company's overall citizenship strategy, programs and reporting. The Supply Chain Management Topic Brief describes the Citizenship Steering Team as follows:

"Our Citizenship Steering Team includes leaders across all functions and convenes quarterly to execute, support and manage our corporate social responsibility initiatives as well as understand environmental, social, and governance changes. This team's membership includes representatives from corporate quality, supply chain, ethics, business continuity, legal, and citizenship teams, focused on supporting sustainability, communities and giving, and business practices."

Finally, the Supply Chain Management Topic Brief sets forth the Company's process to close the annual supply chain risk assessment cycle. To close the cycle, TI's Supply Chain Responsibility organization and the Citizenship Steering Team review the results of the assessments and look for ways to improve the Company's processes. These discussions also inform adjustments the Company makes to its policies.

¹⁵ Available at <http://www.ti.com/pdfs/shared/citizenship/our-approach.pdf>

Improvement plans or termination: As a further means to incorporate the results of human rights assessments into company decision-making, the Human Rights Topic Brief explains that any “individual’s noncompliance with our standards and related labor laws is not tolerated and will result in corrective action, including termination.” Also, the Anti-Human Trafficking Statement states that business relationships with suppliers that do not immediately remedy non-conformance with regard to slavery and trafficking are subject to review and possible termination. Additionally, the Environmental and Social Responsibility Policy states that the Company shows preference to CETRAQ suppliers with higher scores.

As explained above and in the Supply Chain Management Topic Brief, concerns identified as a result of the self-assessments or audits of the Company’s suppliers are escalated to the Company’s purchasing managers and suppliers for issues to be verified and corrective actions developed to address gap areas. The Company monitors suppliers’ progress toward identified improvement plans to ensure corrective actions are implemented, and suppliers who do not comply with the Company’s standards, laws or regulations must implement corrective actions within a specified time or risk termination of the relationship.

For the reasons above, the Company believes that it already addresses each of the elements contained in the supporting statement. However, if the Company’s policies and procedures are not viewed as implementing these elements, we note that the Supporting Statement states that the report could consider these elements. The Staff has recognized that when a proposal merely suggests that a certain issue be addressed, the proposal may be excluded where the company has addressed the requested, but not suggested, matters. For example, in *ConAgra Foods, Inc.* (July 3, 2006), the Staff concurred in the exclusion under Rule 14a-8(i)(10) of a proposal requesting that the board issue a sustainability report where the supporting statement recommended that the report follow certain guidelines that the company did not address in its existing policies and procedures. *See also Wal-Mart Stores, Inc. (AFL-CIO Reserve Fund)* (March 30, 2010) (allowing exclusion of a proposal requesting that the company adopt global warming principles “based on” principles listed in the supporting statement even though the company did not adopt the listed principles wholesale).

Because the Supporting Statement merely suggests the specific contents of the report, it leaves to the Company’s discretion how the report should be implemented in its particulars. The Company has spent considerable time and resources to implement the policies and procedures set forth above and believes that its policies and procedures are appropriate for identifying and analyzing potential and actual human rights risks of its operations and supply chain.

CONCLUSION

The Company believes that it has substantially implemented the Proposal, and it is therefore excludable pursuant to Rule 14a-8(i)(10). The Company respectfully requests that the Staff express its intention not to recommend enforcement action if the Proposal is omitted from the Proxy Materials for the reasons set forth above. If you have any questions regarding this request, or need any additional information, please telephone the undersigned at (214) 479-1296.

Division of Corporation Finance
Office of Chief Counsel
December 21, 2018
Page 14

Very truly yours,

A handwritten signature in black ink that reads "Katharine Kane". The signature is written in a cursive, slightly slanted style.

Katharine E. Kane
Vice President, Assistant Secretary and
Assistant General Counsel

Attachments

cc: Shelly Alpern
As You Sow
(via email and overnight delivery)

EXHIBIT A

The Proposal and Related Correspondence

From: "Kane, Katie" <k-kane@ti.com>
Date: December 17, 2018 at 11:19:47 PM EST
To: Shelley Alpern <salpern@asyousow.org>
Subject: RE: Scheduling a call

Hi Shelley,

We can meet either time this week, although Thursday is our preference. We are still aligning schedules for January, so I will get back to you with those times. We'd like to talk this week if possible.

To make our call more productive, it would be helpful if we could have more clarity on the TI-specific questions or topics you would like to cover in the meeting. Will that be possible?

Thanks,
Katie

From: Shelley Alpern [<mailto:salpern@asyousow.org>]
Sent: Monday, December 17, 2018 1:55 PM
To: Kane, Katie
Cc: Shelley Alpern
Subject: [EXTERNAL] Scheduling a call

Hello Katie,

Thanks for your patience. These are the times that work for us over the next few weeks. I am scheduling calls between Amalgamated, As You Sow and several other companies, so it would be very helpful if you could give me 2 or more slots that would work, in case I need to juggle things around.

This week

Thur., 12/20 2 pm EST/11 am PST
Fri. 12/21 Friday morning

First week of January

Wed., 1/2 10- 5pm EST / 7am - 3 pm PST
Thur., 1/4 1:30 to 5pm EST / 10:30 - 2 pm PST

2nd week - January

Tue., 1/8 11-1pm EST and 3-4pm EST / 8-10 am & 12 - 1 PST
Wed., 1/9 3 - 6pm EST / 12 - 3 PST
Thu., 1/10 1-5pm EST / 10 am - 2 pm EST

3rd week - January

Tue., 1/15 10-2 pm, 3-5:30 pm EST / 7-11 & 12-2:30 PST
Wed., 1/16 10-5 pm EST / 7 am - 2 pm PST
Fri., 1/18 10-noon, 3-5 pm EST / 7 - 9 am & 12 - 2 pm PST

Thank you,
Shelley Alpern
ESG Consultant

As You Sow
1611 Telegraph Ave., Ste. 1450 |Oakland, CA 94612
617.970.8944 (cell)
510.735.8142 (direct line)
salpern@asyousow.org | www.asyousow.org

From: Kane, Katie
Sent: Monday, December 10, 2018 8:37 PM
To: Shelley Alpern
Subject: RE: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Hi Shelley,

I will circle back with the team to look for some January dates.

However, to preserve our right to exclude the proposal, we will be submitting a no-action request to the SEC before our December deadline if the proposal is not withdrawn before then. Like you, we prefer to engage in dialogue rather than using the SEC no-action relief process, so if there is any way to make a call happen within the next couple of weeks, please let us know.

To make a December call happen, could we explore reducing the number of participants on the call to avoid scheduling conflicts? Also, we are willing to answer any substantive supply chain questions you have via email.

We look forward to your reply and trying to coordinate a discussion before our December deadline.

Thanks,
Katie

From: Shelley Alpern [<mailto:salpern@asyousow.org>]
Sent: Tuesday, December 4, 2018 4:22 PM
To: Kane, Katie
Subject: Re: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Katie, my regrets but it turns out that time slot will not work out on our end -- and unfortunately we need to look into dates after the holidays due to several schedules on our end that are not aligning.

Would you mind looking into dates for early January?

Shelley Alpern
ESG Consultant
As You Sow
1611 Telegraph Ave., Ste. 1450 | Oakland, CA 94612
617.970.8944 (cell)
510.735.8142 (direct line)
salpern@asyousow.org | www.asyousow.org

From: Kwan Hong Teoh <Kwan@asyousow.org>
Date: December 4, 2018 at 8:53:46 PM EST
To: "k-kane@ti.com" <k-kane@ti.com>
Cc: Danielle Fugere <DFugere@asyousow.org>, Andy Behar <abehar@asyousow.org>
Subject: [EXTERNAL] TXN - Shareholder Proposal - Deficiency Response

Dear Ms. Kane,

We are in receipt of your letter issued November 21, 2018 alleging notice of a deficiency in our November 13, 2018 letter transmitting a proposal for inclusion on the Company's 2019 proxy. In response to the cited deficiency, we enclose a proof of ownership letter establishing the proponent's ownership of the Company's common stock in the requisite amount and in the time frame necessary to meet eligibility requirements.

SEC Rule 14a-8(f) requires a company to provide notice of specific deficiencies in a shareholder's proof of eligibility to submit a proposal. We therefore request that you notify us if you identify any deficiencies in the enclosed documentation.

Please confirm receipt of this correspondence.

Sincerely,
Kwan Hong

Kwan Hong Teoh
Environmental Health Program
Research Manager
As You Sow
1611 Telegraph Ave., Ste. 1450
Oakland, CA 94612
(510) 735-8147 (direct line) | (605) 651-5517 (cell)
kwan@asyousow.org | www.asyousow.org

~Building a Safe, Just and Sustainable World since 1992~



November 26, 2018

Deborah Silodor:

Amalgamated Bank, acts as the custodian for LongView Funds, which consist of the below named, shareholding funds. As of the date of this letter, LongView Funds collectively held, and has held continuously for at least 395 days, the below listed number of shares of Texas Instruments common stock.

	<u>As of 10/29/17</u>	<u>As of 11/20/18</u>
• LongView LargeCap 500 Index Fund	121,434	104,634
• LongView LargeCap 500 Index VEBA Fund	39,812	31,712
• LongView Quant Largecap Fund	73,400	18,800
• LongView Quant Largecap Veba Fund	2,600	600
• LongView LargeCap 1000 Growth Index Fund	24,654	40,354
• LongView Broad Market 3000 Index Fund	35,252	45,948
•		

Best Regards,

A handwritten signature in black ink, appearing to read "DS", is written over a horizontal line.

Deborah Silodor
Executive Vice President & General Counsel

From: Kane, Katie <k-kane@ti.com>
Sent: Saturday, December 1, 2018 7:56:03 AM
To: Shelley Alpern
Subject: RE: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Shelley, yes, those work on our end. If possible, we'd prefer Thursday afternoon. Friday requires a little more juggling of calendars on our side.

Thanks,
Katie

From: Shelley Alpern [<mailto:salpern@asyousow.org>]
Sent: Friday, November 30, 2018 8:13 AM
To: Kane, Katie
Subject: Re: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Hi Katie,

I've just heard from David that his best options are Thursday 12/13 in the afternoon and Friday, 12/14 in the morning. Before I suggest those times to the others I'm working with, do they work on your end?

Shelley Alpern
ESG Consultant
As You Sow
1611 Telegraph Ave., Ste. 1450 | Oakland, CA 94612
617.970.8944 (cell)
510.735.8142 (direct line)
salpern@asyousow.org | www.asyousow.org

From: Kane, Katie <k-kane@ti.com>
Sent: Thursday, November 29, 2018 5:46:52 PM
To: Shelley Alpern
Subject: RE: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Shelley, our afternoon schedules next week are pretty tight. Does Friday December 7 at 3:30 p.m. EST work for your side?

Thanks,
Katie

From: Shelley Alpern [<mailto:salpern@asyousow.org>]
Sent: Wednesday, November 28, 2018 9:45 AM
To: Kane, Katie
Subject: Re: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Sounds good and of course Leslie is very welcome. Could you provide a number for me to call?

Shelley Alpern
ESG Consultant
As You Sow
1611 Telegraph Ave., Ste. 1450 |Oakland, CA 94612
617.970.8944 (cell)
510.735.8142 (direct line)
salpern@asyousow.org | www.asyousow.org

From: Kane, Katie <k-kane@ti.com>
Sent: Tuesday, November 27, 2018 12:36:17 PM
To: Shelley Alpern
Subject: Re: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Perfect. How about 3:00 EST? And would you be amenable to my including another TI corporate governance attorney, Leslie Mba, on this call? Leslie has been working closely with and coordinating our internal team so it would be helpful for her to hear our conversation.

Thanks,
Katie

On Nov 27, 2018, at 10:23 AM, Shelley Alpern <salpern@asyousow.org> wrote:

I'm available from 1 -5 pm EST this Thursday. Thanks, Katie

From: Kane, Katie <k-kane@ti.com>
Sent: Tuesday, November 27, 2018 10:43:45 AM
To: Shelley Alpern
Cc: Danielle Fugere; Sharon Cho
Subject: RE: Texas Instruments - Shareholder Proposal

Hi Shelley,

Thanks for the timely response. We are happy to schedule a call with David the week of December 3 or 10. I will poll our internal team for availability and get back to you shortly.

In the meantime, I'd like to propose a preliminary call with you before we involve the supply chain experts. A pre-call would help me make the substantive call with David as productive as possible – I want to make sure we have the right people on the phone and are thinking about the right issues. Are you available this Thursday afternoon or Friday for 30 minutes?

Thanks,
Katie

From: Shelley Alpern [<mailto:salpern@asyousow.org>]
Sent: Monday, November 26, 2018 8:46 AM
To: Kane, Katie
Cc: Danielle Fugere; Sharon Cho
Subject: [EXTERNAL] Re: Texas Instruments - Shareholder Proposal

Dear Katie,

I've learned that David Schilling is out of the country this week, so it would be my preference to look at during the weeks of December 3 and 10 when he is available.

Best regards,

Shelley Alpern
ESG Consultant
As You Sow
1611 Telegraph Ave., Ste. 1450 | Oakland, CA 94612
617.970.8944 (cell)
510.735.8142 (direct line)
salpern@asyousow.org | www.asyousow.org



Texas Instruments Incorporated

Katie Kane
P.O. Box 655474, MS 3999
Dallas, TX 75265
Direct: 214-479-1296
Fax: 214-479-1280
Email: k-kane@ti.com

November 21, 2018

VIA FEDEX

Shelley Alpern
1611 Telegraph Ave., Suite 1450
Oakland, CA 94612
salpern@asyousow.org
617-970-8944

Dear Ms. Alpern:

I am writing on behalf of Texas Instruments Incorporated (the "Company"), which received on November 13, 2018, the stockholder proposal (the "Proposal") you submitted on behalf of Amalgamated Bank (the "Proponent") for consideration at the Company's 2019 annual meeting of stockholders.

The Proposal contains a deficiency that Securities and Exchange Commission ("SEC") regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), provides that each stockholder submitting a proposal must submit sufficient proof of its continuous ownership of at least \$2,000 in market value, or 1%, of a company's securities entitled to vote on the proposal for at least one year as of the date the stockholder proposal was submitted to the Company. SEC guidance identifies the date that the proposal was submitted as the date that the proposal was postmarked or transmitted electronically. The Proposal was postmarked (the date the Proposal was accepted by the post office for delivery), and therefore submitted, on November 13, 2018, but the proof of ownership letter provided by the Proponent was dated November 8, 2018. Because of the gap between the date in the ownership letters and the date of submission, the ownership letter you provided is not sufficient to verify the Proponent's beneficial ownership for the entire one-year period preceding and including the date of submission.

To remedy this defect, you must obtain a new proof of ownership letter for the Proponent verifying its continuous ownership of the requisite amount of securities for the one-year period preceding and including November 13, 2018. As explained in Rule 14a-8(b), sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of the Proponent's shares (usually a broker or a bank) verifying that, as of November 13, 2018, the Proponent

continuously held the requisite number of shares of Company stock for at least one year; or

- (2) if the Proponent has filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting its ownership of the requisite number of shares of Company stock as of or before the date on which the one-year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in ownership level and a written statement from the Proponent that it continuously held the requisite number of shares of Company stock for the one-year period as of the date of the statement.

If you intend to demonstrate the Proponent's ownership by submitting a written statement from the "record" holder of their shares set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name Cede & Co.). Under SEC Staff Legal Bulletins No. 14F and No. 14G, only DTC participants and their affiliates are viewed as record holders of securities that are deposited at DTC. You can confirm whether the Proponent's broker or bank is a DTC participant by asking the broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/client-center/dtc-directories>. In these situations, stockholders need to obtain proof of ownership from the DTC participant or the affiliate of a DTC participant through which the securities are held, as follows:

- (1) If a Proponent's broker or bank is a DTC participant or an affiliate of a DTC participant, then you need to submit a written statement from the broker or bank verifying that, as of November 13, 2018, the Proponent continuously held the requisite number of shares of Company stock for at least one year.
- (2) If a Proponent's broker or bank is not a DTC participant or an affiliate of a DTC participant, then you need to submit proof of ownership from the DTC participant or affiliate through which the shares are held verifying that, as of November 13, 2018, the Proponent continuously held the requisite number of shares of Company stock for at least one year. You should be able to find out the identity of the DTC participant or affiliate by asking the Proponent's broker or bank. If a Proponent's broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant or affiliate through the Proponent's account statements, because the clearing broker identified on the account statements will generally be a DTC participant. If the DTC participant or affiliate that holds a Proponent's shares is not able to confirm the Proponent's individual holdings but is able to confirm the holdings of his broker or bank, then you could satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, as of November 13, 2018, the requisite number of shares of Company stock were continuously held for at least one year — one statement from the Proponent's broker or bank confirming its ownership, and the other

statement from the DTC participant or affiliate confirming the broker or bank's ownership.

The SEC's rules require that your response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to me at P.O. Box 655474, MS 3999, Dallas, Texas 75265.

For your reference, I enclose a copy of Rule 14a-8, Staff Legal Bulletin No. 14F and Staff Legal Bulletin No. 14G.

Very truly yours,



Katie Kane
Vice President
Assistant Secretary &
Assistant General Counsel

Enclosures

From: Shelley Alpern
Sent: Wednesday, November 21, 2018 10:47:47 AM
To: Kane, Katie
Subject: Re: Texas Instruments - Shareholder Proposal

Dear Katie,

Thanks very much for responding so quickly with possible dates. I'll be coordinating a few people on my end as well but I hope next week can work. I will canvass them as to their general availability, but in the mean time, would you mind coming up with perhaps three or so slots that would work for your team?

Also, it would be very helpful to include David Schilling from the Interfaith Center on Corporate Responsibility on any calls. He has advised us in the drafting of this resolution and his expertise runs very deep in this area (<https://www.iccr.org/about-iccr/iccr-staff/david-schilling>). Please let me know if you have any objections to including David.

Kwan Hong Teoh will respond regarding any technical deficiencies with the filing.

With best wishes for the holiday,

Shelley Alpern
ESG Consultant
As You Sow
1611 Telegraph Ave., Ste. 1450 | Oakland, CA 94612
617.970.8944 (cell)
510.735.8142 (direct line)
salpern@asyousow.org | www.asyousow.org

From: Kane, Katie <k-kane@ti.com>
Sent: Tuesday, November 20, 2018 4:30:34 PM
To: Shelley Alpern
Subject: Texas Instruments - Shareholder Proposal

Hello Shelley,

Following up on the voicemail I left you this afternoon, TI received As You Sow's shareholder proposal, and we'll be sending a technical deficiency letter shortly. Let me know if you want to discuss.

In the meantime, I am lining up the right experts at TI to talk to you about the matters raised in the proposal. We are generally available next week (November 26-30), except Thursday

morning, but schedules get harder to coordinate after that. Any chance you're available next week?

Thanks,
Katie

Katie Kane
Vice President, Assistant Secretary and Assistant General Counsel
Texas Instruments Incorporated
(214) 479-1296 (office)
(214) 886-8940 (cell)



AS YOU SOW

1611 Telegraph Ave, Suite 1450
Oakland, CA 94612

www.asyousow.org
BUILDING A SAFE, JUST AND SUSTAINABLE WORLD SINCE 1992

11/13/18

Cynthia Hoff Trochu
Senior Vice President,
Secretary and General Counsel
Texas Instruments Incorporated
12500 TI Boulevard, MS 8658
Dallas, TX 75243

Dear Ms. Trochu:

As You Sow is filing a shareholder proposal on behalf of Amalgamated Bank a trustee of LongView LargeCap 500 Index Fund, LargeCap 500 VEBA Fund, LargeCap 1000 Growth Fund, and Broad Market 3000 Fund ("Proponent"), a shareholder of Texas Instruments Inc., for action at the next annual meeting of Texas Instruments. Proponent submits the enclosed shareholder proposal for inclusion in Texas Instruments' 2019 proxy statement, for consideration by shareholders, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

A letter from the Proponent authorizing As You Sow to act on its behalf is enclosed. A representative of the Proponent will attend the stockholders' meeting to move the resolution as required.

Our proposal is prompted by concern regarding a series of low ratings received by Hanesbrands in several recent reports regarding the Company's systems for identifying and managing the problem of forced labor in industry supply chains. We look forward to discussing the content of this proposal with your management team and to understand more about your efforts to move forward on these critical areas. We remain open to the possibility of withdrawal if we can find common ground on addressing these important issues.

Please direct any communications to Shelley Alpern of As You Sow who can be reached at: salpern@asyousow.org or by telephone at (617) 970-8944.

We look forward to speaking with you.

Sincerely,

Danielle Fugere
President

Enclosures

- Shareholder Proposal
- Shareholder Authorization

Recruitment and Forced Labor Proposal

RESOLVED. Shareholders request the Board of Directors to report, at reasonable cost and omitting proprietary information, on the Company's process for identifying and analyzing potential and actual human rights risks of its operations and supply chain.

SUPPORTING STATEMENT. In developing the report, the Company could consider:

- Human rights principles used to frame the assessment
- Frequency of assessment
- Methodology used to track and measure performance on forced labor risks, and
- How results of the assessment are incorporated into company policies and decision making.

WHEREAS, an estimated 16 million people¹ are trapped in conditions of forced labor in extended private sector supply chains, generating over \$150 billion in profits for illegal labor recruiters and employers through underpayment of wages.²

Migrant workers globally are prime targets for exploitation³ including discrimination, retaliation, debt bondage, illegal wage deductions, and confiscated or restricted access to personal documents that limits workers' freedom of movement and leads to forced labor and human trafficking.

According to KnowTheChain, most electronic brands source at least some components from Malaysia. A 2014 study by Verité found that nearly a third of migrant workers in Malaysia's electronics sector are in situations of forced labor; risks to migrant workers in Malaysia have also been highlighted by the U.S. State Department and the ILO. The State Department also lists China as a country where electronics may be produced using forced labor.

Raw materials used in electronics products – including tin, tungsten, tantalum and gold – may be produced with forced labor.⁴

According to the UN Guiding Principles on Business and Human Rights, companies have the corporate responsibility to respect human rights within their operations and supply chains. Any company directly or indirectly employing migrant workers must have a policy that assesses if workers are being recruited into debt bondage, forced labor and, ultimately, slavery. The State of California and the United Kingdom passed laws requiring companies to report on their actions to eradicate human trafficking and slavery.

While Texas Instrument's policies address forced labor, KnowTheChain's [2018 Benchmarking](#)

¹ https://www.ilo.org/wcmsp5/groups/public/---dgreports/---dcomm/documents/publication/wcms_575479.pdf

² http://www.ilo.org/wcmsp5/groups/public/---ed_norm/---declaration/documents/publication/wcms_243391.pdf

³ <https://www.ilo.org/global/topics/fair-recruitment/lang-en/index.htm>

⁴ *Ibid.*, p. 16.

Report on Forced Labor in the ICT Sector gave Texas Instruments an overall score of only 38 out of 100, with particularly low sub-scores in the areas of traceability and risk assessment, recruitment, and the ability of workers to exercise their rights and voice complaints.⁵ According to KnowTheChain, Texas Instruments is also not compliant with either the UK Modern Slavery Act or the California Transparency in Supply Chain Act.

Given the company's lack of risk mitigation and disclosure, investors have insufficient information to gauge if the company is sufficiently addressing this serious risk to the company and to workers.

⁵ KnowTheChain is a partnership of Humanity United, the Business & Human Rights Resource Centre, Sustainalytics, Verité, and Thomson Reuters Foundation, established as a resource for businesses and investors who need to understand and address forced labor abuses within their supply chains.



November 8, 2018

Andrew Behar
CEO
As You Sow
1611 Telegraph Ave., Ste. 1450
Oakland, CA 94612

Re: Authorization to File Shareholder Resolution

Dear Andrew Behar,

The undersigned (the "Stockholder") authorizes *As You Sow* to file or co-file a shareholder resolution on Stockholder's behalf with Texas Instruments, Inc. (the "Company") for inclusion in the Company's 2019 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities and Exchange Act of 1934. The resolution at issue relates to reporting on forced labor risks.

The Stockholder has continuously owned over \$2,000 worth of Company stock, with voting rights, for over a year. The Stockholder intends to hold the required amount of stock through the date of the company's annual meeting in 2019.

The Stockholder gives *As You Sow* the authority to address on Stockholder's behalf any and all aspects of the shareholder resolution, including designating another entity as lead filer and representative of the shareholder. The Stockholder understands that the Stockholder's name may appear on the company's proxy statement as the filer of the aforementioned resolution and that the media may mention the Stockholder's name in relation to the resolution.

Sincerely,

 **Jim Lingber,**
Senior Vice President

Trustee for
LongView Funds, consisting of

LongView LargeCap 500 Index Fund
LongView LargeCap 500 VEBA Fund
LongView LargeCap 1000 Growth Fund
LongView LargeCap 1000 Value Fund
LongView Broad Market 3000 Fund

EXHIBIT B

Company Policies and Procedures

TI Corporate Citizenship Topic Brief



Human rights

Human rights

Why it matters

We believe in protecting human rights and affording each individual dignity, freedom, respect and acceptance. We work diligently to treat Tlors fairly and ethically, and we encourage our suppliers to treat their own workers with respect and dignity.



Our approach

Our leaders require maintaining a respectful and dignified workplace, and the Audit Committee of our board of directors oversees related efforts. Our ethics director updates committee members on human rights-related issues annually. If a serious violation occurs between board meetings, the chief compliance officer or the Ethics Office promptly notifies the Audit Committee chair.

Our goal is to have zero human rights allegations.

We have established an integrated approach to managing human rights across our business.

- We use our own business practices statement and TI Code of Conduct, along with our membership in organizations such as the Responsible Business Alliance* (RBA), as reference points for our approach to managing human rights issues.
- We have policies that address diversity and nondiscrimination, workplace safety, child labor, forced labor and human trafficking, working hours and minimum wages, and data privacy. Additional policies guide our actions in specific areas, such as supply chain, environmental health and safety, and privacy.
- We have several operating procedures in place to safeguard the rights of employees, suppliers and contractors, including labor standards, training and awareness-building practices, freedom to associate and incident reporting tools.

Additionally, as a member of the RBA, we use its Code of Conduct as a tool to align and adopt best practices within the industry and expect our suppliers to do the same. The labor section of the RBA Code, embedded in our supplier code of conduct, addresses standards such as freely chosen employment, child labor avoidance, working hours, wages and benefits, humane treatment, non-discrimination and freedom of association.

We communicate our expectations to our suppliers through our supplier code of conduct and our environmental and social responsibility policy, both of which are referenced in our standard terms and conditions of purchase and in contracts. Our supplier code of conduct states that suppliers must have the necessary management systems in place to ensure workers' rights are protected throughout the supply chain.

Our business practices statement includes:

- Non-discrimination
- Safe and healthy work conditions
- Fair and reasonable hours, wages and benefits in compliance with applicable legal requirements in the jurisdictions where we operate
- No child, indentured or prison labor
- No inhumane treatment
- No animal testing
- Periodic monitoring and review
- Full support for the legal rights of workers
- Protection of the environment
- No metals from known conflict sources

Training and awareness

Our sites are required to build awareness of human rights among employees, identify risks and put processes in place to manage them. Any individual's noncompliance with our standards and related labor laws is not tolerated and will result in corrective action, including termination. Site management and human resources personnel monitor and enforce appropriate behavior.

We provide training modules related to human rights, ethics and compliance to help managers, security personnel and TIers worldwide – including those in higher-risk countries where we operate. This training helps create and maintain a respectful, humane and nondiscriminatory workplace. Training programs cover topics such as cross-cultural awareness, bullying, security and human rights risks.

Collective bargaining

Employees at any global operation have the freedom to associate and/or the right to collective bargaining as provided by local statute. To convey workplace concerns and improvement opportunities, employees have multiple channels to contact internal authorities. We also periodically conduct global employee surveys and roundtable discussions during on-site visits to better understand site-specific work climates.

Incident reporting

We expect our entire workforce to continually monitor and report potential issues to management, human resources or our Ethics Office, and to abide by our values. Our company makes it easy and safe for employees to anonymously report allegations of human rights abuse, discrimination or other complaints through their direct supervisor, human resources, our ethics director or calling our ethics line. When we learn of employee concerns, we immediately evaluate the situation and work to address it.

In addition, contractors, suppliers, distributors or customers who have reason to believe that TI or an employee, contractor or other person(s) acting on our behalf has violated a law, statutory regulation, our Code of Conduct or corporate policy should report the suspected violation.

Evaluation mechanisms

We require all our worldwide manufacturing sites to complete third-party self-assessment questionnaires that include a focus on human rights practices. These are shared with interested customers. In addition to yearly self-assessment questionnaires completed by all our manufacturing sites, audits of select sites for human rights risks are conducted internally by TI personnel and externally by independent third-party auditors. In those third-party audits of our facilities, we have encountered no priority findings on human rights.

Business practices statement

Texas Instruments, in addition to complying with the applicable laws of the countries in which we operate, has an unwavering pledge to uphold human rights, ethical practices and a safe environment at all our operations, regardless of location. Our commitment includes, but is not limited to:

- Non-discrimination
- Safe and healthy work conditions
- Fair and reasonable hours, wages and benefits
- No child, indentured or prison labor
- No inhumane treatment
- No animal testing
- Periodic monitoring and review
- Full support for the legal rights of workers
- Protection of the environment
- No metals from known conflict sources

Another element of TI's business practices includes our [Code of conduct](#).

Code of Conduct

Our values and ethics



Table of contents

- p.1 Cover
- p.2 Table of contents
- p.5 Letter from our CEO
- p.6 Our values
 - Integrity
 - Innovation
 - Commitment
- p.8 Ethics quick test
- p.11 Code of Conduct
- p.12 We act honestly and ethically
 - a. Compliance with laws
 - b. Open communications
 - c. Honest reporting
 - d. Data and privacy protection
 - e. Respect for rights and property
- p.14 f. No improper gifts
 - g. Anti-bribery and anti-corruption
 - h. No improper payments
 - i. No insider trading
 - j. Compliance with import and export laws
- p.16 We treat each other fairly and respectfully
 - a. Respect for differences
 - b. Valuing diversity
 - c. Anti-discrimination
- d. No abuse or harassment
- e. Reporting concerns
- f. Create a positive work environment
- p.18 We protect the health and safety of our people and our environment
 - a. Safe workplace
 - b. Health, safety and environmental compliance
 - c. Preparation for emergencies
 - d. Preventing pollution
- p.20 We protect and preserve company assets from misuse or waste
 - a. Preserving company assets
 - b. Personal use of company assets
- p.21 We provide full and accurate information for use in internal and external reports
 - a. Accurate record-keeping
 - b. Factual external reporting
- p.21 We avoid conflicts of interest
 - a. Protection of TI's business decisions
 - b. Avoidance of conflicts of interest
 - c. Disclosure of conflict

p.21 We compete fairly

- a. Respect for fair trade and advertising laws
- b. Avoid colluding or collaborating with competitors

p.23 Using the code

Frequently asked questions

- a. Management and deployment of confidential information
- b. Anti-corruption
- c. Gifts and gratuities
- d. Transactions in TI stock by employees and directors

p.24 e. Export control

- f. Threat-free workplace
- g. Reporting safety risks
- h. Procurement policy
- i. Conflicts of interest
- j. Fair competition
- k. Approval required for communication with investors, analysts and media

p.26 Reporting a concern

TI Ethics Office

p.28 Important information





Letter from our CEO

Though our products and markets have changed through the years, TI's determination to do business the right way has remained constant. As Tlars, we should be proud of our company's legacy of high ethical standards, respect for people, and commitment to having a positive social, environmental and political impact around the world.

Throughout our history, TI's high ethical standards have served our people, our customers, our communities and our business. And, to ensure we continue to operate with such high standards, each employee should be knowledgeable about our ethical standards and Code of Conduct and behave accordingly. If you believe that TI's business or related activities are being conducted in an unethical manner or a manner that is not consistent with our Code of Conduct, I encourage you to report your concern to your supervisor, human resources representative, or the TI Ethics Office without fear of retaliation.

Great products alone aren't enough to win in the long run. In our business, trust matters. A reputation for integrity is our most effective marketing tool. Our employees, customers, and other individuals and groups that we work with choose TI not only for our technology, but because we treat them with respect, deal with them fairly, and deliver on our commitments.

Rich Templeton



Chairman, President and Chief Executive Officer

Our values

Integrity

Do the right thing | Be honest

Innovation

Solve problems | Create boldly | Challenge the impossible

Commitment

Respect and value one another | Make our communities stronger | Commit to win



At TI, our culture is driven by our core values of **integrity, innovation** and **commitment**. These values have been at the heart of who we are and how we behave for decades, dating back to our founders and their vision for TI at its inception in 1930. Certainly we've evolved along the way, taking into account changes in industry and in the world. But we are proud that Tlers long since departed and the TI people of today share a bond through a common character and set of ethics that are instilled in our company's DNA.

Integrity. Innovation. Commitment. We list them in this order for a reason.

Integrity is the cornerstone. We believe in doing the right thing. Always. It matters more to us than profits, and we expect it of all our people regardless of position or geography.

Innovation is our lifeblood. It is the way we solve problems and push the boundaries of what's possible to create products that change our world for the better. We expect innovation in every organization and from every person.

Commitment is our promise. Our promise to each other, our stakeholders, and our communities. We commit to respect and value one another and to appreciate the unique perspective each person brings. We commit to respect our stakeholders by doing what we say we will. We commit to safeguard the environment and make our communities stronger. And finally, we commit to win, setting high expectations for our performance to help our customers succeed. Commitment is the responsibility of every Tler.

Together, these values set the foundation for how we behave at TI. They are roots that grow deeper year after year, and with them, we seek not to create a company that counts its years in decades, but one that thrives for hundreds.

Inside TI we have a simple phrase for reminding ourselves of these values: *Know what's right, do what's right.* It's the mantra we work by.

Ethics quick test

When confronted with an ethical choice use this checklist as a guide. If you need help, please contact the [Ethics Office](#).

The ethics quick test:

Is the action **legal**?

Does it comply with our **values**?

If you do it, will you feel **bad**?

How will it look in a **news story**?

If you know it's **wrong**, don't do it!

If you're not sure, **ask**.

Keep asking until you get an answer.





Our Code of Conduct

Our **Code of Conduct** is grounded in our **values**. It lists specific behaviors that we expect from every Tler around the world. While it is expansive, it is not exhaustive. Employees are expected to use sound judgment and seek advice through their chain of leadership or through the TI Ethics Office regarding situations not covered here. Violations of the code may be punishable by reprimand or termination, and in some cases, are criminal offenses. No provision of this code may be waived for any director, officer or employee.

1. We act honestly and ethically.

- a. Obey the laws, rules and regulations in the countries where we operate. Promote awareness, understanding and compliance with laws. Require our suppliers to do the same. [Find out how to report a compliance concern.](#)
- b. Communicate openly and candidly with each other, our customers, our suppliers and our stakeholders.
- c. Report findings honestly.
- d. Protect the personal data and privacy of employees, customers and suppliers by deploying safeguards for data and information systems.
- e. Respect the rights and property of others, including intellectual property. Only accept confidential or trade-secret information after clearly understanding the obligations as defined in a nondisclosure agreement (NDA) or similar document. [Q&A](#)*

*Click “Q&A” for a commonly asked question and answer on this topic.



1. We act honestly and ethically (continued)

- f. Do not make, solicit, accept, offer, authorize, approve or promise any sort of bribe, kickback or other improper payments for the purpose of retaining or securing a business advantage. [Q&A*](#)
- g. Avoid and decline improper gifts. When exchanging business courtesies, meals and entertainment, avoid activity that could create the appearance that our decisions might be compromised. Avoid any gift or entertainment, even with customers, that could be considered inappropriate. [Q&A*](#)
- h. Do not engage in bribery or corruption. Do not give or accept rewards or favors intended to influence or that could be perceived as intending to influence decisions by anyone in business or government.
- i. Do not engage in insider trading. This is the buying or selling of TI shares or shares of a TI business partner when in possession of material, non-public information that if known would influence a typical investor. [Q&A*](#)
- j. Follow all import and export laws and properly clear all goods through customs by ensuring that required information is accurately provided. [Q&A*](#)

*Click “Q&A” for a commonly asked question and answer on this topic.

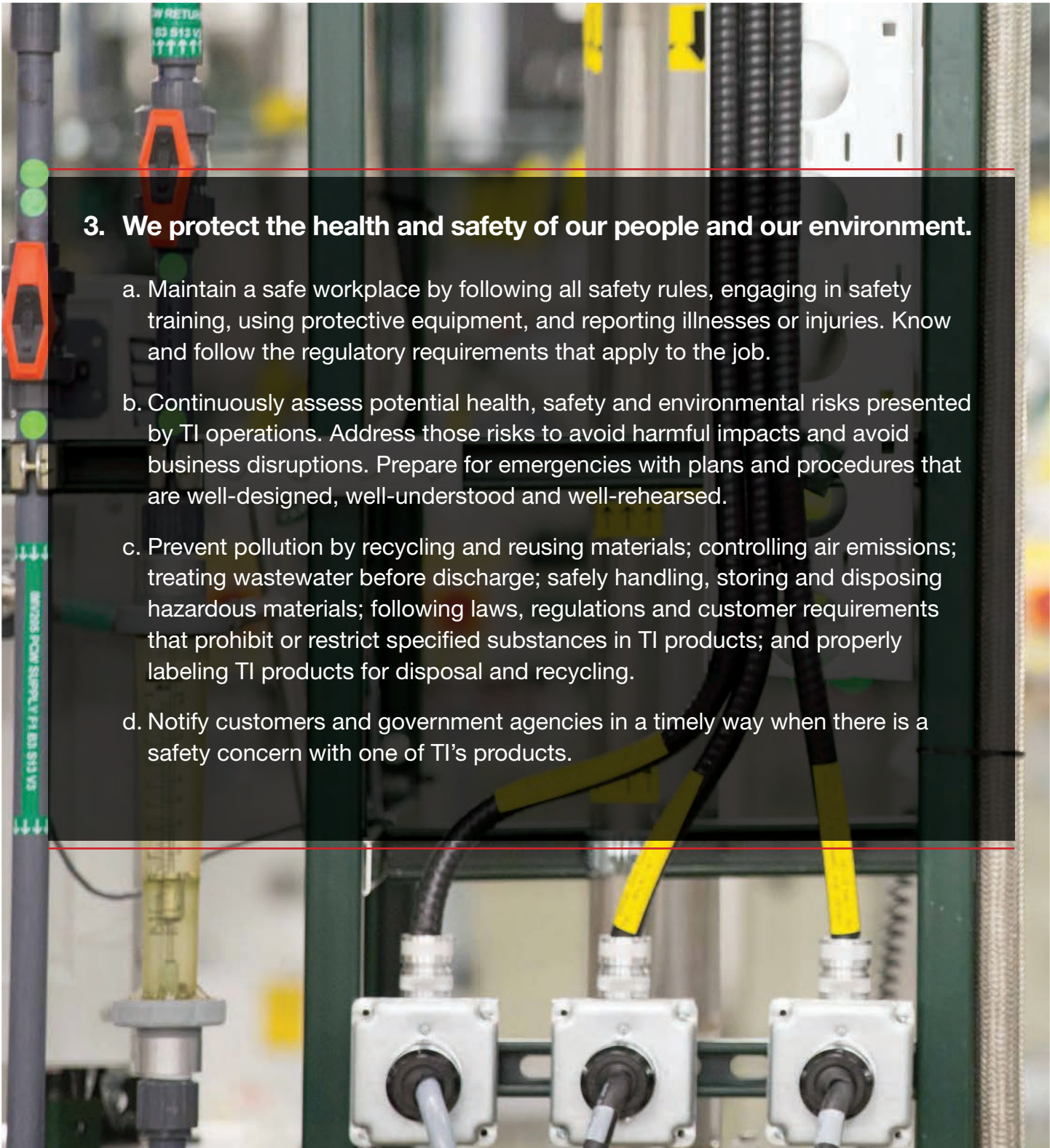


2. We treat each other fairly and respectfully.

- a. Respect the differences inherent in all people without regard to position or level.
- b. Understand, value and leverage the multitude of perspectives that people from diverse cultures offer. Diversity of thought makes us stronger.
- c. Make all employment decisions – inclusive of hiring, promoting and compensating – without regard to race, color, religion, creed, disability, genetic information, national origin, gender, gender identity and expression, age, sexual orientation, or marital or veteran status (or any other status or characteristic protected by law).
- d. Create a workplace in which everyone feels free to express their opinions and to raise questions and concerns to any level of management in a safe and supportive environment, without fear of harassment, retribution or retaliation.
- e. Never engage in, nor tolerate the abuse or harassment of, employees, contractors, customers, suppliers or others. [Q&A](#)*
- f. Recognize and promptly report concerns about any illegal or unethical behavior. Reports made in good faith will be acted upon responsibly and without retaliation.

*Click “Q&A” for a commonly asked question and answer on this topic.

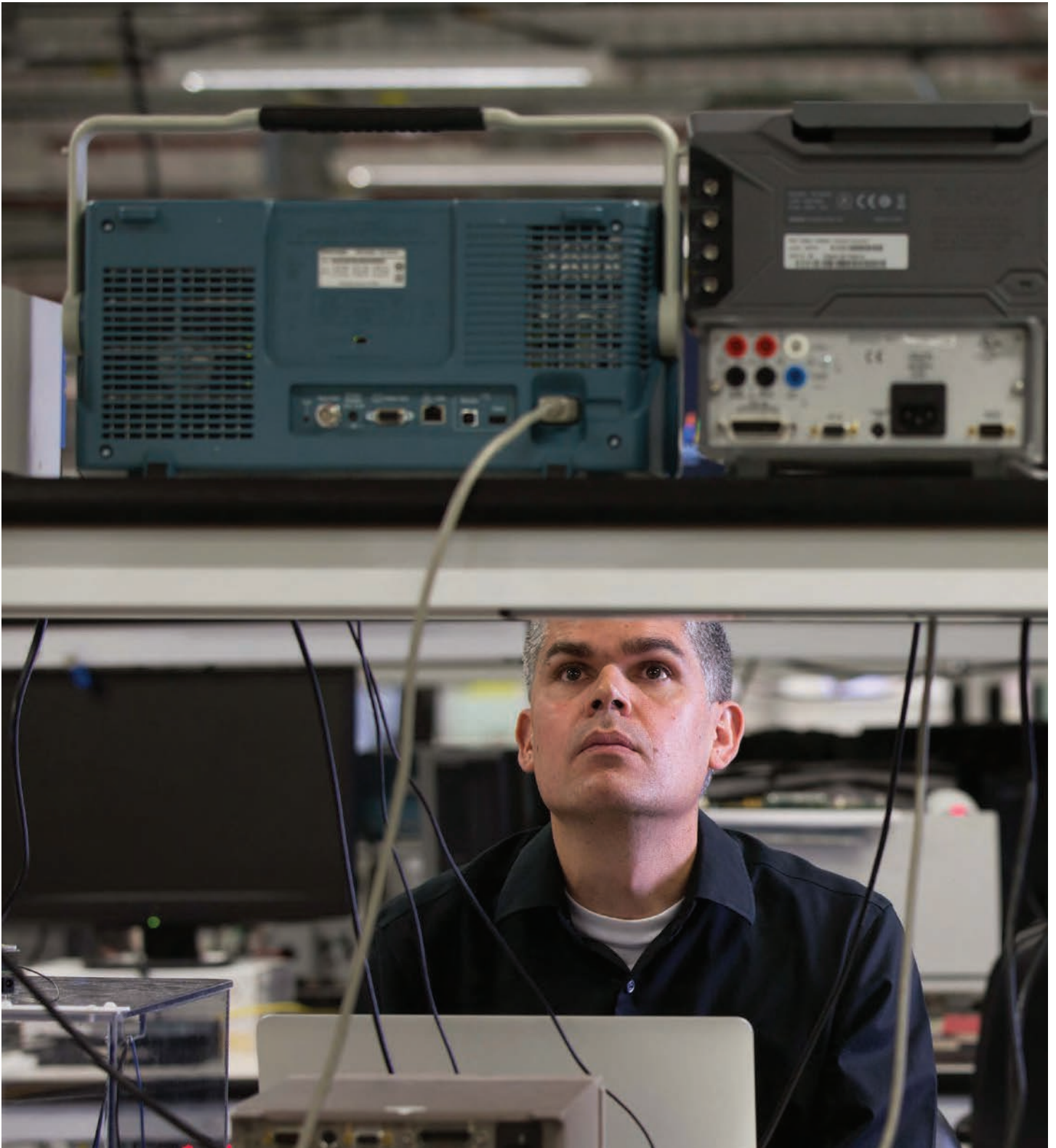




3. We protect the health and safety of our people and our environment.

- a. Maintain a safe workplace by following all safety rules, engaging in safety training, using protective equipment, and reporting illnesses or injuries. Know and follow the regulatory requirements that apply to the job.
- b. Continuously assess potential health, safety and environmental risks presented by TI operations. Address those risks to avoid harmful impacts and avoid business disruptions. Prepare for emergencies with plans and procedures that are well-designed, well-understood and well-rehearsed.
- c. Prevent pollution by recycling and reusing materials; controlling air emissions; treating wastewater before discharge; safely handling, storing and disposing hazardous materials; following laws, regulations and customer requirements that prohibit or restrict specified substances in TI products; and properly labeling TI products for disposal and recycling.
- d. Notify customers and government agencies in a timely way when there is a safety concern with one of TI's products.





4. We protect and preserve company assets from misuse or waste.

- a. Do not use company assets for outside business interests.
- b. Use company assets for personal purposes only on an infrequent, incidental basis with minimal expense to TI.

5. We provide full, fair and accurate information for use in internal and external reports, audits and communications.

- a. Keep verifiably accurate records.
- b. Record and report understandable information in an accurate and timely way about our operations, performance and results.

6. We avoid conflicts of interest.

- a. Protect the integrity of TI's business decisions by making sure each decision is made on the basis of what is best for the company. [Q&A*](#)
- b. Avoid conflicts of interest that could appear to favor personal interests above TI's. [Q&A*](#)
- c. Excuse ourselves from discussions and decisions when our personal interests appear to interfere with TI's, and disclose the potential conflict to our supervisors.

7. We compete fairly.

- a. Respect all regulations and laws that govern fair trade and advertising.
- b. Do not collude or collaborate with competitors to divide markets, fix prices, restrict production or allocate customers. [Q&A*](#)

*Click "Q&A" for a commonly asked question and answer on this topic.



Using the code

Below are some questions that sometimes come to the Ethics Office to help you navigate the code and apply it to your situation.

1. *Management and deployment of confidential information*

Q: I need to work with a customer on a project and think that I should have them sign a nondisclosure agreement (NDA). However, I don't know exactly when one is required and do not know the process involved.

A: An NDA should be signed before disclosing TI confidential information to another company or individual or before receiving confidential information from another company or individual. NDAs are obtained by making a request at TI's [NDA website](#). For more information, see [SP&P 04-04-06: Management and Deployment of Confidential Information](#).

2. *Anti-corruption policy*

Q: I understand that Tlrs may not directly pay bribes to government officials, but what about any improper payments made by a TI supplier or consultant who is acting for or on TI's behalf – should I be concerned?

A: Yes, TI may be held liable for improper payments made by another company or individual who is acting for or on behalf of TI. Tlrs should not ignore the situation, but contact the Law Department or Ethics Office should they become aware of such circumstances. For more information, see [SP&P 09-03-04: Foreign Corrupt Practices Act](#).

3. *Gifts and gratuities*

Q: One of my suppliers gave me a box of chocolates during the holiday season and I accepted it. We have a long-standing business relationship and I was afraid she would be offended if I refused. Did I make a mistake?

A: In cases such as this where the gift is relatively small and its refusal might give offense, it would be appropriate to accept the gift on behalf of your department. For more information, see [SP&P 11-04-01: Gifts, Entertainment, Prizes, Rebates, Frequent Flyer \(Traveler\) Award Programs, and Certain Other Awards](#).

4. *Transactions in TI stock by employees and directors*

Q: I overheard a phone conversation indicating that TI will announce an acquisition in a couple of days. Since I'm not part of the team working on the acquisition, can I trade in TI stock or the stock of the company we are about to acquire?

A: The information you have is likely going to be considered non public, material information that would prohibit you from trading in either company's stock until the information becomes public. People convicted of insider trading face serious consequences including fines, prison and being prohibited from serving as an officer or director of a public company. For more information, see [SP&P 11-04-02: Transactions in TI Stock by TI Employees and Directors](#).

5. *Export control*

Q: My group has asked me to hand-carry a sample product from the U.S. to another country. Is there a problem with me doing this?

A: There is almost always an issue when we hand-carry. Check with global trade compliance personnel each time you are carrying product, software or technical information with you outside the country. Also, if you do not declare the samples as you enter a foreign country, you may be in violation of local import laws regarding smuggling. Any Tler who discovers or suspects a violation of export controls should immediately contact the Law Department or the Ethics Office. For more information, see [SP&P 09-02-02: Export Control](#).

6. *Threat-free workplace*

Q: Someone is threatening to come to work and cause me harm. What should I do?

A: You should immediately report this situation to your manager, to Security and to your human resources representative. TI takes very seriously any situation that could threaten the safety or security of its employees. For more information, see People policies: [Threat-Free Work Environment](#).

7. *Reporting safety risks*

Q: What do I do if I learn of a safety concern associated with a TI product?

A: To help achieve TI's safety objectives in support of customers, if you receive information indicating a possible safety risk associated with a TI component, you are expected to raise the concern. Please immediately contact TI's Product Safety Action Team at PSAT@list.ti.com. Safety risks include the potential for fire, electrical shock, casualty hazards, property damage or degradation of a TI component's performance to industry safety standards where TI has claimed compliance. Even unconfirmed safety issues should be forwarded to the PSAT for review.

8. Procurement policy

Q: I am involved in the purchasing bid process for products used by my department. Occasionally, a supplier requests information regarding other bidders. How much information can I share?

A: All aspects of supplier bidding are confidential; this restriction includes any indication of supplier names and estimated pricing. For more information, see [SP&P 08-04-01: Procurement Policy](#).

9. Conflicts of interest

Q: Is it okay for me to go into business for myself, marketing a product that I developed as an employee of Texas Instruments?

A: There are several ways this situation could present a problem for you. If your product competes with a TI product, if it relates to any part of TI's business, or if your business interferes with your ability to get your TI job done, there is a potential problem. You definitely may not proceed if the product that you developed utilizes anything you learned at TI; and if the product you developed is within a field of interest for TI, you have likely already assigned ownership of it to TI. To ensure that there is not a conflict, you should disclose your plans to the Ethics Office or Law Department. For more information, see [SP&P 11-04-03: Conflict of Interest](#) and [SP&P 07-04-03: Assignment of Inventions to TI and Release of Inventions to Tiers](#). You may not use TI's assets in support of an outside business activity.

10. Fair competition

Q: At a trade association meeting, one of our competitors began volunteering information about his company's pricing strategy and the pricing strategy of one of our mutual competitors. He was sharing a lot of information about future price trends. Can I share this pricing information with TI's Sales and Marketing department?

A: No. You must always avoid discussing pricing with TI competitors or passing along such information internally or externally. If you find yourself in a meeting where a competitor is sharing pricing strategy information, you should politely disengage from the conversation and the setting. You should also make sure to document the departure in writing (e.g., make sure that the meeting secretary notes your departure in the trade association minutes, with a brief explanation). The perception could be created that you and TI are participating in a scheme to fix prices or another activity that would restrict free competition. You should contact the Law Department immediately and report what happened. For more information, see [SP&P 06-01-06: Antitrust and Competition Law Compliance](#).

Reporting a concern

Any TI employee, contractor, supplier, distributor or customer who has reason to believe that TI or a TI employee, contractor or other person(s) acting on TI's behalf has violated a law, statutory regulation, TI's Code of Conduct or corporate policy should report the suspected violation. Concerns may be reported to:

- Managers or supervisors;
- Human Resources representatives;
- TI's [Ethics Office](#) (see box on next page);
- TI's Law Department;
- Individuals identified in the Standard Policies and Procedures (SP&P) covering the relevant subject matter of the suspected violation.

Investigations into reported concerns shall be conducted according to [SP&P 04-05-05: Complaint Procedures and Investigations](#).

SP&P link is only accessible within TI.

TI Ethics Office

Contact the TI Ethics Office in Dallas

Phone	Worldwide U.S. & Canada toll-free	1-214-567-6600 1-800-33-ETHICS
Mail	Internal	Mail Station 3961
	External	P.O. Box 830801 Richardson, TX 75083-0801 USA
Email	Worldwide	ethics@ti.com
Online/anonymous		Follow the instructions on ethics.ti.com
Accounting and audit hotline	U.S. and Canada toll-free	1-800-630-2845
Accounting and audit hotline: mail	Worldwide	Audit Committee of TI's Board of Directors P.O. Box 655936 Mail Station 8658 Dallas, TX 75265-5936

Important information

TI has policies and rules that complement and elaborate on our values and Code of Conduct. Employees should be familiar with policies and rules applicable to them.

Additional policies apply for certain situations or roles within TI:

- Financial: Control and Treasury Handbook policies
- IT: Information technology policies
- People: People policies
- Safety: Environmental, Safety and Health Standards
- Semiconductor: SC policies
- Broad TI policies: Standard Policies and Procedures applicable to TI
- Code of ethics for the chief executive officer and senior financial officers

Original Ethics Booklet: 1961

Revised in 1968, 1977, 1987, 1990, 1998, 2002, 2004, 2006, 2008, 2014

Copyright © 2015, Texas Instruments Incorporated

Policy links are only accessible inside TI.





IMPORTANT NOTICE

Texas Instruments Incorporated and its subsidiaries (TI) reserve the right to make corrections, enhancements, improvements and other changes to its semiconductor products and services per JESD46, latest issue, and to discontinue any product or service per JESD48, latest issue. Buyers should obtain the latest relevant information before placing orders and should verify that such information is current and complete. All semiconductor products (also referred to herein as "components") are sold subject to TI's terms and conditions of sale supplied at the time of order acknowledgment.

TI warrants performance of its components to the specifications applicable at the time of sale, in accordance with the warranty in TI's terms and conditions of sale of semiconductor products. Testing and other quality control techniques are used to the extent TI deems necessary to support this warranty. Except where mandated by applicable law, testing of all parameters of each component is not necessarily performed.

TI assumes no liability for applications assistance or the design of Buyers' products. Buyers are responsible for their products and applications using TI components. To minimize the risks associated with Buyers' products and applications, Buyers should provide adequate design and operating safeguards.

TI does not warrant or represent that any license, either express or implied, is granted under any patent right, copyright, mask work right, or other intellectual property right relating to any combination, machine, or process in which TI components or services are used. Information published by TI regarding third-party products or services does not constitute a license to use such products or services or a warranty or endorsement thereof. Use of such information may require a license from a third party under the patents or other intellectual property of the third party, or a license from TI under the patents or other intellectual property of TI.

Reproduction of significant portions of TI information in TI data books or data sheets is permissible only if reproduction is without alteration and is accompanied by all associated warranties, conditions, limitations, and notices. TI is not responsible or liable for such altered documentation. Information of third parties may be subject to additional restrictions.

Resale of TI components or services with statements different from or beyond the parameters stated by TI for that component or service voids all express and any implied warranties for the associated TI component or service and is an unfair and deceptive business practice. TI is not responsible or liable for any such statements.

Buyer acknowledges and agrees that it is solely responsible for compliance with all legal, regulatory and safety-related requirements concerning its products, and any use of TI components in its applications, notwithstanding any applications-related information or support that may be provided by TI. Buyer represents and agrees that it has all the necessary expertise to create and implement safeguards which anticipate dangerous consequences of failures, monitor failures and their consequences, lessen the likelihood of failures that might cause harm and take appropriate remedial actions. Buyer will fully indemnify TI and its representatives against any damages arising out of the use of any TI components in safety-critical applications.

In some cases, TI components may be promoted specifically to facilitate safety-related applications. With such components, TI's goal is to help enable customers to design and create their own end-product solutions that meet applicable functional safety standards and requirements. Nonetheless, such components are subject to these terms.

No TI components are authorized for use in FDA Class III (or similar life-critical medical equipment) unless authorized officers of the parties have executed a special agreement specifically governing such use.

Only those TI components which TI has specifically designated as military grade or "enhanced plastic" are designed and intended for use in military/aerospace applications or environments. Buyer acknowledges and agrees that any military or aerospace use of TI components which have **not** been so designated is solely at the Buyer's risk, and that Buyer is solely responsible for compliance with all legal and regulatory requirements in connection with such use.

TI has specifically designated certain components as meeting ISO/TS16949 requirements, mainly for automotive use. In any case of use of non-designated products, TI will not be responsible for any failure to meet ISO/TS16949.

Products

Audio	www.ti.com/audio
Amplifiers	amplifier.ti.com
Data Converters	dataconverter.ti.com
DLP® Products	www.dlp.com
DSP	dsp.ti.com
Clocks and Timers	www.ti.com/clocks
Interface	interface.ti.com
Logic	logic.ti.com
Power Mgmt	power.ti.com
Microcontrollers	microcontroller.ti.com
RFID	www.ti-rfid.com
OMAP Applications Processors	www.ti.com/omap
Wireless Connectivity	www.ti.com/wirelessconnectivity

Applications

Automotive and Transportation	www.ti.com/automotive
Communications and Telecom	www.ti.com/communications
Computers and Peripherals	www.ti.com/computers
Consumer Electronics	www.ti.com/consumer-apps
Energy and Lighting	www.ti.com/energy
Industrial	www.ti.com/industrial
Medical	www.ti.com/medical
Security	www.ti.com/security
Space, Avionics and Defense	www.ti.com/space-avionics-defense
Video and Imaging	www.ti.com/video

TI E2E Community

e2e.ti.com



Supplier Code of Conduct

Version 1.0 – February 2013

As a member of the Electronics Industry Citizenship Coalition (EICC), Texas Instruments (TI) has adopted the EICC Code of Conduct (Code). TI expects its suppliers to comply with the Code regardless of local business practices or social customs, as it establishes the minimum requirements for doing business with TI. Information about the EICC is available at www.eicc.info. The Code is included below in its entirety.

Version 4.0 (2012)

ELECTRONIC INDUSTRY CITIZENSHIP COALITION® CODE OF CONDUCT

The Electronic Industry Citizenship Coalition® (EICC®) Code of Conduct establishes standards to ensure that working conditions in the electronics industry supply chain are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically.

Considered as part of the electronics industry for purposes of this Code are all organizations that may design, market, manufacture or provide goods and services that are used to produce electronic goods. The Code may be voluntarily adopted by any business in the electronics sector and subsequently applied by that business to its supply chain and subcontractors, including providers of contract labor.

To adopt the Code and become a participant (“Participant”), a business shall declare its support for the Code and actively pursue conformance to the Code and its standards in accordance with a management system as herein.

Participants must regard the Code as a total supply chain initiative. At a minimum, Participants shall also require its next tier suppliers to acknowledge and implement the Code.

Fundamental to adopting the Code is the understanding that a business, in all of its activities, must operate in full compliance with the laws, rules and regulations of the countries in which it operates.¹ The Code encourages Participants to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility and business ethics.

The Code is made up of five sections. Sections A, B, and C outline standards for Labor, Health and Safety, and the Environment, respectively. Section D adds standards relating to business ethics; Section E outlines the elements of an acceptable system to manage conformity to this Code.

¹ The Code is not intended to create new and additional third party rights, including for workers.

The EICC is committed to obtaining regular input from stakeholders in the continued development and implementation of the Code of Conduct.

A. LABOR

Participants are committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. This applies to all workers including temporary, migrant, student, contract, direct employees, and any other type of worker. The recognized standards, as set out in the annex, were used as references in preparing the Code and may be a useful source of additional information.

The labor standards are:

1) Freely Chosen Employment

Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking of persons shall not be used. This includes transporting, harboring, recruiting, transferring or receiving vulnerable persons by means of threat, force, coercion, abduction or fraud for the purpose of exploitation. All work must be voluntary and workers shall be free to leave work at any time or terminate their employment. Workers must not be required to surrender any government-issued identification, passports, or work permits as a condition of employment. Excessive fees are unacceptable and all fees charged to workers must be disclosed.

2) Child Labor Avoidance

Child labor is not to be used in any stage of manufacturing. The term “child” refers to any person under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 shall not perform work that is likely to jeopardize the health or safety of young workers.

3) Working Hours

Studies of business practices clearly link worker strain to reduced productivity, increased turnover and increased injury and illness. Workweeks are not to exceed the maximum set by local law. Further, a workweek should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers shall be allowed at least one day off per seven-day week.

4) Wages and Benefits

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure shall not be permitted. The basis on which workers are being paid is to be provided in a timely manner via pay stub or similar documentation.

5) Humane Treatment

There is to be no harsh and inhumane treatment including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.

A. LABOR (con't.)

6) Non-Discrimination

Participants should be committed to a workforce free of harassment and unlawful discrimination. Companies shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices such as promotions, rewards, and access to training. In addition, workers or potential workers should not be subjected to medical tests that could be used in a discriminatory way.

7) Freedom of Association

Open communication and direct engagement between workers and management are the most effective ways to resolve workplace and compensation issues. The rights of workers to associate freely, join or not join labor unions, seek representation, and join workers' councils in accordance with local laws shall be respected. Workers shall be able to openly communicate and share grievances with management regarding working conditions and management practices without fear of reprisal, intimidation or harassment.

B. HEALTH and SAFETY

Participants recognize that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Participants also recognize that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace.

Recognized management systems such as OHSAS 18001 and ILO Guidelines on Occupational Safety and Health were used as references in preparing the Code and may be a useful source of additional information.

The health and safety standards are:

1) Occupational Safety

Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles, and fall hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout), and ongoing safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained, personal protective equipment. Workers shall not be disciplined for raising safety concerns.

2) Emergency Preparedness

Potential emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures including: emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities and recovery plans.

B. HEALTH and SAFETY (cont.)

3) Occupational Injury and Illness

Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness including provisions to: encourage worker reporting; classify and record injury and illness cases; provide necessary medical treatment; investigate cases and implement corrective actions to eliminate their causes; and facilitate return of workers to work.

4) Industrial Hygiene

Worker exposure to chemical, biological and physical agents is to be identified, evaluated, and controlled. Engineering or administrative controls must be used to control overexposures. When hazards cannot be adequately controlled by such means, worker health is to be protected by appropriate personal protective equipment programs.

5) Physically Demanding Work

Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.

6) Machine Safeguarding

Production and other machinery shall be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.

7) Sanitation, Food, and Housing

Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Worker dormitories provided by the Participant or a labor agent are to be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate heat and ventilation, and reasonable personal space along with reasonable entry and exit privileges.

C. ENVIRONMENTAL

Participants recognize that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment and natural resources are to be minimized while safeguarding the health and safety of the public.

Recognized management systems such as ISO 14001 and the Eco Management and Audit System (EMAS) were used as references in preparing the Code and may be a useful source of additional information.

The environmental standards are:

1) Environmental Permits and Reporting

All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.

C. ENVIRONMENTAL (cont.)

2) Pollution Prevention and Resource Reduction

Waste of all types, including water and energy, are to be reduced or eliminated at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.

3) Hazardous Substances

Chemicals and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.

4) Wastewater and Solid Waste

Wastewater and solid waste generated from operations, industrial processes and sanitation facilities are to be characterized, monitored, controlled and treated as required prior to discharge or disposal.

5) Air Emissions

Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, monitored, controlled and treated as required prior to discharge.

6) Product Content Restrictions

Participants are to adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances, including labeling for recycling and disposal.

D. ETHICS

To meet social responsibilities and to achieve success in the marketplace, Participants and their agents are to uphold the highest standards of ethics including:

1) Business Integrity

The highest standards of integrity are to be upheld in all business interactions. Participants shall have a zero tolerance policy to prohibit any and all forms of bribery, corruption, extortion and embezzlement (covering promising, offering, giving or accepting any bribes). All business dealings should be transparently performed and accurately reflected on Participant's business books and records. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.

2) No Improper Advantage

Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted.

3) Disclosure of Information

Information regarding business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentations of conditions or practices in the supply chain are unacceptable.

D. ETHICS (cont.)

4) Intellectual Property

Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights.

5) Fair Business, Advertising and Competition

Standards of fair business, advertising and competition are to be upheld. Appropriate means to safeguard customer information must be available.

6) Protection of Identity

Programs that ensure the confidentiality and protection of supplier and employee whistleblower² are to be maintained.

7) Responsible Sourcing of Minerals

Participants shall have a policy to reasonably assure that the tantalum, tin, tungsten and gold in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or an adjoining country. Participants shall exercise due diligence on the source and chain of custody of these minerals and make their due diligence measures available to customers upon customer request.

8) Privacy

Participants are to commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Participants are to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

9) Non-Retaliation

Participants should have a communicated process for their personnel to be able to raise any concerns without fear of retaliation.

E. MANAGEMENT SYSTEM

Participants shall adopt or establish a management system whose scope is related to the content of this Code. The management system shall be designed to ensure: (a) compliance with applicable laws, regulations and customer requirements related to the participant's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement.

The management system should contain the following elements:

² Whistleblower definition: Any person who makes a disclosure about improper conduct by an employee or officer of a company, or by a public official or official body.

E. MANAGEMENT SYSTEM (con't.)

1) Company Commitment

A corporate social and environmental responsibility policy statements affirming Participant's commitment to compliance and continual improvement, endorsed by executive management.

2) Management Accountability and Responsibility

The Participant clearly identifies company representative[s] responsible for ensuring implementation of the management systems and associated programs. Senior management reviews the status of the management system on a regular basis.

3) Legal and Customer Requirements

A process to identify, monitor and understand applicable laws, regulations and customer requirements, including the requirements of this Code.

4) Risk Assessment and Risk Management

A process to identify the environmental, health and safety³ and labor practice and ethics risks associated with Participant's operations. Determination of the relative significance for each risk and implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance.

5) Improvement Objectives

Written performance objectives, targets and implementation plans to improve the Participant's social and environmental performance, including a periodic assessment of Participant's performance in achieving those objectives.

6) Training

Programs for training managers and workers to implement Participant's policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.

7) Communication

A process for communicating clear and accurate information about Participant's policies, practices, expectations and performance to workers, suppliers and customers.

8) Worker Feedback and Participation

Ongoing processes to assess employees' understanding of and obtain feedback on practices and conditions covered by this Code and to foster continuous improvement.

9) Audits and Assessments

Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.

³ Areas to be included in a risk assessment for environmental health and safety are production areas, warehouse and storage facilities, plant/facilities support equipment, laboratories and test areas, sanitation facilities (bathrooms), kitchen/cafeteria and worker housing/dormitories.

E. MANAGEMENT SYSTEM (con't.)

10) Corrective Action Process

A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.

11) Documentation and Records

Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.

12) Supplier Responsibility

A process to communicate Code requirements to suppliers and to monitor supplier compliance to the Code.

REFERENCES

The following standards were used in preparing this Code and may be a useful source of additional information. The following standards may or may not be endorsed by each Participant.

Dodd-Frank Wall Street Reform and Consumer Protection Act

<http://www.sec.gov/about/laws/wallstreetreform-cpa.pdf>

Eco Management & Audit System

www.quality.co.uk/emas.htm

Ethical Trading Initiative

www.ethicaltrade.org/

ILO Code of Practice in Safety and Health

www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf

ILO International Labor Standards

www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm

ISO 14001

www.iso.org

National Fire Protection Agency

www.nfpa.org/catalog/home/AboutNFPA/index.asp

OECD Due Diligence Guidance

http://www.oecd.org/document/36/0,3746,en_2649_34889_44307940_1_1_1_1,00.html

OECD Guidelines for Multinational Enterprises

www.oecd.org

OHSAS 18001
www.bsi-global.com/index.xalter

Universal Declaration of Human Rights
www.un.org/Overview/rights.html

United Nations Convention Against Corruption
www.unodc.org/unodc/en/crime_convention_corruption.html

United Nations Global Compact
www.unglobalcompact.org

SA 8000
www.cepaa.org/

SAI
www.sa-intl.org

DOCUMENT HISTORY

Version 1.0 - Released October 2004.

Version 1.1 - Released May 2005. Converted document to EICC format, minor page layout revisions; no content changes.

Version 2.0 - Released October 2005 with revisions to multiple provisions.

Version 3.0 – Released June 2009 with revisions to multiple provisions.

Version 4.0 – Released April 2012 with revisions to multiple provisions.

...

The EICC Code of Conduct was initially developed by a number of companies engaged in the manufacture of electronics products between June and October 2004. Companies are invited and encouraged to adopt this Code. You may obtain additional information from www.eicc.info.

IMPORTANT NOTICE

Texas Instruments Incorporated and its subsidiaries (TI) reserve the right to make corrections, enhancements, improvements and other changes to its semiconductor products and services per JESD46, latest issue, and to discontinue any product or service per JESD48, latest issue. Buyers should obtain the latest relevant information before placing orders and should verify that such information is current and complete. All semiconductor products (also referred to herein as "components") are sold subject to TI's terms and conditions of sale supplied at the time of order acknowledgment.

TI warrants performance of its components to the specifications applicable at the time of sale, in accordance with the warranty in TI's terms and conditions of sale of semiconductor products. Testing and other quality control techniques are used to the extent TI deems necessary to support this warranty. Except where mandated by applicable law, testing of all parameters of each component is not necessarily performed.

TI assumes no liability for applications assistance or the design of Buyers' products. Buyers are responsible for their products and applications using TI components. To minimize the risks associated with Buyers' products and applications, Buyers should provide adequate design and operating safeguards.

TI does not warrant or represent that any license, either express or implied, is granted under any patent right, copyright, mask work right, or other intellectual property right relating to any combination, machine, or process in which TI components or services are used. Information published by TI regarding third-party products or services does not constitute a license to use such products or services or a warranty or endorsement thereof. Use of such information may require a license from a third party under the patents or other intellectual property of the third party, or a license from TI under the patents or other intellectual property of TI.

Reproduction of significant portions of TI information in TI data books or data sheets is permissible only if reproduction is without alteration and is accompanied by all associated warranties, conditions, limitations, and notices. TI is not responsible or liable for such altered documentation. Information of third parties may be subject to additional restrictions.

Resale of TI components or services with statements different from or beyond the parameters stated by TI for that component or service voids all express and any implied warranties for the associated TI component or service and is an unfair and deceptive business practice. TI is not responsible or liable for any such statements.

Buyer acknowledges and agrees that it is solely responsible for compliance with all legal, regulatory and safety-related requirements concerning its products, and any use of TI components in its applications, notwithstanding any applications-related information or support that may be provided by TI. Buyer represents and agrees that it has all the necessary expertise to create and implement safeguards which anticipate dangerous consequences of failures, monitor failures and their consequences, lessen the likelihood of failures that might cause harm and take appropriate remedial actions. Buyer will fully indemnify TI and its representatives against any damages arising out of the use of any TI components in safety-critical applications.

In some cases, TI components may be promoted specifically to facilitate safety-related applications. With such components, TI's goal is to help enable customers to design and create their own end-product solutions that meet applicable functional safety standards and requirements. Nonetheless, such components are subject to these terms.

No TI components are authorized for use in FDA Class III (or similar life-critical medical equipment) unless authorized officers of the parties have executed a special agreement specifically governing such use.

Only those TI components which TI has specifically designated as military grade or "enhanced plastic" are designed and intended for use in military/aerospace applications or environments. Buyer acknowledges and agrees that any military or aerospace use of TI components which have **not** been so designated is solely at the Buyer's risk, and that Buyer is solely responsible for compliance with all legal and regulatory requirements in connection with such use.

TI has specifically designated certain components as meeting ISO/TS16949 requirements, mainly for automotive use. In any case of use of non-designated products, TI will not be responsible for any failure to meet ISO/TS16949.

Products

Audio	www.ti.com/audio
Amplifiers	amplifier.ti.com
Data Converters	dataconverter.ti.com
DLP® Products	www.dlp.com
DSP	dsp.ti.com
Clocks and Timers	www.ti.com/clocks
Interface	interface.ti.com
Logic	logic.ti.com
Power Mgmt	power.ti.com
Microcontrollers	microcontroller.ti.com
RFID	www.ti-rfid.com
OMAP Applications Processors	www.ti.com/omap
Wireless Connectivity	www.ti.com/wirelessconnectivity

Applications

Automotive and Transportation	www.ti.com/automotive
Communications and Telecom	www.ti.com/communications
Computers and Peripherals	www.ti.com/computers
Consumer Electronics	www.ti.com/consumer-apps
Energy and Lighting	www.ti.com/energy
Industrial	www.ti.com/industrial
Medical	www.ti.com/medical
Security	www.ti.com/security
Space, Avionics and Defense	www.ti.com/space-avionics-defense
Video and Imaging	www.ti.com/video

TI E2E Community

e2e.ti.com

Expectations of our supplier

Texas Instruments (TI) expects excellence and requires suppliers to achieve and maintain benchmark levels of performance in ensuring that workers are treated with respect and dignity, working conditions are safe, and manufacturing processes are environmentally responsible while also operating in full compliance with the laws and regulations of the countries in which they do business.

TI is also committed to permeating responsible and fair business practices throughout the supply chain, and we expect our suppliers to share that commitment. For suppliers that are measured on CETRAQ, our evaluation scorecard, effective sustainability practices will enhance the supplier's score, and TI shows preference to suppliers with higher scores.


TI suppliers shall demonstrate their commitment by complying with the TI Supplier Code of Conduct, as well as, establishing and implementing social responsibility programs, including the following requirements:

Environmental Stewardship

- Establish an Environmental, Safety and Health (**ESH**) **policy** that is approved by the supplier's board of directors, the chief executive officer or equivalent management.
- Implement a process or system to identify all applicable **ESH laws**, regulations, rules, ordinances, permits, licenses, approvals, orders, standards, and relevant customer requirements and ensure compliance with them.
- Implement a process or system to determine and control significant **ESH impacts and risks**, and demonstrate continual improvement and conservation of natural resources.
- Implement a process or system to identify potentially hazardous situations and minimize their impact by maintaining and implementing effective **emergency response plans**.
- Comply with TI's **Control Chemicals and Materials Specification (EDGE 6453792)** and with any applicable laws and regulations prohibiting or restricting the use or handling of specific substances. Suppliers should also disclose all chemical and material analytics to TI to help achieve regulatory compliance and meet TI and customer demands for such information.

Social Responsibility

- Implement a process or system to address **accident prevention** and make efforts to reduce their **injury/illness rate** and report results on an annual basis. The injury/illness rate should be less than half of Supplier's industry rate (i.e. SIC Code) over the previous 12-month period.
- Comply with the EICC® Code of Conduct (Code) regardless of local business practices or social customs, as it establishes the minimum requirements for doing business with TI. The Code is available at http://www.eicc.info/eicc_code.shtml.
- Adhere to all applicable **labor and anti-corruption laws**, rules, and regulations and establish a policy or standard forbidding the payment/acceptance of bribes or kickbacks, human trafficking and slavery, under-age labor and forced or compulsory labor in the supply chain and supplier should cascade this requirement throughout their supply chain.
- Disclose supplier's sustainability and social responsibility efforts using an internationally recognized reporting framework, such as the Global Reporting Initiative, that includes quantitative metrics on workplace safety and human and worker rights, as well as, environmental compliance.
- Establish a policy that prohibits the use and or support of any entity that uses mineral extraction and transport of **conflict minerals** (Tin, Tantalum, Tungsten and Gold) to promote conflict in the Democratic Republic of the Congo or surrounding countries.
Note: This only applies to Suppliers whose products contain conflict minerals.



Rob Simpson
Vice President, Worldwide Procurement and Logistics

IMPORTANT NOTICE

Texas Instruments Incorporated and its subsidiaries (TI) reserve the right to make corrections, enhancements, improvements and other changes to its semiconductor products and services per JESD46, latest issue, and to discontinue any product or service per JESD48, latest issue. Buyers should obtain the latest relevant information before placing orders and should verify that such information is current and complete. All semiconductor products (also referred to herein as "components") are sold subject to TI's terms and conditions of sale supplied at the time of order acknowledgment.

TI warrants performance of its components to the specifications applicable at the time of sale, in accordance with the warranty in TI's terms and conditions of sale of semiconductor products. Testing and other quality control techniques are used to the extent TI deems necessary to support this warranty. Except where mandated by applicable law, testing of all parameters of each component is not necessarily performed.

TI assumes no liability for applications assistance or the design of Buyers' products. Buyers are responsible for their products and applications using TI components. To minimize the risks associated with Buyers' products and applications, Buyers should provide adequate design and operating safeguards.

TI does not warrant or represent that any license, either express or implied, is granted under any patent right, copyright, mask work right, or other intellectual property right relating to any combination, machine, or process in which TI components or services are used. Information published by TI regarding third-party products or services does not constitute a license to use such products or services or a warranty or endorsement thereof. Use of such information may require a license from a third party under the patents or other intellectual property of the third party, or a license from TI under the patents or other intellectual property of TI.

Reproduction of significant portions of TI information in TI data books or data sheets is permissible only if reproduction is without alteration and is accompanied by all associated warranties, conditions, limitations, and notices. TI is not responsible or liable for such altered documentation. Information of third parties may be subject to additional restrictions.

Resale of TI components or services with statements different from or beyond the parameters stated by TI for that component or service voids all express and any implied warranties for the associated TI component or service and is an unfair and deceptive business practice. TI is not responsible or liable for any such statements.

Buyer acknowledges and agrees that it is solely responsible for compliance with all legal, regulatory and safety-related requirements concerning its products, and any use of TI components in its applications, notwithstanding any applications-related information or support that may be provided by TI. Buyer represents and agrees that it has all the necessary expertise to create and implement safeguards which anticipate dangerous consequences of failures, monitor failures and their consequences, lessen the likelihood of failures that might cause harm and take appropriate remedial actions. Buyer will fully indemnify TI and its representatives against any damages arising out of the use of any TI components in safety-critical applications.

In some cases, TI components may be promoted specifically to facilitate safety-related applications. With such components, TI's goal is to help enable customers to design and create their own end-product solutions that meet applicable functional safety standards and requirements. Nonetheless, such components are subject to these terms.

No TI components are authorized for use in FDA Class III (or similar life-critical medical equipment) unless authorized officers of the parties have executed a special agreement specifically governing such use.

Only those TI components which TI has specifically designated as military grade or "enhanced plastic" are designed and intended for use in military/aerospace applications or environments. Buyer acknowledges and agrees that any military or aerospace use of TI components which have **not** been so designated is solely at the Buyer's risk, and that Buyer is solely responsible for compliance with all legal and regulatory requirements in connection with such use.

TI has specifically designated certain components as meeting ISO/TS16949 requirements, mainly for automotive use. In any case of use of non-designated products, TI will not be responsible for any failure to meet ISO/TS16949.

Products

Audio	www.ti.com/audio
Amplifiers	amplifier.ti.com
Data Converters	dataconverter.ti.com
DLP® Products	www.dlp.com
DSP	dsp.ti.com
Clocks and Timers	www.ti.com/clocks
Interface	interface.ti.com
Logic	logic.ti.com
Power Mgmt	power.ti.com
Microcontrollers	microcontroller.ti.com
RFID	www.ti-rfid.com
OMAP Applications Processors	www.ti.com/omap
Wireless Connectivity	www.ti.com/wirelessconnectivity

Applications

Automotive and Transportation	www.ti.com/automotive
Communications and Telecom	www.ti.com/communications
Computers and Peripherals	www.ti.com/computers
Consumer Electronics	www.ti.com/consumer-apps
Energy and Lighting	www.ti.com/energy
Industrial	www.ti.com/industrial
Medical	www.ti.com/medical
Security	www.ti.com/security
Space, Avionics and Defense	www.ti.com/space-avionics-defense
Video and Imaging	www.ti.com/video

TI E2E Community

e2e.ti.com

TI Corporate Citizenship Topic Brief

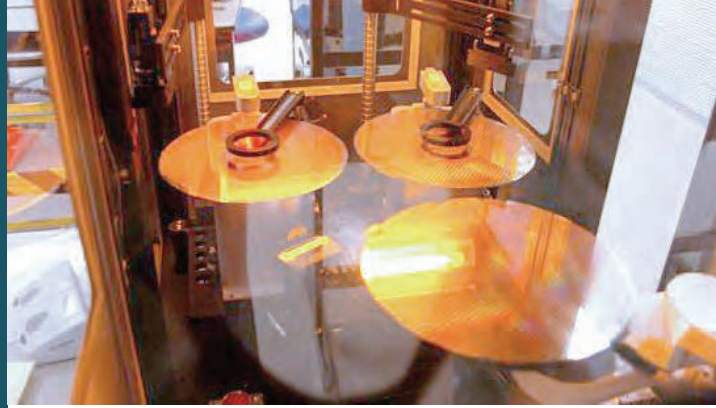


Supply chain management

Supply chain management

Why it matters

Across the globe, approximately 11,000 suppliers of all types and sizes deliver materials or services that help our company innovate and grow. These suppliers support us through direct materials for our fabrication processes, factory equipment and maintenance, logistics, and non-production supplies and services.



Effective supply chain management enables us to reduce costs and waste, streamline efficiencies and increase our competitiveness. Integrating responsible business practices into our supply chain also helps mitigate our vendors' business, labor and environmental risks.

Roughly 80 percent of our procurement is done with about 300 suppliers, of which about 180 are critical to supporting semiconductor manufacturing. When needed, we outsource the manufacturing of wafers or product assembly and testing.

Our approach

Management of our supply chain is led by our vice president of Worldwide Procurement and Logistics, who reports directly to the chief financial officer. Together, they oversee supply chain policies, performance and risk management. Our director of supply chain responsibility oversees supplier environmental and social responsibility, implements related programs and policies, and manages supplier diversity. This role brings greater focus to the growing importance of the supply chain when managing risks and operating conscientiously.

We continually assess risks to our supply chain, whether anticipated, such as emerging regulations, or unexpected, such as natural disasters. Our objective is to ensure that our procurement and supplier-management processes are rigorous enough to prevent shipping delays, escalated costs or reputational impacts. Risks we assess include:

- Quality of materials
- Price and trade volatility
- Availability of materials and finished goods
- Human trafficking
- Labor risks, such as forced, child or bonded labor
- Conflict minerals

Manufacturing semiconductors internally allows us to:

- Reduce costs
- Control fabrication efficiency and quality
- Better manage product supply and demand
- Protect our proprietary technology

Our goals

We seek suppliers that will strategically partner with us to create long-term shareholder value. We also aim to:

- Scale our supply chain to accommodate growth
- Cut costs, improve efficiency and drive continuous improvement
- Mitigate supply chain risks
- Develop innovative approaches to product development

Responsible sourcing

Our strategic procurement plan enables us to purchase intelligently and coordinate buying power globally. Our worldwide procurement teams oversee various categories of goods and services, set specific procurement strategies, and identify qualified suppliers and the best fulfillment methods. We consciously consider sustainability in our purchasing decisions, and have guidelines in place for purchasing and using specific resources. Our policies, contracts and purchase orders also specify our performance requirements and expectations.

We source most services and products locally to drive economic growth and support minority and women-owned business development and employment opportunities in communities where we operate. This also helps us reduce environmental and financial impacts from transporting goods.

Managing our suppliers

Our supply chain management system provides a framework to systematically manage procurement, inventory, manufacturing, quality and distribution processes. It also helps us comply with operational and regulatory standards, track costs and monitor risks.

Our management system is currently certified through:

- ISO Quality Management System 9001, which helps businesses operate efficiently and improve customer satisfaction
- ISO/TS 16949, which is a quality management system for automotive production and relevant service part organizations. We are working to be certified to the latest iteration of this standard, IATF 16949, which was developed by the International Automotive Task Force

We regularly conduct internal audits of our management system to identify and close gaps. Additionally, the International Organization for Standardization (ISO) annually evaluates the system as part of its recertification process. To date, there have been no major findings.

Codes of conduct, policies and guidance

We have a variety of guidance documents in place to ensure our standards and expectations are clearly communicated. For example, we require suppliers to comply with:

- Our [Supplier Code of Conduct](#) to ensure that working conditions in our supply chain are safe, workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically
- The [code of conduct](#) created by the Responsible Business Alliance (RBA), formerly known as the Electronic Industry Citizenship Coalition, which includes additional environmental, social and ethical standards applicable to the electronics industry
- Our [Supplier Environmental and Social Responsibility Policy](#), which outlines our expectations for labor, work conditions, health, safety and environmental protection
- Our [business practices statement](#), which outlines our unwavering pledge to uphold human rights, ethical practices and a safe environment
- Our [ethical](#) expectations and values

See [Environment, safety and health](#) to learn more about those standards and requirements, as well as [Product responsibility](#) to learn about our material quality and reliability expectations.

The Dodd-Frank Wall Street Reform and Consumer Protection Act requires publicly traded companies to disclose the extent to which their products contain so-called “conflict minerals” (i.e., tantalum, tin, tungsten and gold) sourced from mines in the Democratic Republic of the Congo or adjoining countries. Armed groups in these areas have been fueling war and human rights abuses in these regions. Learn more about our effort to eradicate non-compliant smelters by reading our [Conflict Minerals Policy](#), [Conflict Minerals](#) topic brief and our [filing](#) to the U.S. Securities and Exchange Commission.

- Our [Conflict Minerals Policy](#), which describes our expectations for disclosing information about minerals and metals in our supply chain

Engagement

When initiating relationships with suppliers, we educate them about our standards and expectations for safe, humane and ethical labor practices, as well as human trafficking, forced labor and workers' rights. We communicate these guidelines in meetings, on our [supplier website](#) and in purchase orders, supplier contracts and other related documents.

We also routinely engage and collaborate with industry groups such as the RBA, the Semiconductor Industry Association and SEMI to discuss and create supply chain standards and share best management practices. For example, the RBA holds regular teleconferences and webinars to help its members better understand and monitor risk associated with labor recruitment practices.

Empowering workers

Workers in our supply chain have the freedom to openly communicate and share ideas and concerns with management regarding working conditions and management practices without fear of discrimination, reprisal, intimidation or harassment.

Additionally, if suppliers have questions or concerns about doing business with TI, we make our buyers or procurement representatives available to meet with them. Our supply chain management team can also assist with identifying and addressing issues that are inconsistent with our ethics and values. If suppliers prefer, they can contact our [Ethics Office](#) to anonymously ask questions or discuss issues.

Training

We provide ongoing training and tools to help our suppliers abide by our policies and continuously improve. We deliver online and in-person training on our Supplier Code of Conduct, standards and expectations. As a member of the RBA, we also leverage its training programs to help suppliers understand its code of conduct, labor risks, respecting workers' rights, hiring migrant workers and more.

Our expectations

We expect our suppliers to exemplify good corporate

citizenship, adhere to our standards, comply with laws and regulations, and achieve and maintain benchmark levels of performance.

We also expect them to create their own sustainability policies, standards and processes, operate ethically and legally, and continuously improve performance.

Our specific mandates include:

- **Compliance** – Both TI and our suppliers must operate in full compliance with the laws and regulations of the countries in which we do business. While these vary, site leaders are responsible for monitoring local legislation and ensuring compliance.
- **Quality** – Our [supplier quality guidelines](#) outline the processes and systems that support our quality expectations. These include making sure direct material suppliers are certified to international quality standards. We also scrutinize their financial health to ensure that they can maintain product deliveries and put contingency plans in place to prevent possible interruptions.
- **Human trafficking** – We do not tolerate human trafficking of any kind, and assess global labor risks and monitor supplier performance to ensure ongoing compliance. The California Transparency in Supply Chains Act of 2010 and the United Kingdom Modern Slavery Act 2015 require companies to disclose their efforts, if any, to eradicate slavery and human trafficking from their supply chains and businesses. Our [Anti-Human Trafficking Statement](#) provides information about our efforts.
- **Forced and bonded labor** – Through our Supplier Code of Conduct and Environment, Safety and Health policy, we forbid:
 - Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking, or child labor
 - Transporting, harboring, recruiting, transferring or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services
 - The holding of worker passports or the charging of fees in exchange for jobs
 - Substandard living and work conditions
 - Excessive work hours
 - Exploitation and discrimination

Through our involvement with the RBA's Responsible Labor Initiative, we have access to tools and training to help our suppliers respect and promote the rights of their workers through responsible recruitment and employment practices. Where labor providers are used, we require extensive due diligence and conduct interviews with workers to identify possible exploitation. We also conduct regular assessments to evaluate employment contracts, working hours and dormitory conditions.

Environmental, safety and health

We require suppliers to have robust environmental, safety and health policies and management systems, methods to identify and control risks, and to comply with related laws and regulations. This includes proving compliance with banned substances and restricted chemicals.

Transparency

We believe public reporting on sustainability increases transparency, and leads to improved sustainability and social responsibility practices. We encourage our suppliers to publish reports disclosing their own sustainability and social responsibility efforts using an internationally recognized reporting framework, such as the Global Reporting Initiative (GRI). GRI Standards include quantitative metrics on workplace safety, human and worker rights as well as environmental compliance.

We strive to provide the kind of transparency we expect from our suppliers:

- Our Eco-Info and Lead (Pb)-Free website and product content database allow customers to view materials contained within our products
- We provide details of our supplier management and monitoring programs, and disclose our annual performance in our Corporate Citizenship Report
- We share findings of the RBA/Global E-Sustainability Initiative's Conflict Minerals Reporting Template with customers as required
- We meet with stakeholders to address questions about our environmental, supplier management and social responsibility activities

Monitoring performance

As a member of the RBA (Responsible Business Alliance), we use the RBA Code of Conduct, a set of social environmental and ethical industry standards, as the basis for our Supplier Code of Conduct. The standards set out in the RBA Code of Conduct, and hence TI's Supplier Code of Conduct, reference international standards including the Universal Declaration of Human Rights, ILO International Standards, OECD Guidelines for Multinational Enterprises and more. The Supplier Code of Conduct is foundational to our policies to protect human rights in the supply chain, and outlines our expectations to our suppliers. The RBA reviews its Code of Conduct every three years to ensure its responsiveness to international norms and issues members may face in their supply chains.

The Supplier Code of Conduct and other related policies outlining our expectations to our suppliers, are communicated to our suppliers in our contracts, purchase order terms and conditions, supplier website, business reviews, our annual ethics letter and in training provided in-person or by webinar.

Annually, we assess our supplier's performance against the policies that reflect our standards and expectations for suppliers. The first phase of this risk analysis involves prioritizing our suppliers based on spend, criticality, products and services provided, as well as their geographic location. As the second phase, these prioritized suppliers, which include both material and service suppliers, are required to complete a self-assessment that includes questions to help identify risks related to ethical, environmental and social risks, including human rights violations. We analyze the responses to the self-assessments, targeting responses to forced labor questions, to determine the risk and identify potential compliance gaps. Responses to the self-assessments are further validated with document reviews and deeper supplier discussions. Based on analysis of the self-assessments, as well as other risk factors, suppliers are identified for audits that are conducted by TI personnel or independent third-party auditors, which are performed against the full or targeted sections of the RBA Code of Conduct. These audits include worker interviews and inspections of dormitories and workplace conditions. Concerns identified as a result of the above assessment

process, are escalated to our purchasing managers and suppliers for issues to be verified and corrective actions developed to address gap areas. Where necessary, TI provides suppliers with targeted training to help build supplier capability in areas requiring improvement. TI monitors suppliers' progress toward identified improvement plans to ensure corrective actions are implemented. Suppliers who do not comply with our standards, laws or regulations must implement corrective actions within a specified time or risk termination of the relationship.

For critical suppliers, their performance on the above described risk assessments are included in a bi-annual supplier performance measurement program called CETRAQ. The CETRAQ program enables us to identify risk in the areas of Cost, Environment and Social Responsibility, Technology, Assurance of supply and Quality to be reviewed together by TI and the suppliers' management team. We are also able to assess suppliers' compliance to our quality, labor, ethics and human rights standards as well as their risk management performance. This program also encourages continuous improvement through regular supplier performance discussions and review of progress toward supplier improvement plans. Suppliers with outstanding CETRAQ performance can be considered for TI's annual Supplier Excellence Award.

To close the annual risk assessment cycle, TI's Supply Chain Responsibility organization and the Citizenship Steering

Team review the results of the assessments and look for ways to improve our processes. These discussions also help inform any adjustments we make to our policies. TI's Supply Chain Responsibility organization reports into the Vice President of World Wide Purchasing and Logistics, who reports directly to the CFO of TI. Our Citizenship Steering Team includes leaders across all functions and convenes quarterly to execute, support and manage our corporate social responsibility initiatives as well as understand environmental, social, and governance changes. This team's membership includes representatives from corporate quality, supply chain, ethics, business continuity, legal, and citizenship teams, focused on supporting sustainability, communities and giving, and business practices. A cross-functional executive team provides direction for our overall citizenship strategy, programs and reporting. The Audit Committee of the Board of Directors oversees TI's approach to risk management as a whole, and reviews TI's risk management process at least annually. More information on our citizenship [approach](#) is available online.

We recognize outstanding suppliers each year through the TI Supplier Excellence Award. Winners are selected based on their CETRAQ performance.

A diverse supply chain brings innovation and competitive solutions to TI. In addition, we are able to fuel local business development and contribute to economic growth, enhancing the communities in which we work. Certified diverse companies can register at TI's [Supplier Diversity portal](#).

Diversifying our supply chain

We have had a [formal program](#) to foster diversity of our supply chain in place for more than 20 years. We benefit by receiving creative, diverse and cost-effective solutions for our business.

Our sourcing strategy is inclusive and encompasses businesses that have a competitive product or service to offer. Most of our supplier diversity engagements are concentrated in North Texas, where our headquarters and several of our major manufacturing facilities are located

Procurement managers work with prime suppliers to determine feasible spend goals for diverse suppliers and monitor progress toward those goals. We require prime suppliers to report spending with certified diverse suppliers quarterly. This initiative helps us increase the amount of diverse suppliers participating in our supply chain.



Texas Instruments Incorporated

Anti-Human Trafficking Statement

May 2018

The California Transparency in Supply Chains Act of 2010 and the United Kingdom (UK) Modern Slavery Act 2015 require covered companies to disclose their efforts, if any, to eradicate slavery and human trafficking from their supply chains and businesses.

Texas Instruments (TI) believes that all employees should be treated with respect and dignity. We are committed to complying with the applicable laws of the countries in which we operate, and we pledge to uphold human rights, ethical practices and a safe environment at all our operations, regardless of location. Our [business practices statement](#) and [TI Code of Conduct](#) demonstrate TI's long standing commitment to doing the right things.

As a member of the Responsible Business Alliance ([RBA](#)), TI uses the RBA Code of Conduct ([RBA Code](#)) as a tool to align and adopt best practices within its industry and expects its suppliers to do the same. The labor section of the RBA Code addresses core indicators of modern slavery standards such as Freely Chosen Employment and Child Labor Avoidance. The RBA Code is also embedded in the [TI Supplier Code of Conduct](#).

We communicate our expectations to our suppliers through the [TI Supplier Code of Conduct](#) and the [TI Environmental and Social Responsibility Policy](#), both of which are referenced in TI's standard terms and conditions of purchase and in contracts. The TI Supplier Code of Conduct states that suppliers must have the necessary management systems in place to ensure workers' rights are protected throughout the supply chain.

We demonstrate our commitment to environmental and social responsibility through the use of RBA's standardized assessment and audit tools for our internal factories as well as for our supply chain. The RBA convenes regular teleconferences, webinars, and other meetings, which make us better able to understand and monitor risks associated with labor recruitment practices.

A summary of our efforts is included below:

1. **Verification:** We evaluate and address risks of human trafficking and slavery through conformance to the [TI Code of Conduct](#) and the [TI Supplier Code of Conduct](#). We pursue conformance by performing supplier risk assessments and audits.
 - a. Risk assessment: TI's supply base is prioritized based on risk level, which is dependent on factors such as spend, criticality to business, geographic risk and more. The prioritized supply base is assessed using the Supplier Self-Assessment Questionnaire (SAQ), which is a self-evaluation that inquires into demographics and existing policies at a facility level against all sections of the RBA Code. The evaluation covers several aspects relating to risks associated with forced labor. In 2017, 100% of our targeted suppliers completed their risk assessments.

- b. Audits:** The Validated Audit Process (VAP) audits carried out on TI facilities and suppliers' facilities are completed by independent, third-party auditors specially trained in social and environmental auditing and the VAP audit protocol. This helps to set consistent industry-wide expectations. The VAP assesses suppliers and TI sites against the RBA Code, which is inclusive of: Labor, Health & Safety, Environment, Ethics, and Management Systems. The audits include different components, such as on-site inspection, document reviews, and worker and management interviews. Audits are conducted annually on TI sites and targeted supplier facilities that are deemed to be high risk per the SAQ evaluations. A corrective action plan is required for any resulting non-conformances, and all actions are tracked to closure.
2. **Certification:** The [TI Supplier Code of Conduct](#) includes a clause stating that companies should have a management system that contains “a process to communicate the Code requirements and to monitor supplier compliance to the Code”. Our standard purchase order terms and conditions and contract templates require compliance with applicable laws and the TI Supplier Code of Conduct. Terms and conditions in the contracts and purchase orders specifically stipulate policies involving antidiscrimination and humane treatment of workers.
3. **Internal Accountability:** Slavery and trafficking are taken very seriously. They are considered the most severe type of nonconformance and corrective action plans to remedy any identified instances of nonconformance are expected to be implemented at the shortest possible timeline. Any TI employee, contractor, supplier, distributor or customer who has reason to believe that TI, a TI employee, contractor or other person(s) acting on TI’s behalf has violated a law, a statutory regulation, the [TI Code of Conduct](#) or a corporate policy is expected to report the suspected violation to a TI representative or to the [TI Ethics Office](#). The Ethics Office maintains multiple avenues of reporting, which are available both internally and externally. Reports may be made anonymously, and all reported issues are investigated. Business relationships with suppliers that do not immediately remedy any non-conformances with regard to slavery and trafficking are subject to review and possible termination.
4. **Training:** As part of TI’s focus on ethics and compliance with laws in all countries where it operates, the company has a yearly training requirement called the Ethics and Compliance Awareness Program (ECAP). ECAP courses help our employees understand how to comply with laws and regulations governing our business, and how to make the right ethical decisions. Reporting or raising a concern to our internal and third party help lines is an important part of ECAP training. During 2017, our employees completed 99.9% of ECAP assignments. Additionally, employees in our global purchasing organization as well as targeted suppliers are trained on the RBA Code, which addresses principles inclusive of freely chosen employment. We leverage the use of RBA’s eLearning Academy for training. RBA’s eLearning Academy contains online learning modules specifically focused on forced labor and human trafficking, among other code of conduct modules.



Texas Instruments Incorporated

The [TI Code of Conduct](#) and [TI Supplier Code of Conduct](#) are a fundamental part of our efforts to ensure that slavery and human trafficking do not exist in our supply chains and our own business.

TEXAS INSTRUMENTS INCORPORATED

A handwritten signature in blue ink, appearing to read 'Rafael R. Lizardi', written over a light blue horizontal line.

By:

Rafael R. Lizardi

Senior Vice President and Chief Financial Officer



GRI INDEX

Global Reporting
Initiative Standards



Standards content index

TI subscribes to the Global Reporting Initiative's (GRI) Sustainability Reporting Standards (GRI Standards). This table is an index of general and specific standard disclosures based on GRI guidance. The index provides a simple and standardized way to share information that is both relevant and important to TI and its stakeholders.



Indicator	Description	Location
102-1	Name of the organization	Texas Instruments Incorporated (NASDAQ: TXN)
102-2	Activities, brands, products and services	For more information, see our SEC Form 10-K , Part I, pages 2-4.
102-3	Location of headquarters	Our headquarters is located at 12500 TI Boulevard, Dallas, Texas 75243.
102-4	Location of operations	Go here to view our major locations.
102-5	Ownership and legal form	For more information, see our SEC Form 10-K , Part I.
102-6	Markets served	For more information, see our SEC Form 10-K , Part I, pages 5-7.
102-7	Scale of the organization	On Dec. 31, 2017, TI had 29,714 employees and manufacturing, design and sales operations in more than 30 countries. We sold tens of thousands of products and generated \$14.96 billion in revenue. (SEC Form 10-K , Part I, Item 1, pages 2, 9; Item 2, page 14)
102-8	Information on employees and other workers	Please see Employees to learn more about our team.
102-9	Supply chain	Go here to learn more about our Supply chain management .
102-10	Significant changes to the organization and its supply chain	TI announced in January 2017 a reorganization of the product lines inside our two business segments, Analog and Embedded Processing, to align by product categories that our customers think about. Analog is comprised of three major products: Power, Signal Chain, and High Volume Analog and Logic (HVAL). Embedded Processing is comprised of two product lines: Connected MCU and Processors. TI made no significant changes to its size, ownership or supply chain during the year. In 2017, revenue grew 12 percent. For more information, see our SEC Form 10-K .

Standards content index

Indicator	Description	Location
102-11	Precautionary principle or approach	We consider precautionary principles in many aspects of our operations. For example, our aggressive chemical and material screening process assures that we do not use materials whose hazards are not understood and controlled.
102-12	External initiatives	See our Voluntary standards to learn more about our external initiatives.
102-13	Membership of associations	TI belongs to many associations with which it works on various policy objectives. We are more active in some than others, and do not work on all issues with every association and may not align on all positions. We also collaborate with other outside groups and coalitions to advance policies that drive growth, promote competitiveness and support TI's shareholders, customers, employees and the communities in which we operate.
102-14	Statement from senior decision-maker	Read about our commitment in our Executive statement .
102-16	Values, principles, standards and norms of behavior	TI's first ethics guide was published in 1961 and has been the foundation to our strong ethical standards for doing business. In 2015, we updated our Code of Conduct , which reinforces the core values of integrity, innovation and commitment that govern how we operate. All employees are required to complete training on this code and to certify compliance.
102-18	Governance structure	Go here for Governance at TI.
102-40	List of stakeholder groups	Our stakeholders include, but may not be limited to, employees, customers, shareholders, communities where we have operations, academia, public officials, trade associations, regulatory agencies, nongovernmental organizations, analysts, investors, suppliers, contractors, TI retirees and potential employees.
102-41	Collective bargaining agreements	Employees at any of our global operations have always had the freedom to associate and/or right to collective bargaining as provided by local statutes; therefore, we don't track the percentage of employees engaged in these agreements.
102-42	Identifying and selecting stakeholders	We engage with stakeholders who directly influence or have interest in our operations. See Stakeholder engagement .
102-43	Approach to stakeholder engagement	In 2017, we completed a formal stakeholder assessment to identify and better understand environmental, social and governance topics that are most important to TI and its stakeholders. The assessment included global peer benchmarking and surveying of managers/employees, suppliers, customers, community leaders, investors and trade associations. See Stakeholder engagement .
102-44	Key topics and concerns raised	Through engagement with stakeholders in 2017, we have identified several areas of interest: supplier management; suppliers' or TI's labor, human rights and environment practices; conflict minerals; ethics and compliance; water and energy use; air quality/emissions; climate change; information protection/privacy; product innovation; diversity/inclusion; business and supply continuity; and severe weather events.

Standards content index

Indicator	Description	Location
102-45	Entities included in consolidated financial statements	TI has two reportable segments: Analog and Embedded Processing. TI reports the results of its remaining business activities in Other. (SEC Form 10-K , Part I, Item 1, page 2-4). This report covers citizenship topics for all entities included in our financial statements.
102-46	Defining report content and topic boundaries	To determine the focus of this report, we formally assess stakeholders biannually and consult with our Citizenship Steering Team. See Stakeholder engagement to learn more about our approach.
102-47	List of material topics	Read our Stakeholder engagement for our list of material topics.
102-48	Restatements of information	Any restatements of information are included in the footnotes beneath the specific performance data tables.
102-49	Changes in reporting	TI transitioned from GRI's G4 guidelines to the GRI Standards. We made no other changes in reporting.
102-50	Reporting period	The reporting period covers calendar year 2017.
102-51	Date of most recent report	Our 2016 report was released in May 2017.
102-52	Reporting cycle	We release an annual citizenship report.
102-53	Contact point for questions regarding the report	For questions about citizenship at TI or this report, contact citizenshipfeedback@list.ti.com .
102-54	Claims of reporting in accordance with the GRI Standards	This report has been prepared in accordance with the GRI Standards: Core option.
102-55	GRI content index	See our GRI Index to learn more about how we align with the GRI Standards.
102-56	External assurance	We currently do not seek independent assurance of report data.

Economic performance

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	Learn more about our management approach at About TI and Who We Are . See our SEC Form 10-K for details on our performance.
201-1	Direct economic value generated and distributed	Our Annual Report provides information about our financial performance. For our philanthropic contributions, see Community .
201-2	Financial implications and other risks and opportunities due to climate change	TI has no intention of quantifying the potential implications of climate change as a broad risk. We evaluate site-related risks (severe weather, droughts, etc.) and implement necessary controls to reduce operational and environment impacts.

Standards content index

Economic performance (continued)

Indicator	Description	Location
201-3	Defined benefit plan obligations and other retirement plans	We have various employee retirement plans, including defined contribution, defined benefit and retiree health care benefit plans. Contributions to these plans meet or exceed all minimum funding requirements. SEC Form 10-K , Item 10, page 48: Post Retirement Benefit Plans.
201-4	Financial assistance received from government	TI received tax-benefit incentives from federal, state and local governments around the world. These incentives are commonly available to manufacturing companies with investments in equipment and facilities, employment and R&D. See SEC Form 10-K Part II, Item 8, Note 6, pages 42-44 and tax policy for additional details.

Market presence

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Our employees to learn more about our management approach.
202-1	Ratios of standard entry level wage by gender compared to local minimum wage	TI does not maintain a standard entry wage for every country; however, we have verified that we are paying employees above local minimum wage in every country in which we operate. We compensate each employee based on legitimate work-related factors regardless of gender, race, ethnicity or other protected characteristics.
202-2	Proportion of senior management hired from the local community	TI's strategy is to hire the best and brightest individuals to work at our company, and 99 percent of our employees in senior positions are from the communities where we operate.

Procurement practices

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Supply chain management to learn more about our management approach.
204-2*	Proportion of spending on U.S. minority and women-owned enterprises.	Our proportion of spend is 6.4%.

Standards content index

Anti-corruption

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	For information about our anti-corruption policies, please see Ethics at TI and our Code of Conduct .
205-1	Operations assessed for risks related to corruption	We assess 100 percent of our worldwide manufacturing operations for risks related to corruption.
205-2	Communication and training about anti-corruption policies and procedures	TI provided Ethics and Compliance Awareness training that included lessons on anti-corruption to all employees and 99.9 percent completed the classes. We also refreshed our anti-bribery and falsification of records policy during the year. We train third-parties and vendors using a myriad of tools on anti-corruption. Additionally, we provide awareness to our own employees and contractors on this topic in regular internal news articles.
205-3	Confirmed incidents of corruption and actions taken	If allegations of corruption are brought to our attention, we work to investigate and resolve them appropriately and disclose material, substantiated incidents as appropriate.

Anti-competitive behavior

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Ethics to learn more about our management approach.
206-1	Legal actions for anti-competitive behavior, anti-trust and monopoly practices	For material legal proceedings involving TI, SEC Form 10-K , page 15.

Materials

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Materials management to learn more about our management approach.
301-2	Recycled input materials used	The majority of the purchase materials required to manufacture our products are chemicals. Although most chemicals used in semiconductor processing must be ultra-pure, we collect and reuse oxide slurry at some of our sites. Where feasible, we also collect waste acids from our processes for reuse in abatement equipment. During construction projects, we give preference to materials containing recycled products, although we do not currently track the total amount of recycled material purchased for these projects.

Standards content index

Materials (continued)

Indicator	Description	Location
301-3	Reclaimed products and their packaging materials	Currently, we are unable to determine the percentage of products reclaimed by customers or end users. TI Education Technology participates in various recycle programs. Although TI cannot control how customers handle the semiconductors they place in their products, nor their product's end-of-life issues, we provide detailed information about the substances used in our components so that customers can make informed decisions about end-of-life disposal.

Energy

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Energy use to learn more about our management approach.
302-1	Energy consumption within the organization	See data on our Energy consumption . TI does not sell any energy outside of our company.
302-3	Energy intensity	Our energy intensity ratio is 0.38. We use energy consumed within TI as the numerator and the number of chips produced within TI as the denominator. This ratio is then reported as a normalized value where 2005 = 1.
302-4	Reduction of energy consumption	Energy conservation savings are based on electric, natural gas and heating savings projects. The basis for calculation is the estimated annualized reduction for each project and the total is reported as the sum of all the annualized savings estimates.
302-5	Reductions in energy requirements of products and services	The energy required to operate a chip for a year can be as little as 0.15 watt-hours. TI also works to reduce energy use in our products and is often able to achieve a reduction of 7 percent over prior designs when implementing a new design that performs an equivalent function.

Water

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Water and wastewater to learn more about our management approach.
303-1	Water withdrawal by source	See our Wastewater discharge data.
303-2	Water sources significantly affected by withdrawal of water	We are not aware of any negative impacts on water sources from our operations.
303-3	Water recycled and reused	More information is available on our Water reused data.
304-1	Biodiversity	Learn more about our Biodiversity approach.

Standards content index

Emissions		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Air emissions and Climate change to learn more about our management approach.
305-1	Direct (Scope 1) GHG emissions	See Direct (scope 1) emissions (total). Gases included in the calculation are CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ and NF ₃ . TI has no biogenic emissions. We adopted GHG reduction goals targeting 2020 based on a 2015 baseline. We have not made any significant changes in emissions that triggered recalculations of base year emissions. Our source of the emission factors and the global warming potential (GWP) rates used is U.S. Environmental Protection Agency's GHG MRR Final Rule. All calculations for scope 1 emissions follow either U.S. EPA MRR or IPCC Tier 2.
305-2	Energy indirect (Scope 2) GHG emissions	See Indirect (scope 2) emissions (total). We adopted GHG reduction goals targeting 2020 based on a 2015 baseline. We have not made any significant changes in emissions that triggered recalculations of base year emissions. Our source of the emission factors and the global warming potential (GWP) rates used is U.S. Environmental Protection Agency's GHG MRR Final Rule. All calculations for scope 2 emissions follow either US EPA MRR or IPCC Tier 2.
305-4	GHG emissions intensity	See GHG emissions per chip . The ratio was calculated using both scope 1 and scope 2 emissions, which include CO ₂ , CH ₄ , N ₂ O, PFCs, SF ₆ and NF ₃ , as the numerator and using the number of chips produced within TI as the denominator. This ratio is then reported as a normalized value where 2005 is 1.
305-5	Reduction of GHG emissions	TI has increased scope 1 and 2 emissions by 9,974 MTCO ₂ e since 2015, the base year set for our calculation. Gases used in the calculation are CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ and NF ₃ . Calculation tools used are either U.S. EPA MRR or IPCC Tier 2.
305-6	Emissions of ozone-depleting substances (ODS)	The only ODS used at TI are in closed loop refrigeration units, and these units are being phased out as they reach their end of life. TI does not produce or export CFC-11 (trichlorofluoromethane).
305-7	Nitrogen oxides (NOx), sulfur oxides (SOx), and other significant air emissions	See more on NOx in our performance data. TI does not collect worldwide data on SOx, POPs, HAPs or PM.

Effluents and waste		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Water and wastewater to learn more about our management approach.
306-1	Water discharge by quality and destination	More information is available on our Wastewater discharge data.
306-2	Waste by type and disposal method	Learn more about our Waste types .

Standards content index

Effluents and waste (continued)

Indicator	Description	Location
306-3	Significant spills	No significant spills occurred in 2017.
306-4	Transport of hazardous waste	In 2017, TI did not ship any hazardous waste across international borders.

Environmental compliance

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Environment, safety and health to learn more about our management approach.
307-1	Non-compliance with environmental laws and regulations	TI received no significant fines or sanctions (greater than \$25,000) in 2017.

Supplier environmental assessment

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Supply chain management to learn more about our management approach.
308-2	Negative environmental impacts in the supply chain and actions taken	TI works with thousands of suppliers worldwide and communicates our expectations for responsible environmental performance. We assess strategic and high-risk suppliers against these and other criteria set by the Responsible Business Alliance's Code of Conduct – as well as our own policies and standards. In 2017, we evaluated more than 300 supplier sites and our findings revealed no significant negative environmental impacts or issues of concern. As a result, no relationships were terminated.

Employment

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Our employees to learn more about our management approach.
401-1	New employee hires and employee turnover by age, region and gender	TI hired 2,635 employees (excluding interns) in 2017. Go here for details on employee turnover. Hiring rates by gender and age are considered confidential information.
401-2	Benefits provided to full-time employees that are not provided to temporary or part-time employees	At TI, both full-time U.S.-based employees and employees who work an alternative work schedule (20 to 39 hours per week) are eligible for all benefits, including medical, prescription, dental, vision, employee assistance and income protection. Temporary or part-time employees on alternative work schedules less than 20 hours per week are not eligible for benefits.

Standards content index

Employment (continued)		
Indicator	Description	Location
401-3	Parental leave	We offer paid maternity, paternity and adoption leave. We do not track return-to-work and retention rates after parental leave.
401-4*	Employee tenure at company by average years of service	Less than 10 years: 49.4% 10-20 years: 25.5% More than 20 years: 25.1%

Labor/management relations		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Our employees to learn more about our management approach.
402-1	Minimum notice periods regarding operational changes	In the U.S., TI provides a minimum of one week's notice regarding shift changes and provides at least 60 days' notice (or pay in lieu of notice) for reductions in force. Outside the U.S., TI adheres to local labor laws.

Occupational health and safety		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Employee health and safety to learn more about our management approach.
403-1	Workers representation in formal joint management-worker health and safety committees	TI has formal environmental, safety and health (ESH) committees at all manufacturing sites. These committees are comprised of manufacturing managers, ESH specialists and employee representatives.
403-2	Types and rates of injury, occupational diseases, lost days, absenteeism and number of work-related fatalities	We track employee absenteeism due to occupational injuries and illnesses based on number of days lost. In 2017, our absentee rate was 2.26. We had no work-related fatalities. Go here to see our safety rates.
403-3	Workers with high incidence or high risk of diseases related to their occupation	TI does not have workers who are involved in occupational activities with high incidence or high risk of specific diseases. We have very strong industrial hygiene programs that ensure that all chemical exposure in the workplace is minimized and does not adversely affect worker health.

Standards content index

Training and education		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Development to learn more about our management approach.
404-1	Average hours of training per year per employee	Employees globally received, on average, 36.6 hours of training.
404-2	Programs for upgrading employee skills and transition assistance programs	Employees take part in a variety of development opportunities over the course of their career.
404-3	Percentage of employees receiving regular performance and career development reviews	We've seen greater success in employee engagement, goal-setting and alignment with the company priorities by instead encouraging better conversations between supervisors and employees and by providing access to online resources to guide these conversations. We regularly assess employees' understanding of their own goals and manager expectations. Employees and their managers may agree to more frequent reviews. TI supports employees owning their development plans and therefore does not track the number of employees receiving performance reviews.

Diversity and equal opportunity		
Indicator	Description	Location
103-1 to 103-3	Disclosure on management approach	See Diversity and inclusion , and Pay and benefits to learn more about our management approach.
405-1	Diversity of governance bodies and employees	View our Corporate governance , and Employee diversity data.
405-2	Ratio of basic salary and remuneration of women to men	We are confident that we pay our employees equitably. TI has long been committed to competitive and equitable compensation regardless of gender, race, or ethnicity or other protected characteristics. We have designed checks and balances into our compensation system, including an in-depth annual analysis, to ensure that we achieve it. We conducted a separate compensation analysis examining gender pay parity (including base, bonus and equity), which takes into account job type and job level. The analysis confirmed that within the U.S., we've achieved 100 percent gender pay parity. In fact, within our three most populous countries, including the U.S. (making up approximately 70 percent of our employee population), the same analysis also shows that women are paid as much as men. Additional information on TI's pay equity goals and policies can be found in Pay and benefits .

Standards content index

Nondiscrimination

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Diversity and inclusion to learn more about our management approach.
406-1	Incidents of discrimination and corrective actions taken	Although we compile discrimination allegations for internal review and action, we do not currently report this information since we consider it confidential. We work to successfully resolve any inquiries related to discrimination.

Security practices

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Ethics to learn more about our management approach.
410-1	Security personnel trained in human rights policies or procedures	Our Worldwide Protective Services organization has a standard protocol for maintaining a safe and respectful working environment globally. This includes delivering targeted training that includes ethics, compliance and human rights components to 100 percent of our security personnel.

Human rights assessment

Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Human rights to learn more about our management approach.
412-1	Operations that have been subject to human rights reviews or impact assessments	TI successfully audited two operations for human rights as part of its Responsible Business Alliance (RBA, formerly known as EICC) validated audit process. We assessed 100 percent of our worldwide manufacturing sites using the RBA's self-assessment tools.
412-2	Employee training on human rights policies or procedures	All employees receive training and guidance on TI's values and ethics, specifically as it relates to integrity and respect in the workplace. In 2017, Code of Conduct awareness training, which addresses human rights, was required for all employees globally.

Standards content index

Local communities		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Enriching our communities to learn more about our management approach.
413-1	Operations with local community engagement, impact assessments and development programs	We conduct environmental impact assessments at all sites and have found no negative impacts on water, air or biodiversity to date. At each of our sites, we engage with community leaders to identify local needs so that we may support them through corporate, foundation and employee giving as well as by providing volunteers (see Giving and Volunteerism to learn more about our community investments). TI does not conduct formal community impact assessments because our sites are located in existing industrial areas that do not negatively impact vulnerable populations. We provide many channels for our neighbors to contact TI with questions or concerns (see Stakeholder engagement).
413-2	Operations with significant actual and potential negative impacts on local communities	TI announced in 2016 that it was taking steps to begin the closure of the GFAB manufacturing facility in Greenock, Scotland, to transfer work to more cost-effective plants in Germany and the U.S. This process has been extended through mid-2019. If we are unable to find an appropriate buyer, about 300 TI jobs will be affected through elimination or transfers.

Supplier social assessment		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Supply chain management to learn more about our management approach.
414-1	Percentage of new suppliers that were screened using social criteria.	If deemed critical to TI, we formally screen new suppliers using social and environmental criteria. New suppliers comprise a very small portion of our overall spend; therefore, there is no formal tracking process.
414-2	Negative social impacts in the supply chain and actions taken	TI works with thousands of suppliers worldwide and communicates our expectations for responsible social performance. We assess strategic and high-risk suppliers against these and other criteria set by the Responsible Business Alliance's Code of Conduct – as well as our own policies and standards. In 2017, we evaluated more than 300 supplier sites and our findings revealed no significant negative social impacts or issues of concern. As a result, no relationships were terminated.

Standards content index

Public policy		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Public policy to learn more about our management approach.
415-1	Political contributions	TI's political activities and contributions report reflects U.S. activity only. We do not make political contributions in any country outside the United States.

Marketing and labeling		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Responsible manufacturing to learn more about our management approach.
417-1	Requirements for product and service information and labeling	Learn more about these requirements on our Responsible packaging and labeling page.

Socioeconomic compliance		
Indicator	Description	Location
103-1 to 103-3	Disclosure of management approach	See Ethics learn more about our management approach.
419-1	Non-compliance with laws and regulations in the social and economic area	TI received no material fines and no material non-monetary sanctions.

* Developed by TI.



Ethical expectations of our suppliers

An open letter to suppliers or potential suppliers to TI

As a supplier to Texas Instruments, you play a pivotal role in positioning TI for a strong future. We depend on you and your products and services every day to help make TI successful. We look forward to a close working relationship that is mutually advantageous.

TI has become one of the world's largest semiconductor companies by building on a solid foundation of strong ethical principles and values. Our values of integrity, innovation and commitment have historically led us to do things the right way. To further demonstrate our commitment to ethics, environmental, and social responsibility, TI has joined the Electronic Industry Citizenship Coalition (EICC) to ensure that working conditions in the electronics industry are safe, that workers are treated with respect and dignity, that manufacturing practices are environmentally responsible, and that business is conducted with the highest of ethical standards.

These same values provide the firm foundation for our success in supplier relationships. We expect suppliers to adhere to our ethical values so that responsible and fair business practices will permeate the supply chain. The TI Values and Ethics Statement and the TI Supplier Code of Conduct set the standard for how we conduct business. Ethics and integrity are the primary considerations in all actions and decisions. Every TIer and supplier must strive to foster an environment of fair and impartial opportunities for all suppliers to compete. Unethical behavior has no place within our supply chain.

If you become aware of any questionable activities involving TIers or suppliers, please share your concerns immediately with any of the following TI individuals:

- Any buyer/Worldwide Procurement & Logistics (WPL) representative
- Worldwide Procurement & Logistics Vice President Rob Simpson
- TI Ethics and Compliance Director Gene Vallow

Please do not let questionable activities go unchallenged. We count on our suppliers to help us maintain our high standards and promote an environment of healthy and fair competition. If you have any questions or concerns, please contact either of us directly, or a TI buyer or WPL representative with whom you feel the most comfortable.

Thanks and regards,

Rob Simpson

Vice president, Worldwide Procurement & Logistics
214-567-4833

Gene Vallow

Vice president, TI Ethics and Compliance director
214-479-1266

TI Corporate Citizenship Topic Brief



Our citizenship approach and strategy

Our citizenship approach and strategy

Why it matters

We believe strong companies build strong communities, and strong communities build strong companies. Our rich culture of citizenship dates back more than 85 years, and continues to thrive at our company today.



We focus on sustainable business practices and management processes that reduce business risk and achieve long-term growth. And our longstanding devotion to ethics, core values, advancing education, and generously supporting our communities remains at the center of who we are and how we operate.

Our approach

We are committed to engineering a better tomorrow by managing our environmental, social and governance impacts, as well as understanding our stakeholders' interests.

Our citizenship approach is focused on three key areas:

- **Sustainability.** We set high standards for our products and global operations, including:
 - Designing and responsibly manufacturing technologies that solve some of the world's biggest challenges.
 - Operating efficiently and conscientiously through programs that champion recycling, reduce air emissions and safeguard our natural resources.
 - Collaborating with our supply chain network to source and operate responsibly, reduce costs and improve efficiencies.
 - Maintaining a safe, healthy and inclusive work environment for our employees that cultivates innovation, development and improves performance.
- **Communities and giving.** We make our communities better places to live, learn, work and play, and are committed to giving back through volunteerism, charitable giving and mentorship to help grow the pipeline of STEM-capable students.
- **Business practices.** We foster a culture of ethical business practices and legal compliance, manage risks and business continuity, operate transparently, and put governance guidelines in place that provide independent oversight and engage stakeholders.

We manage our impacts through targeted business strategies that include policies, procedures, training, auditing, codes of conduct, and our foundational commitment to ethics and core values. This enables us to operate in compliance with TI standards as well as with applicable laws and regulations.

Each year, we measure and report our environmental, social and governance performance. We formally engage stakeholders biannually to better understand our global impacts. This allows us to make refinements and set goals to further reduce risks or capitalize on growth opportunities.

Oversight

Our Citizenship Steering Team includes leaders across all functions and convenes quarterly to execute, support and manage our corporate social responsibility initiatives. A cross-functional executive team provides direction for our overall citizenship strategy, programs and reporting.

Voluntary standards

Our [governance documents](#) guide business practices, which apply to all sites worldwide and evolve based on changing business needs. We also voluntarily subscribe to industry and international standards that seek to improve companies' environmental, social and governance performance. These include:

- The Global Reporting Initiative's reporting framework to measure and report our sustainability progress
- The Responsible Business Alliance (formerly known as the Electronic Industry Citizenship Coalition), which has a specific code of conduct to help ensure worker safety, protection, fairness, environmental responsibility and business efficiency in the electronics industry
- The U.S. Green Building Council's LEED Green Building Rating System to design and operate efficient and low-impact manufacturing facilities
- The CDP (formerly known as the Carbon Disclosure Project), which helps investors, companies and cities act to build a sustainable economy

Visit our [Topic Briefs library](#) to learn more about how we manage our environmental, social and governance impacts. For historical performance data, please check our [Citizenship Report archives](#).