



# Living our values

TI's ambitions, values and  
code of conduct

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# A letter from our CEO

Our products and markets have changed through the years in exciting ways, but our determination to do business the right way and build a stronger company for the long term has never wavered. At our core, we have a passion to create a better world by making electronics more affordable through semiconductors. The power of semiconductors to make electronics affordable for everybody was evident with our earliest successes with transistors, Jack Kilby's invention of the integrated circuit, and is alive and well today.

To make this passion a lasting reality, we operate the company with three ambitions:

1. We will act like owners who will own the company for decades.
2. We will adapt and succeed in a world that is ever changing.
3. We will be a company that we are personally proud to be a part of and we would want as our neighbor.

When we are successful in achieving these ambitions, our employees, customers, communities and shareholders all win. Our desire and determination to achieve these ambitions requires that each of us has a responsibility to not only understand our ambitions, but also our values.

Our values define who we are and how we should behave on a daily basis, which includes being trustworthy, inclusive, innovative, competitive and results-oriented.

Each of us must also understand our code of conduct, which further translates our ambitions and values into the standards we must uphold and provides clarity about the behaviors we will not tolerate.

Our people, our customers, our suppliers, and our communities all have choices. They choose to work at TI, or buy from us, or support us not only for our products and technology, but also because we try to operate on a daily basis consistent with the spirit of our ambitions and values.

The responsibility of achieving our ambitions, of behaving in a way that is consistent with our values, and complying with our code of conduct lies with each of us individually, and is foundational to building a Stronger TI for the long term.

**Rich Templeton**  
Chairman, president and CEO



# Living our values: A short summary of our ambitions, values, code of conduct and policies

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When we consider the challenge of building TI stronger for decades to come, we need to comprehend all the forces that influence how we operate on a daily basis.

- If we don't produce compelling products and meet the needs of our customers, we will eventually fail.
- If we don't create an environment that gets the best out of everybody, we will underperform and eventually fail.
- If we don't comply with the laws of the world, we will not be allowed to operate and eventually fail.

Living our values is about comprehending all these forces, which we break down into ambitions, values, code of conduct and policies.

- **Ambitions:** what we desire and are determined to achieve
- **Values:** principles that define who we are and how we behave
- **Code of conduct:** standards we commit to uphold
- **Policies:** rules to govern our decisions and behavior



# Living our values

## Our ambitions – *What we desire and are determined to achieve*

**Create a better world by making electronics more affordable through semiconductors.**

- 1) We will act like owners who will own the company for decades.
- 2) We will adapt and succeed in a world that is ever changing.
- 3) We will be a company that we are personally proud to be a part of and we would want as our neighbor.

When we are successful, our employees, customers, communities and shareholders all win.

## Our values – *Principles that define who we are and how we behave*

### **Trustworthy**

- Act with integrity and high ethical standards
- Do the right thing
- Be honest and dependable
- Operate in a socially responsible way

### **Inclusive**

Create an environment that:

- Unlocks everyone's full potential
- Respects each other
- Values our differences
- Encourages people to put thoughts and ideas on the table

### **Innovative**

- Produce compelling products: smaller, cheaper, faster, and lower power
- Be persistent to overcome barriers
- Be curious

### **Competitive**

- Challenge ourselves and each other to perform at our best
- Invest in the best opportunities to get stronger
- Know the score and commit to win
- Attract, develop and retain the best people

### **Results-oriented**

- Be customer and market driven
- Deliver on our commitments
- Act with urgency
- Drive efficiencies and continuous improvement

## Our code of conduct – *Standards we commit to uphold*

- Compliance with all laws
- Respect and inclusion

- Appropriate behavior
- Responsible business practices

- Health and safety
- Confidential information protection and privacy

- Avoiding conflicts of interest
- Using resources responsibly

## Our policies – *Rules to govern our decisions and behavior*

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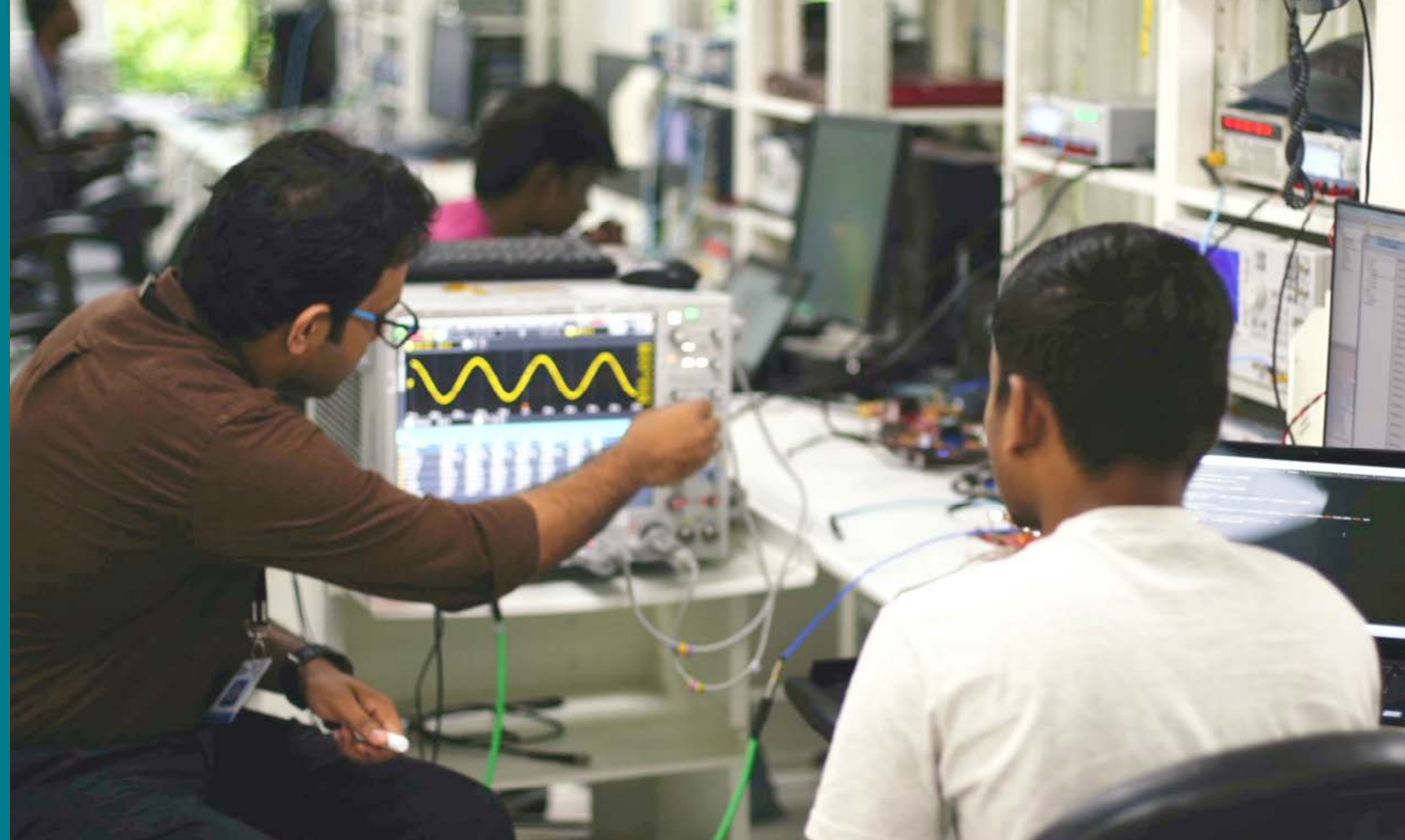
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At our core, we have a passion to create a better world by making electronics more affordable through semiconductors.

To make this passion a lasting reality, we operate the company with three **ambitions**:

- 1. We will act like owners who will own the company for decades.**
- 2. We will adapt and succeed in a world that is ever changing.**
- 3. We will be a company that we are personally proud to be a part of and we would want as our neighbor.**

When we are successful in achieving these ambitions, our employees, customers, communities and shareholders all win.

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Our **values** are five principles that define who we are and how we behave. Together, they will allow us to grow our company stronger for decades to come.

We start by being **Trustworthy**.

We act with integrity and do the right thing, every time. And we operate in a socially responsible way. Being trustworthy is foundational for us as a company and as people.

We thrive by being **Inclusive**.

We create an environment that unlocks everyone's full potential, where we treat one another with respect, value our differences, and are encouraged to put our thoughts and ideas on the table.

We win by being **Innovative**.

We imagine new approaches to produce compelling products and services, open up new markets and improve our competitiveness. We are curious and we encourage curiosity in others. We recognize that innovation requires persistence to overcome barriers.

We embrace a **Competitive** world.

We hate to lose, so we challenge ourselves and each other to perform at our best. We invest in the best opportunities that will help us get stronger as a company, because a strong position in high quality markets leads to sustainable growth. We know the score compared to the market and competition, and we constantly search for improvements required to improve the score and win. And to stay competitive, we attract, develop and retain the best people.

We are **Results-oriented** and hold ourselves accountable.

Our customers have choices and we accept that our results must be judged in the eyes of our markets and customers. We know we must act with urgency and deliver on our commitments. We search for efficiencies and continuous improvement because we know our competitors will not rest.







# Our code of conduct

While our ambitions and values are powerful descriptions of what we expect from Tlers, we also have a code of conduct to be more specific on the standards we commit to uphold and behaviors that we will not tolerate.

We expect all Tlers to live our ambitions and values and to uphold our code of conduct, which includes these 8 principles:

1. Compliance with all laws
2. Respect and inclusion
3. Appropriate behavior
4. Responsible business practices
5. Health and safety
6. Confidential information protection and privacy
7. Avoiding conflicts of interest
8. Using resources responsibly

## Compliance with all laws

We follow the laws, rules and regulations where we operate, and also require our suppliers to do the same. This includes, but is not limited to:

- We compete fairly. We don't engage in bribery or corruption. We never give, receive, or approve bribes, kickbacks, improper payments, benefits or gifts to secure, influence or keep a business advantage.
- We commit to keeping and providing accurate and verifiable books and records. We report timely, accurate information internally and externally about our operations and performance.
- We ensure our products and services are properly classified, described and shipped to comply with applicable import and export laws.
- We never participate in insider trading – buying or selling shares based on knowledge of material information and non-public information.

## Respect and inclusion

We believe that our individual talents, ideas and experiences contribute to our success.

- We welcome and value every voice and commit to provide a safe and inclusive environment.
- We make employment decisions based on a person's merit, competence and performance, not based on race, color, religion, sex, gender, gender identity and expression, sexual orientation, marital status, national origin, ancestry, age, disability, genetic information, protected medical condition, pregnancy, military and veteran status, or any other characteristic protected by applicable law.
- Every Tler should feel free and encouraged to speak up, express opinions and raise questions or concerns to any level of management.
- We will not tolerate threats or retaliation against an employee for reporting or speaking up.

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**Appropriate behavior**

We behave professionally and in a way that is appropriate to the situation, in person, in writing and online.

- We understand that what we post, text or share online can potentially impact or reflect on the company. We don't post anything that can cause harm or perception of harm to employees or the company.
- Behavior or content (written or online) that is discriminatory, intimidating, hateful, bullying or threatening is never acceptable at our company.
- Viewing, storing, transmitting, or displaying inappropriate content that is sexual, pornographic, violent, hateful or otherwise inconsistent with our values is not allowed at work or in connection with company assets, or shared among employees, customers, suppliers, or business partners.

**Responsible business practices**

We uphold responsible business practices.

- As Tiers, we are committed to win, but we'll never break the rules in order to win. We promise to respect all regulations and laws that promote fair competition.
- We are proud of the impact that our products make in people's lives and are dedicated to the quality and reliability of our products. We notify customers and government agencies in a timely way when there is a safety concern with one of our products. We control the quality of our products by closely monitoring and regulating performance.
- We commit to communicate openly and candidly with each other, our customers, our suppliers and other stakeholders. Trust leads to open dialogue – and open dialogue will help us deal with issues head-on when they arise.
- We report concerns about any illegal or unethical behavior in a timely way.

**Health and safety**

We assess and are careful to address potential health, safety and environmental risks presented by our operations.

- We take care of ourselves and each other by following safety rules, applying appropriate safety precautions, completing safety trainings, and reporting illnesses, injuries or other dangers. We also continually assess environmental, safety and health risks posed by our operations and work to address them.
- We are prepared for emergencies with plans and procedures that are well-designed, well-understood and well-rehearsed.
- We care for our environment and work hard to prevent pollution by implementing practices such as recycling and reusing materials, controlling harmful emissions, and properly handling hazardous and restricted substances.





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### Confidential information protection and privacy

We are careful to protect confidential information and intellectual property.

- We earn and maintain trust by complying with privacy and data protection laws in how we collect, access, use, and share information, and by implementing policies to ensure the appropriate parties are notified if protected data is compromised.
- We respect others' intellectual property. We only accept confidential or trade secret information after understanding the obligations for handling, as described in a non-disclosure or similar agreement.
- We safeguard our confidential information by properly classifying and communicating the data by sensitivity level, ensuring such information is used in a manner consistent with such classification.
- We take appropriate precautions to protect all confidential information from unauthorized disclosure or access.

### Avoiding conflicts of interest

We protect the integrity of our business decisions by making sure each decision is made on the basis of what is best for our company, not for others (including an individual or another company).

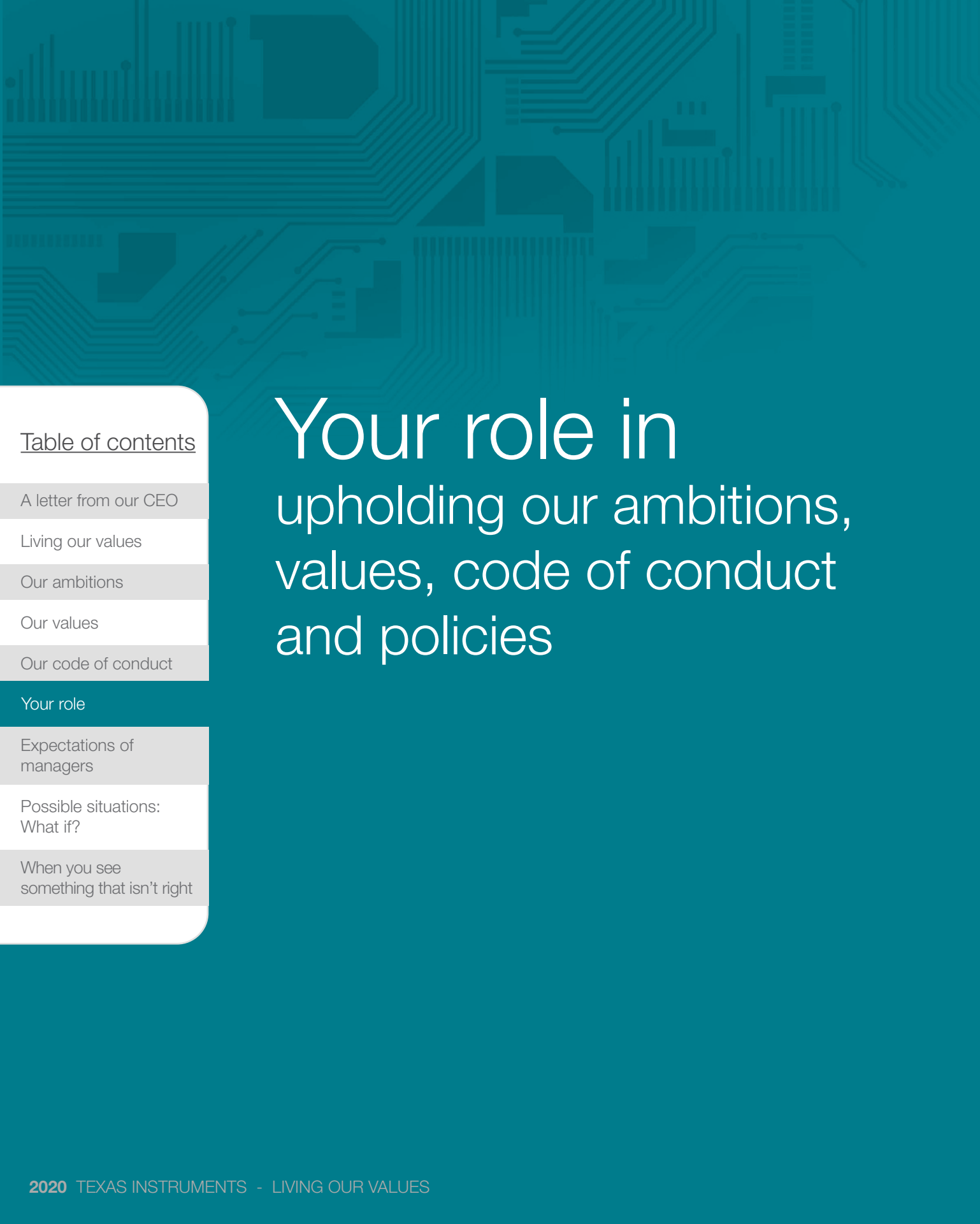
- We do not give or receive improper gifts or entertainment that may give the appearance that business decisions could be compromised.
- We avoid situations where personal interests or personal relationships could influence – or appear to influence – our ability to make objective business decisions.
- We disclose potential conflicts that may arise under our policies.

### Using resources responsibly

We responsibly use the resources our company provides.

- We commit to use our company's resources and assets for company purposes and not for outside or personal interests. If we use company assets for personal purposes, it is only on an infrequent, incidental basis, with minimal expense and disruption to our company.
- Our use of company resources and assets must comply with our Acceptable Use of Technology policy.





# Your role in upholding our ambitions, values, code of conduct and policies



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As a Tler, each of us plays a critical role in upholding our company's ambitions, values, code of conduct and policies. We are a large company with operations throughout the world. The best way to ensure we are upholding our ambitions, values, code of conduct and policies is for every Tler to take this as a personal responsibility.

It starts by holding ourselves accountable to these standards. This includes self-reflection where you have fallen short and could have done something different or better.

It then includes you and your work group holding one another accountable to these standards. As above, this includes reflection.

And finally, when it comes to issues you suspect might violate our code of conduct or policies, you also have a role. If you cannot find an answer to a concern or question through our ambitions, values, code of conduct, or policies, ask for help. In most situations, you can start with a manager or Human Resources.

If you are uncomfortable starting with a manager or Human Resources, you also have the option of contacting the Ethics Office. These inquiries can be made in person, by email or anonymously. TI will not tolerate retaliation against those who have reported an issue in good faith.



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# Expectations of managers

As a manager, you are expected to lead by example, reinforcing our ambitions and values. You are also accountable for dealing with concerns employees may bring to your attention.

**As a manager, you have a special responsibility for setting the tone and work environment within your team.** The way you handle concerns and navigate situations will set the foundation for trust with your team, customers and other stakeholders.

- Behave in a way that is consistent with our ambitions and values.
- Model, encourage and recognize these behaviors.
- Make sure your team knows that your door is open, and that you will listen, even if they have something difficult to say.
- Be clear with your team that you expect work to be done in a way that is consistent with our ambitions and values.
- Be clear with your team that we will not tolerate violations of our code of conduct or our policies.
- Cultivate an inclusive environment where people feel empowered to express their views, ask questions, and put ideas and thoughts on the table.

**When someone brings you a concern:**

- Thank the person for coming forward and trusting you.
- Listen carefully. Understand that speaking up is difficult and can be uncomfortable.
- Be respectful and take the concern seriously.
- Commit to helping address the issue and take action.
- Never take any adverse action against a Tler because they bring you a report of suspected misconduct, or if they participate in an investigation.
- Do not undertake an investigation on your own. Speak with your manager or Human Resources. If you are uncomfortable starting with your manager or Human Resources, you also have the option of contacting the Ethics Office. They will help you navigate the issues.



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# Possible situations: What if?

To help understand our code of conduct in practice and give a perspective on the broad situations that are covered by our values and code, here are some examples of situations that may arise and guidance to address them.

**Q. My supplier offered me front-row tickets to a professional sports game for my family and me. The supplier would not be attending and told me the tickets would go unused if I didn't take them. May I take my family and go? Is it OK to attend if the supplier is in attendance?**

**A:** If you go without the supplier, this would be considered an inappropriate gift because it exceeds modest value and could influence or appear to influence your objective business decisions. It should be politely declined.

If the supplier is in attendance, this is considered entertainment rather than a gift and may be acceptable, depending on whether it could appear or actually influence your objective business decisions. To help evaluate this, the value of the tickets and the timing should be considered.

Tickets that are of high value or very difficult to obtain are likely not appropriate – such as tickets to the Masters, World Cup and Wimbledon. With respect to timing, if the tickets are offered during a quote or bid process, they are more likely to be perceived to influence your judgment and are very likely to be considered inappropriate.

For more information about giving and receiving gifts in association with work, the Gifts and Entertainment policy provides guidance on this topic.

**Q. I have a personally owned smartphone that is on a company-paid service plan. Is it OK to use this phone for personal use (including web browsing and data usage)?**

**A:** Yes, as long as your usage is in accordance with our Acceptable Use of Technology policy and as long as it does not cost the company additional money. Most Tiers purchase their own phone and of course they use it for personal calls, emails and texts. However, company policies apply to your technology that is utilized in connection with work, whether the technology is company-owned or otherwise.

For example, viewing inappropriate images at work on your phone is not acceptable, even if it is on a phone that you purchased. And using your phone with service paid for by the company means your use is subject to policies prohibiting use of company assets for a side business. And because our company would incur unnecessary expenses, it would also be inappropriate to use a phone with a company paid service plan to stream videos or conduct extensive web browsing while on an international data plan while traveling.

For other guidelines relating to use of company technology, see our Acceptable Use of Technology policy.



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**Q. My job requires me to deal with local government officials. Recently, a government official approached me after a meeting, handed me his daughter's resume, and asked me if I would recommend her for an internship. I've never met his daughter, but I don't want to upset him because we often interact for my work. How should I handle this situation?**

**A:** You should not recommend someone you don't know. Furthermore, various laws prohibit providing anything of value to government officials so that we don't influence or even create the perception of influencing a government official. This includes things like gifts, money, jobs and trips. You should encourage the government official's daughter to apply for a job on the company's website. You should also contact a manager or Human Resources and let them know about the situation.

**Q. Another employee asked me on a date. Is this OK?**

**A:** It depends. We all spend a lot of time at work and build social networks in the workplace. But a romantic relationship between a manager or supervisor and an employee in his or her organization is not allowed because it can interfere with the proper conduct of business and can certainly give the appearance of favoritism.

What if the consensual relationship does not involve a manager/supervisor dating someone in his or her organization? This is permitted, but there are other things to keep in mind. No Tler should behave inappropriately with another Tler in front of others, send inappropriate material via text or email, or plan a business trip to coincide with another Tler's trip when not warranted by company business needs.

**Q: I have a side business of creating banners and signs for retail stores. My manager is aware of this. Sometimes my customers call me while I am at work and I need to respond. There have also been times that I needed to print something related to my business. Can I use my company computer, printer, and phone from time to time regarding this business?**

**A:** No. For productivity purposes, company assets and Tlers' work time should be used exclusively to accomplish or support company business, not some other business. Tlers need to also understand that a side business can pose a potential conflict of interest, such as if the side business competes with our company, or if the Tler utilizes company confidential information as part of that business. Tlers are encouraged to notify their managers of their involvement in any side business.

**Q. An employee who sits near me has decorated his office with materials that insinuate that the majority of crimes are committed by a particular race and use offensive phrases and imagery to describe immigrants. The employee also posted on his personal Facebook page about racial supremacy and tagged co-workers. This makes me very uncomfortable. What should I do?**

**A:** We encourage diversity of thought and an inclusive culture. Materials like those described are inconsistent with our values and posting them at work or online may

result in termination. While employees may occasionally discuss their own political or other views, discriminatory and hateful statements against groups of people is not acceptable.

**Q: I live in a state in the U.S. where recreational use of marijuana is legal. How does this apply to my work at TI? Can I partake on the weekends?**

**A:** Tlers who choose to use alcohol or drugs have a responsibility to ensure you do not come to work or conduct company-related work under the influence. If you are working and suspected of being under the influence, you may be subjected to a drug test. If you test positive as a result of that test, you may be terminated.

**Q: My manager can be abrasive and sometimes disrespectful to people during meetings, especially when our performance is below plan or expectations.**

**A:** We are a results-oriented company where direct conversations and healthy debate of ideas are encouraged and required. However, there is a difference between being tough and being disrespectful. Disrespectful behavior is unacceptable and will not be tolerated. We treat people with respect in all situations and we foster an open door policy for concerns and complaints to be raised.





# When you see something that isn't right

When you see behaviors that are inconsistent with our ambitions, values, code of conduct or policies, it is your responsibility to speak up.

## What to do when you see something that isn't right:

1. Talk to a manager
2. Talk to Human Resources
3. If you're uncomfortable talking to either or if you want to elevate a concern, contact the Ethics Office.

Violations of our ambitions, values, code of conduct or policies may be grounds for termination of employment. TI will not tolerate retaliation against those who have reported an issue in good faith. Anyone who retaliates against an employee for these activities is subject to disciplinary action, which may include termination.

You can contact the Ethics Office directly or through an anonymous internet helpline managed by an independent third party. The helpline is available 24 hours a day/seven days a week, supports multiple languages, and also provides users the option of remaining anonymous while in communication with the Ethics Office.

### Helpline:

- Online at: [texasinstruments.alertline.com](https://texasinstruments.alertline.com)
- Call U.S. toll-free: 1-888-590-5465

### Direct contact:

- Email [ethics@ti.com](mailto:ethics@ti.com)
- Write to P.O. Box 830801, Richardson, Texas 75083-0801

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