

Complaint Procedures for Accounting, Internal Accounting Controls and Auditing Matters

Any TI employee may submit to TI a good faith complaint or concern regarding accounting, internal accounting controls, and auditing matters (collectively, “Accounting Matters”) without fear of termination or retaliation. TI will also receive and process complaints or concerns regarding Accounting Matters raised by parties outside TI. The Audit Committee of TI’s Board of Directors will oversee the treatment of these complaints.

In order to facilitate the reporting and handling of complaints and concerns (collectively, “complaints”) regarding Accounting Matters, the TI Audit Committee has established the following procedures for:

- The receipt, treatment, and retention of complaints regarding Accounting Matters; and
- The confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Receipt of Complaints

Employees: Employees may submit complaints regarding Accounting Matters on a confidential, anonymous basis through the e-mail reporting service for Accounting Matters on TI’s intranet available to TI employees worldwide via the TI Ethics Office. Employees may also submit complaints as follows:

- a. Through the toll-free telephone reporting service for Accounting Matters on TI’s intranet available to TI employees worldwide via the Ethics Office,
- b. to TI’s General Counsel, or
- c. to the Audit Committee by writing to the address set aside for correspondence to the non-management directors of TI. If a complaint submitted in this fashion is clearly marked “CONFIDENTIAL—ACCOUNTING ISSUE COMPLAINT,” it will be opened only by the Chair of the Audit Committee.

Non-employees: Complaints from non-employees, including customers and suppliers, regarding Accounting Matters may be submitted via an e-mail link on TI’s web site. Complaints submitted in this fashion will be forwarded to the General Counsel; they will not be subject to confidential, anonymous treatment absent an obvious, compelling reason.

Treatment of Complaints

The treatment of all complaints will be subject to the oversight of the Audit Committee.

Should the Ethics Office receive a complaint on an Accounting Matter (as indicated in the complaint itself or as determined by the Ethics Director), the Ethics Director will promptly forward such complaint to TI’s General Counsel. Because a complaint may not seem on its

face to relate to an Accounting Matter, from time to time, the Director of Audit Services will review complaints (other than those that relate solely to personnel matters) received by the Ethics Office from employees via the telephone or e-mail reporting service. Any complaints identified in this manner as relating to Accounting Matters will be promptly forwarded to the General Counsel.

Upon receipt of a complaint regarding an Accounting Matter, the General Counsel will promptly report the complaint to the Audit Committee or its Chair and will send a copy to the Director of Audit Services. Unless otherwise instructed by the Audit Committee or its Chair, the General Counsel will review the complaint and determine a recommended course of action, which may include an investigation conducted with the involvement of the Director of Audit Services, the Chief Financial Officer, outside counsel, or such other persons as the General Counsel deems appropriate, and will report to the Chair and/or the Committee the recommendation. Any investigation resulting from a complaint regarding an Accounting Matter will be conducted under the direction of the General Counsel, subject to the Audit Committee's oversight, except if, in the judgment of the Audit Committee or the General Counsel, such investigation should be conducted under the direction of the Committee. At each regularly scheduled meeting of the Audit Committee or at such other times as is warranted, the status of the Company's response to each complaint will be reviewed with the Committee or its Chair.

Prompt and appropriate corrective action will be taken in response to all complaints as warranted in the judgment of management, subject to the oversight of the Audit Committee. Confidentiality will be maintained to the extent reasonably possible throughout the course of all such investigations.

TI will not terminate, demote, suspend, threaten, harass, or in any manner discriminate or retaliate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding Accounting Matters, nor take any other action prohibited by Section 806 of the Sarbanes-Oxley Act of 2002.

Retention of Complaints

The General Counsel will maintain a log of all complaints relating to Accounting Matters. The log will note the receipt, investigation, and resolution of each complaint. Copies of the complaints will be retained for five years following the termination of the course of action taken in response thereto, and the log for each calendar year will be retained for 10 years, unless a longer retention period is required under TI's record retention policy.