

STATEMENT OF RESPONSIBILITIES
GOVERNANCE AND
STOCKHOLDER RELATIONS COMMITTEE
THE BOARD OF DIRECTORS
TEXAS INSTRUMENTS INCORPORATED

Purpose

The primary function of the Committee is to consider and make recommendations to the Board with respect to the Company's corporate governance guidelines, the structure and function of the Board and Board Committees, nominees for Board vacancies and for election as directors at the annual meeting of stockholders, succession planning by the Company, the relationship between the Company and its stockholders, the Company's position on relevant public policy issues, and the Company's support of socially beneficial efforts.

In discharging its role, the Committee is authorized to study or investigate any matter of interest or concern that the Committee deems appropriate, and to retain outside counsel or other experts for this purpose.

Membership

The Committee will be composed of not less than three (3) members of the Board, all of whom have been determined by the Board to be "independent" in accordance with the rules of The NASDAQ Stock Market and TI's Corporate Governance Guidelines. The members and the chair and, if any, the vice chair shall be appointed by a majority of the whole Board. A majority of the Committee will constitute a quorum for the transaction of business.

Duties and Responsibilities of the Committee

- A. The Committee will review the following and recommend action by the Board:
1. Based on criteria established by the Board, (a) potential nominees (including those recommended by stockholders) for election as directors at the annual meeting of stockholders, and (b) persons to fill vacancies on the Board.
 2. Membership of Board Committees.
 3. Structure, size and composition of the Board and compensation of Board members.
 4. Organization and responsibilities of appropriate Board Committees.

5. Development and revision of the Company's Corporate Governance Guidelines.
6. Revisions in other Board statements of policy and adoption of new statements of policy.
7. Any question concerning a potential conflict of interest involving a Board member that the Secretary of the Company raises pursuant to the Company's conflict of interest policy.
8. Persons to be elected executive officers of the Company (within the meaning of Rule 3b-7 of the Securities Exchange Act of 1934, as amended from time to time).
9. Responses to proposals submitted by stockholders.

B. The Committee will:

1. Annually review succession plans for top management positions within the Company, including the early identification and development of high-promise individuals, and report to the Board such observations as the Committee deems appropriate; or ensure the Board will conduct such annual review.
2. Elect officers of the Company, other than executive officers, annually and from time to time, and periodically advise the Board.
3. Annually oversee a performance evaluation of the Board and conduct a performance evaluation of the Committee.
4. Periodically review the following matters and report to the Board such observations and information thereon as the Committee deems appropriate:
 - a) Matters bearing on the relationship between the Company and present or potential stockholders, including communications received from stockholders.
 - b) The legislative priorities of the Company.
 - c) Public issues identified by the Company as likely to generate expectations of the Company by stockholders, employees, customers, vendors, governments and the public, and the Company's position regarding those issues.
 - d) The scope of activities of any Company political action committee, employee political donation program or any similar arrangement involving the Company or employees or directors acting on the Company's behalf.

- e) The publication “Code of Conduct.” The Committee recognizes Audit Committee responsibility for compliance with the “conflict of interest policy” of the Company.
 - f) The Company’s contribution policy and adherence to that policy; the Company’s support of socially beneficial efforts, including membership in business organizations and contributions to charity and education; and the contribution policy and activities of the TI Foundation.
- C. The Committee will from time to time review the general responsibilities, functions and liabilities of the Board and its members, and report to the Board such observations and information thereon as the Committee deems appropriate.
- D. The Committee may review and recommend to the boards of directors of TI subsidiaries the election of officers and directors of those subsidiaries, and periodically advise the Board.
- E. The Committee will engage in any other activities that it deems to be necessary or appropriate in furtherance of its purpose, duties and responsibilities.