

TI Employees Stock Purchase Plan (ESPP)



The TI Employees Stock Purchase Plan (ESPP) offers you the opportunity to buy TI stock at a 15% discount based on the fair market value (the close price of TI common stock reported on wsj.com) on the **automatic purchase date**.

There are four offerings each year when you can purchase TI stock at a discount. Each of those offerings is divided into three periods:

- **Enrollment period** – The time period in which eligible Tiers can enroll in ESPP.
- **Offering period** – Three-month period during which the amounts you specified will be automatically deducted from your pay (after taxes) and deposited into a payroll deduction account.
- **Automatic purchase date** – The first trading day after the offering period ends.

2021 ESPP offering schedule

Q1 2021 Offering	Q2 2021 Offering	Q3 2021 Offering	Q4 2021 Offering
Eligibility date: Dec. 1, 2020	Eligibility date: March 1, 2021	Eligibility date: June. 1, 2021	Eligibility date: Sept. 1, 2021
Enrollment period: Dec. 7-31, 2020	Enrollment period: March 8-31, 2021	Enrollment period: June 7-30, 2021	Enrollment period: Sept. 13-30, 2021
Offering period: Jan. 1-March 31, 2021	Offering period: April 1-June 30, 2021	Offering period: July 1-Sept. 30, 2021	Offering period: Oct. 1-Dec. 31, 2021
Cancel date: Feb. 28, 2021	Cancel date: May 31, 2021	Cancel date: Aug. 31, 2021	Cancel date: Nov. 30, 2021
Automatic purchase date: April 1, 2021	Automatic purchase: July 1, 2021	Automatic purchase: Oct. 1, 2021	Automatic purchase: Jan. 3, 2022

Eligibility

Employees of TI and its designated subsidiaries, who are employed as of the first day of the quarterly offering, are eligible to participate in ESPP. Generally, this also includes employees on paid or unpaid leave of absence who are expected to return to work. The **eligibility date** for each offering is generally the first trading day of the month prior to the offering period when the stock price is set to determine the maximum shares available to each employee.

Maximum shares available

Maximum shares are set at the beginning of the offering based on the eligibility date price. Maximum shares = \$5,312 (IRS limit) divided by the eligibility date price (in whole shares).

Contributions

You decide how much you want to contribute based on your salary and the maximum contribution allowed. Your maximum contribution is the lower of 2.5% of your annualized base salary or \$5,312 (USD) per offering, which is 10% of your annual salary or \$21,248 (USD) per year.

Offering period

Your contributions are automatically deducted from your pay (after taxes) over a three-month period, beginning the day after the enrollment period ends. You may cancel your enrollment up to and including the last day of the second month of the three month offering period and your payroll deductions will be stopped and refunded.

Purchase of shares

Your account will automatically purchase whole shares on the first trading day after the offering period ends, at a price set on that day. The number of shares purchased is determined by dividing the amount in your ESPP account by the **purchase price** (equal to 85% of the FMV of TI stock on the date of purchase — a 15% discount). Any money remaining in your account that is not enough to buy a whole share will be refunded via payroll.

Stock and dividends

One of the benefits of stock ownership is the potential to earn dividends. Dividends are subject to declaration by the Board of Directors. For the most current information on TI stock dividends, visit the TI Investor Relations website at investor.ti.com/dividends.cfm.

Keep in mind that past performance of TI stock is not necessarily an indicator of future performance. There can be no guarantee that the stock you purchase through TI's ESPP will gain in or retain its value.

How to enroll

During the enrollment period, you may enroll by calling 800- 597-7516 or by visiting the UBS One Source website.

Type **"ESPP/"** into your TI browser for detailed instructions for how to enroll on the UBS One Source website. You can log-in using single sign on. Or visit www.usb.com/onesource/txn from your home computer.

TIP: If this is your first time to enroll in the ESPP, click on the "First time at UBS One Source?" link on the UBS login page. You will need to set up a user ID and password.

Automatic re-enrollment feature

When you enroll, you can choose to be automatically re-enrolled in subsequent offerings by selecting the box that says, "Click here to maintain your contribution election above for all future offering periods."

The automatic re-enrollment feature is in effect until you cancel your enrollment, change your automatic enrollment election or transfer to a new payroll (e.g., from TI Taiwan to a U.S. site).

Canceling your enrollment

You may cancel your enrollment up to and including the last day of the second month of the three-month offering period (**cancel date**), and your payroll deductions will be stopped and refunded. Call a UBS Financial Services Inc. customer service representative at 800-597-7516.

TIP: As a record of your call, note the date, time and name of the phone representative who assists you.

Change in employment status after enrolling

If you go on an unpaid leave of absence during the offering period, your payroll deductions will automatically stop until you return to an active or paid leave status. The balance of your account will automatically be used to purchase shares on the date of purchase. There is no make-up period for missed payroll deductions.

If your employment with TI terminates before the end of the offering period, then you are no longer eligible for the ESPP, and your money will be refunded automatically in your payroll check.

Important: Print a copy of your enrollment confirmation for your records.

Questions

Call UBS Financial Services Inc. at 800-597-7516 (toll-free) or 201-352-3944, or through TI HR Connect at 888-660-1411, option 6. Customer service representatives are available from 3 a.m. to 11 p.m. U.S. Eastern time, Monday through Friday, on days when the U.S. stock markets are open.

Tiers outside the U.S. can call the toll-free numbers through the AT&T Direct Access number for their respective countries. Those numbers and instructions can be found on the TI ESPP Infolink page by typing "ESPP/" in your TI network browser.

The information contained in this document constitutes part of a prospectus covering securities that have been registered under the Securities Act of 1933. This is a summary of the TI Employees Stock Purchase Plan. Complete information about the plan is contained in the official plan documents. If there is a conflict between the plan documents and this summary, the plan documents will govern. TI reserves the right to modify, amend, suspend or terminate the plan at any time.