

TEXAS INSTRUMENTS LIMITED
(the "Company"); Company number:
00574102

Unanimous consent resolution of the
Directors of the Company in lieu of a
meeting of Directors effective January 26,
2026

We, the undersigned, being all Directors of the Company who would be entitled to attend and vote at any meeting of the Directors, hereby adopt the following resolution by unanimous written consent in lieu of a meeting of the Directors of the Company.

Background

It is intended that the Company approve its annual slavery and human trafficking statement required under section 54 of the Modern Slavery Act 2015 for the financial year ended December 2025.

1. Directors' interests

For the purposes of section 177 of the Companies Act 2006, article 22 of the Articles of Association of the Company and generally, each of the directors of the Company, by signing below, confirms that he has declared his interest, if any, in the matters contemplated below to the other directors of the Company. It is acknowledged that, having declared their interests, the directors are not barred from voting on matters in which they were interested.

2. Approval of the Statement

- (A) The Company meets the criteria in section 54 of the Modern Slavery Act 2015 (the "MSA") as a commercial organisation that supplies goods or services and has a global total turnover including the turnover of its subsidiary undertakings of not less than GBP36 million for the financial year ending 31 December 2025.
- (B) Texas Instruments Incorporated ("TI"), the Company's indirect parent, produces a single slavery and trafficking statement which applies to all entities within the Texas Instruments group ("the Group"), and is designed to meet the requirements of law and regulation in all jurisdictions where such a statement is required (including in the UK as a result of the MSA).
- (C) A copy of this statement (the "Statement") is annexed to this document Annex 1 (Copy of the Statement).
- (D) The Statement (and the material it cross-references) has been designed to ensure that the requirements of section 54 of the MSA are satisfied. In particular,

the content of the Statement has been informed by the guidance of sections 54(4) and 54(5) of the MSA.

3. Resolutions

IT IS HEREBY RESOLVED that

- (A) approving the Statement would promote the success of the Company for the benefit of its members as a whole;
- (B) the terms of the Statement in the form available at Annex 1 to this document be and are approved;
- (C) any director or secretary of the Company be and is authorised to do all such acts and sign all such documents as may be necessary, required or desirable in connection with the approval of the Statement or any related matter; and
- (D) the Company Secretary be and is hereby authorised to complete the Company's books and arrange for the filing at Companies House of all necessary documents in consequence of the above resolutions, and to retain copies of the signed Statement to be provided as required under the MSA.

This document may be signed in counterparts.



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Signed by Andreas Karl Schwaiger

January 26, 2026



.....
Signed by Amy Lynn Jones

January 26, 2026



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Signed by Nadine Schella

January 26, 2026

Annex 1

Copy of the Statement



Anti-Human Trafficking Statement August 2025

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. Similarly, Federal Acquisition Regulation ([FAR](#)) [52.222-50](#) (entitled “Combating Trafficking in Persons”) is aimed at removing slavery and human trafficking from the U.S. Federal Government contracting supply chain.

Texas Instruments Incorporated (TI) is a global semiconductor company that designs, manufactures, tests and sells analog and embedded semiconductors that help our nearly 100,000 customers around the globe create differentiated applications in markets that include industrial, automotive, personal electronics, communications equipment and enterprise systems. We are a publicly traded global company (NASDAQ: TXN*) headquartered in Dallas, Texas with approximately 34,000 employees worldwide, 15 manufacturing sites worldwide and 110+ Sales and Applications sites across the globe.

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. We also pledge to uphold human rights, ethical practices and a safe environment at all our operations, regardless of location, and engage with suppliers to ensure they are committed to the same principles. Our [business practices](#) and [Living our values – TI’s ambitions, values and code of conduct](#) demonstrate TI’s longstanding commitment to operating responsibly and ethically.

1. STANDARDS AND EXPECTATIONS

As a member of the Responsible Business Alliance ([RBA](#)), an industry coalition dedicated to corporate social responsibility in global supply chains, TI uses the RBA Code of Conduct ([RBA Code](#)) as a tool to align and adopt best practices on social, environmental and ethical responsibility – and we expect our suppliers to do the same. The RBA Code provides a set of industry standards that reference international expectations for human and labor rights, including the Universal Declaration of Human Rights, ILO International Labor Standards and OECD Guidelines for Multinational Enterprises.

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 reviews its code every three years to ensure its responsiveness to international norms and issues that members face in their supply chains. If changes are made to the RBA Code, TI updates standards as appropriate.



The [TI Supplier Code of Conduct](#) (TI Supplier Code) is based on the RBA Code, is foundational to our policies to protect human rights in our supply chain and outlines our expectations of our suppliers. The codes forbid:

- Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking, and child labor.
- Transporting, harboring, recruiting, transferring or receiving persons through threat, force, coercion, abduction or fraud for labor or services.
- Holding worker government-issued documents or charging fees in exchange for jobs.
- Substandard living and work conditions.
- Excessive work hours or inadequate wages.
- Exploitation and discrimination.

In addition to the TI Supplier Code, we outline our expectations in other policies and documents that are listed below:

1. [Responsible Minerals Sourcing Policy](#), which describes our expectations for identifying and removing smelters from our supply chain that are funding and fueling war and human rights violations
2. TI's ethical [expectations](#) and values
3. TI's [Code](#) of Conduct

Also, because TI products are sometimes used in the U.S. Government supply chain, TI and our suppliers may be subject to the requirements of various U.S. Government procurement regulations regarding human rights, such as [FAR 52.222-50](#) cited above. Therefore, TI permits only the use of recruitment companies with trained employees and prohibits charging recruitment fees to employees, potential employees and non-employees (i.e. supplier's employees); TI requires wages to meet applicable host-country legal requirements or explains the variance; and if housing is provided by TI or its suppliers, it must meet host-country housing and safety standards. Further, the TI Supplier Code states that suppliers must have the necessary management systems in place to ensure workers' rights, safety and health are protected throughout the supply chain.

Additionally, the majority of our supplier contracts require compliance with the TI Supplier Code and other policies. For those suppliers not under contract, we communicate our expectations through our purchase order terms and conditions, [supplier website](#), [supply chain responsibility website](#), business reviews, and in-person or online training. We send an annual "Doing business with TI" communication to all suppliers, which incorporates our ethical expectations and codes of conduct. We require acknowledgement of receipt for suppliers in our top eighty percent of spend.

Beyond the standards and policies that outline TI's expectations, we actively engage with stakeholders such as the RBA, and are members of the Responsible Labor Initiative (RLI) and Responsible Minerals Initiative (RMI) Work Groups, to ensure continuous improvement of our processes to help mitigate human rights risks in the supply chain.



2. VERIFICATION

We evaluate and address risks of human trafficking and slavery through conformance to the [TI Code of Conduct](#) and the [TI Supplier Code](#). We evaluate conformance by performing both internal and third-party audits and risk assessments. These include RBA's standardized self-assessment questionnaire (SAQ) and validated audit process (VAP) tools, as well as internally developed assessments and audits. These tools help identify risk factors related to labor, health and safety, environment, ethics and management systems.

- a. **Risk Assessments:** We assess our supply base annually against the policies and codes that reflect our standards and expectations. We prioritize suppliers to be assessed based on an annual risk analysis that considers spend, criticality, products and services as well as geographic location. We identify high-risk geographies using multiple sources, including the U.S. Department of State Trafficking in Persons Report, the U.S. Department of Labor's List of Goods Produced by Child Labor or Forced Labor, the Corruption Perception Index and Foreign Migrant Worker indices.
- b. **Validation:** We examine the risks and management systems of priority direct material and services suppliers using the RBA SAQ or internally developed assessments that inquire into demographics and existing policies at a facility level against sections of the RBA Code. The assessments help identify ethical, environmental and social risks, including human rights and forced labor. TI validates SAQ responses for specific labor risk factors by analyzing suppliers' responses to assessments, engaging in supplier discussions and reviewing their policies. We also validate internally developed assessments with audits focused on labor risks. Assessments are valid for a two-year period.
- c. **Audits:** Annually, select TI facilities and high-risk suppliers are audited. The VAP carried out on TI facilities and suppliers' facilities are completed by independent, third-party auditors trained in social and environmental auditing and the VAP audit protocol. This helps to set consistent industry-wide expectations. The VAP assesses performance against the RBA Code, which evaluates labor, health and safety, environmental, ethics and management systems. TI personnel also conduct audits to measure compliance with labor-related sections of the RBA Code. This entails on-site inspections, document reviews, and worker and management interviews. Additionally, TI recognizes that our labor agents and onsite service providers in high-risk countries, such as cafeteria personnel, landscaping personnel and direct production labor, are considered more vulnerable to forced labor risks. This can be especially true in countries with high foreign migrant worker populations. Annually, we assess and audit all of our labor agents and targeted onsite service providers in high-risk countries, such as Malaysia and Taiwan. These audits include interviews with management and randomly selected workers, review of documents (i.e. contracts, policies and pay slips) and dormitory visits. Annually, we require these labor agents and onsite service providers to train their workers on the TI Supplier Code with emphasis on



workers' rights and forced labor. If non-conformances are found during assessments or audits, a corrective action plan is developed and tracked until closure.

During 2024, TI assessed 334 suppliers and their factories (where applicable), yielding a 96% overall assessment return rate.

d. Corrective Actions: Concerns identified through our risk assessment and audit processes are escalated to our purchasing managers and suppliers to verify issues and develop corrective actions that address the gaps. Where necessary, TI provides suppliers with training to help build their 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.

Assessment results show that 93% of our first-tier suppliers are categorized as low-risk. A total of 24 suppliers, representing 7% of the assessed group, were identified as requiring improvements due to factors such as gaps in labor policies, working hours practices, weaknesses in management systems or elevated inherent risk linked to their country of origin or industry sector. Corrective measures included providing supplementary training, requesting policy revisions, and refining work schedule management.

e. Monitoring: For critical suppliers, their performance on the above-described risk assessments are included in an 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, which are reviewed together by TI and the suppliers' management teams. This program drives continuous improvement because it facilitates regular discussions with suppliers regarding their performance and improvement plans. Suppliers with outstanding CETRAQ performance can be considered for TI's annual Supplier Excellence Award.

3. CERTIFICATION

The [TI Supplier Code](#) 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. Terms and conditions in the contracts and purchase orders specifically stipulate policies involving antidiscrimination and the humane treatment of workers.



4. INTERNAL ACCOUNTABILITY

Management Accountability: To close the annual risk assessment cycle, TI's supply chain responsibility organization reviews the results of the assessments and audits and looks for ways to improve our process. These discussions also help inform adjustments we make to our policies. Our Citizenship Steering Team includes leaders across 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, environmental safety and health, ethics and compliance, business continuity, legal and citizenship teams focused on supporting sustainability, citizenship and business practices. A cross-functional executive team provides direction for our overall citizenship strategy, programs and reporting. The Audit Committee of the TI Board of Directors oversees TI's approach to risk management as a whole, and reviews TI's risk management process at least annually.

Grievance Mechanism: Slavery and human 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. Grievances can be reported to TI's Ethics and Compliance Office. Information on how to contact TI's Ethics and Compliance Office is included in TI's annual Ethics Letter to our suppliers, supplier reviews and during training provided to TI onsite supplier workers. Further, literature is posted in public areas at all TI sites providing information about how to contact the TI Ethics and Compliance Office and listing the various mechanisms available to report concerns, including the option to do so anonymously.

Any TI employee, supplier, distributor or customer who has reason to believe that TI, a TI employee, a supplier or 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 and Compliance Office](#). The Ethics and Compliance 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 human trafficking are subject to review and possible termination.

Concerns regarding human trafficking issues can also be reported to the U.S. Government's Global Human Trafficking Hotline at 1-844-888-FREE and its email address at help@befree.org.

5. TRAINING

As part of TI's focus on ethics and compliance with laws in all countries where it operates, the company administers an Ethics and Compliance training. These courses help our employees understand how to comply with laws and regulations governing our business, and how to make the right ethical decisions.



Awareness regarding reporting or raising concerns is an important part of annual training.

Additionally, employees in our global purchasing organization as well as suppliers are trained on the RBA Code annually, which addresses principles inclusive of freely chosen employment. Suppliers identified for training include TI onsite suppliers in high-risk countries, as well as suppliers deemed high risk through our risk assessments. We leverage the use of RBA's eLearning Academy for training, which provides online learning modules specifically focused on forced labor and human trafficking, among other code of conduct modules.

The [TI Code of Conduct](#) and [TI Supplier Code](#) 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

By: _____

Rafael R. Lizardi
Senior Vice President and Chief Financial Officer