



January 9, 2006

Bain Capital to Purchase Sensors & Controls Business of Texas Instruments for \$3 Billion

Dallas, TX (January 09, 2006)

Texas Instruments Incorporated (TI) (NYSE: TXN) today announced the signing of a definitive agreement to sell its Sensors & Controls business to affiliates of Bain Capital, LLC, a leading global private equity investment firm, for \$3.0 billion in cash.

Sensors & Controls, which is headquartered in Attleboro, Mass., supplies engineered sensors and controls to the appliance, climate control, industrial, automotive, lighting, and aircraft markets. With revenue exceeding \$1 billion annually, Sensors & Controls has about 5,400 employees in the Americas, Europe and Asia. The sale will not include the radio frequency identification (RFID) systems operations, which will remain part of **Texas Instruments**.

"Sensors & Controls is a market leader that enjoys long-standing customer relationships and is geographically diversified with greater than 50 percent of its sales generated outside North America," said Steve Zide, a Managing Director at Bain Capital. "We're enthusiastic about Sensors & Controls' future, and look forward to supporting the management team's plan to continue the company's growth and realize its long-term potential." Bain Capital has a strong track record of purchasing non-core divisions of large, multinational companies and partnering with the management team and employees to build significant value.

Thomas Wroe, Jr., the president of Sensors & Controls, and the current management team will continue to lead the organization. "We are eager to start this new chapter in our history," said Wroe. "We have made tremendous strides improving profitability while growing the business. This transaction will allow us to accelerate our growth and serve our customers more effectively."

TI's Board of Directors has approved the sale, which is expected to be completed in the first half of 2006. Completion of the sale is contingent upon customary regulatory approvals.

Bain Capital was advised on the transaction by JPMorgan Chase and the financing will be provided by Morgan Stanley, Bank of America, and Goldman Sachs. TI was advised by Morgan Stanley and a fairness opinion was provided to the company by Lazard.

About Texas Instruments RFid Systems

Updated May 2006 **Texas Instruments** is the world's largest integrated manufacturer of radio frequency identification (RFID) transponders and reader systems. Capitalizing on its competencies in high-volume semiconductor manufacturing and microelectronics packaging, TI is a visionary leader and at the forefront of establishing new markets and international standards for RFID applications. For more information, contact **TI-RFid™ Systemst** 1-800-962-7343 (North America) or +1 214-567-7343 (International), or visit the Web site at www.ti-rfid.com.

Texas Instruments Incorporated provides innovative DSP and analog technologies to meet our customers' real world signal processing requirements. In addition to Semiconductor, the company includes the Educational & Productivity Solutions business. TI is headquartered in Dallas, Texas and has manufacturing, design or sales operations in more than 25 countries. **Texas Instruments** is traded on the New York Stock Exchange under the symbol TXN. More information is located on the World Wide Web at www.ti.com.

About Bain Capital

Bain Capital, LLC (www.baincapital.com) is a global private investment firm that manages several pools of capital including private equity, venture capital, public equity and leveraged debt assets with more than \$27 billion in assets under management. Since its inception in 1984, Bain Capital has made private equity investments and add-on acquisitions in over 230 companies around the world, including such technology and manufacturing companies as FCI, UGS, ChipPAC and Therma-Wave. Headquartered in Boston, Bain Capital has offices in New York, London, Munich, Tokyo, Hong Kong and Shanghai.