

## **COMPENSATION COMMITTEE POLICY ON EXECUTIVE COMPENSATION CONSULTANTS**

A primary function of the Compensation Committee of the TI Board (the “Committee”) is to discharge the Board’s responsibilities relating to compensation of the Company’s executive officers. It is the policy of the Committee to retain an independent executive compensation consultant to advise it in fulfilling its responsibilities (the “consultant”). As used below, the “Engagement” means the retention of the consultant to provide such services.

The Committee will be directly responsible for the Engagement, including the appointment, compensation and oversight of the work of the consultant; provided, however, that the Committee Chair may approve increases in the budget for the Engagement and shall inform the Committee of any such approval.

The Committee will meet with the consultant periodically without the presence of management and will require the consultant to offer advice directly to the Committee. As part of the Engagement, the consultant may assist management only if instructed to do so by the Committee.

It is essential that the consultant be independent of the Company and management and not have a conflict of interest. If it is proposed that the consultant (or any affiliate) perform services to the Company beyond the Engagement (“Other Services”), then the proposal must be submitted to the Committee or its Chair for approval before such services begin. Other Services will be approved only if the Committee or Chair, as applicable, is satisfied that the Other Services will not compromise the consultant’s independence and that a reasonable alternative to engaging the consultant or affiliate for such services does not exist. The Chair will report to the Committee any approval that he or she gives for Other Services.

Before selecting the consultant or obtaining his or her advice, the Committee will confirm that in its judgment, the consultant is independent of the Company and its management and does not have a conflict of interest. In this connection, the Committee will consider the factors identified in Paragraph F of its Statement of Responsibilities.