

INSTRUCTIONS TO TRUSTEE ON VOTING
 TI COMMON STOCK
 HELD UNDER THE
 TI EMPLOYEES UNIVERSAL PROFIT SHARING PLAN

PLEASE VOTE AND SIGN ON REVERSE SIDE AND RETURN IN THE ENCLOSED ENVELOPE
 These voting instructions are requested in conjunction
 with a proxy solicitation by the Board of Directors
 of Texas Instruments Incorporated.

[participant identifying information]

I hereby instruct Bankers Trust Company as Trustee of the TI Employees Universal Profit Sharing Trust ("Trust") to vote in person or by proxy, at the annual meeting of stockholders of Texas Instruments Incorporated ("TI") on April 17, 1997, or any adjournments thereof, the whole shares of TI common stock ("TI stock") held in the TI Stock Fund under the Trust which are attributable to my Universal Profit Sharing Account and CODA Account and the whole and fractional shares of TI Stock held in the TI Stock Fund which are attributable to my Tax Credit Employee Stock Ownership Account in the manner indicated on the reverse side of this form with respect to each item identified thereon.

The Trustee will vote the shares represented by this voting instructions form if properly signed and received by April 14, 1997. If no instructions are specified on a signed form, the shares represented thereby will be voted in accordance with the vote of the majority of the shares for which voting instructions are received from other participants, except that the Trustee will vote shares of TI stock attributable to Tax Credit Employee Stock Ownership Accounts for which no voting instructions have been received to the extent required by law or otherwise.

(over)

PLEASE MARK YOUR CHOICE IN OVAL IN THE FOLLOWING MANNER USING DARK INK ONLY: [/]

The board of directors of TI recommends a vote FOR the election of directors and the two board proposals.
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|--|------------|----------------|---|
| 1. Election of Directors | For | Withheld | For All Except Nominee(s) Written Below |
| Nominees: J.R. Adams, D.L. Boren, J.B. Busey IV, T.J. Engibous, G.W. Fronterhouse, D.R. Goode, G.M. Shatto, W.P. Weber and C.K. Yeutter. | [] | [] | [] _____ |
| 2. Proposal to approve the Texas Instruments Executive Officer Performance Plan. | For [] | Against [] | Abstain [] |
| 3. Proposal to approve the TI Employees 1997 Stock Purchase Plan. | For [] | Against [] | Abstain [] |

Dated _____, 1997

 Signature

NOTE: Please sign exactly as name appears on the front side. When signing as executor, administrator, attorney, trustee or guardian, etc., please give your full title.