

**National Instruments Corporation**  
**Business Gifts and Entertainment Policy**  
**Adopted by the NI Board of Directors**

**SCOPE**

This policy applies to all National Instruments (“NI”) employees worldwide, including subsidiaries and other affiliates under NI’s control and Third Party Representatives as defined by NI’s Anti-Bribery and Anti-Corruption Policy.

**BACKGROUND**

Gift giving and entertaining in a business context can be appropriate ways to show appreciation, esteem, or courtesy in connection with explaining, marketing, or promoting NI’s products and services and, with some restrictions, is a lawful business practice. However, gift giving and entertaining can also create the perception that business decisions are made because of these benefits and not on the basis of fair and objective criteria. Special laws and rules apply to gifts, entertainment and personal benefits to government employees. Therefore, a company policy is necessary to provide guidance to employees.

**POLICY STATEMENT**

**Non-governmental customers and employees**

It is NI’s policy that NI employees may give and receive appropriate, lawful business gifts in connection with non-governmental customers and employees, provided that any business gifts given or received must be:

- Not cash, cash equivalent, stock or other securities
- Consistent with customary business practices
- Unsolicited
- Nominal in value
- Infrequent
- In good taste
- Provided for legitimate business reasons
- Never to induce the recipient for a favor or in exchange for actions that benefited the recipient
- Not prohibited by applicable law

**Gifts**

As noted above, providing gifts are a permissible and appropriate way to build working relationships. Permissible gifts involve the provision of a nominal valued item with no expectation of anything in return. To that end, other than nominal, NI-logo bearing promotion items, or items of no more than the amount set forth below, you must consult with the applicable regional Events Compliance Committee prior to providing a gift to providing a gift to potential or actual customers or other third parties, which should include

a review of applicable local policies and procedures (“Local Policies”). Please note that in certain countries stricter rules apply which, for example, may absolutely prohibit any gift to Government Officials. All NI employees and persons that may be associated with NI (agents, distributors, etc.) must comply with applicable Local Policies and local laws. All gifts must be properly booked as a gift for accounting purposes. Cash or cash equivalent gifts (including general purpose vouchers or gift cards such as VISA, Amazon and like) are prohibited. Gift cards that are only used for a limited and specific type of purchase (such as a gift card to Starbucks or iTunes) may be provided as long as the amount of the card is within the guidelines specified in this policy. For incentive programs, which are different than gifts, cash equivalents may be provided to incentive program participants (see further guidance below). Moreover, special rules for free drawings apply – please check with the applicable regional Events Compliance Committee. Seek assistance from NI Legal Counsel in your region if you have questions.

Region/Country	Value of gift	
	Government Official	Commercial Customer
Americas		
U.S. and Canada	\$20USD	\$100USD
Other countries	\$40USD	\$100USD
EMEA – Europe and IndRAA	\$40USD	\$100USD
APAC		
China	\$40USD	\$40USD
Other countries	\$0-25USD	\$50-\$90USD
<p>Above thresholds are subject to change from time to time as per applicable Local Policies and local laws; and USD amounts are for reference only, employees must consult with Local Policies for the actual amounts in local currencies.</p> <p>As noted above, before providing a gift to any person whether or not a Government Official, please consult the Local Policies to ensure that the above thresholds in local currently are applicable to your particular country and situation.</p>		

### **Meals and Entertainment**

The thresholds stated above, subject to any limitations set forth under local law or Local Policies, also apply to meals and other entertainment provided or received. Light refreshments such as coffee, tea, pastries, sandwiches, soft drinks and similar food or refreshments of reasonable value may be provided and received. Seek assistance from NI Legal Counsel in your region if you have questions.

## Incentive Programs

From time-to-time, NI may request that potential or actual customers or other third parties spend their time, resources or expertise to provide services to the Company, such as filling out surveys, questionnaires, providing feedback, or testing products and services. NI may offer things of value as incentives to provide such services to the Company. Exchanging items of value for services to the Company is not gift-giving, but rather compensation for services requested and provided. While not gifts, incentive programs must comply with the gift policy standards outlined above and below except the form of the incentives may include cash equivalents (including general purpose gift cards such as Amazon, VISA, etc.) Incentive Programs will include the following statement to ensure customers comply with the laws, rules and regulations that may apply to them: “National Instruments endeavors to comply with all laws and regulations related to drawings and the provision of prizes to randomly selected participants. By clicking this box you certify that no law, rule or regulation prohibits you from participating in the drawing and accepting a prize, if chosen.” While Government Officials may participate in an incentive program, if a Government Official is randomly selected, the award must be approved through the [Anti-Corruption Compliance Portal](#) prior to the provision of the incentive. Exceptions to these general requirements may be made on a case-by-case basis by NI Legal Counsel.

## Recordkeeping

Travel, meals, gifts, entertainment and other expenses shall always be accurately reflected in expense reports and accounting records utilizing the appropriate accounting category:

For expenses including non-NI individuals (i.e. customers, suppliers, partners, etc.), use the following accounts:	For expenses where only NI employees are present, use the following accounts:
Airfare: Non-NI	Airfare
Hotel: Non-NI	Hotel
Meals: Non-NI	Meals
Entertainment: Non-NI	Entertainment
Awards, prizes, gifts, other: Non-NI individuals	

Expenditures for travel, lodging, entertainment and other expenses must be itemized. This is true even if the gift or entertainment may be contrary to applicable law, or is not approved or allowed by NI’s or the recipient’s policies.

## Government customers and employees

Local laws in the United States and around the world strictly limit gifts to Government Officials (as defined in NI’s Anti-Bribery and Anti-Corruption Policy<sup>1</sup>) (U.S., local bribery

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<sup>1</sup> “Government Official” includes any:

- Government employee or elected or appointed official
- Political party
- Candidate for political office (even if not currently in office)
- Employees of a state-owned or controlled entity such as a university professional (e.g. professor, teacher, administrator) who works in a public or government-sponsored education program

and anti-corruption laws, such as the United Kingdom Bribery Act, also apply to dealings with non-governmental private individuals), and NI employees must always comply with all such restrictions. Violating these restrictions may be criminal acts, regardless of whether they are paid for with NI or personal funds.

Unless it is clear that applicable laws and regulations permit it, or prior approval has been obtained from the applicable regional Events Compliance Committee, or where Local Policies require, approval from the NI Legal Counsel responsible for your country or region, NI employees should avoid offering business gifts and entertainment to Government Officials.

Bribery is illegal and violates this policy and NI's Anti-Bribery and Anti-Corruption Policy. In addition to this policy, follow our Anti-Bribery and Anti-Corruption Policy and Supplemental Guidance regarding Company-Sponsored Marketing Events which apply to all NI employees around the world, always comply with local legal requirements and seek assistance from the applicable regional Events Compliance Committee or NI Legal Counsel.

## **Requirements**

1. No NI employee may give or receive a gift that creates a conflict of interest under the Company's Conflict of Interest Policy, violates the law, regulations, agreements or reasonable customs of the marketplace;
2. Make sure any business gift is nominal in value, unsolicited, infrequent, in good taste, and provided for legitimate business reasons;
3. When deciding on the appropriateness of giving or receiving a business gift, consider how the gift compares in value to the usual gift-giving practices in your country, the sum of gifts to or from that entity over time, the suitability of the gift given your position at NI, the impact of the gift on building positive business relations with the recipient, and how the gift might look to an outsider;
4. Consult with the applicable regional Events Compliance Committee responsible for your country or region before giving gifts, meals, drinks, entertainment, hospitality, recreation, tickets, passes, transportation, etc. to a Government Official.
5. If you plan to give or accept a business gift of more than a nominal value, you must inform your supervisor and consult with the Event Compliance Committee;
6. Properly record any business gift on your business unit's books.

## **Violations**

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- Consultant, speaker or advisor retained by NI who is a government employee
  - Official or employee of quasi-public or non-governmental international organization (sometimes referred to as "NGOs") such as the United Nations, Red Cross, International Monetary Fund and the World Bank
  - Employee of a quasi-public agency and other companies or organizations partly or wholly owned or controlled by a government

NOTE: Business entities may be considered to be controlled by a government even though government ownership is less than 50%.

Any violation of this policy may provide reasonable grounds for employee discipline, up to and including termination of employment.

**NI Legal Department**

The NI Legal Department will answer questions about this policy.

**Internal Audit**

Internal Audit will periodically review NI's books and records for compliance with this policy.

**References**

National Instruments Code of Ethics can be found [here](#).

National Instruments Conflicts of Interest Policy can be found [here](#).

NI's Policy on Anti-Bribery and Anti-Corruption can be found [here](#).

Supplemental Guidance regarding Company-Sponsored Marketing Events can be found [here](#).