

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**In re NATIONAL INSTRUMENTS
CORPORATION SECURITIES LITIGATION**

**Civil Action No. 1:23-cv-10488-DLC
CLASS ACTION**

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS WHO SOLD NATIONAL INSTRUMENTS CORPORATION (“NATIONAL INSTRUMENTS” OR THE “COMPANY”) COMMON STOCK BETWEEN AUGUST 12, 2022 AND AUGUST 30, 2022, INCLUSIVE, AND/OR BETWEEN SEPTEMBER 12, 2022 AND SEPTEMBER 28, 2022, INCLUSIVE (THE “CLASS PERIOD”), AND WERE DAMAGED THEREBY (THE “CLASS”).

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS MAY BE AFFECTED BY PROCEEDINGS IN THIS LITIGATION. PLEASE NOTE THAT IF YOU ARE A CLASS MEMBER, YOU MAY BE ENTITLED TO SHARE IN THE PROCEEDS OF THE SETTLEMENT DESCRIBED IN THIS NOTICE. TO CLAIM YOUR SHARE OF THE SETTLEMENT PROCEEDS, YOU MUST SUBMIT A VALID PROOF OF CLAIM AND RELEASE (“PROOF OF CLAIM”) POSTMARKED OR SUBMITTED ONLINE ON OR BEFORE JANUARY 14, 2027.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION.

This Notice of Proposed Settlement of Class Action (the “Settlement Notice”) has been provided to you pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the Southern District of New York (the “Court”). This Settlement Notice relates to a securities fraud class action (the “Litigation”) brought by Court-appointed Lead Plaintiff and Class Representative Wayne County Employees’ Retirement System (“Lead Plaintiff”), on behalf of itself and the Class, against National Instruments, Eric Starkloff, and Michael McGrath (collectively, “Defendants”). The purpose of this Settlement Notice is to inform you of: (i) the proposed \$28,000,000 cash settlement reached therein (the “Settlement”); and (ii) the hearing (the “Settlement Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation and Agreement of Settlement dated September 11, 2026 (the “Stipulation”), by and between Lead Plaintiff and Defendants (the “Parties” or “Settling Parties”). This Settlement Notice describes what steps you may take in relation to the Settlement and the Litigation.¹

This Settlement Notice is not intended to be, and should not be construed as, an expression of any opinion by the Court with respect to the truth of the allegations in the Litigation as to any of the Defendants or the

¹All capitalized terms used in this Settlement Notice that are not otherwise defined herein shall have the meanings provided in the Stipulation and Agreement of Settlement (the “Stipulation”), dated September 11, 2026, which is available at www.nationalinstrumentssecuritiesclassaction.com.

merits of the claims or defenses asserted by or against the Defendants. This Settlement Notice is solely to advise you of the proposed Settlement of the Litigation, and your rights in connection therewith.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT

SUBMIT A PROOF OF CLAIM	The only way to be eligible to receive a payment from the Settlement. Proofs of Claim must be postmarked or submitted online on or before January 14, 2027 .
OBJECT	Write to the Court about why you do not like the Settlement, the Plan of Allocation, and/or the request for attorneys' fees and expenses. You will still be a member of the Class. Objections must be received by the Court and counsel on or before December 18, 2026 . If you submit a written objection, you may (but do not have to) attend the Settlement Hearing.
GO TO THE SETTLEMENT HEARING ON JANUARY 13, 2027 at 2:30 P.M	Ask to speak in Court about the fairness of the Settlement, the Plan of Allocation, and/or the request for attorneys' fees and expenses. Requests to speak at the Settlement Hearing must be received by the Court and counsel on or before December 18, 2026 .
DO NOTHING	Receive no payment. You will, however, still be a member of the Class, which means that you give up your right to ever be part of any other lawsuit against the Defendants or any other Released Defendant Parties about the legal claims being resolved by this Settlement, and you will be bound by any judgments or orders entered by the Court in the Litigation.

SUMMARY OF THIS SETTLEMENT NOTICE

Statement of Class Recovery

Pursuant to the Settlement described herein, a \$28,000,000 cash settlement fund has been established. Based on Lead Plaintiff's estimate of the number of allegedly damaged shares of National Instruments common stock eligible to recover under the Settlement, the average distribution per allegedly damaged share of National Instruments common stock under the Plan of Allocation is approximately \$3.01 per share, before deduction of any Taxes and Tax Expenses on the income earned on the Settlement Amount, Notice and Administration Expenses, and any attorneys' fees and expenses and any award to Lead Plaintiff as determined by the Court. Class Members should note, however, that this is only an estimate. A Class Member's actual recovery will be a proportion of the Net Settlement Fund determined by that claimant's Recognized Loss Amount as compared to the total Recognized Loss Amounts of all Class Members who submit acceptable Proofs of Claim. A Class Member may receive more or less than this estimated average distribution amount. Please see the Plan of Allocation set forth and discussed at pages 12 through 14 below for more information about the calculation of your Claim.

Statement of Potential Outcome of Case

The Settling Parties disagree on both liability and damages and do not agree on the amount of damages that would be recoverable if the Class had prevailed on each or any claim alleged. Defendants deny that

they violated any laws, deny that they are liable to the Class, and deny that the Class has suffered any damages. While Defendants dispute this figure, Lead Plaintiff estimates that, had Lead Plaintiff prevailed on all disputed issues, the maximum damages that may have been obtained for the Class in this case total approximately \$80 million. The issues on which the Settling Parties disagree include, among others: (1) whether Defendants engaged in any conduct that would give rise to any liability to the Class under the federal securities laws; (2) whether Defendants have valid defenses to any such claims of liability; and (3) the amount, if any, by which the price of National Instruments common stock was allegedly artificially depressed during the Class Period.

Statement of Attorneys' Fees and Expenses Sought

Since the Litigation's inception, Lead Counsel have expended considerable time and effort in the prosecution of this Litigation on a wholly contingent basis and have advanced the expenses of the Litigation in the expectation that if they were successful in obtaining a recovery for the Class, they would be paid from such recovery. Lead Counsel, Johnson Van Kwawegen LLP, 485 Madison Avenue, 15th Floor, New York, NY 10022, will apply to the Court for an award of attorneys' fees not to exceed 33 and 1/3% of the Settlement Amount, plus expenses and charges incurred in connection with the prosecution of the Litigation not to exceed \$1,000,000.00, plus interest earned on both amounts at the same rate as earned by the Settlement Fund. In addition, Lead Plaintiff may seek an award not to exceed \$10,000.00 in reimbursement of costs and expenses in connection with its representation of the Class pursuant to 15 U.S.C. §78u-4(a)(4). If the Court approves Lead Counsel's fee and expense application in the maximum amounts stated above, the average cost per allegedly damaged share of National Instruments common stock will be approximately \$1.11 per share.

Subject to the Court's approval, Lead Counsel has agreed to share part of any attorneys' fees awarded by the Court with the following counsel: Robbins Geller Rudman & Dowd LLP, 420 Lexington Avenue, Suite 1832, New York, NY 10170;² and VanOverbeke, Michaud & Timmony, P.C., 79 Alfred St, Detroit, MI 48201.³

Further Information

For further information regarding the Litigation, this Settlement Notice, or to review the Stipulation, please contact the Claims Administrator toll-free at (866) 274-4004, or visit the dedicated case website at www.nationalinstrumentssecuritiesclassaction.com. You may also contact a representative of Lead Counsel: Johnson Van Kwawegen LLP, Attn: Jonathan Zweig, 485 Madison Avenue, 15th Floor, New York, NY 10022, (646) 836-9630, jonathan@jvk-law.com.

Please do not call the Court or Defendants with questions about the Settlement.

Reasons for the Settlement

Lead Plaintiff's principal reason for entering into the Settlement is the benefit to the Class now, without further risk or the delays inherent in continued litigation. The cash benefit under the Settlement must be

² Subject to the Court's approval, any attorneys' fees awarded will be allocated between Lead Counsel and Robbins Geller Rudman & Dowd LLP based on their respective lodestar, with a minimum of 15% of the total fee amount available to both firms to be allocated to Lead Counsel, and a minimum of 25% of the total fee amount available to both firms to be allocated to Robbins Geller Rudman & Dowd LLP.

³ Subject to the Court's approval, VanOverbeke, Michaud & Timmony, P.C. will receive 10% of any attorneys' fees awarded.

considered against the significant risk that a smaller recovery — or, indeed, no recovery at all — might be achieved after contested motions, trial, and likely appeals, a process that could last several years into the future. For example, Defendants would have contended at trial and on appeal that they did not possess material, non-public information during the Class Period; that they relied in good faith on the advice of disinterested counsel; and that Class Members suffered only limited damages or no damages at all. For Defendants, who have denied and continue to deny all allegations of liability, fault, or wrongdoing whatsoever, the principal reason for entering into the Settlement is to eliminate the uncertainty, risk, costs, and burdens inherent in any litigation, especially in complex cases such as this Litigation.

BASIC INFORMATION

1. What is the purpose of this Settlement Notice?

This Notice informs Class Members about the proposed Settlement and their options in connection therewith before the Court rules on the Settlement. This Settlement Notice explains the Settlement, Class Members' legal rights in connection with the Settlement, what benefits are available, who is eligible for them, and how to obtain them.

The Court in charge of the Litigation is the United States District Court for the Southern District of New York, and the case is known as *In re National Instruments Corporation Securities Litigation*, No. 1:23-cv-10488-DLC. The case has been assigned to the Honorable Denise L. Cote. The entity representing the Class is the Lead Plaintiff, and the company and individuals it sued and who have now settled are called the Defendants.

The issuance of this Settlement Notice is not an expression of any opinion by the Court concerning the merits of any claim in the Litigation, and the Court still has to decide whether to approve the Settlement. If the Court approves the Settlement and a plan of allocation, then payments to Authorized Claimants will be made after any appeals are resolved and after the completion of all claims processing. Please be patient, as this process can take some time to complete.

2. What is this lawsuit about?

The initial complaint in the Litigation was filed on November 30, 2023 as a putative class action. On February 16, 2024, the Court appointed Wayne County Employees' Retirement System as Lead Plaintiff and appointed Robbins Geller Rudman & Dowd LLP as Lead Counsel.

On March 29, 2024, Lead Plaintiff filed the Amended Complaint for Violations of the Federal Securities Laws (the "Complaint"), asserting claims under §§10(b) and 20(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and Rule 10b-5 promulgated thereunder against the Company, the Individual Defendants, and former defendant Karen Rapp ("Rapp").

The Complaint alleged, among other things, that the Company repurchased its common stock during 2022 while in possession of, and without disclosing, material non-public information concerning acquisition proposals that the Company had received from Emerson Electric Co. ("Emerson"), and that shareholders who sold National Instruments common stock during the Class Period did so at artificially depressed prices.

On April 26, 2024, Defendants and Rapp moved to dismiss the Complaint. By Opinion and Order dated September 6, 2024, the Court granted the motion to dismiss in part and denied it in part. The Court sustained the claim against the Company under §10(b) of the Exchange Act and Rule 10b-5 on a theory of insider trading, as well as the related §20(a) control-person claims against Eric Starkloff and Michael McGrath. The Court dismissed all claims against Rapp and all claims premised on a misrepresentation or omission theory under §10(b) and Rule 10b-5(b).

On October 8, 2024, Defendants answered the Complaint, and the Parties engaged in extensive fact and expert discovery. The Parties served and responded to requests for the production of documents, interrogatories, and requests for admission; Lead Plaintiff obtained documents from Defendants and from third parties, including National Instruments' financial and legal advisors; and the Parties took and defended numerous depositions, including of the Individual Defendants, other former Company employees, a representative of Lead Plaintiff, and the Parties' respective experts.

On May 2, 2025, Lead Plaintiff moved for class certification. By Opinion and Order dated September 19, 2025, the Court granted the motion, with a modified class definition, certified the Class (as defined in the answer to Question 5 below), appointed Wayne County Employees' Retirement System as Class Representative, and appointed Robbins Geller Rudman & Dowd LLP as class counsel. On October 3, 2025, Defendants petitioned the United States Court of Appeals for the Second Circuit for permission to appeal the class certification decision pursuant to Rule 23(f) of the Federal Rules of Civil Procedure. Following briefing and argument, the Second Circuit denied the petition on February 11, 2026.

On January 6, 2026, the Court appointed Johnson Van Kwawegen LLP as Lead Counsel and Class Counsel, after the attorneys who had been prosecuting the Litigation moved from Robbins Geller Rudman & Dowd LLP to Johnson Van Kwawegen LLP.

On December 22, 2025, Defendants moved for summary judgment and to exclude the testimony of Lead Plaintiff's expert. Lead Plaintiff opposed those motions and moved to exclude the testimony of Defendants' experts. Those motions were fully briefed but had not been decided at the time the Parties reached this Settlement.

The Settling Parties engaged in extensive, arm's-length settlement negotiations before David Murphy, Esq., an experienced mediator, including in-person mediation sessions held on March 5, 2025, October 13, 2025, and March 30, 2026. On June 18, 2026, following further discussions with Mr. Murphy, the Parties accepted a mediator's recommendation to settle the Litigation in return for a cash payment of \$28,000,000 to be paid by or on behalf of Defendants (including by their insurers) for the benefit of the Class, subject to the Court's approval. The Parties' agreement is reflected in a binding term sheet dated July 14, 2026 and in the Stipulation. The Stipulation (together with the Exhibits thereto) reflects the final and binding agreement among the Settling Parties, subject to the Court's approval.

Defendants have denied, and continue to deny, each and all of the claims and contentions alleged in the Litigation, including any allegations of fault, liability, wrongdoing, or damages whatsoever, and any allegation that they committed any act of insider trading or otherwise violated the federal securities laws. Defendants maintain that their conduct was at all times proper and in compliance with applicable law and that they have meritorious defenses to all claims alleged.

3. Why is there a settlement?

The Court has not decided in favor of Defendants or Lead Plaintiff. Instead, both sides agreed to the Settlement to avoid the costs and risks of further litigation, and Lead Plaintiff agreed to the Settlement in order to ensure that Class Members will receive compensation.

If there were no Settlement and Lead Plaintiff failed to establish any essential legal or factual element of its claims against Defendants, neither Lead Plaintiff nor the other members of the Class would recover anything from Defendants. Also, if Defendants prevailed on any of their defenses at summary judgment, trial, or on appeal, the Class could recover substantially less than the amount provided in the Settlement, or nothing at all.

4. Why am I receiving a second notice about this case?

You may have previously received a notice of pendency of this Litigation (the “Class Notice”). That prior notice was issued before the Settlement was reached, and it informed recipients that this Litigation was pending, that the Court had certified the Class, and that Class Members had the option to exclude themselves from the Class. This Settlement Notice is being issued because a Settlement has now been reached in this Litigation.

WHO IS IN THE SETTLEMENT

5. How do I know if I am a member of the Class?

The Court directed that everyone who fits this description is a Class Member: all persons who sold National Instruments Corporation common stock between August 12, 2022 and August 30, 2022 and/or between September 12, 2022 and September 28, 2022, inclusive (the “Class Period”), and were damaged thereby. Excluded from the Class are Defendants, the officers and directors of the Company, at all relevant times, members of their immediate families and their legal representatives, heirs, successors, or assigns, and any entity in which Defendants have or had a controlling interest. Also excluded from the Class are any persons who previously submitted a timely and valid request for exclusion that is accepted by the Court.

Please Note: Receipt of this Settlement Notice or the Postcard Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of the proceeds from the Settlement, you are required to submit a Proof of Claim and the required supporting documentation as set forth therein postmarked or online on or before **January 14, 2027**, as described in Question 10 below.

6. What happens if I submitted a request for exclusion in response to the Class Notice?

If you previously submitted a valid request for exclusion in response to Class Notice and such request is accepted by the Court, you are excluded from the Class and you cannot recover money in this Settlement. If you did not previously submit a timely request, or if the Court determines your request was invalid, you are bound by any judgments or orders entered by the Court in the Litigation, including regarding this Settlement.

7. What if I am still not sure whether I am included in the Class?

If you are still not sure whether you are included in the Class, you can ask for free help. You can contact the Claims Administrator toll-free at (866) 274-4004, or you can fill out and return the Proof of Claim to see if you qualify. You may also submit the Proof of Claim online at www.nationalinstrumentssecuritiesclassaction.com.

THE SETTLEMENT BENEFITS — WHAT YOU GET

8. What does the Settlement provide?

The Settlement provides that, in exchange for the release of the Released Plaintiff's Claims (defined below) and dismissal of the Litigation with prejudice, Defendants shall pay or cause to be paid (including by their insurers) \$28,000,000 in cash. The Settlement Amount, plus any interest earned thereon, is the "Settlement Fund." After deduction of any Taxes and Tax Expenses, Notice and Administration Expenses, any attorneys' fees and expenses awarded by the Court, and any award to Lead Plaintiff approved by the Court (the "Net Settlement Fund"), the Net Settlement Fund will be distributed pursuant to the Court-approved Plan of Allocation, pro rata, to Class Members who submit valid Proofs of Claim. The Plan of Allocation is described in more detail at the end of this Settlement Notice.

9. How much will my payment be?

Your share of the Net Settlement Fund will depend on several things, including the total dollar amount of Claims represented by the valid Proofs of Claim that Class Members submit, compared to the dollar amount of your Claim, all as calculated under the Plan of Allocation discussed below.

HOW YOU GET A PAYMENT — SUBMITTING A PROOF OF CLAIM

10. How can I get a payment?

To be eligible to receive a payment from the Settlement, you must timely complete and submit a Proof of Claim. A Proof of Claim is included with this Settlement Notice, and additional copies may be downloaded at www.nationalinstrumentssecuritiesclassaction.com. Read the instructions contained in the Proof of Claim carefully, fill out the Proof of Claim, include all the documents the form asks for, sign it, and mail it to National Instruments Securities Settlement, c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson Street, Suite 205, Media, PA 19063, or submit it online at www.nationalinstrumentssecuritiesclassaction.com, so that it is postmarked or received no later than 11:59 p.m. ET on **January 14, 2027**. If you do not submit a timely and valid Proof of Claim with the required information, you will not receive a payment from the Net Settlement Fund; however, you will still be bound by the Settlement, the Judgment, and the releases contained therein. A Claim submitted after the deadline may be rejected and may be ineligible for payment unless Lead Counsel exercises its discretion to accept the Claim.

11. When will I get my payment?

The Court will hold a Settlement Hearing on **January 13, 2027**, at 2:30 p.m., to decide whether to approve the Settlement. If the Court approves the Settlement, there might be appeals. It is always uncertain whether

appeals will be filed and, if so, how they will be resolved and how long that process will take. It also takes time for all of the Proofs of Claim to be processed. Please be patient.

12. What am I giving up to get a payment?

As a Class Member, all of the Court's orders will apply to you and legally bind you. If the Settlement is approved, you will give up all "Released Plaintiff's Claims" (as defined below), including "Unknown Claims" (as defined below), against the "Released Defendant Parties" (as defined below). This means that, upon the Effective Date of the Settlement, you cannot sue, continue to sue, or be part of any other lawsuit against the Defendants or the other Released Defendant Parties about the Released Plaintiff's Claims. In addition, the Defendants, together with their successors, predecessors, assigns, executors, heirs, administrators, representatives, attorneys, and agents, will give up all Released Defendants' Claims against the Released Plaintiff Parties.

- **"Released Plaintiff's Claims"** means any and all claims, actions, causes of action, demands, losses, rights, duties, obligations, debts, sums of money, suits, contracts, agreements, judgments, matters, issues, promises, damages, and liabilities of every nature and description, whether known or unknown (including Unknown Claims), whether arising under federal, state, common, foreign, or other applicable law, rule, or regulation, that Lead Plaintiff or any other member of the Class, or any other Releasing Plaintiff Party, (i) asserted in the Complaint filed in the Litigation, or (ii) could have asserted in any forum that arise out of, are based on, or relate in any way, directly or indirectly, to any of the allegations, acts, transactions, facts, events, matters, occurrences, representations, or omissions involved, set forth, alleged, or referred to in the Litigation, or which could have been alleged in the Litigation, and that arise out of, are based on, or relate in any way, directly or indirectly, to the sale of the Company's common stock by any members of the Class during the Class Period. Released Plaintiff's Claims do not include: (i) any claims relating to the enforcement of the Settlement; or (ii) any claims of any Person who or which submitted a request for exclusion from the Class that is accepted by the Court.
- **"Released Plaintiff Parties"** means (i) Lead Plaintiff, all Class members, any other plaintiffs in the Action and their counsel, and Lead Plaintiff's Counsel, and (ii) each of their respective immediate family members, and their respective partners, general partners, limited partners, principals, shareholders, joint venturers, members, officers, directors, managing directors, supervisors, employees, contractors, consultants, experts, auditors, accountants, financial advisors, insurers, investigators, trustees, trustors, agents, attorneys, predecessors, successors, assigns, heirs, executors, administrators, estates, and any controlling person thereof, all in their capacities as such, but not including any Person who or which submitted a request for exclusion from the Class that is accepted by the Court.
- **"Released Defendants' Claims"** means any and all claims and causes of action of every nature and description, whether known or unknown (including Unknown Claims), whether arising under federal, state, common, or foreign law, that arise out of or relate in any way to the institution, prosecution, or settlement of the claims asserted in the Litigation against Defendants. Released Defendants' Claims do not include: (i) any claims relating to the enforcement of the Settlement; (ii) any claims against any Person who or which submitted a request for exclusion from the Class

that is accepted by the Court; or (iii) any claims, demands, rights, or causes of action between or among Defendants, or between Defendants and their insurers.

- **“Released Defendant Parties”** means (i) each Defendant; (ii) Defendants’ directors’ and officers’ liability insurance carriers, and any affiliates or subsidiaries thereof; (iii) the immediate family members of the Individual Defendants; (iv) the direct or indirect parent entities of the Company (including, but not limited to, Emerson), and the Company’s direct and indirect subsidiaries, related entities, and affiliates; (v) any trust of which any Individual Defendant is the settlor or which is for the benefit of any Individual Defendant and/or his immediate family members; (vi) with respect to any of the Persons or entities listed in parts (i) through (v), as applicable, their respective past, present, and future general partners, limited partners, principals, shareholders, joint venturers, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, experts, auditors, accountants, financial advisors, insurers, reinsurers, indemnitors, trustees, trustors, agents, attorneys, predecessors, successors, assigns, heirs, executors, administrators, estates, and any controlling person thereof; and (vii) any entity in which a Defendant has a controlling interest; all in their capacities as such.
- **“Releasing Plaintiff Parties”** means Lead Plaintiff and each and every other Class Member, together with their successors, predecessors, assigns, executors, heirs, administrators, representatives, attorneys, and agents, in their capacities as such, but not including any Person who or which submitted a request for exclusion from the Class that is accepted by the Court.
- **“Unknown Claims”** means (a) any and all Released Plaintiff’s Claims that any Releasing Plaintiff Party does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to this Settlement; and (b) any and all Released Defendants’ Claims that any Defendant, together with their successors, predecessors, assigns, executors, heirs, administrators, representatives, attorneys, and agents, in their capacities as such (for purposes of this paragraph, a “Defendant”), does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to this Settlement. With respect to any and all Released Plaintiff’s Claims and Released Defendants’ Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Releasing Plaintiff Party and each Defendant shall be deemed to have, and by operation of the Judgment shall have, expressly waived, any and all provisions, rights, and benefits conferred by California Civil Code §1542, and by any law of any state or territory of the United States, or principle of common law or foreign law, that is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Defendants shall be deemed by operation of the Judgment to have acknowledged, that the inclusion of “Unknown Claims” in the definition

of Released Plaintiff's Claims and Released Defendants' Claims was separately bargained for and is a key element of the Settlement of which this release is a part.

THE LAWYERS REPRESENTING YOU

13. Do I have a lawyer in this case?

The Court appointed the law firm of Johnson Van Kwawegen LLP to represent the Class, including you. These lawyers are called Lead Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

14. How will the lawyers be paid?

Lead Counsel will apply to the Court for an award of attorneys' fees not to exceed 33 and 1/3% of the Settlement Amount and for expenses, costs, and charges in an amount not to exceed \$1,000,000.00 in connection with the prosecution of the Litigation, plus interest on such fees and expenses at the same rate as earned by the Settlement Fund. In addition, Lead Plaintiff may ask the Court to award it up to \$10,000.00 pursuant to 15 U.S.C. §78u-4(a)(4) in reimbursement of costs and expenses in connection with its representation of the Class. Any such sums as may be approved by the Court will be paid from the Settlement Fund.

OBJECTING TO THE SETTLEMENT

You can tell the Court that you do not agree with the Settlement or any part of it.

15. How do I tell the Court that I object to the proposed Settlement?

If you are a Class Member, you can comment on or object to the proposed Settlement, the proposed Plan of Allocation, and/or Lead Counsel's fee and expense application. You can write to the Court setting out your comment or objection. The Court will consider your views. To comment or object, you must send a signed letter saying that you wish to comment on or object to the proposed Settlement in *In re National Instruments Corporation Securities Litigation*. Any objection must: (a) state the name, address, email address, and telephone number of the objecting Class Member and be signed by the Class Member, even if the objector is represented by counsel; (b) state the objection or objections, and the specific reasons for each objection, including any legal and evidentiary support the Class Member wishes to bring to the Court's attention, and state whether the objection applies only to the objector, to a specific subset of the Class, or to the entire Class; (c) include documents sufficient to prove membership in the Class, including the objecting Class Member's sales of National Instruments common stock during the Class Period, including the dates, the number of shares sold, and the price received for each such sale; and (d) identify all class action settlements to which the objector or his, her, or its counsel have objected during the prior three years. Your objection, papers, and briefs must be filed with the Clerk of Court and delivered by hand or sent by First-Class Mail to Lead Counsel such that they are received, not simply postmarked, no later than **December 18, 2026**, at the following addresses:

COURT

Clerk of Court
United States District Court
Southern District of
New York
Daniel Patrick Moynihan
United States Courthouse
500 Pearl Street
New York, NY 10007

LEAD COUNSEL

Johnson Van Kwawegen LLP
Attn: Jonathan Zweig
485 Madison Avenue, 15th
Floor
New York, NY 10022

Any Class Member who does not make his, her, or its objection in the manner provided above shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed Settlement, to the Plan of Allocation, or to the request for attorneys' fees and expenses, unless otherwise ordered by the Court.

THE COURT'S SETTLEMENT HEARING

The Court will hold a hearing to decide whether to approve the proposed Settlement. You may attend the hearing and you may ask to speak, but you do not have to.

16. When and where will the Court decide whether to approve the proposed Settlement?

The Court will hold a Settlement Hearing at 2:30 p.m., on **January 13, 2027**, before the Honorable Denise L. Cote, at the United States District Court for the Southern District of New York, Daniel Patrick Moynihan United States Courthouse, 500 Pearl Street, New York, NY 10007, Courtroom 18B. At the hearing, the Court will consider whether the Settlement and the Plan of Allocation are fair, reasonable, and adequate. If there are objections, the Court will consider them, even if the objectors do not ask to speak at the hearing. The Court will listen to people who have asked to speak at the hearing. The Court may also decide the amount of attorneys' fees and expenses to award to Lead Counsel and any award to Lead Plaintiff. At or after the Settlement Hearing, the Court will decide whether to approve the Settlement and the Plan of Allocation. We do not know how long these decisions will take.

You should be aware that the Court may change the date and time of the Settlement Hearing, or hold the hearing by video or telephone conference, without another notice being sent to Class Members. In order to determine whether the date and time of the Settlement Hearing have changed, or whether Class Members must or may participate by telephone or video conference, it is important that you monitor the Court's docket or the case website, www.nationalinstrumentssecuritiesclassaction.com, before making any plans to attend the Settlement Hearing. Any updates regarding the Settlement Hearing, including any changes to the date or time of the hearing or updates regarding in-person or remote appearances, will be posted to the case website.

17. Do I have to come to the Settlement Hearing?

No. Lead Counsel will answer any questions the Court may have on behalf of the Class. But you are welcome to come at your own expense. If you are a Class Member and send an objection, you do not have to come to Court to talk about it. As long as your written objection is received on time, the Court will

consider it. You may also pay your own lawyer to attend the hearing, but it is not necessary. Class Members do not need to appear at the hearing or take any other action to indicate their approval of the Settlement.

18. May I speak at the Settlement Hearing?

If you object to the Settlement, the Plan of Allocation, and/or the fee and expense application, you may ask the Court for permission to speak at the Settlement Hearing. To do so, you must include with your objection (see Question 15 above) a statement saying that it is your “Notice of Intention to Appear in In re National Instruments Corporation Securities Litigation.” Persons who intend to object to the Settlement, the Plan of Allocation, and/or any attorneys’ fees and expenses to be awarded, and who desire to present evidence at the Settlement Hearing, must include in their written objections the identity of any witnesses they may call to testify and copies of any exhibits they intend to introduce into evidence at the Settlement Hearing. Your notice of intention to appear must be received no later than **December 18, 2026**. It must be sent to the Clerk of Court and Lead Counsel, at the addresses listed above in Question 15.

IF YOU DO NOTHING

19. What happens if I do nothing?

If you do nothing, you will not receive any money from this Settlement. In addition, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Defendants and the other Released Defendant Parties about the Released Plaintiff’s Claims in this case, and you will be bound by all of the Court’s orders and judgments in the Litigation, whether favorable or unfavorable.

GETTING MORE INFORMATION

20. How do I get more information?

For more detailed information concerning the matters involved in this Litigation, you can contact the Claims Administrator toll-free at (866) 274-4004 or by email at info@strategicclaims.net. Additional information can also be found in the Stipulation, the pleadings in support of the Settlement, the Orders entered by the Court, and the other settlement-related papers filed in the Litigation, which are posted at www.nationalinstrumentssecuritiesclassaction.com, and which may be inspected at the Office of the Clerk of the United States District Court for the Southern District of New York during regular business hours. For a fee, all papers filed in this Litigation are available at www.pacer.gov.

Please Do Not Call the Court or Defendants with Questions About the Settlement.

THE PROPOSED PLAN OF ALLOCATION OF THE NET SETTLEMENT FUND AMONG CLASS MEMBERS

21. How will my Claim be calculated?

As discussed above, the Settlement provides \$28,000,000 in cash for the benefit of the Class. The Settlement Amount and any interest it earns constitute the “Settlement Fund.” The Settlement Fund, less (a) any Court-awarded attorneys’ fees, expenses, and interest thereon; (b) any award to Lead Plaintiff pursuant to 15 U.S.C. §78u-4(a)(4); (c) Notice and Administration Expenses; (d) Taxes and Tax Expenses; and (e) other Court-approved deductions, is the “Net Settlement Fund.” If the Settlement is approved by

the Court, the Net Settlement Fund will be distributed to eligible Authorized Claimants — *i.e.*, Class Members who timely submit valid Proofs of Claim that are accepted for payment — in accordance with this proposed Plan of Allocation (“Plan of Allocation” or “Plan”) or such other plan of allocation as the Court may approve. Class Members who do not timely submit valid Proofs of Claim will not share in the Net Settlement Fund but will otherwise be bound by the Settlement. The Court may approve this proposed Plan of Allocation, or modify it, without additional notice to the Class. Any order modifying the Plan of Allocation will be posted at www.nationalinstrumentssecuritiesclassaction.com.

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members who suffered economic losses as a proximate result of the conduct alleged in the Litigation — namely, the sale of National Instruments common stock during the Class Period at allegedly artificially depressed prices.

The Claims Administrator shall determine each Class Member’s share of the Net Settlement Fund based upon the recognized loss formula (the “Recognized Loss”) described below. A Recognized Loss will be calculated for each National Instruments share of common stock sold during the Class Period. The calculation of Recognized Loss will depend upon several factors, including when the National Instruments common stock was purchased or acquired and when the shares were sold.⁴

The Plan of Allocation is not a formal damages analysis, and the calculations made under it are not intended to be estimates of, nor indicative of, the amounts that Class Members might have been able to recover after a trial, nor of the amounts that will be paid to Authorized Claimants under the Settlement. The computations under the Plan of Allocation are only a method to weigh, in a fair and equitable manner, the Claims of Authorized Claimants against one another for the purpose of making pro rata allocations of the Net Settlement Fund. The Plan of Allocation was developed in consultation with Lead Plaintiff’s damages expert.

CALCULATION OF RECOGNIZED LOSS AMOUNT

For National Instruments shares purchased or acquired on or before August 11, 2022, or between August 31, 2022 and September 11, 2022 (inclusive), the Recognized Loss per share shall be as follows:

- a) If sold on or prior to August 11, 2022, the claim per share is \$0.00.
- b) If sold between August 31, 2022 and September 11, 2022 (inclusive), the claim per share is \$0.00.
- c) If retained as of September 29, 2022 (or sold after this date), the claim per share is \$0.00.
- d) If sold between August 12, 2022 through August 30, 2022 (inclusive), the claim per share shall be the difference between \$48.00 per share (the estimated true value of the stock according to Lead Plaintiff’s expert’s analysis) and the selling price, if and only if such selling price is less than \$48.00 per share.

⁴ Under 15 U.S.C. §78u-4(e)(1), “in any private action arising under this Act in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and the mean trading price of that security during the 90-day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated to the market.” Because the National Instruments common stock price exceeded \$48 following the disclosure of the alleged corrective information in this matter, the PSLRA 90-day look-back provision does not alter the calculated claims in this matter.

- e) If sold between September 12, 2022 through September 28, 2022 (inclusive), the claim per share shall be the difference between \$48.00 per share and the selling price, if and only if such selling price is less than \$48.00 per share.

For Class Members who held National Instruments common stock at the beginning of the Class Period (August 12, 2022) or made multiple purchases, acquisitions or sales through the end of the Class Period (September 28, 2022), the First-In, First-Out (“FIFO”) method will be applied to such holdings, purchases, acquisitions and sales for purposes of calculating a claim. Under the FIFO method, sales of National Instruments common stock between August 12, 2022 and September 28, 2022 will be matched, in chronological order, first against National Instruments common stock held at the beginning of the Class Period. The remaining sales of National Instruments common stock during the Class Period will then be matched, in chronological order, against National Instruments common stock purchased or acquired after this date.

The pro-rata share of the Net Settlement Fund will be calculated for each Authorized Claimant as the Claimant’s Recognized Loss divided by the sum of all Authorized Claimants’ Recognized Losses, multiplied by the total amount of the Net Settlement Fund attributable to that Authorized Claimant’s eligible National Instruments common stock. No distributions will be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

A purchase, acquisition or sale of National Instruments common stock shall be deemed to have occurred on the “contract” or “trade” date as opposed to the “settlement” or “payment” date. All purchase, acquisition and sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of National Instruments common stock during the Class Period shall not be deemed a purchase, acquisition or sale of National Instruments common stock for the calculation of a claimant’s recognized claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such security unless specifically provided in the instrument of gift or assignment. The receipt of National Instruments common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase or acquisition of National Instruments common stock.

The date of a “short sale” shall be deemed to be the date of sale of the National Instruments common stock, and the date of covering a “short sale” shall be deemed to be the date of purchase or acquisition of the National Instruments common stock. The Recognized Loss per share on a short sale, if sold during the period August 12, 2022 through August 30, 2022 (inclusive), or during the period September 12, 2022 through September 28, 2022 (inclusive), shall be the difference between \$48.00 per share and the selling price, if and only if such selling price is less than \$48.00 per share; except that the Recognized Loss shall be zero to the extent that such short sale is matched, on a FIFO basis, to a covering purchase that occurred during the period August 12, 2022 through August 30, 2022 (inclusive), or September 12, 2022 through September 28, 2022 (inclusive).

SPECIAL NOTICE TO SECURITIES BROKERS AND OTHER NOMINEES

If you sold National Instruments common stock during the Class Period for the beneficial interest of a person or organization other than yourself, the Court has directed that, WITHIN SEVEN (7) CALENDAR DAYS OF YOUR RECEIPT OF THE POSTCARD NOTICE, you either: (a) request from the Claims Administrator sufficient copies of the Postcard Notice to mail to all such beneficial owners and, within

seven (7) calendar days of receipt of those Postcard Notices, mail them to all such beneficial owners; (b) request from the Claims Administrator the link to the electronic Settlement Notice and Proof of Claim on the case website and, within seven (7) calendar days of receipt of the link, email it to all beneficial owners for whom valid email addresses are available, and mail the Postcard Notice, copies of which shall be provided by the Claims Administrator upon request, to all other beneficial owners for whom no valid email address is available within seven (7) calendar days of receipt of those Postcard Notices; or (c) provide the Claims Administrator with a list of the names, addresses, and email addresses (if available) of all those beneficial owners for whom you did not previously provide such information to the Claims Administrator in connection with the Class Notice, after which the Claims Administrator will promptly send a copy of the Postcard Notice or the link to the electronic Settlement Notice and Proof of Claim to the beneficial owners. If you choose option (a) or (b), you must send a statement to the Claims Administrator confirming that the mailing or emailing was made as directed and must retain your mailing and emailing records for use in connection with any further notices that may be provided in the Litigation. Upon full compliance with these directions, nominees may seek reimbursement of their reasonable expenses actually incurred, up to a maximum of: \$0.02 plus postage at the current pre-sort rate used by the Claims Administrator per Postcard Notice actually mailed; \$0.02 per link to the electronic Settlement Notice sent by email; or \$0.02 per name, address, and email address provided to the Claims Administrator, by providing the Claims Administrator with proper documentation supporting the expenses for which reimbursement is sought. All communications concerning the foregoing should be addressed to the Claims Administrator:

National Instruments Securities Settlement
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 205
Media, PA 19063
Toll-free: (866) 274-4004
info@strategicclaims.net

DATED: SEPTEMBER 25, 2026

**BY ORDER OF THE COURT
UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

**In re NATIONAL INSTRUMENTS
CORPORATION SECURITIES LITIGATION**

**Civil Action No. 1:23-cv-10488-DLC
CLASS ACTION**

PROOF OF CLAIM AND RELEASE

I. GENERAL INSTRUCTIONS

1. To recover as a Class Member based on the claims in the Litigation,⁵ you must complete and, on page 10 hereof, sign this Proof of Claim. If you fail to submit a properly addressed (as set forth in paragraph 3 below) Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Net Settlement Fund created in connection with the proposed Settlement.
2. Submission of this Proof of Claim, however, does not assure that you will share in the proceeds of the Settlement of the Litigation.
3. YOU MUST MAIL OR SUBMIT ONLINE YOUR COMPLETED AND SIGNED PROOF OF CLAIM, ACCOMPANIED BY COPIES OF THE DOCUMENTS REQUESTED HEREIN, ON OR BEFORE 11:59 P.M. ET ON JANUARY 14, 2027, ADDRESSED AS FOLLOWS:

National Instruments Securities Settlement
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 205
Media, PA 19063
Online submissions:
www.nationalinstrumentssecuritiesclassaction.com

Do not mail or deliver your Proof of Claim to the Court, the parties to the Litigation, or their counsel. Submit your Proof of Claim only to the Claims Administrator at the address set forth above. If you are NOT a Class Member, as defined in the Notice of Proposed Settlement of Class Action (the “Settlement Notice”), DO NOT submit a Proof of Claim.

4. If you are a Class Member, you will be bound by the terms of any judgments or orders entered in the Litigation WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM, unless you submitted a request for exclusion from the Class that is accepted by the Court. Thus, if you are a Class Member, the Judgment will release the Released Defendant Parties from all Released Plaintiff’s Claims, and you will be forever barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any action or other proceeding in any court of law or equity, arbitration tribunal, or

⁵ This Proof of Claim and Release form (“Proof of Claim”) incorporates by reference the definitions in the Stipulation and Agreement of Settlement dated September 11, 2026 (the “Stipulation”), which can be obtained at www.nationalinstrumentssecuritiesclassaction.com. All capitalized terms used but not defined herein have the meanings provided in the Stipulation.

administrative forum asserting any of the Released Plaintiff's Claims against any of the Released Defendant Parties.

5. You are eligible to participate in the distribution of the Net Settlement Fund only if you are a Member of the Class and if you complete and return this form as specified below. If you fail to submit a timely, properly addressed, and completed Proof of Claim with the required documentation, your claim may be rejected and you may be precluded from receiving any distribution from the Net Settlement Fund.
6. Submission of this Proof of Claim does not guarantee that you will share in the proceeds of the Settlement. The distribution of the Net Settlement Fund will be governed by the Plan of Allocation set forth in the Settlement Notice, if it is approved by the Court, or by such other plan of allocation as the Court approves.

II. CLAIMANT IDENTIFICATION

You are a Member of the Class if you sold common stock of National Instruments Corporation ("National Instruments") between August 12, 2022 and August 30, 2022, inclusive, and/or between September 12, 2022 and September 28, 2022, inclusive, and were damaged thereby, and are not otherwise excluded from the Class as set forth in the Settlement Notice.

Use Part I of this form entitled "Claimant Identification" to identify each seller of record ("nominee"), if different from the beneficial seller, of the National Instruments common stock that forms the basis of this claim. **THIS PROOF OF CLAIM MUST BE FILED BY THE ACTUAL BENEFICIAL SELLER(S) OR THE LEGAL REPRESENTATIVE OF SUCH SELLER(S) OF THE NATIONAL INSTRUMENTS COMMON STOCK UPON WHICH THIS CLAIM IS BASED.**

All joint sellers must sign this Proof of Claim. If you sold shares of National Instruments common stock during the Class Period that were held in your name, you are the beneficial owner as well as the record owner and you must sign this Proof of Claim to participate in the Settlement. If, however, you sold shares of National Instruments common stock during the Class Period and the shares were registered in the name of a third party, such as a nominee or brokerage firm, you were the beneficial owner of these shares, but the third party was the record owner. The beneficial owner, not the record owner, must sign this Proof of Claim. If you sold National Instruments common stock short during the Class Period, this Proof of Claim must instead be signed by the Person for whose account the short sale was effected.

Executors, administrators, guardians, conservators, and trustees must complete and sign this Proof of Claim on behalf of Persons represented by them, and their authority must accompany this claim and their titles or capacities must be stated. Specifically, they must: (i) expressly state the capacity in which they are acting; (ii) identify the name, account number, last four digits of the Social Security Number (or full taxpayer identification number), address, and telephone number of the beneficial owner of (or other Person or entity on whose behalf they are acting with respect to) the shares of National Instruments common stock; and (iii) furnish herewith evidence of their authority to bind the Person on whose behalf they are acting. (Authority to complete and sign a Proof of Claim cannot be established by stockbrokers demonstrating only that they have discretionary authority to trade securities in another Person's accounts.)

The Claims Administrator may use the last four digits of the Social Security Number (or full Taxpayer Identification Number) and telephone number of the beneficial owner in verifying the claim. Failure to provide the foregoing information could delay verification of your claim or result in the rejection of the claim.

You are required to submit genuine and sufficient documentation for all of your transactions and holdings in National Instruments common stock set forth in the “Schedule of Transactions” in Part II of this Proof of Claim. Documentation may consist of copies of brokerage confirmation slips or monthly brokerage account statements, or an authorized statement from your broker containing the transactional and holding information found in a broker confirmation slip or account statement. The Settling Parties and the Claims Administrator do not independently have information about your investments and transactions in National Instruments common stock. IF SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN COPIES OR EQUIVALENT CONTEMPORANEOUS DOCUMENTS FROM YOUR BROKER. FAILURE TO SUPPLY THIS DOCUMENTATION MAY RESULT IN THE REJECTION OF YOUR CLAIM. DO NOT SEND ORIGINAL DOCUMENTS. Please keep a copy of all documents that you send to the Claims Administrator. Also, please do not highlight any portion of the Proof of Claim or any supporting documents.

A Proof of Claim should be submitted for each separate legal entity (e.g., a claim of joint owners should not include separate transactions of just one of the joint owners, and an individual should not combine his or her IRA transactions with transactions made solely in the individual’s name). Conversely, a single Proof of Claim should be submitted on behalf of one legal entity including all transactions made by that entity, no matter how many separate accounts that entity has (e.g., an institution with multiple brokerage accounts in which the entity has transacted in National Instruments common stock during the Class Period).

By submitting a signed Proof of Claim, you will be swearing that you: (i) own(ed) or sold short the shares of National Instruments common stock you have listed in the Proof of Claim; or (ii) are expressly authorized to act on behalf of the owner or short seller thereof.

By submitting a signed Proof of Claim, you will be swearing to the truth of the statements contained therein and the genuineness of the documents attached thereto, subject to penalties of perjury under the laws of the United States of America. The making of false statements, or the submission of forged or fraudulent documentation, will result in the rejection of your claim and may subject you to civil liability or criminal prosecution.

If the Court approves the Settlement, payments to eligible Authorized Claimants pursuant to the Plan of Allocation (or such other plan of allocation as the Court approves) will be made after the completion of all claims processing. This could take substantial time. Please be patient.

If you have questions concerning the Proof of Claim, or need additional copies of the Proof of Claim or the Settlement Notice, you may contact the Claims Administrator, National Instruments Securities Settlement c/o Strategic Claims Services, P.O. Box 230, 600 N. Jackson Street, Suite 205, Media, PA 19063, Toll-Free: (866) 274-4004, info@strategicclaims.net, or you may download the documents from the Settlement website, www.nationalinstrumentssecuritiesclassaction.com.

III. CLAIM FORM

Use Part II of this form entitled “Schedule of Transactions in National Instruments Common Stock” to supply all required details of your transaction(s). If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to all of your sales of National Instruments common stock that took place between August 12, 2022 and September 28, 2022, inclusive,

whether such transactions resulted in a profit or a loss. You must also provide all of the requested information with respect to your purchases or acquisitions of National Instruments common stock during that period, if any; the number of shares of National Instruments common stock you held at the opening of trading on August 12, 2022 and at the closing of trading on September 28, 2022; and the requested information concerning short sales and covering purchases of National Instruments common stock. Failure to report all such information may result in the rejection of your claim.

List each transaction separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each transaction you list.

COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN NATIONAL INSTRUMENTS COMMON STOCK SHOULD BE ATTACHED TO YOUR PROOF OF CLAIM. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN THE REJECTION OF YOUR CLAIM. THE PARTIES DO NOT HAVE INFORMATION ABOUT YOUR TRANSACTIONS IN NATIONAL INSTRUMENTS COMMON STOCK.

PLEASE NOTE: As set forth in the Plan of Allocation contained in the Settlement Notice, each Authorized Claimant shall receive his, her, its, or their pro rata share of the Net Settlement Fund. If the prorated payment to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

NOTICE REGARDING INSTITUTIONAL FILERS: Representatives with authority to file on behalf of (a) accounts of multiple Class Members and/or (b) institutional accounts with large numbers of transactions (“Representative Filers”) must submit information regarding their transactions in an electronic spreadsheet format. If you are a Representative Filer, you must contact the Claims Administrator at efile@strategicclaims.net or visit the Settlement website at www.nationalinstrumentssecuritiesclassaction.com to obtain the required file layout. Claims which are not submitted in electronic spreadsheet format and in accordance with the Claims Administrator’s instructions may be subject to rejection. All Representative Filers **MUST** also submit a manually signed Proof of Claim, as well as proof of authority to file, along with the electronic spreadsheet format. No claims submitted in electronic spreadsheet format will be considered to have been properly submitted unless the Claims Administrator issues to the claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

NOTICE REGARDING ONLINE FILING: Claimants who are not Representative Filers may submit their claims online using the electronic version of the Proof of Claim hosted at www.nationalinstrumentssecuritiesclassaction.com. If you are not acting as a Representative Filer, you do not need to contact the Claims Administrator prior to filing; you will receive an automated e-mail confirming receipt once your Proof of Claim has been submitted. If you are unsure if you should submit your claim as a Representative Filer, please contact the Claims Administrator at info@strategicclaims.net or (866) 274-4004. If you are not a Representative Filer, but your claim contains a large number of transactions, the Claims Administrator may request that you also submit an electronic spreadsheet showing your transactions to accompany your Proof of Claim.

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

In re National Instruments Corporation Securities Litigation

No. 1:23-cv-10488-DLC

PROOF OF CLAIM AND RELEASE

Must Be Postmarked (if Mailed) or Received (if Submitted Online) No Later Than:

11:59 p.m. ET on January 14, 2027

Please Type or Print

REMEMBER TO ATTACH COPIES OF BROKER CONFIRMATIONS OR OTHER DOCUMENTATION OF YOUR TRANSACTIONS IN NATIONAL INSTRUMENTS COMMON STOCK. FAILURE TO PROVIDE THIS DOCUMENTATION COULD DELAY VERIFICATION OF YOUR CLAIM OR RESULT IN THE REJECTION OF YOUR CLAIM.

The Claims Administrator will use this information for all communications regarding this Claim Form. If this information changes, you MUST notify the Claims Administrator in writing at the address above. Complete names of all persons and entities must be provided.

Beneficial Owner Name		
Joint Beneficial Owner Name		
Address 1 (Street Name and Number)		
Address 2 (apartment, unit, or box number)		
City	State	ZIP
Foreign Province	Foreign Country	
Telephone Number (home)	Telephone Number (work)	
Email Address		
Account Number (if filing for multiple accounts, file a separate Claim Form for each account)		
Social Security Number (for individuals):	OR	Taxpayer Identification Number (for estates, trusts, corporations, etc.):

PART II: SCHEDULE OF TRANSACTIONS IN NATIONAL INSTRUMENTS COMMON STOCK

A. Number of shares of National Instruments common stock held long at the opening of trading on August 12, 2022 (must be documented; if none, write “zero” or “0”): _____ shares

Proof of Position Enclosed? ☐ Yes ☐ No

Specify any short position in National Instruments common stock at the opening of trading on August 12, 2022 (must be documented; if none, write “zero” or “0”): _____ shares

B. Sales of National Instruments common stock between August 12, 2022 and September 28, 2022, inclusive (must be documented):

Trade Date (Month / Day / Year)	Number of Shares Sold	Short Sale?	Sale Price Per Share (excl. commissions, taxes, and fees)	Total Sale Price (excl. commissions, taxes, and fees)
1.		☐ Yes ☐ No		
2.		☐ Yes ☐ No		
3.		☐ Yes ☐ No		
4.		☐ Yes ☐ No		
5.		☐ Yes ☐ No		

Proof of Sales Enclosed? ☐ Yes ☐ No

C. Purchases or other acquisitions of National Instruments common stock (if any) between August 12, 2022 and September 28, 2022, inclusive (must be documented):

Trade Date (Month / Day / Year)	Number of Shares Purchased or Acquired	Cover of Short Sale?	Price Per Share (excl. commissions, taxes, and fees)	Total Price (excl. commissions, taxes, and fees)
1.		☐ Yes ☐ No		
2.		☐ Yes ☐ No		
3.		☐ Yes ☐ No		
4.		☐ Yes ☐ No		
5.		☐ Yes ☐ No		

Proof of Purchases or Other Acquisitions Enclosed? ☐ Yes ☐ No

Please note that purchases, acquisitions, or short sales of National Instruments common stock during this period are not required in order for you to participate in the Settlement, but must be reported if made for purposes of the Claims Administrator’s calculation of Recognized Losses.

D. Number of shares of National Instruments common stock held long at the close of trading on September 28, 2022 (must be documented; if none, write “zero” or “0”): _____ shares
Proof of Position Enclosed? ☐ Yes ☐ No

Specify any short position in National Instruments common stock at the close of trading on September 28, 2022 (must be documented; if none, write “zero” or “0”): _____ shares

YOU MUST READ AND SIGN THE RELEASE ON PAGE 10. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

IV. SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation described in the Settlement Notice. I (We) also submit to the jurisdiction of the United States District Court for the Southern District of New York with respect to my (our) claim as a Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I am (we are) bound by and subject to the terms of any judgment that may be entered in the Litigation. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same sales of National Instruments common stock during the relevant period and know of no other Person having done so on my (our) behalf.

V. RELEASE

1. Upon the Effective Date of the Settlement, I (we), on behalf of myself (ourselves) and each of my (our) respective heirs, executors, administrators, predecessors, successors, assigns, and agents, in their capacities as such, hereby acknowledge full and complete satisfaction of, and do hereby fully, finally, and forever waive, release, relinquish, discharge, and dismiss each and all of the Released Plaintiff's Claims (including Unknown Claims) against each and all of the Released Defendant Parties, and shall forever be barred and enjoined from commencing, instituting, prosecuting, or continuing to prosecute any of the Released Plaintiff's Claims against any of the Released Defendant Parties.
2. “Released Defendant Parties” means (i) each Defendant; (ii) Defendants' directors' and officers' liability insurance carriers, and any affiliates or subsidiaries thereof; (iii) the immediate family members of the Individual Defendants; (iv) the direct or indirect parent entities of the Company (including, but not limited to, Emerson Electric Co.), and the Company's direct and indirect subsidiaries, related entities, and affiliates; (v) any trust of which any Individual Defendant is the settlor or which is for the benefit of any Individual Defendant and/or his immediate family members; (vi) with respect to any of the Persons or entities listed in parts (i) through (v), as applicable, their respective past, present, and future general partners, limited partners, principals, shareholders, joint venturers, officers, directors, managers, managing directors, supervisors, employees, contractors, consultants, experts, auditors, accountants, financial advisors, insurers, reinsurers, indemnitors, trustees, trustors, agents, attorneys, predecessors, successors, assigns, heirs, executors, administrators, estates, and any controlling person thereof; and (vii) any entity in which a Defendant has a controlling interest; all in their capacities as such.
3. “Released Plaintiff's Claims” means any and all claims, actions, causes of action, demands, losses, rights, duties, obligations, debts, sums of money, suits, contracts, agreements, judgments, matters,

issues, promises, damages, and liabilities of every nature and description, whether known or unknown (including Unknown Claims), whether arising under federal, state, common, foreign, or other applicable law, rule, or regulation, that Lead Plaintiff or any other member of the Class, or any other Releasing Plaintiff Party, (i) asserted in the Complaint filed in the Litigation, or (ii) could have asserted in any forum that arise out of, are based on, or relate in any way, directly or indirectly, to any of the allegations, acts, transactions, facts, events, matters, occurrences, representations, or omissions involved, set forth, alleged, or referred to in the Litigation, or which could have been alleged in the Litigation, and that arise out of, are based on, or relate in any way, directly or indirectly, to the sale of the Company's common stock by any members of the Class during the Class Period. Released Plaintiff's Claims do not include (i) any claims relating to the enforcement of the Settlement; or (ii) any claims of any Person who or which submitted a request for exclusion from the Class that is accepted by the Court.

4. "Unknown Claims" means: (a) any and all Released Plaintiff's Claims that any Releasing Plaintiff Party does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to this Settlement; and (b) any and all Released Defendants' Claims that any Defendant, together with their successors, predecessors, assigns, executors, heirs, administrators, representatives, attorneys, and agents, in their capacities as such (for purposes of this paragraph, a "Defendant"), does not know or suspect to exist in his, her, or its favor at the time of the release of such claims, which, if known by him, her, or it, might have affected his, her, or its decision(s) with respect to this Settlement. With respect to any and all Released Plaintiff's Claims and Released Defendants' Claims, the Settling Parties stipulate and agree that, upon the Effective Date, the Settling Parties shall expressly waive, and each Releasing Plaintiff Party and each Defendant shall be deemed to have, and by operation of the Judgment shall have, expressly waived, any and all provisions, rights, and benefits conferred by California Civil Code §1542, and by any law of any state or territory of the United States, or principle of common law or foreign law, that is similar, comparable, or equivalent to California Civil Code §1542, which provides:

A general release does not extend to claims that the creditor or releasing party does not know or suspect to exist in his or her favor at the time of executing the release and that, if known by him or her, would have materially affected his or her settlement with the debtor or released party.

The Settling Parties acknowledge, and the Releasing Plaintiff Parties and Defendants shall be deemed by operation of the Judgment to have acknowledged, that the inclusion of "Unknown Claims" in the definition of Released Plaintiff's Claims and Released Defendants' Claims was separately bargained for and is a key element of the Settlement of which this release is a part.

5. These Releases shall be of no force or effect unless and until the Court approves the Stipulation and the Settlement becomes effective on the Effective Date.

CERTIFICATION

By signing and submitting this Proof of Claim, the claimant(s) or the Person(s) who represent(s) the claimant(s) certifies (certify), as follows:

1. I (We) have read and understand the contents of the Settlement Notice and this Proof of Claim, including the Releases provided for in the Settlement and the terms of the Plan of Allocation;
2. The claimant(s) is (are) a Class Member(s), as defined in the Settlement Notice, and is (are) not excluded from the Class as set forth in the Settlement Notice;
3. I (We) own(ed) or sold short the shares of National Instruments common stock identified in the Proof of Claim and have not assigned the claim against the Released Defendant Parties to another, or in signing and submitting this Proof of Claim, I (we) have the authority to act on behalf of the owner(s) or short seller(s) thereof;
4. The claimant(s) has (have) not submitted any other claim covering the same sales of National Instruments common stock, and knows (know) of no other Person having done so on the claimant's (claimants') behalf;
5. The claimant(s) submit(s) to the jurisdiction of the Court with respect to claimant's (claimants') claim and for purposes of enforcing the Releases set forth herein;
6. I (We) agree to furnish such additional information with respect to this Proof of Claim as Lead Counsel, the Claims Administrator, or the Court may require;
7. The claimant(s) waive(s) the right to trial by jury, to the extent it exists, and agree(s) to the Court's summary disposition of the determination of the validity and amount of the claim made by means of this Proof of Claim;
8. I (We) acknowledge that the claimant(s) will be bound by and subject to the terms of any judgment(s) that may be entered in the Litigation; and
9. The claimant(s) is (are) NOT subject to backup withholding under the provisions of Section 3406(a)(1)(C) of the Internal Revenue Code because: (i) the claimant(s) is (are) exempt from backup withholding; or (ii) the claimant(s) has (have) not been notified by the IRS that he/she/it is (they are) subject to backup withholding as a result of a failure to report all interest or dividends; or (iii) the IRS has notified the claimant(s) that he/she/it is (they are) no longer subject to backup withholding. If the IRS has notified the claimant(s) that he, she, or it is (they are) subject to backup withholding, please strike out the language in the preceding sentence indicating that the claim is not subject to backup withholding.

UNDER THE PENALTIES OF PERJURY, I (WE) CERTIFY THAT ALL OF THE INFORMATION PROVIDED BY ME (US) ON THIS PROOF OF CLAIM IS TRUE, CORRECT, AND COMPLETE, AND THAT THE DOCUMENTS SUBMITTED HERewith ARE TRUE AND CORRECT COPIES OF WHAT THEY PURPORT TO BE.

EXECUTED THIS

____ DAY OF _____ in _____
(Month/Year) (City) (State/Country)

(Sign your name here)

(Type or print your name here)

(Capacity of Person(s) signing, e.g., Beneficial Owner, Executor, or Administrator)

**ACCURATE CLAIMS PROCESSING TAKES A SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and acknowledgment.
2. Remember to attach copies of supporting documentation.
3. Do not send originals of certificates or other documentation, as they will not be returned.
4. Keep a copy of your Proof of Claim and all supporting documentation for your records.
5. If you desire an acknowledgment of receipt of your Proof of Claim, please send it Certified Mail, Return Receipt Requested.
6. If you move, please send your new address to the address below.
7. Do not use red pen or highlighter on the Proof of Claim or supporting documentation.

THIS PROOF OF CLAIM MUST BE SUBMITTED ONLINE OR MAILED NO LATER THAN JANUARY 14, 2027, ADDRESSED AS FOLLOWS:

National Instruments Securities Settlement
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 N. Jackson Street, Suite 205
Media, PA 19063

Online submissions: www.nationalinstrumentssecuritiesclassaction.com

National Instruments Securities Settlement
c/o Strategic Claims Services
600 N. Jackson Street, Suite 205
Media, PA 19063

IMPORTANT LEGAL NOTICE – PLEASE FORWARD