

KEYSIGHT TECHNOLOGIES, INC.

AUDIT AND FINANCE COMMITTEE CHARTER

I. PURPOSE

The Audit and Finance Committee (the “Committee”) of Keysight Technologies, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) as the representative of the Board for the general oversight of Company affairs relating to: (1) the quality and integrity of the Company’s financial statements; (2) the Company’s compliance with legal and regulatory requirements; (3) the independent auditor’s qualifications and independence; and (4) the performance of the Company’s internal audit function and independent auditors. Through its activities, the Committee facilitates open communication among directors, independent auditors, the internal auditor and management by meeting in private session regularly with these parties. The Committee also provides oversight regarding significant financial matters, including borrowings, currency exposures, dividends, share issuance and repurchases and the financial aspects of the Company’s benefit plans.

II. COMPOSITION AND QUALIFICATIONS

The Committee shall consist of at least three directors whose qualifications include financial literacy and independence as determined under the Sarbanes-Oxley Act of 2002 (the “Act”) and applicable rules of the New York Stock Exchange (“NYSE”) and the Securities and Exchange Commission (“SEC”). At least one member of the Committee must be an “audit committee financial expert” under the requirements of the Act and the applicable rules of the NYSE and SEC. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board determines that such simultaneous service will not impair the ability of such member to effectively serve on the Committee.

III. APPOINTMENT AND REMOVAL

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The Board may remove the members of the Committee with or without cause. One member of the Committee shall be appointed as Committee Chairman by the Board.

IV. MEETINGS

The Committee shall meet at least four times each year and as often as it determines necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee shall meet periodically in separate executive sessions with management (including the chief financial officer and chief accounting officer), the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any

officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

V. DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

General

1. Have the sole authority to appoint, retain, compensate, oversee, evaluate and, where appropriate, replace the independent auditor (subject, if applicable, to shareholder ratification).
2. Inform each registered public accounting firm performing audit, review or attest work for the Company that such firm shall report directly to the Committee.
3. Directly oversee the work of any registered public accounting firm employed by the Company, including the resolution of any disagreement between Company management and the auditor regarding financial reporting, for the purpose of preparing or issuing an audit opinion or related work.
4. Pre-approve all auditing services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the *de minimis* exception for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), that are approved by the Committee prior to the completion of the audit. The Committee shall review and discuss with the independent auditor any documentation supplied by the independent auditor as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the auditor's independence. The Committee has the sole authority to make these approvals, although such approval may be delegated to any Committee member or subcommittee so long as the approval is presented to the full Committee at its next scheduled meeting.
5. Have the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties. The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to any advisers employed by the Committee, and to the independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, as well as for payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
6. Report regularly to the Board. Such report to the Board may take the form of an oral report by the Committee Chairman or any other member of the Committee designated by the Committee to make such report.

7. Perform a review and evaluation, at least annually, of the performance of the Committee. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.
8. The Committee may form and delegate authority to subcommittees when appropriate.

Financial Statement and Disclosure Matters

9. Meet to review and discuss with Company management and the independent auditor the annual audited financial statements and quarterly financial statements, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
10. Provide any recommendations, certifications and reports that may be required by the NYSE or the SEC including the report of the Committee that must be included in the Company's annual proxy statement.
11. In consultation with the independent auditor, Company management and the internal auditors, review the integrity of the Company's financial reporting process.
12. Review and discuss periodically with Company management and the independent auditor major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting; analyses prepared by Company management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements; and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.
13. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and the independent auditor's attestation report prior to the filing of the Company's Form 10-K.
14. Review and discuss quarterly reports from the independent auditors on (1) all critical accounting policies and practices; (2) all alternative treatments of financial information within GAAP that have been discussed with Company management,

ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the registered public accounting firm; and (3) other material written communications between the registered public accounting firm and Company management, such as any management letter or schedule of unadjusted differences

15. Discuss with Company management the type of presentation and type of information to be included in the Company's earnings press releases, including the use of pro forma or "adjusted" non-GAAP information, and the financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be general (consisting of discussing the types of information to be disclosed and the types of presentations to be made), and each earnings release or each instance in which the Company provides earnings guidance need not be discussed in advance.
16. Discuss with management the Company's major financial risk exposures and the steps Company management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
17. Review with the independent auditor (1) any audit problems or other difficulties encountered by the auditor in the course of the audit process, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with Company management and (2) Company management's responses to such matters.
18. Review disclosures made to the Committee by the Company's CEO and CFO during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving Company management or other employees who have a significant role in the Company's internal controls.

Oversight of the Company's Relationship with the Independent Auditor

19. Before the engagement of an independent auditor and at least annually thereafter, review and discuss with the independent auditor the independent auditor's written communications to the Committee regarding the relationships between the auditor and the Company that, in the auditor's professional judgment, may reasonably be thought to bear on its independence.
20. Review and evaluate the lead partner of the independent auditor team.
21. Annually obtain and review a report by the independent auditor regarding: (1) the independent auditor's internal quality-control procedures; (2) any material issues raised by the most recent internal quality-control review, or peer review of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years regarding one or more independent audits carried out by the independent auditor; (3) and any steps taken

to deal with any such issues; and (4) all relationships between the independent auditor and the Company. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of Company management and internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board.

22. Ensure the rotation of the audit partners of the independent auditor as required by law. Consider, whether, in order to ensure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
23. Set clear hiring policies for employees or former employees of the independent auditor in accordance with the standards set forth in the Act and the rules of the SEC.
24. Discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.
25. Meet with the independent auditor prior to the audit to discuss the scope, planning and staffing of the audit

Oversight of the Company's Internal Audit Function

26. Review the appointment and replacement of the senior internal auditing executive.
27. Review the significant reports to Company management prepared by the internal auditing department and Company management's responses.
28. Discuss with the independent auditor and Company management the internal audit department's responsibilities, budget and staffing, and any recommended changes in the planned scope of the internal audit.

Compliance Oversight Responsibilities

29. Obtain from the independent auditor assurance that Section 10A(b) of the Exchange Act has not been implicated.
30. Obtain reports from Company management, the Company's senior internal auditing executive and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct and Ethics. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

31. Establish and oversee procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (2) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
32. Discuss with Company management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
33. Discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.

VI. Limitation of Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP, applicable rules and regulations. These are the responsibilities of Company management and the independent auditor.