

# **KEYSIGHT TECHNOLOGIES, INC.**

## **COMPENSATION COMMITTEE CHARTER**

### **I. PURPOSE**

The Compensation Committee (the “Committee”) of Keysight Technologies, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”), and also relating to the other matters described below. The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of the Company as they affect the Executive Officers.

### **II. COMPOSITION AND QUALIFICATIONS**

The Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be “independent” under the rules of the New York Stock Exchange (“NYSE”). Additionally, at least two directors shall be (i) a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (ii) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code.

### **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 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.

### **V. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. Discharge the Board’s responsibilities relating to the compensation of the Executive Officers.
2. Review and approve corporate goals and objectives relevant to the compensation of the CEO and other Executive Officers.

3. Review and evaluate the performance of the CEO and other Executive Officers and other key employees of the Company in light of the goals and objectives of the Company, and either as a committee or, if directed by the Board, together with the other independent directors, determine and approve their annual compensation packages, including base salaries, stock options and other stock-based incentives, variable pay amounts and variable pay metrics, based on these evaluations.
4. Review and discuss with management the disclosure in the Company's "Compensation Discussion and Analysis" section and any other disclosures regarding executive and director compensation that will be included in the Company's public filings or stockholder reports. Based upon its review and discussion with management, recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's proxy statement, Form 10-K or information statement, as applicable, and prepare (or supervise the preparation of) the related Compensation Committee report required by the rules of the U.S. Securities and Exchange Commission.
5. Review and approve, or recommend to the full Board, non-CEO compensation and executive incentive compensation plans in which Executive Officers and members of the Board are eligible to participate.
6. Review and approve, or recommend to the full Board, compensation plans under which equity of the Company may be issued and, unless directed otherwise by the Board or to the extent the Committee delegates authority to one or more officers of the Company in compliance with NYSE rules, supervise and oversee the administration thereof and make grants of awards thereunder.
7. Review and act upon management proposals to (i) designate key employees to participate in incentive compensation programs and (ii) approve new benefit plans.
8. Review and assess, on an annual basis, the impact of the Company's compensation programs and arrangements on Company risk, and consider appropriate risk management policies and practices as applied to the Company's compensation programs and arrangements.
9. Recommend to the Board the annual retainer fee as well as other compensation for non-employee directors.
10. Have sole authority to retain and terminate executive compensation consultants, including the authority to determine fees and other terms of their engagements, to advise the Committee on the evaluation and compensation of members of the Board, the CEO and other Executive Officers, and other employees as the Committee deems appropriate; and shall, as appropriate, assess and consider the independence of any such consultants.
11. Have authority to delegate any or all of its responsibilities to a subcommittee of the Committee, as permitted by the laws and regulations that govern its actions.

12. Report regularly to the Board (i) following meetings of the Committee, (ii) with respect to those matters that are relevant to the Committee's discharge of its responsibilities and (iii) with respect to those recommendations that the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairman of the Committee or any other member of the Committee designated by the Committee to make such report.
13. Perform a review and evaluation, at least annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess periodically 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 the manner it deems appropriate.