

# **KEYSIGHT TECHNOLOGIES, INC.**

## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. PURPOSE**

The Nominating and Corporate Governance Committee (the “Committee”) of Keysight Technologies, Inc. (the “Company”) is appointed by the Board of Directors of the Company (the “Board”) (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders; (2) to recommend to the Board the persons to be elected as the Company’s executive officers; (3) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (4) to lead the Board in its annual review of the Board’s and of management’s performance; and (5) to recommend to the Board director nominees for each committee.

### **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.

### **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. AUTHORITY**

1. To assist it in the conduct of its responsibilities, the Committee, to the extent it deems necessary or appropriate, shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors, to consult with management and to seek advice and assistance from the Company’s employees or others.

2. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm's fees and other retention terms.
3. The Committee may form and delegate authority to subcommittees when appropriate.

## **VI. DUTIES AND RESPONSIBILITIES**

The Committee shall have the following duties and responsibilities:

1. Establish and recommend to the Board, and periodically reevaluate, criteria for the selection of new directors to serve on the Board.
2. Assist the Board in identifying and attracting candidates qualified to serve on the Board and annually recommend to the Board the nominees for election as directors, consistent with criteria approved by the Board, and, from time to time, recommend persons to fill vacancies on the Board; in this regard, the Committee shall consider potential nominees recommended by shareholders.
3. Review annually the qualifications, requirements, membership and structure of the committees of the Board, and recommend Board committee assignments and chairpersons and any changes to such assignments.
4. Develop and recommend to the Board, and periodically reevaluate, director independence standards that are consistent with the requirements of the New York Stock Exchange; and make a recommendation to the Board annually as to which directors qualify as independent under such independence standards.
5. Recommend to the Board persons to be elected as the executive officers of the Company.
6. Lead the annual review of the Board's and management's performance.
7. Receive comments from all directors and report annually to the Board with an assessment of the Board's and its committees' performance, to be discussed with the full Board following the end of each fiscal year.
8. Receive and coordinate responses by the Board to communications from the Company's shareholders.
9. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.
10. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and review and re-evaluate these corporate governance guidelines periodically.

11. Review and approve or ratify all related-party transactions in accordance with the Company's policies and procedures with respect to related person transactions.
12. Report regularly to the Board.
13. Perform a review and evaluation, at least annually, of the performance of the Committee.