

KEYSIGHT TECHNOLOGIES, INC.
RELATED PERSON TRANSACTION POLICY
ADOPTED 10/30/14

A. Introduction

The Board of Directors (the “Board”) of Keysight Technologies, Inc. (the “Company”) has adopted this Policy and the related procedures for the evaluation and approval, disapproval or ratification of Related Person Transactions (as defined below). This Policy establishes a framework for the Nominating and Corporate Governance Committee or, if the Nominating and Corporate Governance Committee determines that the approval or ratification of a Related Person Transaction should be considered by all of the disinterested members of the Board of Directors, for the disinterested members of the Board of Directors (the “Reviewing Directors”) to review, approve or ratify Related Person Transactions. No director shall participate in the review, consideration or approval of any Related Person Transaction with respect to which such member or any member of his or her immediate family is a Related Person, except that the director shall provide all material information concerning such transaction to the Reviewing Directors.

Under this Policy, a Related Person Transaction shall be consummated or continued only if the Reviewing Directors shall approve or ratify such transaction as in, or not inconsistent with, the best interests of the Company and its shareholders. This Policy is intended to augment and work in conjunction with other Company policies having code of conduct and/or conflict of interest provisions.

The Nominating and Corporate Governance Committee periodically shall review this Policy and make amendments to this Policy from time to time as it deems appropriate.

B. Definitions

For purposes of this Policy, a “Related Person” is:

1. Any Director or Executive Officer (as such terms are defined below) of the Company, and any person who was a Director or Executive Officer of the Company at any time since the beginning of the last fiscal year;
2. Any nominee for election as a Director of the Company;
3. Any person or entity known to the Company to be the beneficial owner of five percent (5%) or more of any class of the Company’s voting securities; or
4. Any immediate family member of a person identified in Items 1 through 3 above. An immediate family member would be any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such person, and any person (other than a tenant or employee) sharing the household of such person.

For purposes of this Policy, a “Director” is a member of the Board, and “Executive Officer” has the meaning used in Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended and in effect from time to time and the rules and regulations promulgated thereunder (the “Exchange Act”).

For purposes of this Policy, a “Related Person Transaction” means any transaction (within the meaning of Item 404(a) of Regulation S-K) involving the Company and any Related Person that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

C. Review and Approval of Related Person Transactions

The General Counsel shall advise the Chair of the Nominating and Corporate Governance Committee of any Related Person Transaction of which he or she becomes aware. Management shall present to the Reviewing Directors the following information, to the extent relevant, with respect to actual or potential Related Person Transactions:

1. a general description of the transaction(s), including the material terms and conditions;
2. the name of the Related Person and the basis on which such person or entity is a Related Person;
3. the Related Person’s interest in the transaction(s), including the Related Person’s position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction(s);
4. the approximate dollar value of the transaction(s), and the approximate dollar value of the Related Person’s interest in the transaction(s) without regard to amount of profit or loss;
5. in the case of a lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments expected to be made;
6. in the case of indebtedness, the aggregate amount of principal to be outstanding and the rate or amount of interest to be payable on such indebtedness; and
7. any other material information regarding the transaction(s) or the Related Person’s interest in the transaction(s).

In considering whether to approve or ratify any Related Person Transaction, the Reviewing Directors shall consider all factors that are relevant to the Related Person Transaction, including, without limitation, the following:

1. the size of the transaction and the amount payable to a Related Person;
2. the nature of the interest of the Related Person in the transaction;

3. whether the transaction may involve a conflict of interest;
4. the purpose, and the potential benefits to the Corporation, of the transaction;
5. whether the transaction was undertaken in the ordinary course of business; and whether the transaction involves the provision of goods or services to the Company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the Company as would be available in comparable transactions with or involving unaffiliated third parties.

After reviewing such information, the Reviewing Directors shall approve or disapprove such transaction. Approval of such transaction shall be given only if it is determined by the Reviewing Directors that such transaction is in, or not inconsistent with, the best interests of the Company and its stockholders.

If any material information with respect to such transactions shall change subsequent to the review by the Reviewing Directors of such transactions, management shall provide the Reviewing Directors with updated information at its next scheduled meeting.

In the event the General Counsel becomes aware of a Related Person Transaction that has not been previously approved or ratified under this Policy, it shall be submitted to the Reviewing Directors promptly, and the Reviewing Directors shall review the Related Person Transaction in accordance with the criteria set forth in this Policy, taking into account all of the relevant facts and circumstances available to the Reviewing Directors. Based on the conclusions reached, the Reviewing Directors shall evaluate all options, including, without limitation, approval, ratification, amendment or termination of the Related Person Transaction or, with respect to any Related Person Transaction that is no longer pending or ongoing, rescission and/or disciplinary action. Any such determination by the Reviewing Directors shall be reported to the full Board.

In the event management determines it is impractical or undesirable to wait until the next meeting of the Nominating and Corporate Governance Committee to approve a Related Person Transaction, the Chair of the Nominating and Corporate Governance Committee may review and approve the Related Person Transaction, in accordance with the criteria set forth herein (provided the Chair is not the Related Person involved in the Related Person Transaction). The Chair of the Nominating and Corporate Governance Committee will report any such approval to the Nominating and Corporate Governance Committee at its next regularly scheduled meeting.

If a Related Person Transaction will be ongoing, the Nominating and Corporate Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Nominating and Corporate Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to ensure that they are in compliance with such guidelines and that the Related Person Transaction remains appropriate.

D. Disclosure.

The Company shall disclose all Related Person Transactions as may be required under applicable securities laws and regulations, including, without limitation, Item 404 of Regulation S-K. Consideration and approval of any particular transaction by the Reviewing Directors shall not be dispositive in determining whether such transaction requires disclosure under applicable securities laws and regulations. The Nominating and Corporate Governance Committee shall timely advise the full Board of all Related Person Transactions, if any, approved or ratified by the Nominating and Corporate Governance Committee.

E. Standing Pre-Approval for Certain Related Person Transactions.

The Nominating and Corporate Governance Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be pre-approved by the Nominating and Corporate Governance Committee, even if the aggregate amount involved will exceed \$120,000.

1. Certain transactions with other companies. Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer or an equivalent), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of (i) \$1,000,000, or (ii) 2 percent of that company's total annual revenues.
2. Certain Company charitable contributions. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer or an equivalent), a director or a trustee, if the aggregate amount involved does not exceed the lesser of \$500,000, or 2 percent of the charitable organization's total annual receipts.