

Tektronix, Inc.

Corporate Governance Guidelines

To promote transparency of corporate processes and maintain the trust of, and accountability to, our shareholders, the Board of Directors has adopted the following Corporate Governance Guidelines.

I. Director Qualifications

Majority of Independent Directors. The Board of Directors (the “Board”) of Tektronix, Inc. (the “Company”) will have a majority of directors who meet the criteria for independence under rules of the New York Stock Exchange (the “NYSE”).

Requisite Skills and Characteristics of Board Members; Composition of the Board. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board on an annual basis the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include determination of independence as well as consideration of skills, experience and other criteria in the context of the needs of the Company.

Selection of New Director Candidates. The Nominating and Corporate Governance Committee will recommend to the Board director nominees for directorship. The invitation to join the Board should be extended by the Board itself, by the Chairman of the Nominating and Corporate Governance Committee and the Chairman of the Board.

Size of the Board. The Board currently has eight members. The target size of the Board is six to nine members. The Board will consider revising the size of the Board to accommodate the availability of qualified candidates.

Term Limits. Commencing May 17, 2001, directors other than the Chief Executive Officer (“CEO”) may serve on the Board a maximum of 12 years, whether consecutively or in total. The terms of incumbent members of the Board as of May 17, 2001 shall commence on May 17, 2001, and service prior to that date shall not be counted.

Retirement Age. Directors will resign from the Board effective as of the close of the next annual Board meeting following their 70th birthday.

Change in Director’s Job Responsibility. If a director’s job responsibility changes, the director should volunteer to resign from the Board. It is not the sense of the Board that a director who retires or has a change in job responsibility from the position the director held when the director came on the Board should necessarily leave the Board. There should, however, be an opportunity for the Board through the Nominating and Corporate Governance Committee to review the continued appropriateness of Board membership under these circumstances.

Former Chief Executive Officer’s and Other Officer’s Board Membership. When the CEO resigns or otherwise leaves that position, he or she should tender a resignation

from the Board. When any other employee director leaves the Company, that director will resign from the Board.

Membership on Other Boards. While the Board has not adopted limitations on the number of other public boards on which a director may serve, directors are expected to regularly attend meetings and diligently perform their duties as members of the Board of Directors of Tektronix, Inc.

II. Director Responsibilities

General Responsibilities. The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior executives and its outside advisors and auditors. The directors shall also be entitled to (i) have the Company purchase reasonable directors' and officers' liability insurance on their behalf, (ii) the benefits of indemnification to the fullest extent permitted by law and the Company's charter, by-laws and any indemnification agreements, and (iii) exculpation as provided by state law and the Company's charter.

Attendance; Materials. Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Written materials, information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Directors may ask for additional materials or information.

Chairman and Chief Executive Officer. The Board has no policy with respect to the separation of the offices of Chairman and the CEO. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination when it elects a new chief executive officer.

Lead Director. The Board has not adopted a specific policy of having an independent director as a lead director. If and when the need might arise, a special or executive committee can be established and an independent director can serve as the Chairman, who can also act as a "lead director."

Agenda for Board Meetings. The Chairman will establish the agenda for each Board meeting. At the beginning of the year the Chairman will establish, or cause to be established, a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year.

Executive Session; Presiding Director. The non-management directors will meet on a regularly scheduled basis in executive session without the CEO and other

management. The director who presides at these meetings will be appointed periodically by the Board and disclosed to the public. The currently appointed presiding director is the Chairman of the Organization and Compensation Committee.

Board Communication. The Board believes that the CEO and executive management speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected that Board members would do this with the knowledge of the management and, absent unusual circumstances or as contemplated by the committee charters, only upon consultation with management.

III. Board Committees

Committees; Qualifications. The Board will have at all times an Audit Committee, an Organization and Compensation Committee and a Nominating and Corporate Governance Committee. The Board may, from time to time, establish or maintain additional committees as the Board deems necessary or appropriate.

Committee Member Qualifications. All of the members of the Audit, Organization and Compensation and Nominating and Corporate Governance Committees will be independent directors under the criteria established by the NYSE.

Charters. Each required committee will have its own charter. Each charter will set forth the purposes, duties and responsibilities of the committee and provide that the committee will annually evaluate its performance.

Meetings; Agenda. The Chairman of each committee, in consultation with the committee members and the Chairman of the Board, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with committee members and the Chairman of the Board and appropriate members of management, will develop the committee's agenda.

Assignment of Committee Members. Committee members and Committee chairs will be appointed on an annual basis by the Board upon recommendation of the Nominating and Corporate Governance Committee with consideration of the desires and skills of individual directors. Consideration is given to rotating committee members periodically but no specific period is mandated as a policy since there may be reasons at a given point in time to maintain an individual director's committee membership for a period longer than a mandated period.

Advisors. The Board and each committee have the power to hire independent legal, financial or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

IV. Director Access to Officers and Employees

Access. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged directly by the director or through the Secretary or the CEO. The directors will use their judgment

to ensure that any such contact is not disruptive to the business operations of the Company and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or employee of the Company.

Officer Attendance at Board Meetings. The CEO will determine which members of senior management should be in regular attendance at Board meetings. The CEO may, from time to time, invite other officers or employees to Board meetings.

V. Director Compensation

The Board will determine the form and amount of director compensation. The Nominating and Corporate Governance Committee, in accordance with the policies and principles set forth in its charter will periodically review director compensation and make a recommendation to the Board of any changes in director compensation. This Committee will consider that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Directors are expected to comply with stock ownership guidelines periodically established by the Nominating and Corporate Governance Committee.

VI. Director Orientation and Continuing Education

All new directors will participate in the Company's Orientation Program and are encouraged to keep current with corporate governance issues through continuing education or other activities. The orientation will familiarize new directors with the Company's strategic plans, its significant facilities, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Practices, its principal officers, and its internal and independent auditors.

VII. CEO Evaluation and Management Succession

CEO Evaluation. The Organization and Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board of Directors will review the Organization and Compensation Committee's evaluation in order to ensure that the CEO is providing the best leadership for the Company in the long- and short-term.

Management Succession. The Organization and Compensation Committee will periodically report to the Board on succession planning. The entire Board will work with the Organization and Compensation Committee to identify and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Organization and Compensation Committee periodically reviews the leadership development programs of the Company.

VIII. Annual Performance Evaluation

In addition to the self-evaluations to be performed by each of the Audit Committee, the Organization and Compensation Committee and the Nominating and Corporate Governance Committee, the Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Nominating and Corporate Governance Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

IX. Review of These Guidelines

The Corporate Governance Committee will periodically review these Guidelines and will recommend to the Board amendments as it deems appropriate. These guidelines shall be made available to shareholders.

Adopted by the Board November 14, 2002

(Supersedes all prior statements of
Corporate Governance Principles)