

Tektronix, Inc.

Organization And Compensation Committee Charter

Purpose

The Organization and Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to (1) compensation of the Company's officers, (2) oversight of employee compensation and benefit plans generally, and (3) leadership development and succession planning. The Committee shall prepare an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Committee members may be replaced by the Board at any time.

Committee Authority and Responsibilities

1. The Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and determine the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
2. The Committee shall annually consider the goals and objectives of the Company's comprehensive program of compensation of executive officers, including incentive compensation and benefits and equity-based plans, and consider whether the current program adequately meets those goals and objectives. The Committee is responsible for approving any changes to such plans and for making recommendations to the Board with respect to any equity-based plans and any other incentive plans requiring Board approval.
3. The Committee shall annually review and approve, for the CEO and the executive officers of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements, in each case as, when and if appropriate, and (e) any special or supplemental benefits.

4. The Committee shall review periodically the Company's policies with regard to employee compensation and benefits generally and review and assess the effectiveness of the Company's plans in implementing those policies.
5. The Committee shall administer and make grants of stock options and other awards under the Company's stock option and stock incentive plans and approve any delegation to officers of authority to make grants under the plans to the extent permitted by the plans.
6. The Committee shall make recommendations to the Board with respect to the election of officers of the Company, based upon proposals of the CEO.
7. The Committee shall periodically review executive performance, the executive staffing plan, succession planning and management development.
8. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
9. The Committee may form and delegate authority to subcommittees when appropriate.
10. The Committee shall make regular reports to the Board.
11. The Committee shall periodically review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

Approved by the Board of Directors March 16, 2005