

TERADYNE, INC.
COMPENSATION COMMITTEE CHARTER

A. PURPOSE AND SCOPE

The purpose of the Compensation Committee (the “Committee”) is to discharge certain responsibilities of the Board of Directors (the “Board”) relating to compensation, including equity-based compensation, for the directors and executive officers of the Company, to administer and oversee incentive, equity-based, profit sharing, deferred compensation and other compensatory, retirement and pension plans and the required Securities and Exchange Commission (“SEC”) filings pertaining thereto.

B. COMPOSITION

The Committee shall be comprised of a minimum of two members as appointed by the Board, considering the recommendations of the Nominating and Corporate Governance Committee. Except as otherwise permitted by applicable The Nasdaq Stock Market LLC (“NASDAQ”) rules, they shall meet the independence standards under any rules or regulations of the NASDAQ and the SEC, as in effect from time to time.

The members of the Committee shall be appointed by the Board of Directors at the meeting of the Board following each annual meeting of stockholders and shall serve until their successors shall be duly appointed and qualified or until their earlier resignation or removal. The members of the Committee may be replaced at any time by action of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee.

The Committee shall meet as often as it deems necessary to fulfill its responsibilities, but no less than four (4) times per year. The Committee shall establish its own rules of procedure, which shall be consistent with the By-Laws of the Company and this Charter. The Committee may form and, in accordance with applicable rules and regulations, delegate authority to subcommittees when appropriate or desirable in the Committee’s sole discretion. The Committee shall report regularly to the Board and shall keep written minutes of its meetings with the books and records of the Company. The Committee may request that members of management or outside consultants to the Committee be present to assist the Committee in performing its duties.

C. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

1. In accordance with applicable rules and regulations, (a) produce an annual report to be included in the proxy statement and (b) review and discuss with management the Company’s disclosures under the Compensation Discussion and Analysis (“CD&A”) and recommend it to the Board for inclusion in the Company’s proxy statement.
2. Annually review corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO’s”) compensation, evaluate the CEO’s performance in light of those

- goals and objectives, and, recommend to the independent directors of the Board for approval, the CEO's corporate goals and objectives, compensation level and benefits based on this review.
3. Annually determine the compensation and benefits for the executive officers (other than the CEO), after taking into account the CEO's recommendations, and oversee the evaluation of the executive officers.
 4. Approve all incentive and variable plan payouts and equity based awards to be provided to the executive officers and recommend for approval by the independent directors of the Board any such payouts and awards to the CEO.
 5. Approve any employment, severance, change in control and non-compete agreements to be entered into between the Company and the executive officers and recommend for approval by the independent directors of the Board any such agreements to be entered into between the Company and the CEO.
 6. Review and oversee the administration of the Company's incentive, equity-based, pension, retirement, profit-sharing, deferred compensation and other compensatory plans (the "Plans"). The Committee shall have the maximum authority and discretion to administer the Plans, as permitted by law and such Plan documents. Such authority shall include, but not be limited to, approval of an annual equity budget to be granted under the Company's equity plans, adoption of new plans and/or approval of amendments to the Plans unless such amendments are for compliance with applicable law, or changes permitted under amendments of the law or regulations that have no material impact on the Plan's administration or cost, or for purposes of clarifying the Plan's terms. Any such amendment made shall be reported to the Committee.
 7. Approve the appointment of fiduciary committee members and trustees for the Plans.
 8. Review and recommend to the Board for final approval any stock ownership guidelines for the directors and executive officers.
 9. Review and recommend to the Board for final approval the level and form of all compensation for non-employee Board and committee members and recommend changes when appropriate.
 10. Review annually the independence of each Committee Member in accordance with the independence standards of the Company, the SEC, the NASDAQ and any other applicable exchange, governmental or regulatory body exercising authority over the Company.
 11. Select, retain and oversee independent executive compensation consultants, independent counsel and such other advisors ("Advisors") as the Committee determines necessary to carry out its responsibilities and approve the fees and other terms of retention of any such Advisors. The Company shall provide funding to compensate the Advisors retained by the Committee. Before engaging an Advisor, the Committee shall consider the independence of the Advisor pursuant to SEC and NASDAQ rules and shall obtain confirmation from the Advisor regarding its independence.

12. Review and assess the adequacy of the Charter periodically, but at least annually, and recommend any proposed changes to the Board for approval.
13. Perform a review and evaluation, at least annually, of the performance of the Committee against the responsibilities and duties contained in the Charter.
14. Fulfill such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board or the Chair of the Board.