KEITHLEY INSTRUMENTS, INC.
CORPORATE GOVERNANCE GUIDELINES

1. Introduction

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Keithley Instruments, Inc. (the "Company") has developed, and the Board has adopted, these Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its responsibilities and to serve best the interests of the Company and its shareholders. These Guidelines supersede any existing Board policies or guidelines covering the subject matter of these Guidelines. These Guidelines should be interpreted in the context of applicable laws and the Company's articles of incorporation, code of regulations and other corporate governance documents. The Guidelines are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Board may modify the Guidelines from time to time.

2. Board Composition and Director Qualifications

The Company's Code of Regulations provides that all of the directors will be elected annually. The Board will have at least a majority of directors who meet the criteria for independence required by the New York Stock Exchange (the "NYSE"), which is the standard selected by the Board for determining the independence of its members. The Nominating and Corporate Governance Committee is responsible for reviewing with the Board, on an annual basis, the appropriate skills and characteristics of Board members as well as the composition of the Board as a whole. This assessment will include members' qualification as independent, as well as consideration of diversity, age, skills and experience in the context of the needs of the Board. Nominees for the Board will be selected by the Nominating and Corporate Governance Committee in accordance with its charter.

The number of directors is currently fixed, pursuant to the Company's Code of Regulations, at nine. The directors believe that seven to eight members is an appropriate size for the Company's Board, but this will be reviewed and modified by the Board periodically to ensure that the Board can efficiently discharge its fiduciary duties and regulatory responsibilities.

Individual directors whose primary professional position or responsibility changes (other than through internal promotion) from the position or responsibility they held when they were elected to the Board should volunteer to resign from the Board. This would provide an opportunity for the Board, through the Nominating and Corporate Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

Directors are encouraged to limit the number of public company boards on which they serve. Directors should advise the Chairman of the Board and the Chairman of the Nominating and Corporate Governance Committee in advance of accepting an invitation to serve on another public company board. No director may serve on the Audit Committee of more than three other public company boards. No director may be nominated to a new term if he or she would be age 72 or older at the time of the election.

The Board does not believe that it should establish term limits for directors. Although term limits could help to assure that fresh ideas and viewpoints are available to the Board, they hold the disadvantage of losing the contributions of directors who have been able to develop, over a period of years, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

3. Director Responsibilities

The basic responsibility of the directors is to exercise their judgment to act in what they reasonably believe to be in 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 have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation, regulations and any indemnification agreements, and to exculpation as provided by state law.

Absent unusual circumstances, directors are expected to attend all Board meetings and all meetings of committees on which they serve. Information that is 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. It is understood, however, that materials regarding extremely confidential matters may not be delivered to directors in advance.

The Chairman, in consultation with the Board, shall establish the schedule of Board meetings each year. The Chairman will establish the agenda for each Board meeting. 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, as reviewed and approved by the Board's Strategy Committee, and the principal issues that the Company will face in the future during at least one Board meeting each year.

Non-management directors will meet in regularly scheduled executive sessions. In addition, the directors who qualify as "independent" under the NYSE listing standards, if not all non-management directors so qualify, will meet in executive session at least annually. The Lead Director will preside at meetings by the non-management directors, and his name will be disclosed in the annual proxy statement, to the extent required by applicable rules of the SEC or by NYSE listing standards.

The Chairman of the Board and Chief Executive Officer is responsible for establishing effective communications with the Company's various constituencies (such as shareholders, customers, employees, suppliers, community groups and governmental authorities). The Board believes that management should speak for the Company. It is expected that Board members would meet or otherwise communicate with the Company's constituencies only with the knowledge of management and, absent unusual circumstances or as contemplated by committee charters, only at the request of management.

4. **Lead Director**

The Lead Director will be chosen by the Board upon the recommendation of the Nominating and Corporate Governance Committee. In addition to other duties as a director, the Lead Director in collaboration with other independent directors, is responsible for coordinating the activities of the independent directors and acting as the principal communicator on their behalf with the Chairman of the Board (COB) and Chief Executive Officer (CEO). In that role the Lead Director will:

- Make recommendations to the COB regarding the timing and content of the board meetings as spokesperson for the independent directors. Consult with the COB on the agenda for each meeting, including content and the proposed time devoted to each topic.

- In coordination with the COB, schedule regular executive sessions of the independent directors and chair those sessions. Provide feedback to the CEO after each session, reflecting the input of the independent directors as a whole.

- Provide timely feedback to the CEO as to the quality and quantity of the information provided by management to the board (incorporating whatever suggestions the independent directors may wish to put forward).

- Lead the annual CEO performance review process in coordination with the Compensation and Human Resources Committee. This responsibility includes gathering inputs from all independent directors while in executive session, and individually if necessary, and providing a thorough and timely briefing for the chair of the Compensation and Human Resources Committee. Once the Compensation and Human Resources Committee has established the CEO's salary for the coming period the Lead Director will then meet with the CEO for a formal performance review covering the year just ending. At another time they will mutually agree on the objectives for the coming fiscal year. At all times during this process the Lead Director will keep the chair of the Compensation and Human Resources Committee informed on the outcome of these discussions.

- Finally, in the unlikely event it becomes necessary to respond to shareholder concerns that are best communicated directly to the independent directors rather than to management, the Lead Director will be the designated as the "point person" for such communications. In this role the Lead Director will keep the other directors, and management as required, fully informed as to the timing and content of such discussions, if any.

5. **Board Committees**

The Board currently has four Committees – Audit, Executive, Compensation and Human Resources and Nominating and Corporate Governance. All of the members of these committees, other than the Executive Committees, will be independent directors under the criteria established by the NYSE. Committee members and committee chairs will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee. Consideration should be given to rotating committee members, committee chairs and the lead director periodically, but the Board does not have a formal policy of rotating committee assignments or committee chairs.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, if any, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee, other than the Executive Committee, will annually evaluate its performance.

The Chairman of each committee, in consultation with the committee members, 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 the appropriate members of the committee and management, will develop the committee's agenda.

The Board and each committee will 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.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate, generally as recommended by the Nominating and Corporate Governance Committee.

6. **Director Access to Officers and Employees**

Directors have full access to management and are entitled to expect management to be responsive to requests for information from directors. Meetings or contacts with management that a director wishes to initiate may be arranged through the CEO or the CFO. 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.

The Board welcomes regular attendance at each Board meeting of senior officers of the Company.

7. **Director Compensation**

The form and amount of director compensation will be determined by the Compensation and Human Resources Committee of the Board in accordance with the policies and principles set forth in its charter, and the Compensation Committee will conduct an annual review of director compensation. The Compensation 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.

8. Director Orientation and Continuing Education

All new directors must participate in the Company's Orientation Program, which should be conducted as soon as practicable, but in any event within three months of the new directors' appointments. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. All other directors are also invited to attend the Orientation Program. All directors will participate in such continuing education programs and presentations as the Nominating and Corporate Governance Committee may specify.

9. Management Succession

The Nominating and Corporate Governance Committee will make an annual report to the Board on succession planning. The entire Board will work with the Nominating and Corporate Governance Committee to nominate and evaluate potential successors to the position of 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.

10. Annual Performance Evaluation

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 establish and maintain a process that will facilitate input from all directors and will 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.

11. Director Succession

The Nominating and Corporate Governance Committee will make an annual report to the Board regarding director succession planning and committee assignments. The Board will review and assess the report and provide guidance and direction to the Committee regarding these matters for the coming year.

12. Stock Ownership Guidelines

Effective October 1, 2005, the Board adopted a policy requiring each of the Company's directors to own $100,000 of Common Shares in the Company (including shares held in the deferred compensation plan), measured based on the higher of the market value of the shares on the date of acquisition by the director or the date of measurement for compliance with this requirement. It is expected that the Company's directors achieve this ownership level by October 2009, or in the case of new directors, within four years of their election.

As amended August 7, 2009