



AGILENT TECHNOLOGIES

STIFEL NICOLAUS HEALTHCARE CONFERENCE

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SEPTEMBER 15, 2010

This presentation contains forward-looking statements (including, without limitation, information and future guidance on our goals, priorities, revenues, demand, growth opportunities, customer service and innovation plans, new product introductions, financial condition, earnings, the continued strengths and expected growth of the markets we sell into, operations, operating earnings, and tax rates) that involve risks and uncertainties that could cause results of Agilent to differ materially from management's current expectations.

In addition, other risks that the company faces in running its operations include the ability to execute successfully through business cycles; the ability to successfully adapt its cost structures to continuing changes in business conditions; ongoing competitive, pricing and gross margin pressures; the risk that our cost-cutting initiatives will impair our ability to develop products and remain competitive and to operate effectively; the impact of geopolitical uncertainties on our markets and our ability to conduct business; the ability to improve asset performance to adapt to changes in demand; the ability to successfully introduce new products at the right time, price and mix, and other risks detailed in the company's filings with the Securities and Exchange Commission, including our quarterly report on Form 10-Q for the quarter ended July 31, 2010.

The company assumes no obligation to update the information in these presentations. These presentations and the Q&A that follows include non-GAAP numbers. A presentation of the most directly comparable GAAP numbers and the reconciliations between the non-GAAP and GAAP numbers can be found at <http://www.investor.agilent.com> under "Financial Results" and accompany this slide set.

THE WORLD'S PREMIER MEASUREMENT COMPANY

Electronic Measurement Group



FY10 Est'd Revenue: \$2.7B

**Ron Nersesian
President & GM**

Chemical Analysis Group



FY10 Est'd Revenue: \$1.2B

**Mike McMullen
President & GM**

Life Sciences Group



FY10 Est'd Revenue: \$1.5B

**Nick Roelofs
President & GM**

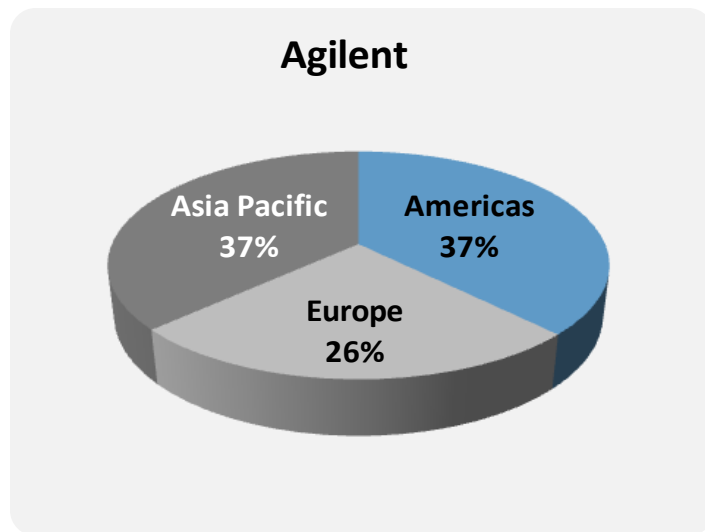
**FY10 Estimated Revenue \$5.4B, +18% organic growth Y/Y
FY10 Estimated Non-GAAP EPS \$1.94 - \$1.95. Up from \$0.80 in FY09**

FY10 Estimated Revenue and non-GAAP EPS is the guidance provided on 8/16/2010 and is not being updated.

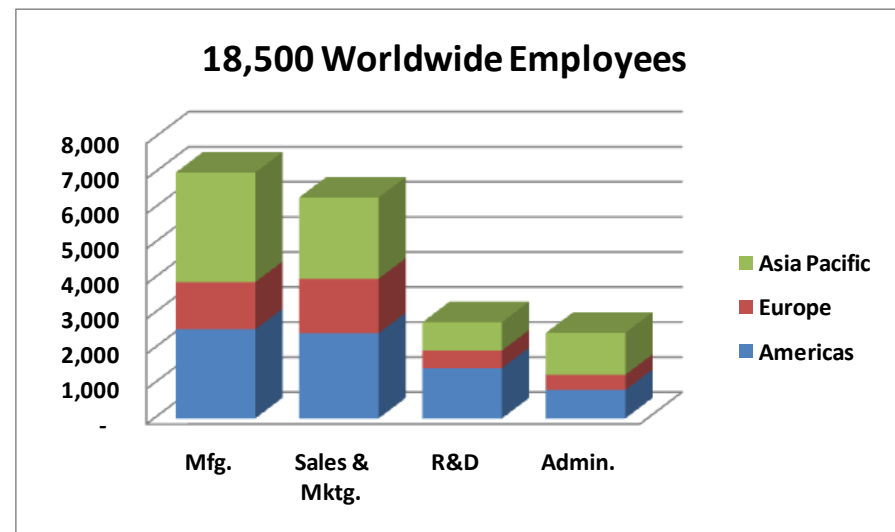
GLOBAL SCALE AND SCOPE

Global revenue and operational footprint offers unmatched coverage and hedges risk

Revenue by Geography Q3'10



Headcount by Geography Q3'10



- Natural currency hedge through global revenue and operations
- Large Manufacturing and Admin presence in low cost regions driving operational excellence
- Broad distribution of R&D talent provides technology leadership worldwide
- Investment in sales & support focused on fast growing markets such as China and India

Q3 2010 FINANCIAL HIGHLIGHTS

Orders = \$1.49B, +39% y/y (+30% organic)

Revenues = \$1.40B, +32% y/y (+24% organic):

- **LSG** +28% y/y (+15% organic)
- **CAG** +62% y/y (+13% organic)
- **EMG** +24% y/y (+34% organic)

Cash Flow from Operations = \$90M

ROIC* = 20%

Operating Profit Margin* = 18%

Q4'10 Guidance = Revenue: \$1.52B (+21% y/y organic). Non-GAAP EPS: \$0.58 - \$0.59

FY'10 Guidance = Revenue: \$5.4B (+18% y/y organic). Non-GAAP EPS: \$1.94 - \$1.95
vs \$0.80 in FY09

* Presented on a non-GAAP basis; reconciliations to closest GAAP equivalent provided .
Guidance was provided on 8/16/2010 and is not being updated.

Q4 2010 PROGRESS REPORT

- We are having a very strong start to our 4th quarter.
- Organically, August orders and revenues are up 46% and 22% respectively versus last year.
- All businesses and geographies show organic order growth above 20%.
- We are not seeing any sign of softening in September.

FY11 SCENARIOS*

Fiscal Year	Revenue B\$	Y/Y Organic Revenue Growth	Y/Y Total Revenue Growth	Non GAAP Operating Margin	Non GAAP EPS
FY11 Scenario	\$ 6.2	9%	15%	18.7%	\$ 2.50
FY11 Scenario	\$ 5.9	4%	10%	16.9%	\$ 2.15
FY10 Guidance 8/16	\$ 5.4				\$1.94 - \$1.95 ^{**}

***Scenarios do not represent forecast or guidance**

FY11 Assumptions:

- Non GAAP Operating Margin and EPS
- 350 million shares outstanding
- 19% tax rate
- 30-40% incremental applies to organic revenues

***presented on a non-GAAP basis*

OVERVIEW – ELECTRONIC MEASUREMENT MARKET

Communications



20% of Agilent revenue

Market Size: \$12B

Growth: 4-5%

Market Drivers

- Next Generation Communications
- Economic recovery
- Global Security and Defense

Key Competitors

- Danaher
- Rohde & Schwarz
- National Instruments
- Anritsu

Industrial ,
Comps. & Semi



20% of Agilent revenue

Aerospace &
Defense



12% of Agilent revenue

(1) Market size and growth data per Company estimates

(2) Percentages of Agilent revenue based on last twelve months published revenue

OVERVIEW – CHEMICAL ANALYSIS MARKET

Chemical &
Energy Testing



11% of Agilent
revenue

Environmental
Testing



9% of Agilent
revenue

Food
Testing



6% of Agilent
revenue

Forensics &
Drug Testing



2% of Agilent
revenue

Market Size: \$9B
Secular Growth: 5-6%

Growth Drivers

- Food safety regulations
- China and developing countries
- Lab productivity
- Replacement Market

Key Competitors

- PerkinElmer
- Shimadzu
- Thermo Fisher
- Bruker

(1) Market size and growth data per Company estimates

(2) Percentages of Agilent revenue based on last twelve month published revenues

OVERVIEW – LIFE SCIENCES MARKET

Pharma/Biotech (For Profit)



14% of Agilent revenue

Academic and Government (Not-For-Profit)



6% of Agilent revenue

Market Size: \$19B

Growth: 5-7%

Growth Drivers

- Academic and government investment
- Life Science applications – “omics”
- Growth in generics and CROs
- Therapeutic conversion to New Biological Entities

Key Competitors

- Thermo Fisher
- Waters
- Danaher
- Bruker
- LIFE

(1) Market size and growth data per Company estimates

(2) Percentages of Agilent revenue based on last twelve month published revenues

HOW WE WIN

- **Market reach and customer trust**
 - 6,000 sales and marketing employees supporting customers in over 100 countries
 - #1 customer loyalty ranking in every major product category*
 - 37% of Agilent revenue from Asia Pacific Q3'10
- **Technology leadership**
 - \$600M/year, 11% Revenue invested in R&D, 2,700 researchers to ensure technology leadership
 - Highest performing Oscilloscopes, Sources & Signal Analyzers, Network Analyzers, and Liquid and Gas Chromatographs and Mass Spectrometers
- **Scale**
 - Lowest instrument cost of sales in the industry
 - Purchasing and infrastructure leverage
- **Team**
 - Employee satisfaction top quartile
 - Well below average industry turnover



All built on Agilent's operating model

*Source: Lieberman Research Worldwide



Q & A

AGILENT TECHNOLOGIES, INC
RECONCILIATION FROM GAAP TO NON-GAAP

THREE MONTHS ENDED July 31, 2010
(Unaudited)

		Non-GAAP Adjustments													
			Restructuring and Other Related Costs	Asset Impairments	Intangible Amortization	Transformational Restructuring	Litigation Settlement	Business Divestitures	Varian Acquisition & Integration Costs	Varian Acquisition Related Fair Value Adjustments	Acceleration of Share-Based Compensation Expense Related to Workforce Reduction	Other	Adjustment for Taxes	Non-GAAP	
(In millions, except per share amounts)		GAAP	FY 2009 Plan												
Orders	Change Year Over Year	39%	\$ 1,491	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1,491	39% Change Year Over Year
Net revenue	Change Year Over Year	31%	\$ 1,384	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 11	\$ -	\$ -	\$ -	\$ 1,395	32% Change Year Over Year
Costs and expenses:															
Cost of products and services	Gross Margin	52.4%	659	(1)	(16)	(7)	-	-	-	(22)	-	-	-	613	56.0% Gross Margin
Research and development	As a % of Revenue	11.1%	154	(1)	-	(2)	-	-	-	-	-	(2)	-	149	10.7% As a % of Revenue
Selling, general and administrative	As a % of Revenue	32.9%	456	(4)	(12)	(5)	-	(6)	(50)	-	-	3	-	382	27.4% As a % of Revenue
Total costs and expenses			1,269	(6)	(28)	(14)	-	(6)	(50)	(22)	-	1	-	1,144	
Income from operations	Operating Margin	8.3%	115	6	28	14	-	6	50	33	-	(1)	-	251	18.0% Operating Margin
Other income (expense), net			112	-	-	-	(7)	(129)	-	-	-	5	-	(19)	
Income before taxes			227	6	28	14	(7)	(123)	50	33	-	4	-	232	
Provision for taxes	Tax rate (incl. Valuation Allowance)	10%	22	-	-	-	-	-	-	-	-	-	19	41	Tax rate (incl. Valuation Allowance)
Net income	Net Margin	14.8%	\$ 205	\$ 6	\$ 28	\$ 14	\$ (7)	\$ (123)	\$ 50	\$ 33	\$ -	\$ 4	\$ (19)	\$ 191	13.7% Net Margin

Net income per share - Basic and Diluted:

Basic	\$ 0.59	\$ 0.02	\$ -	\$ 0.08	\$ 0.04	\$ (0.02)	\$ (0.35)	\$ 0.14	\$ 0.10	\$ -	\$ 0.01	\$ (0.06)	\$ 0.55
Diluted	\$ 0.58	\$ 0.02	\$ -	\$ 0.08	\$ 0.04	\$ (0.02)	\$ (0.35)	\$ 0.14	\$ 0.09	\$ -	\$ 0.01	\$ (0.05)	\$ 0.54

Weighted average shares used in computing net income per share:

Basic	347	347	347	347	347	347	347	347	347	347	347	347	347
Diluted	352	352	352	352	352	352	352	352	352	352	352	352	352

AGILENT TECHNOLOGIES, INC.
REVENUE RECONCILIATION
(In millions)
(Unaudited)
PRELIMINARY

	<u>Q3'10</u>	<u>Q3'09</u>	<u>Percent Inc/(Dec)</u>
GAAP Revenue	\$ 1,384	\$ 1,057	31%
Varian acquisition fair value adjustments	11	-	
Non-GAAP Revenue	\$ 1,395	\$ 1,057	
Less revenue from acquisition and divestitures included in segment results	(146)	(52)	
Non-GAAP Revenue, adjusted	\$ 1,249	\$ 1,005	24%

(2) Revenues, excluding the impact of the Varian acquisition and recent divestitures, are a non-GAAP measure and are defined to exclude the fair value adjustment to acquisition related deferred revenue balances for the Varian acquisition and exclude the impacts of the Varian acquisition and the divestitures of our Network Systems and Hycor businesses.

Management believes that this measure provides useful information to investors by reflecting an additional way of viewing aspects of Agilent's operations that, when reconciled to the corresponding GAAP measures, help our investors to better identify underlying growth trends in our business and facilitate easier comparisons of our revenue performance with prior and future periods and to our peers. We excluded the effect of the Varian acquisition and recent divestitures because the nature, size and number of these can vary dramatically from period to period and between us and our peers, which we believe may obscure underlying business trends and make comparisons of long-term performance difficult.

AGILENT TECHNOLOGIES, INC.
RECONCILIATION OF ROIC
(In millions)
(Unaudited)
PRELIMINARY

	Agilent Q3'10	Agilent Q3'09
Numerator:		
Non-GAAP income (loss) from operations	\$ 251	\$ 81
Less:		
Taxes and Other (income)/expense	<u>43</u>	<u>15</u>
Segment return	208 ^(a)	66 ^(a)
Segment return annualized	<u>\$ 832</u>	<u>\$ 264</u>
Denominator:		
Segment assets ^(b)	\$ 5,276	\$ 3,539
Less:		
Net current liabilities ^(c)	<u>1,104</u>	<u>812</u>
Invested capital	<u>\$ 4,172</u>	<u>\$ 2,727</u>
Average invested capital	\$ 4,195	\$ 2,806
ROIC	20%	9%

Historical amounts are reclassified to conform with current period presentation.

ROIC calculation:(annualized current quarter segment return)/(average of the two most recent quarter-end balances of Segment Invested Capital)

- ^(a) Agilent return is equal to non-GAAP net income from operations of \$191 million plus net interest expense after tax of \$17 million for Q3'10, and \$53 million plus net interest expense after tax of \$13 million for Q3'09. Please see "Non-GAAP Net Income and Diluted EPS Reconciliations" for a reconciliation of non-GAAP net income from operations to GAAP income (loss) from operations.
- ^(b) Segment assets consist of inventory, accounts receivable, property plant and equipment, gross goodwill and other intangibles, deferred taxes and allocated corporate assets.
- ^(c) Includes accounts payable, employee compensation and benefits, deferred revenue, other accrued liabilities and allocated corporate liabilities.

Return on Invested Capital (ROIC) is a non-GAAP measure that management believes provides useful supplemental information for management and the investor. ROIC is a tool by which we track how much value we are creating for our shareholders. Management uses ROIC as a performance measure for our businesses, and our senior managers' compensation is linked to ROIC improvements as well as other performance criteria. We believe that ROIC provides our management with a means to analyze and improve their business, measuring segment profitability in relation to net asset investments. We acknowledge that ROIC may not be calculated the same way by every company. We compensate for this limitation by monitoring and providing to the reader a full GAAP income statement and balance sheet.

Readers are reminded that non-GAAP numbers are merely a supplement to, and not a replacement for, GAAP financial measures. They should be read in conjunction with the GAAP financial measures. It should be noted as well that our non-GAAP information may be different from the non-GAAP information provided by other companies.

The preliminary reconciliation of ROIC is estimated based on our current information.