

# AGILENT TECHNOLOGIES, INC.

## Director Code of Ethics

1. **Duties and Responsibilities.** This Director Code of Ethics (“Code of Ethics” or “Code”) describes how the value of uncompromising integrity applies to a range of business circumstances and relationships. This Code of Ethics is your guide to your ethical and legal responsibilities with respect to your status as an Agilent director.

It is the paramount duty of the Board of Directors to oversee the CEO and other senior management of Agilent Technologies, Inc. in the competent and ethical operation of the corporation on a day-to-day basis. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the corporation is committed to business success through maintenance of the highest standards of responsibility and ethics.

All Agilent directors are required to review this Code every year in order to answer questions and ensure compliance.

2. **General Conflicts of Interest.** Each board member must ensure that other existing and anticipated future commitments do not materially interfere with the members’ service as director. As long as you remain an Agilent director, you must avoid situations where your loyalties may be divided between Agilent’s interests and your own. Agilent expects you to avoid even the appearance of a conflict of interest. If you are an independent director, additional restrictions apply as noted in the Agilent Technologies Corporate Governance Standards.

3. **Personal Benefit from Agilent Business.** You may not receive any personal profit or advantage in connection with any transaction involving Agilent. You must disclose to our General Counsel all situations where an Agilent entity may be conducting Agilent business with you, your business or personal affiliates.

4. **Investments in Other Businesses.** You may not have a personal or family financial interest in any Agilent supplier, customer, reseller or competitor that might cause divided loyalty, or the appearance of divided loyalty. Whether there may be divided loyalty depends on many factors, including your ability to influence Agilent decisions that affect your personal interest, the size of the investment relative to your other resources, and the nature of the relationship between our company and the other business.

5. **Other Directorships and Positions.** Except in accordance with Section 7 of the Clayton Act, you may not be a director of a company or organization that produces, supports or promotes products or services that compete with Agilent. Prior to joining any other board or accepting an executive position with a company that does business with Agilent or may compete with Agilent, you must consult with Agilent’s Chairman of the Board and General Counsel. If in your position as a director, officer or employee of

another organization you encounter any situation where your role with that other organization may be in conflict with Agilent's interests, you must inform Agilent's Chairman of the Board and General Counsel of the conflict so that appropriate action can be taken.

6. **Confidentiality in General.** Agilent business and technical information that you learn as a result of your position at Agilent is company property and must be kept confidential.

7. **Handling News about Agilent.** Confidential information about Agilent, including information that can be expected to have an impact on the market for Agilent stock, including forward-looking information such as projections of orders, new revenue or earnings, may be released only in accordance with Agilent's guidelines and United States securities laws. Contacts with news organizations should be handled through Agilent Corporate Communications.

Individual board members may occasionally meet or otherwise communicate with various constituencies that are involved with the company, but it is expected that board members would do this with the knowledge of management and, in most instances, absent unusual circumstances or as contemplated by the committee charters, at the request of management.

8. **Profiting from Inside Information.** As a director, you have information about Agilent that is both material non-public. You must adhere to Agilent's trading windows and other United States and securities laws, reporting any trades in Agilent stock. If you violate insider trading laws, both you and Agilent may be subject to severe criminal penalties. U.S. insider trading laws apply to all Agilent directors and apply even to relatively small transactions.

9. **Handling Company Assets.** Every director must take care to safeguard Agilent assets. This includes protecting them from unauthorized use. Use of Agilent assets for any unlawful or improper purposes is strictly prohibited.

10. **Relationship to Other Policies.** If you are an Agilent employee, the Agilent Standards of Business Conduct also apply to you. The Corporate Governance Standards also will guide you procedurally in your position as a director. In addition, if you are a member of a committee of the Board of Directors, the applicable committee charter(s) should guide your conduct.