

QUESTIONS AND ANSWERS ABOUT EXCHANGING YOUR VARIAN, INC. COMMON STOCK

1. What will I receive for my shares of Varian, Inc. common stock as a result of the merger?

As a result of the merger, holders of Varian, Inc. common stock are entitled to receive \$52.00 in cash (the “Merger Consideration”), less any applicable withholding taxes, for each share of Varian, Inc. common stock they held on May 14, 2010, the closing date of the merger (the “Closing Date”).

For example, if you owned 100 shares of Varian, Inc. common stock on the Closing Date, you are entitled to receive \$5,200 in cash, less any applicable withholding taxes, in exchange for your 100 shares of Varian, Inc. common stock.

There is no option available to convert any portion of your Varian, Inc. shares into Agilent shares upon the closing of the merger.

2. What do I need to do if my Varian, Inc. shares are held electronically in a brokerage or bank account?

If you held your shares electronically in a brokerage or bank account at the Closing Date, you do not need to take any action to receive your Merger Consideration. Your broker or bank will handle the exchange of your shares directly, and the Merger Consideration (less any applicable withholding taxes) will be transferred into your account. Typically, this takes place within one week after the Closing Date, depending on your broker or bank.

3. What do I need to do if my Varian, Inc. shares are held in Direct Registration (DRS)?

Direct Registration is an industry program that allows share ownership without paper stock certificates. If you participate in the DRS program, your shares are held electronically in book-entry form in an account in your name rather than issuing physical stock certificates. As the company’s transfer agent, Computershare keeps a record of your DRS shares on the company’s register of owners. Further information on DRS can be found at <https://www-us.computershare.com/Investor/FAQs.asp> and then selecting “Direct Registration (DRS)” in the dropdown menu.

If you held your shares in DRS at the Closing Date and you have a certified Tax Identification Number (“TIN”) on record at Computershare, a check in the amount of the Merger Consideration (less any applicable withholding taxes) will be mailed to your address of record with Computershare shortly (typically 5-7 business days) after the Closing Date. If you do not have a certified TIN number on file, you will receive a transmittal package in the mail.

4. What do I need to do if I hold Varian, Inc. stock certificates?

If you hold Varian, Inc. stock certificates, a packet will be mailed to you at the address of record Computershare has for you which will include a “Dear Former Varian, Inc. Shareholder” letter and

an Exchange Form. In order to receive payment for your shares held as of the Closing Date, you should do the following:

- Locate your Varian, Inc. stock certificates.
- Match the stock certificate numbers you are returning to the stock certificate numbers listed on the Exchange Form. If you hold more than ten stock certificates and you need a listing of any additional stock certificate numbers, please call Computershare toll-free at (800) 546-5141 within the U.S., Canada or Puerto Rico. Outside the U.S., Canada or Puerto Rico, please call +1 (781) 575-2765.
- If you are unable to locate some or all of your Varian, Inc. stock certificates, please mark the appropriate box next to the missing stock certificate number and complete Box A on the reverse side of the Exchange Form. In particular, please read Box A and enclose a check or money order made payable to “Computershare” for the surety fees to replace the missing stock certificates.
- Sign the Exchange Form and return it along with all of your Varian, Inc. stock certificates and any other required materials in the return envelope provided for your convenience. Please **do not** sign your stock certificates.

We urge you to act promptly because your Varian, Inc. stock certificates represent only the right to receive the cash payment to which you are entitled. No interest will accrue or be paid on such amount, and no dividends will be paid on Varian, Inc. shares.

5. Should I return my Varian, Inc. stock certificates?

Yes. The Varian, Inc. common stock you presently hold is no longer trading on the NASDAQ Stock Market, and only represents the right to receive the cash payment. You must complete and execute the Exchange Form and return it to Computershare along with your Varian, Inc. stock certificates and any other required materials in order to receive your cash payment.

6. What will happen if I do not return my Varian, Inc. stock certificates?

Until you properly present your stock certificates for exchange, you will not receive the cash payment. No interest will accrue or be paid on the cash entitlement and no dividends will be paid on Varian, Inc. shares, so you are encouraged to exchange your Varian, Inc. stock certificates promptly.

Any un-exchanged Varian, Inc. shares may eventually be subject to applicable state abandoned property, escheat or similar laws.

7. How should I return my Varian, Inc. stock certificates?

If you hold Varian, Inc. stock certificates, return your Varian, Inc. stock certificates and a properly completed and executed Exchange Form and any other required materials in the courtesy reply envelope provided in this packet. We recommend that you insure the return package and send the return package via registered mail with return receipt requested in the reply envelope provided, or via overnight courier to the address listed on the reverse side of the Exchange Form.

Please retain copies of all documents mailed for your records until the cash exchange has been completed.

8. *What should I do if my Varian, Inc. stock certificates were lost, stolen or destroyed?*

If your Varian, Inc. stock certificates have been lost, stolen or destroyed, you must mark the appropriate box next to the missing stock certificate(s) listed on the Exchange Form and complete Box A on the reverse side of the Exchange Form. Please read Box A and enclose a check or money order made payable to “Computershare” for the surety fees to replace your stock certificates.

If a stock certificate not listed on the Exchange Form was lost, stolen or destroyed, please list the stock certificate number on a separate sheet of paper and return it along with your completed and executed Exchange Form, the Varian, Inc. stock certificates you were able to locate and the surety payment to Computershare.

9. *What if I lose my Exchange Form or need additional ones?*

You can call Computershare toll-free at (800) 546-5141 within the U.S., Canada or Puerto Rico and request that a duplicate Exchange Form be mailed to you. Outside the U.S., Canada or Puerto Rico you can call +1 (781) 575-2765.

10. *What do I need to do if I hold Varian, Inc. stock certificates and I also have DRS shares held electronically with Computershare?*

There are no special requirements to exchange your DRS shares. When you return your properly completed and executed Exchange Form along with your Varian, Inc. stock certificates and any other required materials to Computershare, payment for your DRS shares, as referenced under the section “Shares Held By Us In Book Entry” on the bottom of the Exchange Form, will be processed along with your Varian, Inc. stock certificates.

11. *What if I hold Varian, Inc. stock certificates and want my cash payment mailed to a special address?*

If you hold Varian, Inc. stock certificates and want your cash payment issued and/or mailed to a third party, such as your broker or bank, you must include those instructions on a separate sheet of paper, and have those instructions Medallion Guaranteed. Unless you indicate otherwise, any instructions provided will NOT change your address for other mailings that could occur in the future.

12. *What is a Medallion Guarantee? Is it the same as a Notary Certification?*

In the United States, a Medallion Guarantee is a special signature guarantee for the transfer of securities. It is a guarantee by the financial institution that the signature is genuine and the financial institution accepts liability for forgery. Medallion guarantees protect shareholders by preventing unauthorized transfers and possible investor losses. A Notary Public certification is not the same and is not acceptable for this purpose.

This guarantee is normally obtained from selected banks or other financial institutions such as a broker, dealer, credit union, savings association or other entity which is a member in good standing of the Securities Transfer Agents' Medallion Program ("STAMP"). Different institutions have different policies as to what type of identification they require to provide the guarantee and whether they charge a fee for such service. Most institutions would not guarantee a signature of someone who has not already been their customer.

13. If I hold Varian, Inc. stock certificates, when should I expect the exchange of my shares to be completed?

Once Computershare receives your Varian, Inc. stock certificates along with a properly completed and executed Exchange Form and any other required materials, it will mail you the cash payment, less any applicable withholding taxes, within approximately 7-10 business days.

14. Is the exchange of Varian, Inc. shares a taxable event for U.S. shareholders?

In general, the merger will be a taxable transaction to you if you are a U.S. shareholder. Your receipt of cash in exchange for your shares of common stock generally will cause you to recognize a gain or loss for U.S. Federal income tax purposes equal to the difference, if any, between the cash you receive in the merger and your adjusted tax basis in your shares of common stock.

Because individual circumstances may differ, you are urged to consult your own tax advisor regarding the particular consequences to you of the merger and related transactions, including the U.S. Federal, state, local, foreign and other tax consequences of the ownership and disposition of your shares.

15. What should I do with the Form W-9 included with my Exchange Form?

If your account did not have an accurate or updated taxpayer identification number (TIN), we enclosed a Form W-9 with the Exchange Form. If we did not include a Form W-9 and your cash payment is to be issued in the same name, you need take no further action to certify the TIN for the registered account. Under U.S. Federal income tax law, any person submitting the Exchange Form who has not previously certified the TIN relating to the registered account must provide to Computershare, the paying agent his, her or its correct TIN, and certify that such TIN is correct on the enclosed Form W-9. If such TIN is not provided, a penalty of \$50.00 may be imposed by the Internal Revenue Service and payment of the merger consideration may be subject to backup withholding. The TIN to be provided is that of the person submitting the Exchange Form. The TIN for an individual is generally his or her social security number. Exempt persons (including, among others, all corporations and certain foreign individuals) are not subject to backup withholding and reporting requirements. A foreign individual may qualify as an exempt person by submitting a Form W-8, signed under penalties of perjury, certifying such individual's foreign status. That form can be obtained from Computershare. See the Guidelines for Certification of Taxpayer Identification Number on Form W-9 for additional instructions.

16. I was a shareholder of Varian Associates, Inc. and acquired my Varian, Inc. shares as a result of the spin-off transaction in 1999. What is the tax basis of my Varian, Inc. shares?

The tax basis of any Varian Associates, Inc. common stock acquired before the spin-off transaction in 1999 generally is equal to the cost of such shares, including commissions. If you acquired Varian Associates, Inc. shares at different times or at different costs, you will need to make separate basis calculations for each block of shares.

Information is necessary to allocate the tax basis in your Varian Associates, Inc. stock to the Varian, Inc., Varian Medical Systems, Inc. and Varian Semiconductor Equipment Associates, Inc. stock you received as a result of the spin-off transaction. You will need Adobe Reader to open the [document](#) that explains how to calculate your cost basis.

You should consult your tax advisor to determine your tax basis in each block of Varian Associates common stock to be allocated as well as the proper allocation of that tax basis to your post spin-off holdings.

17. Who should I contact if my address has changed or I have additional questions regarding the exchange of my Varian, Inc. shares for the cash payment?

You may call Computershare toll-free at (800) 546-5141 within the U.S., Canada or Puerto Rico. Outside the U.S., Canada or Puerto Rico you may call +1 (781) 575-2765. Computershare representatives are available Monday through Friday, 9:00 a.m. to 5:00 p.m., Eastern Time.

Computershare can also be contacted by mail at:

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