

AGILENT LEGAL**AGILENT GLOBAL ANTI-CORRUPTION POLICY**

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1.0 Policy Statement

Agilent does business directly or indirectly in over 120 countries around the globe, each of which has its own unique laws, customs, and business practices. Agilent requires its employees and business partners in all geographies to conduct their affairs with uncompromising integrity and will not tolerate corrupt activities of any kind.

Agilent prohibits promising, offering, or giving to, or agreeing to receive, or receiving from, any individual anything of value or personal benefit with the expectation of receiving a favor, a grant of business, or any other business advantage in return. Such actions are sometimes referred to as bribes, kickbacks, or *quid pro quos*.

Agilent is committed to complying with:

- The laws and regulations of each country where Agilent conducts business;
- The laws and regulations of the United States, including the Foreign Corrupt Practices Act;
- Other international anti-corruption laws and regulations, including the U.K. Bribery Act of 2010 and the OECD Anti-Bribery Convention, to which 38 countries are signatories;
- The laws and regulations governing interactions with healthcare professionals and institutions;
- Agilent's policies and procedures; and
- Agilent's Standards of Business Conduct

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This policy incorporates the common elements of anti-corruption laws and regulations worldwide that apply to Agilent's business. Agilent managers are responsible for actively promoting awareness of, and enforcing compliance with, this policy among their reports at all levels; and must not actively or passively authorize or ignore corrupt activities in their organization. Employees who violate this policy will be subject to disciplinary action, which may include termination of employment. No employee will suffer adverse consequences for refusing to offer or make a corrupt payment, even if it may result in the loss of business.

2.0 Scope

This policy applies to:

- All Agilent legal entities worldwide owned directly or indirectly by Agilent, including all of Agilent's operating units, subsidiaries, affiliates, and joint ventures. The use of the term "Agilent" in this policy includes all such entities.
- All Agilent employees, directors, and officers worldwide, including but not limited to all contingent and Non-Agilent Workers (NAWs), manufacturer's representatives, and commercial agents.
- All third parties acting for and on behalf of Agilent, wherever they are located.

3.0 Record-Keeping/Accounting Provisions

Agilent's Standards of Business Conduct (SBC) and other corporate policies require that each subsidiary, branch, and overseas office maintain books and records that accurately reflect all transactions. In addition, Agilent is responsible for maintaining an adequate system of internal accounting controls reasonably designed to detect and prevent fraudulent transactions. The handling of each transaction is subject to Agilent's Internal Audit verification, with reporting of exceptions to management and other appropriate company stakeholders. Failure to record payments in a manner that accurately reflects the nature of the transaction, such as by mischaracterizing a business expense, may violate anti-corruption laws and constitutes a violation of this policy. Transferring Agilent funds to outside entities with the intent to circumvent internal controls is a violation of this policy as well as Agilent's SBC.

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4.0 Due Diligence on Third-Parties

Agilent conducts due diligence on third parties with whom Agilent does business and takes steps to ensure that these third parties comply with the requirements of this policy. These steps include the use of a due diligence questionnaire, independent background checks and investigations, execution of anti-corruption contractual provisions suitable for the particular business transaction, and post-engagement due diligence, education, and monitoring, as appropriate. All Agilent managers must ensure that their employees are alert to potential signs of corruption (“red flags”) when doing business with, or through, third parties and may not ignore indications that corrupt payments or other illegal conduct might be occurring.

5.0 Facilitating Payments

Facilitating payments are unofficial payments made to a government official in order to secure a routine governmental action and are prohibited under most international laws. Agilent generally prohibits facilitating payments. Solely in the rare circumstance that an Agilent employee is subject to a threat of immediate severe physical harm, by a person demanding a facilitating payment, a payment may be made- provided that the payment and all circumstances surrounding it are reported immediately to the Legal Department. Any payment must be properly recorded in Agilent’s books and records.

6.0 Duty to Report

Any Agilent employee having information about or knowledge of any conduct inconsistent with this policy should promptly report such matter to his or her manager, the Legal Department, or through [Agilent’s Compliance Hotline](#). Agilent maintains channels for employees to report confidentially and anonymously, in accordance with local laws. No employee will face retaliation or other negative consequences for coming forward in good faith and reporting a concern. Agilent will thoroughly investigate all credible allegations and reports of corrupt activities and take appropriate remedial measures, where warranted.

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7.0 Penalties and Disciplinary Action

Violations of local and international laws against bribery and corruption could result in severe monetary and other penalties to Agilent, and to the individuals involved, and cause serious damage to Agilent's reputation in the marketplace. Agilent as a company, as well as Agilent's employees, agents, and representatives, could face civil and criminal penalties resulting from corrupt activity, including fines of millions of dollars and potentially extradition and imprisonment. Individual officers and employees could be prosecuted even where Agilent is not subject to prosecution or regulatory sanctions; and Agilent has no obligation to reimburse the costs of fines or other penalties levied on employees who knowingly and willfully violate Agilent's policies, or the law. In addition, employees who violate Agilent's policies or SBC, or fail to be fully cooperative, truthful, and forthcoming in response to investigations into misconduct, may face disciplinary action, including termination of employment.

8.0 Enforcement of Agilent's Anti-Corruption Policy

Agilent expects every employee, agent, or representative whose duties are likely to lead to involvement in or exposure to any of the areas covered by laws against corruption and bribery to become familiar with and comply with this policy. Agilent requires its employees, agents, and representatives in all countries to certify periodically to compliance with this policy and to participate in training sessions as instructed by management. Agilent managers are responsible for ensuring that their reports at all levels understand and follow this policy and managers may be held accountable for violations by their employees.

Questions concerning this policy should be directed to Agilent Compliance at: helpline.legal-compliance@agilent.com.

9.0 Document Control Log

Date	Author	Version	Change Description
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July 20, 2016	Tim Atchley	Rev. 2	
February 11, 2020	Tim Atchley	Rev. 2	Link updates