

AGILENT TECHNOLOGIES, INC.

Amended and Restated Corporate Governance Standards **(as amended May 21, 2014)**

The Board of Directors (the "Board") and the Nominating /Corporate Governance Committee of Agilent Technologies, Inc. (the "Company") has established the following guidelines for the conduct and operation of meetings and deliberations of the Board. These guidelines will be reviewed periodically by the Board and the Nominating/Corporate Governance Committee and may be amended or modified from time to time.

1. **Duty of Loyalty:** Each director owes a duty of loyalty to the Company, is expected to act in the best interests of the Company and its stockholders as a whole, and to comply with the Agilent Director Code of Ethics.

2. **Conduct of Board Meetings:** The conduct of meetings of the Board will be governed as follows:

a. **Selection of Agenda Items for Board Meeting.** The Chairman of the Board in consultation with the CEO will establish the agenda for each Board meeting. Each Board member shall be free to suggest the inclusion of item(s) on the agenda. The board will review the Company's long-term strategic plans and the big-picture challenges faced by the Company in executing on these plans during at least one board meeting per year.

b. **Board Materials Distributed in Advance.** Information and data concerning the Company, its financial affairs and strategic plan is important to the Board's understanding and decision making process. Accordingly, there will be made available in advance of each meeting of the Board appropriate written material relating to substantive agenda items. Management will make every attempt to see that this material is as brief as possible while still providing the desired information. Highly sensitive subjects may be discussed at the meeting without advance distribution of written materials.

c. **Presentations.** As a general rule, information on specific subjects should be made available to the Board members well in advance of each meeting so that the Board meeting time may be conserved, and discussion time focused on questions that the Board has about the material. On those occasions on which the subject matter is too sensitive to put in writing, the presentations will be discussed at the meeting.

d. **Management Presentations.** The Board encourages the Company's management to, from time to time, bring managers into Board meetings who (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) represent managers with future potential that management believes should be given exposure to the Board.

e. **Regular Attendance of Non-Directors at Board Meetings.** The Board is comfortable with the regular attendance at each Board meeting of non-Board members who are members of the Company's Executive Staff except during Executive Sessions of the Board.

3. **Executive Sessions of Independent Directors:** The independent (see paragraph 5c for definition of independent) directors of the Board will meet separately as a group at least once every other Board meeting, but not less than once a quarter. The Lead Independent Director will be selected by the outside directors and will assume the responsibility of chairing the regularly scheduled meetings of outside directors and bear such further responsibilities that the outside directors as a whole might designate from time to time. The identity of the Lead Independent Director will be disclosed in the annual proxy statement.

4. **Access to Senior Management:** Each member of the Board shall have complete and open access to the Company's management. Board members will use their judgment to be sure that contact with management is not distracting to the operation of the Company and that such contact be coordinated, to the extent reasonably practicable, with the Chief Executive Officer or the Chairman of the Board. The board and each committee shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisors and shall have the power to hire independent legal, finance and other advisors as they may deem necessary, without consulting with, or obtaining approval from, any officer of the Company in advance.

5. **Composition of the Board:**

a. **Size of the Board.** It is the sense of the Board to have approximately nine members. If outstanding candidate(s) become available, the Board will evaluate its size.

b. **Mix of Inside and Outside Directors.** There must be a majority of independent directors on the Board.

c. **Board Definition of What Constitutes Independence for Outside Directors.** An independent director is one who is independent of management, who does not have any consulting, advisory or other compensatory relationship with the Company and who otherwise does not have any relationships with the Company or its subsidiaries that would disqualify such director as an independent director under the applicable rules of the NYSE and the SEC. Directors who are currently, or have been within the last year, employees of or regular consultants to the Company, or one of its subsidiaries, are not independent.

d. **Former Chief Executive Officer's Board Membership.** When a Chief Executive Officer or any other employee director no longer holds such position, he should offer his resignation from the Board at the same time. Notwithstanding paragraph 5c, a former Chief Executive Officer serving on the Board will be considered an inside director for purposes of corporate governance.

e. **Board Membership Criteria.** The Nominating/Corporate Governance Committee is responsible for reviewing with the Board on a periodic basis, as necessary, the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board.

f. **Selection of New Director Candidates.** The Board itself should be responsible, in fact as well as procedure, for selecting its own members, determining and reviewing their qualifications. The Board delegates the screening process involved to the Nominating/Corporate Governance Committee with the direct input from the Chairman of the Board and Chief Executive Officer.

g. **Voting for Directors.** In an uncontested election, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "Majority Withheld Vote") shall promptly tender his or her resignation following certification of the stockholder vote.

The Nominating/Corporate Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Nominating/Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote.

Thereafter, the Board will promptly disclose their decision whether to accept the director's resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release to be disseminated in the manner that Company press releases typically are distributed.

Any director who tenders his or her resignation pursuant to this provision shall not participate in the Nominating/Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

However, if each member of the Nominating/Corporate Governance Committee received a Majority Withheld Vote at the same election, then the independent Directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

However, if the only directors who did not receive a Majority Withheld Vote in the same election constitute three or fewer directors, all directors may participate in the action regarding whether to accept the resignation offers.

6. **Board Compensation Review:** The Compensation Committee shall have the responsibility for recommending to the Board compensation for non-employee directors. The Board believes that the amount of director compensation should be fair and competitive in relation to director compensation at other companies with businesses similar in size and scope to the Company; the type and amount of compensation should align directors' interest with the long-term interests of stockholders; and the structure of the compensation program should be simple, transparent and easy for stockholders to understand. The Compensation Committee shall

review the annual retainer fee as well as other compensation for non-employee directors with the full Board every other year.

7. **Assessing the Board's Performance:** The Nominating/Corporate Governance Committee is responsible to report annually to the Board an assessment of the Board's performance, decision making process and procedures. The committee's purpose is to increase the effectiveness of the Board, not to review individual Board members. In addition, the Board shall conduct an annual independent self-evaluation to determine whether the Board and its committees are functioning effectively. The Nominating/Corporate Governance Committee report and the Board self-evaluation will be discussed by the full Board. These assessments should be of the Board's and the various committees' contributions as a whole and specifically review areas in which the Board and/or the management believes a better contribution could be made in the short- and long-term perspective. The purpose should be to increase the effectiveness of the Board and of each committee as a whole as well as their individual members.

8. **Committees of the Board:** The committee structure of the Board shall at least consist of an Audit Committee, a Compensation Committee and a Nominating/Corporate Governance Committee. The Board shall convene other committees, as it deems appropriate, such as an Executive Committee.

a. **Assignment and Rotation of Committee Members.** It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that such a rotation should be mandated as a policy since there may be reasons to maintain an individual director's committee membership for a longer period.

b. **Frequency and Length of Committee Meeting.** The committee chairman, in consultation with the committee members, will determine the frequency and length of the meetings of the committee in adherence to the committee charter.

d. **Committee Agenda.** The chairman of the committee, in consultation with the appropriate members of management and staff, will develop the committee's agenda. Each committee will issue a schedule of agenda subjects to be discussed for the ensuing year at the beginning of each fiscal year (to the degree these can be foreseen). This forward agenda will also be shared with the full Board.

e. **Committee Charter.** Each committee, unless otherwise directed by the Board, shall develop a charter for approval by the full Board. The charter will set forth the principles, policies, objectives and responsibilities of the committees. The charters will provide that each committee will meet to review its performance at least once a year. The charters of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee shall be subject to periodic review by the Board. Each committee shall have the powers and responsibilities set out in its charter, which shall be posted on the Company's website.

f. **Committee Membership.** The Audit Committee, the Compensation Committee, and the Nominating/Corporate Governance Committee shall each consist of three or more directors, each of whom shall satisfy the independence (and, in the case of the Audit Committee, the financial literacy and experience) requirements of Section 10A of the Securities Exchange Act of 1934, the New York Stock Exchange and any other regulatory requirements. The members of these committees will also meet the other membership criteria specified in the respective charters for these committees. Committee members will be appointed by the Board upon recommendation by the Nominating/Corporate Governance Committee of the Board, in accordance with the charter and principles of the committee.

9. **Selection of Lead Director:** If the Chairman of the Board is not the Chief Executive Officer, the Chairman of the Board shall be the lead director. If the Chairman of the Board is the Chief Executive Officer, the Board may consider the election of an independent Board member as a lead director.

10. **Director Responsibilities:** The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. In fulfilling that responsibility, the directors should be able to rely on the honesty and integrity of the Company's senior management and expert legal, accounting, financial and other advisors.

11. **Directors Who Change Their Present Job Responsibility:** It is the sense of the Board that individual directors who change the principal occupation they held when they were elected to the Board should volunteer to resign from the Board. It is not the sense of the Board that the directors who change their principal occupation would necessarily leave the Board. There should, however, be an opportunity for the Board to review the continued appropriateness of Board membership under these circumstances.

12. **Other Board Seats:** A director should notify each of the Chairman of the Board and the Corporate Secretary prior to accepting an invitation to serve on an additional public or private company board.

13. **Term Limits:** Subject to the Certificate of Incorporation of the Company, directors shall serve three year staggered terms. There is currently no limitation on the number of terms a director may serve. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. However, the independent directors and the Chairman of the Board will review each director's continuation on the Board annually. This will allow each director the opportunity to conveniently confirm his or her desire to continue as a member of the Board.

14. **Retirement Age:** Unless otherwise approved by the Board, board members are expected to retire at the first stockholders' meeting following the member's 75th birthday. A board member whose three year term is expiring shall not stand for re-election to a new term if

that director will reach the age of 75 on or before the date of the stockholders' meeting at which directors are to be elected.

15. **Independence:** It is the Company's goal that the majority of its directors are independent as that term is legally defined or mandated by the New York Stock Exchange ("NYSE"). To be considered independent, the Board must determine that a director has no material relationship with the Company (other than in his or her capacity as a director). To assist in determining a director's independence, the Company adopted the standards for director independence in compliance with the NYSE's corporate governance listing standards attached hereto as Exhibit A and Exhibit C.

16. **Director Nomination Policy and Process:** Attached to these guidelines as Exhibit B is the Director Nomination Policy and Process for director nominees to the Board which has been adopted by the Nominating/Corporate Governance Committee (the "Nomination Policy"). The Nomination Policy sets the minimum traits, abilities and experience that the Board looks for in determining candidates for election to the Board.

17. **Succession Planning:** There should be available, on a continuing basis, the Chief Executive Officer's recommendation as to his successor should the Chief Executive Officer be unexpectedly disabled. There should be an annual report by the Chief Executive Officer to the Board on succession planning.

18. **Leadership Development:** In addition to the succession planning annual report, there should at the same time be a report on leadership development throughout the Management organization by the Chief Executive Officer.

19. **Strategic Plan:** Every year the Board will review and approve a multi-year strategic plan and a one-year operating plan for the Company.

20. **Board Interaction with Institutional Investors, the Press, Etc.:** The Board believes that management speaks for the Company. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company. It is expected that Board members will do so only with the knowledge of management, and in most instances, at the request of management. In particular, any discussions with the media (e.g., press, TV, etc.) concerning the Company should be first channeled through the CEO, whenever practicable. The Company's directors should not accept any gift of value which indicates an intent to influence improperly the normal business relationship between the Company and any supplier, customer or competitor. Any discrepancy of the foregoing policies should be reviewed by the Board via the Nominating/Corporate Governance Committee.

21. **Formal Evaluation of the Chief Executive Officer:** The Compensation Committee should submit to the independent directors annually at the close of the fiscal year an evaluation of the Chief Executive Officer. After review, amendment and agreement by the independent directors, the evaluation should be communicated to the Chief Executive Officer by the independent directors. The evaluation should be based on objective criteria including

performance of the business, accomplishment of long term objectives, development of management, etc. The independent director's final evaluation will be used by the Compensation Committee when considering and recommending to the Board the compensation of the Chief Executive Officer.

22. **Orientation and Continuing Education.** The Board shall provide directors with access to internal and external orientation programs and continuing education programs to ensure that they have sufficient information about the Company and their duties.

EXHIBIT A

DIRECTOR INDEPENDENCE STANDARDS

(As approved by the NYSE, effective September 11, 2008 and adopted by the Board of Directors on November 19, 2008)

1. No director qualified as “independent” unless the board of directors affirmatively determines that the director has no material relationship with Agilent or any of its subsidiaries (directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Agilent or any of its subsidiaries must identify which directors are independent and disclose the basis for that determination.

In addition, a director is not independent if:

2. The director is, or has been within the last three years, an employee of Agilent or any of its subsidiaries, or an immediate family member¹ is, or has been within the last three years, an executive officer, of Agilent or any of its subsidiaries.
3. The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from Agilent or any of its subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
4. (A) The director is a current partner or employee of a firm that is Agilent’s internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and personally works on Agilent’s audit; or (D) the director or an immediate family member was within the last three years² a partner or employee of such a firm and personally worked on Agilent’s or any of its subsidiaries audit within that time.
5. The director or an immediate family member is, or has been within the last three years², employed as an executive officer of another company where any of Agilent’s or any of its subsidiaries’ current executive officers at the same time serves or served on that company’s compensation committee.
6. The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, Agilent or any of its subsidiaries for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company’s consolidated gross revenues.

¹ “Immediate family member” includes a director’s spouse, parents, children, siblings, mothers and fathers-in-law, sons, and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares a director’s home.

² The three-year look-back provisions are not applicable to the individuals who are no longer immediate family members as a result of legal separation or divorce, or those who have died or become incapacitated.

EXHIBIT B

DIRECTOR NOMINATION POLICY AND PROCESS (As adopted by the Board of Directors on March 17, 2010)

To be considered by the Nominating/Corporate Governance Committee, a director nominee must have:

- a reputation for personal and professional integrity and ethics
- executive or similar policy-making experience in relevant business or technology areas or national prominence in an academic, government or other relevant field;
- breadth of experience;
- soundness of judgment;
- the ability to make independent, analytical inquiries;
- the willingness and ability to devote the time required to perform Board activities adequately;
- the ability to represent the total corporate interests of Agilent; and
- the ability to represent the long-term interests of stockholders as a whole.

In addition to these minimum requirements, the Committee will also consider whether the candidate's skills are complementary to the existing Board members' skills; the diversity of the Board in factors such as age, experience in technology, manufacturing, finance and marketing, international experience and culture; and the Board's needs for specific operational, management or other expertise.

EXHIBIT C

COMPENSATION COMMITTEE INDEPENDENCE STANDARDS

**(As approved by the NYSE, effective July 1, 2013 and adopted by the Board of Directors
November 21, 2013)**

In affirmatively determining the independence of any director who will serve on the compensation committee of Agilent's board of directors, the board of directors must consider all factors specifically relevant to determining whether such director has a relationship to Agilent or any of its subsidiaries which is material to such director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to:

(A) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by Agilent to such director; and

(B) whether such director is affiliated with Agilent, a subsidiary of Agilent or an affiliate of a subsidiary of Agilent.