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.

The Board of Directors shall oversee and provide strategic support to 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 and confirm compliance with this Code annually.

2. 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. If an actual or potential conflict of interest (or a situation that is reasonably likely to appear to pose a conflict of interest) develops, you must promptly report all facts regarding the matter to the Board. All directors must recuse themselves from any Board or committee discussion or decision in which they have an actual or potential conflict of interest. If the Board or the director determine that a significant conflict of interest exists and cannot be resolved through recusal or other means reasonably acceptable to the Board, the director will submit an offer of resignation to the Nominating / Corporate Governance Committee. Upon the Committee's recommendation, the Board shall make a determination as to whether to accept or reject the offer of resignation, or whether other action should be taken, based on individual circumstances, the needs of the Board and the interests of the Company and its stockholders.

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 Secretary and Chief Legal Officer 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**. You must notify each of the Chairperson of the Board and the Secretary prior to accepting an invitation to serve on an additional public or private company board or to serve as a Committee Chairperson on another public or private company board. The Chairperson of the Board and the Secretary shall notify the Nominating/Corporate Governance Committee, which will review the proposed additional board seat and confirm whether such seat is consistent with Section 2 and Section 5 of this Code and applicable NYSE listing standards. Only following such review and approval by the Nominating/Corporate Governance Committee shall you accept such appointment.

The Board believes that directors should devote sufficient time and effort to their Board responsibilities. Accordingly, absent special circumstances, a director who is an active chief executive officer of a public company should not serve on more than two public company boards, including the Company, and other directors should not serve on more than four public company boards, including the Company. In addition, it is presumed that a director should not serve on more than six public company and private company boards in total, although a director may overcome such presumption by obtaining a waiver from the Company in advance. For clarity, participation on not-for-profit boards shall not count toward the six company board limit. The Board also expects directors to ensure that other commitments, including advisory or consulting services to other companies, do not interfere with their service to the Company.

If the Board or the director determine that a director is in violation of this Section 5, then the director will submit an offer of resignation to the Nominating / Corporate Governance Committee. Upon the Committee's recommendation, the Board shall make a determination as to whether to accept or reject the offer of resignation, or whether other action should be taken, based on individual circumstances, the needs of the Board and the interests of the Company and its stockholders.

Except in accordance with Section 8 of the Clayton Act, you may not be a director or an officer of a company or organization that produces, supports or promotes products or services that compete with Agilent.

6. **Confidentiality**. To foster open discussions, the meetings and materials of the Board are confidential. You may not (a) use any confidential information for your own personal benefit or to benefit persons or entities outside the Company or (b) disclose confidential information to any person or entity outside the Company, either during or after your service as a director of the Company, except with authorization of the Board, or as may otherwise be required by law. "Confidential information" includes any non-public information that is provided to or obtained by you in your capacity as a director of the Company, whether or not the information directly relates to the Company.

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.

8. **Profiting from Inside Information**. As a director, you have information about Agilent that is both material and 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**. 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. If you are an Agilent employee, the Agilent Standards of Business Conduct also apply to you.