



**5301 Stevens Creek Boulevard  
Santa Clara, California 95051 (800) 227-9770  
Notice of Annual Meeting of Stockholders**

**TIME :** 8:00 a.m., Pacific Time, on Thursday, March 14, 2024

**PLACE :** 5301 Stevens Creek Blvd.  
Santa Clara, California 95051

- AGENDA :**
1. To elect four directors to a three-year term. At the annual meeting, the Board of Directors intends to present the following nominees for election as directors:
    - Mala Anand
    - Koh Boon Hwee
    - Michael R. McMullen and
    - Daniel K. Podolsky, M.D.
  2. To approve, on a non-binding advisory basis, the compensation of our named executive officers.
  3. To ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm.
  4. To vote on a stockholder proposal regarding simple majority vote.
  5. To consider such other business as may properly come before the annual meeting.

**RECORD DATE :** You are entitled to vote at the annual meeting and at any adjournments, postponements or continuations thereof if you were a stockholder at the close of business on January 23, 2024.

**VOTING :** For instructions on voting, please refer to the instructions on the Notice of Internet Availability of Proxy Materials you received in the mail or, if you received a hard copy of the proxy statement, on your enclosed proxy card.

**ADMISSION :** To attend the annual meeting, you will need to have pre-registered by 5:00 p.m., Pacific Time, on March 1, 2024. Specific instructions on pre-registration can be found in the General Information section of this proxy statement.

To be admitted to the annual meeting, you must present proof of ownership of our stock as of the record date. This can be a brokerage statement or letter from a bank or broker indicating ownership on January 23, 2024, the Notice of Internet Availability of Proxy Materials, a proxy card, or legal proxy or voting instruction card provided by your broker, bank or nominee. You may also be asked to present a form of photo identification such as a driver's license or passport. The annual meeting will begin promptly at 8:00 a.m., Pacific Time.

**WEBCAST:** If you are unable to attend the annual meeting in person, you may listen through the Internet or by telephone. To listen to the live webcast, log on at [www.investor.agilent.com](http://www.investor.agilent.com) and select the link for the webcast. To listen by telephone, please call (888) 330-2388 (international callers should dial (240) 789-2707). The meeting identification number is 87316. The webcast will begin at 8:00 a.m., Pacific Time and will remain on the company's website for one year. You cannot record your vote or ask questions on this website or at this phone number.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "P. Diana Chiu", written over a horizontal line.

P. Diana Chiu  
Vice President, Interim General Counsel and Secretary

*This proxy statement and the accompanying proxy card are being first sent or given to the stockholders on or about February 2, 2024.*

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement contains forward-looking statements as defined in the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and is subject to the safe harbors created therein. The forward-looking statements contained herein are generally identified by the words “believe,” “project,” “expect,” “anticipate,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “may,” “should,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. Forward-looking statements are based on the beliefs and assumptions of our management and on currently available information. A detailed discussion of risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in our annual report on Form 10-K for the fiscal year ended October 31, 2023. We undertake no responsibility to publicly update or revise any forward-looking statement.

## PROXY SUMMARY

The following is a summary which highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider, and you are urged to read the entire proxy statement carefully before voting.

### Voting Matters and Vote Recommendations

We currently expect to consider four items of business at the 2024 annual meeting. The following table lists those items of business and our Board’s vote recommendation.

	PROPOSAL	BOARD RECOMMENDATION	REASONS FOR RECOMMENDATION	MORE INFORMATION
(1)	Election of four directors to a three-year term	FOR	The Board and the Nominating/Corporate Governance Committee believe our nominees possess the skills, experience and qualifications to effectively monitor performance, provide oversight and support management’s execution of our long-term strategy.	7
(2)	Advisory vote to approve the compensation of our named executive officers	FOR	Our executive compensation program incorporates a number of compensation governance best practices and reflects our commitment to pay for performance.	58
(3)	Ratification of the independent registered public accounting firm	FOR	Based on their assessment, the Board and the Audit and Finance Committee believe that the appointment of PricewaterhouseCoopers LLP is in the best interests of the company and our stockholders.	59
(4)	Stockholder proposal regarding simple majority vote	NO RECOMMENDATION	The Board makes no recommendation on this proposal.	62

## Director Nominees

Our Board is currently divided into three classes serving staggered three-year terms. The following table provides summary information about each of the four director nominees who are being voted on at the annual meeting.

NAME	AGE	DIRECTOR SINCE	OCCUPATION	COMMITTEE MEMBERSHIPS
<b>Mala Anand</b>	56	2019	Corporate Vice President, Customer Experience of Microsoft	<ul style="list-style-type: none"> <li>• Compensation</li> <li>• Nominating/Corporate Governance</li> </ul>
<b>Koh Boon Hwee</b>	73	2003	Non-Executive Chairman of Singapore Exchange Ltd.	<ul style="list-style-type: none"> <li>• Executive</li> <li>• Nominating/Corporate Governance</li> </ul>
<b>Michael R. McMullen</b>	62	2015	President & Chief Executive Officer and Director of Agilent Technologies, Inc.	
<b>Daniel K. Podolsky, M.D.</b>	70	2015	President of the University of Texas Southwestern Medical Center	<ul style="list-style-type: none"> <li>• Audit and Finance</li> <li>• Nominating/Corporate Governance</li> </ul>

## Corporate Governance

The Board is committed to sound and effective governance practices that it believes promote long-term stockholder value and strengthen Board and management accountability to our stockholders, customers and other stakeholders. The following table highlights many of our key governance practices. Specific details on our governance practices can be found starting on page 16.

✓ Ten of our eleven directors are independent	✓ Annual Board self-assessment process, including peer evaluations
✓ Independent standing Board committees	✓ Majority voting and director resignation policy in uncontested director elections
✓ Strong independent Chairperson	✓ Continued assessment of highly qualified, diverse and independent candidates for nomination to the Board
✓ Regular meetings of our independent directors without management present	✓ Strong focus on pay-for-performance
✓ Diverse Board with an effective mix of skills, experience and perspectives	✓ Proactive stockholder engagement
✓ Three new independent directors added during the past five years	✓ Policies prohibiting hedging, short selling and pledging of our common stock
✓ Varied lengths of Board tenure with an average tenure of ten years	✓ Robust stock ownership guidelines for executive officers and directors
✓ Proxy access for our stockholders	✓ Robust enterprise risk management approach, overseen by the Board through its Audit and Finance Committee

## Stockholder Engagement

We have a year-around stockholder engagement program that reaches a wide variety of stockholders, market participants and potential investors. This program involves periodic discussions with respect to various matters that may be of interest, such as our business, financial and operating performance, corporate governance initiatives, ESG-related disclosures and practices, diversity and inclusion topics, human capital management, risk management, compensation and corporate priorities. Feedback and perspectives from investors gathered from our engagement programs are regularly considered by our management team and Board, as the company seeks to incorporate valuable investor insights into deliberations and decision-making processes.

## Oversight of Cybersecurity Risk

Our security program is based on industry standards including ISO 27002 Code of Practice, NIST and the COBIT 5 Framework. Our policies, standards and operating procedures provide a comprehensive approach to maintain the confidentiality, integrity, and availability of the data and systems in our environment in order to meet our business goals and customer needs.

Security is a company-wide approach, and we continuously invest in our people, processes and tools to strengthen our security posture to protect both Agilent's and our customers' data. This includes educating our workforce on an on-going basis of cybersecurity threats and their role in our overall security approach. All users, including our employees and third party contractors, are required to complete annual training and to confirm their understanding of and compliance with our "Acceptable Use of Information Systems Policy" to retain access to our systems.

To support our company-wide approach, we have a dedicated IT Information Security and Risk Management (ISRM) department that is accountable for the following key areas: policy, standards and operating procedures, IT compliance, IT risk management, threat and vulnerability management, security awareness and security operations, which includes comprehensive security incident management, reporting and response protocols that are tested and maintained on a regular basis. We also engage external consultants to complete independent program and capability assessments, including scanning of our systems for vulnerabilities. The head of our ISRM organization, together with our Chief Information Officer, provide periodic updates to the Audit and Finance Committee regarding our cybersecurity program, including information about cyber risk management governance and status updates on various projects intended to enhance the overall cybersecurity posture of the company.

## Corporate Social Responsibility (including as to ESG Matters)

We are strongly committed to progress on environmental, social responsibility and governance issues. This commitment is an important part of our mission – to advance the quality of life – and aligned with our core business objectives. In the past year, we have continued to take proactive actions to protect the health and safety of our employees, customers, partners and suppliers. We announced our commitment to achieve net-zero greenhouse gas emissions by 2050. We believe that, with our culture of innovation, we are in a strong position to contribute important solutions to reducing greenhouse gas emissions. As a company, we are committed to continued sustainable business operations, thoughtful social responsibility initiatives and maintaining governance structures that promote effective oversight.

## Environmental Sustainability

In fiscal year 2021, we announced our commitment to achieve net-zero greenhouse gas emissions no later than 2050. To achieve these goals, we have also committed to interim greenhouse gas reduction targets. By 2030, we aim to reduce absolute scope 1 and 2 emissions by 50% and scope 3 emissions by at least 30% (with a stretch goal of 40%) from a base year of 2019. In addition, we plan to continue to invest in renewable energy and focus on three areas where our carbon footprint is greatest: purchased goods and services, sold products, and transportation and distribution. As part of our climate action plan, we have established near and long-term emission reduction targets to limit planetary warming to 1.5°C above pre-industrial levels which have been approved by the Science Based Targets initiative ("SBTi"). To provide investors with meaningful sustainability information, we also announced that we are adopting the Task Force on Climate-related Financial Disclosures (TCFD) recommendations for disclosing climate-related risks, alongside our reporting in accordance with SASB and GRI.

## Diversity and Inclusion

As a global company, much of our success is rooted in the diversity of our teams and our commitment to inclusion. We value diversity at all levels and continue to focus on extending our diversity and inclusion initiatives across our entire workforce, from providing managers transparency of their workforce pay equity to working with managers to develop strategies for building diverse teams and promoting the advancement of leaders from different backgrounds. Agilent is committed to creating a diverse work environment and is proud to be an equal opportunity employer. We believe in an inclusive workforce, where employees from a number of cultures and countries are engaged and encouraged to leverage their collective talents. As of October 31, 2023, approximately 38% of our full-time employees were female. Approximately 42% of our board is comprised of directors representing traditionally underrepresented groups as of December 31, 2023. We also have launched a number of company-wide initiatives including employee-network groups aimed at promoting engagement of women, Black, LGBTQIA+, Asian, and Hispanic and Latino employees. To further our commitment to global diversity and inclusion efforts, in 2020 we hired an associate vice president of diversity and inclusion and launched a number of company-wide initiatives.

**Oversight and Management of Corporate Social Responsibility (including as to ESG Matters)**

Our Board, through its Nominating/Corporate Governance Committee, oversees Agilent's environmental, social and governance (ESG) program and the progress of our ESG efforts and initiatives. The Nominating/Corporate Governance Committee formally reviews our ESG efforts, including our sustainability initiatives, within the organization and reports to the Board on a regular basis. The Nominating/Corporate Governance Committee charter is located in the Investor Relations section of our website and can be accessed by clicking on "Committee Charters" or "Governance Documents" in the "Governance" section of our investor relations web page at [www.investor.agilent.com](http://www.investor.agilent.com). The Board and its Compensation Committee oversee the administration of the company's employee benefits, including health and compensation plans.

For more information, refer to our annual Environmental, Social and Governance report, which is available on our website. Our Environmental, Social and Governance report and website are not part of or incorporated by reference into this proxy statement.

**2024 ANNUAL MEETING OF STOCKHOLDERS  
NOTICE OF ANNUAL MEETING AND PROXY STATEMENT  
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## PROPOSAL 1 – ELECTION OF DIRECTORS

Our Board is divided into three classes serving staggered three-year terms. Directors for each class are elected at the annual meeting of stockholders held in the year in which the term for their class expires. Our Bylaws, as amended, allow the Board to fix the number of directors by resolution. Our Board currently consists of eleven directors divided into three classes.

The terms of our four directors Class III will expire at this annual meeting. The current composition of the Board and the term expiration dates for each director are as follows:

Class	Directors	Term Expires
I	Hans E. Bishop, Otis W. Brawley, M.D. and Mikael Dolsten, M.D., Ph.D.	2025
II	Heidi K. Kunz, Sue H. Rataj, George A. Scangos, Ph.D. and Dow R. Wilson	2026
III	Mala Anand, Koh Boon Hwee, Michael R. McMullen and Daniel K. Podolsky, M.D.	2024

Please review our Director Qualifications Matrix and related disclosure below for deeper insight into the skills, experiences and diversity of our carefully constructed board of directors as a whole.

### About Agilent

Agilent Technologies Inc. is a global leader in the life sciences, diagnostics, and applied chemical markets, delivering insight and innovation that advance the quality of life. Agilent's full range of solutions includes instruments, software, services, and expertise that provide trusted answers to our customers' most challenging questions. We currently have three business segments comprised of the life sciences and applied markets business, the diagnostics and genomics business and the Agilent CrossLab business.

### Director Qualification and Diversity Matrix

The members of the Board have a diversity of experience and a wide variety of backgrounds, skills, qualifications and viewpoints that strengthen their ability to carry out their oversight role on behalf of our stockholders. The following matrix is provided to illustrate the knowledge, skills and experience of the directors that serve on our Board, as well as certain diverse characteristics. The matrix does not encompass all of the knowledge, skills and experience of our directors, and the fact that a particular knowledge, skill or experience is not listed does not mean that a director does not possess it. In addition, the absence of a particular knowledge, skill or experience with respect to any of our directors does not mean the director in question is unable to contribute to the decision-making process in that area. However, a mark indicates a specific area of focus or expertise that the director brings to our Board. The determination of which particular knowledge, skill or experience is an area of focus or expertise for a director is based on their prior business and industry experience, training and background. More information on each director's qualifications and background can be found in the following director biographies. We regularly review the attributes required of Board members in order to better facilitate our long-term goals and operational performance, enhance our corporate culture and promote diversity and inclusiveness at our company.

Category	Anand	Bishop	Brawley	Dolsten	Koh	Kunz	McMullen	Podolsky	Rataj	Scangos	Wilson
<b>Knowledge, Skills and Experience</b>											
International		✓		✓	✓		✓		✓		✓
Life Sciences/ Healthcare		✓	✓	✓		✓	✓	✓		✓	✓
Technology/ Innovation Strategy	✓		✓	✓	✓			✓	✓	✓	
M&A		✓			✓		✓				✓
Public Company Executive	✓	✓		✓	✓	✓	✓		✓	✓	✓
Accounting/Finance						✓					✓
Branding/Marketing	✓								✓		
Regulatory		✓	✓	✓		✓		✓	✓	✓	✓
<b>Age, Gender, Race/Ethnicity</b>											
Age	56	59	64	65	73	69	62	70	66	75	64
Gender	F	M	M	M	M	F	M	M	F	M	M
Race/Ethnicity*	A	C	AA	C	A	C	C	C	C	C	C

\*

“C” refers to Caucasian  
“A” refers to Asian/Pacific Islander  
“AA” refers to African American

### Director Nominees for Election to New Three-Year Terms That Will Expire in 2027

Directors elected at the 2024 annual meeting will hold office for a three-year term expiring at the annual meeting in 2027 (or until their respective successors are elected and qualified, or until their earlier death, resignation or removal). All nominees are currently serving as our directors. To the best knowledge of the Board, all of the nominees are able and willing to serve. Each nominee has consented to be named in this proxy statement and to serve if elected. Information regarding each nominee is provided below as of December 31, 2023. There are no family relationships among our executive officers and directors.

MALA ANAND		
<b>Age: 56</b> <b>Director Since: March 2019</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Compensation</li> <li>• Nominating/Corporate Governance</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• None</li> </ul>
	<b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• None</li> </ul>	

Ms. Anand has served as Corporate Vice President, Customer Experience of Microsoft since November 2019. Prior to joining Microsoft, she served as President, Intelligent Enterprise Solutions and Industries of SAP SE from October 2016 to October 2019. From July 2014 to October 2016, Ms. Anand served as Senior Vice President, Data & Analytics and Automation Software Platform group at Cisco Systems, Inc. and as Vice President and General Manager, Services Platform Group at Cisco from October 2007 to June 2014, and she holds multiple technology patents. Prior to that, Ms. Anand held various senior executive positions in software products, go-to-market, services, and technology businesses and served as entrepreneur in residence for Kleiner Perkins Caufield and Byers, a venture capital firm. She holds a bachelor’s degree in computer science from the University of Massachusetts and a master’s degree in computer science from Brown University.

#### Qualifications

Ms. Anand possesses significant leadership and experience in software and analytics, which provides her valuable insight into the role of digital technology in the life science field. In addition, Ms. Anand has executive and operation expertise gained from executive management experience at large, global organizations.

KOH BOON HWEE		
<b>Age: 73</b> <b>Director Since: May 2003</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Executive</li> <li>• Nominating/Corporate Governance</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• Singapore Exchange Ltd.</li> </ul>
	<b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• Far East Orchard Ltd.</li> <li>• Sunningdale Tech, Ltd.</li> <li>• Yeo Hiap Seng Limited</li> </ul>	

Mr. Koh has served as non-Executive Chairperson of our Board since March 2017. As of January 2023, Mr. Koh is the non-Executive Chairman of the Singapore Exchange Ltd. He has been the managing partner of Altara Ventures Pte. Ltd., a venture capital fund, since December 2011. Mr. Koh has served as the non-Executive Chairperson of Sunningdale Tech Ltd., a privately held company, since April 2021. He served as the non-Executive Chairperson and Chief Executive Officer of Sunningdale Tech Ltd., a public company, from January 2009 to March 2021 and served as its Executive Chairperson and Chief Executive Officer from July 2005 to January 2009. He served as the non-Executive Chairperson of Far East Orchard Ltd. from April 2013 to April 2022; served as the non-Executive Chairperson of Yeo Hiap Seng Ltd. from April 2010 to December 2019; as Executive Director of MediaRing Limited from February 2002 to August 2009; Chairperson of DBS Bank Ltd. from January 2006 to April 2010; Chairperson of Singapore Airlines from July 2001 to December 2005 and Chairperson of Singapore Telecom from April 1992 to August 2001. Mr. Koh spent fourteen years with Hewlett-Packard Company in its Asia Pacific region.

### *Qualifications*

Mr. Koh possesses a strong mix of leadership and operational experience from his various senior positions with Sunningdale Tech, AAC Technologies, MediaRing Limited, DBS Bank, Singapore Airlines and Singapore Telecom. In addition, Mr. Koh has deep experience in the Asia Pacific region and brings that knowledge and perspective to the Board. Mr. Koh has extensive experience with our company and its predecessor, Hewlett-Packard, having served on our Board for over 10 years and having spent 14 years with Hewlett-Packard.

<b>MICHAEL R. MCMULLEN</b>		
<b>Age: 62</b> <b>Director Since: March 2015</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>Executive</li> </ul> <b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>Coherent, Inc.</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>KLA Corporation</li> </ul>

Mr. McMullen has served as Chief Executive Officer since March 2015 and as President since September 2014. From September 2014 to March 2015, he also served as Chief Operating Officer. From September 2009 to September 2014, he served as Senior Vice President, Agilent and President, Chemical Analysis Group. Prior to that, he served in various capacities for Agilent, including as our Vice President and General Manager of the Chemical Analysis Solutions Unit of the Life Sciences and Chemical Analysis Group and Country Manager for Agilent's China, Japan and Korea Life Sciences and Chemical Analysis Group. Prior to that, Mr. McMullen served as Controller for the Hewlett-Packard company and Yokogawa Electric Joint Venture from July 1996 to March 1999. Mr. McMullen was appointed to the KLA Corporation Board of Directors in July 2023. He served as a member of the Board of Directors of Coherent, Inc. from September 2018 to July 2022.

### *Qualifications*

Mr. McMullen has broad and deep experience with the company and its businesses having been an employee of the company and its predecessor, Hewlett-Packard, for over 20 years. During the course of his career, he has developed considerable expertise in, and in-depth knowledge of, our businesses from the perspective of an individual contributor and at numerous levels of management. This perspective gives valuable insight to the Board.

<b>DANIEL K. PODOLSKY, M.D.</b>		
<b>Age: 70</b> <b>Director Since: July 2015</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>Audit and Finance</li> <li>Nominating/Corporate Governance</li> </ul> <b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>None</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>None</li> </ul>

Dr. Podolsky has served as President of the University of Texas Southwestern Medical Center, a leading academic medical center, patient care provider and research institution, since September 2008. Previously Dr. Podolsky also served concurrently as Mallinckrodt Professor of Medicine at Harvard Medical School and the Chief of Gastroenterology at Massachusetts General Hospital. From 2005 to 2008, Dr. Podolsky served as Chief Academic Officer and Faculty Dean, Academic Programs of Partners Healthcare System, Inc., a non-profit health care system committed to patient care, research, teaching and service. Dr. Podolsky holds the Philip O'Bryan Montgomery, Jr., M.D. Distinguished Presidential Chair in Academic Administration, and the Doris and Bryan Wildenthal Distinguished Chair in Medical Science. He is a member of the Board of the Southwestern Medical Foundation.

### *Qualifications*

Dr. Podolsky's current responsibilities in leading a large academic medical center give him relevant insight into healthcare delivery and bring scientific expertise to the Board.

**Vote Required**

Under our majority voting standard, in uncontested elections of directors, such as this election, each director must be elected by the affirmative vote of a majority of the votes cast by the shares present at the annual meeting or represented by proxy and entitled to vote. A “majority of the votes cast” means that the number of votes cast “FOR” a director must exceed 50% of the votes cast with respect to that director, including votes to withhold authority. Abstentions and broker non-votes will not count as a vote cast and thus will have no effect in determining whether a director nominee has received a majority of the votes cast.

***The Board of Directors recommends a vote FOR the election to the Board of each of the foregoing nominees.***

The directors whose terms are not expiring this year and who will continue to serve as a director are listed below. They will continue to serve as directors for the remainder of their terms or such other date, in accordance with our Bylaws. Information regarding each of such directors is provided below as of December 31, 2023.

**Directors Whose Terms Expire in 2025**

<b>HANS E. BISHOP</b>		
<b>Age: 59</b> <b>Director Since: July 2017</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Compensation</li> <li>• Nominating/Corporate Governance</li> </ul> <b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• Avanir Pharmaceuticals, Inc.</li> <li>• Celgene Corporation</li> <li>• Juno Therapeutics, Inc.</li> <li>• JW (Cayman) Therapeutics Co. Ltd.</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• Lyell Immunopharma, Inc.</li> <li>• Sana Biotechnology, Inc.</li> </ul>

Mr. Bishop is the President, Co-Founder and Co-Chairman of Altos Labs, Inc. since January 2022. He is a member of the Board of Directors of Lyell Immunopharma, Inc. since August 2018. Mr. Bishop has served as Chairman of the Board of Directors of Sana Biotechnology, Inc. since August 2018. He has been a member of the board of directors of Ophirex, Inc. since March 2020. He served as a director of JW (Cayman) Therapeutics Co. Ltd. from September 2013 to December 2022. Mr. Bishop served as Chief Executive Officer of GRAIL, Inc. from June 2019 to October 2021, and served as a member of GRAIL’s Board of Directors from August 2016 to October 2021. He served as a member of the Board of Directors of Celgene Corporation from April 2018 to November 2019 when Celgene Corporation was acquired by Bristol-Myers Squibb Company. Mr. Bishop served as President, Chief Executive Officer and a member of the Board of Directors of Juno Therapeutics, Inc. from September 2013 to March 2018 when Juno was acquired by Celgene Corporation. From February 2012 until October 2012, Mr. Bishop was the chief operating officer of Photothera Inc., a late-stage medical device company owned by Warburg Pincus, and he continued working with Warburg Pincus as an Executive in Residence until October 2013. Prior to joining Photothera Inc., Mr. Bishop served as executive vice president and chief operating officer at Dendreon Corporation, a publicly traded biopharmaceutical company, from January 2010 to September 2011. Mr. Bishop has also served as the president of the specialty medicine business at Bayer Healthcare Pharmaceuticals Inc. from December 2006 to January 2010, where he was responsible for a diverse portfolio of neurology, oncology and hematology products.

### Qualifications

Mr. Bishop brings a valuable set of skills to the Board through his broad experience as an operating officer within the pharmaceutical industry and executive experience in the biotechnology industry.

<b>OTIS W. BRAWLEY, M.D.</b>		
<b>Age: 64</b> <b>Director Since: November 2021</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Compensation</li> <li>• Nominating/Corporate Governance</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• Incyte Corporation</li> <li>• Lyell Immunopharma, Inc.</li> <li>• PDS Biotechnology Corp</li> </ul>
	<b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• None</li> </ul>	

Dr. Brawley has served as the Bloomberg Distinguished Professor of Oncology and Epidemiology at Johns Hopkins University since 2019. He has served on the board of directors of Incyte Corporation since September 2021. He is on the board of directors of Lyell Immunopharma, Inc. since April 2021. Dr. Brawley is a member of the board of directors of PDS Biotechnology, Inc. since November 2020. Dr. Brawley served as the Chief Medical and Scientific Officer at the American Cancer Society from 2007 to 2018. He served as an Internist and Oncologist and Professor of Hematology, Oncology, Medicine and Epidemiology at Emory University from 2001 to 2018. Dr. Brawley has served on the board of directors of Incyte Corporation, a public biotechnology company, since September 2021. He has served on the board of directors of Lyell Immunopharma, Inc., a public biotechnology company, since April 2021. He has served on the board of directors of PDS Biotechnology Corp, a public biotechnology company, since November 2020.

### Qualifications

Dr. Brawley brings to the Board scientific expertise and relevant insight into healthcare delivery through his current responsibilities in a leading large academic medical center.

<b>MIKAEL DOLSTEN, M.D., Ph.D.</b>		
<b>Age: 65</b> <b>Director Since: September 2021</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Audit and Finance</li> <li>• Nominating/Corporate Governance</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• Vimian Group</li> </ul>
	<b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• Karyopharm Therapeutics Inc.</li> </ul>	

Dr. Dolsten has served on the board of directors of Vimian Group, a public company supporting veterinary professionals, since April 2021. He has also served as President of Worldwide Research, Development and Medical, Chief Scientific Officer and Executive Vice President of Pfizer since 2010. He served as President of Worldwide Research and Development and Senior Vice President of Pfizer from May 2010 until December 2010 and President of Pfizer BioTherapeutics Research & Development Group and Senior Vice President of Pfizer from 2009 until 2010. From 2008 to 2009, Dr. Dolsten served as Senior Vice President of Wyeth Pharmaceuticals, Inc., a public biopharmaceutical company that was acquired by Pfizer in 2009, and President of Wyeth Research from 2008 to 2009. Prior to joining Wyeth, Dr. Dolsten was a Private Equity Partner at Orbimed Advisors, LLC and Executive Vice President, Head of Pharma Research at Boehringer Ingelheim, a pharmaceutical company. Dr. Dolsten also previously held research leadership positions at AstraZeneca plc, Pharmacia and Upjohn Company. Dr. Dolsten served on the board of directors of Karyopharm Therapeutics Inc., a public pharmaceutical company from March 2015 to December 2021.

### Qualifications

Dr. Dolsten has significant experience in the pharmaceutical and biotechnology industries, including his experience serving in senior management positions with Wyeth Pharmaceuticals, Inc., Boehringer Ingelheim, AstraZeneca plc, Pharmacia and Upjohn Company. In addition, Dr. Dolsten brings considerable public company director experience as well as extensive experience within our industry and expertise in business finance.

**Directors Whose Terms Expire in 2026**

<b>HEIDI K. KUNZ</b>		
<b>Age: 69</b> <b>Director Since: February 2000</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Compensation</li> <li>• Nominating/Corporate Governance</li> </ul> <b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• Avanos Medical, Inc.</li> <li>• Financial Engines, Inc.</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• Icosavax, Inc.</li> <li>• Phathom Pharmaceuticals, Inc.</li> </ul>

Ms. Kunz has served as a member of the Board of Directors of Phathom Pharmaceuticals, Inc. since September 2019. She is a member of the Board of Directors of Icosavax, Inc. since May 2021. She has served as Executive Vice President and Chief Financial Officer of Blue Shield of California from 2003 through 2012 and as Executive Vice President and the Chief Financial Officer of Gap, Inc. from 1999 to 2003. Prior thereto, Ms. Kunz served as the Chief Financial Officer of ITT Industries, Inc. from 1995 to 1999. From 1979 to 1995, she held senior financial management positions at General Motors Corporation, including Vice President and Treasurer.

*Qualifications*

Ms. Kunz possesses significant experience in management and financial matters, having served as the Chief Financial Officer of both public and private companies. Ms. Kunz previously served as the chairperson of our Audit and Finance Committee and was qualified as a financial expert under SEC guidelines. In addition, Ms. Kunz has considerable experience and expertise with our company having been a member of the Board for over 10 years.

<b>SUE H. RATAJ</b>		
<b>Age: 66</b> <b>Director Since: September 2015</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Audit and Finance</li> <li>• Nominating/Corporate Governance</li> </ul> <b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• Bayer A.G.</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• Cabot Corporation</li> </ul>

Ms. Rataj was elected as Cabot Corporation's non-executive Chairman of the Board in March 2018. She was Chief Executive, Petrochemicals for BP, a global energy company, until she retired in April 2011. In this role, she held responsibility for all of BP's global petrochemical operations. Prior thereto, Ms. Rataj held a variety of senior management positions with BP, most recently serving as Group Vice President, Health, Safety, Operations and Technology for the Refining and Marketing Segment.

*Qualifications*

Ms. Rataj possesses significant leadership experience and business expertise from her executive positions with BP. Ms. Rataj has lived and worked extensively in the Asia Pacific and European regions and brings a global perspective to the Board. In addition, Ms. Rataj brings public company director experience and knowledge of public company management and governance practices.

<b>GEORGE A. SCANGOS, Ph.D.</b>		
<b>Age: 75</b> <b>Director Since: January 2011</b>	<b>Board Committees:</b> <ul style="list-style-type: none"> <li>• Compensation (Chair)</li> <li>• Nominating/Corporate Governance</li> </ul> <b>Former Public Directorships Held During the Past Five Years:</b> <ul style="list-style-type: none"> <li>• Biogen Inc.</li> <li>• Exelixis, Inc.</li> </ul>	<b>Other Public Directorships:</b> <ul style="list-style-type: none"> <li>• VIR Biotechnology, Inc.</li> <li>• Voyager Therapeutics, Inc.</li> </ul>

Dr. Scangos retired as Chief Executive Officer of Vir Biotechnology in April 2023. He has served as a director of Vir Biotechnology, Inc. since January 2017. From May 2023, Dr. Scangos is a director of Voyager Therapeutics, Inc. He is a co-founder and the Chairperson of the Board of Rezo Therapeutics, Inc. since May 2023. From July 2010 to January 2017, Dr. Scangos served as

the Chief Executive Officer and a director of Biogen Inc., a biopharmaceutical company. From 1996 to July 2010, Dr. Scangos served as the President and Chief Executive Officer of Exelixis, Inc., a drug discovery and development company. From 1993 to 1996, Dr. Scangos served as President of Bayer Biotechnology, where he was responsible for research, business development, process development, manufacturing, engineering and quality assurance of Bayer's biological products. Before joining Bayer in 1987, Dr. Scangos was a Professor of Biology at Johns Hopkins University for six years. Dr. Scangos served as the Chair of the California Healthcare Institute in 2010 and was a member of the Board of the Global Alliance for TB Drug Development from 2006 until 2010. He serves on the Board of Advisors of the University of California, San Francisco and is currently an Adjunct Professor of Biology at Johns Hopkins University.

### *Qualifications*

Dr. Scangos has extensive training as a scientist, significant knowledge and experience with respect to the biotechnology, healthcare and pharmaceutical industries, and a comprehensive leadership background resulting from service on various boards of directors and as an executive in the pharmaceutical industry.

#### **DOW R. WILSON**

**Age: 64**

**Director Since: March 2018**

#### **Board Committees:**

- Audit and Finance (Chair)
- Nominating/Corporate Governance

#### **Other Public Directorships:**

- Siemens Healthineers AG

#### **Former Public Directorships Held During the Past Five Years:**

- Varex Imaging Corporation
- Varian Medical Systems, Inc.

Mr. Wilson was appointed to serve on the Board of Directors of Siemens Healthineers AG in February 2023. He retired as President and Chief Executive Officer of Varian Medical Systems, Inc. in April 2021, a position he held since September 2012. Prior to that, Mr. Wilson served in various capacities with Varian, including Executive Vice President and Chief Operating Officer from October 2011 to September 2012 and Vice President Varian Medical and President of Varian Medical Oncology Systems business from January 2005 to September 2011. Prior to joining Varian Medical in 2005, Mr. Wilson held various senior management positions with GE Healthcare, a diversified industrial company.

### *Qualifications*

Mr. Wilson has a deep knowledge of the medical and healthcare industries as well as possesses significant experience in management and financial matters through serving as President and Chief Executive Officer of Varian Medical Systems. He also has critical insight into operational requirements of a company with worldwide reach, knowledge of corporate and business unit strategies and operational expertise, gained from his executive management experience at GE Healthcare and Varian Medical Systems.

## COMPENSATION OF NON-EMPLOYEE DIRECTORS

Directors who are employed by us do not receive any compensation for their Board services. As a result, Mr. McMullen, our Chief Executive Officer, received no additional compensation for his services as a director. The general policy of the Board is that compensation for non-employee directors should be a mix of cash and equity-based compensation that is competitive with the compensation paid to non-employee directors within our peer group. The non-employee directors' compensation plan year begins on March 1 of each year (the "Plan Year").

### Summary of Non-Employee Director Annual Compensation for the 2023 Plan Year

The table below sets forth the annual retainer, equity grants and committee premiums for the non-employee directors and the Non-Executive Chairperson for the 2023 Plan Year. Each non-employee director may elect to defer all or part of the cash compensation to the 2005 Deferred Compensation Plan for Non-Employee Directors ("Director Deferral Plan"). Any deferred cash compensation is notionally invested into deferred shares of our common stock.

Board Compensation Elements		
	Member <sup>(1)</sup>	Chair <sup>(2)</sup>
Board Cash Retainer	\$105,000	\$155,000
Audit and Finance Committee Retainer	\$10,000	\$25,000
Compensation Committee Retainer	—	\$20,000
Nominating/Corporate Governance Committee Retainer	—	—
Annual Stock Grant <sup>(3)</sup>	\$235,000 value	

- (1) Non-employee directors who serve as a member of the Audit and Finance Committee (excluding the Audit and Finance Committee Chair) receive an additional retainer which is payable in cash at the beginning of each Plan Year.
- (2) Non-employee directors who serve as the chairperson of the Board or a Board committee (except that the Non-Executive Chairperson of the Board does not receive an additional retainer for service as chairperson of any Board committee) receive an additional retainer which is payable in cash at the beginning of each Plan Year.
- (3) The stock is granted on the later of (i) March 1 or (ii) the first trading day after each annual meeting of stockholders. The number of shares underlying the stock grant is determined by dividing \$235,000 by the average fair market value of our common stock over 20 consecutive trading days up to and including the day prior to the grant date. The stock grant vests immediately upon grant and may be deferred pursuant to the Director Deferral Plan.

A non-employee director who joins the Board after the start of the Plan Year will have his or her cash retainer, equity grant and committee premium pro-rated based upon the remaining days in the Plan Year that the director will serve.

**Non-Employee Director Compensation for fiscal year 2023**

The table below sets forth information regarding the compensation earned by each of our non-employee directors during the fiscal year ended October 31, 2023:

Name	Cash Retainer <sup>(1)</sup> (\$)	Non-Executive Chair Retainer <sup>(1)</sup> (\$)	Committee Chair Retainer <sup>(1)</sup> (\$)	Audit Committee Member Retainer <sup>(1)</sup> (\$)	Stock Awards <sup>(2)(3)</sup> (\$)	Total (\$)
Mala Anand	105,000	—	—	—	226,848	331,848
Hans E. Bishop	105,000	—	—	—	226,848	331,848
Otis W. Brawley, M.D.	105,000	—	—	—	226,848	331,848
Mikael Dolsten, M.D., Ph.D.	105,000	—	—	10,000	226,848	341,848
Koh Boon Hwee <sup>(4)</sup>	105,000	155,000	—	—	226,848	486,848
Heidi K. Kunz	105,000	—	—	—	226,848	331,848
Daniel K. Podolsky, M.D.	105,000	—	—	10,000	226,848	341,848
Sue H. Rataj	105,000	—	—	10,000	226,848	341,848
George A. Scangos, Ph.D.	105,000	—	20,000	—	226,848	351,848
Dow R. Wilson	105,000	—	—	25,000	226,848	356,848

- (1) Reflects all cash compensation earned or paid during fiscal year 2023, including amounts deferred pursuant to the Director Deferral Plan. Dr. Podolsky elected to defer 50%, and Mr. Bishop, and Dr. Brawley each elected to defer 100% of all cash fees earned in fiscal year 2023 to the Director Deferral Plan. The number of deferred shares of our common stock notionally credited in lieu of cash pursuant to the Director Deferral Plan is determined by dividing the dollar value of the deferred cash amount by the twenty (20) day average fair market value for the applicable deferral date.
- (2) Reflects the aggregate grant date fair market value for stock awards granted in fiscal year 2023 calculated in accordance with ASC Topic 718. For more information regarding our application of ASC Topic 718, including the assumptions used in the calculations of these amounts, please refer to Note 4 of our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the fiscal year ended October 31, 2023. The dollar values of the stock awards represent stock grants of 1,658 shares for each non-employee director.
- (3) Stock Awards granted to non-employee directors vest immediately upon grant. Therefore, there are no unvested stock awards outstanding at fiscal year-end.
- (4) Mr. Koh has served as the Non-Executive Chairperson of the Board since March 15, 2017.

**Non-Employee Director Reimbursement**

Non-employee directors are reimbursed for travel and other out-of-pocket expenses incurred in connection with their service on our Board.

**Non-Employee Director Stock Ownership Guidelines**

Non-employee directors are required to own shares of our common stock having a value of at least six times an amount equal to the annual cash retainer. The shares counted toward the ownership guidelines include shares owned outright and the shares of our common stock in the non-employee director's deferred compensation account. For recently appointed non-employee directors, these ownership levels must be attained within five years from the date of their initial election or appointment to the Board of Directors. All of our incumbent non-employee directors have either achieved the recommended ownership level or are expected to achieve the recommended ownership level within five years of their initial election or appointment to our Board.

## CORPORATE GOVERNANCE

We have had formal corporate governance standards in place since our inception in 1999. We have reviewed internally and with the Board the provisions of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley Act"), the rules of the Securities and Exchange Commission ("SEC") and the New York Stock Exchange's ("NYSE") corporate governance listing standards regarding corporate governance policies and processes and are in compliance with the rules and listing standards.

We have adopted charters for our Audit and Finance Committee, Compensation Committee, Executive Committee and Nominating/Corporate Governance Committee consistent with the applicable rules and standards. Our committee charters, Amended and Restated Corporate Governance Standards, Standards of Business Conduct and Director Code of Ethics are located in the Investor Relations section of our website and can be accessed by clicking on "Committee Charters" or "Governance Documents" in the "Governance" section of our investor relations web page at [www.investor.agilent.com](http://www.investor.agilent.com).

### Board Leadership Structure

We currently separate the positions of chief executive officer and chairperson of the Board. Mr. Koh was appointed chairperson of the Board in March 2017. The responsibilities of the chairperson of the Board include: setting the agenda for each Board meeting in consultation with the chief executive officer; chairing the meetings of independent directors; and facilitating and conducting, with the Nominating/Corporate Governance Committee, the annual self-assessments by the Board and each standing committee of the Board, including periodic performance reviews of individual directors. Separating the positions of chief executive officer and chairperson of the Board allows our chief executive officer to focus on our day-to-day business, while allowing the chairperson of the Board to lead the Board in its fundamental role of providing advice to and independent oversight of management. The Board believes that having an independent director serve as chairperson of the Board is the appropriate leadership structure for the company at this time.

However, our Corporate Governance Standards permit the roles of the chairperson of the Board and the chief executive officer to be filled by the same or different individuals. This provides the Board with flexibility to determine whether the two roles should be combined in the future based on our needs and the Board's assessment of our leadership from time to time. Our Corporate Governance Standards provide that in the event that the chairperson of the Board is also the chief executive officer, the Board may consider the election of an independent Board member as a lead independent director.

In 2022, we amended the Corporate Governance Standards to remove the mandatory retirement age for directors. The Board made the change in recognition of the contribution that experienced directors, with knowledge of the company, bring to effective Board oversight and of the active role the Board plays in director refreshment and management. The Board believes that the skillset and perspectives of its members should remain sufficiently current and broad in dealing with current and changing business dynamics, and therefore seeks to maintain a balance of directors with varying lengths of service and ages. The Board recognizes that a mandatory retirement age may have the unintended consequence of forcing the Board and the company to lose the contribution of directors who over time have developed increased knowledge of and valuable insight into the company and its operations. The Board also believes that there are other, more effective means to address board refreshment, including through its robust annual self-assessment process. The Nominating/Corporate Governance Committee will continue to evaluate our Board members annually and evaluate board refreshment to ensure the Board continues to reflect the success of our business and represent our stockholders interest by evaluating our directors qualifications, skills, diversity and experience.

### Board Assessment

We annually evaluate the performance of the Board and its Committees. The Board believes it is important to assess both its overall performance and the performance of its Committees and to solicit and act upon feedback received, where appropriate. As part of the Board's self-assessment process, directors consider various topics related to Board composition, structure, effectiveness, and responsibilities, as well as the overall mix of director skills, experience, and backgrounds. From time to time, these evaluations are conducted by an independent third party to refresh the process.

## Board's Role in Strategy and Risk Oversight

One of the key Board responsibilities is to engage deeply with management on our strategy, strategic planning process and business-related priorities as we navigate an evolving industry environment, consider industry trends, our competitive position, technological developments and stakeholder-related developments relevant to our business. The Board conducts a comprehensive review of the company's strategic plans and overall business every year and works with management to evaluate potential opportunities and risks and assess the company's progress in meeting various strategic goals. This process enables the Board to oversee, assess and consider adjustments with management to the company's strategy over the short, intermediate and long term.

The Board has the ultimate responsibility for, and is actively engaged in, oversight of the company's risk management both at the full Board level and through its committees. The full Board is kept abreast of risk oversight and other activities of its committees through reports of the committee chairpersons to the full Board during Board meetings. Senior management may also provide risk assessment reports directly to the Board on certain issues, including by invitation of the Board.

The Audit and Finance Committee has primary responsibility for overseeing our enterprise risk management program, which encompasses, among others, the primary risks facing the company and associated risk mitigation measures, compliance and regulatory, information technology and cybersecurity, environmental and sustainability, key site and public health risks. The Audit and Finance Committee receives updates and discusses individual and overall risk areas during its meetings, including our financial risk assessments, cybersecurity program and cyber risk management governance, risk management policies and major financial risk exposures and the steps management has taken to monitor and control such exposures.

The Compensation Committee oversees risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally. The Compensation Committee receives reports and discusses whether our compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the company. The Compensation Committee also oversees risks relating to organization talent and culture and human capital management, including diversity and inclusion programs and initiatives.

The Nominating/Corporate Governance Committee oversees the management of risks related to corporate governance matters, including director independence, Board composition and succession and overall Board effectiveness, as well as risks and opportunities associated with ESG matters.

## Majority Voting for Directors

Our Bylaws provide for majority voting of directors regarding director elections. In an uncontested election, any nominee for director shall be elected by the vote of a majority of the votes cast with respect to the director. A "majority of the votes cast" means that the number of shares voted "FOR" a director must exceed 50% of the votes cast with respect to that director, including votes to withhold authority. Abstentions and broker non-votes will not count as a vote cast and thus will have no effect in determining whether a director nominee has received a majority of the votes cast. If a director is not elected due to a failure to receive a majority of the votes cast and his or her successor is not otherwise elected and qualified, in accordance with our bylaws, the director shall promptly offer to tender his or her resignation following certification of the stockholder vote.

The Nominating/Corporate Governance Committee will consider the resignation offer and recommend to the Board whether to accept or reject it, or whether other action should be taken. The Board will act on the Nominating/Corporate Governance Committee's recommendation within 90 days following certification of the stockholder vote and disclose their decision and the rationale behind it. Any director who tenders his or her offer to resign pursuant to the Bylaws shall not participate in the Nominating/Corporate Governance Committee recommendation or Board action regarding whether to accept the resignation offer.

## Board Communications

Stockholders and other interested parties may communicate with the Board and our Non-Executive Chairperson of the Board by filling out the form at "Contact Chairperson" under "Governance" at [www.investor.agilent.com](http://www.investor.agilent.com) or by writing to Koh Boon Hwee, c/o Agilent Technologies, Inc., Interim General Counsel, 5301 Stevens Creek Blvd., MS 1A-11, Santa Clara, California 95051. The Interim General Counsel will perform a legal review in the normal discharge of duties to ensure that communications forwarded to the Non-Executive Chairperson preserve the integrity of the process. For example, items that are unrelated to the duties and responsibilities of the Board such as spam, junk mail and mass mailings, product complaints, personal employee complaints, product

inquiries, new product suggestions, resumes and other forms of job inquiries, surveys, business solicitations or advertisements (the “Unrelated Items”) will not be forwarded to the Non-Executive Chairperson. In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will not be forwarded to the Non-Executive Chairperson.

Any communication that is relevant to the conduct of our business and is not forwarded will be retained for one year (other than Unrelated Items) and made available to the Non-Executive Chairperson and any other independent director on request. The independent directors grant the Interim General Counsel discretion to decide what correspondence shall be shared with our management and specifically instruct that any personal employee complaints be forwarded to our Human Resources Department.

#### **Director Stockholder Meeting Attendance**

We encourage, but do not require, our Board members to attend the annual meeting of stockholders. Two of our Board members attended the 2023 annual meeting of stockholders.

#### **Director Independence**

We have adopted standards for director independence in compliance with the NYSE corporate governance listing standards. These independence standards are set forth in our Corporate Governance Standards. The Board has affirmatively determined that all of our directors meet these independence standards with the exception of Michael R. McMullen because of his role as our President and Chief Executive Officer.

Our non-employee directors meet at regularly scheduled executive sessions without management. The Non-Executive Chairperson of the Board presides at executive sessions of the non-employee directors.

#### **Compensation Committee Member Independence**

We have adopted standards for Compensation Committee member independence in compliance with the NYSE corporate governance listing standards. In affirmatively determining the independence of any director who will serve on the Compensation Committee, the Board considers all factors specifically relevant to determining whether such director has a relationship to the company 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:

- the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the company to such director; and
- whether such director is affiliated with the company or a subsidiary of the company.

#### **Director Nomination Criteria: Qualifications and Experience**

The Nominating/Corporate Governance Committee will consider director candidates for nomination by stockholders, provided that the recommendations are made in accordance with applicable the procedures in the Bylaws as described in the section entitled “General Information” located at the end of this proxy statement. Candidates recommended for nomination by stockholders that comply with these procedures will receive the same consideration as other candidates recommended by the Nominating/Corporate Governance Committee.

We typically hire a third-party search firm to help identify and facilitate the screening and interview process of candidates for director. To be considered by the Nominating/Corporate Governance Committee, a director candidate 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 the company; and
- the ability to represent the long-term interests of stockholders as a whole.

In addition to these minimum requirements, the Nominating/Corporate Governance Committee will also consider whether the candidate's skills are complementary to the existing Board members' skills; the diversity of the Board with respect to factors such as age, race, gender, national origins, experience in technology, manufacturing, finance and marketing, international experience and culture; and the Board's needs for specific operational, management or other expertise. The Nominating/Corporate Governance Committee from time to time reviews the appropriate skills and characteristics required of board members, including factors that it seeks in board members such as diversity of business experience, viewpoints and personal background, and diversity of skills and experience in technology, finance, marketing, international business, financial reporting and other areas that are expected to contribute to an effective Board of Directors. In evaluating potential candidates for the Board of Directors, the Nominating/Corporate Governance Committee considers these factors in the light of the specific needs of the Board of Directors at that time. The search firm screens the candidates, does reference checks, prepares a biography of each candidate for the Nominating/Corporate Governance Committee to review and helps set up interviews. The Nominating/Corporate Governance Committee and our Chief Executive Officer interview candidates that meet the criteria, and the Nominating/Corporate Governance Committee selects candidates that best suit the Board's needs.

Our Bylaws provide a proxy access right for stockholders, pursuant to which a stockholder, or a group of up to 20 stockholders, owning at least three percent of our outstanding common stock continuously for at least three years, may nominate and include in our proxy materials director nominees constituting up to the greater of two individuals or twenty percent of the Board, subject to certain limitations and provided that the stockholders and the nominees satisfy the requirements specified in our Bylaws.

## Committees of the Board of Directors

Our Board met twelve times in fiscal 2023. Each director attended at least 75% of the aggregate number of Board and applicable committee meetings held when the director was serving on the Board. Set forth below are the four standing committees of the Board, their primary duties, their members and the number of meetings held during fiscal 2023.

Audit and Finance Committee	Members	Meetings
<ul style="list-style-type: none"> <li>Responsible for the oversight of: <ul style="list-style-type: none"> <li>the quality and integrity of our consolidated financial statements;</li> <li>compliance with legal and regulatory requirements, including our Standards of Business Conduct, and material reports or inquiries from regulators;</li> <li>qualifications and independence of our independent registered public accounting firm;</li> <li>performance of our internal audit function and independent registered public accounting firm; and</li> <li>other significant financial matters, including borrowings, currency exposures, dividends, share issuance and repurchase and the financial aspects of our benefit plans.</li> </ul> </li> <li>Has the sole authority to appoint, compensate, oversee and replace the independent registered public accounting firm, reviews its internal quality-control procedures, assesses its independence and reviews all relationships between the independent auditor and the company;</li> <li>Approves the scope of the annual internal and external audit;</li> <li>Pre-approves all audit and non-audit services and the related fees;</li> <li>Reviews our consolidated financial statements and disclosures in our reports on Form 10-K and Form 10-Q;</li> <li>Monitors the system of internal controls over financial reporting and reviews the integrity of the company's financial reporting process;</li> <li>Reviews funding and investment policies and their implementation and the investment performance of our benefit plans;</li> <li>Establishes and oversees procedures for (a) complaints received by the company regarding accounting, internal accounting controls or auditing matters, and (b) the confidential anonymous submission by employees of the company of concerns regarding questionable accounting or auditing matters; and</li> <li>Reviews disclosures from our independent registered public accounting firm required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee.</li> <li>Oversees the company's annual enterprise risk management assessment, which includes the review of the primary risks facing the company and the company's associated risk mitigation measures.</li> </ul>	Dow R. Wilson†(Chair) Mikael Dolsten, M.D., Ph.D. Daniel K. Podolsky, M.D. Sue H. Rataj	13
Compensation Committee	Members	Meetings
<ul style="list-style-type: none"> <li>Approves the corporate goals and objectives related to the compensation of the chief executive officer and other executives, evaluates their performance and approves their annual compensation packages;</li> <li>Monitors and approves our benefit plan offerings;</li> <li>Reviews and approves the Compensation Discussion and Analysis;</li> <li>Oversees the administration of our incentive compensation, variable pay and stock programs;</li> <li>Assesses the impact of our compensation programs and arrangements on company risk;</li> <li>Recommends to the Board the annual retainer fee as well as other compensation for non-employee directors; and</li> <li>Has sole authority to retain and terminate executive compensation consultants.</li> </ul>	George A. Scangos, Ph.D. (Chair) Mala Anand Hans E. Bishop Otis W. Brawley, M.D. Heidi K. Kunz	3

Nominating/Corporate Governance Committee	Members	Meetings
<ul style="list-style-type: none"> <li>• Recommends the size and composition of the Board, committee structures and membership;</li> <li>• Establishes criteria for the selection of new directors and proposes a slate of directors for election at each annual meeting;</li> <li>• Reviews special concerns which require the attention of non-employee directors;</li> <li>• Reviews matters of corporate responsibility and sustainability, including potential impacts of environmental and social issues;</li> <li>• Oversees the evaluation of Board members and makes recommendations to improve the Board's effectiveness; and</li> <li>• Develops and reviews corporate governance principles.</li> </ul>	Koh Boon Hwee (Chair) Mala Anand Hans E. Bishop Otis W. Brawley, M.D. Mikael Dolsten, M.D. Heidi K. Kunz Daniel K. Podolsky, M.D. Sue H. Rataj George A. Scangos, Ph.D. Dow R. Wilson	5
Executive Committee	Members	Meetings
<ul style="list-style-type: none"> <li>• Meets or takes written action between meetings of the Board; and</li> <li>• Has full authority to act on behalf of the Board to the extent permitted by law with certain exceptions.</li> </ul>	Koh Boon Hwee (Chair) Michael R. McMullen	0

† Audit Committee Financial Expert

## Related Person Transactions Policy and Procedures

Our Standards of Business Conduct and Director Code of Ethics require that all employees and directors avoid conflicts of interests that interfere with the performance of their duties or the best interests of the company. In addition, we have adopted a written Related Person Transactions Policy and Procedures (the "Related Person Transactions Policy") that prohibits any of our executive officers, directors or any of their immediate family members from entering into a transaction with the company, except in accordance with the policy. For purposes of the policy, a "related person transaction" includes any transaction involving the company and any related person that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Our Related Person Transactions Policy provides that the Nominating/Corporate Governance Committee or, at the Nominating/Corporate Governance Committee's request, the disinterested members of the Board review related person transactions in accordance with the terms of the policy. In making the determination whether to approve or ratify a transaction, the Nominating/Corporate Governance Committee or the disinterested members of the Board shall consider all relevant available information and, as appropriate, must take into consideration the following:

- the size of the transaction and the amount payable to the related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties.

The Related Person Transactions Policy provides for standing pre-approval of the following transactions with related persons:

- (a) Any transaction with another company at which a related person's only relationship is as an employee (other than an executive officer or an equivalent), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of (i) \$1,000,000, or (ii) 2 percent of that company's total annual revenues.
- (b) Any charitable contribution, grant or endowment by the company to a charitable organization, foundation or university at which a related person's only relationship is as an employee (other than an executive officer or an equivalent), a director or a trustee, if the aggregate amount involved does not exceed the lesser of (i) \$500,000, or (ii) 2 percent of the charitable organization's total annual receipts.

We will disclose the terms of related person transactions in our filings with the SEC to the extent required.

**Transactions with Related Persons**

We purchase services, supplies, and equipment in the normal course of business from many suppliers and sell or lease products and services to many customers. In some instances, these transactions occur with companies with which members of our management or Board have relationships as directors or executive officers. For transactions entered into during fiscal year 2023, no related person had or will have a direct or indirect material interest. While not required under the policy, the members of the Nominating/Corporate Governance Committee, excluding the respective related person for his company's transactions only, reviewed, approved and ratified certain transactions with Altos Labs, Inc. ("Altos Labs"), Pfizer Inc. ("Pfizer") and the University of Texas Southwestern Medical Center ("UTSW").

Hans E. Bishop is President, Co-Founder and Co-Chairman of Altos Labs, Mikael Dolsten, M.D., Ph.D., is President of Worldwide Research, Development and Medical, Chief Scientific Officer and Executive Vice President of Pfizer, and Daniel K. Podolsky, M.D., is the President of UTSW.

Dear Stockholder,

Fiscal year 2023 was a challenging year in Life Sciences as high inflation and a market slowdown occurred after several years of rapid growth. To proactively address a slowdown in orders, rising costs, macro-economic challenges and political uncertainties, Agilent acted quickly. The Agilent team took decisive action to reduce spending and adjust the company's cost structure and still delivered leveraged earnings growth as evidenced by our 4.2% EPS growth and 1.1% margin expansion. While economic uncertainties will persist in FY24, we believe Agilent is well-positioned with the right team and right strategy to be successful.

While market conditions changed significantly in FY23, our compensation program continued to drive strong stockholder alignment for our executives. Our short- and long-term incentive plans are designed to motivate our executive team to deliver leveraged earnings growth and superior stockholder returns relative to peers. Our long-term performance plan rewards for superior EPS growth and relative TSR, while our short-term Pay for Results incentive plan ties rewards to achieving our aggressive revenue growth and operating margin plans. Payouts for these programs scale with company performance and short- and long-term funding tied to FY23 results were below target given slower revenue and EPS growth.

While funding fell short of target for FY23, we believe our programs are working well, and our stockholders agree. During our annual outreach to our largest stockholders, they expressed support for our program and encouraged us to maintain the design. 89% stockholder support, along with support from the major stockholder advisory firms, for our Management Say on Pay proposal last year is further evidence of this strong support. We believe that consistency of design drives the desired behaviors, and as such, we plan no significant changes to our executive compensation program for fiscal year 2024.

In the Compensation Discussion and Analysis that follows, we discuss our fiscal year 2023 CEO and executive officer compensation in more detail. You will see that our commitment to both pay for performance and clear, transparent disclosure is strong. We encourage you to review this analysis carefully and believe you will agree that our executive compensation program is achieving our objectives of supporting the company's growth strategy and creating long-term stockholder value.

#### **Compensation Committee**

George A. Scangos, Ph.D., Chairperson  
Mala Anand  
Hans E. Bishop  
Otis Brawley, M.D.  
Heidi K. Kunz

## COMPENSATION DISCUSSION AND ANALYSIS

This section of the proxy statement describes the compensation arrangements for our Named Executive Officers (NEOs) for fiscal year 2023, which were exclusively determined by our independent Compensation Committee and which are further detailed in the 2023 Summary Compensation Table and other compensation tables contained in this proxy statement. This Compensation Discussion and Analysis (CD&A) also includes additional information on how the Compensation Committee arrived at its fiscal year 2023 compensation decisions for the NEOs and an overview of our executive compensation philosophy and our executive compensation program.

Our NEOs for fiscal year 2023 are as follows:

- Michael R. McMullen, President and Chief Executive Officer (CEO)
- Robert McMahon, Senior Vice President, Chief Financial Officer (CFO)
- Padraig McDonnell, Senior Vice President, President Agilent CrossLab (ACG)
- Henrik Ancher-Jensen, Senior Vice President, President Order Fulfillment and Supply Chain (OFS)
- Sam Raha, Senior Vice President, President Diagnostic and Genomics Group (DGG)\*

In this CD&A, we provide the following:

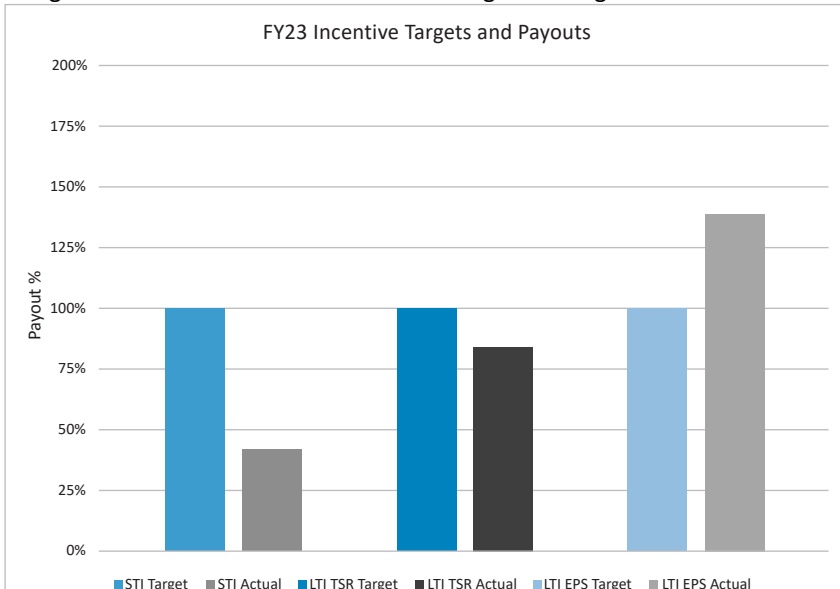
- Executive Summary
- Determining Executive Pay
- Fiscal year 2023 Compensation
- Additional Information

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\* Mr. Raha resigned from the company effective December 8, 2023.

## Executive Summary

*Fiscal year 2023 at a glance:*

Performance and Compensation Highlights		CEO and NEO Compensation													
<ul style="list-style-type: none"><li>• EPS growth despite challenging economic conditions.</li><li>• Continued investment in high-growth businesses.</li><li>• Executive compensation in line with financial results.</li></ul>		<table><thead><tr><th></th><th>Total Target Compensation</th><th>% of Total Target Compensation at Risk</th></tr></thead><tbody><tr><td>McMullen</td><td>\$15,918,000</td><td>92%</td></tr><tr><td>Other NEOs (average)</td><td>\$3,623,750</td><td>82%</td></tr></tbody></table>			Total Target Compensation	% of Total Target Compensation at Risk	McMullen	\$15,918,000	92%	Other NEOs (average)	\$3,623,750	82%			
	Total Target Compensation	% of Total Target Compensation at Risk													
McMullen	\$15,918,000	92%													
Other NEOs (average)	\$3,623,750	82%													
FY23 Executive Compensation Program Highlights		Pay for Performance													
<ul style="list-style-type: none"><li>• Maintained earnings per share and relative TSR metrics with respect to our performance shares, in the long-term performance plan (LTPP) at 60% overall weight of annual NEO grants.</li><li>• Maintained restricted stock units and stock options in long-term incentive (LTI) mix with 20% weighting for each within our annual NEO grants.</li><li>• Maintained operating margin and revenue metrics in short-term incentive (STI) program.</li></ul>		<ul style="list-style-type: none"><li>• Consistent with company performance below plan targets, the STI program financial payouts for Agilent results were funded at 56% of target.</li><li>• 25% of the total short-term incentive payout for Agilent’s business presidents was determined based on their respective group's revenue and operating margin, where funding was 150% of target for ACG and 47% of target for DGG.</li><li>• 25% of the total short-term incentive payout for Agilent's CFO, business presidents and SVP of Order Fulfillment was determined based on select key business initiatives (KBIs) approved by the Compensation Committee. These KBIs funded at 56% on average in fiscal year 2023.</li><li>• To support company expense measures, Pay for Results payouts were further reduced by the Compensation Committee upon recommendation by management by 50% for Agilent's CEO and 25% for Agilent's Officers other than the CEO.</li><li>• In fiscal year 2023, the payout % achieved for our LTI-TSR grants was 84% as our relative TSR was at the 45th percentile of our S&amp;P 500 Health Care and Materials Indexes peer group. The payout % achieved for the LTI-EPS grants was 139% as 48% funding for FY23 was combined with above target funding for FY21 and FY22.</li></ul>													
Stockholder Engagement															
<p>We are pleased with the 89% support for our 2023 Say-on-Pay proposal and continue to engage with stockholders regarding our executive pay program.</p> <p>In 2023, consistent with prior years, we met with several of our largest stockholders on our current executive compensation program, and our plan is to make no material changes for fiscal year 2024.</p>		<div><p>FY23 Incentive Targets and Payouts</p><table><thead><tr><th>Metric</th><th>Target</th><th>Actual</th></tr></thead><tbody><tr><td>STI</td><td>100%</td><td>56%</td></tr><tr><td>LTI TSR</td><td>100%</td><td>84%</td></tr><tr><td>LTI EPS</td><td>100%</td><td>139%</td></tr></tbody></table></div>		Metric	Target	Actual	STI	100%	56%	LTI TSR	100%	84%	LTI EPS	100%	139%
Metric	Target	Actual													
STI	100%	56%													
LTI TSR	100%	84%													
LTI EPS	100%	139%													

## Financial Performance Highlights

Year-over-year financial results as compared to fiscal year 2022 results:

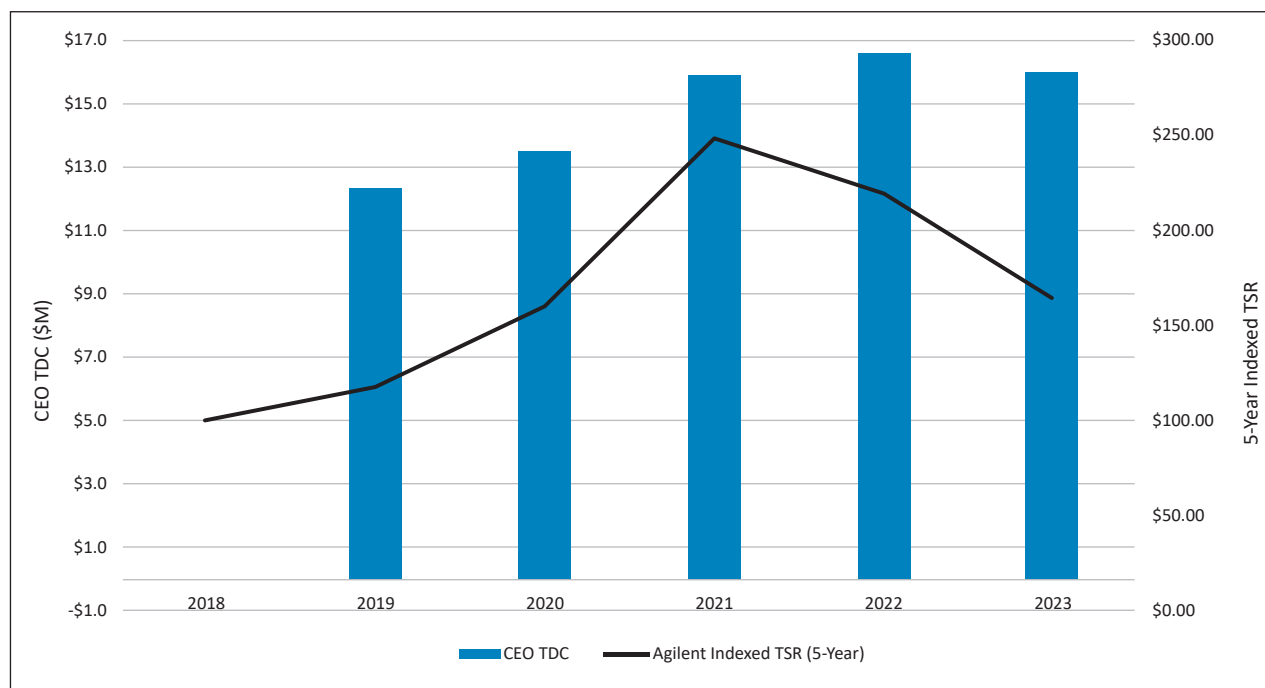
Measure	Fiscal 2022	Fiscal 2023	YOY %
S&P 500 TSR*	8,218.70	9,052.31	10.1%
Agilent TSR*	\$137.38	\$103.37	(24.8%)
Revenue (Actual)	\$6.8B	\$6.8B	-
Operating Margin	23.6%	19.8%	(16.1%)
Operating Margin (non-GAAP)**	27.1%	27.4%	1.1%
Diluted EPS	\$4.18	\$4.19	0.2%
Diluted EPS (non-GAAP)**	\$5.22	\$5.44	4.2%

\* Stock prices shown for fiscal years 2022 and 2023 are as of 10/31/2022 and 10/31/2023 respectively and include reinvested dividends.

\*\* Non-GAAP operating margin and non-GAAP diluted EPS are further defined and reconciled to the most directly comparable GAAP financial measures in Appendix A to this proxy statement.

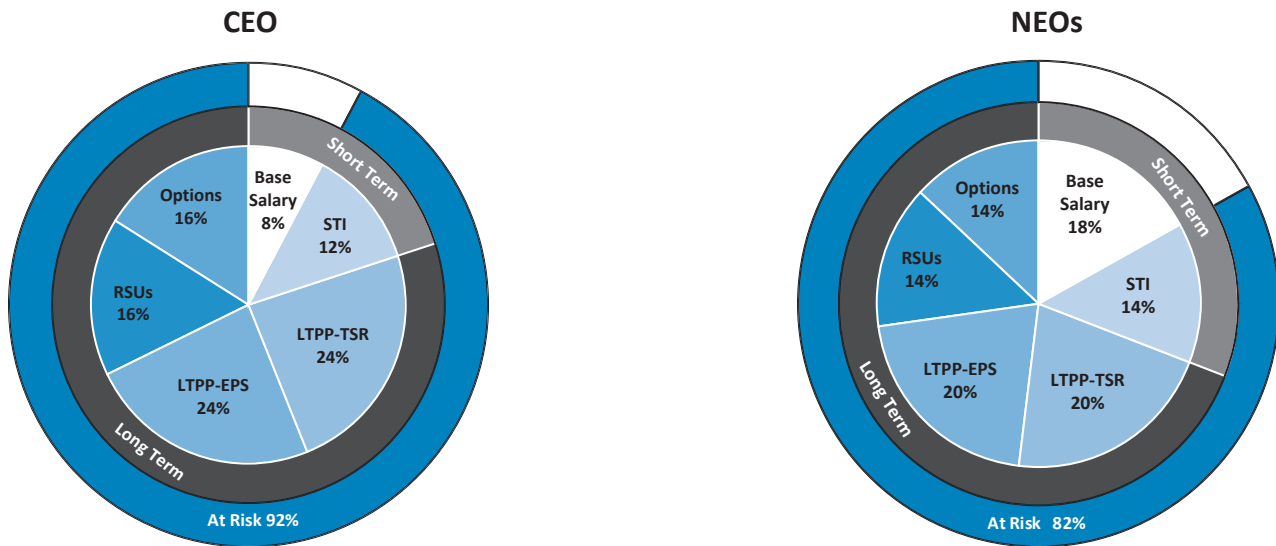
## Correlation of CEO Total Direct Compensation to Company Performance

The chart below demonstrates how the historical total direct compensation (salary, actual bonus and grant value of equity awards) of our CEO compares to our five-year indexed TSR. The numbers shown as the indexed TSR for each year are based on the dollar amount a stockholder would have held at the end of the indicated fiscal year assuming the stockholder invested \$100 in Agilent common stock on October 31, 2018.



### Aligning CEO and NEO Pay with Performance

For fiscal year 2023, approximately 92% of Mr. McMullen’s and 82% of our other NEOs’ total direct compensation consisted of short-term and long-term incentives and was “at risk” — which means that this component can vary year to year depending on the performance of the company and our stock price performance.



### Stockholder Outreach

We received 89% stockholder support on our 2023 Say-on-Pay proposal, along with support from the major stockholder advisory firms. While pleased with these results, our Compensation Committee and members of management believe ongoing dialogue with stockholders regarding executive compensation is crucial. In the summer of 2023, we contacted our 50 largest stockholders to recap our executive compensation program for fiscal year 2023 and discuss our strategy for fiscal year 2024; we had direct meetings with a number of these stockholders which provided valued insight into the design of our executive compensation program. The combination of stockholder support on our say on pay proposal and our direct discussions affirmed our plan to maintain the current design for fiscal year 2024.

### Fiscal year 2023 Program Highlights

We maintained operating margin and revenue as the financial metrics in the short-term incentive program and earnings per share and relative TSR as our metrics in the long-term incentive program.

Our mix of long-term incentive vehicles was also unchanged from fiscal year 2022, with 60% of the long-term incentive award delivered in long-term performance shares (30% tied to an earnings per share metric and 30% tied to a relative TSR metric); 20% delivered in restricted stock units; and 20% delivered in non-qualified stock options. We intend to maintain this long-term incentive mix in fiscal year 2024.

The performance targets for our long-term TSR plan continue to use a peer group consisting of the companies that comprise the S&P 500 Health Care and Materials sectors. Meanwhile, we establish an annual EPS target for the long-term EPS program, which we believe supports establishing sufficiently rigorous targets in our cyclical markets for each year of the 3-year performance period and ensures long-term performance plan targets align with management's external guidance to stockholders. For more information about our LTI program design, please see the LTI sections below.

## Determining Executive Pay

Our executive pay decisions are grounded in a core philosophy that applies to all elements of compensation. Our compensation philosophy is intended to:

- Align executive interests with stockholders;
- Motivate and reward for superior EPS growth;
- Support our short- and long-term business strategy;
- Deliver competitive total direct compensation targeted, in aggregate, around the 50th percentile of our peers to attract, retain and motivate the best employees; and
- Provide pay for performance.

The following principal elements of compensation are provided under our executive compensation program:

Elements of Pay	
Base Pay	<ul style="list-style-type: none"> <li>✓ Baseline for competitive total compensation.</li> <li>✓ Normally 20% or less of total direct compensation for NEOs.</li> </ul>
Short-Term Incentives	<ul style="list-style-type: none"> <li>✓ Focuses executives on critical operating and strategic goals best measured annually.</li> <li>✓ Provides downside risk for underperformance and upside reward for success.</li> <li>✓ Leverages financial measures such as revenue and operating margin, supplemented with select strategic initiatives.</li> </ul>
Long-Term Incentives	<ul style="list-style-type: none"> <li>✓ The majority of NEO target compensation is performance-based and “at risk”.</li> <li>✓ Motivates and rewards multi-year stockholder value creation.</li> <li>✓ Facilitates executive stock ownership.</li> <li>✓ Enables retention.</li> <li>✓ Delivered through performance shares, stock options and RSUs, with a mandatory one-year post-vest holding period for performance shares and RSUs to encourage long-term orientation.</li> <li>✓ Performance measures include long-term financial objectives and the relative performance of our stock.</li> </ul>

Our actual total compensation for each NEO varies based on (i) company performance measured against external metrics that correlate to long-term stockholder value, (ii) performance of the business organizations against specific targets, and (iii) individual performance. These three factors are considered in positioning salaries, determining earned short-term incentives and determining long-term incentive grant values.

## Pay Practices

Our executive compensation program is supported by a set of strong governance provisions and pay practices.

Philosophy / Practice	Result
We structure compensation to create strong alignment with stockholder interests	<ul style="list-style-type: none"> <li>✓ Majority of pay is “at risk,” delivered via performance-based vehicles such as long-term performance shares and annual cash incentives.</li> <li>✓ Robust stock ownership guidelines.</li> <li>✓ Mandatory one-year post-vest holding period on annual performance awards under the long-term performance plan and executive RSU awards.</li> </ul>
We design our programs to avoid excessive risk taking <sup>(1)</sup>	<ul style="list-style-type: none"> <li>✓ Strong recoupment and anti-hedging and pledging policies in place.</li> <li>✓ Annual compensation risk assessment.</li> <li>✓ Balanced internal and external goals.</li> </ul>
We follow best practices in executive compensation design	<ul style="list-style-type: none"> <li>✓ Limited perquisites.</li> <li>✓ Double trigger on change in control benefit provisions and no tax gross-up agreements.</li> <li>✓ No dividends / dividend-equivalents on unearned performance awards and unvested stock awards.</li> <li>✓ No acceleration of vesting of equity awards, including LTPP performance shares, upon retirement (awards continue to vest)</li> <li>✓ Independent Compensation Committee consultant.</li> </ul>

1) See Compensation Risk Controls in Additional Information

## Independent Compensation Committee and Consultant

The Compensation Committee is composed solely of independent members of the Board and operates under a Board-approved charter which outlines the Committee’s major duties and responsibilities. This charter is available on our Investor Relations website.

Semler Brossy, our independent compensation consultant, does not perform any other work for us, does not trade our stock, has independence policies that are reviewed annually and has agreed to proactively notify the Compensation Committee chair of any potential or perceived conflicts of interest. The Compensation Committee found no conflict of interest during fiscal year 2023.

For fiscal year 2023, our independent compensation consultant advised the Compensation Committee on several compensation matters, including but not limited to:

- Criteria used to identify peer companies for executive compensation and performance metrics;
- Evaluation of our total direct compensation levels and mix for the NEOs and four other senior officers;
- Mix of long-term incentives, grant types and allocation of equity awards;
- Review of the short- and long-term incentive programs for fiscal year 2023;
- Review of market trends and governance practices;
- Review of various other proposals presented to the Compensation Committee by management; and
- Support for stockholder outreach campaign.

### Process for Determining Compensation

To determine total target compensation for the upcoming fiscal year, the Compensation Committee considered:

- The performance of each individual executive for the last fiscal year;
- The most recent peer group data from our independent compensation consultant;
- Our short-and long-term business and strategic goals; and
- Detailed tally sheets for the CEO and each NEO.

Our independent compensation consultant presents and analyzes market data for each individual position and provides insight on market practices for the Compensation Committee's actions, but it does not make any specific compensation recommendations on the individual NEOs. Our consultant does collaborate with the Committee Chair to develop CEO pay recommendations. The Compensation Committee then determines the form and amount of compensation for all executive officers after considering the market data and company, business unit and individual performance.

### Peer Group for Executive Compensation

Each year, the Compensation Committee meets with our independent compensation consultant to review and approve the peer group companies that satisfy our selection criteria. For fiscal year 2023, our approach to determining the peer group for executive compensation was as follows. The compensation peer group consisted of the 29 companies listed below from the S&P 500 Health Care Index (excluding the Health Care Distributors, Health Care Facilities and Managed Health Care subsectors) with revenues between 0.5x and 2.5x times our trailing twelve-month actual revenue, supplemented with three of our most direct competitors (Thermo Fisher, Danaher and Waters). The range of annual revenues for peer group members was determined so that Agilent's annual revenue would fall around the median of the peer group. We believe our approach determines a set of peers that is limited to our most direct competitors for talent, but large enough to provide year-over-year stability. We used data from this peer group to set each NEO's compensation for fiscal year 2023, with aggregate compensation targeted at around the peer group median.

• Align Technology	• DENTSPLY Sirona	• Organon	• Zimmer
• Baxter Intl	• Edwards Lifesciences	• Perkin Elmer	• Zoetis
• Biogen	• Hologic	• Quest Diagnostics	
• Boston Scientific	• IDEXX Labs	• Regeneron Pharma	
• Catalent	• Illumina	• ResMed	
• Cerner	• Incyte	• Steris	
• Charles River Labs	• Intuitive Surgical	• Thermo Fisher	
• Danaher	• IQVIA	• Vertex Pharma	
• DaVita Healthcare	• Mettler-Toledo	• Waters	

### Peer Group for the Long-Term Performance Program

The Compensation Committee believes that an expanded peer group is more appropriate for determining relative TSR under the company's LTPP, as an expanded peer group better represents a range of alternative investment options for stockholders and reduces the volatility inherent in small comparator groups. Therefore, the Compensation Committee continued to use the approximately 92 companies in the Health Care and Materials Indexes of the S&P 500 for determining TSR under the LTPP. Only companies that are included in one of these indexes at the beginning of the performance period and which have three years of stock price performance at the end of the performance period are included in the final calculation of results. Any change in the expanded peer group is solely due to Standard & Poor's criteria for inclusion in the indexes.

### *Role of Management*

The CEO and the Chief Human Resources Officer consider the responsibilities, performance and capabilities of each of our named executive officers, other than the CEO, and the compensation package they believe will attract, retain and motivate these senior leaders. The Chief Human Resources Officer does not provide input on setting his own compensation. A comprehensive analysis is conducted using a combination of the market data based on our compensation peer group and proxy data, performance against targets, and overall performance assessment. This data is used to determine if an increase in compensation is warranted and the amount and type of any increase for each of the total compensation components for the then-current fiscal year. After consulting with the Chief Human Resources Officer, the CEO makes compensation recommendations, other than for his own compensation, to the Compensation Committee at its first meeting of the fiscal year.

### *CEO Compensation*

The Compensation Committee establishes the CEO's compensation based on a thorough review of the CEO's performance that includes:

- An objective assessment against predetermined metrics set by the Compensation Committee;
- Tally sheets;
- Market data from our independent compensation consultant;
- A self-evaluation by the CEO that the Compensation Committee discusses with the other independent directors; and
- A qualitative evaluation of the CEO's performance that is developed by the independent directors, including each member of the Compensation Committee, in executive session.

The Compensation Committee reviews the CEO's total direct compensation package annually and presents its recommendation to the other independent directors for review and comment before making the final determinations on compensation for the CEO.

### **Fiscal year 2023 Compensation**

#### *Base Salary*

Our salaries reflect the responsibilities of each NEO and the competitive market for comparable professionals in our industry and are set to create an incentive for executives to remain with us. Base salaries and benefits packages are the fixed components of our NEOs' compensation and do not vary with company performance. Each NEO's base salary is set by considering market data as well as the performance of each NEO. For fiscal year 2023, our NEOs' base salaries ranged between the 40th and 75th percentile of our compensation peer group. Our CEO received a slight salary increase of 3% for the first time in four years, while Messrs. McMahon, Ancher-Jensen, Raha and McDonnell received salary increases between 2-6%, generally consistent with typical increases provided to the broader Agilent employee population.

Name	FY22 Salary	FY23 Salary	Increase
Michael R. McMullen	\$1,280,000	\$1,320,000	3%
Robert McMahon	\$700,000	\$730,000	4%
Padraig McDonnell	\$575,000	\$610,000	6%
Henrik Ancher-Jensen	\$660,000	\$675,000	2%
Sam Raha	\$600,000	\$635,000	6%

#### *Short-Term Cash Incentives*

The Performance-Based Compensation Plan reflects our pay-for-performance philosophy and directly ties short-term incentives to short-term business performance. These awards are linked to specific annual financial goals and key business initiatives for the overall company and the three business groups (LSAG, ACG and DGG). Annual cash incentives are paid to reward achievement of critical shorter-term operating, financial and strategic measures and goals that are expected to contribute to stockholder value creation over time. Financial goals are pre-established by the Compensation Committee at the beginning of the period based on

recommendations from management. The financial goals are based on our fiscal year 2023 financial plan established by the Board of Directors and were not changed after they were approved by the Compensation Committee. The Compensation Committee certifies the calculations of performance against the goals for each period and payouts, if any, are made in cash.

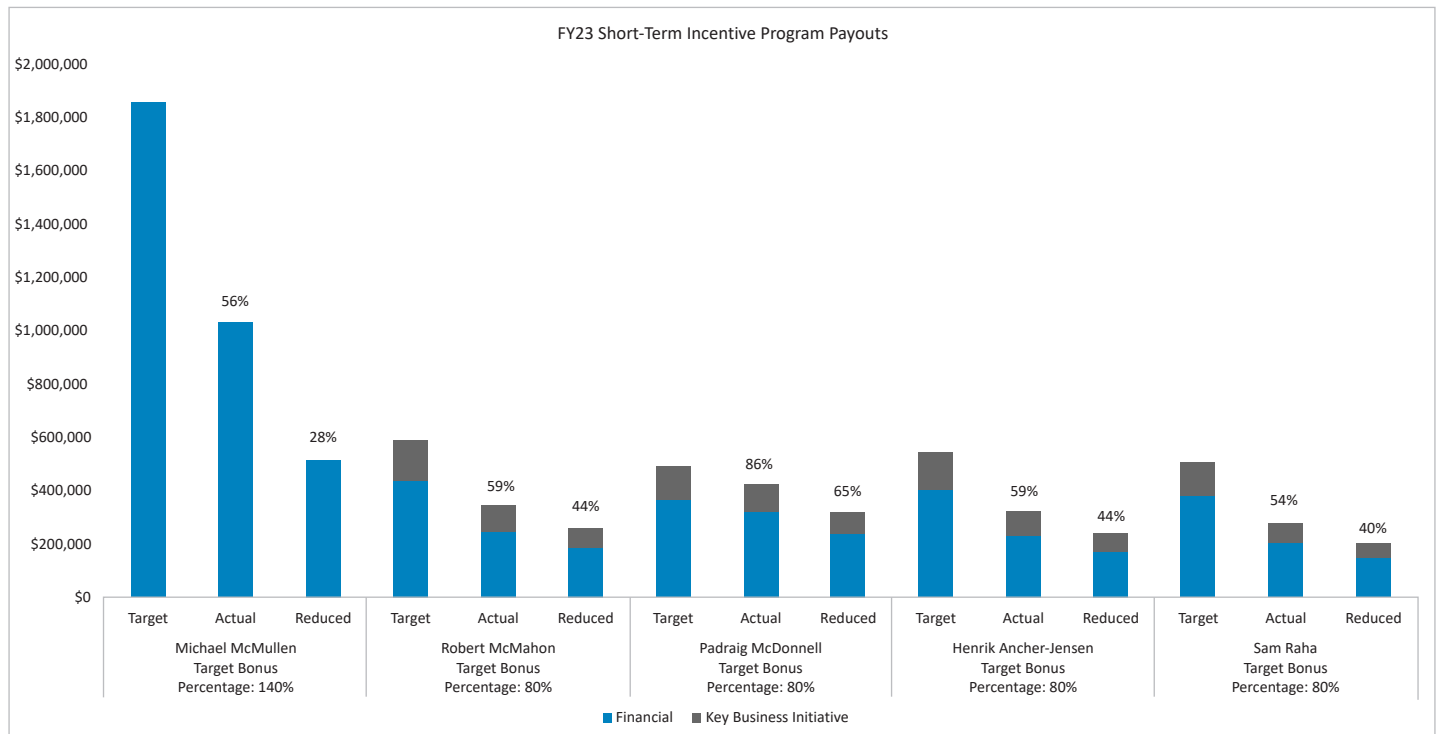
For fiscal year 2023, the awards under the Performance-Based Compensation Plan were determined by multiplying the individual's base salary for the performance period by the individual's target award percentage and the performance results, as follows:

<b>Financial Goals</b>	Annual Salary	X	Individual Target Bonus % (varies by individual)	X	Financial Portion of Target Bonus (75% to 100%)	X	Attainment % (based on actual performance)
<b>Key Business Initiatives</b>	Annual Salary	X	Individual Target Bonus % (varies by individual)	X	Strategic Portion of Target Bonus (0% to 25%)	X	Attainment % (based on actual performance)

#### Target Award Percentages and FY23 Actual Payouts

Our Compensation Committee set the fiscal year 2023 short-term incentive target amounts based on a percent of base salary pre-established for each NEO considering the relative responsibility of each NEO. For fiscal year 2023, short-term incentive target bonuses were set at 140% of base salary for the CEO and 80% of base salary for the other NEOs (see chart below). The CEO was not assigned to group level financial or key business initiative metrics for fiscal year 2023.

The payouts under the Performance-Based Compensation Plan for fiscal year 2023 are provided in the chart below and in the "Non-Equity Incentive Plan Compensation" column in the "Summary Compensation Table." To support expense measures taken by Agilent during the fiscal year, the Compensation Committee supported Management's recommendation to reduce the final payouts by 50% for the CEO and by 25% for the NEOs. The chart below shows the targets, calculated payout based on results and the actual payout after the reduction was applied.



### Financial Goals and Fiscal year 2023 Operational Results

The Performance-Based Compensation Plan financial goals were based on (1) our adjusted operating margin percentage and our revenue and (2) the adjusted operating margin percentage and revenue goals for each of the business units. The Compensation Committee chose those metrics because:

- operating margin keeps focus on expense discipline and meeting efficiency measures;
- revenue places focus on delivering strong top-line growth results; and
- together, these metrics drive leveraged earnings growth that translates to higher EPS

The financial targets that must be met to receive the target payout are based on our financial plan. We use a non-GAAP adjusted operating margin that excludes the ongoing impact of certain mergers and acquisitions, currency, hedging and interest costs related to mergers and acquisitions. To determine earned awards, we use payout matrices that link the metrics and reflect threshold-to-maximum opportunities based on various achievement levels of the metrics. No awards are paid unless the operating margin percentage threshold is achieved and the maximum award under the plan is capped at 200% of the target award. The target metrics set for our short-term incentives and their corresponding results were as follows:

	Operating Margin %					Revenue \$				
	Threshold	Target	Max	Results	Goal Attainment	Target (Mil)	Max (Mil)	Results (Mil)	Goal Attainment	Payout Percentage (Per Matrix)
Agilent	24.7%	28.4%	30.4%	27.7%	97.5%	\$7,153	\$7,510	\$6,659	93%	55.7%
LSAG	26.8%	30.8%	33.0%	29.2%	95.0%	\$4,156	\$4,363	\$3,763	91%	48.4%
ACG	23.7%	27.2%	29.1%	29.5%	108.5%	\$1,520	\$1,596	\$1,518	100%	150.0%
DGG	19.8%	22.8%	24.4%	21.6%	94.5%	\$1,477	\$1,551	\$1,378	93%	46.9%

\* The adjusted non-GAAP operating margin and adjusted non-GAAP revenue measures used in our executive compensation programs may differ from GAAP and non-GAAP operating margin and GAAP and non-GAAP revenue as reported in our quarterly earnings releases as they exclude the impact of mergers and acquisitions, currency and hedging. See Appendix A to this proxy statement for a reconciliation to the most directly comparable GAAP financial measures.

### Payout Matrices to Measure Financial Metrics

We use payout matrices to determine payout percentages for our fiscal year 2023 short-term incentive program. The payout matrices are designed to reward profitable growth by increasing payout percentages commensurate with increased operating margin and / or revenue achievement as illustrated in the table below.

FY23 - OM Achievement (% of target)	FY23 - Revenue Achievement (% of target)					
		<=93%	97.0%	100.0%	103.0%	105.0%
	107%	95%	126%	150%	180%	200%
	104%	81%	108%	129%	159%	179%
	100%	63%	84%	100%	130%	150%
	94%	45%	67%	83%	108%	125%
	87%	25%	46%	63%	82%	95%
	86%	0%	0%	0%	0%	0%

Note: This specific payout matrix was used to determine the company level payout percentage. The payout percentage is determined by finding the intersection between goal attainments as a percentage of plan for each financial metric. Payout percentages are assigned to each intersection of revenue and adjusted operating margin percentage throughout the payout matrix. Payouts between the numbers represented in the table above are calculated on a linear payout matrix and the threshold amount for adjusted operating margin percentage must be met in order for a payout to be made. Payout matrices vary by business group. No payouts are awarded for Operating Margin achievement below the 87% threshold.

### Key Business Initiatives – Targets and Results

For fiscal year 2023, under the Performance-Based Compensation Plan, we continued to utilize annual key business initiatives to align NEOs' objectives with strategic company priorities. These key business initiatives are established at the same time as the financial goals and account for 25% of the total target bonus for each NEO who was assigned to key business initiatives. The maximum payout per NEO for satisfaction of the strategic component is the lesser of (i) up to 200% of key business initiative performance results or (ii) 0.75% of non-GAAP pre-tax earnings for the company, and the Compensation Committee may exercise negative discretion in determining the final payout.

The key business initiatives were selected to focus NEOs on strategic priorities such as revenue growth for certain acquisitions, company online order growth, and productivity improvements that support- leveraged earnings growth. The following table sets forth (i) each key business initiative and its threshold, target and maximum achievement levels, (ii) the NEOs assigned to each key business initiative, and (iii) the final attainment and payout percentage for each objective. If an NEO is assigned to more than one objective, the weighting is equally distributed. For fiscal year 2023, Mr. McMullen was not assigned to any key business initiatives. The targets were established with the rigor necessary to drive desired results for each initiative. For competitive purposes, specific threshold, target and maximum amounts are not shown in the descriptions that follow.

Officer Assigned	FY23 Key Business Initiative Description	Threshold (25%)	Target (100%)	Maximum (200%)	Payout Percentage
Messrs. McDonnell and Raha	Agilent Online Orders	92% of plan	Achieve Plan	105% of plan	98.7%
Mr. Raha	Project Rainstorm Revenue	75% of plan	Achieve Plan	125% of plan	0.0%
Messrs. McMahon, McDonnell, Ancher-Jensen and Raha	Agilent Productivity Improvement	103% of plan	Achieve Plan	97% of plan	70.0%

Notes: If an NEO is assigned to more than one key business initiative within a category, those initiatives are equally weighted. For foreign exchange conversion purposes, all Orders/Revenue assume the November accounting rate.

Actual payout tables for key business initiatives use a straight-line payout slope (and/or key milestones) from threshold to target and from target to maximum. Final payouts for each key business initiative are recommended by the CEO and approved by the Compensation Committee.

### **Long-Term Incentives – Performance Stock Units and Restricted Stock Units**

#### Performance Stock Units Earned in Fiscal year 2023 – Relative TSR

Fifty percent of the performance stock units granted in fiscal year 2021 for the FY21 to FY23 performance period were measured based on relative TSR versus all companies in the S&P 500 Health Care and Materials Indexes for fiscal years 2021 through 2023. We believe that a 100% payout at median TSR performance is appropriate as we feel it represents the right balance of risk versus reward for a long-term TSR plan. We want our plan to reward actions that improve stockholder returns over the long-term rather than motivate actions designed to bolster short-term stock price returns that may not be in the stockholders' long-term interests. The company did not establish an absolute TSR target as we believe performance is best measured on a relative basis against our selected peer group with the payout percentages as follows:

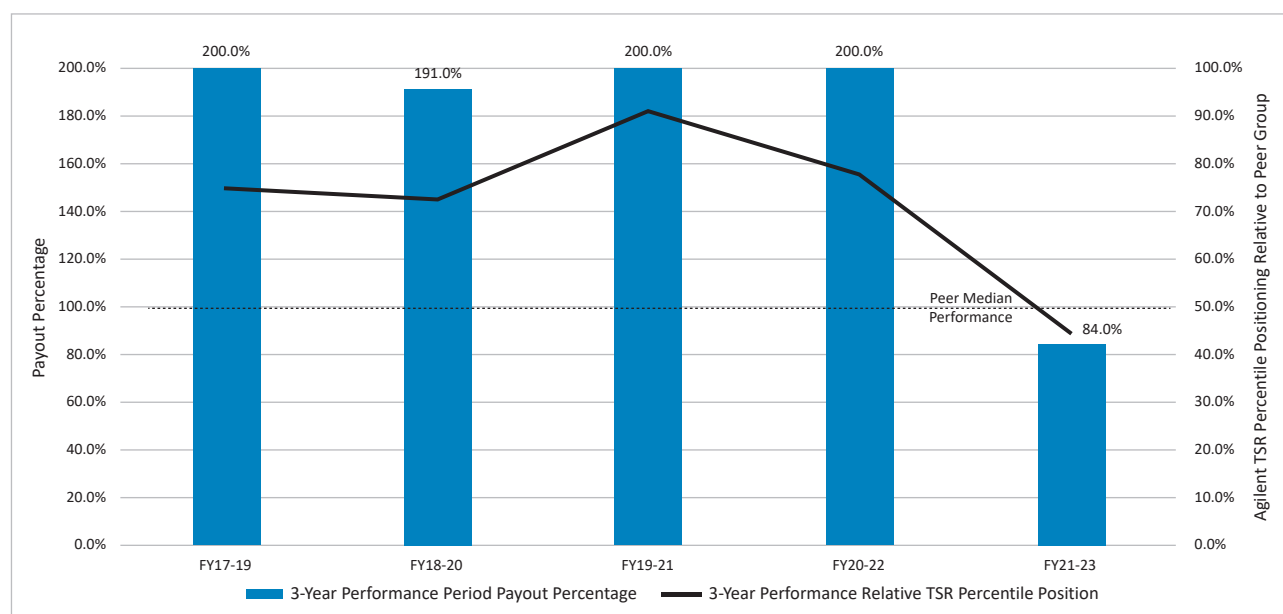
	Peer Group TSR	Payout Percentage
75 <sup>th</sup> Percentile	44.2%	200%
Median	9.7%	100%
25 <sup>th</sup> Percentile	-9.9%	25%
Agilent	5.8%	84%

In November 2023, the Compensation Committee certified the relative TSR results for the FY21 to FY23 performance period. Agilent's stock price performance was at the 45th percentile of our peer group and resulted in an 84% payout percentage. See table below:

	Target Awards (Shares)	Original Target Award Value (\$)	Resulting Share Payout %	Resulting Share Payout
Michael R. McMullen	25,528	3,300,000	84.0%	21,444
Robert McMahon	6,382	825,000	84.0%	5,361
Padraig McDonnell	3,481	450,000	84.0%	2,924
Henrik Ancher-Jensen	3,829	495,000	84.0%	3,216
Sam Raha	4,293	555,000	84.0%	3,606

Note: The final share amount was determined by multiplying the target award shares by the resulting payout percentage.

Our relative TSR performance (or percentile position) compared to that of our LTPP peer group and the payout percentages for the LTPP for the past five performance periods are set forth below:



Note: A 200% payout is achieved when our relative TSR is at or above the 75th percentile of our LTPP-TSR peer group.

### Performance Stock Units Earned in Fiscal year 2023 – Earnings Per Share

Fifty percent of the performance stock units granted in fiscal year 2021 for the FY21 to FY23 performance period had financial goals based on adjusted earnings per share. The 139% payout percentage earned under these performance stock units was determined by calculating the adjusted earnings per share attained at the end of each of the three fiscal years in the performance period compared to the targets (which were set at the midpoint of external guidance that is determined and publicly announced at the beginning of each fiscal year during the three-year performance period). We set our EPS goals on an annual basis to maximize the alignment of the program with our aggressive long-term growth plans. We believe setting EPS targets at the time of grant for the full three-year period risks establishing goals that could be insufficiently or overly aggressive in years two and/or three of the performance-period given the shorter cyclical nature of our business and risks misalignment with the annual EPS guidance we provide to stockholders at the beginning of each fiscal year. Annual goal setting for EPS goals is a common practice among our peer companies, and we find it has had the intended motivational effect for our executive team through a particularly volatile period in the market as it has oriented them around aggressive, context-sensitive EPS growth targets each year. We use non-GAAP adjusted

diluted earnings per share, subject to Compensation Committee approval. Once set, the target is not subject to change during the fiscal year. The payout percentage for the FY21 to FY23 award, which was certified by the Compensation Committee at the November 2023 meeting, was a simple average of the payout percentage certified for fiscal year 2021, fiscal year 2022 and fiscal year 2023. The threshold, target, maximum and final attainment numbers are set forth in the table below:

Fiscal Year	Long-Term Performance Shares - EPS				
	Threshold (25%)	Target (100%)	Maximum (200%)	Actual Adjusted EPS	Attainment Percentage
FY21	\$3.28	\$3.62	\$3.96	\$4.36	200%
FY22	\$4.34	\$4.81	\$5.28	\$5.14	170%
FY23	\$5.22	\$5.65	\$6.08	\$5.35	48%
Payout					139%

\* The adjusted non-GAAP EPS measure used in our executive compensation programs for FY21, FY22 and FY23 may differ from GAAP and non-GAAP EPS as reported in our quarterly earnings releases as it excludes the impact of mergers and acquisitions, currency, hedging and interest costs related to mergers and acquisitions, material share repurchase deviations from plan and associated debt expense, and material differences in our corporate tax rate due to the impact of significant, unplanned tax legislation during the fiscal year. See Appendix A to this proxy statement for a reconciliation to the most directly comparable GAAP financial measure.

In November 2023, the Compensation Committee certified the LTPP-EPS results for the FY21 to FY23 performance period. Agilent's strong adjusted earnings per share performance resulted in a 139% payout percentage as shown in the table below:

	Target Awards (Shares)	Original Target Award Value (\$)	Resulting Share payout %	Resulting Share payout
Michael R. McMullen	32,593	3,300,000	139%	45,304
Robert McMahon	8,148	825,000	139%	11,326
Padraig McDonnell	4,444	450,000	139%	6,177
Henrik Ancher-Jensen	4,889	495,000	139%	6,796
Sam Raha	5,481	555,000	139%	7,619

Note: The final share amount was determined by multiplying the target award shares by the resulting payout percentage.

#### Relative TSR Performance Stock Units – FY22 to FY24 Performance Period

Fifty percent of the performance stock units granted in fiscal year 2022 for the FY22 to FY24 performance period had financial goals based on relative TSR versus all companies in the S&P 500 Health Care and Materials Indexes for fiscal year 2022 through fiscal year 2024. We believe that a 100% payout at median TSR performance is appropriate as we feel it represents the right balance of risk versus reward for a long-term TSR plan. We want our plan to reward actions that improve stockholder returns over the long-term rather than motivate actions designed to bolster short-term stock price returns that may not be in the stockholders long-term interests. Relative TSR performance stock units are completely "at risk" compensation because our performance must be at or above the 25th percentile for the individuals to receive a payout. The final and only payout will be at the end of fiscal year 2024 based on the relative TSR for the three-year performance period.

Relative TSR Performance	Payout as a Percentage of Target
Below 25 <sup>th</sup> Percentile Rank (threshold)	0%
25 <sup>th</sup> Percentile Rank	25%
50 <sup>th</sup> Percentile Rank (target)	100%
75 <sup>th</sup> Percentile Rank and Above	200%

#### Earnings Per Share Performance Stock Units – FY22 to FY24 Performance Period

Fifty percent of the performance stock units granted in fiscal year 2022 for the FY22 to FY24 performance period had financial goals based on adjusted earnings per share. Awards will be determined by calculating the adjusted earnings per share attained at the end of each of the three fiscal years in the performance period compared to the targets (which are set at the beginning of each

fiscal year during the three-year performance period). The FY22 and FY23 EPS targets were set at the mid-point of external guidance issued at the beginning of each respective fiscal year. We use non-GAAP adjusted diluted earnings per share and all targets are subject to Compensation Committee approval. The final and only payout will be at the end of fiscal year 2024 based on an average of the payout percentage for each fiscal year. The threshold, target and maximum levels as well as FY22 and FY23 results are set forth in the table below:

Fiscal Year	Long-Term Performance Shares - EPS				
	Threshold (25%)	Target (100%)	Maximum (200%)	Actual Adjusted EPS	Attainment Percentage
FY22	\$4.34	\$4.81	\$5.28	\$5.14	170%
FY23	\$5.22	\$5.65	\$6.08	\$5.35	48%
FY24	TBD	TBD	TBD	TBD	TBD
Payout					TBD

\* The adjusted non-GAAP EPS measure used in our executive compensation programs for FY22, FY23 and FY24 may differ from non-GAAP EPS as reported in our quarterly earnings releases as it excludes the impact of mergers and acquisitions, currency, hedging and interest costs related to mergers and acquisitions, material share repurchase deviations from plan and associated debt expense, and material differences in our corporate tax rate due to the impact of significant, unplanned tax legislation during the fiscal year. See Appendix A to this proxy statement for a reconciliation to the most directly comparable GAAP financial measure.

### Long-Term Incentives Granted in Fiscal year 2023

The Compensation Committee places emphasis on company performance by delivering 60% of the annual NEO grants in performance awards and another 20% in stock options. The remaining 20% is provided in restricted stock units. Stock grant values were delivered as follows:

Equity Vehicle	Weighting	Metric	Vesting	Holding Period	Methodology for Determining Target Award	Payout Range
Performance Stock Units	30%	Relative Total Shareholder Return	100% after 3rd year	One-year post-vest holding period	Divide the target award amount by the product of the 20-day average stock price, for the period preceding the grant date, multiplied by the applicable accounting valuation	0x to 2X share target
Performance Stock Units	30%	Adjusted Earnings Per Share	100% after 3rd year			
Stock Options	20%	None	25% each year over 4 years	N/A		N/A
Restricted Stock Units	20%	None	25% each year over 4 years	One-year post-vest holding period		N/A

The target value of the long-term incentive awards is determined at the beginning of the then-current fiscal year for each NEO. The target value reflects the Compensation Committee's judgment on the relative role of each NEO's position within the company, as well as the performance of each NEO and benchmark data from our compensation peer group.

Name	Type of Award / Value / # of Shares								Total Target Value of Long Term-Incentive Awards (\$)
	Performance Stock Units - TSR		Performance Stock Units - EPS		Stock Option Units		Restricted Stock Units		
	(\$)	(#)	(\$)	(#)	(\$)	(#)	(\$)	(#)	
Michael R. McMullen	3,825,000	22,000	3,825,000	30,206	2,550,000	59,165	2,550,000	20,245	12,750,000
Robert McMahon	1,012,500	5,824	1,012,500	7,996	675,000	15,661	675,000	5,359	3,375,000
Padraig McDonnell	600,000	3,451	600,000	4,738	400,000	9,281	400,000	3,176	2,000,000
Henrik Ancher-Jensen	652,500	3,753	652,500	5,153	435,000	10,093	435,000	3,453	2,175,000
Sam Raha	652,500	3,753	652,500	5,153	435,000	10,093	435,000	3,453	2,175,000

### Performance Conditions for Performance Stock Units Granted in Fiscal year 2023

The Compensation Committee has established rolling three-year performance periods for determining earned performance stock awards. The financial goals for the performance stock units for fiscal year 2023 are based on relative TSR and adjusted earnings per share. Relative TSR aligns with stockholder interests as higher TSR results in higher potential returns for stockholders as well as ensuring a correlation between performance and payouts. Adjusted earnings per share ensures our executives are focused on long-term superior earnings growth. As noted above, our fiscal year 2023 short-term incentive program focuses on adjusted operating margin and revenue, which drive internal business strategies that in turn impact our TSR.

### Relative TSR Performance Stock Units – FY23 to FY25 Performance Period

The performance stock units granted in fiscal year 2023 with relative TSR as a metric will be measured and paid out based on relative TSR versus all companies in our LTPP peer group, the Health Care and Materials Indexes of the S&P 500 for fiscal year 2023 through fiscal year 2025. We believe that a 100% payout at median TSR performance is appropriate as we feel it represents the right balance of risk versus reward for a long-term TSR plan. We want our plan to reward actions that improve stockholders' returns over the long-term rather than motivate actions designed to bolster short-term stock price returns that may not be in the stockholders' long-term interests. The LTPP peer group companies are established at the beginning of the performance period and need to have three full years of stock price data to be used in the final relative TSR calculation. The company does not establish an absolute TSR target as we believe performance is best measured on a relative basis against our selected LTPP peer group. The payout schedule determined by the Compensation Committee in fiscal year 2023 was as follows:

Relative TSR Performance	Payout as a Percentage of Target
Below 25 <sup>th</sup> Percentile Rank (threshold)	0%
25 <sup>th</sup> Percentile Rank	25%
50 <sup>th</sup> Percentile Rank (target)	100%
75 <sup>th</sup> Percentile Rank and Above	200%

Relative TSR performance stock units are completely “at risk” compensation because our performance must be at or above the 25th percentile for the individuals to receive a payout.

For purposes of determining the relative TSR awards, relative TSR reflects (i) the aggregate change in the 20-day average closing price of our stock versus each of the companies in our LTPP peer group, each as measured at the beginning and end of the three-year performance period plus (ii) the value (if any) returned to stockholders in the form of dividends or similar distributions, assumed to be reinvested on distribution date on a pre-tax basis.

### Earnings Per Share Performance Stock Units – FY23 to FY25 Performance Period

The earnings per share performance awards will be determined by calculating the adjusted earnings per share attained at the end of each of the three fiscal years in the performance period compared to the targets (which are set at the beginning of each fiscal year during the three-year performance period). The fiscal year 2023 EPS targets were set at the mid-point of external guidance issued at the beginning of each respective fiscal year. We use non-GAAP adjusted diluted earnings per share and all targets are subject to Compensation Committee approval. The final and only payout will be at the end of fiscal year 2025 based on an average of the payout percentage for each fiscal year. The threshold, target and maximum levels, as well as FY22 and FY23 results are set forth in the table below:

Fiscal Year	Long-Term Performance Shares - EPS				
	Threshold (25%)	Target (100%)	Maximum (200%)	Actual Adjusted EPS	Attainment Percentage
FY23	\$5.22	\$5.65	\$6.08	\$5.35	48%
FY24	TBD	TBD	TBD	TBD	TBD
FY25	TBD	TBD	TBD	TBD	TBD
Payout					TBD

\* The adjusted non-GAAP EPS measure used in our executive compensation programs for FY23, FY24 and FY25 may differ from non-GAAP EPS as reported in our quarterly earnings releases as it excludes the impact of mergers and acquisitions, currency, hedging and interest costs related to mergers and acquisitions, material share repurchase deviations from plan and associated debt expense, and material differences in our corporate tax rate due to the impact of significant, unplanned tax legislation during the fiscal year. See Appendix A to this proxy statement for a reconciliation to the most directly comparable GAAP financial measure.

## Additional Information

### *Equity Grant Practices*

The Compensation Committee generally makes grants of stock awards to our NEOs at the first Compensation Committee meeting of our fiscal year. Awards are neither timed to relate to the price of our stock nor to correspond with the release of material non-public information, although grants are generally made when our trading window is open. Grants to current employees are effective on or after the date of the Compensation Committee meeting approving such grants. Grants to new employees, including potential NEOs, are typically made at the next regularly scheduled Compensation Committee meeting following the employee's start date. The standard vesting schedule for our equity grants is 100% after the third year for performance stock units and 25% per year over four years for restricted stock units and stock options. Starting in fiscal year 2016, performance stock awards and restricted stock units granted to executive level employees and above are also subject to a one-year post-vest holding period.

Effective with awards issued after October 31, 2018, the Compensation Committee modified the formula to qualify for continued vesting of awards. The new formula requires that an employee who voluntarily terminates his or her employment will qualify for continued vesting only if his or her separation from service occurs after age 60 and the combination of the employee's age plus eligible years of service is 75 or greater at such time. When an employee meets this requirement, his or her stock options and stock awards continue to vest per their original vesting schedule rather than accelerate at termination, and such employee is eligible to receive the full amount paid out under his or her performance stock units at the end of the applicable performance period based on actual achievement, assuming such retirement occurs after the 12-month anniversary of the date of grant of the performance stock units. If such retirement occurs during the first 12 months of the date of grant of the performance stock units, the employee would be eligible to receive a pro rata portion of the amount paid out under his or her performance stock units at the end of the applicable performance period based on actual achievement. We believe continued vesting following retirement, rather than acceleration upon retirement, better aligns NEO interests with stockholders beyond the date such NEO retires from the company. As of October 31, 2023, Mr. McMullen has met the eligibility requirements for continued vesting upon retirement. None of our other NEOs have met this requirement. Stock options and time-based stock awards vest on a "double-trigger" basis in connection with a qualifying termination following a change in control as described below. Finally, if an employee dies or becomes fully disabled, his or her unvested stock options and stock awards fully vest. For additional details regarding the treatment of equity awards (including performance stock units) upon a change of control or other separation from service, please see the "Termination and Change of Control Table".

### *Compensation Risk Controls*

Semler Brossy, our independent compensation consultant, collaborates with management to conduct an annual review of our compensation-related risks. The risk assessment conducted during fiscal year 2023 did not identify any significant compensation-related risks and concluded that our compensation program is well designed to encourage behaviors aligned with the long-term interests of stockholders. Semler Brossy also found an appropriate balance in fixed versus variable pay, cash and equity, corporate, business unit, and individual goals, financial and non-financial performance measures, and formulas and discretion. Finally, it was determined that there are appropriate policies and controls in place to mitigate compensation-related risk.

### *Recoupment Policy*

We maintain an Executive Compensation Recoupment Policy that applies to all our executives and former executives who leave the company after September 16, 2020. Under this Policy, in the event of a material restatement of financial results (wherein results were incorrect at the time published due to mistake, fraud or other misconduct), the Compensation Committee will review all short and long-term incentive compensation awards that were paid or awarded to executives for performance periods beginning after July 14, 2009 (in the case of executive officers covered by Section 16 of the Securities Exchange Act) or September 16, 2020 (in the case of other executives) that occurred, in whole or in part, during the restatement period.

Additionally, under this Policy, in the case of fraud or misconduct by an executive, including breach of any regulatory standards that have resulted in significant negative impact on our results or operations or market capitalization, the Compensation Committee will consider actions to remedy the misconduct, prevent its recurrence, and impose discipline on the wrongdoers, in each case, as the Compensation Committee deems appropriate. These actions may include, without limitation:

- requiring reimbursement of compensation;
- the cancellation of outstanding restricted stock, restricted stock units, performance stock units, deferred stock awards, stock options, and other equity incentive awards;
- limiting future awards or compensation; and
- requiring the disgorgement of profits realized from the sale of our stock to the extent such profit resulted from fraud or misconduct.

Effective October 2, 2023, the Committee adopted an additional Clawback Policy covering Section 16 Officers only. This policy meets all the provisions of the Dodd-Frank clawback requirements. We have also maintained Agilent's existing policy, which remains applicable in scenarios not covered by the updated Dodd-Frank compliant Clawback Policy (e.g., certain instances of misconduct). When Agilent's policy is more onerous than the Dodd-Frank requirements, Agilent's policy is applied.

### Insider Trading and Hedging Policy

Our insider trading policy, which applies to officers, directors and employees considered insiders, is reasonably designed to promote compliance with insider trading laws, rules and regulations, and any applicable NYSE listing standards, and expressly prohibits them from purchasing or selling our securities while in possession of material, non-public information, or otherwise using such information for their personal benefit.

Our insider trading policy further prohibits officers, directors and employees considered insiders from engaging in hedging transactions, such as purchasing or writing derivative securities including puts and calls and entering into short sales or short positions with respect to our stock. Directors and executive officers are prohibited from buying our stock on margin or pledging owned Agilent stock as collateral for loans or other indebtedness. Employees, who are not insiders or officers, are generally permitted to engage in transactions designed to hedge or offset market risk.

Our executives and directors are permitted to enter into trading plans that are intended to comply with the requirements of Rule 10b5-1 of the Securities Exchange Act so that they can prudently diversify their asset portfolios and exercise their stock options before expiration.

### Stock Ownership Guidelines

Our stock ownership guidelines are designed to encourage our NEOs and other executive officers to achieve and maintain a significant equity stake in our company and more closely align their interests with those of our stockholders. The guidelines provide that the CEO and CFO and other executive officers should accumulate and hold, within five years from election to his or her position, an investment level in our stock equal to the lesser of a multiple of his or her annual base salary or accumulate a direct ownership of our stock as set forth below:

Executive	Investment Level = Multiple of Annual Base Salary	Direct Ownership of Agilent Stock (# of Shares)
CEO	6X	N/A
CFO	3X	80,000
All other executive officers	3X	40,000

Shares directly owned by the executive officer and their household family members, deferred shares and vested restricted stock units are considered in complying with these guidelines. An annual review is conducted to assess compliance with the guidelines, and at the end of fiscal year 2023, all of our NEOs had either met or were on track to reach their stock ownership guideline requirements within the applicable timeframe.

### *Benefits*

Our global benefits philosophy is to provide NEOs with protection and security through health and welfare, retirement, disability insurance and life insurance programs. During fiscal year 2023, the CEO and other NEOs were eligible to receive the same benefits that are generally available to our other employees. Generally, it is our Compensation Committee's philosophy to not provide perquisites to our NEOs except in limited circumstances as described below.

Our executive officers can use company drivers to transport themselves and their family members to the airport for personal travel. Lastly, in fiscal year 2023, we provided certain relocation expenses for Messrs. McMahon and McDonnell for their relocations from Massachusetts and Delaware, respectively, to the San Francisco Bay Area through the Company's Indefinite Relocation Program, applicable to all employees to facilitate their relocations. Our relocation program is designed to facilitate employee relocations that support our business priorities. It does not provide any payments for loss on the sale of a home or special tax gross-ups. These perquisites are included in the "All other Compensation" column in the "Summary Compensation Table."

### *Deferred Compensation*

NEOs on the U.S. payroll are eligible to voluntarily defer base salary, short-term incentives in the form of awards under the Performance-Based Compensation Plan and long-term incentives in the form of stock awards under the LTTP. The deferrals are made through our 2005 Deferred Compensation Plan, which is available to all active employees on the US payroll whose total target compensation is greater than or equal to \$330,000. This is a common benefit arrangement offered by our peer companies, and our plan does not guarantee above market or a specific rate of return on deferrals.

These benefits and an additional description of plan features are set forth in the section entitled "Non-Qualified Deferred Compensation" below and the narrative descriptions accompanying this section.

### *Retirement and Pension Benefits*

Our executive officers are entitled to participate in the same defined contribution retirement plan that is generally available to all of our eligible employees. We make matching contributions to eligible participants' retirement plan accounts based on a percentage of their eligible compensation under applicable tax rules. We believe that this retirement program permits our executives to save for their retirement in a tax-effective manner. For additional information regarding certain of our other retirement programs, please see the section entitled "Pension Benefits".

### *Policy Regarding Compensation in Excess of \$1 Million per Year*

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of \$1 million paid to our "covered employees," which include our current NEOs.

As a general matter, while our Compensation Committee considers tax deductibility as one of several relevant factors in determining executive compensation, it retains the flexibility to design and maintain executive compensation arrangements that it believes will attract and retain executive talent, even if such compensation is not deductible by the company for federal income tax purposes.

### *Termination and Change of Control*

Consistent with the practice of many of our peers, the Compensation Committee adopted change-of-control agreements designed to provide protection to the NEOs so they are not distracted by their personal, professional and financial situations at a time when we need them to remain focused on their responsibilities, our best interests and those of all our stockholders. These

agreements provide for a “double-trigger” payout only in the event of a change of control and the executive officer is either terminated from his-or-her position or moved into a position that represents a substantial change in responsibilities within a limited period of time after the transaction (these agreements do not become operative unless both events occur).

None of our current change-of-control agreements contain an excise tax gross-up clause. Potential payments to our NEOs in the event of a change of control under our existing agreements are reported in the “Termination and Change of Control Table”.

In addition, we have a Workforce Management Program in place that is applicable to all employees, including NEOs. Employment security is tied to competitive realities as well as individual results and performance, but from time to time, business circumstances could dictate the need for us to reduce our workforce. The Workforce Management Program is intended to assist employees affected by restructuring by providing transition income in the form of severance benefits.

#### COMPENSATION COMMITTEE REPORT

*The information contained in this report shall not be deemed to be “soliciting material,” to be “filed” with the SEC, or to be subject to Regulation 14A or Regulation 14C (other than as provided in Item 407 of Regulation S-K) or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed to be incorporated by reference in future filings with the SEC except to the extent that the company specifically incorporates it by reference into a document filed under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act.*

The company’s executive compensation program is administered by the Compensation Committee of the Board (the “Compensation Committee”). The Compensation Committee, which is composed entirely of independent, non-employee directors, is responsible for approving and reporting to the Board on all elements of compensation for the executive officers. In this regard, the Compensation Committee has reviewed and discussed the “Compensation Discussion and Analysis” section of this proxy statement with management. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the “Compensation Discussion and Analysis” section be included in this proxy statement and incorporated by reference into the company’s Annual Report on Form 10-K for the fiscal year ended October 31, 2023.

Submitted by:

#### Compensation Committee

George A. Scangos, Ph.D., Chairperson  
Mala Anand  
Hans E. Bishop  
Otis W. Brawley, M.D.  
Heidi K. Kunz

## EXECUTIVE COMPENSATION

### Summary Compensation Table

The following table sets forth information regarding compensation earned by our NEOs for fiscal year 2023 and, if applicable, during fiscal years 2021 and 2022. All compensation is disclosed, whether or not such amounts were paid in such year:

Name and Principal Position	Year <sup>(1)</sup>	Salary <sup>(2)</sup> (\$)	Cash Bonus (\$)	Stock Awards <sup>(3)(4)</sup> (\$)	Stock Options <sup>(3)(4)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(5)</sup> (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(6)</sup> (\$)	All other Compensation <sup>(7)</sup> (\$)	Total (\$)
Michael R. McMullen Chief Executive Officer	2023	1,315,693	-	11,329,058	2,780,022	514,597	-	84,040	16,023,410
	2022	1,280,000	-	10,505,767	2,483,374	2,296,655	-	81,617	16,647,413
	2021	1,280,000	-	9,165,390	2,295,015	3,149,714	-	77,512	15,967,631
Robert McMahon Senior Vice President, Chief Financial Officer	2023	726,769	-	2,999,006	735,873	259,599	-	89,008	4,810,255
	2022	696,365	-	2,626,453	620,854	717,705	-	129,299	4,790,676
	2021	663,500	-	2,291,271	573,766	1,007,000	-	176,196	4,711,733
Padraig McDonnell Senior Vice President, President Agilent Cross Lab Group	2023	606,231	-	1,777,128	436,092	316,363	-	137,084	3,272,898
	2022	571,212	-	1,510,466	356,972	652,997	-	70,667	3,162,314
	2021	495,000	-	1,249,771	312,968	686,716	-	499,472	3,243,927
Henrik Ancher-Jensen Senior Vice President, President Order Fulfillment and Supply Chain	2023	673,385	-	1,932,568	474,246	240,040	-	14,019	3,334,258
	2022	604,962	-	2,574,662	576,196	676,693	-	23,566	4,456,079
Sam Raha Senior Vice President, President Diagnostics and Genomics Group	2023	631,231	-	1,932,568	474,246	204,361	-	41,059	3,283,465
	2022	596,365	-	1,794,581	424,255	504,375	-	39,276	3,358,852
	2021	563,500	-	1,541,332	385,985	738,536	-	33,534	3,262,887

- (1) Compensation is provided only for fiscal years for which each individual qualified as an NEO.
- (2) Mr. McMullen did not receive any pay increases in either fiscal year 2022 or 2021.
- (3) Reflects the aggregate grant date fair values, computed in accordance with Accounting Standards Codification Topic 718, Stock Compensation ("ASC Topic 718"). For more information regarding our application of ASC Topic 718, including the assumptions used in the calculations of these amounts, please refer to Note 4 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2023.
- (4) The expenses listed in these columns include expenses for stock awards and options awarded in accordance with the LTPP and 2018 Stock Plan. For performance-based restricted stock unit awards, the grant date fair value of such awards at the time of grant was based upon the probable outcome at the time of grant. The value of the FY23 performance-based restricted stock unit awards at the grant date, assuming that the highest level of performance conditions are achieved are \$17,044,958, \$4,512,169, \$2,673,673, \$2,907,753 and \$2,907,753 for Messrs. McMullen, McMahon, McDonnell, Ancher-Jensen and Raha respectively. The amounts reflected in these columns do not represent the actual amounts paid to or realized by the NEOs for these awards.
- (5) Amounts consist of incentive awards earned by the NEOs during the fiscal year under the Performance-Based Compensation Plan for Covered Employees. These amounts represent the final payouts after a 50% reduction for the CEO and a 25% reduction for all other NEOs was applied. See the "Compensation Discussion & Analysis - Fiscal year 2023 Compensation - Short-Term cash incentives" for additional details.
- (6) Amounts represent the net change in pension value for the following company sponsored pension plans: Agilent Technologies, Inc. Deferred Profit-Sharing Plan; Agilent Technologies, Inc. Retirement Plan and the Agilent Technologies, Inc. Supplemental Benefit Retirement Plan.
- (7) The information for the dollar amounts found in the All other Compensation column can be found in the following two tables and accompanying footnotes.

NEO	401(k) Employer Contribution <sup>(1)</sup>	Deferred Compensation Employer Contributions <sup>(2)</sup>	Travel Expenses <sup>(3)</sup>	Relocation <sup>(4)</sup>	Total
Mr. McMullen	\$19,596	\$59,262	\$5,182	\$0	\$84,040
Mr. McMahon	\$19,687	\$23,954	\$1,885	\$43,482	\$89,008
Mr. McDonnell	\$13,961	\$16,708	\$742	\$105,673	\$137,084
Mr. Ancher-Jensen	\$14,019	\$0	\$0	\$0	\$14,019
Mr. Raha	\$20,777	\$18,208	\$2,074	\$0	\$41,059

(1) Amounts reflect company contributions to the Agilent Technologies, Inc. 401(k) Plan in fiscal year 2023.

(2) Amounts reflect company contributions to the Agilent Technologies Deferred Compensation Plan in fiscal year 2023.

(3) Amounts reflect imputed income expenses for the use of our drivers and vehicles for personal travel, including spouses and family; and expenses related to spousal travel to our annual President's Club meeting to recognize the highest performing salespeople in the company.

(4) Our relocation program is available to all employees, including officers, and is designed to facilitate employee relocations that support our business priorities. Our relocation program does not provide any payments for loss on the sale of a home or special tax gross-ups. Messrs. McMahon and McDonnell relocated to the Bay Area from Massachusetts and Delaware, respectively. To facilitate these moves, they participated in our relocation program. For fiscal year 2023, relocation costs for Mr. McMahon were \$43,482. Those expenses consisted of tax preparation and advice assistance and mortgage subsidies provided by the company under our relocation policy, with the payments being spread out over a four-year period. See table below for current and future mortgage subsidies. Relocation costs for Mr. McDonnell were \$105,673 and consisted of tax preparation and advice assistance, temporary living quarters and shipment of household goods.

Name	Mortgage Subsidies			
	Fiscal Year 2023 Paid Amount (\$)	Fiscal Year 2024 Projected Amount (\$)	Fiscal Year 2025 Projected Amount (\$)	Fiscal Year 2026 Projected Amount (\$)
Michael R. McMullen <sup>(1)</sup>	N/A	N/A	N/A	N/A
Robert McMahon <sup>(2)</sup>	24,888	12,963	N/A	N/A
Padraig McDonnell <sup>(3)</sup>	N/A	N/A	N/A	N/A
Henrik Ancher-Jensen <sup>(3)</sup>	N/A	N/A	N/A	N/A
Sam Raha <sup>(3)</sup>	N/A	N/A	N/A	N/A

(1) Mr. McMullen is no longer eligible to receive any mortgage subsidy payments.

(2) The total four-year mortgage subsidy for Mr. McMahon is \$158,857.

(3) Messrs. McDonnell, Ancher-Jensen and Raha are not eligible to receive any mortgage subsidy payments.

**Grants of Plan-Based Awards**

The following table sets forth certain information regarding grants of plan-based awards to each of our NEOs during fiscal year 2023. For more information, please refer to the “Compensation Discussion and Analysis.”

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards <sup>(3)</sup>	All Other Option Awards <sup>(3)</sup>	Exercise Price for Stock Options <sup>(4)</sup>	Grant Date Fair Value of Stock and Option Awards <sup>(5)</sup>
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)	Awards (\$)	Awards (\$)	Options (\$)	Option Awards (\$)
Michael McMullen	11/15/2022	462,000	1,848,000	3,696,000	-	-	-	-	-	-	-
	11/15/2022	-	-	-	956,250	3,825,000	7,650,000	-	-	-	4,183,791
	11/15/2022	-	-	-	956,250	3,825,000	7,650,000	-	-	-	4,338,688
	11/15/2022	-	-	-	-	-	-	2,806,579	-	-	2,806,579
Robert McMahon	11/15/2022	-	-	-	-	-	-	-	2,780,022	148.00	2,780,022
	11/15/2022	182,500	584,000	1,168,000	-	-	-	-	-	-	-
	11/15/2022	-	-	-	253,125	1,012,500	2,025,000	-	-	-	1,107,515
	11/15/2022	-	-	-	253,125	1,012,500	2,025,000	-	-	-	1,148,569
Padraig McDonnell	11/15/2022	-	-	-	-	-	-	742,922	-	-	742,922
	11/15/2022	-	-	-	-	-	-	-	735,873	148.00	735,873
	11/15/2022	152,500	488,000	976,000	-	-	-	-	-	-	-
	11/15/2022	-	-	-	150,000	600,000	1,200,000	-	-	-	656,254
Henrik Ancher-Jensen	11/15/2022	-	-	-	150,000	600,000	1,200,000	-	-	-	680,582
	11/15/2022	-	-	-	-	-	-	440,291	-	-	440,291
	11/15/2022	-	-	-	-	-	-	-	436,092	148.00	436,092
	11/15/2022	-	-	-	-	-	-	-	-	-	-
Sam Raha	11/15/2022	168,750	540,000	1,080,000	-	-	-	-	-	-	-
	11/15/2022	-	-	-	138,750	555,000	1,110,000	-	-	-	1,188,373
	11/15/2022	-	-	-	138,750	555,000	1,110,000	-	-	-	740,141
	11/15/2022	-	-	-	-	-	-	478,692	-	-	478,692
Sam Raha	11/15/2022	-	-	-	-	-	-	-	474,246	148.00	474,246
	11/15/2022	158,750	508,000	1,016,000	-	-	-	-	-	-	-
	11/15/2022	-	-	-	163,125	652,500	1,305,000	-	-	-	713,736
	11/15/2022	-	-	-	163,125	652,500	1,305,000	-	-	-	740,141
Sam Raha	11/15/2022	-	-	-	-	-	-	478,692	-	-	478,692
	11/15/2022	-	-	-	-	-	-	-	474,246	148.00	474,246

- (1) Reflects the value of the potential payout targets for fiscal year 2023 pursuant to the annual award program under our Performance-Based Compensation Plan. Actual payout amounts under this plan are disclosed in the “Summary Compensation Table.”
- (2) Reflects the value of potential payout of the target number of performance shares granted in fiscal year 2023 for the FY23 through FY25 performance period under our LTTP. Actual payout of these awards, if any, will be determined by the Compensation Committee after the end of the performance period depending on whether the performance criteria set forth in our LTTP were met. Payout, if any, will be in the form of our common stock. Please see “Compensation Discussion and Analysis—Long-Term Incentives” for disclosure regarding material terms of the LTTP.
- (3) Reflects restricted stock units and stock options granted in fiscal year 2023 under the 2018 Stock Plan in accordance with our long-term incentive goals as described in the “Compensation Discussion and Analysis—Long-Term Incentives.” Such restricted stock units and stock options vest at 25% per year over four years with a one-year post-vest holding period assigned to each restricted stock unit tranche as it vests.
- (4) Represents the exercise price for the stock options granted on November 15, 2022.
- (5) With respect to performance-based awards, amounts represent the grant date fair value determined in accordance with ASC Topic 718 based on the probable outcome of performance conditions. Values differ due to the performance criteria assigned to each award.

**Outstanding Equity Awards at Fiscal Year-End**

The following table provides information on the current holdings of options, performance-based stock awards and restricted stock units by our NEOs as of October 31, 2023.

		Option Awards <sup>(1)</sup>				Restricted Stock Unit Awards <sup>(2)</sup>		Performance Share Awards	
		Number of Securities Underlying Unexercised Options (#)		Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units That Have Not Vested (\$)	Number of Unearned Shares That Have Not Vested <sup>(3)</sup> (#)	Market Value of Shares That Have Not Vested (\$)
Name	Grant Date	Exercisable	Unexercisable						
Michael R. McMullen	3/18/2015	65,218	-	42.12	3/17/2025				
	11/17/2020	45,795	45,795	109.86	11/17/2030				
	11/16/2021	15,612	46,839	161.39	11/16/2031				
	11/15/2022	—	59,165	148.00	11/15/2032				
	11/19/2019					15,111	1,562,024		
	11/17/2020					10,941	1,130,971		
	11/16/2021					12,180	1,259,047		
	11/15/2022					20,245	2,092,726		
	11/17/2020							65,186	6,738,277
	11/16/2021							48,468	5,010,137
	11/15/2022							60,412	6,244,789
	11/17/2020							51,056	5,277,659
	11/16/2021							36,626	3,786,030
	11/15/2022							44,000	4,548,280
Total		126,625	151,799			58,477	6,044,768	305,748	31,605,172
Robert McMahon	11/17/2020	11,449	11,449	109.86	11/17/2030				
	11/16/2021	3,903	11,710	161.39	11/16/2031				
	11/15/2022	-	15,661	148.00	11/15/2032				
	11/19/2019					3,531	364,999		
	11/17/2020					2,735	282,717		
	11/16/2021					3,045	314,762		
	11/15/2022					5,359	553,960		
	11/17/2020							16,296	1,684,518
	11/16/2021							12,118	1,252,638
	11/15/2022							15,992	1,653,093
	11/17/2020							12,764	1,319,415
	11/16/2021							9,156	946,456
	11/15/2022							11,648	1,204,054
	Total		15,352	38,820			14,670	1,516,438	77,974
Padraig McDonnell	11/17/2020	6,245	6,245	109.86	11/17/2030				
	11/16/2021	2,244	6,733	161.39	11/16/2031				
	11/15/2022	-	9,281	148.00	11/15/2032				
	11/19/2019					530	54,786		
	5/19/2020					529	54,683		
	11/17/2020					1,492	154,228		
	11/16/2021					1,752	181,104		
	11/15/2022					3,176	328,303		
	11/17/2020							8,888	918,753
	11/16/2021							6,968	720,282
	11/15/2022							9,476	979,534
	11/17/2020							6,962	719,662
	11/16/2021							5,266	544,346
	11/15/2022							6,902	713,460
Total		8,489	22,259			7,479	773,104	44,462	4,596,037
Henrik Ancher-Jensen	11/17/2020	6,869	6,870	109.86	11/17/2030				
	11/16/2021	2,407	7,221	161.39	11/16/2031				
	5/3/2022	1,399	4,199	122.40	5/3/2032				
	11/15/2022	-	10,093	148.00	11/15/2032				
	11/19/2019					2,119	219,041		
	11/17/2020					1,641	169,630		
	11/16/2021					508	52,512		
	11/16/2021					1,878	194,129		
	5/3/2022					1,234	127,559		
	11/15/2022					3,453	356,937		
	11/17/2020							9,778	1,010,752
	11/16/2021							7,472	772,381
	5/3/2022							4,890	505,479
	11/15/2022							10,306	1,065,331
	11/17/2020							7,658	791,607
	11/16/2021							5,646	583,627
	5/3/2022							3,558	367,790
	11/15/2022							7,506	775,895
Total		10,675	28,383			10,833	1,119,808	56,814	5,872,862
Sam Raha	11/17/2020	7,702	7,702	109.86	11/17/2030				
	11/16/2021	2,667	8,002	161.39	11/16/2031				
	11/15/2022	-	10,093	148.00	11/15/2032				
	11/19/2019					2,260	233,616		
	11/17/2020					1,840	190,201		
	11/16/2021					2,081	215,113		
	11/15/2022					3,453	356,937		
	11/17/2020							10,962	1,133,142
	11/16/2021							8,280	855,904
	11/15/2022							10,306	1,065,331
11/17/2020							8,586	887,535	

	11/16/2021					6,256	646,683
	11/15/2022					7,506	775,895
<b>Total</b>		<b>10,369</b>	<b>25,797</b>	<b>9,634</b>	<b>995,867</b>	<b>51,896</b>	<b>5,364,488</b>

- (1) All stock options vest at a rate of 25% per year over four years.
- (2) All RSUs vest at the rate of 25% per year over four years.
- (3) Amounts reflect multiple unvested performance share awards that are outstanding simultaneously as of the end of fiscal year 2023 for each NEO under the LTPP. Since the FY20-FY22 LTPP EPS and TSR performance shares achieved payouts of 147% and 200% respectively, the amounts shown for the outstanding LTPP EPS and TSR performance share awards are shown at the maximum payout. The performance share awards granted on November 17, 2020 were vested and assessed on November 14, 2023. The performance share awards granted on November 16, 2021 will vest and be assessed in November 2024. The performance share awards granted on November 15, 2022 will vest and be assessed in November 2025.

## Option Exercises and Stock Vested

The following table sets forth information on restricted stock units and performance awards which vested during fiscal year 2023 and stock option exercises that took place in fiscal year 2023 and the value realized on the date of exercise, if any, by each of our NEOs.

Name	Option Awards		Restricted Stock Unit Awards		Performance Awards	
	Number of Shares Acquired on Exercise <sup>(1)</sup>	Value Realized on Exercise <sup>(2)</sup>	Number of Shares Acquired Upon Vesting <sup>(1)</sup>	Value Realized on Vesting <sup>(2)</sup>	Number of Shares Acquired Upon Vesting <sup>(3)</sup>	Value Realized on Vesting <sup>(3)</sup>
	(#)	(\$)	(#)	(\$)	(#)	(\$)
Michael R. McMullen	149,995	16,941,404	40,864	6,002,500	137,544	20,356,512
Robert McMahon	-	-	9,682	1,421,952	32,134	4,755,832
Padraig McDonnell	-	-	2,779	397,187	9,550	1,413,400
Henrik Ancher-Jensen	-	-	6,439	940,790	19,280	2,853,440
Sam Raha	-	-	6,002	880,982	20,566	3,043,768

- (1) The amounts reflect the number of shares pursuant to options that were exercised or units that vested during the fiscal year, including in the case of restricted stock units, the shares that vested but were still subject to a one-year post-vest holding period.
- (2) The value of these awards is based on the difference between the market price and the exercise price on the date of exercise, and for restricted stock units and performance shares, the closing price of our common stock on the date the shares vested.
- (3) Amounts reflect the performance shares granted in fiscal year 2020 pursuant to the LTPP for the fiscal years 2020 to 2022 performance period and paid out in November of calendar year 2022. Mr. McMahon and Mr. Raha had elected to defer 9,640 shares and 4,113 shares, respectively, into their Deferred Compensation Accounts. All performance award shares were subject to a one-year post-vest holding period.

## Pension Benefits

The following table shows the estimated present value of accumulated benefits, including years of service, payable at normal retirement age (65) to our NEOs under certain pension plans. Messrs. McMahon and McDonnell did not have an interest in any of our pension plans and there were no payments under any of our pension plans to any of our NEOs in fiscal year 2023. To calculate an eligible employee's years of service, the pension plans will bridge each eligible employee's service, if any, with Hewlett-Packard company prior to June 2, 2000, to that eligible employee's service with us on or after June 2, 2000; the total years of service will reflect employment service from both Hewlett-Packard and us, capped at 30 years of service. The cost of all pension plans set forth below is paid entirely by us. The present value of accumulated benefit is calculated using the assumptions under ASC Topic 715, Compensation – Retirement Benefits for the fiscal year end measurement (as of October 31, 2023). The present value is based on a lump sum interest rate of 6%, DPSP rate of return of 7.5% and the "applicable mortality table" described in Section 417(e)(3) of the Internal Revenue Code. See also Note 14 to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended October 31, 2023.

Pension Benefits			
Name	Eligible for Full Retirement Benefits?	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit (\$)
<b>Michael R. McMullen</b>			
Deferred Profit-Sharing Plan			162,114
U.S. Retirement Plan	Y	30	815,615
Supplemental Benefit Plan			830,746
<i>Total</i>			<b>1,808,475</b>
<b>Henrik Ancher-Jensen</b>			
Deferred Profit-Sharing Plan			-
U.S. Retirement Plan	N	3	99,455
Supplemental Benefit Plan			57,528
<i>Total</i>			<b>156,983</b>
<b>Sam Raha</b>			
Deferred Profit-Sharing Plan			-
U.S. Retirement Plan	N	3	86,846
Supplemental Benefit Plan			-
<i>Total</i>			<b>86,846</b>

## Deferred Profit-Sharing Plan

The Deferred Profit-Sharing Plan is a closed, defined contribution plan. The Deferred Profit-Sharing Plan was created by Hewlett-Packard and covers participants' service with Hewlett-Packard before November 1, 1993, and is used as a floor offset for the Retirement Plan for service prior to November 1, 1993. There have been no contributions into the plan since October 31, 1993.

For service prior to November 1, 1993 (if any), the benefit due is the greater of (i) the benefit defined by the Retirement Plan formula, or (ii) the annuity value of the Deferred Profit-Sharing Plan account balance. Therefore, for service prior to November 1, 1993, the Retirement Plan guarantees a minimum retirement benefit.

Benefits under the Deferred Profit-Sharing Plan are payable at normal retirement age as either (i) a single life annuity for single participants, or (ii) a 50% joint and survivor annuity for married participants. Participants may elect to receive payments at any time following termination or retirement in the above forms or as 75% or 100% joint and survivor annuity, or as a one-time lump sum.

### *Retirement Plan*

The Retirement Plan, which was frozen for all participants as of April 30, 2016, was available to all employees hired onto U.S. payroll before November 1, 2014, and guarantees a minimum retirement benefit payable at normal retirement age (the later of age 65 or termination). Benefits were accrued on a monthly basis as a lump sum payable at normal retirement age based on eligible pay and years of service up to a maximum of 30 years as follows:

*For participants who have fewer than 15 years of service:*

11% × target pay at the end of the month

PLUS

5% × target pay at the end of the month in excess of 50% of the Social Security Wage Base

*For participants who have 15 or more years of service:*

14% × target pay at the end of the month

PLUS

5% × target pay at the end of the month in excess of 50% of the Social Security Wage Base

Benefits under the Retirement Plan are payable as either (a) a single life annuity for single participants or as (b) a 50% joint and survivor annuity for married participants. Participants may elect to receive payments at any time following termination or retirement in the above forms or as an actuarially equivalent 75% or 100% joint and survivor annuity, or as a one-time lump sum. Payments made prior to normal retirement age will be reduced in accordance with the plan provisions.

### *Supplemental Benefit Retirement Plan*

The Supplemental Benefit Retirement Plan, which was frozen for all participants as of April 30, 2016, is an unfunded, non-qualified deferred compensation plan. Benefits payable under this plan are equal to the excess of the combined qualified Retirement Plan and Deferred Profit-Sharing Plan amount that would be payable in accordance with the terms of the Retirement Plan disregarding the benefit and compensation limitations imposed pursuant to sections 415 and 401(a)(17) of the Internal Revenue Code.

Benefits under the Supplemental Benefit Retirement Plan are payable upon termination or retirement as follows:

- Accruals prior to January 1, 2005 are paid in a single lump sum in the January following the fiscal year in which the participant takes his or her qualified Retirement Plan benefit.
- Accruals after December 31, 2004 are paid based on the date the participant retires or terminates: in January immediately following if retirement or termination occurs during the first six months of the year; or in the following July if retirement or termination occurs during the second six months of the year. Participants will receive a benefit in the form of either five annual installments (if the lump sum value is at least \$150,000); or in a single lump sum (if the lump sum value is less than \$150,000).

### **Non-Qualified Deferred Compensation**

For fiscal year 2023, the 2005 Deferred Compensation Plan was available to all active employees on the US payroll with total target cash salary, including the short-term Performance-Based Compensation Plan, greater than or equal to \$330,000.

There are three types of earnings that may be deferred under the program:

1. 100% of annual base pay earnings in excess of the IRS qualified plan limit of \$330,000 for 2023;
2. 95% of bonus earnings, discretionary and cash compensation paid under the Performance-Based Compensation Plan; and
3. 95% of “at risk” compensation paid out in accordance with the terms of our LTPP. Awards under this program are paid out in the form of our common stock.

Deferral elections may be made annually and are part of overall tax planning for many executives. There are several investment options available under the Plan, most of which mirror the investment choices under our tax-qualified 401(k) plan. All investment choices are made by the participant. Based on market performance, dividends and interest are credited to participants’ accounts from the funds that the participant has elected.

At the time participation is elected, employees must also elect payout in one of three forms, which can commence upon termination or be delayed by an additional one, two or three years following termination:

1. a single lump sum payment;
2. annual installments over a five to fifteen-year period; or
3. a single lump sum payment in January or July on or after 2025.

As of May 2022, the company provides one type of employer contribution, which is a matching contribution up to 6% of deferred base pay amounts above the IRS qualified plan limit. Prior to May 2022, the company also provided a transitional company contribution (DCPTCC) which is a formulaic contribution put in place due to the freeze of the U.S. pension and supplemental benefit retirement plans. Contributions made by the company to our NEOs are detailed in the table that follows.

Payouts are distributed to eligible participants in January of the year following termination, if termination occurs during the first six months of the calendar year. Otherwise, payouts are distributed to eligible participants in July of the year following termination where termination occurs during the second half of the calendar year. No early distributions or withdrawals are allowed. When and if received, a participant in the LTPP may elect to defer his or her shares through our 2005 Deferred Compensation Plan. The LTPP shares are deferred in the form of our common stock only. At the end of the deferral period, the LTPP shares are released to the executive.

We have established a rabbi trust as a source of funds to make payments under the non-qualified deferred compensation plan. As of October 31, 2023, the rabbi trust with Fidelity Management Trust Company was fully funded, so there is no need for additional funding.

The table below provides information on the non-qualified deferred compensation of the NEOs for fiscal year 2023.

Name	Executive Contributions in Last Fiscal Year <sup>(1)</sup> (\$)	Company Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year <sup>(2)</sup> (\$)	Aggregate Balance at Fiscal Year-End (\$)
Michael R. McMullen	62,750	59,262	98,906	1,051,992
Robert McMahon	1,597,376	23,954	(717,314)	2,513,578
Padraig McDonnell	58,468	16,708	12,218	192,126
Henrik Ancher-Jensen	-	-	(1,557,248)	4,759,350
Sam Raha	652,472	18,208	(619,185)	2,256,409

(1) The salary and cash compensation portion of the amounts reflected above is included in the amount reported in the “Summary Compensation Table” for the applicable year.

(2) Amounts reflected are not included in the “Summary Compensation Table” because the earnings are not “above-market.” These amounts include dividends, interest and change in market value.

## Termination and Change of Control Arrangements

Set forth below is a description of the plans and agreements that could result in potential payments to the NEOs in the case of their termination of employment and/or a change of control of the company.

### *Change of Control Agreements*

Each NEO has entered into a Change of Control Agreement with the company. Under these agreements, in the event that within 24 months after or three months prior to a change of control of the company (or any time prior to a change of control if such action is requested by a potential acquiror), the company or its successor terminates the employment of such executive without cause or an event constituting good reason occurs and the executive resigns within three months after such an event, the executive will be entitled to: (i) two times, or solely with respect to the CEO, three times, the sum of such executive's base salary and target bonus, (ii) payment of \$80,000 for medical insurance premiums, (iii) full vesting of all outstanding options and stock awards not subject to performance-based vesting, and (iv) a prorated portion of any bonus for the fiscal year in which such termination occurs based on the greater of actual achievement as accrued on the termination date and target performance. Our change of control agreements do not provide tax gross-ups of parachute payments and instead provide "best-net" cutbacks.

Under the current agreements, a "change of control" means the occurrence of any of the following events: (i) the sale, exchange, lease or other disposition or transfer of all or substantially all of the assets of the company to a third party; (ii) a merger or consolidation involving the company in which our stockholders immediately prior to such merger or consolidation are not the owners of more than 75% of the total voting power of the outstanding voting securities of the company after the transaction; (iii) the acquisition of beneficial ownership of at least 25% of the total voting power of the outstanding voting securities of the company by a third person; or (iv) Individuals who, as of effective date of such agreements, constitute the Board cease for any reason to constitute at least a majority of the Board.

"Good reason" means (i) the reduction of the officer's rate of pay, other than reductions that apply to employees generally and variable and performance reductions; (ii) failure to provide benefits after a change of control, which taken as a whole are substantially similar to those in effect prior to the change in control, or any actions that significantly and adversely affect participation in or cause the reduction of benefits, other than those applied to employees broadly; (iii) a change in the officer's duties, responsibilities, authority, job title, or reporting relationships resulting in a significant diminution of position, subject to certain exceptions; (iv) the relocation to a worksite that is more than 35 miles from his or her prior worksite and which increases the distance between such executive's home and principal office by more than 35 miles, unless executive accepts such relocation opportunity; (v) the failure or refusal of a successor to the company to assume our obligations under the agreement, or (vi) a material breach by the company or any successor to the company of any of the material provisions of the agreement.

Under these agreements, "cause" means misconduct, including: (i) conviction of any felony or any crime involving moral turpitude or dishonesty which has a material adverse effect on our business or reputation; (ii) repeated unexplained or unjustified absences from the company; (iii) refusal or willful failure to act in accordance with any specific directions, orders or policies of the company that has a material adverse effect on our business or reputation; (iv) a material and willful violation of any state or federal law that would materially injure the business or reputation of the company as reasonably determined by the Board; (v) participation in a fraud or act of dishonesty against the company which has a material adverse effect on our business or reputation; (vi) conduct by the officer which the Board determines demonstrates gross unfitness to serve; or (vii) intentional, material violation by the officer of any contract between the officer and the company or any statutory duty of the officer to the company that is not corrected within thirty days after written notice to the officer.

The foregoing severance payments and benefits are subject to the participant's timely execution and non-revocation of a general release of claims and continue with certain restrictive covenants. In addition, these payments and benefits are subject to a "best net after-tax" provision in the event that the benefits would trigger excise tax penalties and loss of deductibility under Sections 280G and 4999 of the U.S. Internal Revenue Code.

In addition, in the event of a change of control:

1. Participants in the LTPP would receive an LTPP payout of their performance shares equal to the greater of the target award and the accrued payout amount, payable at the earlier of the end of the applicable performance period and the change of control. In the case of a change of control during the first 12 months of the performance cycle, any amounts payable will be prorated for the amount of time elapsed in the first 12 months of the performance cycle; and
2. Participants who receive restricted stock unit awards and stock options would vest in full immediately prior to the closing of the transaction, unless the awards are assumed, converted or replaced in full by the successor corporation or a parent or subsidiary of the successor.

#### *Termination and Change of Control Table*

For each of the NEOs, the table below estimates the amount of compensation that would be paid in the event a change of control of the company occurs and the executive is terminated without cause or voluntarily resigns for good reason, in both cases either within 24 months following the change of control or within three months prior to such change of control.

The amounts shown assume that each of the terminations was effective October 31, 2023.

Name	Cash Severance Payments (\$)	Continuation of Benefits (\$) <sup>(1)</sup>	Stock Award Acceleration (\$) <sup>(2)</sup>	Option Acceleration (\$) <sup>(2)</sup>	Pension Benefits (\$) <sup>(3)</sup>	Total Termination Benefits (\$)
Michael R. McMullen	9,504,000	80,000	6,044,768	-	1,808,475	17,437,243
Robert McMahon	2,628,000	80,000	1,516,438	-	-	4,224,438
Padraig McDonnell	2,196,000	80,000	773,104	-	-	3,049,104
Henrik Ancher-Jensen	2,430,000	80,000	1,119,808	-	156,983	3,786,791
Sam Raha	2,286,000	80,000	995,867	-	86,846	3,448,713

(1) Flat lump sum benefit for healthcare expenses, including additional health plan premium payments that may result from termination in the event of change of control.

(2) Stock values calculated using Agilent's closing stock price of \$103.37 on October 31, 2023. For information regarding potential payments related to performance stock units upon a change of control, see "Change of Control Agreements" above.

(3) For information regarding potential payments upon termination under the Retirement Plan, the Supplemental Benefit Retirement Plan and the Deferred Profit-Sharing Plan, in which our NEOs participate, see "Pension Benefits" above.

#### **CEO Pay Ratio**

The SEC requires companies to disclose the ratio of the annual total compensation of their CEO to the median of the annual total compensation of their other employees.

#### *Methodology and Pay Ratio*

We determined the median employee based on the 18,595 employees on our payroll (excluding the CEO) as of October 31, 2023, based on a consistently applied compensation measure defined as the sum of base salary, annual bonus and target LTI value. Once we identified the median employee, the annual total compensation was then calculated according to the SEC's rules for the Summary Compensation Table. The annual total compensation of our median employee for fiscal year 2023 was \$78,825. As disclosed in our Summary Compensation Table on page 44, our CEO's annual total compensation for fiscal year 2023 was \$16,023,410. Based on these compensation amounts, our estimate of the ratio of the annual total compensation of CEO to the annual total compensation of our median employee was 203 to 1.

As of October 31, 2023, Agilent had employees in 30 countries with 36% in Asia Pacific, 26% in Europe, Middle East and Africa and 38% in the Americas.

**Pay versus performance**

The following information, as required and defined by SEC rules, shows the relationship between executive compensation actually paid and certain financial performance measures. For information about how our Compensation Committee seeks to align executive compensation with the company's performance, see "Compensation discussion and analysis." The amounts in the table below are calculated in accordance with SEC rules and do not represent amounts actually earned or realized by our NEOs.

Fiscal Year	Summary Compensation Table Total for CEO	Compensation Actually Paid to CEO <sup>(1)</sup>	Average Summary Compensation Table for Non-CEO Named Executive Officers	Average Compensation Actually Paid to Non-CEO Named Executive Officers <sup>(1)</sup>	Value of Initial Fixed \$100 Investment Based on:		Company Selected Measure (Adjusted EPS) <sup>(5)</sup>
					Total Shareholder Return <sup>(2)</sup>	Peer Group Total Shareholder Return <sup>(3)</sup>	
2023	\$16,023,410	\$1,007,462	\$3,675,219	\$591,636	\$103.21	\$133.16	\$5.44
2022	\$16,647,413	\$10,456,854	\$4,166,422	\$3,108,256	\$137.17	\$128.81	\$5.22
2021	\$15,967,631	\$31,773,386	\$3,755,224	\$6,017,348	\$155.15	\$140.01	\$4.34

1. Represents the amount of "Compensation Actually Paid" or "CAP" as computed per SEC rules. These amounts do not reflect the actual amount of compensation earned by or paid to the applicable individual(s) during the applicable year. The following table summarizes the adjustments made to total compensation in accordance with Item 402(v) of Regulation S-K in order to determine the compensation amounts shown in the table above as being "Compensation Actually Paid". The CEO was Mr. McMullen for all years in the table. The other NEOs were Messrs McMahon and Raha (all years), Mr. Ancher-Jensen (2023 and 2022), Mr. McDonnell (2023 and 2021) and Mr. Thaysen (2022 and 2021). Mr. Thaysen resigned from the company effective September 5, 2023.
2. For the relevant fiscal year, represents the cumulative total shareholder return of the company for the measurement periods ending on October 31 of each of 2023, 2022 and 2021, respectively.
3. For the relevant fiscal year, represents the cumulative total shareholder return of the Standard & Poor's 500 Healthcare and Standard & Poor's 500 Materials Indices ("S&P Index"), our published industry index for purposes of disclosure under Item 201(e) of Regulation S-K, for the measurement periods ending on October 31 of each of 2023, 2022 and 2021, respectively.
4. Net Income is a GAAP measure.
5. Adjusted EPS is a non-GAAP measure. Appendix A to this Proxy Statement defines this and other non-GAAP financial measures.

Adjustments	2023		2022		2021	
	CEO	Other NEOs*	CEO	Other NEOs*	CEO	Other NEOs*
Total Compensation from Summary Compensation Table ("SCT")	\$16,023,410	\$3,675,219	\$16,647,413	\$4,166,422	\$15,967,631	\$3,755,224
Less, adjustments for defined benefit and actuarial pension plans	-	-	-	-	-	-
Less, value of Stock Awards reported in SCT**	(\$14,109,080)	(\$2,690,432)	(\$12,989,141)	(\$2,803,729)	(\$11,460,405)	(\$2,155,292)
Plus, Year-End value of Awards Granted in Fiscal Year that are Unvested and Outstanding	\$8,063,399	\$1,537,587	\$10,746,518	\$2,385,779	\$19,678,309	\$3,700,804
Plus, Change in Fair Value of any Prior Year awards that are Outstanding and Unvested	(\$10,316,787)	(\$2,102,352)	(\$9,200,149)	(\$1,656,746)	(\$3,109,645)	(\$265,241)
Plus, FMV of Awards Granted this Year and that Vested this Year	-	-	-	-	-	-
Plus, Change in Fair Value (from prior year-end) of Prior Year awards that Vested this year	\$1,346,520	\$171,613	\$5,252,213	\$1,016,529	\$10,697,496	\$981,853
Less Prior Year Fair Value of Prior Year awards that Failed to vest this year	-	-	-	-	-	-
Compensation Actually Paid (as calculated)	\$1,007,462	\$591,636	\$10,456,854	\$3,108,256	\$31,773,386	\$6,017,348

\* Amounts presented are averages for the entire group of NEOs (excluding our CEO).

\*\* Stock option grant date fair values are calculated based on the Black-Scholes option pricing model as of date of grant. Adjustments have been made using stock option fair values as of each measurement date using the stock price as of the measurement date and updated assumptions (i.e., term, volatility, dividend yield and risk free rates) as of the measurement date. Performance-based restricted stock unit grant date fair values are calculated using the stock price and performance accrual modifiers, where relevant, as of date of grant assuming target performance. Adjustments have been made using the stock price and performance accrual modifier as of the applicable year end and as of the date of vest. Time-vested restricted stock unit grant date fair values are calculated using the stock price as of date of grant. Adjustments have been made using the stock price as of the applicable year end and as of each date of vest.

## Measures Linking Pay and Performance

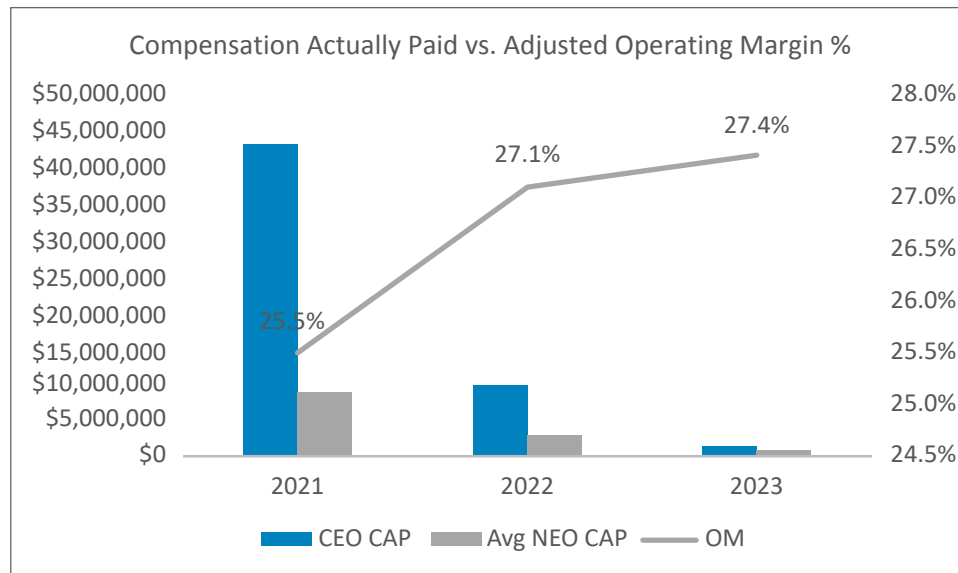
As described in greater detail in “Compensation discussion and analysis,” our approach to executive compensation is designed to provide a market competitive total compensation program that directly links pay to performance, promotes the achievement of key strategic and financial performance, motivates long-term value creation, aligns executive officers’ interests with those of our stockholders, and attracts and retains the best possible executive talent. The most important financial measures used by the company to link Compensation Actually Paid (as defined by SEC rules) to the company’s NEOs for the most recently completed fiscal year to the company’s performance are:

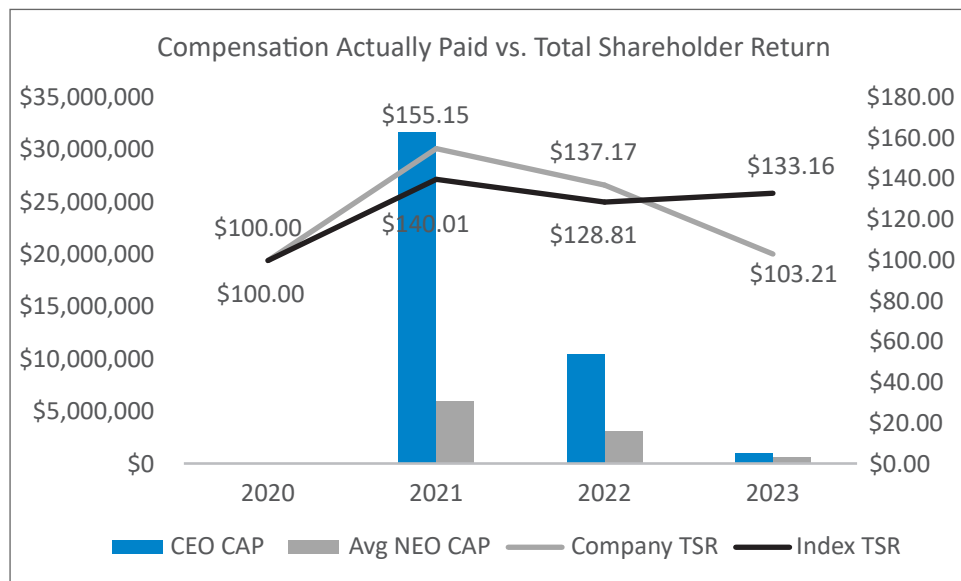
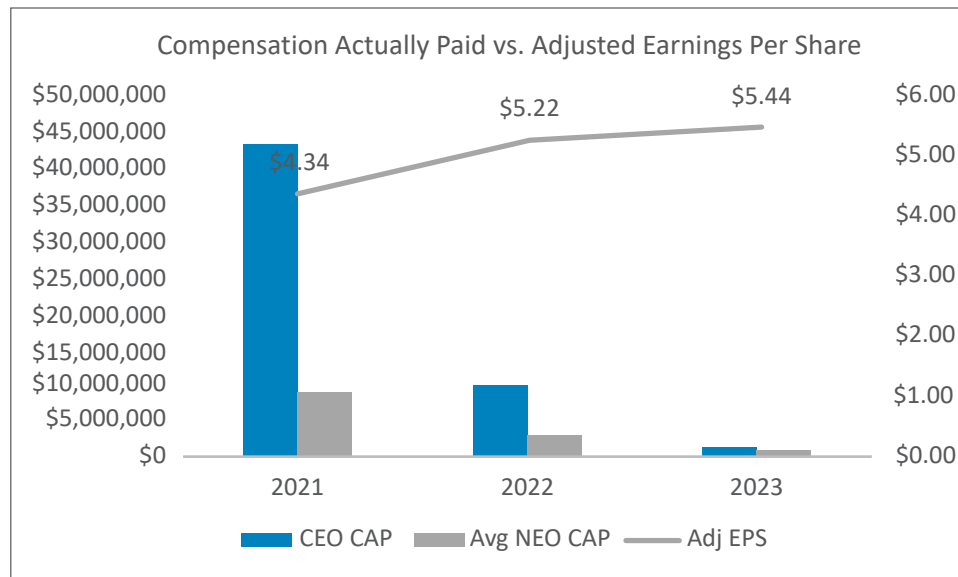
- Adjusted Operating Margin %
- Adjusted Earnings Per Share (EPS)
- Total Shareholder Return (TSR)
- Adjusted Revenue

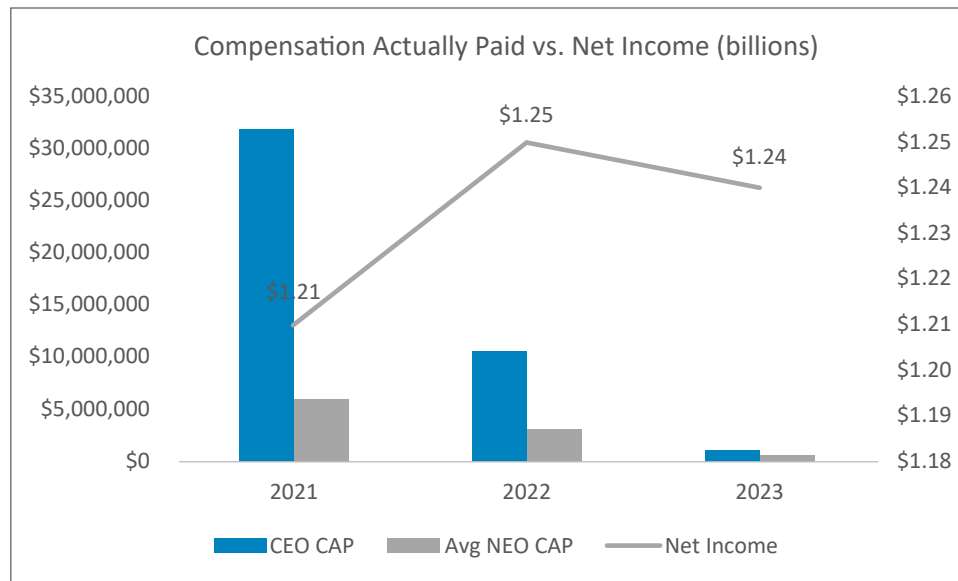
## Relationship between pay and performance

While we utilize several performance measures to align executive compensation with performance, all of those measures are not presented in the “Pay versus performance” table. Moreover, the company does not specifically align the company’s performance measures with Compensation Actually Paid (as defined by SEC rules) for a particular year. In accordance with SEC rules, we are providing the following graphic descriptions of the relationships between information presented in the “Pay versus performance” table.

Note: Non-GAAP operating margin and non-GAAP diluted EPS are further defined and reconciled to the most directly comparable GAAP financial measures in Appendix A to this proxy statement.







## PROPOSAL 2 — ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Our stockholders are entitled to cast an advisory vote at the annual meeting to approve the compensation of our named executive officers, as disclosed in this proxy statement. The stockholder vote is an advisory vote only and is not binding on the company or its Board of Directors. The company currently intends to submit the compensation of the company's named executive officers for an advisory vote annually, consistent with the advisory vote of the stockholders at the company's 2023 annual meeting.

Although the vote is non-binding, the Compensation Committee and the Board of Directors value your opinions and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

As described more fully in the "Compensation Discussion and Analysis" and "Executive Compensation" sections of the proxy statement, we believe our named executive officers, as identified on page 24, are compensated in a manner consistent with our business strategy, competitive practice, sound compensation governance principles and stockholder interests and concerns. Our compensation policies and decisions are focused on pay-for-performance.

We are requesting your non-binding vote to approve the compensation of our named executive officers as described in the "Compensation Discussion and Analysis" and "Executive Compensation" sections of the proxy statement.

### ***Vote Required***

The advisory vote regarding approval of the compensation of our named executive officers requires the affirmative vote of a majority of shares present at the annual meeting or represented by proxy and entitled to vote on the proposal. Abstentions will have the same effect as votes against this proposal. Broker non-votes will have no effect on this proposal as brokers are not entitled to vote on such proposals in the absence of voting instructions from the beneficial owner.

***The Board of Directors recommends a vote FOR the approval of the compensation of our named executive officers for fiscal 2023.***

## PROPOSAL 3 — RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit and Finance Committee of the Board has appointed PricewaterhouseCoopers LLP (“PwC”) as our independent registered public accounting firm to audit our consolidated financial statements for the 2024 fiscal year. During the 2023 fiscal year, PwC served as our independent registered public accounting firm and also provided certain tax and other non-audit services. Although we are not required to seek stockholder approval of this appointment, the Board believes it to be sound corporate governance to do so. If the appointment is not ratified, the Audit and Finance Committee will investigate the reasons for stockholder rejection and will reconsider the appointment.

Representatives of PwC are expected to attend the annual meeting where they will be available to respond to questions and, if they desire, to make a statement.

### ***Vote Required***

The ratification of the appointment of PwC as our independent registered public accounting firm requires the affirmative vote of a majority of shares present at the annual meeting or represented by proxy and entitled to vote on the proposal. Abstentions will have the same effect as votes against this proposal. The approval of the appointment of PwC is a routine proposal on which a broker or other nominee is generally empowered to vote in the absence of voting instructions from the beneficial owner, so broker non-votes are unlikely to result from this proposal.

***The Board of Directors recommends a vote FOR the ratification of the Audit and Finance Committee’s appointment of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm.***

## AUDIT MATTERS

### Fees Paid to PricewaterhouseCoopers LLP

The following table sets forth the aggregate fees charged to the company by PwC for audit services rendered in connection with the audited consolidated financial statements and reports for the 2023 and 2022 fiscal years and for other services rendered during the 2023 and 2022 fiscal years to the company and its subsidiaries, as well as all out-of-pocket costs incurred in connection with these services:

Fee Category:	Fiscal 2023 (\$)	% of Total	Fiscal 2022 (\$)	% of Total
Audit Fees	\$4,760,000	99.1%	\$4,483,640	97.0%
Audit-Related Fees	25,000	0.5%	125,000	2.7%
Tax Fees	17,024	0.4%	10,569	0.2%
All Other Fees	900	0.0%	4,150	0.1%
Total Fees	\$4,802,924	100%	\$4,623,359	100%

**Audit Fees:** Consist of fees billed for professional services rendered for the integrated audit of our consolidated financial statements and our internal control over financial reporting and review of the interim condensed consolidated financial statements included in quarterly reports. Fiscal 2023 and 2022 audit fees also consist of fees billed for services that are normally provided by PwC in connection with statutory reporting and regulatory filings or engagements and attest services, except those not required by statute or regulation.

**Audit-Related Fees:** Consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and are not reported under "Audit Fees." These services include accounting consultations in connection with acquisitions and divestitures, attest services that are not required by statute or regulation, and consultations concerning financial accounting and reporting standards.

**Tax Fees:** Consist of fees billed for professional services for tax compliance, tax advice and tax planning. These services include assistance regarding federal, state and international tax compliance, tax audits and appeals, customs and duties, mergers and acquisitions and international tax planning.

**All Other Fees:** Consist of fees for all other services other than those reported above.

### Auditor Independence

In making its recommendation to ratify the appointment of PwC as our independent registered public accounting firm for the fiscal year ending October 31, 2024, the Audit and Finance Committee has considered whether services other than audit and audit-related services provided by PwC are compatible with maintaining the independence of PwC.

### Policy on Preapproval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit and Finance Committee's policy is to preapprove all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Preapproval is generally provided for up to one year and any preapproval is detailed as to the particular service or category of services and is subject to a specific budget. The Audit and Finance Committee has delegated its preapproval authority up to a specified maximum to the Chairperson of the Audit and Finance Committee who may preapprove all audit and permissible non-audit services so long as his preapproval decisions are reported to the Audit and Finance Committee at its next scheduled meeting.

## AUDIT AND FINANCE COMMITTEE REPORT

*The information contained in this report shall not be deemed to be “soliciting material,” to be “filed” with the SEC, or to be subject to Regulation 14A or Regulation 14C (other than as provided in Item 407 of Regulation S-K) or to the liabilities of Section 18 of the Exchange Act, and shall not be deemed to be incorporated by reference in future filings with the SEC except to the extent that the company specifically incorporates it by reference into a document filed under the Securities Act of 1933 (the “Securities Act”) or the Exchange Act.*

**AUDIT AND FINANCE COMMITTEE REPORT**

During fiscal year 2023, the Audit and Finance Committee of the Board (the “Audit and Finance Committee”) reviewed the quality and integrity of the company’s consolidated financial statements, the effectiveness of its system of internal control over financial reporting, its compliance with legal and regulatory requirements, the qualifications and independence of its independent registered public accounting firm, the performance of its internal audit function and independent registered public accounting firm and other significant financial matters. Each of the Audit and Finance Committee members satisfies the definition of independent director and is financially literate as established in the New York Stock Exchange. In addition, the Board of Directors has identified Dow R. Wilson as the Audit and Finance Committee’s “Financial Expert.” The company operates with a November 1 to October 31 fiscal year. The Audit and Finance Committee met thirteen times, including telephone meetings, during the 2023 fiscal year.

The Audit and Finance Committee’s work is guided by a written charter that the Board has approved. The Audit and Finance Committee regularly reviews its charter to ensure that it is meeting all relevant audit committee policy requirements of the SEC, the Public Company Accounting Oversight Board and the New York Stock Exchange. You can access the latest Audit and Finance Committee charter by clicking on “Committee Charters” in the “Governance” section of the web page at [www.investor.agilent.com](http://www.investor.agilent.com) or by writing to us at Agilent Technologies, Inc., 5301 Stevens Creek Blvd., Santa Clara, California 95051, Attention: Investor Relations.

The Audit and Finance Committee has reviewed and discussed with management and PricewaterhouseCoopers LLP, the company’s independent registered public accounting firm, the company’s audited consolidated financial statements and its internal controls over financial reporting. The Audit and Finance Committee has discussed with PricewaterhouseCoopers LLP, during the 2023 fiscal year, the matters required to be discussed by AS 1301 (Communications with Audit Committees), as adopted by the Public Company Accounting Oversight Board and approved by the SEC.

The Audit and Finance Committee has received and reviewed the written disclosures and the letter from PricewaterhouseCoopers LLP required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant’s communications with the Audit and Finance Committee concerning independence and has discussed with PricewaterhouseCoopers LLP its independence from the company. Based on the review and discussions noted above, the Audit and Finance Committee recommended to the Board that the company’s audited consolidated financial statements be included in its Annual Report on Form 10-K for the fiscal year ended October 31, 2023, and be filed with the SEC.

Submitted by: **Audit and Finance Committee**

Dow R. Wilson, Chairperson  
Mikael Dolsten, M.D., Ph.D.  
Daniel K. Podolsky, M.D.  
Sue H. Rataj

## PROPOSAL 4 — SIMPLE MAJORITY VOTE

Agilent received a stockholder proposal from John Chevedden of 2215 Nelson Avenue, No. 205, Redondo Beach, CA 90278, who beneficially owns fifty (50) shares of Agilent common stock (the “Proponent”). The Proponent has requested that Agilent include the following proposal and supporting statement in this proxy statement. The proposal may be voted on at the annual meeting only if properly presented by the Proponent or the Proponent’s qualified representative at the annual meeting.

This proposal and supporting statement are quoted verbatim below and Agilent is not responsible for their content, including any inaccurate statements that may be contained in them.

For the reasons set forth following the Proponent’s proposal, the Board of Directors makes no recommendation on Proposal 4 – Simple Majority Vote.



Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes making the necessary changes in plain English.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to "What Matters in Corporate Governance" by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy's. These votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice. This proposal topic also received overwhelming 98%-support each at the 2023 annual meetings of American Airlines (AAL) and The Carlyle Group (CG).

This simple majority vote proposal would facilitate the adoption of long overdue improvements in the governance of Agilent Technologies such as annual election of each director which is another proposal on the ballot for this annual shareholder meeting.

**Please vote yes:  
Simple Majority Vote - Proposal 4**

***Board Recommendation***

The Board is interested in understanding the viewpoints of the company's stockholders and makes no recommendation with respect to the proposal on simple majority vote. The Board will carefully evaluate the voting results, together with additional stockholder input received in the course of the company's stockholder engagement program, in determining the appropriate course of action.

Stockholders should note that this proposal is advisory in nature only and approval of this proposal would not, by itself, implement a majority voting standard as described in the proposal. To implement majority voting, the Board and stockholders would need to take subsequent action to amend our Certificate of Incorporation and our Bylaws.

***Vote Required***

The affirmative vote of a majority of shares present at the annual meeting or represented by proxy and entitled to vote is required for approval of the proposal. Abstentions will have the same effect as votes against this proposal. Brokers and other nominees will not be entitled to vote on the proposal in the absence of voting instructions from the beneficial owner, so broker non-votes will not be counted for purposes of determining whether the proposal has been approved. Proxies returned without voting instructions shall be voted "ABSTAIN" with respect to the proposal.

***The Board of Directors makes no recommendation on Proposal 4 – Simple Majority Vote.***

## BENEFICIAL OWNERSHIP

### Stock Ownership of Certain Beneficial Owners

The following table sets forth information, as of January 23, 2024, concerning each person or group known by us, based on filings pursuant to Section 13(d) or (g) under the Exchange Act, to own beneficially more than 5% of the outstanding shares of our common stock. The percentage ownership of outstanding shares is based on 293,039,707 shares of common stock issued and outstanding as of January 23, 2024.

Name and Address of Beneficial Owner	Amount and Nature	Percent of Class
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	32,309,878 <sup>(1)</sup>	10.9% <sup>(1)</sup>
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	25,250,988 <sup>(2)</sup>	8.53% <sup>(2)</sup>

(1) Based solely on information contained in a Schedule 13G/A filed with the SEC on January 26, 2023 by BlackRock, Inc. The Schedule 13G/A indicates that BlackRock, Inc. has sole voting power with respect to 28,961,475 shares, has shared voting power of 0 shares, has sole dispositive power of 32,309,878 shares, and has shared dispositive power of 0 shares with respect to 32,309,878 shares.

(2) Based solely on information contained in a Schedule 13G/A filed with the SEC on February 9, 2023 by The Vanguard Group. The Schedule 13G/A indicates that The Vanguard Group. has sole voting power with respect to 0 shares, has shared voting power of 438,335 shares, has sole dispositive power of 24,010,203 shares, and has shared dispositive power of 1,240,785 shares with respect to 25,250,988 shares.

**Stock Ownership of Directors and Officers**

The following table sets forth information, as of January 23, 2024, on the beneficial ownership of our common stock by (1) each director and each of our NEOs and (2) by all directors and executive officers as a group. Unless otherwise indicated, each person has sole investment and voting power, or shares such powers with his or her spouse, with respect to the shares set forth in the following table.

Name of Beneficial Owner	Number of Shares of Common Stock	Deferred Stock <sup>(1)</sup>	Total Number of Shares Beneficially Owned <sup>(2)</sup>	Number of Shares Subject to Exercisable Options and RSUs <sup>(3)</sup>	Total Shares Beneficially Owned Plus Underlying Units	Percentage (* Less than 1%)
Mala Anand	11,050	-	11,050	-	11,050	*
Henrik Ancher-Jensen	9,288	45,425	54,713	-	54,713	*
Hans E. Bishop	-	22,508	22,508	-	22,508	*
Otis Brawley, M.D.	-	5,617	5,617	-	5,617	*
Mikael Dolsten, M.D., PhD	2,006	2,023	4,029	-	4,029	*
Koh Boon Hwee	45,816	13,189	59,005	-	59,005	*
Heidi K. Kunz	1,658	54,877	56,535 <sup>(4)</sup>	-	56,535	*
Padraig McDonnell	14,943	-	14,943	-	14,943	*
Robert W. McMahon	92,897	24,331	117,228	-	117,228	*
Michael R. McMullen	252,235	-	252,235	-	252,235	*
Daniel K. Podolsky, M.D.	-	33,344	33,344	-	33,344	*
Sam Raha	60,284 <sup>(5)</sup>	19,663	79,947	-	79,947	*
Sue H. Rataj	24,933	-	24,933	-	24,933	*
George A. Scangos, PhD	17,893 <sup>(6)</sup>	16,838	34,731	-	34,731	*
Dow R. Wilson	-	14,432	14,432	-	14,432	*
All directors and executive officers as a group (19) persons <sup>(7)</sup>	676,047	276,511	952,558	-	952,558	*

- (1) Represents the number of deferred shares or share equivalents held by Fidelity Management Trust Company under the Deferred Compensation Plan as to which voting or investment power exists.
- (2) Individual directors and executive officers as well as all directors and executive officers as a group beneficially own less than 1% of the shares of Common Stock outstanding, as of January 23, 2024.
- (3) Represents the number of shares subject to options exercisable or restricted stock units subject to vesting, both within 60 days following January 23, 2024.
- (4) All shares are held by Ms. Kunz in a living trust (Heidi K. Fields Living Trust).
- (5) Mr. Raha resigned from the company effective December 8, 2023.
- (6) Mr. Scangos holds 14,450 shares in the George A. Scangos and Leslie S. Wilson Family Trust.
- (7) Includes 167,308 direct and indirect shares, and 0 options exercisable or restricted stock units vesting both within 60 days following January 23, 2024, for a total of 167,308 shares held by executive officers not separately listed in this table.

**Delinquent Section 16(a) Reports**

Section 16(a) of the Exchange Act requires our directors, executive officers and holders of more than 10% of our common stock to file reports with the SEC regarding their ownership and changes in ownership of our common stock. We believe that during the 2023 fiscal year, nine of our executive officers failed to file certain Form 4s on a timely basis due to administrative issues. Henrik Ancher-Jensen, Philip Binns, Rodney Gonsalves, Dominique Grau, Padraig McDonnell, Robert W. McMahon, Michael R. McMullen, Sam Raha and Michael Tang each reported two transactions on a late Form 4 filing. In addition, Michael R. McMullen reported one transaction on a late Form 4 filing. Except for the foregoing, we believe that during the 2023 fiscal year, our executive officers and directors complied with all Section 16(a) filing requirements. In making these statements, we have relied upon examination of copies of Forms 3, 4 and 5 filed with the SEC and the written representations of our directors and officers.

***Q: Who can participate at the annual meeting?***

**A:** Stockholders of record as of January 23, 2024 (the “record date”) can participate in and vote at the annual meeting.

***Q: How can I pre-register for the annual meeting?***

**A:** Stockholders of record as of the record date who wish to attend the annual meeting in person are highly recommended to pre-register for the meeting by 5 p.m., Pacific Time, March 1st, 2024, by submitting (1) your name and (2) the 15-digit control number included on your Notice of Internet Availability of Proxy Materials, your proxy card or on the instructions that accompanied your proxy materials via email to [2024\\_Agilent\\_AGM@agilent.com](mailto:2024_Agilent_AGM@agilent.com).

***Q: How will the annual meeting be conducted?***

**A:** The annual meeting will be conducted in person at 5301 Stevens Creek Blvd., Santa Clara, California 95051 on 8:00 a.m., Pacific Time, on March 14, 2024, at which time the meeting will begin promptly. To minimize any disruptions, there will be no admittance to the annual meeting once the meeting has commenced.

***Q: How can I attend the annual meeting if I am unable to attend in person?***

**A:** If you are unable to attend the annual meeting in person, you may listen through the Internet or by telephone. To listen to the live webcast, log on at [www.investor.agilent.com](http://www.investor.agilent.com) and select the link for the webcast. To listen by telephone, please call (877) 312-5529 (international callers should dial (253) 237-1147)). The meeting identification number is 9698797. The webcast will begin at 8:00 a.m., Pacific Time and will remain on the company’s website for one year. You cannot record your vote or ask questions on this website or at this phone number. Information as to how to obtain the list of stockholders entitled to vote at the annual meeting will be available during the ten days preceding the annual meeting.

***Q: Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?***

**A:** In accordance with rules and regulations adopted by the Securities and Exchange Commission (the “SEC”), instead of mailing a printed copy of our proxy materials to each stockholder of record, we are furnishing proxy materials, including this proxy statement and our Annual Report on Form 10-K for the fiscal year ended October 31, 2023 (the “Annual Report”), by providing access to such documents on the Internet. Stockholders will not receive printed copies of the proxy materials unless they request them. Instead, commencing on or about February 2, 2024, a Notice of Internet Availability of Proxy Materials (the “Notice”) was sent to most of our stockholders which will instruct you how to access and review the proxy materials on the Internet. The Notice also instructs you to submit your proxy via the Internet. If you would like to receive a paper or email copy of our proxy materials, please follow the instructions for requesting such materials in the Notice.

***Q: Why am I receiving these materials?***

**A:** We are providing these proxy materials to you on the Internet or, upon your request, have delivered printed versions of these materials to you by mail, in connection with our 2024 annual meeting of stockholders, which will take place on March 14, 2024. Stockholders are invited to participate in the annual meeting and are requested to vote on the proposals described in this proxy statement.

***Q: Who is soliciting my proxy?***

**A:** We are soliciting proxies to be used at the annual meeting of stockholders on March 14, 2024, for the purposes set forth in the foregoing Notice.

***Q: What is included in these proxy materials?***

**A:** These proxy materials include:

- Our proxy statement for our annual meeting; and
- Our Annual Report, which includes our audited consolidated financial statements.

If you requested printed versions of these materials by mail, these materials also include the proxy card or the voting instruction card for the annual meeting. If you received a Notice of Internet Availability of the Proxy Materials, see below for information regarding how you can vote your shares.

***Q: What information is contained in these materials?***

**A:** The information included in this proxy statement relates to the proposals to be voted on at the annual meeting, the voting process, the compensation of directors and our most highly paid officers and certain other required information.

***Q: What shares owned by me can be voted?***

**A:** All unrestricted shares owned by you as of the close of business on January 23, 2024 may be voted. You may cast one vote per share of common stock that you held on the record date. These include shares that are: (1) held directly in your name as the stockholder of record, including shares received or purchased through the Agilent Technologies, Inc. 1999 Stock Plan, 2009 Stock Plan and 2018 Stock Plan and the Agilent Technologies, Inc. Employee Stock Purchase Plan and 2020 Employee Stock Purchase Plan (collectively, the “Deferred Compensation Plans”), and (2) held for you as the beneficial owner through a stockbroker, bank or other nominee or otherwise held for your account by the Deferred Compensation Plans. You can direct Fidelity, the trustee of the Deferred Compensation Plans, to vote your proportionate interest in the shares of common stock held under the Deferred Compensation Plans by returning a proxy card or voting instruction form or by providing voting instructions via the Internet or by telephone. Fidelity will vote your Deferred Compensation Plan shares as of the record date in the manner directed by you. Because Fidelity is designated to vote on your behalf, you will not be able to vote your shares held in the Deferred Compensation Plans at the meeting. If we do not receive voting instructions from you by 1:00 a.m., Eastern time, on March 14, 2024, Fidelity will not vote your Deferred Compensation Plan shares on any of the proposals brought at the annual meeting.

On the record date, January 23, 2024, we had 293,039,707 shares of common stock issued and outstanding.

***Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

**A:** Most of our stockholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. As summarized below, there are some differences between shares held of record and those owned beneficially.

**Stockholder of Record:** If your shares are registered directly in your name with our transfer agent Computershare, you are considered, with respect to those shares, the stockholder of record, and the Notice, or if requested, the proxy materials are being sent directly to you. As the stockholder of record, you have the right to grant your voting proxy directly to the persons named as proxy holders, Michael R. McMullen, President and Chief Executive Officer and P. Diana Chiu, Vice President, Interim General Counsel and Secretary, or to vote at the annual meeting. If you requested printed copies of the proxy materials, we have provided a proxy card for you to use.

**Beneficial Owner:** If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in “street name,” and these proxy materials are being forwarded to you by your broker or nominee who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you are invited to participate in the annual meeting. You also have the right to direct your broker on how to vote these shares. Your broker or nominee should have enclosed a voting instruction form for you to direct your broker or nominee how to vote your shares. You may also vote by Internet or by telephone, as described below under “How can I vote my shares without participating in the annual meeting?” However,

shares held in “street name” may be voted at the annual meeting by you only if you obtain a signed legal proxy from the record holder (stock brokerage, bank, or other nominee) giving you the right to vote the shares.

***Q: What identification is required for admission to the annual meeting?***

**A:** In order to be admitted to the annual meeting, you must present proof of ownership of our stock on the record date. This can be a brokerage statement or letter from a bank or broker indicating ownership on January 23, 2024, the Notice of Internet Availability of Proxy Materials, a proxy card, or legal proxy or voting instruction card provided by your broker, bank or nominee. Any holder of a proxy from a stockholder must present the proxy card, properly executed, and a copy of the proof of ownership. Stockholders and proxyholders may also be asked to present a form of photo identification such as a driver’s license or passport. Backpacks, cameras, recording equipment and other electronic recording devices will not be permitted at the annual meeting. We reserve the right to inspect any persons or proposals prior to their admission to the annual meeting. Failure to follow the meeting rules or permit inspection will be grounds for exclusion from the annual meeting.

***Q: How can I ask questions at the annual meeting?***

**A:** We are committed to ensuring the annual meeting provides stockholders with a meaningful opportunity to participate, including the ability to ask questions. Stockholders of record attending the annual meeting in person will have an opportunity to ask questions during the annual meeting. Please note that stockholders are limited to one question each. All questions or remarks must be relevant to the business of the company or to the business of the annual meeting and briefly stated. Questions relevant to meeting matters will be answered during the meeting, subject to time constraints.

***Q: How can I vote my shares in person at the annual meeting?***

**A:** Shares held directly in your name as the stockholder of record may be voted in person at the annual meeting. If you choose to vote your shares in person at the annual meeting, please bring proof of ownership of our stock on the record date, such as the Notice of Internet Availability of Proxy Materials, legal proxy, voting instruction card provided by your broker, bank or nominee, or a proxy card as well as proof of identification. Even if you plan to attend the annual meeting, we recommend that you vote your shares in advance as described below so that your vote will be counted if you later decide not to attend the annual meeting.

***Q: How can I vote my shares without attending the annual meeting?***

**A:** Whether you hold your shares directly as the stockholder of record or beneficially in “street name”, you may direct your vote without attending the annual meeting by proxy. You can vote by proxy over the Internet or by telephone. Please follow the instructions provided in the Notice, or, if you request printed copies of proxy materials, on the proxy card or voting instruction card.

***Q: Can I revoke my proxy or change my vote?***

**A:** You may revoke your proxy or change your voting instructions prior to the vote at the annual meeting. You may enter a new vote by using the Internet or the telephone or by mailing a new proxy card or new voting instruction card bearing a later date (which will automatically revoke your earlier voting instructions) or by attending the annual meeting and voting in person. Your attendance at the annual meeting in person will not cause your previously granted proxy to be revoked unless you specifically so request.

***Q: How are votes counted?***

**A:** In the election of directors, your vote may be cast “FOR” or “AGAINST” one or more of the nominees, or you may “ABSTAIN” from voting with respect to one or more of the nominees. Shares voting “ABSTAIN” have no effect on the election of directors.

For proposals 2, 3 and 4, your vote may be cast “FOR” or “AGAINST” or you may “ABSTAIN.” If you “ABSTAIN,” it has the same effect as a vote “AGAINST.” If you sign your proxy card or broker voting instruction form with no further instructions, your shares will be voted as described below in “Abstentions and Broker Non-Votes”.

### *Abstentions and Broker Non-Votes*

Any shares represented by proxies that are marked to “ABSTAIN” from voting on a proposal will be counted as present in determining whether we have a quorum. They will also be counted in determining the total number of shares entitled to vote on a proposal. Abstentions and, if applicable, broker non-votes will not be counted as votes “cast and thus will have no effect on determining whether a director nominee has received a majority of the votes cast.

If your shares are held in street name and you do not instruct your broker on how to vote your shares, your broker, in its discretion, may either leave your shares unvoted or vote your shares on routine matters. Only Proposal 3 (ratifying the appointment of our independent registered public accounting firm) is considered a routine matter. If your broker returns a proxy card but does not vote your shares, this results in a “broker non-vote.” Broker non-votes will be counted as present for the purpose of determining a quorum.

Proposals 1 (election of directors), 2 (approval of the compensation of our named executive officers) and 4 (shareholder proposal for simple majority vote) are not considered routine matters, and without your instruction, your broker cannot vote your shares. Because brokers do not have discretionary authority to vote on these proposals, broker non-votes will not be counted for the purpose of determining the number of votes cast on these proposals.

#### ***Q: What does it mean if I receive more than one Notice, proxy card or voting instruction form?***

**A:** It means your shares are registered differently or are in more than one account. For each Notice you receive, please vote online for each control number you have been assigned. If you receive paper copies of proxy materials, please provide voting instructions for all proxy cards and voting instruction forms you receive.

#### ***Q: Where can I find the voting results of the annual meeting?***

**A:** We will announce preliminary voting results at the annual meeting and publish preliminary, or final results if available, in a Current Report on Form 8-K within four business days of the annual meeting.

#### ***Q: What happens if additional proposals are presented at the annual meeting?***

**A:** Other than the four proposals described in this proxy statement, we do not expect any matters to be presented for a vote at the annual meeting. If you grant a proxy, the persons named as proxy holders, Michael R. McMullen, President and Chief Executive Officer, and P. Diana Chiu, Vice President, Interim General Counsel and Secretary, will have the discretion to vote your shares on any additional matters properly presented for a vote at the annual meeting.

If for any unforeseen reason, any one or more of our nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

#### ***Q: What is the quorum requirement for the annual meeting?***

**A:** The quorum requirement for holding the annual meeting and transacting business is a majority of the outstanding shares entitled to be voted. The shares may be present in person or represented by proxy at the annual meeting. Both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum. Broker non-votes, however, are not counted as shares present and entitled to be voted with respect to the matter on which the broker has expressly not voted. Thus, broker non-votes will not affect the outcome of any of the matters being voted on at the annual meeting.

#### ***Q: Who will count the vote?***

**A:** A representative of Computershare will tabulate the votes and act as the inspector of election.

***Q: Is my vote confidential?***

**A:** Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed either within the company or to third parties except (1) as necessary to meet applicable legal requirements, (2) to allow for the tabulation of votes and certification of the vote and (3) to facilitate a successful proxy solicitation by the Board. Occasionally, stockholders provide written comments on their proxy card, which are then forwarded to our management.

***Q: Who will bear the cost of soliciting votes for the annual meeting?***

**A:** Agilent is making this solicitation and will pay the entire cost of preparing, assembling, printing, mailing and distributing these proxy materials. We have retained the services of Georgeson LLC ("Georgeson") to aid in the solicitation of proxies from banks, brokers, nominees and intermediaries. We estimate that we will pay Georgeson a fee of \$16,500 for its services.

In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our directors, officers and employees, who will not receive any additional compensation for such solicitation activities. In addition, we may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners.

***Q: Whom should I contact if I have questions?***

**A:** Shareholders with questions or who need assistance in voting their shares may call our proxy solicitor Georgeson, toll-free at 1-888-815-3929.

***Q: May I propose actions for consideration at next year's annual meeting of stockholders or nominate individuals to serve as directors?***

**A:** You may submit proposals for consideration at future annual stockholder meetings, including director nominations.

**Rule 14a-8 Stockholder Proposals:** In order for a stockholder proposal to be considered for inclusion in our proxy statement for next year's annual meeting pursuant to Rule 14a-8, the written proposal must be received by us no later than October 5, 2024. Such proposals will need to comply with the SEC's regulations regarding the inclusion of stockholder proposals in our proxy materials. In order for a stockholder proposal to be raised from the floor during next year's annual meeting, written notice must be received by us no later than October 5, 2024, and should contain such information as required under our Bylaws.

**Nomination of Director Candidates:** Our Bylaws permit stockholders to nominate directors at a stockholder meeting. In order to make a director nomination at an annual stockholder meeting, it is necessary that you notify us not more than 150 days and not less than 120 days before the first anniversary of the date that the proxy statement for the preceding year's annual meeting was first sent to stockholders.

Our 2024 proxy statement was first sent to stockholders on February 2, 2024. Thus, in order for any such nomination notice to be timely for next year's annual meeting, it must be received by us no earlier than September 5, 2024 and no later than October 5, 2024. In addition, the notice must meet all other requirements contained in our Bylaws and include any other information required pursuant to Regulation 14A of the Exchange Act. In addition to satisfying the deadline in our Bylaws, a stockholder or group of stockholders who intend to solicit proxies in support of nominees other than our nominees must provide the notice required under Rule 14a-19 under the Exchange Act no later than January 13, 2025.

Our Bylaws provide a proxy access right for stockholders, pursuant to which a stockholder, or a group of up to 20 stockholders, owning at least three percent of our outstanding common stock continuously for at least three years, may nominate and include in our proxy materials director nominees constituting up to the greater of two individuals or twenty percent of the Board, subject to certain limitations and provided that the stockholders and the nominees satisfy the requirements specified in our Bylaws. Under our Bylaws, to be considered timely, compliant notice of proxy access director nominations for next year's proxy statement must be received by us no earlier than September 5, 2024 and no later than October 5, 2024.

**Copy of Bylaw Provisions:** You may contact our Corporate Secretary at our corporate headquarters for a copy of the relevant Bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates. Additionally, a copy of our Bylaws can be accessed on the Agilent Investor Relations website under “Governance”.

***Q: How do I obtain a separate set of proxy materials if I share an address with other stockholders?***

**A:** To reduce expenses, in some cases, we are delivering one set of the proxy materials (if hard copies are requested by the stockholders) or, where applicable, one Notice to certain stockholders who share an address, unless otherwise requested by one or more of the stockholders. For stockholders receiving hard copies of the proxy materials, a separate proxy card is included with the proxy materials for each stockholder. For stockholders only receiving a Notice, the Notice will instruct you as to how you may access and review all of the proxy materials on the Internet. The Notice also instructs you as to how you may submit your proxy on the Internet. If you have only received one set of the proxy materials or one Notice at a shared address, you may request separate copies at no additional cost to you by contacting us at the below contact details and we will deliver separate copies promptly upon written or oral request

Agilent Technologies, Inc.  
Attn: Stockholder Records  
5301 Stevens Creek Blvd.  
Santa Clara, California 95051  
(800) 227-9770

If you received a Notice and you would like to receive a paper or email copy of our proxy materials, you should follow the instructions for requesting such materials in the Notice.

You may also request separate paper proxy materials or a separate Notice for future annual meetings by following the instructions for requesting such materials in the Notice, or by contacting us by calling or writing.

***Q: If I share an address with other stockholders of the company, how can we get only one set of voting materials for future meetings?***

**A:** You may request that we send you and the other stockholders who share an address with you only one Notice or one set of proxy materials (i.e., proxy statement and Annual Report on Form 10-K) by contacting us at:

Agilent Technologies, Inc.  
Attn: Stockholder Records  
5301 Stevens Creek Blvd.  
Santa Clara, California 95051  
(800) 227-9770

[shareholder-records@agilent.com](mailto:shareholder-records@agilent.com)

**Annual Report on Form 10-K**

You may receive a copy of our Annual Report on Form 10-K for the fiscal year ended October 31, 2023, without charge, by sending a written request to:

Agilent Technologies, Inc.  
Attn: Investor Relations  
5301 Stevens Creek Boulevard  
Santa Clara, California 95051

By Order of the Board,

A handwritten signature in black ink, appearing to read 'P. Diana Chiu', with a long horizontal flourish extending to the right.

P. Diana Chiu  
Vice President, Interim General Counsel  
and Secretary

Dated: February 2, 2024

# APPENDIX A TO PROXY STATEMENT

## OF

### AGILENT TECHNOLOGIES, INC.

The reconciliation of non-GAAP net income and diluted EPS for the years ended October 31, 2023, 2022 and 2021 follows:

#### ADJUSTED NON-GAAP NET INCOME AND DILUTED EPS RECONCILIATIONS

(In millions, except per share amounts)

(Unaudited)

	Years Ended October 31,					
	2023	Diluted EPS	2022	Diluted EPS	2021	Diluted EPS
GAAP net income	\$ 1,240	\$ 4.19	\$ 1,254	\$ 4.18	\$ 1,210	\$ 3.94
Non-GAAP adjustments:						
Asset impairments	277	0.94	—	—	2	0.01
Restructuring and other related costs	46	0.16	—	—	—	—
Intangible amortization	139	0.47	191	0.64	194	0.63
Transformational initiatives	25	0.08	30	0.10	37	0.12
Acquisition and integration costs	16	0.05	25	0.08	41	0.13
Business exit and divestiture costs (gain)	(43)	(0.15)	7	0.02	5	0.02
Net loss (gain) on equity securities	42	0.14	63	0.21	(92)	(0.30)
Pension settlement loss	4	0.01	4	0.01	1	—
Special compliance costs	9	0.03	—	—	—	—
Change in fair value of contingent consideration	1	—	(25)	(0.08)	(21)	(0.07)
Loss on extinguishment of debt	—	—	9	0.03	17	0.06
Other	11	0.04	12	0.04	9	0.02
Adjustment for taxes (a)	(158)	(0.52)	(5)	(0.01)	(71)	(0.22)
Non-GAAP net income	\$ 1,609	\$ 5.44	\$ 1,565	\$ 5.22	\$ 1,332	\$ 4.34
Acquisitions	6	0.02	—	—	8	0.03
Currency and hedging	(32)	(0.11)	20	0.07	(2)	(0.01)
Impact of tax rate adjustment	—	—	(33)	(0.11)	—	—
Impact of share count adjustment	—	—	—	(0.04)	—	—
Adjusted non-GAAP net income	\$ 1,583	\$ 5.35	\$ 1,552	\$ 5.14	\$ 1,338	\$ 4.36
Diluted shares - as reported		296		300		307
Add back share repurchases in excess of plan		—		2		—
Diluted shares - as adjusted		296		302		307

(a) The adjustment for taxes excludes tax benefits that management believes are not directly related to on-going operations and which are either isolated or cannot be expected to occur again with any regularity or predictability such as the realized gain/loss due to sale of a business, windfall benefits on stock compensation, and the impact of R&D capitalization under section 174 of the Tax Cuts and Jobs Act of 2017. For the year ended October 31, 2023, management used a non-GAAP effective tax rate of 13.75%. For the year ended October 31, 2022, management used a non-GAAP effective tax rate of 14.00%. For the year ended October 31, 2021, management used a non-GAAP effective tax rate of 14.25%.

We provide non-GAAP net income and non-GAAP net income per share amounts in order to provide meaningful supplemental information regarding our operational performance and our prospects for the future. These supplemental measures exclude, among other things, charges related to asset impairments, restructuring and other related costs, amortization of intangibles, transformational initiatives, acquisition and integration costs, business exit and divestiture costs (gain), net loss (gain) on equity securities, pension settlement loss, special compliance costs, change in fair value of contingent consideration and loss on extinguishment of debt.

**Asset impairments** include assets that have been written down to their fair value.

**Restructuring and other related costs** include incremental expenses incurred in the period associated with restructuring programs, usually aimed at changes in business and/or cost structure. Such costs may include one-time termination benefits, facility-related costs and contract termination fees.

**Transformational initiatives** include expenses associated with targeted cost reduction activities such as manufacturing transfers including costs to move manufacturing, small site consolidations, legal entity and other business reorganizations, insourcing or outsourcing of activities. Such costs may include move and relocation costs, one-time termination benefits and other one-time reorganization costs. Included in this category are also expenses associated with company programs to transform our product lifecycle management (PLM) system, human resources and financial systems.

**Acquisition and Integration costs** include all incremental expenses incurred to effect a business combination. Such acquisition costs may include advisory, legal, accounting, valuation, and other professional or consulting fees. Such integration costs may include expenses directly related to integration of business and facility operations, the transfer of assets and intellectual property, information technology systems and infrastructure and other employee-related costs.

**Business exit and divestiture costs (gain)** include costs and gain associated with business divestitures.

**Net loss (gain) on equity securities** relates to the realized and unrealized mark-to-market adjustments for our marketable and non-marketable equity securities.

**Pension settlement loss** relates to the relief of the US Retirement Plan pension obligation due to increased lump sum payouts over a specified accounting threshold.

**Special compliance costs** include costs associated with transforming our processes to implement new regulations such as environmental compliance costs related to a prior acquisition, NASD site costs and certain tax reporting requirements.

**Change in fair value of contingent consideration** represents changes in the fair value estimate of acquisition-related contingent consideration.

**Loss on extinguishment of debt** for the year ended October 31, 2022 relates to the net loss recorded on the redemption of the \$600 million outstanding 3.875% 2023 senior notes due on July 15, 2023, called on April 4, 2022 and settled on May 4, 2022. For the year ended October 31, 2021, it relates to the net loss recorded on the redemption of the \$100 million of the \$400 million outstanding 3.2% 2022 senior notes due on October 1, 2022, called on December 22, 2020 and settled on January 21, 2021 and the net loss recorded on the redemption of the remaining \$300 million called on March 5, 2021 and settled on April 5, 2021.

**Other** includes acceleration of share-based compensation expense and certain legal costs and settlements in addition to other miscellaneous adjustments.

**Impact of tax rate adjustment** relates to the impact of applying tax rate of 15.75% for LTPP (long-term performance plan) EPS calculation versus FY22 non-GAAP tax rate of 14.00%.

Our management uses non-GAAP measures to evaluate the performance of our core businesses, to estimate future core performance and to compensate employees. Since management finds this measure to be useful, we believe that our investors benefit from seeing our results “through the eyes” of management in addition to seeing our GAAP results. This information facilitates our management’s internal comparisons to our historical operating results as well as to the operating results of our competitors.

Our management recognizes that items such as amortization of intangibles can have a material impact on our cash flows and/or our net income. Our GAAP financial statements including our statement of cash flows portray those effects. Although we believe it is useful for investors to see core performance free of special items, investors should understand that the excluded items are actual expenses that may impact the cash available to us for other uses. To gain a complete picture of all effects on the company’s profit and loss from any and all events, management does (and investors should) rely upon the GAAP income statement. The non-GAAP numbers focus instead upon the core business of the company, which is only a subset, albeit, a critical one, of the company’s performance.

Readers are reminded that non-GAAP numbers are merely a supplement to, and not a replacement for, GAAP financial measures. They should be read in conjunction with the GAAP financial measures. It should be noted as well that our non-GAAP information may be different from the non-GAAP information provided by other companies.

The reconciliation of adjusted non-GAAP income from operations and operating margins for the years ended October 31, 2023 and 2022 follows:

**RECONCILIATION OF ADJUSTED NON-GAAP INCOME FROM OPERATIONS AND OPERATING MARGINS**  
(In millions, except margin data)  
(Unaudited)

	FY23	Operating Margin %	FY22	Operating Margin %
Revenue:	\$ 6,833		\$ 6,848	
Adjustments:				
Currency	(174)		180	
Acquisitions	—		(2)	
Adjusted revenue	<u>\$ 6,659</u>		<u>\$ 7,026</u>	
Income from operations:				
GAAP Income from operations	\$ 1,350	19.8%	\$ 1,618	23.6%
Add:				
Asset impairments	277		—	
Restructuring and other related costs	46		—	
Intangible amortization	139		191	
Transformational initiatives	25		30	
Acquisition and integration costs	16		25	
Special compliance costs	9		—	
Change in fair value of contingent consideration	1		(25)	
Business exit and divestiture costs	—		7	
Other	12		11	
Non-GAAP income from operations	<u>\$ 1,875</u>	27.4%	<u>\$ 1,857</u>	27.1%
Adjust:				
Currency and hedging	(37)		23	
Acquisitions	6		—	
Adjusted non-GAAP income from operations	<u>\$ 1,844</u>	27.7%	<u>\$ 1,880</u>	26.8%

We provide non-GAAP income from operations and non-GAAP operating margins amounts in order to provide meaningful supplemental information regarding our operational performance and our prospects for the future. These supplemental measures exclude, among other things, charges related to asset impairments, restructuring and other related costs, amortization of intangibles, transformational initiatives, acquisition and integration costs, special compliance costs, change in fair value of contingent consideration and business exit and divestiture costs.

Our management recognizes that items such as amortization of intangibles can have a material impact on our cash flows and/or our net income. Our GAAP financial statements including our statement of cash flows portray those effects. Although we believe it is useful for investors to see core performance free of special items, investors should understand that the excluded items are actual expenses that may impact the cash available to us for other uses. To gain a complete picture of all effects on the company's profit and loss from any and all events, management does (and investors should) rely upon the GAAP income statement. The non-GAAP numbers focus instead upon the core business of the company, which is only a subset, albeit a critical one, of the company's performance.

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