

Uncompromising Integrity

Our Standards of Business Conduct

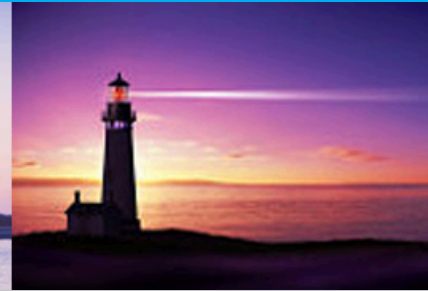
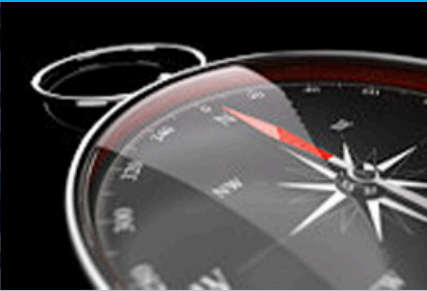


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Agilent's Commitment to Uncompromising Integrity



**President and CEO,
Agilent Technologies**

Agilent teams are richly diverse in global cultural perspectives, individual knowledge and experience. However, what has always drawn us together across borders, business groups and individual jobs **are our values, which includes always acting with uncompromising integrity.** That will never change.

Our values form the foundation of how we work with customers, suppliers and competitors. Ethical behavior, honesty and adherence to laws are the hallmarks of how we operate. This is an absolute at Agilent; there is no room for compromise.

Today's business world is more complex than ever and often answers are not easy. The Agilent Standards of Business Conduct is a practical guide, clarifying our standards for everyday business situations. These Standards apply to every Agilent employee, and each of us is personally accountable for understanding and upholding them.

Although it is important to grow our business, we cannot do so by compromising any of our Standards or breaking the law, even unknowingly. In fact, as a leading global company, we must go a step further and avoid even the appearance of any impropriety.

Agilent has earned a reputation for honesty and integrity and for consistently sharing information truthfully with all stakeholders. We owe it to our investors, employees and customers to always act with uncompromising integrity.

I expect all managers to review these Standards with their employees and to make the Standards a living part of our working teams to ensure full understanding and compliance.

As we partner with our customers to meet their biggest challenges, let's ensure that Agilent values drive every decision we make and every action we take. Let's never forget that honesty, integrity, compliance with global laws and Agilent's Standards of Business Conduct are our highest priorities in how we do business.

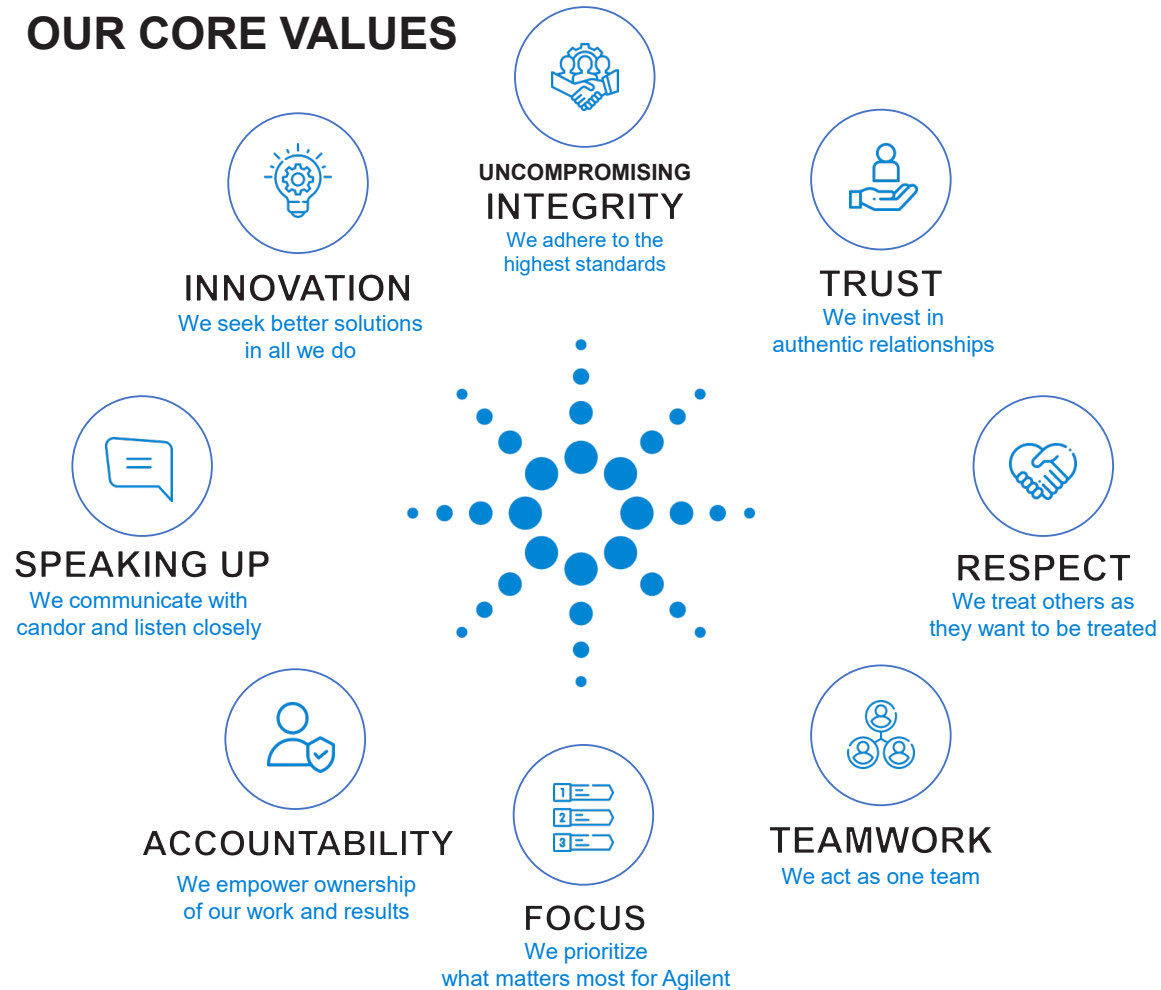
A handwritten signature in black ink, appearing to read "Mike McMullen".

Values

As a global company, Agilent enjoys the diversity of cultural and individual perspectives held by our employees. Yet we have a common bond that unites us—our enduring set of values. Our values are the basis for every decision we make and every action we take, no matter where we are

located. They form the foundation of our standards of business conduct, which define how we approach our work in a complex business environment. Every employee is expected to uphold Agilent's values.

OUR CORE VALUES



Overview

Throughout our history as a company, we have seen dramatic changes in technology, in the economic climate and in our industry, but our commitment to a basic set of values has remained the same. Our Standards of Business Conduct (SBC) helps us stay true to our values by providing the information, guidance and resources needed to operate with honesty and integrity and in compliance with the laws and regulations everywhere we do business.



Who Must Comply With The SBC?

Agilent's SBC applies to all employees, executives, officers, directors, managers and third parties who work for—or on behalf of—our company. Each of us has a responsibility to:

- Be familiar with the policies and guidelines set forth in the SBC.
- Know and comply with the laws and regulations in the countries where we operate.
- When in doubt, ask questions before taking action. Disclose observations or information about conduct you believe might be illegal or unethical or that violate the SBC.
- Cooperate fully and honestly in any internal investigations of misconduct.

In addition, directors must comply with the [Director Code of Ethics](#).

Managers Have Additional Responsibilities

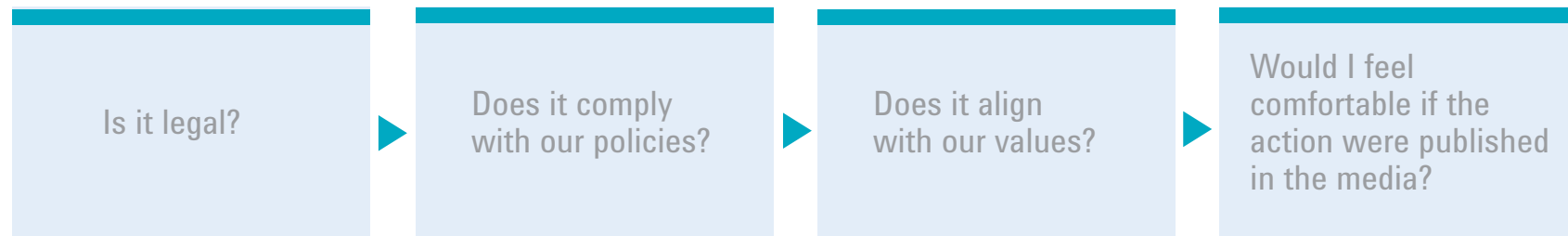
We look to our leaders not only to set the tone for an ethical workplace, but also to mentor, coach and guide employees on how to conduct business honestly, with integrity, and in full compliance with the SBC. If you are a manager, you have a responsibility to:

- Lead by example—demonstrate that there is no gap between what you expect and what you do.
- Create and maintain a workplace where employees feel comfortable coming forward with questions and concerns.
- Support employees who raise issues. Treat the information they share as sensitive, disclosing it only to those who have a business need to know, as you work to find a solution.
- Maintain an environment free of fear of retaliation or other adverse impact for sharing concerns in good faith.

Look Beyond the Law or Local Culture

As a company that conducts business in a complex global marketplace, we recognize that the SBC simply cannot address every situation that might arise on the job. However, at their core, they set the expectation that each of us will act with the highest integrity.

Use good judgment at all times and in all places. In situations where local customs or practices conflict with the SBC, you must comply with the SBC. If you are ever faced with an ethical dilemma, let the following questions guide your decision-making.



If you can answer “yes” to all four questions, it is probably safe to move forward. But a “no” or “not sure” to any of them should cause you to stop and reconsider your action. It is always appropriate—in any situation, under any circumstances—to ask for help.

Violating The SBC

A violation of the SBC is considered misconduct, for which employees can be subject to discipline, including immediate termination of employment at Agilent.

Concerns and Questions

Reporting Concerns and Asking Questions

As employees, we are required to speak up if we see or suspect conduct that violates the SBC, our policies or the laws and regulations that apply to our business. You must report through an appropriate channel any misconduct you observe or become aware of, whether the violation involves you, another Agilent employee, or a third party conducting business with or on behalf of Agilent. As a corporation whose stock is listed on a public stock exchange, we have a responsibility to our investors and other stakeholders to investigate all good-faith reports of misconduct. We conduct those investigations with the highest degree of confidentiality, in compliance with local laws, and in a prompt manner using qualified personnel.



Agilent has an Open Door Policy that allows you to report your concerns to any level of management. Typically your direct manager should be your first point of contact. If you are uncomfortable speaking with your manager or other members of management (or if you have shared your concern with a manager and feel your concern is not being addressed appropriately), you may contact your local Human Resources Department or one of the following resources:

Legal Department

Compliance

helpline.legal-compliance@agilent.com

Global Human Resources

The Compliance Hotline

<http://www.agilent.com/about/compliance/hotline.html>

Concerns and Questions

The Compliance Hotline

The Compliance Hotline is operated by an independent reporting service that allows you to communicate your concerns anonymously (where permitted by law) and confidentially via telephone or Internet, at any time day or night. For more information about the Compliance Hotline, please visit Compliance@Agilent.

In countries where anonymous reporting is not permitted, employees may share their concerns using our Open Door Policy.

After You Report

As a company, we have a responsibility to investigate all credible reports of misconduct thoroughly and without bias. Regardless of whom you contact, you can be assured that your concern will be handled promptly and appropriately. We will treat your report with sensitivity and disclose the information only to those who need the information in order to conduct an appropriate investigation and address the issues that have been raised.

We have established processes and procedures to ensure all internal investigations are conducted by qualified personnel in a manner that is lawful in the given jurisdiction and professional. Facts and circumstances will be reviewed, investigated and treated confidentially to the extent possible under the law. When required by law (or determined appropriate by our company), we may inform the relevant government authorities.

Our Policy on Non-retaliation

We recognize that reporting any misconduct, including violations of the SBC can be stressful to the employee making the report. Agilent strictly prohibits retaliation against anyone who makes a good faith report about a known or suspected violation of the SBC and against anyone who assists in an investigation into such matters. We want you to feel as comfortable as possible in coming forward, secure in the knowledge that you are doing the right thing, even if the report is not—or cannot be—substantiated.

Sometimes it may seem easier to say nothing or look the other way if you suspect something is wrong, but doing nothing is, in fact, an action that can have serious consequences for Agilent and even for an individual. Always do your part to raise concerns promptly so they can be addressed. Be assured that the information you provide will be shared only with those who need the information to investigate and resolve the issue.

Conflicts of Interest

- 1.1 Identifying and Disclosing Conflicts
- 1.2 Financial Interests
- 1.3 Outside Employment and Consulting
- 1.4 Board Directorships and Advisory Roles
- 1.5 Volunteer Activities
- 1.6 Personal Relationships
- 1.7 Personal Benefits



As employees, we do what's right for the company, avoiding situations that could create—or appear to create—a conflict between our personal interests, or the interests of friends and family members, and the interests of Agilent. We avoid the types of situations that can give rise to conflicts of interest, recognizing that they can cloud our judgment and impair our ability to objectively make business decisions.

1.1

Identifying and Disclosing Conflicts

A conflict of interest can exist any time your personal investments, activities, interests or associations (or those of your family members or others with whom you have a personal relationship) compromise your loyalty to Agilent. When making decisions related to Agilent work, you have a duty to act in our company's best interests and avoid even the appearance of a conflict.

While it is not possible to list every situation that could present a conflict, there are certain situations in which conflicts typically arise. It is your obligation to avoid these situations whenever possible and to disclose them when they do arise. If you have questions about the proper course of action in any situation, you should disclose the issue to your direct manager, or to any manager in your management chain, and seek his or her advice before taking any action.

Most conflicts can easily be avoided or addressed if promptly disclosed and properly managed. If you are in a situation in which there may be a real or perceived conflict, you must disclose it promptly in writing to your manager. In situations that require approval, the responsible manager will review the matter and communicate to you in writing, advising either that there is no objection to the activity or relationship or that there are specific steps you must take to resolve the potential conflict.

You have a continuing obligation to disclose any change in circumstances that could affect the situation as soon as you become aware of it. In the meantime, copies of your disclosure and the company's response will be maintained by Agilent in your personnel file. Should your manager leave his or her position you should inform your new manager of the existing circumstance.

Disclose in writing, any real or perceived conflicts of interest.

Conflicts of Interest

1.2

Financial Interests

A conflict of interest may arise if you or a family member holds a financial interest in, or exercises control or influence over, an Agilent supplier, customer, reseller or competitor. The potential for a conflict generally depends on the size of your investment, your job and the nature of the business relationship between our company and the one in which you have invested (or intend to invest). Disclose the investment and seek guidance any time an investment you are considering or have made in the past could pose a potential conflict of interest.

Q *My father owns stock in one of Agilent's resellers. Is that a problem?*

A **It depends. If, for example, the reseller is publicly traded and your father's investment is small, it's probably not a problem. If the reseller is a private company, however, and your father's interest is considered significant, you would need to disclose that information immediately as it could affect, or appear to affect, your ability to make objective business decisions and act solely in the best interests of Agilent.**

1.3

Outside Employment and Consulting

Work outside of Agilent can pose a potential conflict of interest if it competes with the work you do for our company or if it interferes with the time, talent and energy you bring to the job.

The following activities are expressly prohibited:

- Working for a competitor in any capacity
- Supporting or promoting the products and services of a competitor
- Supporting or promoting Agilent products or services (or products or services that are similar to ours) on behalf of another company
- Holding more than one job within Agilent—for example, you cannot be an employee in one Agilent division and an independent contractor for another

Other activities may be permitted if disclosure is made in advance and written approval is obtained.

Even in situations where a second job is allowed or approved, there is the expectation that any work you do outside of Agilent will not adversely affect the performance of your job responsibilities (or the responsibilities of others) at Agilent.

Q *I work at a jewelery store on the weekend and some nights, does this pose a conflict of interest?*

A **No, however, you should make your manager aware of this arrangement and take special care to not allow the work you do outside of Agilent to adversely affect the performance of your job responsibilities at Agilent.**

Conflicts of Interest

1.4

Board Directorships and Advisory Roles

Agilent employees are sometimes asked to take directorship positions or to act in advisory roles to the board of directors of companies, universities, or other organizations. Before agreeing to serve as a director or in an advisory capacity on any board, you must disclose in writing to your manager, so that the activity can be reviewed to determine whether the position will conflict with or interfere with your job responsibilities at Agilent.

Follow company policy as it relates to directorships on the boards of:

- **Competitors:** You may not accept a position on the Board of any Agilent competitor.
- **Companies or organizations that support or promote a competitor's products or services:** You must obtain approval from a member of Agilent's Executive Staff and General Counsel.
- **For-profit product suppliers or service providers, customers or resellers:** You must obtain approval from a member of Agilent's Executive Staff and General Counsel.
- **Nonprofit product suppliers or service providers, customers or resellers:** You must obtain approval from a VP or higher.

If you are serving as a director or advisor for a company or other organization and encounter any situation where your role may be in conflict with our interests, you must either withdraw from that situation or resign as director.

1.5

Volunteer Activities

We strongly support your volunteer service with charitable, professional and community organizations. Keep in mind that in general, volunteer activities must take place on your own time, using your own funds and resources, and that the work you do does not conflict—or appear to conflict—with your work at Agilent.

Do not allow an organization with which you are affiliated to use our company name or assets unless you obtain approval from your manager in writing, and do not solicit others on Agilent property or during working hours on behalf of an outside organization, unless doing so is part of an annual charity drive that has been sanctioned by our company.



My son's school is doing a fundraiser. Is it okay to distribute a copy of the sales catalog to my coworkers so they can browse and order in their spare time?



In order to promote our business operations and limit distractions, we do not permit solicitation or distribution of sales catalogs—or any other kinds of literature or sales collateral—during work hours. You may, however, engage in such activities as long as it takes place in non-working areas during non-working times, if you obtain approval in advance. Note that any form of solicitation on company premises by non-employees is prohibited at all times.

There are situations where your volunteer service can present some of the same issues as paid employment. In any situation where the work that you are doing may conflict with your work at Agilent or the work that Agilent does, you must disclose the proposed activity to Agilent.

Conflicts of Interest

1.6

Personal Relationships

Business decisions can become difficult if the person with whom you are dealing is a friend or family member. Comply with company policy and disclose all situations in which you or your Agilent business group contemplates conducting business with members of your family, friends or others with whom you have a close personal relationship.



My sister-in-law works for a company that does business with Agilent. Is that a problem?



Agilent does not prohibit the conduct of business with companies that employ friends and family members of our employees, but it is important to disclose the relationship so that any necessary actions can be taken to prevent potential conflicts from affecting—or appearing to affect—decisions that you make on behalf of the company.

1.7

Personal Benefits

Business interaction in social settings and common business courtesies are appropriate when done with good judgment and moderation. However, you may not receive any personal profit or advantage other than your compensation from Agilent in connection with any transaction involving our company. Participation in published frequent flyer programs is acceptable, except for those that offer cash refunds. You may not accept other kinds of free travel or participate in frequent purchase programs outside the travel industry that are based on purchases by or for Agilent. You are also prohibited from obtaining reward points for personal use or other personal benefits from travel service providers in connection with planning a group activity or travel for yourself or for others.



In making arrangements with a local hotel, my coworker applied the hotel reward points earned from booking a corporate meeting to her personal account. Can she do that?



No, she should not receive any personal benefits from doing what's expected of her, as part of her job. Accepting the points represents a conflict of interest since her decision—for this meeting and for future meetings—could be based on points she gains rather than the best value for Agilent.

Never use company property, information or your position at Agilent for personal gain, and do not take for yourself a business opportunity that belongs to Agilent. If, through your job, you become aware of such an opportunity, notify your direct manager.

Note that gift-giving and receiving can also represent a conflict of interest when doing so influences (or appears to influence) your decision-making. Make sure you know, understand and comply with our policy on [Gifts and Entertainment](#).

Take Responsibility

- Be alert to the types of situations that could pose a potential conflict.
- Ask yourself: Am I involved in any situation that could create—or even appear to create—a conflict between my personal interests and the interests of Agilent?
- Disclose any actual or potential conflicts of interest, or situations that could present an appearance of a conflict of interest, to management and receive approval before engaging in the activity.
- Remove yourself from any decision-making in situations that pose—or appear to pose—a conflict.

Protecting Information

- 2.1 Defining Sensitive Information
- 2.2 Data Privacy
- 2.3 Inside Information



Information is one of Agilent's most valuable assets. As employees, we have an obligation to safeguard information about our company, our coworkers and the companies with which we do business. We must know the kind of information considered sensitive, never use it for our personal benefit and never disclose it to others, including family members, friends or anyone else who doesn't have a need to know it.

2.1

Defining Sensitive Information

Sensitive information is non-public information in any form, whether written, verbal, or electronic, to which you are exposed as part of your job. It includes:

- **Information about our business**, such as new product research, product specifications and designs, business strategies, customer lists and marketing plans
- **Nonpublic financial information**, such as forecasts, pricing strategies and budget information
- **Information about our employees**, such as benefit, compensation and performance information
- **Information about third parties**, such as customers, suppliers, resellers, research partners and other third parties, that we have been entrusted to protect

Label sensitive information in accordance with company guidelines to indicate the level of care to be exercised in handling it and how widely it may be distributed. You should treat unlabeled information as sensitive unless a good reason exists for believing otherwise.

Before disclosing sensitive information—inside or outside of Agilent—make sure there are good business reasons for sharing it, that you are authorized to disclose it, that you are disclosing it to someone who is authorized to see it and that you limit the amount of information to what is required to achieve the stated business purpose. In disclosing the information, make sure the recipient knows that the information is sensitive and understands the restrictions related to its use and dissemination.

Q *Why is the protection of sensitive information so important?*

A **Information such as business and technical data drives our competitive advantage in the marketplace and can be of great value to competitors. Violating our policy regarding the disclosure of sensitive information can weaken our competitive position, as well as investments we have made and resources we have developed.**

Sensitive information should never be disclosed to third parties without the protection of an appropriate written agreement, such as a Confidential Disclosure Agreement or Privacy Agreement, providing a written record that documents all aspects of the disclosure. If you are not sure which kind of agreement to use, or if the third party wants to use its own form of agreement instead of ours, contact the Legal Department for guidance.

With regard to *receiving* sensitive information from a third party, you should accept it only after Agilent has made a management decision that it is necessary and a written agreement is in place that identifies the information and specifies our obligations in dealing with it. The agreement should be either our standard Confidential Disclosure Agreement or another written agreement that has been reviewed by the Legal Department. Make sure you handle the information in accordance with the agreement and use it only for the purposes it outlines. The best practice in receiving sensitive information, just as in disclosing it, is to maintain a written record that documents all aspects of the disclosure and use.

Your responsibility to protect sensitive information also applies to work you may have done before coming to Agilent and to work you do for Agilent should you leave the company to work elsewhere.

2.2 *Data Privacy*

Personally Identifiable Information (PII) is data that can be used to identify a specific person, such as a name, address, photo, birth date or phone number. We value the privacy of our employees, our customers and third parties with whom we do business and are committed to the responsible collection, storage, use, transfer and disposal of their personal information. Personal data must be processed in accordance with the applicable local laws. Note that the term “sensitive personal data” has a specific meaning in certain countries and is subject to additional safeguards with respect to its collection and use.

We take appropriate organizational and technical measures to protect personal data from unauthorized disclosure and take swift and deliberate action to remedy any breach of data.

Employees with access to personal employee data or sensitive customer information are required to protect the information that is entrusted to them. Use it only for the purpose for which it is meant to be used and do not share it with anyone else, inside or outside of Agilent, who is not authorized to it. Improper handling of data that is deemed private, whether for employees or customers, may result in severe fines for Agilent and even criminal charges for individuals. Think about how you would want your personal information to be handled and act accordingly.

For further guidance, visit the Privacy Program Office website.

Protecting Information

2.3

Inside Information

You may not trade in Agilent securities—or tip others to trade—based on material, nonpublic (or inside) information. Information is material if a reasonable investor would consider it important in making a decision to buy, sell or hold stock; information is considered nonpublic until it is announced to the public through an Agilent press release or SEC filing.



What kinds of information could be considered inside information?



Estimates of future earnings or profits, the gain or loss of a substantial customer, awards or cancellations of major contracts, information about mergers or acquisitions, changes to the executive management team or major developments in projects, alliances or litigation all could be considered inside information.

Trading in Agilent stock includes buying or selling Agilent shares in the open market, buying or selling exchange-traded Agilent options and selling shares that were purchased under an Agilent employee stock option. It does not include participation in Agilent's stock purchase plan—just do not buy or sell Agilent stock outside of the plan or attempt to change your enrollment if you are in possession of inside information.

Violation of insider trading laws here and abroad can subject you and Agilent to severe criminal penalties.

If you learn of inside information about another company, you may be considered an insider for that company and subject to similar trading restrictions. Consult the Legal Department to determine whether information is material before using it to make an investment decision.

Take Responsibility

- Treat sensitive information carefully; protect it as you would your own personal information and take precautions before disclosing it to anyone inside or outside of Agilent.
- Only share sensitive information if you are authorized to do so—disclose it only to the extent necessary and to those who have both a right and a need to know the information.
- Comply with the law and Agilent's policies as they relate to data privacy.
- Know what kinds of information are considered inside information and do your part to protect it.
- Do not share inside information with anyone including your family, your broker or others inside or outside of Agilent.
- Do not trade in Agilent stock or the stock of any other company if you possess inside information.

Protecting Assets

- 3.1 Physical and Electronic Assets
- 3.2 Intellectual Property
- 3.3 The Agilent Brand
- 3.4 Theft and Fraud



In addition to protecting our information assets, the protection of our physical, financial and technology assets is a critical responsibility. Agilent trusts us to respect these assets, use them to carry out company business and protect them from damage, loss, misuse and theft. We also have a responsibility to extend the same degree of care to assets entrusted to Agilent by others.

3.1

Physical and Electronic Assets

Assets such as office furnishings, equipment and supplies, computer hardware, software and information systems, whether used inside or outside the workplace, are company property and provided for your business use. Incidental, infrequent personal use of these assets, within reason, is permitted as long as the use is appropriate and does not violate company policies or applicable laws and local rules.

Take steps to protect our systems from viruses and downtime. Installation of unauthorized software, applications, hardware or storage devices on your company-issued computer or access of our network through unauthorized applications or devices can introduce risk. Use good judgment. Know and comply with best practice policy and procedures in the management of software and applications to maintain the integrity of our systems.

Use good judgment in your online and electronic communications. Take care never to violate a law, harass others, disclose confidential information or interfere with network users, services or equipment. Honor copyrights for software installed on your equipment—do not duplicate, install or use software in a way that violates the copyright or applicable license terms. Always seek advice from your direct manager or the Legal Department if you are not certain of your rights and responsibilities.

Be aware that any information you create, send, receive, download or store on our systems becomes company property, and we reserve the right to monitor, review and disclose data as we deem necessary, unless prohibited or limited by applicable laws and regulations.

Our IP is the product of many years of work and represents a significant investment.

Protecting Assets

3.2

Intellectual Property

Our intellectual property (IP) includes patents, trademarks, copyrights and trade secrets, as well as the technical data and software we have developed. Our IP is the product of many years of work and represents a significant investment, one we need to protect in accordance with company policies and applicable laws and regulations. The enduring obligation to protect IP continues even if you should stop working for Agilent, and you should understand that Agilent will lawfully enforce its IP rights.

Agilent respects the IP rights of others. You also are responsible for complying with copyright laws with respect to books, articles, images, videos, music and other forms of expression, whether they are in hard copy or electronic form. Do not copy these items for your own use or for Agilent's use unless proper permission has been obtained.

If you have concerns about Agilent's right to use a current or planned Agilent product or service because of the IP of others, complete a Right-to-Use Inquiry form.

If you receive an unsolicited idea for a future project from an external source you should politely reject the submission and instead refer the submitter to [Public Suggestion for Agilent's Consideration](#) to protect our company from claims that an unsolicited idea we receive is the source of a project we independently develop ourselves.

3.3

The Agilent Brand

The Agilent brand is our corporate identity and an integral part of our IP. It includes our name, the Spark of Insight, our Corporate Signature and the distinctive look of our products. Each of us has a duty to protect the brand by following the applicable standards and policies relating to its visual representation and use and by reporting any misuse, internally or externally. Consistent representation is key to building our company's brand equity and defending the brand against infringers.

Any use of Agilent's name or trademarks by any other entity in a way that suggests that Agilent has an affiliation with or is endorsing that entity requires an appropriate written license from Agilent and the written approval of a VP or the appropriate local General Manager and the marketing manager of the relevant Agilent entity. Use of our logo by our suppliers is seldom permitted and should never be considered without first going through Agilent's Third Party Trademark Use Process and, in the event of questions, consultation with Agilent's Trademark Counsel.



What if a supplier asks me to endorse its products or services?



Unless Agilent's contract with the supplier requires that the existence of the relationship be kept confidential, the supplier is free to include Agilent's name in its list of customers. However, our name may not be used in a way that suggests that we endorse the supplier, and Agilent's trademarks may not be used in a supplier's or consultant's advertising, promotional materials, customer references or the like, without an appropriate Endorsement Use license. This license requires the written approval of the user entity's VP or the appropriate local General Manager and marketing manager, and when needed, consultation with Agilent's Trademark Counsel.

3.4

Theft and Fraud

Misrepresentation, cheating, stealing and deception have no place in a company that values integrity. Theft includes stealing physical assets that's true, however, misrepresenting expenses on your expense reports and falsifying receipts is considered stealing as well. Promptly report any suspected theft, loss or abuse of company assets. We will investigate, and where appropriate, prosecute reported incidents of fraud or theft of our assets and we reserve the right to seek repayment or restitution from those who steal.



I suspect that someone in my department is committing an act of fraud, but I do not have any real evidence to support it and honestly, I would rather not get involved...



Speaking up is never easy, but it is always the right thing to do. You have an obligation to share your concern. Remember, a violation, left unreported, can result in significant harm to our company and everyone who works here.

Take Responsibility

- Be a good steward of company assets and safeguard them from damage, loss, misuse and theft.
- Remember that company assets are company property and intended for business use.
- Be responsible in your use of electronic communications and systems.
- Speak out against any acts of theft or fraud.

Communicating About Agilent

- 4.1 Speaking on Behalf of Agilent
- 4.2 Government Audits and Investigations
- 4.3 Social Media



Every spoken, written or electronic communication we deliver has an impact on Agilent's reputation, brand and people. Each of us has an obligation to safeguard our company and our information by ensuring that communications about our company are consistent, accurate and complete and that sensitive information is protected from unauthorized disclosure.

4.1

Speaking on Behalf of Agilent

In order to ensure that accurate and complete information is conveyed to the public, to regulatory authorities and to others, we have designated individuals to serve as our official company spokespersons. Unless you are authorized to do so, do not make any statements on Agilent's behalf.

Refer all media inquiries and public requests for information (including questions about—and requests for—financial performance) to Agilent's public relations contacts. Contact the Legal Department any time you have questions about whether certain information can be used or disclosed publicly.



I have been contacted by a reporter requesting information about a rumored acquisition. I have heard discussion in the office about the deal, and passing along what I have heard would likely boost Agilent's stock price. Is it good idea to tell the reporter what I know?



No, unless you are an official spokesperson for our company, you should not communicate with the reporter about the rumored acquisition. The information you have may be incorrect or incomplete and is best addressed by referring the reporter to Corporate Communications.

Communicating About Agilent

4.2

Audits, Investigations and Litigation

We also comply with requests for information by government and regulatory agencies, as required by law, and cooperate fully with investigations. If you receive an inquiry from a government official or agency, promptly contact the Legal or Compliance departments for assistance. Do not provide information to any governmental or other authority before obtaining permission to do so. If you are questioned as part of an investigation or audit, you have a duty to cooperate and provide honest information in connection with an investigation, whether conducted by external or internal investigators. You must:

- Always provide truthful, accurate and complete information.
- Never impede, obstruct or improperly influence an audit or investigation.
- Never lie or make false or misleading statements—whether in writing or verbally.
- Never attempt to persuade someone else to provide false or misleading information.
- Never destroy or alter documents or records following or in anticipation of a request to turn them over.

Documents that initiate lawsuits or subpoenas in the United States involving Agilent should be sent immediately to the Legal Department. Outside of the United States, documents should be sent to the Agilent attorneys who support that specific geographic area. If you are involved in a lawsuit or other legal dispute involving our company, do not discuss it with either outsiders or other Agilent employees unless you first receive approval from the Legal Department.

4.3

Social Media

As a company, we respect your use of social media as a means for exchanging ideas and building relationships, but you have a responsibility to use good judgment in your online activity and comply with all applicable laws (including those that relate to copyright, trademark, fair use and financial disclosure).

If you are designated to speak on behalf of Agilent on social media, do so with integrity and in compliance with company policies. Verify details—never make false or unsubstantiated claims about our company and never violate the boundaries, terms, conditions or community guidelines set by each site, social network or community. If you are not authorized to speak on our behalf, and you write something related to our business, make sure you identify yourself as an employee and state that your views are your own and not Agilent's.

You are responsible for the content you publish online.

Communicating About Agilent

You are responsible for the content you publish. Be careful not to:

- Disclose anything that could violate another employee's right to personal privacy.
- Disclose confidential information about our company, our customers or third parties who conduct business with—or on behalf of—our company.
- Make unsubstantiated claims about our products.
- Endorse our company's products or services without permission.



I was online recently and did a search on our brand. The results pulled up a video I had never seen of a customer complaining about an experience he had with us. Is it okay to post a comment to correct the customer's misperception?



It's okay, but take care and think before you post. Ideally, any response should be planned and coordinated through your businesses' established social media engagement process. Any response should be provided in an open, honest, factual and non-promotional way, with a tone that's positive and collaborative, not defensive or confrontational. Often, the right response can move the conversation in a positive direction.

Take Responsibility

- Do not make any statements on behalf of Agilent unless you are specifically authorized to do so.
- Refer all inquiries and requests for information to the office designated to speak on the company's behalf.
- Honor our commitment to cooperate fully with any government requirements, audits or investigations.
- Be careful in how you communicate with others about our company online and use online tools in a manner that is consistent with our policies.

The Marketplace

- 5.1 Competition and Antitrust Laws
- 5.2 Interactions with Resellers and Other Channel Partners
- 5.3 Ethical Sales Practices and Marketing
- 5.4 Interactions with Suppliers
- 5.5 Interactions with Healthcare Professionals



We believe in a thriving marketplace with free, fair and open competition. Each of us must deal fairly with our customers, suppliers, resellers and competitors and to sell our products and services on the basis of quality and merit. We must promote positive business relationships everywhere we operate and never take unfair advantage of others by misleading or deceiving them.

5.1

Competition and Antitrust Laws

Competition and antitrust laws are aimed at preventing agreements and activities that limit free trade and competition in the market. You must understand and comply with these laws wherever we do business and avoid conduct that might suggest a violation. Never enter into any agreement or understanding, whether formal or informal, with a competitor, customer or supplier to:

- Raise, set or hold a price on our products or services (also known as “price fixing”).
- Divide territories, markets or customers.
- Prevent a company from entering the market.
- Participate in any form of collusion to secure a predetermined bid price.
- Refuse to deal with a customer or supplier.
- Restrict production, sales or output.
- Coerce buyers to buy unwanted products by tying them to other products that must be purchased together.

When dealing with reseller or other channel partners, you must never influence or interfere with a reseller’s ability to set the price at which it offers our products or services for sale.

Agilent maintains a comprehensive Agilent Antitrust and Competition Law Compliance Manual, which provides guidance and examples to help employees understand and comply with these often complex requirements. If your job involves interaction with customers, resellers and other channel partners, or competitors, be sure to refer to and familiarize yourself with the manual and seek help from the local Agilent attorney any time you have a question about how they apply to a particular business situation.

Q *I ran into an old college friend at a trade show who works for one of our competitors. She asked me how business was going. What should I do?*

A **There is no problem with responding in a general, non-specific way to say that all is well, but keep your conversation high-level and be aware that simply having a conversation with a competitor can give the appearance to others of something improper.**

Q *The new guy on our team used to work for one of our competitors. Is it okay to ask him about the new product features that his company was developing right before he left?*

A **No, it is never appropriate to obtain information about our competitors in this way. We have an obligation to gather competitive information lawfully and ethically.**

5.2

Interactions with Resellers and Other Channel Partners

Our resellers and channel partners often work collaboratively with us, serving as valuable partners in the delivery of not only our products and services, but also our brand. At the same time, we recognize that resellers are independent businesses, and agreements that restrict their activity may, in some cases, violate competition laws, particularly where those agreements control resale prices. Agreements with resellers that are permitted under one country's laws can be forbidden under another's.

Consult the Legal Department before imposing limitations on resellers that could restrict their pricing decisions.

In general, in the United States, we are selective in choosing our resellers. If we decide not to conduct business with someone, we are not required to explain the decision, and the best practice is not to do so.

In other countries, notably in Europe, our options may be more limited. You should not plan a selective distribution program or place any restrictions on resale networks without appropriate legal guidance.

Be aware that it may be unlawful in both the United States and elsewhere to offer different price structures or levels of promotional support to resellers that compete with one another unless the differences fit within narrow legal parameters. Again, seek guidance from the Legal Department when designing any marketing strategy that might result in different treatment for competing resellers or when a particular reseller asks for non-standard pricing or assistance. You can find further information on our responsibilities when interacting with reseller or channel partners in Agilent Antitrust and Competition Law Compliance Manual.



I was contacted by a distributor who sells not only our products, but also a competitor's products. He said that our competitor was planning to raise prices and asked if we were, too. I didn't know how to respond.



The distributor's question was inappropriate and likely, illegal. Any conversation designed to establish or fix prices at a certain level (whether the conversation is with distributors, resellers or competitors) violates the law and our commitment to competing fairly and honestly. The proper course of action would be to terminate the call and report the incident to the Legal Department immediately.

5.3

Ethical Sales Practices and Marketing

We must be fair, factual and complete in our marketing, sales and promotional materials. Always disclose material features, costs, terms and limitations for each product and service we offer. Never prohibit our customers or suppliers from dealing with any of our competitors as a condition of obtaining products and services from Agilent, and never enter into tying arrangements where a customer is required—as a condition of purchasing one product—to have to purchase a second, distinct product. Although we are generally free to offer a package price for two or more bundled products or services, sometimes it is necessary to make them available separately, particularly if selling them only on a bundled basis would shut down market opportunities for smaller competitors.

Be aware that any comparisons to competitive products or services must be substantiated formally with current factual data before publication. In the European Union, comparisons must comply with the European Directive on Comparative Advertising. Some countries have even stricter rules or may deem comparative claims unlawful. Consult with the Legal Department before including product or service comparisons in promotional communications or material to be used outside of the United States if they include product or service comparisons.

The promotion of medical devices and diagnostic products is subject to strict regulation around the world. Product descriptions must always be fair, accurate and consistent with product labeling. Promotional claims must be based on valid scientific evidence and provide accurate, objective and complete information about the product. We must never promote our products for uses that have not been approved by the appropriate regulatory authority, if approval is required. Approved uses in one country may not necessarily be approved in another; when in doubt contact Regulatory Affairs.

You must only use promotional materials that are current and have been reviewed and approved through the regulatory and legal processes governing promotional materials, and you must only promote products or applications that have received all the necessary regulatory approvals in your market.

5.4

Interactions with Suppliers

Our relationships with suppliers are of great strategic importance. We honor all of our contractual obligations and require that suppliers, in turn, adhere to the [Agilent Supplier Code of Conduct](#). Our Code of Conduct requires suppliers to adopt sound environmental, health and safety management practices and incorporates eight International Labour Organization (ILO) Conventions that have been identified as fundamental to the rights of human beings at work. Agilent has programs in place to monitor our suppliers' conformance with the Code of Conduct.

If you manage or work with suppliers as part of your job, use common sense, good judgment and the highest standards of integrity in your dealings with them. As a company, we may be responsible for certain acts of third parties who work with—or on behalf of—our company, so exercise due diligence to ensure that they understand their contractual obligations, operate ethically and comply with all applicable laws and regulations. These include laws relating to [anti-bribery and anticorruption](#), [conflict minerals](#) and [human trafficking](#).

We may be responsible for the acts of third parties who work on our behalf.

In general you are not obliged to deal with all potential suppliers. Nor are you required to award business to a supplier based solely on the lowest price or the fact that the supplier is also a customer. Avoid procurement decisions that could appear to be based on personal favoritism or other factors unrelated to the Agilent's best interests. Decisions should instead reflect your best judgment about a supplier's technology, quality, responsiveness and delivery capabilities as well as cost. The supplier's financial stability, environmental performance and track record are other factors that should be considered. In the US actively seek out qualified small, minority-owned, veteran-owned and women-owned suppliers as defined in [Agilent's Supplier Diversity Program](#).

Suppliers who participate in the formal bidding process should expect to be treated fairly and to have their bids evaluated objectively against other qualified bidders. You have an obligation to follow the procedures defined by Agilent's procurement processes and to be consistent in your messaging to bidders.

In other, less formal purchasing situations, there is greater flexibility, but no less accountability—we have an obligation to comply with the procurement process we have defined and to negotiate with integrity.

Unless there is an agreement in place that directs otherwise, we have no contractual obligation to treat suppliers' prices as confidential, but we do have an ethical obligation to do so. You may not share pricing information with any Agilent subcontractor or third party without written approval from the supplier.

You may ask suppliers for their best prices for materials and services that Agilent uses or incorporates into our products, but if you buy a product that Agilent resells without substantial added value, U.S. law may prohibit receiving a discriminatory price. Consult the Legal Department if you are purchasing products for resale and are offered a non-standard price.

You should also consult the Legal Department before entering into a group purchasing agreement with Agilent competitors that would control prices to be paid by the members of the group.

5.5

Interactions with Healthcare Professionals

Our interactions with healthcare professionals must always be guided by the highest levels of integrity and ethics. Healthcare professionals are those individuals or entities involved in providing healthcare services or products to patients or any who recommend, purchase, use, prescribe, or arrange for the purchase or use of our products. The primary responsibility of healthcare professionals is to act in the best interests of the patient.

Our interactions with healthcare professionals are highly regulated by governments around the world and violations can result in severe penalties. Although regulations can vary country by country, there are some standards that apply universally:

- Never offer a healthcare professional anything that could be perceived as an attempt to inappropriately influence his or her decision to purchase, use or recommend our products. This includes non-compliant expansion of product claims.
- Consult company policies and local laws before providing healthcare professionals with anything of value, including gifts, meals, entertainment or travel.
- If engaging a healthcare professional, ensure that the remuneration is proportionate to the services delivered, consistent with fair market value and kept transparent.

If your job requires you to interact with a healthcare professional, be sure to understand and follow the particular laws and rules that apply to those interactions, and to seek advice from the Legal Department when you are not sure of your obligations.

Interactions with healthcare professionals are highly regulated by governments around the world.

Take Responsibility

- Comply with antitrust laws and do your part to promote positive business relationships and fair business practices.
- Treat our customers fairly and work to achieve a competitive advantage through superior products and services, never through unethical or illegal business practices.
- Demonstrate your commitment to ethical sales practices and advertising.
- Avoid discussions with competitors that could suggest an agreement that limits full and open competition.
- Deal ethically, honestly and transparently with resellers and suppliers.
- Promote the safety of our products and of those who use them.
- Work toward continuous improvement of our products and processes and follow our company's policies and procedures if you become aware of any customer complaints.
- Conduct research and development with integrity and in compliance with all applicable laws, regulations and industry standards.
- Make sure your interactions with healthcare professionals are aligned with our policies.

Safety and Product Quality

- 6.1 Safety First
- 6.2 Research Standards
- 6.3 Quality and Regulatory Standards
- 6.4 Other Life Sciences Industry Standards



Our work in the life sciences industry not only helps grow our company, but also helps grow our reputation as a company that consumers and business partners trust and respect. We put safety first, never compromising on product quality or compliance with the laws and regulatory requirements that govern our industry.

6.1 *Safety First*

We are committed to delivery of high-quality, safe and reliable products, so we take steps to ensure they consistently meet or exceed the standards set forth in our [Quality Policy](#) as well as applicable global quality manufacturing standards. You have a responsibility to comply with quality management system (QMS) processes as well as any relevant external quality standards and regulations. More information can be found on our [website](#).

We are also committed to continuous improvement of our products and processes. We maintain a post-market surveillance and vigilance system to analyze, evaluate, monitor and control the risk of adverse events and malfunctions that could lead to adverse events related to our products, and we study feedback from our customers about product performance.

We honor the commitment we make to customers, users of our products and business partners. If you become aware of a customer complaint or a quality, safety or reliability issue, immediately report it following the applicable QMS process and report the issue to your local quality representative or [Enterprise Quality](#). Please report the issue immediately even if you are unsure if it constitutes a complaint.

Safety and Product Quality

6.2

Research Standards

Many lives are touched by our products, from the consumer of safe food, to the athlete subject to testing for banned substances, to instrument operators generating data for use in clinical diagnostics. Product research and development is conducted with integrity and the highest ethical standards according to international guidelines.

In conducting research:

- Comply with quality systems and design control process requirements.
- Communicate honestly and keep good records—never falsify, fabricate or misrepresent data.
- Welcome new ideas and criticism and share data, results and resources.
- Critically examine your own work and the work of your colleagues. Give credit and proper acknowledgment for all contributions to research.
- Never plagiarize and never use unpublished data, methods or results without permission.

In clinical research and trials:

- Engage in trials only if doing so is part of your job and you have received the requisite training.
- Make sure that trial subjects' rights, safety and integrity are protected as required by global privacy requirements, and follow company procedures as they relate to data handling, protection and disclosure.
- Comply with Clinical Trial process and procedures.
- Retain clinical data in accordance with applicable law.

With regard to animal care:

- Engage in animal care and production only if trained to do so.
- Follow all relevant laws and regulations on animal care.
- Comply with our company's high standards of care for animals used in production. Seek to minimize discomfort, distress and pain for the animals involved.
- Speak to your manager if you have any concerns about animal welfare.

6.3

Quality and Regulatory Standards

Our compliance with international standards developed by independent third parties and the certifications we make to these standards further demonstrate our commitment to quality and safety. We certify to Agilent Quality Management System ISO 9001, the related Medical Devices Quality Management System ISO 13485, and applicable international product safety and regulatory regulations (including those that relate to electrical and mechanical safety).

We also comply with regulations regarding ionizing radiation, x-ray emissions, electromagnetic emissions, radio frequency compatibility and the safety of our chemical and biological products. Agilent is subject to inspection or audit regarding these standards and regulations, and it is important that our product design, manufacturing, testing and supplier management practices adhere to the requirements. Make sure you are familiar and comply with the standards that apply to your business.

6.4

Other Life Sciences Industry Standards

We operate in a highly regulated industry where national and local requirements can be far-reaching and complex. Compliance with these standards helps us maintain the trust we have built with all of our stakeholders. Some of the U.S. laws that govern the life sciences industry include the Health Insurance Portability and Accountability Act (HIPAA), the Patient Protection and Affordable Care Act (PPACA) and the Anti-Kickback Statute (AKS). Our internal policies and procedures help to ensure compliance not only with these laws, but with all applicable laws and regulations. Again, make sure you are familiar and comply with the standards that apply to your business to ensure we meet our legal and ethical obligations.

Take Responsibility

- Promote the safety of our products and of those who use them.
- Work toward continuous improvement of our products and processes and follow our company's policies and procedures if you become aware of any customer complaints.
- Conduct research and development with integrity and in compliance with all applicable laws, regulations and industry standards.
- Know and comply with the policies and procedures that apply to your work to ensure seamless compliance with all applicable legal and regulatory statutes.
- **Learn more:**
[Quality Policy](#)

International Business

- 7.1 Anti-bribery and Anti-corruption Laws
- 7.2 International Trade
- 7.3 Boycotts



As a company that operates in the global marketplace, we are subject to numerous international laws, regulations and restrictions. We must understand our responsibility to know and comply with the legal and contractual requirements as they apply to our work in the countries in which we do business. Since these laws can be complex, we should seek guidance anytime we have questions.

7.1

Anti-bribery and Anti-corruption Laws

We do not tolerate bribery in any form, whether dealing with government officials or representatives of non-governmental commercial organizations. Never offer, pay, promise to pay, or agree to accept or accept anything of value, either directly or indirectly, in exchange for obtaining or continuing business or an improper advantage. Agilent maintains a Global Anti-corruption Policy, which details our position and expectations surrounding corrupt practices.

A bribe can take many forms including a payment, a gift, a favor, a job, a kickback or an offer of entertainment or travel. Even a charitable or political contribution could be considered a bribe if offered to influence a decision on our behalf. Regardless of local practice or the practices of other companies, make sure you avoid even the appearance of anything improper.



A long-time, trusted vendor offers you a commission in exchange for securing an annual contract for his company. Is there any problem with this?



Yes, a “commission” for doing business is another word for kickback or a bribe, both of which are unethical and potentially illegal.

In addition to our own actions, we may be responsible for certain acts of our agents, partners, consultants and other third parties and are liable for any corrupt payments or other bribes they offer on our behalf. That is why it is critical that we know who we are working with, the business practices they employ and the reputation they have for operating honestly and ethically.

We are subject to the laws of multiple countries as they relate to bribery and improper payments, including the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act, both of which have global reach and worldwide implications. So it is critical that you know, understand and comply with the statutory, regulatory and contractual provisions that govern the work you do and ensure your business conduct is above reproach. Violations of these laws can result in lawsuits, substantial fines, and even jail time. If you see or suspect something improper, [share your concerns](#).

7.2

International Trade

We recognize that our ability to conduct business internationally is a privilege, not a right, and that violations of import and export laws can significantly impact our operations. If you are involved in the movement of products, services, information or technology across international borders, make sure you know and comply not only with U.S. trade law, but also the trade laws and regulations associated with the countries with which you do business. Be aware that the laws of more than one country may apply in cross-border transactions.

Abide by:

- All applicable customs, procedures, regulations and laws as they relate to importing products or technology, taking care to accurately describe, classify and state the value of goods and the country of origin.
- All export control laws, which apply not only to shipments of our products and technologies, but also to transfers of information via download or transport during travel whether you carry by hand or by baggage.

We do not transact business with countries that are subject to U.S. trade embargoes or economic sanctions. All partners in business transactions must be screened against the Agilent Restricted Parties List (RPL). Check with Global Trade to ensure compliance, and do your part to ensure the integrity of our supply chain by communicating our policies to agents, contractors and others who conduct business on our behalf.

Ensure the integrity of our supply chain.

7.3

Boycotts

We comply with U.S. anti-boycott laws and prohibit participation in or promotion of boycotts that the United States does not support. If you receive a request to comply with a foreign boycott (or a request to supply boycott-related information), contact Global Trade to determine the appropriate course of action.

Take Responsibility

- **Comply with anti-bribery and anticorruption laws wherever you do business.**
- **Do not offer or accept bribes or allow others to bribe on your behalf.**
- **If you have knowledge or suspicion of corrupt activity, report it immediately.**
- **Know and comply with all import and export laws, regulations and restrictions in the country (or countries) where you work, as well as the trade embargoes and economic sanctions of the United States.**
- **Notify Global Trade of any boycott-related requests.**

Gifts and Entertainment

- 8.1 What You May Accept
- 8.2 What You May Give
- 8.3 Government Employees



We conduct business with integrity and make sound business judgments on Agilent's behalf, free of any influence that could affect our decision-making. The occasional offer of gifts and entertainment is often viewed as an ordinary part of doing business, but we recognize that it is unacceptable when it creates a sense of obligation, compromises our professional judgment or gives the appearance that it might.

8.1

What You May Accept

In general, business meals, entertainment and other courtesies can be part of normal business interactions and are appropriate if accepted using good business judgment. Specifically, in most parts of the world, on an infrequent or occasional basis, an employee may accept meals, entertainment and gifts of reasonable value.

At all times, we expect employees to use good judgment and to avoid situations in which their loyalty may be divided between their own interests and the interests of Agilent. Employees must avoid even the appearance of impropriety. This means that an employee may be required to turn down meals, entertainment or gifts if accepting any of them could unduly influence an employee's decision making or would create an improper appearance, even if what is being offered is of reasonable value. In general, you may accept only when the offer:

- Is infrequent
- Is consistent with generally accepted ethical standards and business practices
- Is for the express purpose of furthering a business relationship and could not be construed as a [bribe or kickback](#)
- Complies with the law as well as the company policy of the giver.

It is never appropriate to solicit gifts, meals or entertainment or to promise a business decision in return for an offer.

Gifts and Entertainment

If you are unsure about whether you may accept any business meal or entertainment, disclose the situation to your manager, who will determine its acceptability. You may not accept payment or reimbursement of travel expenses from one of our suppliers, customers or resellers without written approval from a VP or the appropriate local General Manager.



A potential supplier to Agilent has invited me to attend a conference and has offered to pay for my lodging and meals. Can I accept the offer?



If you are going to the conference as an attendee, you may not accept free travel (e.g., airfare, train fare) or lodging from the supplier. If Agilent feels that there is a business reason for you to attend this event, Agilent will pay the costs associated with attendance. You may, however, accept a waiver of the conference fee, if offered to encourage your attendance. Employees may accept meals that are included in the cost of attendance and which are provided to all other attendees (for example, lunch during which there is a lunchtime speaker or a networking cocktail hour). You also may participate in reasonable after-hour leisure activities offered to all conference participants. Additionally, employees may be permitted to accept meals and entertainment offered by the current or potential supplier to a limited number of individuals attending the conference, provided that the value of what is offered is reasonable in the context of the event and your attendance does not create an appearance of impropriety.

8.2

What You May Give

As set out above, business meals, entertainment and other courtesies can be part of normal business interactions and are appropriate if provided using good business judgment. Specifically, in most parts of the world, on an infrequent or occasional basis, an employee may provide meals, entertainment and gifts of reasonable value, subject to the specific limits set forth in Agilent policies.

At all times, we expect employees to use good judgment and to avoid situations in which a business meal, entertainment or gift could be seen as having inappropriate influence over a customer's decision to purchase Agilent products. Employees must avoid even the appearance of impropriety. This means that you must not offer meals, entertainment or gifts if providing any of them could unduly influence a customer's decision or would create an improper appearance, even if what is being offered is within the value limits set forth in Agilent's policies.

Make sure any offers of promotional items, business meals or entertainment:

- Are infrequent
- Are consistent with generally accepted ethical standards and business practices
- Are for the express purpose of furthering a business relationship and could not be construed as a [bribe or kickback](#); and
- Comply with the law as well as the company policy of the recipient.

Accurate recordkeeping is part of our gift and entertainment policy. Anything you give in connection with your job must be transparent and recorded accurately in our company books and records.

Gifts and Entertainment

Q *One of my customers just got married. Would it be okay to send him a card and an inexpensive gift?*

A In most cases, this would be okay, but there may be some circumstances under which it would not be appropriate. For example, a gift of cash (or cash equivalent, like a gift card) would never be okay. It would also be inappropriate to send a gift if doing so would violate your customer's gift policy. The best course of action, always, is to review our policy and to ask questions in advance.

Q *Is there any problem with providing a catered lunch during a team meeting with one of our customers?*

A No, as long as it complies with the value limits set forth in our policy and it is not offered to individuals who are not permitted to accept such a gift (such as healthcare professionals and government officials).

8.3

Government Employees

Government employees may be subject to requirements stricter than other customers. For example in the US there are very strict rules for what you may offer federal government employees, including members of Congress and their staffs. In many cases, U.S. government contractors and state and local governments have similar restrictions. It is your responsibility to know and comply with our Customer Related Expense Policy and the policies of customers with whom you deal.

There may be certain circumstances where it is acceptable to offer low-priced promotional items such as Agilent-branded pens, coffee mugs or calendars to government officials, but even this type of activity must be monitored closely to ensure strict compliance with the law. If you are contemplating the offer of anything of value, discuss it with [Compliance](#) in advance.

Q *We would like to provide a complimentary dinner to all attendees on the last night of an industry conference Agilent is sponsoring. Could that pose a problem for attendees who are government officials?*

A Yes, the rules for providing meals to government officials are very strict. Before making plans that involve a complimentary meal (or any other gift or form of hospitality or entertainment) for a government official, contact [Compliance](#).

For government officials outside of the U.S., laws related to gift-giving in various countries vary. If your work involves interactions with non-U.S. government officials, which includes employees of state-owned enterprises, it is critical that you know and comply with [anti-bribery and anticorruption laws](#) in the countries in which you do business. In all cases, never give anything of value for the purpose of improperly influencing an official decision. Remember, anything permitted under our policies must be transparent and recorded accurately in our company books and records.

Take Responsibility

- Know the rules when it comes to giving or accepting gifts, meals and entertainment.
- Do not give anything of value to government officials without receiving approval in advance from [Compliance](#).
- Be accurate and complete in your recordkeeping and comply with all internal controls, policies and procedures as they relate to accepting or giving gifts and entertainment.

US Government Contracting

- 9.1 Doing Business with the Government
- 9.2 Procurement Integrity



As a company that participates in the U.S. government contracting arena, we understand our obligation to know, understand and comply with the procurement laws and regulations that apply to our work, recognizing that the requirements are generally much stricter than those governing our commercial contracts. We work to be a responsible partner and conduct ourselves with the highest standards of both legal and ethical conduct.

9.1

Doing Business with the Government

We are proud that the U.S. government is one of our customers and we perform our federal contracts in compliance with all applicable government contracting laws and regulations. If you serve our government clients, you are responsible for understanding the unique legal requirements and restrictions associated with this work. Transparency, accountability and openness are fundamental in not only winning, but also retaining, our government business.

Agilent Government Contracts is your resource for information about the federal procurement process and government contracting requirements. Leverage this resource to ensure that all certifications, representations, reports, data and other statements are accurate, current and complete and that all contractual requirements are met.

The risks of non-compliance are great and can result in criminal, civil and administrative penalties for Agilent and for you. Honor the commitment we have made to operating honestly, ethically and with integrity in all aspects of the government contracting process.

9.2

Procurement Integrity

Promoting procurement integrity is not just a good business practice, it is the law. Under the Procurement Integrity Act, we are prohibited from:

- Seeking confidential information or source selection information before a contract is awarded.
- Obtaining, using or attempting to obtain or use another contractor's bid or proposal information, such as cost or pricing data or proprietary information.

We are also prohibited from discussing employment or business opportunities with agency procurement officials. There are very specific rules that must be observed in recruiting or hiring former (or current) government employees, either as company employees or consultants. These rules vary according to the employee's employment status, job responsibilities, the business relationship the individual had (or has) with our company and how long it has been since he or she worked for the government. If you are contemplating the recruitment of a U.S. government employee for work with Agilent—or if you are approached by a government employee asking for work—contact Agilent Government Contracts.

It is also a violation of the law to offer or give gratuities or anything of value to any agency procurement official. Make sure you understand the restrictions on [gift-giving](#) and comply with [anti-bribery laws](#).

You Play an important role in preserving the integrity of the government procurement process.

Remember, if you are engaged in the government procurement arena at Agilent, you play an important role in preserving the integrity of the process. Respect and comply with the laws and be alert to abuses of the system. If you ever have questions or concerns, seek [help](#).

Take Responsibility

- **Do your part to maintain procurement integrity.**
- **Do not discuss employment or business opportunities with agency procurement officials.**
- **Learn more:**
[Agilent Government Contracts](#)

Accuracy in Recordkeeping

- 10.1 Financial Integrity
- 10.2 Anti-money Laundering
- 10.3 Records Management



The integrity of our company books and records is critical to our future success and to maintaining the trust of our stockholders, customers and business partners. Each of us has an obligation to follow all internal controls in recording and maintaining Agilent's company books and records. In every transaction, whether we are filing an expense report, preparing a financial statement or simply completing a time sheet, we are honest, accurate and complete.

10.1 *Financial Integrity*

We require that all company books and records accurately reflect our transactions, comply with policy, procedural and legal requirements, and adhere to U.S. and local Generally Accepted Accounting Principles (GAAP). If you are involved in any aspect of our accounting or financial reporting processes, make sure you adhere to these rules:

- Follow all internal processes, controls and accounting principles, ensuring that our records accurately and fairly reflect all transactions.
- Be accurate, honest and complete in all aspects of recordkeeping including: accounting records, financial statements, expense reports, time sheets, purchase orders, sales invoices, etc.
- Do not establish any undisclosed or unrecorded funds, liabilities or assets for any purpose.
- Never falsify or mischaracterize any book, record, account or transaction that relates to our business.
- Correctly and consistently assign costs to the proper project number, contract number, name or identifier, as appropriate.
- Do not make any payment—regardless of form—on Agilent's behalf without adequate supporting documentation and required approval. If you are a manager, this includes the review and approval of an employee's expense report.
- Apply payments received from customers properly (including all supporting documentation) and verify any communications, whether written or verbal.

Accuracy in Recordkeeping

- Never lie or make false or misleading statements—whether in writing or in speaking—to anyone
- Protect, store and dispose information in accordance with legal requirements and our internal records management policies.
- Cooperate with all reasonable requests for information from government and regulatory agencies and cooperate fully with any government audits or investigations.
- **Protect confidential information**, disclosing it only to those who are authorized to see it and only if you are authorized to do so.

Q *I saw a coworker sign off on an inspection report when he hadn't actually done the inspection. What should I do?*

A **You should speak up about what you saw. Signing off on the report when he had not actually done the inspection would be a form of falsifying records and is never appropriate.**

Commission or fee arrangements must be made only under written agreements with bona fide commercial distributors, sales representatives, agents or consultants. Any commission or fee for assistance in securing orders must be reasonable and consistent with local laws and normal practice for the industry, the products involved and the services to be rendered. Certain sales practices are strictly prohibited because they violate our commitment to conducting business honestly and ethically. For example, we do not allow concessions, side agreements or letters, amended sales documents or future roadmap commitments.

10.2

Money Laundering

Money laundering is an attempt by individuals or organizations to hide or disguise the proceeds of criminal activity (such as fraud, terrorism, drug dealing, illegal arms trade, corruption, human trafficking, etc.) through a series of otherwise legitimate business transactions. Do your part to prevent misconduct—know your customers and partners, understand their use of our products and services, and be alert for any financial transactions that may suggest anything illegal.

Be aware that no matter where transactions originate, our company abides by the rules of the *strictest jurisdiction* in which we operate. Follow our internal procedures to obtain, record and verify the identity of those with whom we conduct business and monitor their activities on an ongoing basis. Make sure you know the kinds of transactions and activities that require increased monitoring. Some examples of questionable transactions include large payments in cash, unusual fund transfers to or from foreign countries, requests to transfer funds to or from countries that are not related to the transaction or the customer, or changes in the pattern of a customer's transactions. Report any suspicious activity to [Agilent's Compliance Hotline](#).

Q *I work in accounting and recently noticed a number of invoices generated by a coworker that were much higher than the amount billed. I need to report that, right?*

A **Yes, this discrepancy could be connected to illegal activity. Even if it's not, the discrepancy should be immediately addressed and corrected.**

Accuracy in Recordkeeping

10.3

Records Management

The responsible creation, storage, maintenance and disposal of records is important in helping us maintain financial integrity and meet our legal, tax and regulatory requirements. Retain all company records as described in our Policy and General Retention Schedule and store them in approved storage locations. Records that have met their retention requirements and are not subject to a document preservation requirement or legal hold should be properly destroyed.



I was cleaning out my file cabinet and found records from a project we finished years ago. Can I throw them away?



It depends. Before discarding, check the General Retention Schedule to make sure the retention period has expired.

If you receive notification that you possess records relevant to a lawsuit, investigation or audit, follow the guidelines outlined in that notification. Do not destroy, alter or conceal any documents (including computer files, emails and disks) that may be relevant to litigation or subject to a legal hold until you are authorized to do so by the Legal Department.

Take Responsibility

- Make sure any entries you make in Agilent's books and records are accurate, honest and complete.
- Never knowingly facilitate money laundering—take steps to prevent inadvertent use of our resources for this purpose.
- Immediately report any unusual or suspicious transactions or activities.
- Comply with our policies as they relate to records management, retention and destruction.
- Do not dispose of any information that is subject to a legal hold until you are authorized by the Legal Department to do so.

Equal Employment Opportunity

- 11.1 Anti-harassment, Anti-discrimination
- 11.2 Compliance with Labor Laws



Agilent Technologies is an Equal Employment Opportunity employer. These are more than just words; they are an integral part of our core values. They reflect the value emphasis the company places on diversity and inclusion and the unique perspectives and contributions of every employee. Agilent counts on each of us to support a workplace where everyone is treated with dignity, courtesy and respect.

11.1

Anti-discrimination, Anti-harassment

We prohibit unlawful harassment and discrimination on the basis of an individual's race, ethnicity, creed, color, religion, ancestry, gender, gender identity or expression, national origin, citizenship, genetic information, sexual orientation, marital status, pregnancy, childbirth or related medical condition, veteran status, age, disability, or other characteristics protected by law (collectively, "protected characteristics").

This commitment is reflected in all of our employment practices, including decisions about recruiting, hiring, training, promotions, pay and benefits. Employment decisions are administered without regard to protected characteristics and instead are based on Agilent's legitimate business needs and an individual's qualifications as they relate to his or her job, subject to collective bargaining agreements, where applicable



I was recently passed over for a promotion for which I was highly qualified. The person who got the job is a different race and younger than me. Could that be discrimination?



Generally, there are multiple legitimate business factors that go into making hiring and promotion decisions. Not all of those factors will be obvious to all applicants. If you feel you have been discriminated against in the promotion process, use the Open Door process to raise your concerns. In the U.S., contact a Management Support Consultant. Outside of the U.S., contact your local HR manager so that your concerns may be investigated.

Equal Employment Opportunity

Agilent's commitment to creating and maintaining a respectful workplace extends beyond minimum legal requirements. As employees, we are expected to treat everyone with whom we come into contact at Agilent with dignity, respect and courtesy. For example, abusive language, demeaning words or actions, aggressive acts and disorderly conduct as well as threats and intimidation, should be reported promptly whether they are directed at you or at someone else.

Our harassment-free workplace policy extends to our suppliers, customers and anyone who does business with us and applies in both work-related settings and work-sponsored activities.



My manager often loses his temper and yells at all the people on the team when we miss our project deadline. Is that harassment?



Yelling certainly creates a negative work environment, but it may not be considered harassment under the law. Even if the behavior does not rise to the level of illegal harassment, however, it will likely violate the Agilent Employee Harassment Policy since your manager is failing to treat employees with dignity, respect and courtesy. Share your concerns with your Management Support Consultant or business HR manager.

If you experience or witness any form of discrimination or harassment, [report it immediately](#).

11.2

Compliance with Labor Laws

Agilent's core values and culture reflect a commitment to ethical business practices and good corporate citizenship wherever we operate in the world. As a company, we acknowledge and respect the fundamental principles contained in the Universal Declaration of Human Rights, and our policies and practices reflect our commitment to promote human rights within the company's sphere of influence.

We source components and assemblies for our products from suppliers in different countries around the world, each with its own laws and regulations. We are committed to respecting human rights throughout our global supply chain and do not knowingly conduct business with any individual or company that participates in the exploitation of children (including child labor), physical punishment, forced labor or human trafficking.

We expect that anyone who conducts business on our behalf will operate ethically, in compliance with the law and in a manner that is consistent with the SBC and our policies. We periodically audit our suppliers to ensure compliance with these expectations.

Take Responsibility

- Treat others with respect and dignity.
- You are entitled to work in an environment free from intimidating, hostile or offensive behavior that is subject to legal protection. Not every offensive or critical comment meets those requirements. If you are uncomfortable, please report it immediately.
- Ensure that you conduct business in a manner that supports and respects human rights and do not do business with those who don't.
- **Learn more:**
[Agilent Human Rights](#)
[Supplier Code of Conduct](#)

A Safe Workplace

- 12.1 Preventing Accidents and Injuries
- 12.2 A Violence-free Workplace
- 12.3 Substance Abuse



As a company that values the safety and security of every employee, Agilent is committed to keeping everyone in our workplace safe and free from injury and illness on the job. There is an insistence on maintaining healthy working conditions and strict safety practices. As employees, we take an active role in ensuring our own safety and the safety of others by complying with all workplace safety requirements.

12.1

Preventing Accidents and Injuries

Promote a safety culture at Agilent. Complete all training requirements to help reduce the risk of occupational hazards in the workplace, and be familiar with the locations of fire extinguishers, emergency exits and first aid kits. Know the procedures for evacuating buildings in case of emergency and for reporting an injury or illness. Also, be alert to and aware of what is going on around you, follow all safety and security processes and **Speak Up** if you witness any safety hazards, property damage or personal injuries.

We have security measures in place to promote safety and security and to control access to our facilities. Comply with the policies and procedures in effect at your facility, and if you see or suspect that someone has breached our security measures, report it immediately.

Promote a safety culture at Agilent.

A Safe Workplace

12.2

A Violence-free Workplace

We have zero-tolerance for actions that threaten or have the potential to threaten the safety of our employees, customers, suppliers or others in our workplace. We rely on you to report promptly any violent or potentially violent acts, including behavior that:

- Is verbally threatening or intimidating.
- Suggests the destruction of company property.
- Threatens the use of firearms, bombs or weapons.

Subject to applicable local laws, weapons and other dangerous devices are prohibited at all times on Agilent property, including the parking lot and in company-owned vehicles.

We promptly investigate all reported incidents, take appropriate disciplinary action and support criminal prosecution in appropriate cases

12.3

Substance Abuse

Substance abuse can negatively affect job performance, create safety hazards and put you, your coworkers and others at risk. We prohibit the unauthorized use, possession, distribution, purchase or sale of drugs or alcohol while on company property, company time or at company-sponsored events.

There may be instances where drinking alcoholic beverages while conducting company business is permitted, but make sure you comply with all laws and company policies, exercise moderation and ensure your performance and judgment are not impaired; never operate any machinery or vehicles when under the influence of any (non-prescribed) drugs or alcohol or when your judgment is impaired in any way.

If you have questions or concerns about our Substance Abuse Policy contact HR.

Take Responsibility

- **Promote a safe workplace—know and follow basic safety rules and report any unsafe conditions.**
- **Speak up regarding any breaches of security at our facilities.**
- **Contact your manager or EHS representative if you are unsure about the training requirements that apply to you or your position.**
- **Report any hate-related conduct or threats of workplace violence.**
- **Know and abide by our policies on weapons, drugs and alcohol in the workplace.**

Social and Environmental Responsibilities

- 13.1 Charitable and Political Activities
- 13.2 Environmental Compliance



We value our place in the global community and are committed to conducting business in an ethical, socially responsible and environmentally sustainable manner. Agilent's Citizenship Objective is to be an economic, intellectual and social asset to each nation and community in which we operate. As employees, we actively participate in the company's efforts to make our world a better, healthier and more sustainable place to live.

13.1

Charitable Activities

We support and encourage your personal involvement in charitable activities on a volunteer basis. In general, you must do so on your own time at your own expense, making sure your service is lawful and consistent with our policies. With management approval, all employees are eligible for six days of paid volunteer time off per year. Unless you receive approval in advance, do not use or donate Agilent funds or assets (including facilities, equipment or trademarks) for any charitable endeavor.

Political Activities

We do not contribute or donate any funds or assets to any political party, political committees (including any "527 organizations" as defined in Section 527 of the U.S. Internal Revenue Code) or candidates, whether federal, state or local or in any jurisdiction we operate in, any ballot measures or any public communication that expressly advocates the election or defeat of a political candidate. Employees may participate in political activity only as private citizens, not as representatives of the Company. Employees must not use company funds or attempt to be reimbursed with the funds of the Company for any political donation or participation. For more information, please refer to our [Political Contributions Policy](#).

Social and Environmental Responsibilities

Q *A friend of mine is running for political office. She asked if I would endorse her at an upcoming rally after work hours. Is that a problem?*

A No, just make sure that the endorsement is made on your behalf, not Agilent's.

Q *An Agilent co-worker is participating in a fun run for a local nonprofit and asked if I would sponsor him. Is that okay?*

A Yes, sponsoring your coworker using your own funds is no problem. Sponsorship through Agilent funds or use of the Agilent OneCard for this purpose would need to be approved in advance by Corporate Relations.

13.2

Environmental Compliance

We strive to conduct business in an environmentally responsible manner and are committed to compliance with all applicable environmental laws and regulations. Comply with all laws, policies, permits and regulations as they relate to protecting the environment, conserving energy and natural resources and reducing the environmental impact of our operations around the world.

You can make a difference every day:

- Reduce your consumption of water and energy
- Recycle whenever possible
- Limit printing to conserve paper
- Report any actual or potential environmental hazard

Take Responsibility

- Do not make any charitable or political contributions (directly or indirectly) using company funds, property, time or other resources.
- If you become aware of a dangerous or hazardous environmental condition, report the situation immediately.
- **Learn more:**
[Environmental Policy](#)

Notes



Resources

Legal Department

Compliance

helpline.legal-compliance@agilent.com

The Compliance Hotline

<http://www.agilent.com/about/compliance/hotline.html>

www.agilent.com

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