

● U.S. Benefits Overview Notes

Employee Stock Purchase Plan

- Plan allows all regular full-time and part-time employees to purchase Agilent stock at a significant discount.
- The price you pay for the shares of Agilent common stock is **at least 15%** less than Agilent's common stock market value on the date that the Agilent common stock is purchased for you.
- Participation in the Plan is voluntary
- You can contribute 1 to 10% of your eligible pay through payroll deductions to purchase stock
- There are no brokerage fees when you buy stock through the Plan, and you can change your contribution level at any time.
- You can sell the shares in your account at any time. Taxation will vary depending upon how long you hold the shares prior to the sale.
- You can enroll in the Stock Purchase Plan any time, but your *participation* doesn't start (your contributions don't begin) until the following six-month purchase period. Your shares are then purchased after the end of the six-month purchase period.
- The six-month purchase periods match Agilent's fiscal halves: November 1st to April 30th and May 1st to October 31st.
 - **Example:** if you enroll in March, your participation starts at the beginning of the next six-month purchase period – May 1st. Your first payroll deduction would appear on your May 21st paycheck and stock would be purchased after the end of October.
 - **Example:** if you enroll in July, your participation starts November 1st. Your first payroll deduction would appear on your November 21st paycheck.
- You must be enrolled in the Plan before the *beginning* of a purchase period or you won't be able to participate until the *next* purchase period.

Key Terms

- **Offering Period** - a period of 24 months, made up of 4 purchase periods
- **Purchase Period** - a period of 6 months in which employee contributions are accumulated for purchase of shares
- **Entry Date** - the first Trading Day of the Offering Period or, for new participants, the first Trading Day of their first Purchase Period

- **Purchase Date** - the last Trading Day of each Purchase Period
- **Purchase Price** - 85% of the Fair Market Value of a share of Common Stock on the Entry Date or on the Purchase Date, whichever is lower
- **Fair Market Value** – the closing stock price on the Entry Date or on the Purchase Date

How the discount works

| | Example 1 Stock Prices Rises | Example 2 Stock Price Falls |
|--|---|--|
| If you enroll by October 31st | | |
| Share price on November 1st | \$30.00 | \$30.00 |
| Share on last business day in April | \$40.00 | \$20.00 |
| 15% discount off lower of two prices above | -\$4.50 | -\$3.00 |
| Price you pay for each Agilent share | \$25.50 | \$17.00 |
| Actual discount at time of purchase | 36% | 15% |

Your contributions will be used to buy whole and fractional shares

Share prices are for illustrative purposes only and do not reflect any expected share price