



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

December 20, 2023

Carmen X. W. Lu
Wachtell, Lipton, Rosen & Katz

Re: Agilent Technologies, Inc. (the "Company")
Incoming letter dated December 19, 2023

Dear Carmen X. W. Lu:

This letter is in regard to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Myra K. Young (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the Proponent has withdrawn the Proposal and that the Company therefore withdraws its November 3, 2023 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: James McRitchie

WACHTELL, LIPTON, ROSEN & KATZ

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NOAH B. YAVITZ
BENJAMIN S. ARFA
NATHANIEL D. CULLERTON
ERIC M. FEINSTEIN
ADAM L. GOODMAN

November 3, 2023

VIA EMAIL (SHAREHOLDERPROPOSALS@SEC.GOV)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Agilent Technologies, Inc.*
Shareholder Proposal Submitted by Myra K. Young

Ladies and Gentlemen:

This letter is submitted on behalf of Agilent Technologies, Inc. (the "Company") to confirm to the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") that the Company intends to exclude from its proxy statement and form of proxy for its 2024 annual meeting of shareholders (collectively, the "2024 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof received from Myra K. Young (the "Proponent").

For the reasons outlined below, we hereby respectfully request that the Staff concur in our view that the Proposal may be properly excluded from the 2024 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (Nov. 7, 2008), the Company is submitting this letter and its attachments to the Commission by email. In accordance with Rule 14a-8(j) of the Securities Exchange Act of 1934 (the “Exchange Act”), this letter is being filed with the Commission no later than eighty (80) calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission, and we are contemporaneously sending a copy of this letter and its attachments to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008).

SUMMARY OF THE PROPOSAL

The Proposal sets forth the following proposed resolution for the vote of the Company’s shareholders at its 2024 annual meeting of shareholders:

RESOLVED: Agilent Technologies, Inc. (“Company”) shareholders, including Myra Young of CorpGov.net, ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year for a one-year term so that all directors are elected annually.

Although our management can adopt this proposal topic in one-year and one-year implementation is a best practice, this proposal allows the option to be phased in.

A full copy of the Proposal and statements in support thereof is attached to this letter as Exhibit A hereto.

BASIS FOR EXCLUSION

The Company hereby respectfully requests that the Staff concur in our view that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(h)(3) because neither the Proponent nor any qualified representative attended the Company’s 2022 annual meeting of shareholders (the “2022 Annual Meeting”) to present the Proponent’s shareholder proposal contained in the Company’s proxy statement and form of proxy for the 2022 Annual Meeting (collectively, the “2022 Proxy Materials”).

BACKGROUND

Pursuant to Rule 14a-8(h)(1) of the Exchange Act, a shareholder proponent or a representative who is qualified under state law must attend the shareholder meeting to present their shareholder proposal. Rule 14a-8(h)(3) provides that, if a shareholder or such shareholder’s qualified

representative fails, without good cause, to appear and present a proposal included in a company's proxy materials, the company will be permitted to exclude all of such shareholder's proposals from the company's proxy materials for any meetings held in the following two calendar years.

On numerous occasions the Staff has concurred that a company may exclude a shareholder proposal under Rule 14a-8(h)(3) because the proponent or their qualified representative, without good cause, failed to appear and present a proposal at either of the company's previous two years' annual meetings. See, e.g., *Comcast Corporation* (Apr. 6, 2022); *Annaly Capital Management* (Mar. 2, 2021); *The Kraft Heinz Company* (Feb. 5, 2021); *Dana Incorporated* (Feb. 5, 2021); *L3Harris Technologies, Inc.* (Jan. 15, 2021); *Expeditors International of Washington, Inc.* (Dec. 23, 2020); *Deere & Company* (Oct. 22, 2020); *Quest Diagnostics Incorporated* (Jan. 24, 2020); *The Allstate Corporation* (Jan. 9, 2020); *RTX Corporation* (Mar. 8, 2019); *TheStreet, Inc.* (Mar. 8, 2019); *Aetna, Inc.* (Feb. 1, 2017); *DuPont de Nemours, Inc.* (Jan. 24, 2017); *Expeditors International of Washington, Inc.* (Jan. 20, 2016); *E.I. du Pont de Nemours and Co.* (Feb. 16, 2010); *State Street Corp.* (Feb. 3, 2010); *Entergy Corp.* (Jan. 12, 2010); *Comcast Corp.* (Feb. 25, 2008); and *Eastman Kodak Co.* (Dec. 31, 2007).

In this instance, the Company intends to omit the Proposal from its 2024 Proxy Materials because the Proponent's qualified representative failed, without good cause to attend the Company's 2022 Annual Meeting held virtually on March 16, 2022 to present the Proponent's shareholder proposal. The Company provided timely notice regarding the 2022 Annual Meeting to the Company's shareholders, and consistent with the Commission rules and Delaware law, the notice clearly stated the date, time and location of the 2022 Annual Meeting as March 16, 2022 at 8:00 a.m. Pacific Time with login beginning at 7:30 a.m. Pacific Time at www.meetnow.global/MUKST9J.

The Company included the Proponent's shareholder proposal as Proposal 4 in its 2022 Proxy Materials (an excerpt of which is attached hereto as Exhibit B). On March 9, 2022, the Company provided the details for presenting the proposal at the 2022 Annual Meeting, including the telephone line to use and instructions to join at least 10 minutes prior to the meeting (see Exhibit C). The next day the Company received from James McRitchie a confirmation of receipt of the meeting instructions and was informed that the Proponent had appointed Mr. McRitchie as her qualified representative to present the proposal at the 2022 Annual Meeting (see Exhibit D).

Immediately prior to start of the 2022 Annual Meeting, the Company asked Computershare, the meeting platform provider, to confirm whether Mr. McRitchie had dialed into the meeting. Computershare confirmed that Mr. McRitchie had not dialed into the meeting. The 2022 Annual Meeting began promptly at 8:00 a.m. Pacific Time. At 8:06 a.m. Pacific Time, the chairman of the meeting called on Mr. McRitchie to present the Proponent's shareholder proposal, which was the last item on the meeting agenda. Mr. McRitchie did not respond to the request and the operator advised the chairman of the meeting that Mr. McRitchie had not dialed into the participant line that had been provided to him in the instructions sent to him on March 9, 2022 (see attached transcript of the meeting attached hereto as Exhibit E). Consequently, the chairman of the meeting declared that the shareholder proposal had not been properly presented and asked if there were any questions regarding any of the meeting proposals. There being no further questions, the polls closed at 8:07 a.m. Pacific Time. The 2022 Annual Meeting adjourned at 8:10 a.m. Pacific Time after preliminary votes were tabulated by the inspector of election and preliminary results announced.

A review of the call-in logs maintained by Computershare for the 2022 Annual Meeting showed that Mr. McRitchie first dialed into the 2022 Annual Meeting at 8:09 a.m. Pacific Time and disconnected at 8:10 a.m. Pacific Time. Mr. McRitchie dialed in again at 8:11 a.m. Pacific Time and disconnected less than 30 seconds later, after the 2022 Annual Meeting had already adjourned. A copy of the 2022 Annual Meeting call-in log provided by Computershare is attached hereto as Exhibit F).

Mr. McRitchie called Diana Chiu, the Company's Assistant Secretary at 8:12 a.m. Pacific Time and left a voicemail message in which he stated that he had not followed the recommendation in the email sent by the Company containing instructions on joining the 2022 Annual Meeting. Mr. McRitchie said he did eventually dial into the 2022 Annual Meeting and his line was not opened. He did not provide an explanation as to why he did not follow the Company's instructions in the email provided to him. Later that morning, John Chevedden and Mr. McRitchie sent an email to the Company and the Commission claiming that the Company had failed to open the telephone line (see Exhibit G). The Company immediately reached out to Computershare to investigate this claim and Computershare confirmed that there were no technical issues with the virtual meeting platform that would have prevented Mr. McRitchie from dialing into the meeting and that the Computershare team observed disconnection on Mr. McRitchie's side, perhaps due to a poor telephone connection (see Exhibit H). Subsequently, the Company provided a summary of the 2022 Annual Meeting timeline in an email to Mr. McRitchie and John Chevedden (see Exhibit I). The Proponent, Mr. McRitchie and Mr. Chevedden did not contest its accuracy. In the interest of better understanding shareholder perspectives, the Company allowed the Proponent's shareholder proposal to go to a vote during the 2022 Annual Meeting and the results of that vote were reported on the Company's Current Report on Form 8-K, filed on March 17, 2022.

The Staff has found that logistical failures attributable to the shareholder proponent or their representative, including failing to allocate enough time to join a meeting telephone line, lack of familiarity with time zone differences, missed flights, traffic delays and parking problems do not constitute "good cause" for failing to appear at a meeting on time. See, e.g., *L3Harris Technologies, Inc.* (Jan. 15, 2021) (failing to allocate enough time to go through the verification process for joining a meeting telephone line did not constitute "good cause" for being late to the meeting); *Dana Incorporated* (Feb. 5, 2021) (lack of familiarity with time zone differences did not constitute "good cause"); *Quest Diagnostics Incorporated* (Jan. 24, 2020) (bad traffic, difficulty finding the meeting location and securing a parking spot did not constitute "good cause"); *Aetna, Inc.* (Feb. 1, 2017) (traffic and parking issues did not constitute "good cause"); *IDACORP, Inc.* (Oct. 21, 2004) (travel expenses and lack of alternative travel options did not constitute "good cause"); *Southwest Airlines, Co.* (Apr. 10, 2000) (missing a flight did not constitute "good cause"). Mr. McRitchie's failure to appear on time at the Company's 2022 Annual Meeting and to present the Proponent's proposal, likely due to a poor telephone connection or other technical issue of his fault, is akin to these logistical failures on the part of the shareholder proponent and should not constitute "good cause" under Rule 14a-8(h)(3).

We further note that the Proponent and Mr. McRitchie are highly knowledgeable about Rule 14a-8 of the Exchange Act, having submitted and successfully presented several hundred shareholder proposals. Following the Covid-19 pandemic, a significant number of companies began utilizing virtual meeting platforms which arguably make it easier for proponents to present their proposal. During the 2020, 2021 and 2022 proxy seasons, the Proponent and/or Mr. McRitchie successfully

presented well over 50 shareholder proposals and ought to have been familiar with the processes for presenting a shareholder proposal at a virtual shareholder meeting. The Company also provided clear instructions to Mr. McRitchie in advance of the 2022 Annual Meeting on when and how to join the meeting, including a reminder to join the meeting at least 10 minutes in advance of the meeting start time.

CONCLUSION

Based on the foregoing and other analyses set forth in this no-action letter, the Company respectfully requests the Staff's concurrence with the Company's view or, alternatively, that the Staff confirm that it will not recommend any enforcement action if the Company excludes the shareholder proposal from the 2024 Proxy Materials.

If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 403-1138. If the Staff is unable to concur with the Company's conclusions without additional information or discussions, the Company respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. In accordance with Staff Legal Bulletin No. 14F, Part F (Oct. 18, 2011), please kindly send your response to this letter by email to CXWLu@wlrk.com.

Very truly yours,

/s/ Carmen X. W. Lu

Carmen X. W. Lu

Enclosures

cc: Mike Tang, Agilent Technologies, Inc.
Diana Chiu, Agilent Technologies, Inc.
Myra K. Young
James McRitchie
John Chevedden

Exhibit A

Shareholder Proposal

Corporate Governance

CorpGov.net: improving accountability through democratic corporate governance since 1995

Myra K. Young

PII

Mr. Michael Tang <michael_tang@agilent.com>

Agilent Technologies, Inc. (A)

Corporate Secretary

5301 Stevens Creek Blvd.

Santa Clara, California 95051

(408) 553-2424

cc: CHIU,DIANA <diana_chiu@agilent.com>; DONG,LIANG <liang.dong@agilent.com>

Dear Mr. Tang,

I am submitting the attached shareholder proposal, which I support, requesting Agilent Technologies **Declassify the Board**, for presentation at the next shareholder meeting. I pledge to continue to hold the required amount of stock until after the date of that meeting.

I will meet Rule 14a-8 requirements, including the continuous ownership of the required stock value until after the date of the next shareholder meeting. I have owned the stock continuously since before January 4, 2020. My submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication. I am available to meet with the Company representative via phone on October 24th at noon or 12:30 p.m. or at any time that is mutually convenient.

This letter confirms that I am delegating James McRitchie, my husband, to act as my agent regarding this Rule 14a-8 proposal, including negotiations and/or modification, and presentation at the forthcoming shareholder meeting. John Chevedden will act as his backup, but only regarding presentation. Direct all future communications regarding this proposal to James McRitchie, PII (PH: PII), and John Chevedden (PH: PII) PII

Avoid the time and expense of filing a deficiency letter to verify ownership by acknowledging receipt of my proposal promptly by email to PII. That will prompt me to request the required letter from my broker and submit it to you.

Per SEC SLB 14L <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>, Section F, Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." As stated above, I so request.

Sincerely,



Myra K. Young

September 24, 2023

Date

[A: Rule 14a-8 Proposal, September 24, 2023]
[This line and any line above it – *Not* for publication.]
Item 4* – Declassify the Board



RESOLVED Agilent Technologies, Inc. ("Company") shareholders, including Myra Young of CorpGov.net, ask that our Company take all the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year for a one-year term so that all directors are elected annually.

Although our management can adopt this proposal topic in one-year and one-year implementation is a best practice, this proposal allows the option to be phased in.

Supporting Statement: More than 90% of S&P 500 companies have adopted this vital reform. Annual elections are widely viewed as a best practice. Annual election of each director makes directors more accountable, improving performance and increasing company value.

Classified are one of six entrenching mechanisms negatively related to company performance according to "What Matters in Corporate Governance?" by Bebchuk, Cohen, and Ferrell.¹

Diligent's database includes the voting record of 276 shareholder resolutions on this topic during 2020, 2021, 2022, and part of 2023. Votes in favor averaged 98.8%. The largest two proxy advisors recommended in favor of 100% of the proposals.

The annual election of each director gives shareholders more leverage if management performs poorly. For instance, if management approves excessive or poorly incentivized executive pay, shareholders can soon vote against the Chair of the management pay committee instead of waiting for three years under the current setup.

Consider our Company also requires a supermajority vote of 80% of shares outstanding to overturn specified bylaws.

**Enhance Shareholder Value, Vote FOR
Declassify the Board – Proposal [4*]**

This line and any line below it, except for footnotes, is *not* for publication.
Number 4* to be assigned by the Company.

¹ http://www.law.harvard.edu/programs/olin_center/papers/pdf/Bebchuk_et%20al_491.pdf



The above graphic is intended to be published with the rule 14a-8 proposal. It would be the same size as the largest management graphic (or highlighted management text) used in conjunction with a management proposal or opposition to a Rule 14a-8 shareholder proposal in the proxy.

The proponent is willing to discuss mutual elimination of both shareholder graphic and any management graphic in the proxy regarding this specific proposal. Reference SEC Staff Legal Bulletin No. 14I (CF) [\[16\]](#).

Companies should not minimize or otherwise diminish the appearance of a shareholder's graphic. For example, if the Company includes its own graphics in its proxy statement, it should give similar prominence to a shareholder's graphics. If a company's proxy statement appears in black and white, however, the shareholder proposal and accompanying graphics may also appear in black and white.

Notes: This proposal is believed to conform with Staff Legal Bulletin No. [14B](#) (CF), September 15, 2004, including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the Company objects to factual assertions because they are not supported;
- the Company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the Company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the Company, its directors, or its officers; and/or
- the Company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

It is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also Sun Microsystems, Inc. (July 21, 2005)

I also take this opportunity to remind you of the SEC's guidance and my request that you acknowledge receipt of this shareholder proposal submission. SLB 14L Section F, <https://www.sec.gov/corpfin/staff-legal-bulletin-14l-shareholder-proposals>, Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

Exhibit B

2022 Proxy Statement Excerpt

PROPOSAL 4 — STOCKHOLDER PROPOSAL

Agilent received a stockholder proposal from Myra K. Young of 9295 Yorkship Court, Elk Grove, California 95758, who beneficially owns 40 shares of Agilent common stock (the “Proponent”). The Proponent has requested that Agilent include the following proposal and supporting statement in this proxy statement. The proposal may be voted on at the annual meeting only if properly presented by the Proponent or the Proponent’s qualified representative at the annual meeting.

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

For the reasons set forth following the Proponent’s proposal, the Board opposes adoption of the proposal and recommends that you vote AGAINST the proposal.



RESOLVED: The shareholders of Agilent Technologies Inc. (“Company”) hereby request the Board of Directors take the steps necessary to amend our bylaws and each appropriate governing document to give holders with an aggregate of 10% net long of our outstanding common stock the power to call a special shareowner meeting. This proposal does not impact our Board’s current power to call a special meeting.

SUPPORTING STATEMENT: A meaningful shareholder right to call a special meeting is a way to bring an important matter to the attention of both management and shareholders outside the annual meeting cycle. This is important because there could be 15-months between annual meetings.

Currently, 68% of S&P 500 companies allow shareholders to call a special meeting. Well over half of S&P 1500 companies also allow shareholders this right.

According to Proxy Insight’s “Resolution Tracker,” a majority of shareholders at Dollar General, Thermo Fisher Scientific, Kellogg, FleetCor Technologies, SPAR Group, Verizon, Sonoco Products and Electronic Arts recently voted to for their right to call special meetings.

Large funds such as Vanguard, TIAA-CREF, BlackRock and SSgA Funds Management, Inc. (State Street) support the right of shareholders to call special meetings. For example, BlackRock includes the following in its proxy voting guidelines: “[S]hareholders should have the right to call a special meeting...”

We urge the Board to join the mainstream of major U.S. companies and establish a right for shareholders owning 10% of our outstanding common stock to call a special meeting.

Please vote for: Special Shareowner Meetings – Proposal [4*]

Board Recommendation

After careful deliberation, the Board of Directors unanimously recommends that stockholders vote AGAINST this 10% special meeting right proposal.

Agilent is committed to good corporate governance, accountability and stockholder engagement. To this end, we regularly review and proactively embrace appropriate corporate governance practices to reinforce our Board’s commitment to robust oversight and advancing value creation and business success for the benefit of all stakeholders, including, critically, our stockholders. We understand that the ability to act in between annual meetings, the process and requirements for doing so and the objectives of such mechanisms is a topic on which stockholders’ perspectives vary, and we intend to gather additional views from stockholders as we study the topic further.

This 10% proposal may shift power to a small minority of stockholders and enable misuse and disruption to the detriment of the Company and our stockholders.

In evaluating this stockholder proposal, the Board considered the low ownership threshold contemplated by the proposal (i.e., 10%) for triggering the ability to call special meetings and assessed such proposal in the context of the Company’s ownership base. In particular, given existing concentration in ownership of the Company’s stock, a low number of stockholders could satisfy the proposed threshold and use the right to advocate special interest agendas, goals not widely shared by the stockholder base as a whole or apply short-term oriented pressure inconsistent with the long-term interests of the Company and our stockholders. The Board also took into account that at most companies, stockholders or a group of stockholders holding only 10% of the company do not have the right to convene a stockholder-called special meeting on their own.

Preparing for stockholder meetings and the appropriate recommendations and actions to take in respect of such matters requires significant time and attention of the Board, members of senior management and significant employees, diverting their attention away from performing their primary function, which is to operate the business of the Company in the best interests of our stockholders. A special meeting of stockholders is an expensive and time-consuming affair, because of the legal and administrative costs in preparing required disclosure documents, printing and mailing costs, and so on. Having formal action center on the annual meeting period – and in any event having interim actions in between annual meetings be mandated by stockholders only when substantial stockholder support is present at the outset – is in our view beneficial to stockholders and to the Company.

The proposal is unnecessary given our strong corporate governance standards and demonstrated openness and responsiveness to stockholders.

The Company has strong corporate governance practices that provide stockholders with meaningful and substantial opportunities to address Company business other than through a formally-called special meeting:

- The Board created new “proxy access” rights for stockholders to nominate candidates in accordance with specified requirements.
- The Company’s Bylaws provide stockholders with a mechanism for bringing business (including nominations) before the Company’s annual stockholder meeting each year.
- The Company has a majority voting standard for the election of directors, i.e., directors must receive a majority of votes entitled to vote in uncontested elections.
- The Company has undertaken substantial Board refreshment and effective director succession planning, resulting in four new independent directors being appointed since 2018 and five of the Board’s ten independent directors having a tenure of under five years.
- The Company’s Board composition is aligned with the Company’s business strategies, industry positioning and risk oversight priorities, and processes are in place at the Board and Board committee-level to enable regular assessment and review of opportunities for enhancement, including peer evaluations.
- Each member of the Board, other than the Company’s Chief Executive Officer, is an independent director, the standing Board-level committees are independent and the Board has an independent Chairman.

We value and encourage stockholder engagement and input.

The Company's corporate governance approach reflects our commitment to strong and effective governance practices and an openness to input from our stockholders. Our stockholders have ample opportunities to engage in regular, substantive dialogue with the Company to communicate their views and offer feedback.

Our stockholders have numerous protections and ways to make their voice heard, including through the Company's continuing stockholder engagement efforts and that under Delaware law and New York Stock Exchange rules, the Company must submit certain matters to a stockholder vote.

For the reasons discussed above, the Board has concluded that implementing the proposal and creating a new special meeting right on the terms set forth in it would not promote the best interests of the Company and our stockholders, and recommends that stockholders vote AGAINST this proposal.

Vote Required

The affirmative vote of a majority of shares present at the annual meeting or represented by proxy and entitled to vote is required for approval of the proposal. Abstentions will have the same effect as votes against this proposal. Brokers and other nominees will not be entitled to vote on the proposal in the absence of voting instructions from the beneficial owner, so broker non-votes will not be counted for purposes of determining whether the proposal has been approved. Unless marked to the contrary, proxies received will be voted AGAINST the proposal.

The Board of Directors recommends a vote AGAINST Proposal 4: Stockholder Proposal.

Exhibit C

Email on Meeting Instructions

From: diana_chiu@agilent.com
Sent: Wednesday, March 9, 2022 6:41 PM
To: 'mky'
Cc: Chevedden, John [REDACTED] PII; McRitchie, James (Corporate Governance)
Subject: Agilent Annual Meeting call-in details

Dear Ms. Young,

Please confirm who will be calling in to the annual meeting to present your stockholder proposal on Wednesday March 16th. We will need the name of the representative at least 2 days prior to the meeting.

The representative should call into the following number: US/CANADA Participant Toll-Free Dial-In Number: (833) 726-8490 and provide the Conference ID number: 2033208. The operator will ask for the name and put the person in the queue to speak. We have allotted 5 minutes for the presentation of the stockholder proposal and a one minute warning will be given before the line is muted. The meeting begins promptly at 8:00am Pacific Time and I would recommend the representative call into the line at least 10 minutes before the meeting begins to make sure there are no technical issues. Please let me know if you have any questions.

Best regards,
Diana

P. Diana Chiu
Vice President,
Asst. General Counsel & Asst. Secretary
Legal Department
Agilent Technologies, Inc.
T: +1 408 345 8812 |
M: +1 408 218 4981 | www.agilent.com



Exhibit D

Email From Mr. McRitchie Confirming Receipt of Meeting Instructions and Appointment as Proponent's Representative

From: James McRitchie [PII]
Sent: Thursday, March 10, 2022 8:50 AM
To: Chiu, Diana (Agilent Technologies)
Cc: Chevedden, John [PII]; Myra Young
Subject: Re: Agilent Annual Meeting call-in details

External Sender - Use caution opening files, clicking links, or responding to requests.

Diana

Thanks for the clear instructions. I will be presenting Myra's proposal on her behalf. I hope Agilent will allow a minute or two after the presentation so those attending have enough time to vote or change their vote.

Best wishes, — Jim

James McRitchie
Shareholder Advocate
Corporate Governance
<http://www.corpgov.net>

[PII]

On Mar 9, 2022, at 3:40 PM, diana_chiu@agilent.com wrote:

Dear Ms. Young,

Please confirm who will be calling in to the annual meeting to present your stockholder proposal on Wednesday March 16th. We will need the name of the representative at least 2 days prior to the meeting.

The representative should call into the following number: US/CANADA Participant Toll-Free Dial-In Number: (833) 726-8490 and provide the Conference ID number: 2033208. The operator will ask for the name and put the person in the queue to speak. We have allotted 5 minutes for the presentation of the stockholder proposal and a one minute warning will be given before the line is muted. The meeting begins promptly at 8:00am Pacific Time and I would recommend the representative call into the line at least 10 minutes before the meeting begins to make sure there are no technical issues. Please let me know if you have any questions.

Best regards,
Diana

P. Diana Chiu
Vice President,
Asst. General Counsel & Asst. Secretary
Legal Department



Agilent Technologies, Inc.

T: +1 408 345 8812 |

M: +1 408 218 4981 | www.agilent.com



Exhibit E

2022 Annual Meeting Transcript

Agilent Technologies, Inc.

2022 Annual Meeting Transcript

Operator [00:00:00] Hello and welcome to the annual meeting of shareholders of Agilent Technologies, Inc. Please note that today's meeting is being recorded. During the meeting we'll have a question and answer session. You can submit questions or comments at any time by clicking on the Q&A tab. It is now my pleasure to turn today's meeting over to Michael Tang, Senior Vice President, General Counsel and Secretary of Agilent Technologies, Inc. Mr. Tang, the floor is yours.

Michael Tang [00:00:30] Thank you. Good morning, everyone, and welcome to Agilent's 2022 annual meeting of stockholders. We're glad you could join us today. As said, my name is Michael Tang and I'll be the chairperson of today's meeting. Let's get started by calling Agilent annual stockholders meeting to order. We are conducting the meeting in accordance with the company's bylaws. We have four business items on the agenda. They are (1) to elect three directors to three-year terms; (2) to provide an advisory vote on the compensation of Agilent's named executive officers for fiscal year 2021; (3) to ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers as our independent registered public accounting firm for the 2022 fiscal year; and (4) to vote on a stockholder proposal regarding the right to call a special meeting. Before we start the agenda. I'd like to review the rules of the meeting: (1) I will address questions relating specifically to matters being voted on at the meeting after the proposals have been introduced; (2) if you like to ask a question, please submit your question in the field provided in the web portal; (3) to allow us to answer questions from as many stockholders as possible, we will limit each stockholder to one question; and (4) as a reminder, we ask that you not use any recording equipment. Thank you. Okay, let's get started. Agilent's Board of Directors has appointed Lisa Brenten of Computershare to serve as our inspector of election for this year's meeting. Lisa has taken and signed an oath as Inspector of Election. This document will be filed with the minutes of today's meeting. Computershare has certified that starting on February 3rd, 2022, the proxy materials or a notice of the availability of the proxy materials were mailed to all stockholders of record as of January 18, 2022. Copies of these proxy materials and related certificates will be attached to the minutes of today's meeting. As secretary of the company, I have in my possession a certified list of stockholders of record as of January 18, 2022. January 18, 2022 is the record date set by the Board for the determination of eligibility to vote at today's meeting. The inspector of election has informed me that as of January 18, 2022, there were 300,366,110 shares of common stock outstanding, each entitled to one vote. Lisa, would you please report on the shares represented at the meeting?

Lisa Brenten [00:02:59] My examination of the proxies on file shows that there are present by proxy 266,559,694 shares of common stock, all of which are represented by Mr. Tang. The shares present by proxy represent approximately 89% of the shares of common stock outstanding and entitled to vote.

Michael Tang [00:03:24] Thank you, Lisa. Please prepare and file a written report on the final count of shares in attendance at the meeting. Since we have a majority of the outstanding shares were represented at the meeting, I declare that there is a quorum present and that we may proceed with the business of the meeting. We would ask any stockholder who has not previously submitted a proxy and who wishes to vote at today's meeting to please vote online. At this time it is 8:04 and the polls are now open for voting. Now I will review and address questions on each of the items that stockholders have been asked to vote on. Then I'll ask Lisa to report on the preliminary voting results. The first item is the election of directors. This year you have been asked to vote on the reelection of three incumbent directors to serve for a three-year term expiring at the annual meeting in 2025. Hans E. Bishop, Otis W. Brawley, M.D., and Mikael Dolsten, M.D., Ph.D. The biographical information on the nominees and their qualifications to serve as a director are contained in your proxy materials as set forth in the proxy statement, the Board recommends that you vote your shares FOR each of the

nominees to the Board. The second item of business is an advisory vote of the stockholders to approve the compensation of Agilent's named executive officers for fiscal year 2021. Their compensation is described in the proxy materials. This advisory vote is non-binding on the company. However, the Board of Directors values your opinions and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions for the company's executive officers. As set forth in the proxy statement, the board recommends that you vote your shares FOR the approval of the compensation of Agilent's named executive officers. The third item of business is to ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers as the company's independent registered public accounting firm for the 2022 fiscal year. As set forth in the proxy statement, the Board recommends that you vote your shares FOR the ratification of the Audit and Finance Committee's appointment of PricewaterhouseCoopers as Agilent's independent registered public accounting firm. The fourth item of business is a stockholder proposal submitted by Myra K. Young requesting that the Board of Directors provide shareholders with an aggregate of a 10% position the power to call a special stockholder meeting—shareholder meeting. Mr. James McRitchie is here today representing Ms. Young. Mr. McRitchie will have 5 minutes to present the stockholder proposal and I will give a one minute warning before your time is up. At this time, operator, please open and unmute the participant line from Mr. McRitchie. Would you please move the proposal forward for discussion? Operator, can you, is Mr. McRitchie, present?

Operator [00:06:14] Mr. McRitchie is not present.

Michael Tang [00:06:19] Okay. As Mr. McRitchie is not present at the meeting, this proposal is deemed not properly presented at the shareholder meeting. We will continue to move on. Thank you very much. So then, moving on, now, I will address questions concerning these proposals. If you have a question about the proposals being voted on, please submit it in the web portal at this time. Moderator, are there any questions from the stockholders in attendance?

Moderator [00:06:55] No, there are no questions.

Michael Tang [00:07:00] Thank you. So, moving on, I'll make a final call for voting. It is now 8:07 and the polls are now closed. Now, I'll ask Lisa to report on the results of the proposal to elect three directors to three-year terms.

Lisa Brenten [00:07:18] For the election of directors, each nominee received at least 219,288,173 shares voted in favor of such nominee. This is 89% of the shares present at the meeting and entitled to vote on this proposal.

Michael Tang [00:07:37] Thank you, Lisa. Based on these preliminary results, since each nominee has received at least a majority of the shares voted at the meeting, I declare that the three nominees have each been elected to serve a three-year term. Now, I'll ask Lisa to report on the results of the advisory vote to approve the compensation of Agilent's named executive officers.

Lisa Brenten [00:07:56] There were 216,620,347 shares voted in favor of the approval of the compensation of Agilent's named executive officers for fiscal year 2021, as described in the company's proxy statement. This is 88% of the shares present at the meeting and entitled to vote on this proposal.

Michael Tang [00:08:20] Based on these preliminary results, since the proposal received at least a majority of the shares present at the meeting, I declare that the compensation of Agilent's named executive officers for fiscal year 2021 has been approved. Now I'll ask Lisa to report on the results of the vote to ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers as Agilent's independent registered public accounting firm for the 2022 fiscal year.

Lisa Brenten [00:08:48] There are 248,110,114 shares voted in favor of the ratification of the Audit and Finance Committee's appointment of PricewaterhouseCoopers as the company's independent registered public accounting firm. This is 93% of the shares present at the meeting and entitled to vote on this proposal.

Michael Tang [00:09:11] Based on these preliminary results, since the proposal received at least the majority of the shares present at the meeting, I declare that the Audit and Finance Committee's appointment of PricewaterhouseCoopers to serve as the company's independent registered public accounting firm for fiscal year, for fiscal 2022 has been ratified. As previously mentioned, the stockholder proposal was not present—properly presented—at today's annual meeting, so we will not report the vote. In the next few days, Agilent will publicly report the final official results of today's vote. If you're interested, you can review these results through our public SEC filings, which can be found through the Investor Relations page on the Agilent website. That concludes the business of today's stockholder meeting. I declare that today's meeting is hereby adjourned. Thank you.

Operator [00:10:08] This concludes the meeting. You may now disconnect.

Exhibit F

2022 Annual Meeting Call-in Log

From: elisa.martinez@agilent.com
Sent: Tuesday, October 17, 2023 3:06 PM
To: Chiu, Diana (Agilent Technologies)
Subject: FW: Agilent call log ** 2022 AGM (3/16/2022) **
Attachments: 2033208.csv

Here's the email string plus call log.

Elisa Martinez | Governance / Legal M&A / Securities | Agilent Technologies, Inc. | 5301 Stevens Creek Blvd., Bldg. 1 Upper, Santa Clara, CA 95051
| M: +1 669 210-7652

From: Lisa Brenten <Lisa.Brenten@computershare.com>
Sent: Wednesday, March 16, 2022 10:28 AM
To: MARTINEZ,ELISA (Agilent USA) <elisa.martinez@agilent.com>
Subject: FW: Agilent call log

External Sender - Use caution opening files, clicking links, or responding to requests.

Hi Elisa

See attached log with the other participants dial in information.

From: Lina Ononibaku <Lina.Ononibaku@computershare.com>
Sent: Wednesday, March 16, 2022 10:27 AM
To: Lisa Brenten <Lisa.Brenten@computershare.com>
Subject: Agilent call log

Hi Lisa,

Here is the log showing that Mr. McRitchie dialed in at 11:09 and then disconnected at 11:10 and then tried to dial back in – which is basically when the call was over.

Hope this helps.

Thank you,

Lina Ononibaku
Virtual Meeting Coordinator - Proxy Services
Computershare
C +1 312 722 0680
480 Washington BLVD - 26th Floor
Jersey City, NJ 07310

www.computershare.com

Think before you print!



| CERTAINTY | INGENUITY | ADVANTAGE |

Company | AGILENT TECHNOLOGIES, INC. ANNUAL MEETING OF SHAREHOLDERS 2022
Event Title | AGILENT TECHNOLOGIES, INC. ANNUAL MEETING OF SHAREHOLDERS 2022
Leader's N | TBD
Event Date | #####
Event Time | 11:00 AM
Conference | 2033208

NAME	ENTRY	EXIT
1 SPK LINA ONONIBAKU	10:14:22	11:10:38
2 SPK LISA BRENTEN	10:30:04	11:10:35
3 SPK MICHAEL TANG	10:31:48	11:10:33
4 SPK MICHAYLA JONES	10:10:00	11:10:39
5 SPK OGECHI ANYANWU	10:14:29	11:11:30
6 1WEBCAST\2033208	9:56:09	11:11:43
7 2WEBCAST\2033208	9:56:50	11:11:43
8 CHARLES DURAND	10:38:16	11:11:43
9 JAMES MCRITCHIE	11:09:17	11:10:07
10 JAMES MCRITCHIE	11:11:19	11:11:43
11 MICHAEL MCMULLEN	10:54:31	11:10:35

Exhibit G

Email From Mr. Chevedden and Mr. McRitchie on March 16, 2022

From: TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>
Sent: Wednesday, March 16, 2022 10:24 AM
To: John Chevedden [REDACTED] PII; Office of Chief Counsel <shareholderproposals@SEC.GOV>
Cc: James McRitchie [REDACTED] PII; CHIU,DIANA (Agilent USA) <diana_chiu@agilent.com>; Robert W. McMahon <robert_mcmahon@agilent.com>; TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>; DONG,LIANG (Agilent USA) <liang.dong@agilent.com>
Subject: RE: Agilent Technologies, Inc. (A)

John and James,

Thank you for your email. We are looking into this and will respond today.

Regards
Mike

Michael Tang | SVP, General Counsel & Secretary | Agilent Technologies, Inc. | michael_tang@agilent.com | T: 408.553.7363 | 5301 Stevens Creek Boulevard | Santa Clara, CA 95051

From: John Chevedden [REDACTED] PII
Sent: Wednesday, March 16, 2022 9:48 AM
To: Office of Chief Counsel <shareholderproposals@SEC.GOV>
Cc: James McRitchie [REDACTED] PII; CHIU,DIANA (Agilent USA) <diana_chiu@agilent.com>; TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>; Robert W. McMahon <robert_mcmahon@agilent.com>
Subject: Agilent Technologies, Inc. (A)

External Sender - Use caution opening files, clicking links, or responding to requests.

Agilent Technologies, Inc. (A)

Ladies and Gentlemen,

I am an Agilent Technologies, Inc. (A) shareholder.

There is no excuse for management incompetence or deviousness in failing to open a telephone line during the annual meeting.

It appears that Agilent management wants to be a shark in corrupting the functioning of online meetings.

Agilent is sending a message at the start of the 2022 annual meeting that online meetings can be fraught with pitfalls for shareholders.

Agilent is sending a strong message that there need to be more effective rules to protect shareholders in online meetings.

The Agilent Technologies annual meeting should be rerun give these so-called technical difficulties.

John Chevedden

Exhibit H

Computershare Investigation Results

From: elisa.martinez@agilent.com
Sent: Tuesday, October 17, 2023 3:20 PM
To: Chiu, Diana (Agilent Technologies)
Subject: FW: Agilent Technologies Inc - 3/16 URGENT

Fyi, confirmation from CS that no technical issues were experienced from their end to cause a problem re McRitchie's access.

Elisa Martinez | Governance / Legal M&A / Securities | Agilent Technologies, Inc. | 5301 Stevens Creek Blvd., Bldg. 1 Upper, Santa Clara, CA 95051
| M: +1 669 210-7652

From: Lisa Brenten <Lisa.Brenten@computershare.com>
Sent: Thursday, March 17, 2022 2:15 PM
To: MARTINEZ,ELISA (Agilent USA) <elisa.martinez@agilent.com>
Subject: FW: Agilent Technologies Inc - 3/16 URGENT

External Sender - Use caution opening files, clicking links, or responding to requests.

Hi Elisa

The teleconference team researched if there were technical errors on our side that would have caused McRitchie's disconnection and they confirmed that there were no errors or alarms that would have caused the disconnection and that they saw the disconnection originating from Mr. McRitchie's side. It may have had something to do with a cell phone connection dropping – if he was calling from his mobile.

Let me know if you need any further information on this subject!

Have a great rest of our afternoon. Hopefully you get a little breathing room now that the meeting is over.

Lisa

Exhibit I

Email From the Company to Mr. Chevedden and Mr. McRitchie on 2022 Annual Meeting

From: James McRitchie [REDACTED] PII
Sent: Friday, March 18, 2022 8:43 PM
To: Chiu, Diana (Agilent Technologies)
Cc: Dong, Liang (Agilent Technologies); Tang, Michael (Agilent Technologies); John Chevedden
Subject: Re: Agilent Technologies, Inc. (A)
Attachments: 8-K - FY2021 AGM (03162022) - as filed 03172022.pdf

Diana

I didn't get Michael's email of March 16th. I now see the 8-K and disclosure of the vote. Will Agilent honor the vote? Is Agilent going to try to invoke subdivision (3) to try to prevent me from submitting proposals? Please let me know.

Jim

On Mar 18, 2022, at 4:57 PM, diana_chiu@agilent.com wrote:

Jim,

Please see the Form 8-K that we filed for the annual meeting, attached and link below. Let us know if you have any questions.

https://www.sec.gov/ix?doc=/Archives/edgar/data/1090872/000156459022010863/a-8k_20220316.htm

Best regards,

Diana

From: TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>
Sent: Wednesday, March 16, 2022 11:29 AM
To: John Chevedden [REDACTED] PII; James McRitchie [REDACTED] PII
Cc: CHIU,DIANA (Agilent USA) <diana_chiu@agilent.com>; DONG,LIANG (Agilent USA) <liang.dong@agilent.com>; TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>; Office of Chief Counsel <shareholderproposals@SEC.GOV>; TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>

Subject: RE: Agilent Technologies, Inc. (A)

John and James,

The following is a timeline of this morning's annual shareholder event. All the following details have been confirmed by our third party vendor (Computershare) that provides the logistical support for our shareholder meeting:

- On March 9, 2022, the Company provided the details for presenting the proposal at the meeting, including the telephone line to use and instructions to join at least ten minutes prior to the meeting scheduled for 8:00am Pacific. The Company received a confirmation from Mr. McRitchie the next day. As noted below, Computershare's records indicate that Mr. McRitchie did not dial in until 8.09am Pacific
- The Company asked Computershare prior to the start of the meeting if Mr. McRitchie had dialed in. Computershare confirmed Mr. McRitchie had not dialed in.

- The annual meeting began promptly at 8:00am Pacific
- The polls opened at 8:04am Pacific
- As the chairman of the meeting, I asked the representative (Mr. McRitchie) to present the shareholder proposal at 8:06am Pacific
- I then asked the operator to open the line for Mr. McRitchie
- The operator advised that Mr. McRitchie had not dialed into the participant line provided to him a week prior to the meeting.
- Therefore, the Company declared the proposal not properly presented
- The polls closed at 8:07am Pacific
- According to the call-in logs maintained by our third party vendor (Computershare) of the annual meeting, Mr. McRitchie first dialed into the call at 8:09am Pacific and then exited at 8:10am Pacific.
- Mr. McRitchie dialed in again at 8:11am Pacific and disconnected less than 30 seconds later
- The annual meeting adjourned at 8:10am Pacific
- Mr. McRitchie then called Diana Chiu (the company's Assistant Secretary) at 8:12am Pacific and left a voicemail message

Although the record shows that the shareholder proposal was not properly presented under Rule 14a-8, Agilent Technologies values shareholder input. Therefore, the Company will voluntarily disclose the shareholder votes received regarding this proposal via Form 8-K tomorrow.

Regards

Mike

Michael Tang | SVP, General Counsel & Secretary | Agilent Technologies, Inc. | michael_tang@agilent.com | T: 408.553.7363 | 5301 Stevens Creek Boulevard | Santa Clara, CA 95051

From: TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>

Sent: Wednesday, March 16, 2022 10:24 AM

To: John Chevedden [REDACTED] PII; Office of Chief Counsel <shareholderproposals@SEC.GOV>

Cc: James McRitchie [REDACTED] PII; CHIU,DIANA (Agilent USA) <diana_chiu@agilent.com>; Robert W. McMahon <robert_mcmahon@agilent.com>; TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>; DONG,LIANG (Agilent USA) <liang.dong@agilent.com>

Subject: RE: Agilent Technologies, Inc. (A)

John and James,

Thank you for your email. We are looking into this and will respond today.

Regards

Mike

Michael Tang | SVP, General Counsel & Secretary | Agilent Technologies, Inc. | michael_tang@agilent.com | T: 408.553.7363 | 5301 Stevens Creek Boulevard | Santa Clara, CA 95051

From: John Chevedden [REDACTED] PII

Sent: Wednesday, March 16, 2022 9:48 AM

To: Office of Chief Counsel <shareholderproposals@SEC.GOV>

Cc: James McRitchie [REDACTED] PII; CHIU,DIANA (Agilent USA) <diana_chiu@agilent.com>; TANG,MICHAEL (Agilent USA) <michael_tang@agilent.com>; Robert W. McMahon <robert_mcmahon@agilent.com>

Subject: Agilent Technologies, Inc. (A)

External Sender - Use caution opening files, clicking links, or responding to requests.

Agilent Technologies, Inc. (A)

Ladies and Gentlemen,

I am an Agilent Technologies, Inc. (A) shareholder.

There is no excuse for management incompetence or deviousness in failing to open a telephone line during the annual meeting.

It appears that Agilent management wants to be a shark in corrupting the functioning of online meetings.

Agilent is sending a message at the start of the 2022 annual meeting that online meetings can be fraught with pitfalls for shareholders.

Agilent is sending a strong message that there need to be more effective rules to protect shareholders in online meetings.

The Agilent Technologies annual meeting should be rerun give these so-called technical difficulties.

John Chevedden

Corporate Governance

CorpGov.net: improving accountability through democratic corporate governance since 1995

VIA EMAIL: shareholderproposals@sec.gov

Office of Chief Counsel

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, NE

Washington, DC 20549

cc: CXWLu@wlrk.com, michael_tang@agilent.com, diana_chiu@agilent.com

November 20, 2023

Re: Agilent Technologies, Inc.

Shareholder Proposal Submitted by Myra K. Young

To Whom It May Concern:

This letter is in response to a November 3, 2023, letter by Carmen X. W. Lu, on behalf of Agilent Technologies, Inc. (the "Company" or "Agilent").

Ms. Lu asserts that my wife's proposal ("Proposal") can be omitted pursuant to Rule 14a-8(h)(3) because neither the Proponent nor any qualified representative attended the Company's 2022 annual meeting of shareholders (the "2022 Annual Meeting") to present the Proponent's shareholder proposal.

The Company's contends:

At 8:06 a.m. Pacific Time, the chairman of the meeting called on Mr. McRitchie to present the Proponent's shareholder proposal, which was the last item on the meeting agenda. Mr. McRitchie did not respond to the request and the operator advised the chairman of the meeting that Mr. McRitchie had not dialed into the participant line...

A review of the call-in logs maintained by Computershare for the 2022 Annual Meeting showed that Mr. McRitchie first dialed into the 2022 Annual Meeting at 8:09 a.m. Pacific Time...

However, their agent's "call-in logs" are at odds with my actual experience. As I wrote to the SEC's Office of Chief Counsel on March 16, 2022, after the meeting had adjourned and after being unable to reach Diana Chiu, Assistant Secretary of Agilent (corrections to my hurried email in **bold red**):

From: James McRitchie [REDACTED] PII

Subject: Re: Agilent Annual Meeting call-in details

Date: March 16, 2022 at 8:50:40 AM PDT

To: SEC - Office of Chief Counsel <shareholderproposals@sec.gov>

Cc: John Chevedden [REDACTED] PII, diana_chiu@agilent.com

I am not sure how to lodge a formal protest but would like the opportunity to do so.

I was on the line as instructed below (although at about 2-3 minutes after the meeting began. However, in plenty of time present my proposal. After announcing the preliminary results that the auditor had been ratified, the speaker then announced that since the shareholder proponent was **(not)** present, the proposal would not be considered. Then the meeting was adjourned. The whole meeting lasted less than 10 minutes.

I don't know if it was operator incompetence or an intentional block by the company. However, the result is quite disturbing. I'll also not**(e)** the operator was very slow, asking me to provide the conference call number twice and to spell my name (first and last) a couple of times before getting me into the meeting. Although I could hear the meeting, my line wasn't opened to allow me to present.

James McRitchie
Shareholder Advocate

Prior email of 8:14AM Pacific to Ms. Chiu

Why was my line not opened? I WAS present at the meeting to present but was not allowed to.

James McRitchie
Shareholder Advocate

I was available to present my wife's proposal. However, the Company did not open up my line to allow me to do so. That constitutes "good cause" under Rule 14a-8(h)(3). After a few back-and-forth e-mails, Agilent agreed to file their Form 8-K, including the votes on our proposal #4. See https://www.sec.gov/ix?doc=/Archives/edgar/data/1090872/000156459022010863/a-8k_20220316.htm Note how the vote was framed in that official filing: "The stockholder proposal regarding the right to call a special meeting was **approved** as set forth below." (my emphasis)

Please note, there was no qualification of that approval in the filing. For example, the Company could have noted that approval was pending a review of "good cause" for the Proponent's failure to present the proposal. Instead, the Company simply reported the numbers, indicating 200,652,664 votes For the Proponent's proposal and 44,840,290 Against.

On September 24, 2023, the Proponent (Myra K. Young) submitted the Proposal to Declassify the Board. On September 26, 2023, Michael Tang, the Company's Corporate Secretary responded, acknowledging receipt, and requesting evidence of ownership. On October 3, 2023, the Proponent sent the required evidence of ownership. October 13, 2023, is the first notification we received from Agilent contending the Proponent is "not entitled to submit a stockholder proposal at this time," in an apparent reference to Rule 14a-8(h)(3).

In summary, I was on the phone and could hear the 2023 meeting in progress, including the preliminary results that the auditor had been ratified, the request to open my line, and the false statement that I had not dialed in. Since my line was not opened, I hung up and dialed in again but the meeting had ended. After an exchange of e-mails, Agilent approved the vote on the Proponent's proposal. I assumed they had accepted my statement that I was on the line but

they failed to allow me to present the proposal. Since that constituted “good cause” for not presenting the proposal, we filed a proposal for the 2024 meeting. More than nineteen months after deciding the proposal was approved with 81.7% of votes For the prior proposal, Agilent now contends our 2022 proposal was not properly presented.

It is impossible to reconcile the two positions regarding whether or the Proponent met the conditions of Rule 14a-8(h)(3). However, in its public report, Agilent noted the proposal was approved.


Conclusion

Having previously reported in its Form 8-K filing that “the stockholder proposal regarding the right to call a special meeting was approved” with 81.7% support for the proposal, and with no indication that the proposal had not been properly presented, I believe the Company is estopped from asserting a lack of presentation of the proposal retrospectively.

In permitting the exclusion of proposals, Rule 14a-8(g) imposes the burden of proof on companies. Companies seeking to establish the availability of exclusion under Rule 14a-8, therefore, have the burden of showing ineligibility. As argued above, the Company has failed to meet that burden. Accordingly, staff must deny the no-action request.

We would be pleased to respond to Staff questions or negotiate with Agilent on mutually agreeable terms for withdrawing the Proposal. If Staff concurs with the Company's position, we would appreciate an opportunity to confer with Staff concerning this matter before the final determination. You can reach James McRitchie by emailing [REDACTED] PII .

Sincerely,



James McRitchie
Shareholder Advocate

WACHTELL, LIPTON, ROSEN & KATZ

51 WEST 52ND STREET
NEW YORK, N.Y. 10019-6150

TELEPHONE: (212) 403-1000

FACSIMILE: (212) 403-2000

GEORGE A. KATZ (1965-1989)
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NATHANIEL D. CULLERTON
ERIC M. FEINSTEIN
ADAM L. GOODMAN

December 12, 2023

VIA EMAIL (SHAREHOLDERPROPOSALS@SEC.GOV)

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Agilent Technologies, Inc.*
Shareholder Proposal Submitted by Myra K. Young

Ladies and Gentlemen:

This letter is submitted on behalf of Agilent Technologies, Inc. (the “Company”) in response to the letter of James McRitchie on behalf of Myra K. Young (the “Proponent”), dated November 20, 2023 (the “Rebuttal Letter”), submitted in response to the Company’s letter, dated November 3, 2023 (the “No-Action Letter”) respectfully requesting the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission concur in the Company’s view that the Proponent’s shareholder proposal (the “Proposal”) and statements in support thereof may be excluded from the Company’s proxy statement and form of proxy for its 2024 annual meeting of shareholders (collectively, the “2024 Proxy Materials”).

The Company respectfully seeks to clarify several mischaracterizations set forth in the Rebuttal Letter:

I. Mr. McRitchie Inaccurately Claims that His Telephone Line Was Not Opened to Permit Him to Present the Proponent's Proposal.

Mr. McRitchie claims that his experience at the Company's 2022 annual meeting of stockholders (the "2022 Annual Meeting") was "at odds" with the call-in log of the meeting maintained by Computershare. Specifically, Mr. McRitchie claims that the telephone line provided to him to present his proposal was not opened, and as a result, he was unable to present his proposal. This claim is not new and was thoroughly investigated by the Company and Computershare immediately after the 2022 Annual Meeting, following which Computershare reached the conclusion that the reason why Mr. McRitchie failed to present this proposal was because he had dialed in late to the meeting, several minutes after the Company turned to his proposal which was the last item on the meeting agenda. In addition, the Computershare team observed a disconnection on Mr. McRitchie's side, which is reflected in the call-in log (enclosed as Exhibit F to the Company's No-Action Letter) which shows that Mr. McRitchie first dialed into the 2022 Annual Meeting at 8:09 a.m., after polls had closed, and disconnected less than a minute later. Mr. McRitchie redialed into his line at 8:11 a.m., after the 2022 Annual Meeting had adjourned, only to disconnect 24 seconds later.

As evidenced in the meeting transcript (enclosed as Exhibit E to the Company's No-Action Letter), the Company expressly asked Computershare to open Mr. McRitchie's line to present his proposal, but Mr. McRitchie was nowhere to be found having dialed in late. Computershare's findings were shared with the Proponent in an email from the Company dated March 16, 2022 (enclosed as Exhibit I to the Company's No-Action Letter), following which there was no further correspondence from the Proponent contesting the Company and Computershare's version of events.

Computershare is a highly experienced provider of virtual meeting services, having hosted over 2,500 virtual meetings in 2022 alone. The Company selected Computershare as the host for its 2022 Annual Meeting because of Computershare's record of seamlessly handling virtual shareholder meetings. Enclosed as Exhibit A to this letter is Computershare's summary of the timeline of events at the 2022 Annual Meeting confirming that Mr. McRitchie's failure to present the Proponent's proposal was due to the fact that he dialed in to the 2022 Annual Meeting after business had concluded and polls had closed.

II. Mr. McRitchie Inaccurately Contends that the Fact the Company Did Not Qualify its 2022 Annual Meeting 8-K is Evidence that the Company Concurred with the View that There Was "Good Cause" for Mr. McRitchie's Failure to Present the Proponent's Proposal.

As the Company stated in its No-Action Letter, the Company allowed the Proponent's shareholder proposal to go to a vote at the 2022 Annual Meeting and reported the results of that vote on Form 8-K, filed on March 17, 2022 (the "2022 Annual Meeting 8-K") because it wished to better understand shareholder perspectives on the matter. The Company notes that other companies have taken the same approach. *See United Technologies Corporation* (Mar. 8, 2019) (permitting the

exclusion of a proponent's proposal on the basis that such proponent's proposal from the previous year was not properly presented, notwithstanding the fact that the company permitted the proposal to go to a vote). The Company proceeded to implement the Proponent's proposal in response to shareholder support for the proposal, not because the Company believed Mr. McRitchie had "good cause" for his failure to present the Proponent's proposal. The Company's correspondence to Mr. McRitchie immediately following the 2022 Annual Meeting clearly shows that the Company did not believe the proposal was properly presented.

III. Mr. McRitchie and the Proponent Are Highly Knowledgeable About the Shareholder Proposal Process Yet Mr. McRitchie Knowingly Dialed in Late to the 2022 Annual Meeting and Failed to Follow Clear Instructions Provided to Him Prior to the Meeting.

Mr. McRitchie and the Proponent are highly knowledgeable about the shareholder proposal process, having submitted 342 shareholder proposals since 2017, including 51 shareholder proposals during the 2022 proxy season alone. This number increases to 217 shareholder proposals during the 2022 proxy season if one includes proposals submitted by John Chevedden who frequently works in partnership with Mr. McRitchie and the Proponent on the submission and presentation of shareholder proposals.

Given the significant collective experience held by Mr. McRitchie, the Proponent and Mr. Chevedden on the shareholder proposal process, it is surprising that Mr. McRitchie knowingly chose to dial in late to the Company's 2022 Annual Meeting, notwithstanding clear instructions provided to him prior to the meeting to dial in at least 10 minutes ahead of the meeting start time (see Exhibit C enclosed with the No-Action Letter). As Mr. McRitchie himself admits in his email to the Commission dated March 16, 2022, by the time he had joined the 2022 Annual Meeting, the meeting was already well underway. Mr. McRitchie chose to ignore clear instructions provided to him prior to the meeting, instructions which would likely have been very familiar to him given his experience with the shareholder proposal process. And rather than admitting to his fault, Mr. McRitchie has chosen to lay blame upon the Company and Computershare.

CONCLUSION

Based on the foregoing and other analyses set forth in this letter and the No-Action Letter, the Company respectfully requests the Staff's concurrence with the Company's view or, alternatively, that the Staff confirm that it will not recommend any enforcement action if the Company excludes the Proposal from the 2024 Proxy Materials.

If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 403-1138. If the Staff is unable to concur with the Company's conclusions without additional information or discussions, the Company respectfully requests the opportunity to confer with members of the Staff prior to the issuance of any written response to this letter. In accordance with Staff Legal Bulletin No. 14F, Part F (Oct. 18, 2011), please kindly send your response to this letter by email to CXWLu@wlrk.com.

Very truly yours,

/s/ Carmen X. W. Lu

Carmen X. W. Lu

Enclosures

cc: Mike Tang, Agilent Technologies, Inc.
Diana Chiu, Agilent Technologies, Inc.
Myra K. Young
James McRitchie
John Chevedden

Exhibit A

Computershare Letter



December 7, 2023

Ms. Diana Chiu
Vice President, Assistant General Counsel and Assistant Secretary
Agilent Technologies, Inc.
5301 Stevens Creek Blvd., 1A-LC
Santa Clara, CA 95051-7201

Dear Diana,

In response to James McRitchie's letter to the U.S. Securities and Exchange Commission dated November 20, 2023, Computershare instructed Agilent Technologies to have its speakers and the shareholder proponent to dial in 30 minutes prior to the start of the Annual Meeting to provide time to complete security identification checks and to allow for a sound check.

The meeting started at 8:00 A.M., Pacific Time. Michael Tang, Senior Vice President, General Counsel and Secretary of Agilent Technologies acted as Chairperson of the meeting. Mr. Tang called on Mr. McRitchie to present the shareholder proposal at 8:06 A.M. Mr. McRitchie had not dialed into the meeting at the time he was called to present his proposal. According to the call log from the meeting, Mr. McRitchie dialed into the meeting at 8:09 A.M. and then again at 8:11 A.M. after the meeting had adjourned.

The participant line is a muted line which requires any person dialing into that line to identify him or herself ahead of the meeting start time. When the participant is called on to present his/her proposal, the line is unmuted for he/she to speak and then muted as soon as his/her time to present has been reached. Mr. McRitchie dialed into the line after his opportunity to present his proposal had passed.

Computershare confirms that Agilent Technologies did not provide any instructions to block the shareholder proponent from presenting his proposal.

Sincerely,

Kerri Altig

Kerri Altig
Vice President and Manager of Client Management

Corporate Governance

CorpGov.net: improving accountability through democratic corporate governance since 1995

VIA EMAIL: shareholderproposals@sec.gov

Office of Chief Counsel

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, NE

Washington, DC 20549

cc: CXWLu@wlrk.com, michael_tang@agilent.com, diana_chiu@agilent.com

December 14, 2023

Re: Agilent Technologies, Inc.

Shareholder Proposal Submitted by Myra K. Young

To Whom It May Concern:

This letter is in response to a December 12, 2023, letter by Carmen X. W. Lu, on behalf of Agilent Technologies, Inc. (the "Company" or "Agilent"). The no-action request began with the Company's letter of November 3, 2023.

I hereby withdraw our shareholder proposal. Sorry to have wasted my own and the Company's time. I see *United Technologies Corporation* (Mar. 8, 2019) 8-K didn't qualify the vote as one that was not properly presented. More importantly, at least for my own sanity:

I knew I had dialed in late. The telephone operator was not helpful, asking me to slowly spell my name and my company more than once, etc. I was put on hold as they were finishing the proposal just before mine (auditor). I heard them asking if I was on the line, but the operator didn't unmute me.

I now realize I heard the meeting through my computer, which was delayed. I thought I'd made it to the meeting just in the nick of time, but what I heard was from a bygone era, three minutes ago (or whatever the delay was set at). With meetings lasting less than 10 minutes, it is like more and more companies are crouching deep to narrow the strike zone to almost zero.

Wishing everyone a happy 2024,



James McRitchie

Shareholder Advocate

WACHTELL, LIPTON, ROSEN & KATZ

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December 19, 2023

VIA ONLINE SHAREHOLDER PROPOSAL PORTAL

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: *Agilent Technologies, Inc.*
Shareholder Proposal Submitted by Myra K. Young

Ladies and Gentlemen:

We refer to our letters on behalf of Agilent Technologies, Inc. (the “Company”) dated November 3, 2023 (the “No-Action Letter”) and December 12, 2023 respectfully requesting the Staff of the Division of Corporation Finance of the Securities and Exchange Commission concur in the Company’s view that the shareholder proposal (the “Proposal”) submitted by Myra K. Young (the “Proponent”) and statements in support thereof may be excluded from the Company’s proxy statement and form of proxy for its 2024 annual meeting of shareholders.

Enclosed hereto as Exhibit A is correspondence dated December 14, 2023 on behalf of the Proponent withdrawing the Proposal (the “Withdrawal Confirmation”). In reliance on the Withdrawal Confirmation, we hereby withdraw the No-Action Letter on behalf of the Company.

If we can be of any further assistance in this matter, please do not hesitate to contact me at (212) 403-1138 or CXWLu@wlrk.com.

Very truly yours,

/s/ Carmen X. W. Lu

Carmen X. W. Lu

Enclosures

cc: Mike Tang, Agilent Technologies, Inc.
Diana Chiu, Agilent Technologies, Inc.
Myra K. Young
James McRitchie
John Chevedden

Exhibit A

Withdrawal Letter

Corporate Governance

CorpGov.net: improving accountability through democratic corporate governance since 1995

VIA EMAIL: shareholderproposals@sec.gov

Office of Chief Counsel

Division of Corporation Finance

U.S. Securities and Exchange Commission

100 F Street, NE

Washington, DC 20549

cc: CXWLu@wlrk.com, michael_tang@agilent.com, diana_chiu@agilent.com

December 14, 2023

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Wishing everyone a happy 2024,

James McRitchie
Shareholder Advocate