

IN THE MATTER OF the Securities Legislation of
British Columbia, Alberta, Manitoba, New Brunswick and Nova Scotia

AND IN THE MATTER OF the Mutual Reliance Review System for
Exemptive Relief Applications

AND IN THE MATTER OF Agilent Technologies, Inc.

MRRS DECISION DOCUMENT

WHEREAS the local securities regulatory authority or regulator (the "Decision Maker") in each of British Columbia, Alberta, Manitoba, New Brunswick and Nova Scotia (the "Jurisdictions") has received an application from Agilent Technologies, Inc. ("Agilent" or the "Company") for a decision pursuant to the securities legislation of the Jurisdictions (the "Legislation") that trades in shares of common stock of Agilent (the "Shares"), made in connection with Agilent's Employee Stock Purchase Plan, as such plan may be amended, supplemented, superceded or reenacted from time to time (the "Plan"), shall not be subject to the registration requirement and prospectus requirement as these terms are defined in National Instrument 14-101 (collectively, the "Registration and Prospectus Requirements");

AND WHEREAS pursuant to the Mutual Reliance Review System for Exemptive Relief Applications (the "System"), the Nova Scotia Securities Commission is the principal regulator for this application;

AND WHEREAS Agilent has represented to the Decision Makers as follows:

1. Agilent is a corporation incorporated under the laws of the state of Delaware, is not a reporting issuer or its equivalent and has no present intention of becoming a reporting issuer or its equivalent under the securities legislation of any jurisdiction in Canada.
2. The authorized share capital of Agilent consists of 2,000,000,000 Shares and 125,000,000 preferred shares. As at July 31, 2000, there were 453,014,579 Shares and no preferred shares issued and outstanding.
3. Agilent is subject to the requirements, including the reporting requirements, of the Securities Exchange Act of 1934, as amended, of the United States, and the Shares are listed and posted for trading on the New York Stock Exchange (the "NYSE").
4. Agilent Technologies Canada Inc. ("Agilent Canada") is an indirect wholly-owned subsidiary of Agilent incorporated under the federal laws of Canada.
5. Agilent Canada is not a reporting issuer or the equivalent under the Legislation and has no present intention of becoming a reporting issuer or the equivalent in any of the Jurisdictions.

6. The purpose of the Plan is to provide an opportunity for employees ("Employees") of Agilent or its affiliates (collectively, "Agilent Companies") to purchase Shares and thereby to have an additional incentive to contribute to the prosperity of the Company.

7. As of September 14, 2000, there were approximately sixty-nine (69) Employees resident in British Columbia, forty-five (45) Employees resident in Alberta, three (3) Employees resident in Manitoba, one (1) Employee resident in New Brunswick and one (1) Employee resident in Nova Scotia.

8. Participation in the Plan by Employees eligible to participate in the Plan ("Eligible Employees") is voluntary and Eligible Employees have not been and will not be induced to participate in the Plan by expectation of employment or continued employment with any Agilent Company.

9. In connection with the Plan, Agilent proposes to use the services of an agent (the "Agent"). The Agent, currently Salomon Smith Barney, Inc., is, and if replaced, is expected to be, registered to trade in securities under applicable securities or banking legislation in the United States, but is not expected to be registered in the Jurisdictions.

10. The Agent's role in the Plan may include: (i) holding payroll deduction amounts for Employees; (ii) holding Shares issued under the Plan on behalf of Employees or Employees who participated in the Plan when employed by an Agilent Company but have left the employment of the Agilent Company ("Former Employees"); and (iii) assisting Employees or Former Employees with the resale of Shares acquired under the Plan.

11. Former Employees are permitted under the Plan to use the services of the Agent to assist in the resale of Shares acquired under the Plan even though they are no longer employed by an Agilent Company.

12. Any Eligible Employee's participation is effective after he or she has initiated his or her enrollment. Generally, each Eligible Employee participating in the Plan ("Participant") may elect to make contributions under the Plan by payroll deduction of any amount (in whole percentages) up to, but not exceeding ten percent (10%) of his or her base earnings. Payroll deductions will be held in an account maintained by Agilent or the Agent.

13. The Agilent Companies will identify the Eligible Employees who may participate in the Plan and will distribute Plan related materials to them.

14. The Plan shall be implemented by consecutive offering periods (each an "Offering Period") with a new Offering Period commencing on the first trading day on or after the date twenty-four (24) months from the first day of the immediately preceding Offering Period, or on such other date as the committee of Agilent's Board of Directors that administers the Plan (the "Committee") shall determine, and continuing for twenty-four (24) months (unless sooner terminated under the Plan).

15. Generally, Shares will be offered through a series of successive purchase periods ("Purchase Periods") commencing on the first trading day of the fiscal year half (November 1 and May 1). Each Purchase Period shall last for six (6) months. Generally, on the last trading date of each Purchase Period (the "Purchase Date"). Shares will be issued by the Company to a Participant or to the Agent on behalf of each Participant.

16. Generally, the purchase price per Share (the "Purchase Price") to be paid by Participants shall be the lower of a percentage (not less than eighty-five (85%)) established by the Committee of the fair market value of a Share ("Fair Market Value") on (i) the Purchase Date or (ii) the first trading day of the relevant Offering Period (for new Participants, the first trading day of their first Purchase Period). The Fair Market Value will generally be the closing sales price for a Share on the NYSE (as listed in the Wall Street Journal) on the date of determination if that day is a trading day, or if the determination day is not a trading day, for the last market trading day prior to the date of determination.

17. A Participant with funds in a payroll deduction account on the relevant Purchase Date shall purchase the greatest number of whole and fractional Shares possible to be purchased with the aggregate balance held in the account on the Purchase Date.

18. Agilent will concurrently distribute to all Participants resident in Canada the same disclosure material relating to the Plan and to Agilent as is forwarded to Participants resident in the United States or, with respect to the Plan, Canadianized versions of these documents.

19. At the time of the acquisition of a Share under the Plan by a Canadian Participant, holders of Shares whose last address as shown on the books of the Company was in Canada do not hold more than 10% of the outstanding Shares and do not represent in number more than 10% of the total number of holders of Shares.

20. Exemptions from the Registration and Prospectus Requirements are not available in all of the Jurisdictions for the following trades in Shares to, by, with or on behalf of Eligible Employees or Former Employees:

(i) acts in furtherance of trades by the Agilent Companies, including Agilent Canada, and by the Agent;

(ii) the issue of Shares by Agilent to Participants under the Plan;

(iii) the issue of Shares by Agilent to the Agent on behalf of Participants; and

(iv) the resale of Shares by Participants or Former Employees through the Agent through the facilities of a U.S. stock exchange or organized market.

21. Because there is no market for the Shares in Canada and none is expected to develop, any resale of the Shares acquired under the Plan is expected to be effected through the facilities of, and in accordance with the rules applicable to a stock exchange or market outside of Canada on which the Shares may be listed or quoted for trading.

22. The Agent will not offer any advice to Eligible Employees regarding the decision to acquire, hold or sell Shares acquired under the Plan.

AND WHEREAS pursuant to the System, this MRRS Decision Document evidences the decision of each Decision Maker (collectively, the "Decision");

AND WHEREAS each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the Decision has been met;

THE DECISION of the Decision Makers pursuant to the Legislation is that:

(a) the Registration and Prospectus Requirements shall not apply to the issuance by Agilent to Participants of Shares under the Plan, whether such issuance is made directly to Participants or to the Agent on behalf of Participants, provided that the first trade in Shares acquired pursuant to this Decision shall be deemed to be a distribution or a primary distribution to the public under the Legislation, unless such first trade is effected through the facilities of, and in accordance with the rules and laws applicable to, a stock exchange outside of Canada on which the Shares may be listed or quoted for trading, the Nasdaq National Market or The Stock Exchange Automated Quotation System of the London Stock Exchange Limited; and

(b) the registration requirement shall not apply to the Agilent Companies or the Agent in connection with Wades in Shares under the Plan or to first trades in Shares acquired under the Plan made through the Agent.

DATED at Halifax, Nova Scotia this 1st day of November, 2000.

"H. Leslie O'Brien"
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