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Agilent Technologies, Inc.

Extract: Bylaws Amended/Restated (Plain English Desc) from a [8-K](#) on 09/18/2019

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(a) Amendment to Bylaws.

On September 18, 2019, the Board of Directors (the “Board”) of Agilent Technologies, Inc. (the “Company”) approved an amendment and restatement of the Company’s amended and restated bylaws (the “Bylaws” and as further amended and restated, the “Amended Bylaws”). The Amended Bylaws implement the following:

Section 2.2 was amended to, among other things, implement proxy access. Paragraph (f) of Section 2.2 has been added to the Amended Bylaws to permit a shareholder, or a group of up to 20 shareholders, owning at least 3% of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the shareholders and the nominees satisfy the requirements specified in the Amended Bylaws. Proxy access will first be available to shareholders in connection with the Company’s 2021 annual meeting.

In connection with the adoption of the proxy access provisions described above, the Amended Bylaws were also amended to update the advance notice and related bylaw provisions concerning shareholder notices of business to be brought before meetings of shareholders, including covered proposals and nominations. These updates, among other things, address required supplements and updates to shareholder notices, the submission of completed questionnaires, representations and agreements, and the required disclosures and categories of information to be included in a compliant notice, including notices applicable to shareholder director nominees.