

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Becton, Dickinson and Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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 - Fee paid previously with preliminary materials.
 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
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 - (3) Filing Party:
 - (4) Date Filed:
-



Online

Go to www.envisionreports.com/BDX or scan the QR code – login details are located below in the shaded title bar.



Voting instructions submitted by GSIP participants must be received by 12:00 a.m., EST, on January 19, 2022. Voting instructions submitted by all other BD plan participants must be received by 11:59 p.m., EST, on January 20, 2022. All proxies submitted by record holders through the Internet or telephone must be received by 1:00 a.m., EST, on January 25, 2022.

Shareholder Meeting Notice

Important Notice Regarding the Availability of Proxy Materials for the Becton, Dickinson and Company Shareholder Meeting to be Held on January 25, 2022

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials (proxy statement and annual report to shareholders) for the annual shareholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

This communication is not a form for voting and presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The 2022 Proxy Statement and 2021 Annual Report to shareholders are available at:

www.envisionreports.com/BDX

Easy Online Access – View your proxy materials and vote.



- Step 1:** Go to www.envisionreports.com/BDX.
- Step 2:** Click on **Cast Your Vote** or **Request Materials**.
- Step 3:** Follow the instructions on the screen to log in.
- Step 4:** Make your selections as instructed on each screen for your delivery preferences.
- Step 5:** Vote your shares.

When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.



Obtaining a Copy of the Proxy Materials – If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed on the reverse side on or before January 15, 2022 to facilitate timely delivery. You will not otherwise receive a paper or email copy.



2 N O T



03-14-22

Shareholder Meeting Notice

Becton, Dickinson and Company's Annual Meeting of Shareholders will be held on Tuesday, January 25, 2022 at 1:00 p.m., EST at The Biltmore Hotel Miami Coral Gables, 1200 Anastasia Avenue, Coral Gables, Florida.

The Board of Directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3.

1. Election of Directors:

Catherine M. Burzik, Carrie L. Byington, R. Andrew Eckert, Claire M. Fraser, Jeffrey W. Henderson, Christopher Jones, Marshall Q. Larsen, David F. Melcher, Thomas E. Polen, Claire Pomeroy, Timothy M. Ring, Bertram L. Scott.

2. Ratification of the selection of the independent registered public accounting firm.

3. Advisory vote to approve named executive officer compensation.

The Board of Directors recommends a vote AGAINST Proposal 4.

4. A shareholder proposal seeking to lower the ownership threshold required to call a special shareholders meeting, if properly presented at the meeting.

Shareholders also will consider and act upon such other business as may properly come before the Annual Meeting or any adjournment or postponement.

PLEASE NOTE - YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must vote online or by telephone (as described in the proxy statement) or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. For information on how to obtain directions to the meeting and vote in person, please call the Company's Corporate Secretary at 201-847-6800.



Here's how to order a copy of the proxy materials and select delivery preferences:

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

PLEASE NOTE: You must use the number in the shaded title bar on the reverse side when requesting a copy of the proxy materials.

- **Internet** - Go to www.envisionreports.com/BDX. Click Cast Your Vote or Request Materials.
- **Phone** - Call us free of charge at 1-866-641-4276.
- **Email** - Send an email to investorvote@computershare.com with "Proxy Materials Becton, Dickinson and Company" in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, all requests for a paper copy of proxy materials must be received by January 15, 2022.