

**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 all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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**Online**

Go to [www.envisionreports.com/BDX](http://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 18, 2023. Voting instructions submitted by all other BD plan participants must be received by 11:59 p.m., EST, on January 19, 2023. All proxies submitted by record holders through the internet or telephone must be received by 1:00 a.m., EST, on January 24, 2023.

**Shareholder Meeting Notice**

**Important Notice Regarding the Availability of Proxy Materials for the  
Becton, Dickinson and Company Shareholder Meeting to be Held on January 24, 2023**

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 2023 Proxy Statement and 2022 Annual Report to shareholders are available at:**

[www.envisionreports.com/BDX](http://www.envisionreports.com/BDX)

**Easy Online Access – View your proxy materials and vote.**



- Step 1:** Go to [www.envisionreports.com/BDX](http://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 14, 2023 to facilitate timely delivery. You will not otherwise receive a paper or email copy.**



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## Shareholder Meeting Notice

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**Becton, Dickinson and Company's Annual Meeting of Shareholders will be held on Tuesday, January 24, 2023 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, FOR Proposals 2, 3 and 5 and 1 YEAR on Proposal 4.**

1. Election of Directors:

William M. Brown, Catherine M. Burzik, Carrie L. Byington, R. Andrew Eckert, Claire M. Fraser, Jeffrey W. Henderson, Christopher Jones, Marshall O. Larsen, Thomas E. Polen, 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.
4. Advisory vote to approve the frequency of named executive officer compensation advisory votes.
5. Approval of amendments to the 2004 Employee and Director Equity-Based Compensation Plan.

**The Board of Directors recommends a vote AGAINST Proposal 6.**

6. A shareholder proposal to require prior shareholder approval of certain termination payments, 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](http://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](mailto: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 14, 2023.