

Pricing Term Sheet

**Becton Dickinson Euro Finance S.à r.l.
3.553% Notes due 2029
(the “Notes”)**

**Fully and Unconditionally Guaranteed by
Becton, Dickinson and Company**

Issuer:	Becton Dickinson Euro Finance S.à r.l. (the “Company”)
Guarantor:	Becton, Dickinson and Company (the “Guarantor”)
Aggregate Principal Amount Offered:	€800,000,000
Maturity Date:	September 13, 2029
Trade Date:	February 6, 2023
Settlement Date:	February 13, 2023 (T+5)*
Type of Offering:	SEC Registered
Coupon (Interest Rate):	3.553%
Price to Public (Issue Price):	99.997% of principal amount
Underwriting Discount:	0.375%
Yield to Maturity:	3.556%
Spread to Benchmark German Government Security:	134.3 basis points
Benchmark German Government Security:	0.000% DBR due August 15, 2029
Benchmark German Government Security Price/Yield:	86.712% / 2.213%
Mid-Swap Yield:	2.856%
Spread to Mid-Swap Yield:	+70 basis points
Interest Payment Dates:	Annually, on September 13, commencing September 13, 2023
Day Count Convention:	ACTUAL/ACTUAL (ICMA)

Optional Redemption:	<p>The Notes will be redeemable at the Company's option, in whole or in part, at any time and from time to time prior to June 13, 2029 (3 months prior to the maturity date), at a redemption price equal to the greater of (1) 100% of the principal amount of the Notes to be redeemed and (2) the sum of the present values of the remaining scheduled payments on the Notes being redeemed, discounting such payments to the redemption date on an annual basis (ACTUAL/ACTUAL (ICMA)) at the applicable comparable government bond rate, plus 20 basis points, plus accrued and unpaid interest, if any, to but excluding the date of redemption.</p> <p>At any time on or after June 13, 2029 (3 months prior to the maturity date), the Notes will be redeemable at the Company's option, in whole or in part, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to but excluding the redemption date.</p>
Redemption for Tax Reasons:	<p>If, as a result of any change in, or amendment to, the tax laws of a Taxing Jurisdiction (as defined in the preliminary prospectus supplement), or the official interpretation thereof, the Company becomes or, based upon a written opinion of independent counsel selected by the Company, will become obligated to pay additional amounts with respect to the Notes, the Company may at any time at its option redeem, in whole, but not in part, the Notes at 100% of the principal amount plus accrued and unpaid interest to the date of redemption.</p>
Change of Control:	<p>If a change of control triggering event occurs, unless the Company has exercised its right to redeem the Notes as described under "Optional Redemption," the Company will be required to make an offer to each holder of the outstanding Notes to repurchase all or any portion of such holder's Notes at a purchase price of 101% of the principal amount plus accrued and unpaid interest to, but excluding, the date of purchase.</p>
Form/Clearing Systems:	<p>The Notes will be issued only in registered, book-entry form. There will be a global Note for each series of Notes deposited with a common safekeeper for Euroclear and Clearstream.</p>
Listing:	<p>Application will be made to have the Notes listed on Euronext Dublin for trading on the Global Exchange Market.</p>
New Safekeeping Structure:	<p>Yes, and the notes are intended to be held in a manner that would allow eligibility as collateral for Eurosystem intra-day credit and monetary policy operations</p>
MiFID II Product Governance:	<p>Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients only (all distribution channels)</p>
UK MiFIR Product Governance:	<p>Manufacturer target market (UK MiFIR product governance) is eligible counterparties and professional clients only (all distribution channels)</p>
PRIIPs:	<p>No EU PRIIPs or UK PRIIPs key information document (KID) has been prepared as not available to retail in the EEA or in the UK</p>
Common Code/ISIN:	<p>258593227 / XS2585932275</p>

Denominations:	€100,000 x €1,000
Stabilization:	Stabilization/FCA
Joint Book-Running Managers:	Barclays Bank PLC Citigroup Global Markets Limited Goldman Sachs & Co. LLC J.P. Morgan Securities plc Morgan Stanley & Co. International plc MUFG Securities (Europe) N.V. U.S. Bancorp Investments, Inc.
Co-Managers:	Academy Securities, Inc. ING Bank N.V., Belgian Branch Intesa Sanpaolo S.p.A. KBC Bank NV Loop Capital Markets LLC PNC Capital Markets LLC Siebert Williams Shank & Co., LLC Standard Chartered Bank TD Global Finance unlimited company

* Under Rule 15c6-1 under the Exchange Act, trades in the secondary market are required to settle in two business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade Notes on the Trade Date will generally be required, by virtue of the fact that the Notes initially settle on the fifth U.S. business day following the Trade Date, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the Notes who wish to trade the Notes prior to their date of delivery hereunder should consult their advisors.

The Guarantor and the Issuer have filed a registration statement with the SEC (including a prospectus and a preliminary prospectus supplement), for the offering to which this communication relates. Before you invest, you should read the prospectus and the preliminary prospectus supplement in that registration statement and other documents the Guarantor and the Issuer have filed with the SEC for more complete information about the Guarantor, the Issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at <http://www.sec.gov>. Alternatively, the Issuer, the Guarantor, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by contacting Barclays Bank PLC toll-free at 1-888-603-5847, Citigroup Global Markets Limited toll-free at 1-800-831-9146 or Goldman Sachs & Co. LLC toll-free at 1-866-471-2526.

This pricing term sheet supplements the preliminary prospectus supplement dated February 6, 2023 relating to the prospectus dated May 6, 2021.

MiFID II and/or the UK MiFIR Product Governance Rules professionals/ECPS-only / No PRIIPs KID – Manufacturer target market (MiFID II product governance and/or the UK MiFIR Product Governance Rules) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA or the United Kingdom.

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