

Pricing Term Sheet

**Becton, Dickinson and Company
4.693% Notes due 2028 (the “Notes”)**

Issuer:	Becton, Dickinson and Company (the “Company”)
Aggregate Principal Amount Offered:	\$800,000,000
Maturity Date:	February 13, 2028
Trade Date:	February 6, 2023
Settlement Date:	February 13, 2023 (T+5) ¹
Coupon (Interest Rate):	4.693%
Price to Public (Issue Price):	100.000% of principal amount
Underwriting Discount:	0.350%
Yield to Maturity:	4.693%
Spread to Benchmark Treasury:	+88 basis points
Benchmark Treasury:	3.500% due January 31, 2028
Benchmark Treasury Yield:	3.813%
Interest Payment Dates:	February 13 and August 13, commencing August 13, 2023
Day Count Convention:	30/360
Make-whole Call:	15 basis points (prior to January 13, 2028)
Par Call:	On or after January 13, 2028 (the “Par Call Date”) plus accrued and unpaid interest to, but excluding, the redemption date.
Optional Redemption:	At any time and from time to time prior to the Par Call Date, the Company may, at its option, redeem the Notes, in whole or in part, at a redemption price equal to the greater of: <ul style="list-style-type: none">• 100% of the principal amount of the Notes to be redeemed; and• (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 15 basis points less (b) interest accrued to the date of redemption.

plus, in each case, accrued and unpaid interest thereon to, but excluding, the redemption date.

At any time on or after the Par Call Date, the Company may redeem the Notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest thereon to, but excluding, the redemption date.

¹ Under Rule 15c6-1 under the Securities Exchange Act of 1934, trades in the secondary market generally 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 prior to the second business day preceding the settlement date will be required, by virtue of the fact that the Notes initially settle on the fifth 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.

Change of Control:	If a change of control triggering event occurs, unless the Company has exercised its right to redeem the Notes as described under "Optional Redemption," each holder of such Notes will have the right to require the Company to repurchase such Notes, in whole or in part, at a purchase price of 101% of the principal amount thereof plus accrued and unpaid interest to, but excluding, the date of repurchase.
CUSIP / ISIN Numbers:	075887 CQ0 / US075887CQ08
Denominations:	\$1,000 x \$1,000
Expected Ratings*:	Moody's: Baa2 S&P: BBB Fitch: BBB
Joint Book-Running Managers:	Barclays Capital Inc. Citigroup Global Markets Inc. Goldman Sachs & Co. LLC J.P. Morgan Securities LLC Morgan Stanley & Co. LLC MUFG Securities Americas Inc. U.S. Bancorp Investments, Inc.
Co-Managers:	Academy Securities, Inc. ING Financial Markets LLC Intesa Sanpaolo S.p.A. KBC Securities USA LLC Loop Capital Markets LLC PNC Capital Markets LLC Siebert Williams Shank & Co., LLC Standard Chartered Bank TD Securities (USA) LLC
Type of Offering:	SEC Registered
Listing:	None

* Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

The Company has filed a registration statement (including a prospectus and a preliminary prospectus supplement) with the SEC 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 Company has filed with the SEC for more complete information about the Company 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 Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays Capital Inc. toll-free at 1-888-603-5847, Citigroup Global Markets Inc. 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.

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