

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of the earliest event reported): February 25, 2026

BECTON, DICKINSON AND COMPANY

(Exact Name of Registrant as Specified in its Charter)

New Jersey
(State or Other Jurisdiction of Incorporation)

001-4802
(Commission File Number)

22-0760120
(I.R.S. Employer Identification No.)

1 Becton Drive
Franklin Lakes, New Jersey
(Address of Principal Executive Offices)

07417-1880
(Zip Code)

(201) 847-6800
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common stock, par value \$1.00	BDX	New York Stock Exchange
1.900% Notes due December 15, 2026	BDX26	New York Stock Exchange
1.208% Notes due June 4, 2026	BDX/26A	New York Stock Exchange
1.213% Notes due February 12, 2036	BDX/36	New York Stock Exchange
3.519% Notes due February 8, 2031	BDX31	New York Stock Exchange
3.828% Notes due June 7, 2032	BDX32A	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On February 25, 2026, Becton, Dickinson and Company (the “Company”) announced the early tender results for its previously announced tender offers (collectively, the “Tender Offers”) to purchase for cash, subject to prioritized acceptance levels, series-specific aggregate principal amount caps, if any (each, an “Offer SubCap”), and proration if applicable, up to \$2,000,000,000 aggregate purchase price, excluding the applicable accrued interest (the “Aggregate Offer Cap”) of its (i) 6.700% Senior Notes due 2026 (the “6.700% Senior Notes”), (ii) 7.000% Senior Debentures due 2027 (the “7.000% Senior Debentures”), (iii) 6.700% Senior Debentures due 2028 (the “6.700% Senior Debentures”), (iv) 6.000% Senior Notes due 2039 (the “6.000% Senior Notes”), (v) 4.875% Senior Notes due 2044 (the “4.875% Senior Notes”), (vi) 4.669% Senior Notes due 2047 (the “4.669% Senior Notes”), (vii) 5.000% Senior Notes due 2040 (the “5.000% Senior Notes”), (viii) 4.685% Senior Notes due 2044 (the “4.685% Senior Notes”), (ix) 5.081% Senior Notes due 2029 (the “5.081% Senior Notes”), (x) 3.794% Senior Notes due 2050 (the “3.794% Senior Notes”), (xi) 4.874% Senior Notes due 2029 (the “4.874% Senior Notes”), (xii) 4.693% Senior Notes due 2028 (the “4.693% Senior Notes”), (xiii) 3.700% Senior Notes due 2027 (the “3.700% Senior Notes”), (xiv) 5.110% Senior Notes due 2034 (the “5.110% Senior Notes”), and (xv) 4.298% Senior Notes due 2032 (the “4.298% Senior Notes” and, together with the 6.700% Senior Notes, the 7.000% Senior Debentures, the 6.700% Senior Debentures, the 6.000% Senior Notes, the 4.875% Senior Notes, the 4.669% Senior Notes, the 5.000% Senior Notes, the 4.685% Senior Notes, the 5.081% Senior Notes, the 3.794% Senior Notes, the 4.874% Senior Notes, the 4.693% Senior Notes, the 3.700% Senior Notes and the 5.110% Senior Notes, the “Securities”), and the exercise of its previously disclosed right to amend the Tender Offers to increase the Offer SubCap with respect to the 4.685% Senior Notes and the Aggregate Offer Cap.

On February 25, 2026, the Company also announced the pricing for the Tender Offers. The Tender Offers are being made pursuant to the offer to purchase, dated February 10, 2026, as amended and supplemented by the Company’s press release on February 25, 2026 (as so amended, the “Offer to Purchase”) announcing the upsizing of the Offer SubCap with respect to the 4.685% Senior Notes and the Aggregate Offer Cap, which sets forth the terms and conditions of the Tender Offers.

In order to receive the Early Tender Payment (as defined in the Offer to Purchase) for tendering early, holders of Securities must have validly tendered and not validly withdrawn their Securities by 5:00 p.m., New York City time, on February 24, 2026 (the “Early Tender Date”). At the Early Tender Date, holders had tendered and not validly withdrawn \$ 36,474,000 of the \$137,032,000 aggregate principal amount of outstanding 6.700% Senior Notes, \$32,822,000 of the \$116,054,000 aggregate principal amount of outstanding 7.000% Senior Debentures, \$ 27,313,000 of the \$112,361,000 aggregate principal amount of outstanding 6.700% Senior Debentures, \$ 61,942,000 of the \$122,856,000 aggregate principal amount of outstanding 6.000% Senior Notes, \$ 91,153,000 of the \$224,877,000 aggregate principal amount of outstanding 4.875% Senior Notes, \$ 656,047,000 of the \$1,500,000,000 aggregate principal amount of outstanding 4.669% Senior Notes, \$ 36,846,000 of the \$90,878,000 aggregate principal amount of outstanding 5.000% Senior Notes, \$ 472,349,000 of the \$982,883,000 aggregate principal amount of outstanding 4.685% Senior Notes, \$ 444,588,000 of the \$600,000,000 aggregate principal amount of outstanding 5.081% Senior Notes, \$ 344,737,000 of the \$560,000,000 aggregate principal amount of outstanding 3.794% Senior Notes, \$ 365,878,000 of the \$625,000,000 aggregate principal amount of outstanding 4.874% Senior Notes, \$ 424,319,000 of the \$800,000,000 aggregate principal amount of outstanding 4.693% Senior Notes, \$ 698,963,000 of the \$1,725,018,000 aggregate principal amount of outstanding 3.700% Senior Notes, \$ 304,074,000 of the \$550,000,000 aggregate principal amount of outstanding 5.110% Senior Notes and \$ 269,954,000 of the \$500,000,000 aggregate principal amount of outstanding 4.298% Senior Notes. Because the aggregate purchase price, excluding the applicable accrued interest, of Securities validly tendered and not validly withdrawn prior to or at the Early Tender Date exceeds the Aggregate Offer Cap, the Company will accept for purchase the 3.794% Senior Notes on a prorated basis.

Furnished as Exhibits 99.1 and 99.2 and incorporated herein by reference are copies of the press releases announcing the early tender results and upsizing of the Offer SubCap with respect to the 4.685% Senior Notes and the Aggregate Offer Cap and the pricing of the Tender Offers, respectively.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release, dated February 25, 2026, announcing the early tender results and upsizing of the offer subcap and the aggregate offer cap.
99.2	Press Release, dated February 25, 2026, announcing the pricing of the tender offers.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BECTON, DICKINSON AND COMPANY

Date: February 25, 2026

By: /s/ Stephanie Kelly

Name: Stephanie Kelly

Title: Chief Securities and Governance Counsel and Corporate Secretary

Becton, Dickinson and Company Announces Early Tender Results and Upsizing of Offer SubCap and Aggregate Offer Cap

FRANKLIN LAKES, NJ, February 25, 2026 – BD (Becton, Dickinson and Company) (NYSE: BDX) (the “Company” or “BD”), a leading global medical technology company, today announced the early tender results for its previously announced Tender Offers (as defined below) to purchase for cash certain of its outstanding debt securities listed in the table below.

In making the announcement, the Company has exercised its previously disclosed right to amend such Tender Offers to (i) increase the Offer SubCap (as defined below) with respect to the 4.685% Senior Notes due 2044 (the “4.685% Senior Notes”) and (ii) increase the Aggregate Offer Cap (as defined below) from \$1,600,000,000 to an aggregate purchase price of \$2,000,000,000, excluding applicable Accrued Interest (as defined below).

The Tender Offers are being made pursuant to the terms and conditions set forth in the offer to purchase, dated February 10, 2026 (as amended and supplemented hereby, the “Offer to Purchase”). Except as specifically amended hereby, all other terms of the Tender Offers as previously announced in the Offer to Purchase remain unchanged. The Company refers investors to the Offer to Purchase for the complete terms and conditions of the Tender Offers.

The Company is offering to purchase for cash up to \$2,000,000,000 aggregate purchase price, excluding the applicable Accrued Interest (which, subject to applicable law, may be increased or decreased in the Company’s sole discretion, the “Aggregate Offer Cap”) of its (i) 6.700% Senior Notes due 2026, (ii) 7.000% Senior Debentures due 2027, (iii) 6.700% Senior Debentures due 2028, (iv) 6.000% Senior Notes due 2039, (v) 4.875% Senior Notes due 2044, (vi) 4.669% Senior Notes due 2047, (vii) 5.000% Senior Notes due 2040, (viii) 4.685% Senior Notes, (ix) 5.081% Senior Notes due 2029, (x) 3.794% Senior Notes due 2050, (xi) 4.874% Senior Notes due 2029, (xii) 4.693% Senior Notes due 2028, (xiii) 3.700% Senior Notes due 2027, (xiv) 5.110% Senior Notes due 2034, and (xv) 4.298% Senior Notes due 2032 (collectively, the “Securities” and each a “series”), in the order of priority set forth in the table below (each, an “Acceptance Priority Level”), subject to an aggregate principal amount of each series of Securities that does not exceed the applicable Offer SubCap, if any, set forth in the table below (each, an “Offer SubCap”) (collectively, the “Tender Offers”); provided that the Company will only accept for purchase up to an aggregate purchase price, excluding the applicable Accrued Interest, of all series of Securities that does not exceed the Aggregate Offer Cap.

As of the previously announced early tender date and time of 5:00 p.m., New York City time, on February 24, 2026 (the “Early Tender Date”), according to information provided by Global Bondholder Services Corporation, the tender and information agent for the Tender Offers, the aggregate principal amount of each series of Securities set forth in the table below under “Principal Amount Tendered at Early Tender Date” has been validly tendered and not validly withdrawn in the Tender Offers. Withdrawal rights for the Securities expired at 5:00 p.m., New York City time, on the Early Tender Date.

Title of Security	CUSIP Number	Principal Amount Outstanding	Offer SubCap	Acceptance Priority Level(1)	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment (2)(3)	Principal Amount Tendered at Early Tender Date
6.700% Senior Notes due 2026	Registered: 075887CE7 144A: 075887CD9 Reg S: U0740RAE2	\$ 137,032,000	N/A	1	4.250% U.S. Treasury Notes due 11/30/2026	FIT3	+30 bps	\$ 30	\$ 36,474,000
7.000% Senior Debentures due 2027	075887AN9	\$ 116,054,000	N/A	2	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+20 bps	\$ 30	\$ 32,822,000
6.700% Senior Debentures due 2028	075887AQ2	\$ 112,361,000	N/A	3	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+35 bps	\$ 30	\$ 27,313,000
6.000% Senior Notes due 2039	075887AV1	\$ 122,856,000	N/A	4	4.000% U.S. Treasury Notes due 11/15/2035	FIT1	+95 bps	\$ 30	\$ 61,942,000
4.875% Senior Notes due 2044	075887BM0	\$ 224,877,000	N/A	5	4.625% U.S. Treasury Notes due 11/15/2045	FIT1	+80 bps	\$ 30	\$ 91,153,000
4.669% Senior Notes due 2047	075887BX6	\$ 1,500,000,000	\$ 1,000,000,000	6	4.625% U.S. Treasury Notes due 11/15/2045	FIT1	+70 bps	\$ 30	\$ 656,047,000
5.000% Senior Notes due 2040	075887AX7	\$ 90,878,000	N/A	7	4.000% U.S. Treasury Notes due 11/15/2035	FIT1	+100 bps	\$ 30	\$ 36,846,000
4.685% Senior Notes due 2044	075887BG3	\$ 982,883,000	\$ 472,349,000	8	4.625% U.S. Treasury Notes due 11/15/2045	FIT1	+60 bps	\$ 30	\$ 472,349,000
5.081% Senior Notes due 2029	075887CU1	\$ 600,000,000	N/A	9	3.500% U.S. Treasury Notes due 1/15/2029	FIT1	+30 bps	\$ 30	\$ 444,588,000
3.794% Senior Notes due 2050	075887CK3	\$ 560,000,000	N/A	10	4.625% U.S. Treasury Notes due 11/15/2055	FIT1	+65 bps	\$ 30	\$ 344,737,000
4.874% Senior Notes due 2029	075887CR8	\$ 625,000,000	N/A	11	3.500% U.S. Treasury Notes due 1/15/2029	FIT1	+30 bps	\$ 30	\$ 365,878,000
4.693% Senior Notes due 2028	075887CQ0	\$ 800,000,000	N/A	12	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+20 bps	\$ 30	\$ 424,319,000
3.700% Senior Notes due 2027	075887BW8	\$ 1,725,018,000	N/A	13	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+30 bps	\$ 30	\$ 698,963,000
5.110% Senior Notes due 2034	075887CS6	\$ 550,000,000	N/A	14	4.000% U.S. Treasury Notes due 11/15/2035	FIT1	+45 bps	\$ 30	\$ 304,074,000
4.298% Senior Notes due 2032	075887CP2	\$ 500,000,000	N/A	15	3.750% U.S. Treasury Notes due 1/31/2031	FIT1	+65 bps	\$ 30	\$ 269,954,000

- (1) Subject to the Aggregate Offer Cap, Offer SubCap, if any, and proration if applicable, the principal amount of each series of Securities that is purchased in the Tender Offers has been determined in accordance with the applicable Acceptance Priority Level (in numerical priority order) specified in this column.
- (2) Per \$1,000 principal amount of Securities validly tendered prior to or at the Early Tender Date and accepted for purchase.
- (3) The Total Consideration (as defined below) for each series of Securities validly tendered prior to or at the Early Tender Date and accepted for purchase is calculated using the applicable Fixed Spread and is inclusive of the applicable Early Tender Payment. The Total Consideration for each series of Securities does not include the applicable Accrued Interest, which will be payable in addition to the applicable Total Consideration.

All conditions in respect of the Tender Offers were satisfied or waived by the Company at the Early Tender Date. The Company has elected to exercise its right to make payment for the Securities that were validly tendered prior to or at the Early Tender Date and that are accepted for purchase on February 27, 2026 (the “Early Settlement Date”).

The applicable consideration (the “Total Consideration”) offered per \$1,000 principal amount of each series of Securities validly tendered and accepted for purchase pursuant to the applicable Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the applicable fixed spread for such Securities specified in the table above plus the applicable yield based on the bid-side price of the applicable U.S. Treasury Reference Security specified in the table above as displayed on the applicable Bloomberg Bond Trader FIT1 or FIT3 page, as applicable, specified in the table above at 10:00 a.m., New York City time, on February 25, 2026. The Company expects to announce the pricing of the Tender Offers later today.

Only holders of Securities who validly tendered and did not validly withdraw their Securities at or prior to the Early Tender Date are eligible to receive the Total Consideration for Securities accepted for purchase. Holders will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the Early Settlement Date (“Accrued Interest”).

All Securities accepted for purchase will be retired and cancelled and will no longer remain outstanding obligations of the Company.

Information Relating to the Tender Offers

Citigroup Global Markets Inc. and Wells Fargo Securities, LLC are the lead dealer managers for the Tender Offers. Scotia Capital (USA) Inc., MUFG Securities Americas Inc. and U.S. Bancorp Investments, Inc. are co-dealer managers for the Tender Offers. Investors with questions regarding the Tender Offers may contact Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or by email at ny.liabilitymanagement@citi.com or Wells Fargo Securities, LLC at (866) 309-6316 (toll-free) or (704) 410-4759 (collect) or by email at liabilitymanagement@wellsfargo.com. Global Bondholder Services Corporation is the tender and information agent for the Tender Offers and can be contacted at (855) 654-2015 (toll-free) or (212) 430-3774 (collect).

None of the Company or its affiliates, their respective boards of directors, their respective officers, the dealer managers, the tender and information agent or the trustee with respect to any series of Securities is making any recommendation as to whether holders should tender any Securities in response to any of the Tender Offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decisions as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

The full details of the Tender Offers, including complete instructions on how to tender Securities, are included in the Offer to Purchase. Holders are strongly encouraged to read carefully the Offer to Purchase, including materials incorporated by reference therein, because they contain important information. The Offer to Purchase may be downloaded from Global Bondholder Services Corporation’s website at www.gbsc-usa.com/BectonDickinson or obtained from Global Bondholder Services Corporation, free of charge, by calling toll-free at (855) 654-2015 (bankers and brokers can call collect at (212) 430-3774).

This press release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any of the Securities and the Tender Offers do not constitute an offer to buy or the solicitation of an offer to sell Securities in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful.

About BD

BD is one of the world's largest pure-play medical technology companies with a Purpose of *advancing the world of health™* by driving innovation across medical essentials, connected care, biopharma systems and interventional. The company supports those on the frontlines of healthcare by developing transformative technologies, services and solutions that optimize clinical operations and improve care for patients. Operating across the globe, with more than 60,000 employees, BD delivers billions of products annually that have a positive impact on global healthcare. By working in close collaboration with customers, BD can help enhance outcomes, lower costs, increase clinical efficiency, improve safety and expand access to healthcare.

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Forward-Looking Statements

This press release contains certain estimates and other forward-looking statements (as defined under federal securities laws) regarding BD's performance, including in relation to the consummation of the Tender Offers. All such statements are based upon current expectations of BD and involve a number of business risks and uncertainties. Actual results could vary materially from anticipated results described, implied or projected in any forward-looking statement. With respect to forward-looking statements contained herein, a number of factors could cause actual results to vary materially. These factors include, but are not limited to, the factors discussed in BD's filings with the Securities and Exchange Commission. BD does not intend to update any forward-looking statements to reflect events or circumstances after the date hereof, except as required by applicable laws or regulations.

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Becton, Dickinson and Company Announces Pricing of the Tender Offers and Amounts Accepted for Purchase

FRANKLIN LAKES, NJ, February 25, 2026— BD (Becton, Dickinson and Company) (NYSE: BDX) (the “Company” or “BD”), a leading global medical technology company, today announced the consideration payable in connection with its previously announced Tender Offers (as defined below) to purchase for cash up to \$2,000,000,000 aggregate purchase price, excluding the applicable Accrued Interest (as defined below) (which, subject to applicable law, may be increased or decreased in the Company’s sole discretion, the “Aggregate Offer Cap”) of its (i) 6.700% Senior Notes due 2026, (ii) 7.000% Senior Debentures due 2027, (iii) 6.700% Senior Debentures due 2028, (iv) 6.000% Senior Notes due 2039, (v) 4.875% Senior Notes due 2044, (vi) 4.669% Senior Notes due 2047, (vii) 5.000% Senior Notes due 2040, (viii) 4.685% Senior Notes due 2044 (the “4.685% Senior Notes”), (ix) 5.081% Senior Notes due 2029, (x) 3.794% Senior Notes due 2050, (xi) 4.874% Senior Notes due 2029, (xii) 4.693% Senior Notes due 2028, (xiii) 3.700% Senior Notes due 2027, (xiv) 5.110% Senior Notes due 2034, and (xv) 4.298% Senior Notes due 2032 (collectively, the “Securities” and each a “series”), in the order of priority set forth in the table below (each, an “Acceptance Priority Level”), subject to an aggregate principal amount of each series of Securities that does not exceed the applicable Offer SubCap, if any, set forth in the table below (each, an “Offer SubCap”) (collectively, the “Tender Offers”); provided that the Company will only accept for purchase up to an aggregate purchase price, excluding the applicable Accrued Interest, of all series of Securities that does not exceed the Aggregate Offer Cap.

The table below sets forth the Total Consideration and aggregate principal amount accepted for purchase for each series of Securities.

Title of Security	CUSIP Number	Principal Amount Outstanding	Offer SubCap	Acceptance Priority Level ⁽¹⁾	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Payment (2)(3)	Total Consideration (2)(3)	Aggregate Principal Amount Accepted for Purchase
6.700% Senior Notes due 2026	Registered: 075887CE7 144A: 075887CD9 Reg S: U0740RAE2	\$ 137,032,000	N/A	1	4.250% U.S. Treasury Notes due 11/30/2026	FIT3	+30 bps	\$ 30	\$ 1,020.51	\$ 36,474,000
7.000% Senior Debentures due 2027	075887AN9	\$ 116,054,000	N/A	2	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+20 bps	\$ 30	\$ 1,045.64	\$ 32,822,000
6.700% Senior Debentures due 2028	075887AQ2	\$ 112,361,000	N/A	3	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+35 bps	\$ 30	\$ 1,065.75	\$ 27,313,000
6.000% Senior Notes due 2039	075887AV1	\$ 122,856,000	N/A	4	4.000% U.S. Treasury Notes due 11/15/2035	FIT1	+95 bps	\$ 30	\$ 1,095.99	\$ 61,942,000
4.875% Senior Notes due 2044	075887BM0	\$ 224,877,000	N/A	5	4.625% U.S. Treasury Notes due 11/15/2045	FIT1	+80 bps	\$ 30	\$ 934.25	\$ 91,153,000
4.669% Senior Notes due 2047	075887BX6	\$ 1,500,000,000	\$ 1,000,000,000	6	4.625% U.S. Treasury Notes due 11/15/2045	FIT1	+70 bps	\$ 30	\$ 914.27	\$ 656,047,000
5.000% Senior Notes due 2040	075887AX7	\$ 90,878,000	N/A	7	4.000% U.S. Treasury Notes due 11/15/2035	FIT1	+100 bps	\$ 30	\$ 994.98	\$ 36,846,000
4.685% Senior Notes due 2044	075887BG3	\$ 982,883,000	\$ 472,349,000	8	4.625% U.S. Treasury Notes due 11/15/2045	FIT1	+60 bps	\$ 30	\$ 933.16	\$ 472,349,000
5.081% Senior Notes due 2029	075887CU1	\$ 600,000,000	N/A	9	3.500% U.S. Treasury Notes due 1/15/2029	FIT1	+30 bps	\$ 30	\$ 1,038.38	\$ 444,588,000
3.794% Senior Notes due 2050	075887CK3	\$ 560,000,000	N/A	10	4.625% U.S. Treasury Notes due 11/15/2055	FIT1	+65 bps	\$ 30	\$ 789.44	\$ 262,727,000
4.874% Senior Notes due 2029	075887CR8	\$ 625,000,000	N/A	11	3.500% U.S. Treasury Notes due 1/15/2029	FIT1	+30 bps	\$ 30	\$ 1,029.08	\$ 0

4.693% Senior Notes due 2028	075887CQ0	\$ 800,000,000	N/A	12	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+20 bps	\$ 30	\$ 1,018.12	\$ 0
3.700% Senior Notes due 2027	075887BW8	\$ 1,725,018,000	N/A	13	3.500% U.S. Treasury Notes due 1/31/2028	FIT1	+30 bps	\$ 30	\$ 998.90	\$ 0
5.110% Senior Notes due 2034	075887CS6	\$ 550,000,000	N/A	14	4.000% U.S. Treasury Notes due 11/15/2035	FIT1	+45 bps	\$ 30	\$ 1,039.47	\$ 0
4.298% Senior Notes due 2032	075887CP2	\$ 500,000,000	N/A	15	3.750% U.S. Treasury Notes due 1/31/2031	FIT1	+65 bps	\$ 30	\$ 1,001.23	\$ 0

- (1) Subject to the Aggregate Offer Cap, Offer SubCap, if any, and proration if applicable, the principal amount of each series of Securities that is purchased in the Tender Offers has been determined in accordance with the applicable Acceptance Priority Level (in numerical priority order) specified in this column.
 - (2) Per \$1,000 principal amount of Securities validly tendered prior to or at the Early Tender Date (as defined below) and accepted for purchase.
 - (3) The Total Consideration (as defined below) for each series of Securities validly tendered prior to or at the Early Tender Date and accepted for purchase is calculated using the applicable Fixed Spread and is inclusive of the applicable Early Tender Payment. The Total Consideration for each series of Securities does not include the applicable Accrued Interest, which will be payable in addition to the applicable Total Consideration.
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The Tender Offers are being made pursuant to the terms and conditions set forth in the offer to purchase, dated February 10, 2026, as amended and supplemented by the Company's press release on February 25, 2026 (as so amended, the "Offer to Purchase") announcing the upsizing of the Offer SubCap with respect to the 4.685% Senior Notes and the Aggregate Offer Cap. The Company refers investors to the Offer to Purchase for the complete terms and conditions of the Tender Offers.

The "Total Consideration" listed in the table above per \$1,000 principal amount of each series of Securities was determined at 10:00 a.m., New York City time, on February 25, 2026. Only holders of Securities who validly tendered and did not validly withdraw their Securities at or prior to 5:00 p.m., New York City time, on February 24, 2026 (the "Early Tender Date") are eligible to receive the Total Consideration for Securities accepted for purchase. As previously announced, the Company has elected to exercise its right to make payment for the Securities that were validly tendered prior to or at the Early Tender Date and that are accepted for purchase on February 27, 2026 (the "Early Settlement Date"). Holders will also receive accrued and unpaid interest on Securities validly tendered and accepted for purchase from the applicable last interest payment date up to, but not including, the Early Settlement Date ("Accrued Interest").

As previously disclosed in the Offer to Purchase, because the aggregate purchase price, excluding the applicable Accrued Interest, of Securities validly tendered and not validly withdrawn prior to or at the Early Tender Date exceeds the Aggregate Offer Cap, the Company will accept for purchase the 3.794% Senior Notes due 2050 on a prorated basis as set forth in the table above. As described further in the Offer to Purchase, Securities tendered and not accepted for purchase will be promptly credited to the tendering holder's account. Since the Tender Offers are fully subscribed at the Early Tender Date, the Company does not expect to accept for purchase any Securities tendered after the Early Tender Date on a subsequent settlement date.

Information Relating to the Tender Offers

Citigroup Global Markets Inc. and Wells Fargo Securities, LLC are the lead dealer managers for the Tender Offers. Scotia Capital (USA) Inc., MUFG Securities Americas Inc. and U.S. Bancorp Investments, Inc. are co-dealer managers for the Tender Offers. Investors with questions regarding the Tender Offers may contact Citigroup Global Markets Inc. at (800) 558-3745 (toll-free) or (212) 723-6106 (collect) or by email at ny.liabilitymanagement@citi.com or Wells Fargo Securities, LLC at (866) 309-6316 (toll-free) or (704) 410-4759 (collect) or by email at liabilitymanagement@wellsfargo.com. Global Bondholder Services Corporation is the tender and information agent for the Tender Offers and can be contacted at (855) 654-2015 (toll-free) or (212) 430-3774 (collect).

None of the Company or its affiliates, their respective boards of directors, their respective officers, the dealer managers, the tender and information agent or the trustee with respect to any series of Securities is making any recommendation as to whether holders should tender any Securities in response to any of the Tender Offers, and neither the Company nor any such other person has authorized any person to make any such recommendation. Holders must make their own decisions as to whether to tender any of their Securities, and, if so, the principal amount of Securities to tender.

The full details of the Tender Offers, including complete instructions on how to tender Securities, are included in the Offer to Purchase. Holders are strongly encouraged to read carefully the Offer to Purchase, including materials incorporated by reference therein, because they contain important information. The Offer to Purchase may be downloaded from Global Bondholder Services Corporation's website at www.gbsc-usa.com/BectonDickinson or obtained from Global Bondholder Services Corporation, free of charge, by calling toll-free at (855) 654-2015 (bankers and brokers can call collect at (212) 430-3774).

This press release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any of the Securities and the Tender Offers do not constitute an offer to buy or the solicitation of an offer to sell Securities in any jurisdiction or in any circumstances in which such offer or solicitation is unlawful.

About BD

BD is one of the world's largest pure-play medical technology companies with a Purpose of *advancing the world of health*[™] by driving innovation across medical essentials, connected care, biopharma systems and interventional. The company supports those on the frontlines of healthcare by developing transformative technologies, services and solutions that optimize clinical operations and improve care for patients. Operating across the globe, with more than 60,000 employees, BD delivers billions of products annually that have a positive impact on global healthcare. By working in close collaboration with customers, BD can help enhance outcomes, lower costs, increase clinical efficiency, improve safety and expand access to healthcare.

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Forward-Looking Statements

This press release contains certain estimates and other forward-looking statements (as defined under federal securities laws) regarding BD's performance, including in relation to the consummation of the Tender Offers. All such statements are based upon current expectations of BD and involve a number of business risks and uncertainties. Actual results could vary materially from anticipated results described, implied or projected in any forward-looking statement. With respect to forward-looking statements contained herein, a number of factors could cause actual results to vary materially. These factors include, but are not limited to, the factors discussed in BD's filings with the Securities and Exchange Commission. BD does not intend to update any forward-looking statements to reflect events or circumstances after the date hereof, except as required by applicable laws or regulations.

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