
BECTON, DICKINSON AND COMPANY
BOARD OF DIRECTORS ANNUAL EVALUATION

Page 1 of 2

Each year the BD Board of Directors evaluates its performance and effectiveness. As part of this process, each director completes a Board Evaluation Form to provide feedback on specific aspects of the Board's role, organization and meetings. The collective ratings and comments are then presented by the Chair of the Corporate Governance and Nominating Committee to the full Board. As part of the evaluation, the Board assesses the progress in the areas targeted for improvement a year earlier, and develops recommendations to enhance the Board's effectiveness over the next year. Additionally, each Board Committee conducts an annual self-evaluation of its performance through a similar process.

The areas evaluated by the Board in the course of its evaluation are as follows:

Board Composition and Culture

1. The current Board members, collectively, possess the experience, backgrounds, expertise and skills necessary to address the areas of importance to BD and carry out the Board's responsibilities. Indicate if there is particular experience, background or skill that you believe the Board should look for in any new directors.
2. The Board's outside directors are independent-minded in dealing with issues and exercise independent judgment about management's actions.
3. The Board promotes candid communication, meaningful participation by all directors and rigorous decision-making.
4. The current Board members work together in a collegial and constructive manner.

Committee Structure

5. The Board has the right committee structure (e.g., the current committees are appropriate, no additional committees are needed, and the current committees have been delegated the right oversight responsibilities). Indicate if there is any area currently overseen by a committee for which you believe more time should be devoted at the Board level.
6. The Board appropriately utilizes each outside director's experiences in terms of committee assignments.
7. Committee reports to the Board are sufficiently detailed and provide other Board members an appropriate amount of information.

Relationship with Management

8. The Board is sufficiently candid with and challenging of management, and there is a healthy atmosphere of constructive interaction with management.
9. The Board and management each exhibit the appropriate level of trust and respect for each other.
10. The Board provides effective oversight without infringing on management's responsibilities.
11. The Board maintains open lines of communication between the outside directors and management.
12. Board members have an appropriate level of access to BD personnel, both in and outside of meetings.

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Page 2 of 2

Board Meetings

13. There is sufficient time at Board meetings for full discussion of the subjects covered.
14. Meeting time is appropriately allocated between presentations and discussion.
15. Board agendas focus on the most important issues and opportunities facing BD.
16. There is sufficient time/opportunity at meetings for the outside directors to meet in executive session, or alone with the CEO.
17. The quality, quantity, and timeliness of the information provided to the Board are appropriate.
18. The Board does not need any additional resources (internal or external) beyond those currently provided in order to effectively carry out its responsibilities.

Strategy/Risk Management

19. The Board rigorously evaluates BD's corporate strategy and monitors management's execution, and understands BD's strategic and operating plans.
20. The Board understands BD's business, the competitive environment in which it operates, and industry and economic conditions affecting BD.
21. The Board understands BD's overall risk profile, and the current process for overseeing BD's risk management processes is appropriate.
22. Indicate in the Comments section if there are any aspects of BD's corporate strategy or risk profile to which you believe the Board should devote more time.

Additional Areas of Focus

23. The Board monitors BD's performance with peer company financial performance and with industry and other relevant comparative data.
24. The Board has reviews management's acquisition/divestiture strategies.
25. The Board establishes succession planning for the CEO and other executive officers.
26. The Board evaluates and reviews the performance of the CEO.
27. The Board sets the compensation of the CEO.
28. The Board reviews BD's capital structure, including debt or equity financing and stock repurchases.
29. The Board emphasizes management's setting the right "tone-at-the-top" for the organization in terms of integrity and ethical behavior.