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**BECTON, DICKINSON AND COMPANY**  
**CHARTER OF THE**  
**QUALITY AND REGULATORY COMMITTEE**  
*Last Revised January 28, 2020*

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### **Purpose**

The Quality and Regulatory Committee (the “Committee”) is created by the Board of Directors of the Company to assist the Board in its oversight of matters relating to regulatory compliance and the quality and safety of the Company’s products and services.

### **Membership**

The Committee shall consist of at least three members of the Board of Directors. Committee members need not be “independent” under the Company’s Corporate Governance Principles and the independence requirements of the New York Stock Exchange. The Corporate Governance and Nominating Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board of Directors and may be removed by the Board of Directors at any time. The Corporate Governance and Nominating Committee shall recommend to the Board of Directors, and the Board of Directors shall designate, the Chair of the Committee.

### **Authority and Responsibility**

In addition to any other responsibilities that may be assigned to it from time-to-time by the Board of Directors, the Committee is responsible for oversight of matters relating to regulatory affairs, regulatory compliance and product quality and safety. Such oversight shall include review and consideration of the following:

- *Regulatory Affairs, Regulatory Compliance and Product Quality and Safety*
  - The Company’s overall quality strategy and the systems in place to monitor the quality and safety of the Company’s products and services at all stages of the product life cycle;
  - The quality internal audit program and the results of any product quality and quality system assessments by the Company and external regulators, and the Company’s response to such assessments; and
  - Processes and procedures relating to compliance with relevant laws and regulations administered by competent authorities, notified bodies, and ministries of health (e.g., US FDA, NMPA, European Commission)
  - Any significant issues, developments or trends presented by changes in the global regulatory environment ;
  - Any significant product quality, safety or regulatory registration or compliance issues that arise.



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- *Shareholder Proposals*
  - Review of shareholder proposals that relate to matters within the scope of the Committee’s responsibilities, in order to review and make recommendations to the Board of Directors regarding such proposals.

**Relationship to other Committees; Reporting to the Board of Directors**

The Audit Committee of the Board shall have responsibility for oversight of the Company’s ethics and enterprise compliance program and the Company’s enterprise risk management activities generally. In addition, the Scientific, Marketing, Innovation and Technology Committee (the “SMIT Committee”) may review product quality issues as they pertain to particular products or platforms of the Company. The Committee shall consult with the Audit Committee and SMIT Committee, respectively, as to issues related to regulatory or quality matters that may pertain to the Audit Committee’s responsibility for oversight of the Company’s ethics and enterprise compliance program and the Company’s enterprise risk management activities, or to the SMIT Committee’s review of product quality issues.

The Committee shall report to the Board of Directors periodically on matters reviewed by the Committee, and any other matter that the Committee deems appropriate or is requested to be included by the Board of Directors.

At least annually, the Committee shall evaluate its own performance and report to the Board of Directors on such evaluation.

The Committee shall, at least annually, review and assess the adequacy of this Charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

**Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter. The Chair of the Committee, in consultation with the other Committee members and management, shall determine the frequency and length of Committee meetings, and shall determine meeting agendas consistent with this Charter.

The Committee is authorized to retain legal and any other advisors as it determines necessary to carry out its duties, and may request any officer or employee of the Company, or the Company’s outside counsel, to meet with any members of, or advisors to, the Committee.

The Company shall provide for appropriate funding, as determined by the Committee, for (i) the costs of any legal or other advisors retained by the Committee and (ii) the administrative expenses of the Committee that are necessary or appropriate to carrying out its duties.

The Committee may delegate its authority to subcommittees or to the Chair of the Committee when it deems it appropriate and in the best interests of the Company.