



**BECTON, DICKINSON AND COMPANY**  
**CHARTER OF THE EXECUTIVE COMMITTEE**

*Last revised January 28, 2020*

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## **Membership**

The Executive Committee shall consist of not less than three members, including the Chairman of the Board of Directors, the Chief Executive Officer, the Lead Director (if one has been designated), and the chair of each of the Board of Director's standing committees; provided that at least a majority of the members of the Executive Committee shall be deemed "independent" by the Board of Directors under the Company's Corporate Governance Principles and the independence requirements of the New York Stock Exchange (the "NYSE"). Executive Committee members shall be appointed by the Board of Directors and may be removed by the Board of Directors at any time. The Chairman of the Board of Directors shall serve as the Chair of the Executive Committee.

## **Authority**

Subject to Section 1 of Article 1 of the By-laws, the laws of the State of New Jersey and the rules of the NYSE, during the intervals between meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers and authority of the Board of Directors in the control and management of the business and affairs of the Company.

## **Procedures**

The Chair of the Executive Committee shall determine the frequency and length of the committee meetings and shall determine meeting agendas; provided, that if a Lead Director has been designated, the Lead Director will consult on and approve such meeting agendas and materials. The Chair of the Executive Committee shall promptly report any actions taken by the Executive Committee to those members of the Board of Directors who do not serve on the Executive Committee.

The Executive Committee is authorized to retain legal and 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, or independent auditors to meet with any members of, or advisors to, the Executive Committee.

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