

BECTON, DICKINSON AND COMPANY
Policy Regarding the Recovery of Compensation
Effective May 20, 2008

In the event that any Performance Incentive Plan award or Performance Unit payout is made to a member of the BD Leadership Team based, in whole or in part, on BD's financial results for any time period, and BD's financial statements covering all or part of such period are subsequently restated as a result of such member's misconduct, including but not limited to fraud or knowing illegal conduct, then the Board may, in its discretion, require the Leadership Team member to reimburse such compensation to BD to the extent permitted by applicable law. In addition, in such instance, the Board shall have the discretion to (i) cause BD to cancel any equity-based compensation awards (or recover any payments under such awards) that were granted to such Leadership Team member with respect to the period or periods so restated, and (ii) require the Leadership Team member to reimburse BD for any profits realized on any sale of stock occurring after the public issuance of the financial statements that are subsequently restated. Such actions shall be in addition to any other remedies available to BD under applicable law. The Board of Directors shall have sole discretion to determine whether a Leadership Team member's conduct constitutes fraud or knowing illegal conduct for purposes of this policy.

To the extent permitted by applicable law, the Board of Directors shall also have the authority to require reimbursement from members of the Leadership Team who were not involved in such misconduct in the amount by which any PIP award or Performance Unit payout exceeded the amount that would have been awarded or paid based on the restated results.

This policy shall only apply to equity-based compensation awards and PIP awards granted after the date of this policy.

The Performance Incentive Plan shall be amended to implement the terms of this policy. The terms of this policy shall also be incorporated into the terms and conditions of any equity-based compensation award granted after the date hereof.