



BD Code of Conduct



BD

Advancing the
world of health



Dear BD Colleagues:

Our work environment is constantly changing at a rapid pace. Companies are working diligently to keep up with the new laws, regulations and industry codes with which they are expected to comply.

BD has always held itself to the highest standards of business conduct. Our commitment extends beyond compliance with the law to include a firm belief that the best way to be a great company and to deliver value to our customers, associates, shareholders and communities is to be fair, honest and ethical in our business practices and personal behavior at work. Acting with integrity is critical to BD's success and reputation.

The BD Values provide our basic direction: "We do what is right." This Code of Conduct was designed to define and clarify BD's expectations for legal and ethical behavior on the part of every associate—an obligation that is in fact a condition of continued employment. The bottom line is that we don't compromise our BD Values in order to achieve business objectives. The Code provides information and guidance about situations that may challenge us in our business dealings.

If you are unsure about how to handle a specific situation, or if you find any aspect of the Code unclear or you have any questions about a business conduct or compliance matter, you may seek assistance in any of the following ways:

- You should feel comfortable discussing your concerns with your supervisor.
- You may contact your Human Resources professional.
- You may contact BD's confidential ETHICS HELPLINE described in the Code to the extent permitted by local laws and regulations. Please see the BD Ethics Helpline Phone Numbers at the end of the Code for a listing of phone numbers by country and dialing instructions. Translation services are available.
- You can send an e-mail to Ethics_Office@BD.com.
- You may contact a representative of the Ethics & Compliance team, including the Director of Ethics, Aaron Pettit or Patti Russell.
- If you wish to report complaints or concerns regarding accounting, internal accounting controls or auditing matters, you may do so by calling the BD ETHICS HELPLINE as mentioned above or send your complaint or concern by mail to: Director, Ethics, 1 Becton Drive, MC089, Franklin Lakes, New Jersey 07417.

Please take time to read this material carefully and completely. Ethical and legal behavior is everyone's job at BD. As our Core Values state: "We accept personal responsibility" and "We do what is right." Since 1897, BD has built a reputation for quality, integrity and goodwill that is the cornerstone of our success. Maintaining this most valuable asset is a matter of the greatest importance to our continued progress, and a responsibility we all share.

Thank you for your ongoing commitment to living the BD Values.

Sincerely,

A handwritten signature in black ink, appearing to read "Vincent A. Forlenza". The signature is written in a cursive, flowing style.

Vincent A. Forlenza
Chairman, Chief Executive Officer and President



Table of Contents

1 Introduction

- 2 Scope
 - Our Basic Policy: "WE DO WHAT IS RIGHT"
- 3 A Condition of Employment
 - No Employment Commitment
 - Personal Responsibility for Compliance
 - A Living Document
 - No Retaliation

4 The Basics

- 5 **BD Values**
 - We do what is right
 - We take personal responsibility
 - We anticipate and address the challenges of patients and customers globally
 - We innovate and improve continuously
 - We respect, collaborate, challenge and care about each other

6 Expectations

- Expectations of Associates
- Additional Expectations of People Managers

7 Voicing Questions and Concerns

- Accounting or Auditing Matters

8 Ethics Office and BD Ethics Helpline

- Equal Application of this Code
- Ethics and Policy Information on BD Intranet

9 Waivers and Amendments

- Training
- Periodic Certification

BD Values
We do what is right

11 Conflicts of Interest

- 13 Investments and Financial Interests
- 14 Insider Trading
 - Business Relationships with Family Members or Relatives
- 15 Outside Employment
 - Participation in Civic and Volunteer Activities
 - Outside Affiliations
 - Corporate Opportunities

BD Values
We innovate and improve continuously

17 Integrity Within the Company

18 Workplace Issues

- Diversity
- Equal Employment Opportunity
- Harassment

19 Workplace Violence

- Use of Information Technologies

21 Social Media

- Company Access/Privacy of Associate and Customer Information

22 Human Rights

BD Values
We take personal responsibility



Table of Contents

24 Integrity in Dealing with Others

25 Fair Dealing, Business Courtesies and Transparency

26 Customer/Supplier Relations

Discounts, Rebates, Credits and Allowances

27 Purchasing Policies and Supplier Relations

Charitable Contributions and Grants

28 Dealing with Governments and Government Officials

Foreign Corrupt Practices Act ("FCPA") and Other Anti-Corruption Laws

Payments or Reimbursements to Government Officials

29 Accuracy of Books and Records

30 Actions of Agents and Representatives

Political Activities

Contributions to Political Campaigns

Lobbying Activities

31 Taxes, Tariffs and Duties

31 Competitor Relations

Antitrust and Competition Laws

Competitive Information

32 International Trade Law

Imports and Customs Laws

Export Controls, Sanctions and Denied Parties

33 Anti-Boycott Laws

Diversion

34 Protection and Proper Use of Company Assets

34 Intellectual Property and Confidential Information

35 Quality and Regulation of BD Products

36 Environment, Health and Safety

37 Accuracy of Financial and Other Information

37 Communication with the Media and Investors

BD Values

We respect, collaborate, challenge and care about each other

39 Ethics Are Everyone's Responsibility

BD Values

We anticipate and address the challenges of patients and customers globally



Introduction

2 Scope

Our Basic Policy: "WE DO WHAT IS RIGHT"

3 A Condition of Employment

No Employment Commitment

Personal Responsibility for Compliance

A Living Document

No Retaliation





Introduction

Scope

The Code applies to all directors, officers and BD associates.

Our Basic Policy: “WE DO WHAT IS RIGHT”

It is BD’s policy to comply with all laws, rules and regulations pertaining to its businesses around the world and beyond this to act in an honest and ethical manner at all times. You should never “assume” or “read between the lines” that BD ever wants you to violate a law or regulation, or to act unethically in your work even if asked or directed to do so by your supervisor.

BD has always sought professional, competent people who will make the right decisions in difficult situations. How we do business, and how we treat others, will define BD to the rest of the world. It is important that BD be known for the quality of its products, the integrity of its people and its high standards of business conduct.

This matters greatly to:

- patients who will be treated with the help of our products.
- customers we service and the suppliers we do business with.
- our fellow associates worldwide.
- shareholders who have invested their money with us.
- communities where we live and work.

We are a global company, and the world grows more complex every day. It is not always easy to decide what is “right.” Laws and business practices vary in different countries. The BD Code of Conduct (the “Code”) explains BD’s basic expectations for professional and personal behavior that each and every one of us around the world should follow. No document like this could possibly describe every problem or dilemma you may encounter in your work. But the BD Values, the Code, your management and the resources of staff experts such as Human Resources, Law Group, Regulatory Affairs and the Ethics Office should be your compass to help you steer the right course.

Because these issues are important, we have created the Ethics Office as a specific resource for you to contact to raise concerns or ask advice. To further assist you, BD has also set up the **ETHICS HELPLINE (see “Voicing Questions and Concerns” section on page 8)**.



Introduction

A Condition of Employment

All directors, officers and employees are responsible for complying with the Code. The appropriate members of management shall determine the actions to be taken in the event of violations of the Code. In the event of a violation by any director or executive officer, the Board of Directors shall make such determination. Respecting and following the principles of the Code is a condition of your employment with BD. You will never advance your career with BD by violating these principles – but you could end it. Any associate who fails to meet the standards of business conduct described in the Code, and any manager or supervisor who attempts to punish an associate for raising questions or trying to follow the principles of the Code, will be subject to discipline. Such discipline shall be reasonably designed to deter wrongdoing and to promote compliance with the Code, and may include without limitation, corrective actions up to, and including, termination of the individual’s employment.

No Employment Commitment

Nothing in this Code, in any company policies and procedures or in other related communications (verbal or written) creates or implies a promise or contract of employment for a specific period or duration, to the extent permitted by applicable law.

Personal Responsibility for Compliance

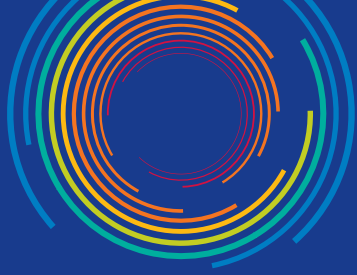
Ethical behavior means more than complying with the law-but it starts there. Each of us must learn the basic legal and regulatory requirements that pertain to our jobs, because compliance with laws and regulations is the responsibility of each and every BD associate and director. No associate, officer or director of BD shall commit an illegal or unethical act, or instruct others to do so, for any reason.

A Living Document

If there is anything in the Code you do not understand, or you think any important subjects were not discussed, please bring it to the Company’s attention in a way most comfortable for you. The different ways you can do so are explained in the section “Voicing Questions and Concerns.” The Code and explanatory material will be updated from time to time to stay current with developments both inside and outside BD.

No Retaliation

BD associates are expected to report all questions or concerns about any legal or ethical issue, or violations of this Code or any other Company policy, and may do so without fear that they will be disciplined or lose their job as long as they are acting in good faith. “Good faith” does not mean that you need to be right-but it does mean that you should be telling the truth as you know and believe it. BD prohibits retaliation of any kind against an associate who reports questions or concerns in good faith. Any BD associate who engages in such retaliation may be subject to disciplinary action that may include, but is not limited to, termination.



The Basics

5 BD Values

We do what is right

We take personal responsibility

We anticipate and address the challenges of patients and customers globally

We innovate and improve continuously

We respect, collaborate, challenge and care about each other

6 Expectations

Expectations of Associates

Additional Expectations of People Managers

7 Voicing Questions and Concerns

Accounting or Auditing Matters

8 Ethics Office and BD Ethics Helpline

Equal Application of this Code

Ethics and Policy Information on BD Intranet

9 Waivers and Amendments

Training

Periodic Certification



The Basics

BD Values

We do what is right

We are committed to the highest standards of excellence in everything that we do: on behalf of our customers, our shareholders, our communities and ourselves. We are proud to work for a health care company whose products and services make a difference in people's lives. We derive our greatest sense of accomplishment from doing what is right – not what is expedient. We don't compromise our high standards of ethics in order to achieve our objectives. We are reliable, honest and trustworthy in all our dealings. We keep our promises and if we make a mistake we make it right.

We take personal responsibility

Change is never easy and despite our best efforts, it won't all go smoothly. Being individually responsible means we are accountable for our decisions, even when we make a mistake and not try to place blame or make excuses. We treat the company's reputation as our own and try to make wise use of our time and the company's resources. We expect access to the tools and information necessary to participate in any decisions that will reflect on our collective or individual reputations.

We anticipate and address the challenges of patients and customers globally

It's not enough to just respond to customer challenges. We need to know our customers' needs as well or better than they do, so we can be proactive. Thinking about our customers holistically, including the patients they serve, will enable us to serve them better, helping to solve their most pressing healthcare challenges.

We innovate and improve continuously

Innovation isn't specific to R&D and new product development, nor is continuous improvement limited to our operations and manufacturing teams. We are all accountable for seeking innovative solutions to our challenges and for not settling for "good enough" but striving to improve and be better every single time. We study our progress and learn from others and ourselves how to do things more effectively and efficiently.

We respect, collaborate, challenge and care about each other

We act with respect towards each other and towards those with whom we interact. We collaborate and challenge each other, cultivating best practices throughout the organization. We demonstrate constructive candor by disagreeing openly and dealing with our differences professionally. We care about people as individuals and promote an inclusive work environment that values, appreciates and leverages diversity.



The Basics

Expectations

Expectations of Associates

Every BD associate is responsible for living the BD Values. Associates are also expected to abide by this Code, BD Policies and Procedures and all applicable laws.

It is your obligation to report situations that may involve violations of the Code, Policies and Procedures or applicable laws. This includes situations in which you are asked to do something illegal or improper. It is critical that associates understand how important it is to always “do what is right.”

If you are unsure of something or have any questions, it is your responsibility to seek guidance from your supervisor, Human Resources or the BD Ethics Office.

Additional Expectations of People Managers

As a manager of people, you have additional responsibilities.

They include:

- leading by example, in both your spoken words and actions.
- ensuring the associates you supervise understand their responsibilities under the Code, BD Policies and Procedures and applicable laws.
- discussing the Code and reinforcing the importance of ethical behavior and compliance.
- creating an environment in which associates are comfortable asking questions or raising issues.
- considering conduct in relation to the Code and BD Policies and Procedures when evaluating associates’ performance.
- ensuring that associates understand that it is never acceptable to achieve business results at the expense of ethical conduct or compliance with the Code, BD Policies and Procedures or applicable laws.
- reporting any concerns or violations you suspect or witness.
- never attempt to identify an associate who may have participated in an internal investigation or retaliate against any associate for their participation



The Basics

Voicing Questions and Concerns

BD cannot meet the principles in this Code without your help. Situations that may involve a violation of ethics, laws or this Code may not always be clear and may require that you make a difficult decision. In addition, you may have questions or encounter situations not covered in this Code. If you feel you are being pressured to violate the law, or observe anything else that concerns you, please bring it to BD's attention. **Generally, you may do so through your supervisor, your local management, your Human Resources professional, the BD Ethics Office or any Corporate Officer.**

Any concerns about violations of this Code by the CEO or any executive officer or senior financial officer should be reported promptly to the General Counsel. If the General Counsel cannot, after consultation with the CEO and CFO (provided such persons are not the subject of the allegation), satisfactorily resolve the issue, or if the General Counsel believes there has been a violation of this Code, the General Counsel will refer the matter to the Audit Committee (except if the matter involves a management director, in which case the matter shall be referred to the Corporate Governance and Nominating Committee of the Board).

Any concerns about violations of this Code by a non-management director of BD should be reported promptly to the General Counsel, who shall promptly refer the matter to the Corporate Governance and Nominating Committee and to the Chairman.

Accounting or Auditing Matters

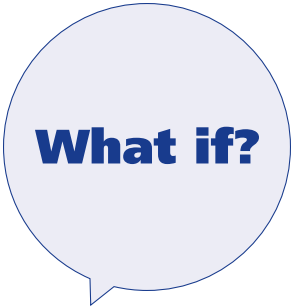
In the case of complaints or concerns regarding accounting, internal accounting controls or auditing matters, you should report them promptly to the Director, Ethics and/or the General Counsel. You may do so by mail, addressed to: Director, Ethics, 1 Becton Drive, Franklin Lakes, NJ 07417, or by calling the BD Ethics Helpline, an independent toll-free service, which is available seven days a week, 24 hours a day. Please see the BD Ethics Helpline Phone Numbers at the end of the Code for a listing of phone numbers by country and dialing instructions. Translation services are available.

The Director, Ethics, and General Counsel, with the Internal Audit Department, will investigate the matter and report on such investigation. If they cannot satisfactorily resolve the issue (or, even if resolved, the issue is material), the matter will be reported to the Audit Committee of the Board of Directors in accordance with the procedures established by the Audit Committee.



The Basics

Voicing Questions and Concerns



What if?

If I report a concern, will I get in trouble?

No.

You will not be subject to discipline for raising an issue in good faith. As a BD associate, you are expected to report any violation of the Code, policies or law.

Ethics Office and BD ETHICS HELPLINE

As mentioned above, BD has established the **ETHICS HELPLINE**, run by an independent contractor, which is available to all associates worldwide, 7 days a week, 24 hours a day. All **HELPLINE** inquiries are forwarded to the BD Ethics Office within 24 hours (except for emergencies, which are forwarded immediately). The BD Ethics Office will either answer the inquiry directly, or make the appropriate referral so that the Company can follow up and respond. No action will be taken against you for bringing such a matter to BD's attention, regardless of the outcome. You may raise such questions without giving your name, if you prefer, and if permitted under applicable law. Some countries do not permit anonymous reporting or otherwise limit the types of reports that the Ethics Helpline can accept - please consult the relevant laws and regulations in your country.

Please see the BD Ethics Helpline Phone Numbers at the end of the Code for a listing of phone numbers by country and dialing instructions. Translation services are available. All inquiries will be kept strictly confidential. You will be able to follow up on the status of your inquiry through the **HELPLINE**.

ETHICS HELPLINE Ethics_Office@bd.com	BD ETHICS OFFICE 1 Becton Drive, MC089 Franklin Lakes, NJ 07417
--	--

Equal Application of this Code

BD recognizes the need for this Code to be applied equally to everyone it covers. The General Counsel, with the Chief Ethics and Compliance Officer, will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Audit or Corporate Governance and Nominating Committees of the Board of Directors, as described in the Code.

Ethics and Policy Information on BD Intranet

The BD Ethics and Compliance Department maintains a site on the BD Intranet that provides further information on the policies and guidelines described in this Code. This includes references to more detailed policy documents, links to other sites with related information and "Questions and Answers" that address situations or concerns that frequently arise.



The Basics

Voicing Questions and Concerns

Waivers and Amendments

Amendments to the Code must be approved by the Board of Directors provided, however, that, with the approval of the Chief Ethics and Compliance Officer and the General Counsel, implementation of the Code in one or more countries outside of the United States may be made subject to local amendments or modifications in connection with circumstances or requirements in such country or countries.

Waivers of one or more provision of the Code with respect to a single employee or group of employees may only be granted by the Chief Ethics and Compliance Officer, in consultation with the General Counsel.

Notwithstanding the foregoing, any waiver of or amendment to the provisions in the Code in respect of executive officers or directors may only be granted by the Board of Directors or a committee thereof with the authority to grant such waivers, and will be promptly disclosed to BD's shareholders.

Training

As you can see from the information in this Code, your common sense and good intentions alone cannot always ensure that you will act ethically and comply with the law. That is why BD offers training to all associates about the principles in the Code, and to some of you in more detail about subjects related to specific jobs, such as antitrust, safety and environment, anti-corruption, employment and device regulation. In addition, BD provides training on how to apply some of the basic principles of ethical reasoning to help address ethical issues at work, discuss them with colleagues and resolve them. This training is available through BD's learning management system, C2C, or through local Human Resources.

All of us have many demands on our time. But this training will only be effective if you participate in it. By doing so, you will better understand what is expected of you, and act appropriately.

If you are a manager, you are responsible for making sure that your direct reports attend training sessions. Any notion that ethics or compliance training and performance measurements do not go "directly to the bottom line" could not be more wrong. Failure to meet the standards in the Code could hurt BD financially, hurt individuals and destroy one of BD's most valuable assets: its reputation.

Periodic Certification

BD requires that associates participate annually in training on the Code. As part of the course, associates certify their understanding of and compliance with the principles of the Code and related BD policies and procedures.

We
do
what
is
right



Conflicts of Interest

- 13 Investments and Financial Interests
- 14 Insider Trading
 - Business Relationships with Family Members or Relatives
- 15 Outside Employment
 - Participation in Civic and Volunteer Activities
 - Outside Affiliations
 - Corporate Opportunities



Conflicts of Interest

You should avoid conflicts of interest. This means that you should avoid situations that might force you to choose between your own personal, business or financial interest and the interests of BD.

Here are some basic principles to guide your conduct in this area:

- We always act in the best interests of BD.
- We never allow personal financial interests to compromise, or appear to compromise, our loyalty and dedication to the best interests of BD.
- We disclose potential conflicts, seek advice and err on the side of caution.

At times, potential conflicts of interest or the appearance of a conflict of interest may arise despite your best efforts. For example, your spouse may work for a competitor, or a relative may take a job with one of BD's suppliers. Such situations may not be a problem, as long as you disclose the potential conflict of interest, so that BD has the information to decide whether an actual or potential conflict exists, and how to address it.

In addition, the CEO, and each of the executive officers and senior financial officers are required to disclose to the General Counsel any transaction or relationship, whether direct or indirect (e.g., through family relationships), that reasonably could be expected to give rise to such a conflict or to the appearance of such a conflict, and the General Counsel will work to resolve such conflict in consultation with the CEO and CFO (provided such persons are not involved in the transaction or relationship). If such conflict cannot be resolved satisfactorily, the matter will be referred to the Audit Committee of the Board of Directors for resolution, unless the conflict involves a management director, in which case it will be referred to the Corporate Governance and Nominating Committee of the Board.

In the event of any such conflict of interest (or appearance of conflict of interest) involving the General Counsel, the General Counsel will disclose such conflict to both the CEO and CFO (provided such person is not also involved in the transaction or relationship). If the CEO and CFO are unable to resolve such conflict satisfactorily, the matter will be referred to the Audit Committee for resolution. If the CEO and CFO also are involved in the transaction or relationship, the General Counsel shall refer the matter directly to the Audit Committee.

In the event of any such conflict of interest (or appearance of conflict of interest) involving a non-management director, such director will refer the matter directly to the Corporate Governance and Nominating Committee and to the Chairman.



Conflicts of Interest

Investments and Financial Interests

You may invest in BD securities. You may also invest or have other financial interests in other business organizations (including public or privately held companies or other forms of organization), with certain restrictions.

As a general rule, neither you nor a member of your immediate family may invest or have any other financial interest in any organization that does, or is likely to:

- compete with or buy from BD, or distribute our products
- supply products or services to BD
- be a joint venture or other business partner

However, you may invest in such an organization in the following cases:

1

You invest through a mutual fund or similar vehicle, and you do not influence specific investment decisions.

-OR-

2

Your investment is modest and routine (i.e., less than 1% of the outstanding securities; you purchase your interest in an arms length commercial transaction; and you do not participate in or influence its business relationship with BD or have inside knowledge of its activities or relationship with BD).

-OR-

3

Appropriate company management, in advance, decides this financial interest does not impair, or appear to impair, your loyalty and dedication to the best interests of BD.

You may not act as a broker, finder or intermediary for a third party in any transaction with BD.



Conflicts of Interest

Insider Trading

You may not buy or sell BD securities based on material information about BD not available to the general public, or buy or sell securities of any other company based on non-public information known to you because of your work at BD. In addition, you may not provide such “inside” information to anyone else so that they can profit from it. This includes transfers into or out of the BD stock funds in the SIP program.

Such “inside” information could include, for example, knowledge about:

- unreleased financial results or projections
- confidential business plans
- upcoming business transactions, acquisitions or divestitures
- pending new products or regulatory approvals/disapprovals
- anticipated publicity, favorable or unfavorable

Violation of these legal requirements could subject you to large monetary penalties, and even criminal liability, including imprisonment. BD has established specific “blackout periods” when most transactions related to purchase or sale of BD securities or exercise of BD stock options or stock appreciation rights are prohibited, and all associates are expected to comply. If you need advice in this area, you should consult the Office of the Corporate Secretary.

A more detailed discussion of these restrictions is contained in the BD Policy on Insider Trading and Securities Transactions, which is available on the BD intranet site.

Business Relationships with Family Members or Relatives

Your family members or relatives may work for, or have business relationships with, BD.

If they do, you should follow these rules:

- You should not supervise, be involved in the hiring or promotion, compensation, work assignments or performance evaluation of a family member or relative who works for BD.
- You must disclose and refer to your supervisor any decision within your area of responsibility that affects BD’s business relationship with an organization that employs a family member or relative.
- You should not disclose confidential information to or accept confidential information from a family member or relative.
- If there is a demonstrated business need, associates should seek approval from local Human Resources and management.



Conflicts of Interest

Outside Employment

You may work outside of BD. However:

- You may not work as an owner, employee or consultant for any organization that does, or is likely to, compete with or buy from BD, distribute our products, or be a business or joint venture partner, nor any organization that sells to BD, or is likely to.
- Your outside work should be disclosed to your manager in advance and should not keep you from devoting the required time and effort to your BD responsibilities.
- You may not use any BD facilities, personnel, supplies or services to support outside work.

Participation in Civic and Volunteer Activities

You may participate in civic and volunteer activities of your choosing, as long as you do so on your own time and use your own resources, and such activities do not create an actual or potential conflict with your responsibilities as a BD associate.

Outside Affiliations

You may serve as a director, trustee or in a similar capacity for outside organizations, including for-profit and not-for-profit organizations and trade or professional associations, with prior approval from appropriate management.

Corporate Opportunities

You may not take for yourself, or for any entity with which you have an affiliation, business opportunities that arise through the use of BD property, information or position. You may not use BD property, information or position for your own benefit and you may not compete with BD. This includes engaging in the same line of business as BD, or any situation where you take away from BD opportunities for sales or purchases of products, services or interests.

**We
innovate
and
improve
continuously**



Integrity Within the Company

18 Workplace Issues

Diversity

Equal Employment Opportunity

Harassment

19 Workplace Violence

Use of Information Technologies

21 Social Media

Company Access/Privacy of Associate and Customer Information

22 Human Rights





Integrity Within the Company

Workplace Issues



What if?

I am assigned to a project where all of the team members are male. A female summer intern joined us and she has recently confided that one of the team members has been asking her out and frequently sends her text messages. She wants this behavior to stop, but doesn't want to jeopardize her internship. Is there anything I can do on her behalf?

Yes.

You should report the situation to your supervisor or HR partner and they will take the appropriate action.

Diversity

At BD, we embrace the spectrum of people that make up our Company and the world we serve, while pursuing our purpose of helping all people live healthy lives. We have a culture of inclusion that welcomes people of different ethnicity, gender, religion, age, personal style, sexual orientation, appearance and tenure, as well as people with diverse opinions, perspectives, lifestyles, ideas, thinking and being. As BD strives to become a great company, we respect each individual as we celebrate the richness of our diversity. Always seeking to improve, BD becomes more innovative as different ideas and thinking are exchanged. Striving toward our common goal, our differences form the basis for our strength.

Equal Employment Opportunity

It is the policy of BD to provide equal opportunity to all applicants and associates without regard to their race, color, gender, gender identity, sex, creed, religion, citizenship status, national origin, disability, veteran status, military eligibility, age, ancestry, marital status, familial status, affectional or sexual orientation, genetic information or disability, or any other applicable protected group status. Mistreatment of or discrimination against a fellow associate is unacceptable. We also expect all vendors and guests visiting our facilities to behave appropriately. If you have any questions or concerns about your job or workplace, please consult your Human Resources professional.

Harassment

It is the policy of BD to maintain a workplace free of harassment. We do not tolerate harassment of an individual because of that person's race, color, gender, gender identity, sex, creed, religion, citizenship status, national origin, disability, veteran status, military eligibility, age, ancestry, marital status, familial status, affectional or sexual orientation, genetic information or disability, or any other applicable protected group status. Harassment by co-workers, customers, vendors, agents or any other third parties is forbidden. Harassment includes, but is not limited to, verbal, visual, physical and sexual harassment, as described in BD's Policy on Harassment. Any associate who engages in any form of harassment is subject to discipline, up to and including termination of employment.

If you believe that you have been subjected to harassment, or have seen someone else harassed, you must report it immediately to your supervisor or local Human Resources department. You may also call the BD ETHICS HELPLINE. All reports of harassment will be investigated and, where appropriate, corrective action will be taken to end such harassing conduct and prevent it from recurring. BD forbids retaliation against anyone who reports harassment in good faith or cooperates in an investigation.



Integrity Within the Company

Workplace Issues

Workplace Violence

BD is committed to maintaining a work environment free from violence, threats of violence, harassment, intimidation and other disruptive behavior.

Violence, threats of violence, harassment, intimidation and other disruptive behavior in our workplace are prohibited. All reports of incidents will be taken seriously and will be dealt with promptly and appropriately. Such behavior can include oral or written statements, gestures or expressions that communicate a direct or indirect threat of harm. Individuals who commit such acts may be removed from the premises and may be subject to disciplinary action (up to and including termination), criminal penalties or both. Retaliation against persons who report incidents will not be tolerated.

We need your cooperation to maintain a safe work environment. Do not ignore violent, threatening, harassing, intimidating or other disruptive behavior. **If you observe or experience such behavior by anyone on BD premises or at a BD function, whether or not he or she is a BD associate, report it immediately to a supervisor, manager, Human Resources professional or Security (where available).** Associates who receive such reports should seek advice from their local HR professionals and Security, as appropriate.

Use of Information Technologies

In accordance with its relevant IT policies, BD encourages the responsible use of BD Information Technologies (e.g., computers, networks, phones, mobile devices, email, Internet) as a valuable and effective business tool. However, in your use of these tools, you have a responsibility to protect BD's information and technologies from loss, damage and unauthorized access. The following guidelines apply in the use of these technologies:

Authorized Usage: BD Information Technologies are to be used only for business activities. However, limited personal use is permissible if such use:

- does not consume more than a minimal amount of time or resources.
- does not interfere with your or your co-workers' productivity or job requirements.
- does not interfere with any business activity.
- does not expose BD to unacceptable security risks.
- does not harm BD's image or reputation.

Any such personal use must comply with all applicable laws and BD policies, including the BD Information Security Policy and Standards.



Integrity Within the Company

Workplace Issues

Use of Information Technologies

Prohibited Activities: Prohibited use of BD Information Technologies may include, but is not limited to: harassment; theft; attempting unauthorized access to data or attempting to test, discover, bypass or breach any security measures on any system or network internal or external to BD; attempting to intercept any electronic communication transmissions without prior approval; and any violations of law. In addition, you must not transmit, copy or store profane, obscene, pornographic or sexually explicit material or material which is or could be deemed to be degrading, derogatory or offensive; use personal email or file services to conduct BD business; download or install software that is not approved and licensed to BD; download or store any material such as music, video or documents in violation of copyright law; use any file sharing software or external file transmissions, remote access, hosting or storage services that have not been approved by BD Information Security; or play games or other activities that may cause network congestion or otherwise interfere with the performance of BD's network and systems.

Confidentiality: Due care should be taken with respect to the transmission of confidential and/or privileged information. You have a duty to maintain the confidentiality of privileged or confidential communications and information. Conveyance of sensitive information should be limited to only those individuals with a need to know. At no time should confidential and/or privileged information be posted to the Internet or made accessible beyond the intended and authorized recipients. When using BD Information Technologies, you must maintain the confidentiality of "material, non-public information" in accordance with the Company's Policy Statement on Insider Trading and Securities Transactions.

Public Representations: No media advertisement, Internet home page, electronic bulletin board posting, email, or any other public representation about BD may be issued unless it has first been approved by the applicable department head in the Intellectual Property, Law Group, Marketing, Medical, Customer Service, Investor Relations, Corporate Communications and/or Public Relations departments.

Security and Incident Reporting: You must promptly report all information security incidents, unauthorized access, warnings, suspected vulnerabilities and similar activity to Global Information Security.

What if?

I need to remotely access my files and computer. Can I use one of those services I hear advertised on the radio to access my computer?

No.

Use of unauthorized remote access or file sharing software is a significant security risk and is a serious violation of BD's Information Security Policy and Standards.



Integrity Within the Company

Workplace Issues



What if?

I just read a blog post that unfairly criticized one of our products. Should I respond by posting a comment to correct the inaccurate information?

No.

You may come across negative or disparaging posts about BD or our products. Unless you are an authorized company spokesperson, avoid the temptation to respond. However, it is important that you immediately forward post(s) about BD or our products (including, importantly, any negative feedback or complaints about our products) to Corporate Communications at social.media@bd.com.

Social Media

BD respects the rights of our associates to use social media tools as a form of self-expression, for networking and research and, in some cases, for furthering BD's interests. However, when participating in social media platforms or online conversations that reference BD (or your relationship with BD) it is expected that you take reasonable steps to assure that you are not seen as speaking for or acting on behalf of BD. Only designated social media spokespeople, who are specially trained and certified, may speak on behalf of BD in social media forums. Additionally, please remember that all the same rules and BD policies applying to traditional media (TV, magazines, newspapers, etc.) also apply to social media (Facebook, Twitter, Orkut, Qzone, etc.). Refer to BD's social media guidelines for more detailed information.

Company Access/Privacy of Associate and Customer Information

In conducting our business, we need to access and use various types of personal information – about our associates, our business partners, our customers, and patients. BD is committed to protecting and maintaining the confidentiality of personal information. Personal information is any information that can be used alone or in combination with other accessible information, to identify a specific individual, such as names, addresses, personal identification numbers, or date of birth, regardless of the format in which it is held.

BD must protect personal information responsibly, with appropriate safeguards designed to maintain the confidentiality, integrity, and accuracy of the information. BD must restrict access to personal information and use it or disclose it only as necessary for legitimate business purposes, such as the administration of human resources programs or to fulfill a transaction requested by a customer, or to support a BD product. BD must retain personal information only as long as necessary. BD must only provide personal information to third parties if it is necessary for an authorized and legitimate business purpose and if BD does, BD must ensure the third party is contractually obligated to protect the information. Our collection, maintenance and use of such information will comply in all respects with the laws of the jurisdictions where we operate.

BD should take special care to protect patient health information – personal information about physical or mental conditions, the provision of healthcare services, or payment for healthcare that can be linked to a specific individual. BD can only use, access, or disclose such patient information to the extent BD has been authorized to do so by the patient or his/her healthcare provider.

BD will allow individuals to have reasonable access to their own personal information. Associates who wish to have access to their personal information should contact their local Human Resources representative.



Integrity Within the Company

Workplace Issues

Human Rights

BD believes that all people should be treated with dignity and respect. We are committed to conducting our business in a manner consistent with this principle and comply with applicable employment and human rights laws and regulations wherever we have operations.

In all of our operations:

- we do not use child labor.
- we do not use forced, prison, indentured, bonded or involuntary labor.
- we prohibit discrimination in our hiring and employment practices.
- we prohibit threat of or actual physical abuse and harassment of associates.
- we provide a safe and healthy workplace for our associates.
- we support the freedom of association and the rights of workers and employers to bargain collectively.

**We
take
personal
responsibility**



Integrity in Dealing with Others

- 25 Fair Dealing, Business Courtesies and Transparency**
- 26 Customer/Supplier Relations**
 - Discounts, Rebates, Credits and Allowances
 - 27 Purchasing Policies and Supplier Relations**
 - Charitable Contributions and Grants
- 28 Dealing with Governments and Government Officials**
 - Foreign Corrupt Practices Act (“FCPA”) and Other Anti-Corruption Laws
 - Payments or Reimbursements to Government Officials
 - 29 Accuracy of Books and Records**
 - 30 Actions of Agents and Representatives**
 - Political Activities
 - Contributions to Political Campaigns
 - Lobbying Activities
 - 31 Taxes, Tariffs and Duties**
- 31 Competitor Relations**
 - Antitrust and Competition Laws
 - Competitive Information
- 32 International Trade Law**
 - Imports and Custom Laws
 - Export Controls, Sanctions and Denied Parties
 - 33 Anti-Boycott Laws**
 - Diversion
- 34 Protection and Proper Use of Company Assets**
- 34 Intellectual Property and Confidential Information**
- 35 Quality and Regulation of BD Products**
- 36 Environment, Health and Safety**
- 37 Accuracy of Financial and Other Information**
- 37 Communication with the Media and Investors**



Integrity in Dealing with Others

Fair Dealing, Business Courtesies and Transparency

You should deal fairly with customers, payors, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No inappropriate payment in any form should be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action. You may be subject to disciplinary action up to and including termination, as well as potential civil or criminal liability for violation of this policy.

BD does not want business obtained through the improper use of business courtesies. You should not provide expensive entertainment or gifts to suppliers, customers or others with whom you do business. You should not accept expensive entertainment or gifts from suppliers, customers or others with whom you do business. You may never provide or accept a bribe, kickback, or other illegal payment. You may not offer or provide anything of value—such as gifts, meals, travel, entertainment, consulting or speaking engagements, donations, grants, scholarships, or sponsorships—directly or through a third party such as a distributor or agent, to improperly influence or reward any customer, including health care professionals and government officials, to purchase, lease, order, arrange, prescribe, or recommend any BD products or services.

Many countries in which BD does business have laws prohibiting corruption and bribery, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. Many of these countries also have special laws, regulations and industry codes that specifically govern the interactions of medical technology companies and healthcare professionals. For example, in the U.S., it is illegal to provide inappropriate inducement to recipients who purchase or recommend BD products that are paid for in whole or in part under a government healthcare program. To help ensure compliance with these laws, BD has adopted various industry codes including the AdvaMed Code of Ethics in the US and the Code of Ethical Business Practice in the EU. BD is also required by the laws and regulations of certain jurisdictions to publicly report certain payments to healthcare professionals, and associates must comply with the relevant Company policies and procedures, such as the Business Transparency Policy.



Integrity in Dealing with Others

Customer/Supplier Relations

In countries around the world, local laws, regulations, and industry codes may differ. Local BD management is therefore responsible for establishing local guidelines that address meals, entertainment, transportation and lodging and gifts. **Nonetheless, the following fundamental rules apply to our interactions with all of our customers and suppliers in all countries:**

You should politely refuse any offer of an inappropriate gift, or politely return any inappropriate gift you receive, with an explanation of the Company policy. If a return of the gift is unacceptable under local custom, you should forward the gift to BD for disposition to charity, and advise the giver that you have done so with an explanation of the Company policy.

- We buy and sell products and services based solely upon quality, performance and cost.
- We abide by legal and policy restrictions on business courtesies that apply to us as well as to the individuals and organizations with whom we deal.
- Gifts should never be intended to influence or appear to influence business decisions.
- Gifts of cash or the equivalent may never be given or accepted. You should never accept an improper gift or personal benefit as a result of your position at BD.
- To the extent permitted by this Code and local guidelines, all business courtesies must be modest, reasonable and customary in accordance with local customs. Entertainment of a sexual nature is never appropriate.

Discounts, Rebates, Credits and Allowances

Discounts, rebates, credits and allowances may be made to customers as long as:

- they are lawful, reasonable, competitively justified, documented and made to the original entity shown on the agreement or invoice.
- they are made only in the country of the entity's place of business.
- no payments are made to individual officers, employees or agents of the entity. These precautions are necessary to ensure compliance with various currency exchange controls and tax regulations, among others. Moreover, in the US, some discounts and rebates must be reported, and others may be illegal, under the Medicare "Safe Harbor" regulations, which were enacted to deter fraud against government healthcare reimbursement. **You should not make any exception to these precautions unless you have obtained the prior approval of the Law Group.**



Integrity in Dealing with Others

Customer/Supplier Relations

Purchasing Policies and Supplier Relations

We deal with many suppliers. Our policy is to treat suppliers fairly and select suppliers on the basis of price, quality and performance and suitability of their product or service, including terms and conditions, for the overall benefit of BD.

This means that you should:

- avoid actual or perceived conflicts of interest in selecting or dealing with suppliers.
- always follow the applicable Company policies.
- reject side agreements (such as an agreement to keep business away from another supplier).
- never accept a bribe or a kickback.
- properly protect both BD's and the supplier's confidential information.
- never use suppliers as intermediaries to make payments prohibited by this Code or applicable law.
- ensure that the BD Expectations for Suppliers are communicated to suppliers.

Doing business solely on the merits will help us maintain the quality of our relationships—and our products.

Charitable Contributions and Grants

BD funds initiatives that encourage collaboration, create opportunities for innovation and promote the sharing of information. BD supports the non-profit community by providing financial resources. BD makes cash contributions and donates products and other in-kind services to qualified organizations for charitable, educational and research purposes.

Examples of charitable purposes are programs that address unmet healthcare needs, support non-profit organizations (I.R.S. 501©(3-6)) primarily intended for a benevolent or philanthropic purpose. As part of its commitment to Social Responsibility, BD supports its associates who personally engage in community service and charitable organizations.

Grants support independent medical research that provides valuable scientific information, improves clinical care, leads to promising new therapies, improved delivery of healthcare, and otherwise benefits patients, or funding to support the advancement of continuing medical education (CME) or public education about important health topics.

Charitable contributions and grants may not be made to induce a customer or HCP as reward or in exchange for recommending, prescribing, ordering or purchasing BD products or influencing formulary status or for a commitment to do so. Donations or grants may not be offered to individual HCPs for any purpose. BD may not invite and pay for HCPs to attend or participate in any event or activity funded by a charitable contribution or grant. Charitable contributions and grants must be appropriately documented and comply with BD policies as well as applicable local laws, regulations and industry codes.

Please consult the Law Group for guidance in these areas.



Integrity in Dealing with Others

Dealing with Governments and Government Officials

Dealing with government officials is not the same as dealing with private parties. This is true whether the government is acting as a customer, a supplier or a regulator. For instance, in the US, the US federal government requires detailed pricing disclosure data when competing for certain types of contracts—something commercial customers do not expect from us. Failure to keep this information current, accurate and complete can subject BD, and individuals, to severe penalties. Please ensure you contact BD Government Sales or the Law Group before entering into any US federal government contract.

Business courtesies or entertainment that might be appropriate when you are dealing with private parties, like paying for lunch or dinner, are not appropriate or legal when you are dealing with government (local, state, federal or even international) officials. And, needless to say, gifts and courtesies not appropriate for private parties are certainly not appropriate for government officials either. In countries other than the US, local laws, regulations and industry codes may differ. Local BD management is responsible for establishing local guidelines that address meals, entertainment, transportation, lodging, gifts, consulting agreements and educational support in accordance with these local requirements.

We do not, either directly or through intermediaries, offer money, favors or employment opportunities or anything else of value to a government official to obtain proprietary or non-releasable competitive information, or to influence or reward an official decision.

Foreign Corrupt Practices Act (“FCPA”) and Other Anti-Corruption Laws

A US law, the FCPA, makes it illegal for a US company, such as BD, or any of its worldwide subsidiaries, affiliates, employees, agents or representatives to offer or pay money or some other form of bribe to any government official worldwide in order to get, or keep, business or a business advantage. Other anti-corruption laws prohibit the offer or payment of money or some other form of bribe to commercial entities worldwide in order to cause them to act inconsistently with their job responsibilities or to give BD an improper business advantage. This is true whether the payment is made directly by an associate or through someone not employed by BD. The FCPA and other anti-corruption laws also make it illegal to set up situations where there is deliberate ignorance of illegal payments, for example, giving money to a third party or intermediary and instructing them not to tell you where the money will go. Such payments are also usually illegal under the laws of the country where the bribe is paid or accepted.

Payments or Reimbursements to Government Officials

You may never offer money, favors or anything else of value to a government official in order to influence or reward an official decision, either directly or through an intermediary. When working with US federal government procurements, regulations require that employees who participate in the preparation or submission of an offer must certify that they do not and will not **a)** discuss or offer future employment to a US federal government procurement official; **b)** offer, give or promise anything of value to a procurement official; and **c)** request or obtain from the government proprietary competitive information, or the government’s own source selection information, or to disclose such information to any unauthorized person.



Integrity in Dealing with Others

Dealing with Governments and Government Officials

Payments or Reimbursements to Government Officials

If you are solicited for money, favors or anything else of value by or on behalf of a government official in order to influence or reward an official decision, either directly or through an intermediary, you must report the incident immediately to senior country management.

- The term “government official” is applied very broadly under US law and most local laws that apply to public corruption. Basically, it includes any government employee or representative, elected official or candidate, or employee of a government-owned business, who is in a position to influence a business or regulatory decision affecting BD or any affiliated individual or organization. This includes employees of government-run hospitals and universities and NGOs (non-governmental organizations).
- You may make payments or reimbursements to non US government officials for meals, entertainment, transportation or lodging expenses in connection with product promotion or contract performance, but only if they are allowed under US and local law and are within the limits of local policy.
- When interacting with government officials outside the United States, you must follow BD’s Anti-Corruption/Anti-Bribery “Rules of the Road” standards.
- US federal government officials are covered under the Procurement Integrity Act and coordination with the local Federal Ethics Office is required for reimbursements. Such payments and reimbursements must be preapproved by BD Law Group and the Ethics Office at the federal facility or the agency involved, if any.
- Under very limited circumstances, you may comply with demands by government officials for “small facilitating payments” in connection with the performance of routine non-discretionary official acts (for example, processing permit applications; issuing driver’s licenses, visas, passports or customs clearances). BD generally does not permit such facilitating payments.

You may make such “small facilitating payments” only if:

1. the payment is approved by BD’s **General Counsel and Chief Executive Officer**, is necessary to protect the Company’s interests and is permissible under applicable law.
2. such payment is a typical type and amount under local custom and practice.
3. the transaction is accurately reported in Company records, including the amount and recipient’s name and title.
4. written pre-approval is received when feasible, unless it is impossible under the circumstances.

Accuracy of Books and Records

Under the FCPA and other anti-corruption laws, BD must keep accurate financial books and records. This means that even if small payments must be made, all financial entries should reflect the true nature, amount and purpose of all monies spent. It also means that you should never establish any kind of “slush fund,” or any other pool of monies not shown on BD’s books.



Integrity in Dealing with Others

Dealing with Governments and Government Officials

Actions of Agents and Representatives

You must be diligent to avoid improper payments to government officials or agents by agents or representatives on behalf of BD.



What if?

You plan to have a lunch meeting with a customer who works for a government-owned hospital. The meal will be modest and you have a full business agenda to discuss. The customer's spouse, who is not in our business, shows up at the restaurant with the customer. Can you pay for her meal?

No.

While the meal with the customer may have a legitimate business purpose and meet local guidelines, the spouse's attendance does not.

- You must review the background and qualifications of agents and representatives to sell and distribute BD products. This review should include the reputation of the organization and its principals for ethical business practices and the presence of any linkages (financial, family or other) to government officials.
- You must require agents and representatives by written contract to follow all applicable legal requirements and company policies, including our standards for ethical business conduct, in their dealings on behalf of BD. The contract should be approved by the Law Group.
- Senior country management in consultation with the Law Group should investigate any unusual transactions or arrangements such as extraordinary commission levels, requests for payment in different currencies or third-country locations, or loosely defined and documented categories of expense reimbursement to assure the business purpose is legitimate and controls to prevent improper payments are adequate.

Political Activities

BD supports each associate's individual right to participate in the political process. BD associates may make whatever personal contribution of time or money they wish to the political process. However, such participation or contribution may not (1) be expressed or implied to be on behalf of BD or (2) otherwise occur during the course of an associate's employment duties.

Contributions to Political Campaigns

The Company prohibits the use of BD corporate funds and assets to support candidates, political parties, ballot measures or referendum campaigns unless an exception is approved by the CEO and the General Counsel. If approved, an exception may only be granted without regard to the personal political affiliations or views of any individual BD associates. Moreover, BD associates may not use Company resources to promote their personal political views, causes or candidates, and the Company will not directly or indirectly reimburse any personal political contributions or expenses.

In the US, eligible BD associates may, but are not required to, contribute to the BD Political Action Committee ("BDPAC"), which makes contributions to candidates for federal office based on the provisions in the BD PAC by-laws.

Lobbying Activities

BD engages in advocacy activities to advance the Company's objectives, and not the personal political preferences of associates. Certain authorized associates, such as members of the BD Worldwide Public Policy and Government Relations (PPGR) team, may engage in lobbying and advocacy activities on the Company's behalf, consistent with applicable laws and regulations. Associates not authorized to lobby or advocate on legislation, regulation or public policy may not do so on behalf of BD without express authorization from the Company's General Counsel. When required, we report all lobbying and advocacy activities to the appropriate authorities.



Integrity in Dealing with Others

What if?

We just hired an employee who worked recently for one of our competitors. May I ask the employee for information about his former company?

Consult the Law Group before asking the employee anything about a former employer's business. Never ask a former employee of a competitor about any information that the person is under a legal obligation not to reveal. This may include any of our competitor's trade secrets or other confidential information.

Dealing with Governments and Government Officials

Taxes, Tariffs and Duties

We respect and comply with the laws of the various countries where we operate with regard to taxation of Company activities and tariffs and other duties or fees relating to import and export activities. We comply with recordkeeping requirements to support trade activities, including free trade agreements, duty drawback, binding classification, valuation and licensing decisions. We take personal responsibility for reporting and payment of any proper taxes related to our BD employment and income.

Competitor Relations

Competition is the heart of business. BD competes by making superior products, selling them at a fair price and providing value to our customers. As described in BD's Policy on Antitrust and Competition Law Compliance, it is BD's policy to comply fully with the antitrust and competition laws of the US and every state, country and jurisdiction whose laws apply to our business.

Antitrust and Competition Laws

BD must comply with antitrust and competition laws around the world. These laws require businesses to compete fairly. They prohibit agreements among competitors that restrain trade or reduce competition, **such as agreements to:**

- fix, stabilize or control prices.
- limit output levels or the sale of products.
- allocate customers or geographic territories.
- boycott certain suppliers or customers.

Most antitrust and competition laws also prohibit the use of a dominant market position to drive a competitor out of business. These laws are not exactly the same around the world. That is why you should participate in the periodic training that will be offered to those associates who should receive such training. If you are not sure whether an action may raise antitrust issues, you should first consult the Law Group for guidance.

Competitive Information

An important part of competition is knowing what your competitor is doing. While it is important to know about your competitors and industry, **you should always follow these rules:**

- No illegal methods (such as trespass or theft) should ever be used.
- No information considered to be or identified as confidential should ever be accepted without the knowledge of the party who owns it and without the Company's specific authorization.
- No deceptive or dishonest methods should ever be used.
- Former employees of competitors should not be hired in order to get access to their proprietary knowledge.

You should consult the Law Group for additional guidance in this area.



Integrity in Dealing with Others

International Trade Law

BD is committed to maintaining compliance with applicable laws controlling imports, exports, re-exports and diversion of its products, components, goods, services and technical data, including import and customs laws, export controls, sanctions, denied parties lists, anti-boycott laws and diversion of products. BD does business all over the world, and the laws of one country or jurisdiction may apply to transactions or activities that occur elsewhere. Failure to comply with international trade laws can subject BD and its employees to civil and criminal penalties, including suspension or denial of trade privileges.

The following laws regulate transactions and activities both in the US and elsewhere, and therefore govern the conduct of BD associates and representatives both within and outside the US:

Imports and Customs Laws

Imports and Customs laws, which apply to intracompany as well as third-party transactions, require BD to determine the correct classification, value and country of origin for all imports. As an importer, BD must be able to demonstrate it exercised reasonable care in ensuring that its imports comply with all applicable laws.

What is an import? Any tangible or intangible item that is brought into one country from another.

What is an export? Any tangible or intangible item that is sent from one country to another. This is true regardless of the item type (e.g., goods such as medical products, services such as installation, maintenance and repairs, and technical information such as software) or method of transportation (e.g., mail, hand carry, and downloaded from a website).

Export Controls, Sanctions and Denied Parties

The US, the E.U., and other countries have imposed sanctions and trade limits that restrict activities and transactions with in or involving certain specified countries, their nationals and other designated entities and individuals. In particular, all activities involving certain sanctioned countries must be reviewed by the Law Group. Complementing the sanctions laws are export control laws that regulate the export and re-export of goods, services and technology to specified destinations and end-users and for specified purposes. These restrictions include prohibitions on interactions with individuals and entities on denied parties lists, for example, identified terrorist organizations or narcotics traffickers. These restrictions also cover related activities such as installation and service and often apply regardless of the type of products or the originating location. BD does not export or sell products without proper approvals from the Law Group. Governmental authorization, notification or licenses may also be required.



Integrity in Dealing with Others

International Trade Law

Anti-Boycott Laws

As a US-based company, all of our operations, including foreign subsidiaries, must comply with US anti-boycott laws, which in general prohibit participation in international boycotts that are not sanctioned by the US government, including the Arab League boycott of Israel. The scope of these provisions is broad and complex, prohibiting for example: (1) agreeing not to do business with certain parties; (2) providing information about business relations with certain parties; (3) paying, honoring or confirming letters of credit containing boycott provisions; and (4) discriminating against, or providing information about, individuals or companies based on race, religion, gender, national origin or nationality. In addition, under certain circumstances even the receipt of a request to cooperate in a boycott must be reported to the US Government. Because anti-boycott laws are complex, all such requests should be directed immediately to the Law Group.

Diversion

The BD trade compliance policy prohibits diversion of BD products, which occurs when a customer, distributor or agent does not honor its representations concerning the customer trade channel, country, area, region, or use for which the purchased goods will be used or resold (for example, representing that products will be sold in Latin America but selling them instead in the US). Diversion hampers regulatory compliance by interfering with our ability to track our products and to comply with export and other legal requirements.

BD has adopted internal procedures for complying with the international trade laws. Please contact the BD Law Group for guidance any time you: (1) have questions regarding imports and customs compliance; (2) are considering engaging in a transaction that may be subject to export controls, economic sanctions or denied parties laws; (3) are asked to honor a boycott; or (4) become aware of a diversion of BD products.



Integrity in Dealing with Others

What if?

A Company R&D Engineer was excited about an upcoming launch of a new product that he had worked on, and shared non-public details about the product with family and friends.

The Engineer improperly disclosed non-public information.

Protection and Proper Use of Company Assets

Protecting BD assets against loss, theft or misuse is the responsibility of every employee, officer and director of the Company. Loss, theft and misuse of BD assets directly impacts our profitability, and any such loss, misuse or suspected theft should be reported to a manager/supervisor or to the Law Group.

Other than when proper approval is obtained, the sole purpose of BD's equipment, vehicles and supplies is to conduct our business and they may only be used in a manner consistent with BD's policies.

Intellectual Property and Confidential Information

Each of us has the responsibility to make sure that company assets, including confidential information, are only used for BD business. You must not use BD facilities, materials, equipment or services for any purpose not related to our business without proper approval.

"Assets" means more than buildings or desks. Most of the information that you conceive or develop as part of your job is proprietary - that is, a valuable company asset. Such information could include technical, strategic, financial, employment, and business plans, documents, databases or drawings. Whether stored electronically, or otherwise, our confidential information must be protected with a high degree of care.

You must not share company proprietary information with others, or proprietary information provided to you by others including fellow associates, unless they need to know it for a legitimate business reason. Unauthorized disclosure could destroy the value of that information, and give unfair advantage to others outside BD. Please also remember that unintentional disclosure (for example, through indiscreet conversations in public places such as planes, elevators, restrooms or restaurants) can be just as damaging to BD. All proprietary information must be maintained in strict confidence, except when disclosure is authorized by BD or required by law.

Just as we value and protect our own proprietary information and trade secrets, it is also our policy to respect the intellectual property rights of others. We respect patent, copyright, trademark, trade secret and other intellectual property rights held by others and we seek and obtain licenses, if necessary, to avoid the violation of these rights in conducting our business. We neither plagiarize nor publish material without proper attribution.

Some of you may have come to BD from other companies, and some of you may leave BD to work for someone else during your career. If you leave BD, you may not take any confidential information from BD and reveal it to your new employer. Likewise, you may not reveal a previous employer's confidential information to BD.

You should ask the Law Group for guidance should any issues arise in this area.



Integrity in Dealing with Others

Quality and Regulation of BD Products

What if?

I am aware that BD has made a change this year in one of our medical products but I am not sure that we have notified the appropriate regulatory agencies. What should I do?

BD needs to comply with regulations to communicate changes in product design with relevant agencies in countries where we market and sell our products. You should contact your local Regulatory Affairs Leader for advice.

As a provider of diagnostics, medical devices, injectable drugs and infusion technologies, an important part of BD associate's personal accountability is making sure that each of us knows and follows all the rules that apply to your job. Many of the products that BD makes and sells are used to diagnose and treat patients all over the world. To help successful diagnosis and treatment, these products must be medically safe and effective for their intended use. The Food and Drug Administration in the US and similar agencies in other countries and regions have established requirements to ensure the safety and effectiveness of medical products. These requirements have the force of law in most countries; the regulatory agencies that enforce them are recognized by the public for protecting the health of the population. BD markets and sells its products throughout the world and associates should be knowledgeable of and comply with each country's laws, regulations, and internal policies that govern our medical products and services.

BD has always believed that quality management and product quality are among our most important values, along with robust regulatory compliance and the prevention of regulatory violations.

Our associates help to ensure safety, product quality and regulatory compliance by:

- adhering to regulatory and generally accepted good manufacturing, good clinical and good laboratory practices and quality system requirements.
- conducting product clinical trials in accordance with regulatory and ethical standards; making accurate product claims; and supporting such claims with product testing and clinical trials where appropriate.
- ensuring that all information we record internally or submit to government authorities is truthful, accurate and complete.
- properly registering all products as required.
- properly labeling, advertising, and promoting our products; never promoting "off-label" or unapproved uses of products.
- reporting complaints, adverse events and other indicators of potential problems by supporting and taking timely and appropriate corrective action.

Failure to meet product quality requirements can expose the patient to possible harm, and can expose BD, and you, to serious civil and criminal fines, and even imprisonment. If you have any questions or issues in this area, please contact Corporate Quality Management or Corporate Regulatory Affairs or, if applicable, your regional Regulatory or Quality associate.



Integrity in Dealing with Others

Environment, Health and Safety

At BD, our environment, health and safety practices are firmly grounded in our Core Values.

BD has a responsibility to be excellent stewards of the environment and provide our associates with a safe and healthy place to work. Every associate in BD helps us meet these goals by complying with environment, health and safety regulations and following company standards. This includes reporting workplace injuries, any discharge into the environment or any situation that may present a danger of injury or discharge.

What if?

I work in a small facility and I am aware of a safety issue that may cost a lot of money to fix. Should I report the issue?

Yes.

Protection of human health, safety and the environment must come first. Each associate has an obligation to report the issue before someone gets hurt. If you find a safety hazard, immediately tell your supervisor, a local BD safety representative or the Ethics Office.

These goals are reinforced in our Corporate Safety and Environmental Policy, which states we will:

- provide a safe and healthy workplace.
- comply at a minimum with applicable laws and regulations and establish our own standards where regulations are inadequate or do not exist.
- minimize the use and discharge of hazardous substances and promote recycling of resources.

We also work to reduce the environmental impact of our operations where every decision we make will, on balance, improve the environmental, human and social well-being of our associates and the people we serve.

Our associates must be engaged in helping us maintain a workplace free of hazards and with minimal environmental impacts. We provide training and conduct systematic assessments to identify and address potential hazards. We communicate our expectations to contractors, suppliers and other partners to reinforce this shared responsibility.

One of the foundations of a great workplace is one where human health and safety and environmental protection is paramount. This reflects a respect for people and our natural world that BD embraces. This respect is reflected in an atmosphere that is open to the suggestions, concerns and ideas our associates may raise about improving their workplace.

We expect our operations to meet or exceed the regulations of the jurisdictions in which we operate and we regularly visit our sites to measure this work. We use environmental, health and safety management systems to help us reach these goals; several BD locations have even obtained external recognition of excellence in environmental health and safety performance as evidence by BD's 14001 and 18001 certification.

We have established targets to improve our safety performance and reduce our use of natural resources and generated waste(s). We strive to reduce our use of water, energy and raw materials throughout our supply chain and eliminate materials of concern in our products.

We communicate our social and environmental expectations to all of our suppliers and have established company-wide sustainability guidelines for the goods and services we procure.



Integrity in Dealing with Others

What if?

A sales manager estimated that he would not meet his targets for the month. To make up the difference, he hired an external warehouse to receive product and then recorded shipments to the warehouse as sales.

The sales manager falsified financial records.

Accuracy of Financial and Other Information

Each of us records or prepares information of some kind during our work: financial reports, accounting records, business plans, regulatory submissions, quality records, expense accounts and so on. Many people, inside and outside BD, are relying on those reports to be truthful and accurate—they include our independent auditors, your fellow associates, our shareholders, government agencies and our communities.

BD has set up accounting procedures to protect company assets and ensure the accuracy and reliability of its financial reports so that they may be reviewed by outside auditors. We may have equally important obligations to report non-financial information accurately to regulatory agencies, the investment community and others. You should not, and no fellow associate should ever ask you to, deviate from BD's commitment to state necessary information truthfully and accurately.

Our reports and documents filed with or submitted to the US Securities and Exchange Commission and our other public communications must include full, fair, accurate, timely and understandable disclosure. The BD Information Disclosure Policy also sets forth certain restrictions regarding who is authorized to disclose information on behalf of BD to the financial community and the conditions under which such disclosure may be made. A copy of this disclosure policy is available on the BD intranet site.

Communication with Media and Investors

BD's reputation depends on having accurate, timely and consistent information provided to the public. This includes the media (newspaper, television, internet or radio reporters, trade journalists, etc.), shareholders, investors and the financial community. BD authorizes only certain associates to speak with these individuals. Because it's important to respond to external inquiries in a timely and efficient manner, all such inquiries should be routed directly to the appropriate BD department. Associates should not attempt to answer any external inquiries.

Any inquires from investors/analysts/financial community should be directed to Investor Relations. Any questions from a media outlet should be should be referred to Corporate Communications immediately.

Refer to the Corporate Communication guidelines for more information.

**We
respect,
collaborate,
challenge
and
care
about
each
other**



Ethics Are Everyone's Responsibility

Know Your Responsibilities

- **BD Values**
- **BD Code of Conduct**
- **Legal Requirements**

All associates should be familiar with our Core Values, the provisions of the Code and other company policies, and legal requirements that apply to their responsibilities and roles.

Get Help and Seek Advice from:

- **Your Supervisor**
- **Human Resources**
- **Local Management**
- **BD Ethics Office**

If you need advice or assistance, discuss the matter with your colleagues, your local management, appropriate staff experts such as Quality or HR or the Ethics Office. Many businesses and countries have also designated a local ethics contact (or contacts) to help and advise you.

Lead by Example

We are all leaders in this area. People will follow what we do, not what we say.

BD Ethics Helpline Phone Numbers (International Toll Free Service)

The Helpline numbers listed below can be dialed directly. Where two helpline numbers are listed for a country, each number corresponds to a local phone service carrier within the country. Typically only one of the numbers will work for an individual caller, and the caller should choose the number that corresponds to the format used by their local carrier.

Country	ITFS Number
Argentina	0800-444-6698
Australia	1-800-097-503
Brazil	0800-892-1905
Canada	800-821-5452
China	TBD
Czech Republic	800-142-458
Finland	0800-9-15705
France	0800-90-3032
Hong Kong	800-96-6297
Hungary	06-800-20-406
Italy	800-788492
Japan	0066-33-830437 00531-11-0211 0034-800-600088
Malaysia	1-800-81-6495
Mexico	001-855-312-8683
Netherlands	TBD
Norway	800-11688
Poland	0-0-800-151-0013
Portugal	800-8-11289
Puerto Rico	800-821-5452
Republic of Korea	00308-13-2757
Singapore	800-110-1958
South Africa	0800-98-8816
Spain	900-98-1178
United Kingdom	0808-234-5440
United States	800-821-5452

BD Ethics Helpline Phone Numbers (Direct Access)

Callers to Direct Access lines must first dial their country's Access Number to connect with the AT&T network. They will then dial the toll free helpline number. Direct Access service may not be available from all locations within a country. Please note that AT&T Access Numbers change periodically. For the most up-to-date information on international access codes, consult AT&T's website at <http://www.business.att.com/bt/access.isp>.

Country	AT&T Access Number	Toll Free Helpline Number
Austria	0-800-200-288 43	855-209-1582
Bangladesh	157-0011 880	855-209-1582
Belgium	0-800-100-10 32	855-209-1582
Bosnia-Herzegovina	Callers may dial toll-free by contacting an operator and asking to place an international collect call	704-552-8173
Chile	800-360-311 56 (ENTEL)	855-209-1582
	800-360-312 56 (ENTEL Spanish)	855-209-1582
	800-800-288 56 (Telefonica)	855-209-1582
	800-225-288 56 (Telmex – 800)	855-209-1582
Costa Rica	800-228-8288 506 (English)	855-209-1582
	800-228-8288 (Spanish)	855-209-1582
Colombia	01-800-911-0010 57	855-209-1582
	01-800-911-0011 57 (Spanish)	855-209-1582
Croatia	0800-220-111 385	855-209-1582
Denmark	800-100-10 45	855-209-1582
Dominican Republic	Callers may dial toll-free by contacting an operator and asking to place an international collect call	704-552-8173
Germany	0-800-225-5288 49	855-209-1582
Ghana	Service Suspended	704-552-8173
Greece	00-800-1311 30	855-209-1582
India	000-117 91	855-209-1582
Indonesia	001-801-10 62	855-209-1582
Ireland	1-800-550-000 353	855-209-1582
	00-800-222-55288 353 (UIFN)	855-209-1582
Kenya	0-201-602-020 254	855-209-1582
Luxembourg	800-201-11 352	855-209-1582
Micronesia	288-691 Yap 350	855-209-1582
New Zealand	000-911 64	855-209-1582
Pakistan	00-800-01-001 92	855-209-1582

BD Ethics Helpline Phone Numbers (Direct Access) (con't)

Country	AT&T Access Number	Toll Free Helpline Number
Peru	0-800-70-088 51 (Americatel)	855-209-1582
	0-800-50-288 51 (Telephonica)	855-209-1582
	0-800-50-000 51 (Telephonica-Spanish)	855-209-1582
Philippines	105-11 63 (Bayan)	855-209-1582
	105-11 63 (Digitel)	855-209-1582
	105-11 63 (Globe)	855-209-1582
	105-11 63 (Option 2)	855-209-1582
	105-11 63 (Philcom)	855-209-1582
	1010-5511-00 63 (PLDT)	855-209-1582
	105-11 63 (Smart)	855-209-1582
Russia	8^10-800-110-1011 7	855-209-1582
	363-2400 7 (Moscow)	855-209-1582
	8^495-363-2400 7 (outside Moscow)	855-209-1582
	8^812-363-2400 7 (outside St. Petersburg)	855-209-1582
	363-2400 7 (St. Petersburg)	855-209-1582
Saudi Arabia	1-800-10 966	855-209-1582
Slovak Republic	0-800-000-101 421	855-209-1582
Sweden	020-799-111 46	855-209-1582
Switzerland	0-800-890011 41	855-209-1582
Taiwan	00-801-102-880 886	855-209-1582
Thailand	001-999-111-11 66	855-209-1582
	1-800-0001-33 66 (New)	855-209-1582
Turkey	0811-288-0001 90	855-209-1582
United Arab Emirates	8000-021 971	855-209-1582
	8000-555-66 971	855-209-1582
Vietnam	1-228-0288 84 (VNPT)	855-209-1582
	1-201-0288 84 (Viettel)	855-209-1582
Zambia	Service Suspended	855-209-1582

**We
anticipate
and
address
the challenges
of patients
and
customers
globally**

BD Code of Conduct



Raise **Concerns**. Ask **Questions**. Seek **Guidance**.

www.bd.com