

Becton, Dickinson and Company
Effective as of July 26, 2005

COMPENSATION AND BENEFITS COMMITTEE

Purpose

The Compensation and Benefits Committee (the “Compensation Committee”) is created by the Board of Directors of the Company to:

- oversee the Company’s compensation and benefits policies applicable to senior executives generally;
- oversee the Performance Incentive Plan, savings incentive plans, deferred compensation plan, health and welfare plans, retirement (including supplemental retirement) plans and equity-based plans maintained by the Company (the “Covered Plans”);
- oversee and set compensation for the Company’s senior executives, as described below; and
- prepare the report on executive compensation that Securities and Exchange Commission rules require to be included in the Company’s annual proxy statement.

Membership

The Compensation Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange, all of whom also shall be “nonemployee directors” within the meaning of Rule 16b-3(b)(3) under the Securities Exchange Act of 1934, as amended. The Corporate Governance and Nominating Committee shall recommend nominees for appointment to the Compensation Committee annually and as vacancies or newly created positions occur. Compensation Committee members shall be appointed by the Board and may be removed by the Board at any time. The Corporate Governance and Nominating Committee shall recommend to the Board, and the Board shall designate, the Chair of the Compensation Committee.

Authority and Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Compensation Committee is responsible for the following matters.

Compensation and Benefit Policies and Administration

- The Compensation Committee shall review and approve the Company’s compensation and benefits policies generally under the Covered Plans (subject, if

applicable, to shareholder ratification), including reviewing and making recommendations to the Board with respect to any such plans of the Company. In reviewing compensation and benefits policies, the Compensation Committee may consider any factors that it deems appropriate.

- The Compensation Committee shall recommend to the Board the appointment of committees to administer the Covered Plans.
- The Compensation Committee shall serve as the granting and administrative committee for the Company's stock option and equity-based plans.
- The Compensation Committee may delegate to one or more officers or managers of the Company the authority to make grants and awards to any non-Section 16 officer of the Company under such of the Company's incentive compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans.
- The Compensation Committee shall review and recommend to the Board, as appropriate, share retention and ownership guidelines for senior management and any modifications to such guidelines, and shall periodically review compliance with such guidelines.

Executive Compensation

- The Compensation Committee shall review and approve for the Chief Executive Officer and for each direct report of the Chief Executive Officer (collectively, the "senior executives") his or her (i) annual base salary, (ii) annual incentive compensation, (iii) long-term incentive compensation, (iv) employment, severance and change-in-control agreements, if any, with the Company or any subsidiary and (v) any other compensation or ongoing perquisites (collectively, "compensation"). In so reviewing and approving executive compensation, the Compensation Committee shall, among other things:
 - Review and approve corporate goals and objectives relevant to executive compensation;
 - evaluate the Chief Executive Officer's performance in light of such goals and objectives and, set the Chief Executive Officer's compensation based on such evaluation and such other factors as may be deemed appropriate and in the best interests of the Company, provided that the Chief Executive Officer's compensation shall also be reviewed and approved by the independent members of the Board; and
 - review the Chief Executive Officer's evaluation of the performance of each direct report of the Chief Executive Officer in light of such goals and objectives, and, either as a committee or together with the other independent members of the Board (as directed by the Board), approve

each direct report's compensation based on such evaluation and such other factors as may be deemed appropriate and in the best interests of the Company; and

- consider, in determining the compensation of each senior executive, the value of the compensation given to such executive in past years, the Company's performance, shareholder return and the value of compensation provided at comparable companies, and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company.
- The Compensation Committee shall report the results of such review and any action it takes with respect to the compensation of the Company's senior executives to the Board.
- The Compensation Committee may delegate to one or more directors of the Company the authority to make grants and awards to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Compensation Committee deems appropriate and in accordance with the terms of such plans.

Disclosure

- The Compensation Committee shall prepare the report on executive compensation that Securities and Exchange Commission rules require to be included in the Company's annual proxy statement.

Reporting to the Board

- The Compensation Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Company compensation and benefits policies overseen by the Committee, senior executive compensation and any other matters that the Compensation Committee deems appropriate or is requested to be included by the Board.
- At least annually, the Compensation Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Compensation Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

Procedures

The Compensation Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Compensation Committee, in consultation with the other committee members and management, shall

determine the frequency and length of the committee meetings and shall determine meeting agendas consistent with this charter.

The Compensation Committee is authorized to retain any special legal or other advisors, as it determines necessary to carry out its duties, and may request any officer or employee of the Company or the Company's outside counsel to meet with any members of, or advisors to, the Compensation Committee. Without limiting the foregoing, the Compensation Committee has the sole authority to retain and terminate any compensation consultant assisting the Compensation Committee in carrying out its responsibilities under this charter, including sole authority to approve all such compensation consultants' fees and other retention terms.

The Company shall provide for appropriate funding, as determined by the Compensation Committee, for payment of (i) compensation to any consultant retained by the Compensation Committee and (ii) ordinary administrative expenses of the Compensation Committee that are necessary or appropriate in carrying out its duties.

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