

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

**FINANCE COMMITTEE**

**Purpose**

The Finance Committee is created by the Board of Directors of the Company to oversee the financial affairs of the Company.

**Membership**

The Finance Committee shall consist of not less than three members. The Corporate Governance and Nominating Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board 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 Committee.

**Authority and Responsibilities**

Based upon periodic reports and recommendations of management, the Finance Committee shall regularly review the financial affairs of the Company and shall:

- (i) monitor the Company's financial structure and recommend to the Board appropriate debt or equity financing, as well as investment of cash and cash equivalents, and stock repurchases, to meet the Company's long-term objectives;
- (ii) review and approve the Company's dividend policy and recommend to the Board appropriate dividend action;
- (iii) review and approve capital expenditure budgets, (which shall itemize individual capital expenditures that exceed \$10 million). The Committee shall also review and approve capital expenditures (including leases) that on an individual basis exceed \$10 million and that are not included in the capital expenditure budget;
- (iv) monitor the Company's financial strategies regarding risk (currency and interest rate exposure and use of derivatives);
- (v) review and approve purchases and dispositions of real property; provided, that notwithstanding the foregoing or anything contained in clause (iii) above to the contrary, any two executive officers of the Company acting together shall have the power, without the need for any approval of the Finance Committee or the Board, to approve, execute and effect from time to time (A) acquisitions of real property that on an individual basis have purchase prices of up to and including \$25 million, and (B) dispositions of real property that on an individual basis have

sale prices of up to and including \$25 million and do not result in a one-time pre-tax loss of \$5 million or more on the consolidated books of the Company;

- (vi) review and recommend appropriate Board action with respect to acquisitions and divestitures of assets (including, without limitation, stock and other equity interests in corporations, partnerships or other entities and intellectual property rights, but excluding individual purchases and dispositions of real property and acquisitions of assets approved pursuant to clause (iii) above) that, individually or in the aggregate, in one or more of a series of related transactions, have a purchase or sale price, as applicable, equal to or greater than \$10 million;
- (vii) review and approve (A) the establishment of a subsidiary in a country in which the Company has no other subsidiary if the operation of such subsidiary would involve an investment of more than \$2.5 million, (B) the dissolution of a subsidiary that would result in a pre-tax loss of \$5 million or more on the consolidated books of the Company, (C) the establishment of a subsidiary in a country in which the Company has an existing subsidiary if the operation of such new subsidiary would involve an investment of more than \$25 million, and (D) any change in capital of a subsidiary that exceeds \$25 million or that would result in a one-time pre-tax charge of \$5 million or more on the consolidated books of the Company;
- (viii) (a) periodically review actual results versus original estimates for capital expenditures one year after completion of the project, and for acquisitions approved five years and one year earlier, in each case in individual amounts of \$10 million or greater and
  - (b) review periodically, but not less frequently than annually, pursuant to guidelines, if any, established from time to time by this Committee,
    - (i) any notable changes or deviations in financial condition, and
    - (ii) the Company's foreign exchange exposure and its management thereof;
- (ix) periodically undertake a comprehensive review of the Company's insurance program and business continuity risk management strategies; and
- (x) periodically review (but not less frequently than annually) funding levels of and Company contributions to the Company's U.S. retirement plan and the investment allocations and investment performance relating to such funds.

## **Reporting to the Board**

The Committee shall report to the Board periodically. This report shall include a review of any issues that arise with respect to the Company's capital structure, financial policies, capital expenditures, acquisitions or divestitures, risk management strategies and any other matter that the Committee deems appropriate or is requested to be included by the Board.

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

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

The Committee is authorized to retain 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 Committee.

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

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