



CORPORATE GOVERNANCE GUIDELINES OF C. R. BARD, INC.

Amended and Restated October 9, 2013

I. Director Qualification Standards

1. *Selection of Directors*

The Board of Directors (the "Board") is responsible for nominating directors for election by shareholders. In nominating a slate of directors, the Board, with the assistance of the Governance Committee, shall take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the Board. The Board as a whole should possess all of the following core competencies, with each candidate contributing knowledge, experience and skills in at least one domain: accounting and finance, business judgment, management, industry knowledge, international markets, leadership and strategy/vision. In considering candidates for the Board, the Governance Committee considers the entirety of each candidates' credentials and believes that at a minimum, each nominee should satisfy the following criteria: highest character and integrity; experience and understanding of strategy and policy-setting; reputation for working constructively with others; sufficient time to devote to Board matters; and no conflict of interest that would interfere with performance as a director.

In the case of incumbent directors whose terms of office are set to expire, the Governance Committee reviews such directors' overall service to the Company during their term, including the number of meetings attended, level of participation and quality of performance. In the case of new director candidates, the Governance Committee uses its network of contacts to compile a list of potential candidates, but may also engage, if it deems appropriate, a professional search firm to assist in identifying potential candidates. The Governance Committee then meets to discuss and consider such candidates' qualifications and independence and solicits input from other directors. Those prospective candidates who appear likely to be able to fill a significant need of the Board and satisfy the criteria described above would be contacted by a director to discuss the position. If there appeared to be sufficient interest, an in-person meeting would be arranged. If the Governance Committee, based on the results of these contacts, believed it had identified a viable candidate, it would discuss the matter with the full Board.

Shareholders may recommend director candidates for consideration by the Governance Committee. Such recommendations should be submitted to the Secretary of the Company. The Governance Committee will evaluate shareholder recommended director candidates in the same manner as it evaluates director candidates identified by other means. In order to nominate a director for election at the Company's annual meeting, the shareholder making the nomination must comply with the procedures for shareholder nominations set forth in Section 3 of Article IV of the Company's By-Laws.

2. *Independent Directors*

To maintain the quality of the Board's oversight and to protect against the possibility of damaging conflicts of interest, the Board shall have a majority of "independent directors", as defined from time to time by the New York Stock Exchange, Inc. (the "NYSE"), by law or by any rule or regulation of any other regulatory body or self-regulatory body applicable to the Company.

The Board has also determined that any director who is a retired employee of the Company may not stand for re-election to the Board, except, in the case of an employee retiring from the position of Chairman of the Board or Chief Executive Officer.

3. *Board Determination of Independence*

No director will be considered "independent" unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). When making "independence" determinations, the Board shall broadly consider all relevant facts and circumstances, as well as any other facts and considerations specified by the NYSE, by law or by any rule or regulation of any other regulatory body or self-regulatory body applicable to the Company. When assessing the materiality of a director's relationship with the Company, the Board shall consider the issue not merely from the standpoint of the director, but also from that of persons or organizations with which the director has an affiliation. Material relationships can include commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships (among others).

Notwithstanding the foregoing:

(a) a director who is a director, executive officer or an employee, or whose immediate family member is a director, executive officer or employee, of a company that makes payments to, or receives payments from, the Company for goods or services in an amount which, in any single fiscal year, is less than the greater of \$1,000,000 or 2% of such other company's consolidated gross revenues will be regarded as not having a material relationship that compromises such director's independence by virtue of such relationship; and

(b) a charitable relationship will not be considered a material relationship that would impair a director's independence if the director or a member of the director's immediate family serves as an executive officer, director, trustee or employee of a charitable organization and the Company's discretionary charitable contributions to the organization are less than the greater of \$1,000,000 and 2% of that organization's consolidated gross revenues.

The Company must publicly disclose the "categorical standards" set forth above.

4. *Additional “independence” requirements for Audit Committee membership*

No director may serve on the Audit Committee of the Board unless such director meets all of the criteria established for audit committee service by the NYSE and the Sarbanes-Oxley Act, any other law and any other rule or regulation of any other regulatory body or self-regulatory body applicable to the Company.

5. *Additional Director Qualifications*

- (a) No director may serve on the board of directors of more than six public corporations without the approval of the Governance Committee; and
- (b) No person may stand for election or re-election to the Board if such person has attained the age of 74 on or prior to the immediately preceding annual meeting of shareholders. Upon attaining the age of 74, a director shall retire from the Board not later than the next annual meeting of shareholders.

6. *Disclosure of Independence Determinations*

The Company shall disclose in its annual proxy statement its independence determination, including the basis for determining that a relationship is not material, with respect to each director standing for election and each continuing director. The Board may make a general disclosure with respect to any director if the only relationships between such director and the Company are those permitted under Section I, Paragraph 3 above.

7. *Director Resignation Policy*

In an uncontested election, any nominee for director who does not receive the affirmative vote of a majority of the votes cast in accordance with Article Fifteenth of the Company’s Restated Certificate of Incorporation (a “Majority Vote”) shall promptly tender his or her resignation following certification of the shareholder vote. The Governance Committee shall consider the resignation offer and recommend to the Board whether to accept it. The Board will act on the Governance Committee’s recommendation within 90 days following certification of the shareholders vote. In making their determinations, the Governance Committee and the Board may consider any factors or other information that they consider appropriate and relevant. Thereafter, the Board will promptly disclose its decision whether to accept the director’s resignation offer (and the reasons for rejecting the resignation offer, if applicable) in a press release or filing with the Securities and Exchange Commission. Any director who tenders his or her resignation pursuant to this provision shall not participate in the Governance Committee’s recommendation or Board action regarding whether to accept the resignation offer. However, if each member of the Governance Committee did not receive a Majority Vote at the same election, then the remaining independent directors who did receive a Majority Vote shall consider the resignation offers to determine whether to accept them. A director whose resignation is not accepted by the Board shall continue to serve until the next annual meeting at which he or she is up for election or until his or her earlier resignation or removal. In any case in which a director’s resignation is accepted by the Board, the Governance Committee shall recommend to the Board whether to fill the vacancy or to reduce the size of the Board.

II. Director Responsibilities

1. *Board Meetings*

The Board shall meet as frequently as needed for directors to discharge properly their responsibilities. Without limiting the foregoing, the Board shall endeavor to hold regular meetings of the Board six times per year and special meetings as required. Every effort should be made to schedule meetings sufficiently in advance to ensure maximum attendance at each meeting. All directors are expected to participate in all Board meetings, review relevant materials, serve on Board committees and prepare appropriately for meetings and for discussions with management. Accordingly, each director is expected to devote the time and attention necessary to properly discharge his or her responsibilities as a director. Directors should make every effort to attend all Board and committee meetings in person.

2. *Conduct of Meetings*

Board meetings shall be run by the Chairman and shall be conducted in accordance with customary practice in a manner that ensures open communication, meaningful participation and timely resolution of issues. The Chairman shall set the agenda for each meeting together with management. All directors should be given the opportunity to raise items for consideration to be placed on the agenda. Management and any committees of the Board should provide directors with materials concerning matters to be acted upon in advance of the applicable meeting. Directors should review such materials carefully prior to the applicable meeting.

3. *Executive Sessions of Nonmanagement Directors*

Those directors of the Company who are not officers of the Company shall hold regular executive sessions at which management, including the Chief Executive Officer, is not present. In addition, if the nonmanagement directors include any directors who are not “independent” in accordance with Section I, Paragraph 3 above, the independent directors shall hold at least one meeting per year. The Lead Director shall preside at each of the executive sessions. In addition, in order for interested parties to make their concerns known to the nonmanagement directors, the Company shall disclose a means for shareholders, employees and other interested parties to communicate directly with the Lead Director or with all nonmanagement directors of the Company as a group.

4. *Lead Director*

In the event the position of Chairman of the Board is held by the Chief Executive Officer or another non-independent director, the Board, in conjunction with the Governance Committee, will consider the appointment of an independent Lead Director, who would be expected to serve in such capacity for a term of one year. Effective July 1, 2014, the tenure of the Lead Director shall not exceed three consecutive, one-year terms. The designation of a Lead Director is not intended to limit or diminish the duties of the Board members, nor to inhibit communication among the directors or between any director and the Chairman of the Board. The responsibilities of the Lead Director are set forth on Exhibit A to these Guidelines.

5. *Board Attendance at Annual Meetings of Shareholders*

The Company encourages all of the directors to attend each annual meeting of shareholders. To that end, and to the extent reasonably practicable, the Company regularly schedules a meeting of the Board on the same day as the annual meeting of shareholders.

III. Director Access to Management and Independent Advisors

1. *Board Access to Management*

Directors shall have complete access to the Company's management in order to become and remain informed about the Company's business and for such other purposes as may be helpful to the Board in fulfilling its responsibilities. Directors are expected to use judgment to be sure that this contact is not distracting to the business operations of the Company and that the Chief Executive Officer is appropriately informed of contacts between the Board members and management.

The Board encourages management, from time to time, to invite to Board meetings managers (a) who can provide additional insight into the items being discussed because of responsibility for and/or personal involvement in these areas, and/or (b) with future potential that the senior management believes should be given exposure to the Board.

2. *Director Access to and Funding for Independent Advisors*

The Board and each committee of the Board shall, at the Company's expense, have the autonomy to retain such outside professionals and advisors as the Board or such committee may deem necessary or appropriate.

IV. Director Compensation

1. *Compensation Generally*

The form and amount of director compensation is determined by the Board based upon the recommendation of the Governance Committee. The Governance Committee shall periodically conduct a review of director compensation. Directors who are employees of the Company or any of its subsidiaries or affiliates shall not receive any compensation for their services as directors.

2. *Other Compensation*

The Board shall review annually any charitable contributions made by the Company to organizations with which any director is affiliated and shall review in advance any proposed payments to an affiliated organization in excess of \$25,000 per year. In addition, the Board shall review all consulting contracts with, or other arrangements that provide other indirect forms of compensation to, any director or, to the extent known, with or to any former director.

3. Stock Ownership

As part of a non-employee director's total compensation and to more closely align the interests of directors and the Company's shareholders, the Board believes that a meaningful portion of a non-employee director's compensation should be related to the performance of the Company's common stock and that each non-employee director should meet certain minimum holding requirements. Accordingly, each non-employee director shall within five years of December 14, 2011 or for directors elected thereafter, five years from the date of election, hold shares of the Company's common stock and/or share equivalent units with an aggregate value of at least four times the annual cash retainer payable to such non-employee director. Share equivalent units held by a director under a Deferred Compensation Contract or the Stock Equivalent Plan for Outside Directors of C. R. Bard, Inc. (as Amended and Restated) will be included in calculating the requisite ownership level. Upon the request of a director, the Governance Committee will consider on a case-by-case basis if modification of the ownership level is appropriate in light of a Director's personal circumstances.

V. Director Orientation and Continuing Education

The Company shall establish an orientation program for all newly elected directors in order to ensure that the Company's directors are fully informed as to their responsibilities and the means at their disposal for the effective discharge of those responsibilities. The orientation program shall be developed by the Company's management with the guidance of the Governance Committee. The new directors shall be introduced to such management and other personnel, and representatives of the Company's outside legal, accounting and other outside advisors as is appropriate to familiarize them with the resources available to them. The Governance Committee will consider the appropriateness and timing of periodic informational sessions for the Board.

VI. Management Succession

The Board shall establish policies, principles and procedures for the selection of the Chief Executive Officer and his or her successors, including policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer. The Board shall review periodically with the Chief Executive Officer management succession planning and development.

VII. Annual Performance Evaluations

1. Board Evaluation

The Board shall evaluate annually the effectiveness of the Board and its committees. The Governance Committee shall establish policies, principles and procedures for such evaluation. The purpose of this evaluation is to increase the effectiveness of the Board as a whole, and specifically review areas in which the Board and/or management believes a better contribution could be made from the Board. In addition to other matters as determined by the Governance Committee, the evaluation should address fiduciary oversight, governance and process, strategic planning and Committee effectiveness. As appropriate, the Board shall meet in executive session to discuss these assessments.

2. *Evaluation of the Chief Executive Officer*

The Compensation Committee shall establish policies, principles, criteria and procedures for the evaluation of the Chief Executive Officer. The Compensation Committee shall evaluate the Chief Executive Officer annually.

VIII. Board Committees

1. *Number and Independence of Committees*

The Company shall have an Audit, Compensation and Governance Committee, and such other committees as may be established by the Company's By-Laws or by the Board. Each committee of the Board shall comply with the director independence requirements of the NYSE and any other applicable law or any rule or regulation of any other regulatory body or self-regulatory body applicable to the Company.

2. *Selection of Committee Members*

The Board, with the assistance of the Governance Committee, shall select the directors to serve on each committee, giving consideration to the independence and other requirements of the NYSE (and any other applicable law or any rule or regulation of any other regulatory body or self-regulatory body applicable to the Company).

Because of each committee's demanding role and responsibilities, and the time commitment attendant to membership on each committee, each prospective committee member, prior to being nominated, should be encouraged to evaluate carefully the existing demands on his or her time before accepting any nomination.

3. *Responsibilities*

The Board, with the assistance of the Governance Committee and the applicable committee, shall adopt a charter for each of the Governance Committee, the Compensation Committee and the Audit Committee, and such charters shall comply with and include, at a minimum, those responsibilities required to be set forth therein by the rules of the NYSE, by law or by the rules or regulations of any other regulatory body or self-regulatory body applicable to the Company.

IX. Further Corporate Governance Guidelines

1. *Separation of Chairman and Chief Executive Officer*

The Board should make its own determination of what leadership works best for the Company. The Board may choose to have the same individual serve as Chairman and Chief Executive Officer of the Company.

2. *Board Size*

The Board should determine, with the assistance of the Governance Committee, the appropriate Board size, taking into consideration any parameters set forth in the Company's charter and By-Laws, and periodically assess overall Board composition to ensure the most appropriate and effective Board membership mix. The Board should neither be too small to maintain the needed expertise and independence, nor too large to be efficiently functional.

3. *Positions on Boards of Other Corporations*

Directors should notify the Chairperson of the Governance Committee (directly or through the Company's Chief Executive Officer or Secretary) before accepting a seat on the Board of another corporation, in order to avoid potential conflicts of interest as well as to help discuss whether the aggregate number of directorships and attendant responsibilities held by a director would interfere with such director's ability to properly discharge his or her duties.

Lead Director - Duties

The duties of a lead director include the following:

1. Preside at all meetings of the Board of Directors at which the Chairman is not present, including executive sessions of the independent directors and nonmanagement directors;
2. Serve as the primary liaison between the Chairman and the independent directors;
3. Counsel the Chief Executive Officer (CEO) on issues of interest/concern to directors and encourage all directors to engage the CEO with their interests and concerns;
4. Approve meeting agendas for the Board of Directors;
5. Approve meeting schedules to assure that directors can perform their duties responsibly and that there is sufficient time for discussion of all agenda items;
6. Monitor information delivered by management to the Board of Directors and provide input, as appropriate, as to the quantity, quality and timeliness of such information that is necessary for the directors to effectively and responsibly perform their duties;
7. Call special meetings of the independent directors and/or nonmanagement directors as needed;
8. Engage consultants who report directly to the Board and assist in recommending consultants that work directly with Board committees;
9. Assist the Board and Company officers in assuring compliance with and implementation of the Company's Corporate Governance Guidelines; work in conjunction with the Governance Committee to recommend revisions, as appropriate, to the Guidelines;
10. If requested by major shareholders, ensure that he or she is available for consultation and direct communication;
11. Help set the tone for the highest standards of ethics and integrity; and
12. Such other duties as the Board of Directors may request from time-to-time.