



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

November 26, 2025

Ning Chiu
Davis Polk & Wardwell LLP

Re: Becton, Dickinson and Company (the "Company")
Incoming Letter dated September 4, 2025
Supplemental Correspondence dated November 26, 2025

Dear Ning Chiu:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

You represent that the Company has determined that it has a reasonable basis to exclude the Proposal. Based solely on that representation, we will not object if the Company excludes the Proposal from its proxy materials.

Copies of all of the correspondence on which this response is based will be made available on our website.

Sincerely,

Division of Corporation Finance
Office of Chief Counsel

cc: John Chevedden

September 4, 2025

VIA ELECTRONIC SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Becton, Dickinson and Company, a New Jersey corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2026 Annual Meeting of Shareholders (the “**2026 Proxy Materials**”).

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2026 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2026 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2026 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has failed to establish the requisite eligibility to submit the Proposal. Specifically, the Proponent failed to document ownership of shares that satisfy the market value tests in Rule 14a-8 and failed to demonstrate the Proponent’s continuous ownership of the requisite amount of Company shares.

Background.

On August 27, 2025, the Company received a FedEx package from the Proponent, postmarked August 25, 2025, that contained notification that the Proponent had emailed the Proposal to the Company. The Proposal was not included in this FedEx package. See Exhibit A. This was the first indication to the Company that the Proposal had been submitted from the Proponent. After receipt of the FedEx package, the Company checked their email systems. It was only then that the Company discovered, in a mailbox that automatically filtered for SPAM, an email dated August 14, 2025 from the Proponent that included the Proposal. See Exhibit B.

Neither the FedEx package nor the email that included the Proposal contained any documentary evidence of the required share ownership as required under Rule 14a-8(b). Immediately after the discovery of the Proposal via email, on August 28, 2025, after confirming that the Proponent was not a

shareholder of record and in accordance with the requirements of Rule 14a-8(f)(1), the Company sent a deficiency notice (the “**Deficiency Notice**”). The Deficiency Notice is attached hereto as Exhibit C, and was sent to the Proponent via email and Federal Express overnight delivery.

On August 29, 2025, the Company received from the Proponent via email a letter from Fidelity Investments, dated August 14, 2025, attached hereto as Exhibit D (the “**Broker Letter**”). The Broker Letter states that the Proponent held 7 shares of the Company’s stock from at least August 1, 2022 through the start of business on August 14, 2025. The Broker Letter contained a procedural deficiency because it did not provide verification that the Proponent satisfied any of the ownership thresholds set forth in Rule 14a-8(b).

The Proposal May Be Excluded under Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Establish the Requisite Eligibility to Submit the Proposal.

Rule 14a-8(b)(1) provides that, to be eligible to submit a shareholder proposal in connection with a shareholder meeting, a shareholder must have continuously held:

1. At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or
2. At least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or
3. At least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year.

Pursuant to Rule 14a-8(b)(2)(ii)(A), if a proponent is not the registered holder of securities entitled to vote, the proponent must submit to the company a written statement from the record holder of such securities verifying that, at the time the proposal was submitted, the proponent held enough of the company’s securities to satisfy the ownership threshold requirements of Rule 14a-8(b)(1).

In accordance with Release No. 34-89964 and Staff Legal Bulletin No. 14M (Feb. 12, 2025) (“**SLB 14M**”), the market value of the number of shares held by the Proponent is calculated by multiplying the number of securities the Proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the proponent submitted the proposal.

The maximum market value of 7 shares of the Company’s common stock, based on the highest selling price of \$196.27 during the 60 calendar days before August 14, 2025, was \$1,373.89, which is less than any of the ownership thresholds required under Rule 14a-8(b).

The Company satisfied its obligation under Rule 14a-8(f) by sending to the Proponent in a timely manner a Deficiency Notice requesting verification of the Proponent’s sufficient share ownership. The Deficiency Notice clearly informed the Proponent of the eligibility requirements of Rule 14a-8(b)(1), how to cure the eligibility deficiency and the need to respond to the Company to cure the deficiency within 14 days from the receipt of the Company’s notification. After receiving the Broker Letter, the Company asked the Proponent to withdraw the Proposal, noting the procedural deficiency, and the Proponent declined. See Exhibit E.

The Staff has consistently concurred in the exclusion of proposals under Rule 14a-8(f)(1) where the proponent has failed to provide satisfactory evidence of continuous ownership of the requisite market value of securities, as required by Rule 14a-8(b), based on the calculation of the market value of the securities using the method described in SLB 14L. See, e.g., *Spok Holdings, Inc.* (Apr. 7, 2025) (the market value of the proponent’s shares was \$16.80, which is less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); *Walgreens Boots Alliance, Inc.* (Dec. 9, 2024) (the market value of the

proponent's shares was \$1,625.00), *Culp, Inc.* (Apr. 23, 2024) (the market value of the proponent's shares was \$5.90); and *Lincoln National Corp.* (Mar. 21, 2024) (the market value of the proponent's shares was \$1,866.00).

Consistent with the precedent cited above, the Proponent has failed to demonstrate his eligibility to submit a Rule 14a-8 proposal under Rule 14a-8(b)(1). Accordingly, the Company intends to exclude the Proposal from its 2026 Proxy Materials under Rule 14a-8(f)(1), because the Proponent has not demonstrated that he is eligible to submit the Proposal under Rule 14a-8(b)(1).

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2026 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

Respectfully yours,



Ning Chiu

Attachment

cc w/ att: Stephanie Kelly, Becton, Dickinson and Company
John Chevedden

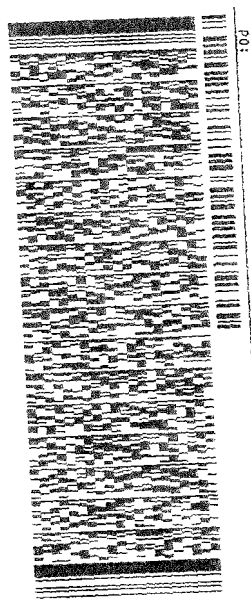
Exhibit A

ORIGIN ID:AVXA
JOHN CHEVEDDEN

SHIP DATE: 25AUG25
ACTWT: 0.05 LB
CAD: 6570199/R05A2650

10 MR. GARY DEFAZIO
BECTON, DICKSON AND COMPANY (BDX)
1 BECTON DR

FRANKLIN LAKES NJ 07417



REL/ 3785346

WED - 27 AUG 5:00P

** 2DAY **

TRK# 8838 4240 7414
0201

07417
NJ - US SWF

Envelope SA GWVA

B301Z



Tracked ID
883842407414

Name: DEFAZIO, GARY

Mail Stop: 79

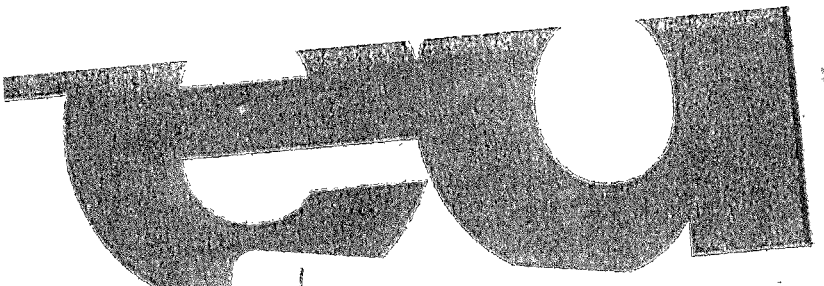
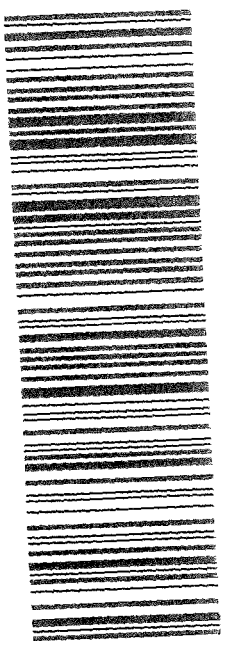
EMP Loc: B301Z

Build/Floor: 3275 / BD Associate

Depart: BDX Corporate/Shared Services

Notes:

Date Rec'd: 8/27/2025 9:43:58 AM



JOHN CHEVEDDEN


[REDACTED]

Mr. Gary DeFazio
Corporate Secretary
Becton, Dickinson and Company (BDX)
One Becton Dr
Franklin Lakes NJ 07417
PH: [REDACTED]

Mr. DeFazio,

Please confirm that the Company received the rule 14a-8 proposal that was forwarded by the attachment.


Sincerely,



John Chevedden

August 25, 2025

Date

From: John [REDACTED] 
Subject: Fwd Rule 14a-8 Proposal (BDX)
Date: August 25, 2025 at 11 03 AM
To:



Begin forwarded message:

From: John <[REDACTED]>
Subject: Rule 14a-8 Proposal (BDX)
Date: August 14, 2025 at 5:04:02 PM PDT
To: Gary DeFazio <[REDACTED]>, Stephanie Kelly <[REDACTED]>, Delores Baez <[REDACTED]>, Patricia Walesiewicz <[REDACTED]>
Cc: James McRitchie <[REDACTED]>

Rule 14a-8 Proposal (BDX)

Mr. DeFazio,

Please see the attached rule 14a-8 proposal.

Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after

10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden



Exhibit B

[REDACTED]

From: John <[REDACTED]>
Sent: Thursday, August 14, 2025 8:04 PM
To: Gary DeFazio <[REDACTED]>; Stephanie Kelly <[REDACTED]>; Delores Baez <[REDACTED]>; Patricia Walesiewicz <[REDACTED]>
Cc: James McRitchie <[REDACTED]>
Subject: Rule 14a-8 Proposal (BDX)

Some people who received this message don't often get email from [REDACTED]. Learn why this is important <<https://aka.ms/LearnAboutSenderIdentification>>

Rule 14a-8 Proposal (BDX)

Mr. DeFazio,

Please see the attached rule 14a-8 proposal.

Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

Mr. Gary DeFazio
Corporate Secretary
Becton, Dickinson and Company (BDX)
One Becton Dr
Franklin Lakes NJ 07417
PH: [REDACTED]
FX: [REDACTED]

Mr. DeFazio,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden


Date

cc: Stephanie Kelly <[REDACTED]>
Delores Baez <[REDACTED]>

[BDX – Rule 14a-8 Proposal, August 10, 2025]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as follows:

Selection of the Chairman of the Board the Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

It is a best practice to adopt this proposal now in particular because Becton, Dickinson stock has been a lackluster performer since its \$229 price in 2017.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of his lead director duties to others and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

With the current CEO serving as Chair this means giving up a substantial check and balance safeguard that can only occur with an independent Board Chairman.

Please vote yes:

Independent Board Chairman – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



FOR

**Shareholder
Rights**

Exhibit C



Becton, Dickinson and Company
1 Becton Drive
Franklin Lakes, NJ 07417

VIA EMAIL AND OVERNIGHT MAIL

August 28, 2025

Re: Notice of Deficiency Related to Shareholder Proposal

Mr. John Chevedden



Dear Mr. Chevedden:

I am writing on behalf of Becton, Dickinson and Company (the “Company”), which received a shareholder proposal entitled “Independent Board Chairman” from you for inclusion in the Company’s proxy statement for the 2026 annual meeting. The proposal contains a procedural deficiency.

The proxy statement for the 2025 annual meeting described the method to send the proposal as well as the deadline. The proxy statement stated that the proposal must be received not later than August 21, 2025, and must be addressed to: Corporate Secretary, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880. The proxy statement further stated that BD will not consider any proposal that is not timely delivered or otherwise does not meet the SEC requirements for submitting the proposal.

On August 27, 2025, the Company received a FedEx package from you, postmarked August 25, 2025, that contained notification that you had emailed a proposal to the Company. This was the first indication to the Company that a proposal had been submitted from you.

After receipt of the FedEx package, the Company checked their email systems. It was only then that the Company discovered, in a mailbox that automatically filtered for SPAM, an email from you that included the proposal. That email was dated August 14, 2025. For the limited purpose of this letter, which serves to notify you of the procedural deficiency related to the lack of proof of share ownership, the Company will consider August 14, 2025 as the “Submission Date.”

Ownership Eligibility. Your letter references a proof of ownership that will be sent under separate cover, which we have not received to date. Rule 14a-8(b) of the Securities Exchange Act of 1934,

as amended, requires that in order to be eligible to submit a proposal for inclusion in the Company's proxy statement for an annual meeting, each proponent must have continuously held as of the Submission Date, at least (i) \$2,000 in market value of the Company's securities entitled to vote on the proposal at the meeting for at least three years, (ii) \$15,000 in market value of the Company's securities entitled to vote on the proposal at the meeting for at least two years or (iii) \$25,000 in market value of the Company's securities entitled to vote on the proposal for at least a year.

Note that Securities and Exchange Commission ("SEC") rules do not permit a proponent to aggregate the proponent's shareholdings with those of another shareholder or group of shareholders to meet the ownership eligibility requirement.

The Company's stock records do not indicate that you are currently the registered holder on the Company's books and records of any shares of the Company's common stock, and you have not provided proof of ownership with the proposal.

Method for Demonstrating Proof of Ownership. As explained in Rule 14a-8 and SEC staff guidance, a proponent must provide sufficient proof of its continuous ownership of the requisite number of shares during the applicable time period preceding and including the Submission Date, by providing any of:

- **A written statement from the "record" holder of the securities.** To demonstrate ownership, you must submit to us a written statement from the "record" holder of the shares (usually a bank or broker) verifying that you continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company's securities entitled to vote on the proposal at the meeting for at least the three-year, two-year, or one-year period, respectively, prior to and including the Submission Date; or
- **SEC filings.** You can alternatively provide a (i) copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting your ownership of shares as of or before the date on which the required holding period begins and (ii) a written statement that you continuously held the required number of shares for the required time period through the Submission Date.

To help shareholders comply with the requirements when submitting proof of ownership to companies, the SEC's Division of Corporation Finance published Staff Legal Bulletin No. 14F ("SLB 14F"), dated October 18, 2011, and Staff Legal Bulletin No. 14G ("SLB 14G"), dated October 16, 2012. We have attached copies of both for your reference. As the SEC adopted amendments to Rule 14a-8 that became effective in 2021, please note that SLB 14F and SLB 14G do not reflect those amendments and to the extent any provisions are inconsistent, Rule 14a-8 governs in all respects. A copy of Rule 14a-8 is also enclosed for your reference.

Please note that most large U.S. banks and brokers deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). SLB 14F and SLB 14G provide that for securities held through the DTC, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. You can confirm whether your bank or broker is a DTC participant by checking DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/client-center/dtc-directories>.

If you hold shares through a bank or broker that is not a DTC participant, you will need to obtain proof of ownership from the DTC participant through which the bank or broker holds your shares. You should be able to find out the name of the DTC participant by asking your bank or broker. If the DTC participant that holds your shares knows your bank or broker's holdings, but does not know your holdings, you may satisfy the proof of ownership requirements by submitting two proof of ownership statements—one from your bank or broker confirming your ownership and the other from the DTC participant confirming the bank or broker's ownership. Both should verify your ownership for the required time period prior to and including the Submission Date.

SEC rules require that this defect that we have identified be remedied, and your response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Please send such documentation (1) via email to Stephanie Kelly at [REDACTED] or (2) via mail to Stephanie Kelly, Corporate Secretary, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880 with a copy via email to [REDACTED]. The failure to correct the deficiency within this time period will provide the Company with a basis to exclude the proposal from the Company's proxy statement for the 2026 annual meeting.

Sincerely,



Stephanie Kelly
Chief Securities and Governance Counsel, Corporate Secretary

Enclosure

Exhibit D

Subject: FW: BDX
Attachments: Scan2025-08-28_210706.pdf

From: John <[REDACTED]>
Sent: Friday, August 29, 2025 12:10:42 AM
To: Stephanie Kelly <[REDACTED]>; Doug Rondash <[REDACTED]>
Subject: BDX

Ms. Kelly,
Attached is the broker letter.
John Chevedden

IMPORTANT MESSAGE FOR RECIPIENTS IN THE U.S.A.:

This message may constitute an advertisement of a BD group's products or services or a solicitation of interest in them. If this is such a message and you would like to opt out of receiving future advertisements or solicitations from this BD group, please forward this e-mail to

[REDACTED] [BD.v1.0]

This message (which includes any attachments) is intended only for the designated recipient(s). It may contain confidential or proprietary information and may be subject to the attorney-client privilege or other confidentiality protections. If you are not a designated recipient, you may not review, use, copy or distribute this message. If you received this in error, please notify the sender by reply e-mail and delete this message. Thank you.

Corporate Headquarters Mailing Address: BD (Becton, Dickinson and Company) 1 Becton Drive Franklin Lakes, NJ 07417 U.S.A.



JOHN R CHEVEDDEN

August 14, 2025

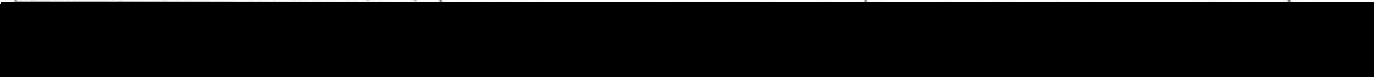


Dear John R Chevedden,

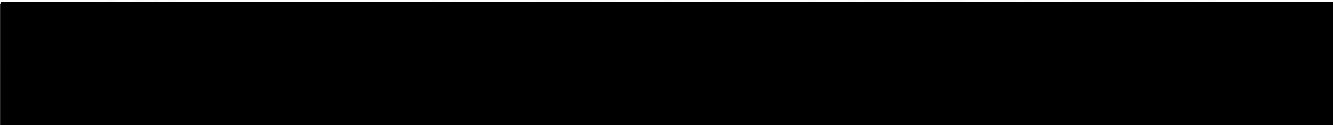
This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.

Security	Symbol	Share Quantity
Becton, Dickinson and Company	BDX	7.000



Also, refer to the table below for confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 8, 2023.



These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell
Brokerage Operations

Our File: W236447-12AUG25

Exhibit E

[REDACTED]

From: John <[REDACTED]>
Sent: Tuesday, September 2, 2025 9:57 PM
To: Stephanie Kelly <[REDACTED]>
Subject: Shareholder engagement BDX

Dear Ms. Kelly,
Shareholder consideration of this 2025 rule 14a-8 proposal would be a valuable supplement to Becton, Dickinson and Company (BDX) shareholder engagement:

“Shareholder engagement
“BD believes that effective corporate governance should include regular, constructive conversations with our shareholders. Each year BD conducts a robust shareholder engagement program to address shareholder questions and concerns, and to seek input and gain perspective on company policies and practices. Topics covered include, among others, corporate strategy, board composition and refreshment, sustainability and climate change, human capital management, ID&E and executive compensation.”

There is nothing that compels a company to submit a technical no action request when it receives a rule 14a-8 proposal topic worthy of shareholder consideration.

John Chevedden

IMPORTANT MESSAGE FOR RECIPIENTS IN THE U.S.A.:
This message may constitute an advertisement of a BD group's products or services or a solicitation of interest in them. If this is such a message and you would like to opt out of receiving future advertisements or solicitations from this BD group, please forward this e-mail to [REDACTED]. [BD.v1.0]

This message (which includes any attachments) is intended only for the designated recipient(s). It may

contain confidential or proprietary information and may be subject to the attorney-client privilege or other confidentiality protections. If you are not a designated recipient, you may not review, use, copy or distribute this message. If you received this in error, please notify the sender by reply e-mail and delete this message. Thank you.

Corporate Headquarters Mailing Address: BD (Becton, Dickinson and Company) 1 Becton Drive Franklin Lakes, NJ 07417 U.S.A.

November 26, 2025

VIA ELECTRONIC SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Becton, Dickinson and Company, a New Jersey corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter to supplement the no-action letter (the “**No-Action Letter**”) previously submitted to the Division of Corporation Finance (the “**Division**”) on September 4, 2025. A copy of the No-Action Letter is attached as Exhibit A.

The No-Action Letter requested confirmation that the Division will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits a shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) for inclusion in the proxy materials that the Company intends to distribute in connection with its 2026 Annual Meeting of Shareholders (the “**2026 Proxy Materials**”), because the Proponent did not meet the stock ownership requirement under Rule 14a-8.

Since the submission of the No-Action Letter, the Division issued a Statement Regarding the Division of Corporation Finance’s Role in the Exchange Act Rule 14a-8 Process for the Current Proxy Season on November 17, 2025 (the “**Division Statement**”)¹. Pursuant to the Division Statement, the Company represents without qualification that it has a reasonable basis to exclude the Proposal based on the provisions of Rule 14a-8, prior published guidance and/or judicial decisions, for the reasons set forth in the No-Action Letter. We request that the Division respond to this supplemental letter that it will not object to the omission of the Proposal from the 2026 Proxy Materials, in accordance with the Division Statement.

This supplemental letter is being submitted via the Division’s electronic shareholder proposal submission form. In accordance with Rule 14a-8(j) under the Exchange Act, a copy of this supplemental letter and the exhibit thereto are being provided to the Proponent simultaneously as further notice of the Company’s intent to exclude the Proposal from the 2026 Proxy Materials.

Respectfully yours,



Ning Chiu

Attachment

¹ <https://www.sec.gov/newsroom/speeches-statements/statement-regarding-division-corporation-finances-role-exchange-act-rule-14a-8-process-current-proxy-season>

cc w/ att: Stephanie Kelly, Becton, Dickinson and Company
John Chevedden

Exhibit A

September 4, 2025

VIA ELECTRONIC SUBMISSION

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Ladies and Gentlemen:

On behalf of Becton, Dickinson and Company, a New Jersey corporation (the “**Company**”), and in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), we are filing this letter with respect to the shareholder proposal (the “**Proposal**”) submitted by John Chevedden (the “**Proponent**”) for inclusion in the proxy materials the Company intends to distribute in connection with its 2026 Annual Meeting of Shareholders (the “**2026 Proxy Materials**”).

We hereby request confirmation that the Staff of the Division of Corporation Finance (the “**Staff**”) will not recommend any enforcement action if, in reliance on Rule 14a-8, the Company omits the Proposal from the 2026 Proxy Materials.

In accordance with relevant Staff guidance, we are submitting this letter and its attachments to the Staff through the Staff’s online Shareholder Proposal Form. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponent as notice of the Company’s intent to omit the Proposal from the 2026 Proxy Materials. This letter constitutes the Company’s statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

REASON FOR EXCLUSION OF THE PROPOSAL

The Company believes that the Proposal may be properly omitted from the 2026 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1) because the Proponent has failed to establish the requisite eligibility to submit the Proposal. Specifically, the Proponent failed to document ownership of shares that satisfy the market value tests in Rule 14a-8 and failed to demonstrate the Proponent’s continuous ownership of the requisite amount of Company shares.

Background.

On August 27, 2025, the Company received a FedEx package from the Proponent, postmarked August 25, 2025, that contained notification that the Proponent had emailed the Proposal to the Company. The Proposal was not included in this FedEx package. See Exhibit A. This was the first indication to the Company that the Proposal had been submitted from the Proponent. After receipt of the FedEx package, the Company checked their email systems. It was only then that the Company discovered, in a mailbox that automatically filtered for SPAM, an email dated August 14, 2025 from the Proponent that included the Proposal. See Exhibit B.

Neither the FedEx package nor the email that included the Proposal contained any documentary evidence of the required share ownership as required under Rule 14a-8(b). Immediately after the discovery of the Proposal via email, on August 28, 2025, after confirming that the Proponent was not a

shareholder of record and in accordance with the requirements of Rule 14a-8(f)(1), the Company sent a deficiency notice (the “**Deficiency Notice**”). The Deficiency Notice is attached hereto as Exhibit C, and was sent to the Proponent via email and Federal Express overnight delivery.

On August 29, 2025, the Company received from the Proponent via email a letter from Fidelity Investments, dated August 14, 2025, attached hereto as Exhibit D (the “**Broker Letter**”). The Broker Letter states that the Proponent held 7 shares of the Company’s stock from at least August 1, 2022 through the start of business on August 14, 2025. The Broker Letter contained a procedural deficiency because it did not provide verification that the Proponent satisfied any of the ownership thresholds set forth in Rule 14a-8(b).

The Proposal May Be Excluded under Rule 14a-8(b)(1) and Rule 14a-8(f)(1) Because the Proponent Failed to Establish the Requisite Eligibility to Submit the Proposal.

Rule 14a-8(b)(1) provides that, to be eligible to submit a shareholder proposal in connection with a shareholder meeting, a shareholder must have continuously held:

1. At least \$2,000 in market value of the company’s securities entitled to vote on the proposal for at least three years; or
2. At least \$15,000 in market value of the company’s securities entitled to vote on the proposal for at least two years; or
3. At least \$25,000 in market value of the company’s securities entitled to vote on the proposal for at least one year.

Pursuant to Rule 14a-8(b)(2)(ii)(A), if a proponent is not the registered holder of securities entitled to vote, the proponent must submit to the company a written statement from the record holder of such securities verifying that, at the time the proposal was submitted, the proponent held enough of the company’s securities to satisfy the ownership threshold requirements of Rule 14a-8(b)(1).

In accordance with Release No. 34-89964 and Staff Legal Bulletin No. 14M (Feb. 12, 2025) (“**SLB 14M**”), the market value of the number of shares held by the Proponent is calculated by multiplying the number of securities the Proponent continuously held for the relevant period by the highest selling price during the 60 calendar days before the proponent submitted the proposal.

The maximum market value of 7 shares of the Company’s common stock, based on the highest selling price of \$196.27 during the 60 calendar days before August 14, 2025, was \$1,373.89, which is less than any of the ownership thresholds required under Rule 14a-8(b).

The Company satisfied its obligation under Rule 14a-8(f) by sending to the Proponent in a timely manner a Deficiency Notice requesting verification of the Proponent’s sufficient share ownership. The Deficiency Notice clearly informed the Proponent of the eligibility requirements of Rule 14a-8(b)(1), how to cure the eligibility deficiency and the need to respond to the Company to cure the deficiency within 14 days from the receipt of the Company’s notification. After receiving the Broker Letter, the Company asked the Proponent to withdraw the Proposal, noting the procedural deficiency, and the Proponent declined. See Exhibit E.

The Staff has consistently concurred in the exclusion of proposals under Rule 14a-8(f)(1) where the proponent has failed to provide satisfactory evidence of continuous ownership of the requisite market value of securities, as required by Rule 14a-8(b), based on the calculation of the market value of the securities using the method described in SLB 14L. See, e.g., *Spok Holdings, Inc.* (Apr. 7, 2025) (the market value of the proponent’s shares was \$16.80, which is less than the \$2,000 minimum ownership level required by Rule 14a-8(b)); *Walgreens Boots Alliance, Inc.* (Dec. 9, 2024) (the market value of the

proponent's shares was \$1,625.00), *Culp, Inc.* (Apr. 23, 2024) (the market value of the proponent's shares was \$5.90); and *Lincoln National Corp.* (Mar. 21, 2024) (the market value of the proponent's shares was \$1,866.00).

Consistent with the precedent cited above, the Proponent has failed to demonstrate his eligibility to submit a Rule 14a-8 proposal under Rule 14a-8(b)(1). Accordingly, the Company intends to exclude the Proposal from its 2026 Proxy Materials under Rule 14a-8(f)(1), because the Proponent has not demonstrated that he is eligible to submit the Proposal under Rule 14a-8(b)(1).

CONCLUSION

For the reasons set forth above, the Company believes that the Proposal may be excluded from its 2026 Proxy Materials pursuant to Rule 14a-8(b)(1) and Rule 14a-8(f)(1).

Respectfully yours,



Ning Chiu

Attachment

cc w/ att: Stephanie Kelly, Becton, Dickinson and Company
John Chevedden

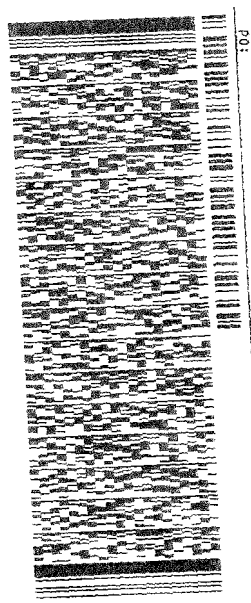
Exhibit A

ORIGIN ID:AVXA
JOHN CHEVEDDEN

SHIP DATE: 25AUG25
ACTWT: 0.05 LB
CAD: 6570199/R05A2650

10 MR. GARY DEFAZIO
BECTON, DICKSON AND COMPANY (BDX)
1 BECTON DR

FRANKLIN LAKES NJ 07417



REL/ 3785346

WED - 27 AUG 5:00P

** 2DAY **

TRK# 8838 4240 7414
0201

07417
NJ - US SWF

Envelope SA GWVA

B301Z



Tracked ID
536999

Trk #: 883842407414
Name: DEFAZIO, GARY

Mail Stop: 79

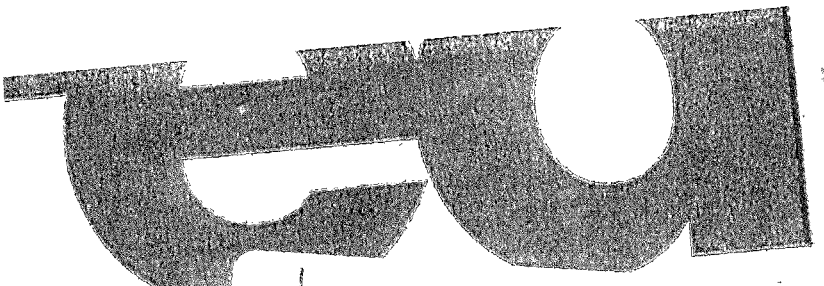
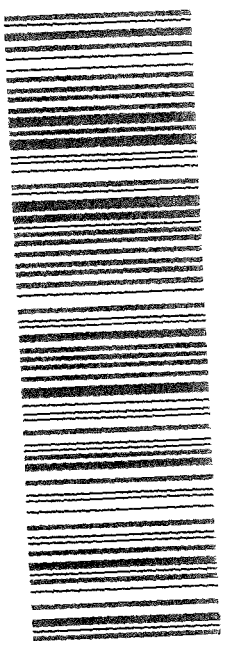
EMP Loc: B301Z

Build/Floor: 3275 / BD Associate

Depart: BDX Corporate/Shared Services

Notes:

Date Rec'd: 8/27/2025 9:43:58 AM



JOHN CHEVEDDEN


[REDACTED]

Mr. Gary DeFazio
Corporate Secretary
Becton, Dickinson and Company (BDX)
One Becton Dr
Franklin Lakes NJ 07417
PH: [REDACTED]


Mr. DeFazio,

Please confirm that the Company received the rule 14a-8 proposal that was forwarded by the attachment.


Sincerely,



John Chevedden



Date

From: John [REDACTED] 
Subject: Fwd Rule 14a-8 Proposal (BDX)
Date: August 25, 2025 at 11 03 AM
To:



Begin forwarded message:

From: John <[REDACTED]>
Subject: Rule 14a-8 Proposal (BDX)
Date: August 14, 2025 at 5:04:02 PM PDT
To: Gary DeFazio <[REDACTED]>, Stephanie Kelly <[REDACTED]>, Delores Baez <[REDACTED]>, Patricia Walesiewicz <[REDACTED]>
Cc: James McRitchie <[REDACTED]>

Rule 14a-8 Proposal (BDX)

Mr. DeFazio,

Please see the attached rule 14a-8 proposal.

Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after

10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden



Exhibit B

[REDACTED]

From: John <[REDACTED]>
Sent: Thursday, August 14, 2025 8:04 PM
To: Gary DeFazio <[REDACTED]>; Stephanie Kelly <[REDACTED]>; Delores Baez <[REDACTED]>; Patricia Walesiewicz <[REDACTED]>
Cc: James McRitchie <[REDACTED]>
Subject: Rule 14a-8 Proposal (BDX)

Some people who received this message don't often get email from [REDACTED]. Learn why this is important <<https://aka.ms/LearnAboutSenderIdentification>>

Rule 14a-8 Proposal (BDX)

Mr. DeFazio,

Please see the attached rule 14a-8 proposal.

Please acknowledge receipt promptly in order to expedite delivery of the broker letter.

Please confirm that this is the correct email address for rule 14a-8 proposals.

Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."

I so request.

Hard copies of any request related to this proposal are not needed as long as you request that I confirm receipt in the email cover message.

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

John Chevedden

Mr. Gary DeFazio
Corporate Secretary
Becton, Dickinson and Company (BDX)
One Becton Dr
Franklin Lakes NJ 07417
PH: [REDACTED]
FX: [REDACTED]

Mr. DeFazio,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to [REDACTED] it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested." I so request.

Sincerely,


John Chevedden

August 10, 2025
Date

cc: Stephanie Kelly <[REDACTED]>
Delores Baez <[REDACTED]>

[BDX – Rule 14a-8 Proposal, August 10, 2025]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Independent Board Chairman

Shareholders request that the Board of Directors adopt an enduring policy, and amend the governing documents as necessary in order that 2 separate people hold the office of the Chairman and the office of the CEO as follows:

Selection of the Chairman of the Board the Board requires the separation of the offices of the Chairman of the Board and the Chief Executive Officer.

Whenever possible, the Chairman of the Board shall be an Independent Director.

The Board has the discretion to select a Temporary Chairman of the Board who is not an Independent Director to serve while the Board is seeking an Independent Chairman of the Board on an accelerated basis. This policy could be phased in when there is a contract renewal for our current CEO or for the next CEO transition.

It is a best practice to adopt this proposal now in particular because Becton, Dickinson stock has been a lackluster performer since its \$229 price in 2017.

A lead director is no substitute for an independent board chairman. A lead director cannot call a special shareholder meeting and cannot even call a special meeting of the board. A lead director can delegate most of his lead director duties to others and then simply rubber-stamp it. There is no way shareholders can be sure of what goes on.

With the current CEO serving as Chair this means giving up a substantial check and balance safeguard that can only occur with an independent Board Chairman.

Please vote yes:

Independent Board Chairman – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in the 2 places.]

Notes:

“Proposal 4” stands in for the final proposal number that management will assign. The proposal number and title at the top of proposal is the number and title intended for publication in the proxy and on the ballot – word for word with no added words or mixture of shareholder words with management words.

It is critically important that the proponent have control of the ballot title with no words added or subtracted from the title because the title of the proposal may be the only words a voting shareholder sees. If management disagrees then it has the option of negotiating now or asking for no action relief.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(l)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The proponent is available for a telephone meeting on the first Monday and Tuesday after 10-days of the proposal submittal date at noon PT.

Please arrange in advance in a separate email message regarding a meeting if needed.

The proponent intends to continue holding the same required amount of Company shares through the date of the Company’s 2025 Annual Meeting of Stockholders as is or will be documented in his ownership proof.

Please acknowledge this proposal promptly by email [REDACTED]

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the top of the proposal and be center justified with the title.



Exhibit C



Becton, Dickinson and Company
1 Becton Drive
Franklin Lakes, NJ 07417

VIA EMAIL AND OVERNIGHT MAIL

August 28, 2025

Re: Notice of Deficiency Related to Shareholder Proposal

Mr. John Chevedden



Dear Mr. Chevedden:

I am writing on behalf of Becton, Dickinson and Company (the “Company”), which received a shareholder proposal entitled “Independent Board Chairman” from you for inclusion in the Company’s proxy statement for the 2026 annual meeting. The proposal contains a procedural deficiency.

The proxy statement for the 2025 annual meeting described the method to send the proposal as well as the deadline. The proxy statement stated that the proposal must be received not later than August 21, 2025, and must be addressed to: Corporate Secretary, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880. The proxy statement further stated that BD will not consider any proposal that is not timely delivered or otherwise does not meet the SEC requirements for submitting the proposal.

On August 27, 2025, the Company received a FedEx package from you, postmarked August 25, 2025, that contained notification that you had emailed a proposal to the Company. This was the first indication to the Company that a proposal had been submitted from you.

After receipt of the FedEx package, the Company checked their email systems. It was only then that the Company discovered, in a mailbox that automatically filtered for SPAM, an email from you that included the proposal. That email was dated August 14, 2025. For the limited purpose of this letter, which serves to notify you of the procedural deficiency related to the lack of proof of share ownership, the Company will consider August 14, 2025 as the “Submission Date.”

Ownership Eligibility. Your letter references a proof of ownership that will be sent under separate cover, which we have not received to date. Rule 14a-8(b) of the Securities Exchange Act of 1934,

as amended, requires that in order to be eligible to submit a proposal for inclusion in the Company's proxy statement for an annual meeting, each proponent must have continuously held as of the Submission Date, at least (i) \$2,000 in market value of the Company's securities entitled to vote on the proposal at the meeting for at least three years, (ii) \$15,000 in market value of the Company's securities entitled to vote on the proposal at the meeting for at least two years or (iii) \$25,000 in market value of the Company's securities entitled to vote on the proposal for at least a year.

Note that Securities and Exchange Commission ("SEC") rules do not permit a proponent to aggregate the proponent's shareholdings with those of another shareholder or group of shareholders to meet the ownership eligibility requirement.

The Company's stock records do not indicate that you are currently the registered holder on the Company's books and records of any shares of the Company's common stock, and you have not provided proof of ownership with the proposal.

Method for Demonstrating Proof of Ownership. As explained in Rule 14a-8 and SEC staff guidance, a proponent must provide sufficient proof of its continuous ownership of the requisite number of shares during the applicable time period preceding and including the Submission Date, by providing any of:

- **A written statement from the "record" holder of the securities.** To demonstrate ownership, you must submit to us a written statement from the "record" holder of the shares (usually a bank or broker) verifying that you continuously held at least \$2,000, \$15,000 or \$25,000 in market value of the Company's securities entitled to vote on the proposal at the meeting for at least the three-year, two-year, or one-year period, respectively, prior to and including the Submission Date; or
- **SEC filings.** You can alternatively provide a (i) copy of a filed Schedule 13D, Schedule 13G, Form 3, Form 4, Form 5, or amendments to those documents or updated forms, reflecting your ownership of shares as of or before the date on which the required holding period begins and (ii) a written statement that you continuously held the required number of shares for the required time period through the Submission Date.

To help shareholders comply with the requirements when submitting proof of ownership to companies, the SEC's Division of Corporation Finance published Staff Legal Bulletin No. 14F ("SLB 14F"), dated October 18, 2011, and Staff Legal Bulletin No. 14G ("SLB 14G"), dated October 16, 2012. We have attached copies of both for your reference. As the SEC adopted amendments to Rule 14a-8 that became effective in 2021, please note that SLB 14F and SLB 14G do not reflect those amendments and to the extent any provisions are inconsistent, Rule 14a-8 governs in all respects. A copy of Rule 14a-8 is also enclosed for your reference.

Please note that most large U.S. banks and brokers deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). SLB 14F and SLB 14G provide that for securities held through the DTC, only DTC participants should be viewed as "record" holders of securities that are deposited at DTC. You can confirm whether your bank or broker is a DTC participant by checking DTC's participant list, which is currently available on the Internet at <http://www.dtcc.com/client-center/dtc-directories>.

If you hold shares through a bank or broker that is not a DTC participant, you will need to obtain proof of ownership from the DTC participant through which the bank or broker holds your shares. You should be able to find out the name of the DTC participant by asking your bank or broker. If the DTC participant that holds your shares knows your bank or broker's holdings, but does not know your holdings, you may satisfy the proof of ownership requirements by submitting two proof of ownership statements—one from your bank or broker confirming your ownership and the other from the DTC participant confirming the bank or broker's ownership. Both should verify your ownership for the required time period prior to and including the Submission Date.

SEC rules require that this defect that we have identified be remedied, and your response to this letter must be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Please send such documentation (1) via email to Stephanie Kelly at [REDACTED] or (2) via mail to Stephanie Kelly, Corporate Secretary, Becton, Dickinson and Company, 1 Becton Drive, Franklin Lakes, New Jersey 07417-1880 with a copy via email to [REDACTED]. The failure to correct the deficiency within this time period will provide the Company with a basis to exclude the proposal from the Company's proxy statement for the 2026 annual meeting.

Sincerely,



Stephanie Kelly
Chief Securities and Governance Counsel, Corporate Secretary

Enclosure

Exhibit D

Subject: FW: BDX
Attachments: Scan2025-08-28_210706.pdf

From: John <[REDACTED]>
Sent: Friday, August 29, 2025 12:10:42 AM
To: Stephanie Kelly <[REDACTED]>; Doug Rondash <[REDACTED]>
Subject: BDX

Ms. Kelly,
Attached is the broker letter.
John Chevedden

IMPORTANT MESSAGE FOR RECIPIENTS IN THE U.S.A.:

This message may constitute an advertisement of a BD group's products or services or a solicitation of interest in them. If this is such a message and you would like to opt out of receiving future advertisements or solicitations from this BD group, please forward this e-mail to

[REDACTED] [BD.v1.0]

This message (which includes any attachments) is intended only for the designated recipient(s). It may contain confidential or proprietary information and may be subject to the attorney-client privilege or other confidentiality protections. If you are not a designated recipient, you may not review, use, copy or distribute this message. If you received this in error, please notify the sender by reply e-mail and delete this message. Thank you.

Corporate Headquarters Mailing Address: BD (Becton, Dickinson and Company) 1 Becton Drive Franklin Lakes, NJ 07417 U.S.A.



JOHN R CHEVEDDEN

August 14, 2025

Dear John R Chevedden,

This letter is provided at the request of Mr. John R. Chevedden, a customer of Fidelity investments.

Please accept this letter as confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 1, 2022.

Security	Symbol	Share Quantity
[REDACTED]	[REDACTED]	[REDACTED]
Becton, Dickinson and Company	BDX	7.000

Also, refer to the table below for confirmation that as of the start of business on the date of this letter Mr. Chevedden has continuously owned no fewer than the shares quantities of the securities shown on the below table since at least August 8, 2023.

These securities are registered in the name of National Financial Services LLC, a DTC participant (DTC number 0226) a Fidelity Investments subsidiary.

I hope this information is helpful. For any other issues or general inquiries, please contact a Fidelity representative at 800-544-5704. Thank you for choosing Fidelity Investments.

Sincerely,

Curtis Mitchell
Brokerage Operations

Our File: W236447-12AUG25

Exhibit E

[REDACTED]

From: John <[REDACTED]>
Sent: Tuesday, September 2, 2025 9:57 PM
To: Stephanie Kelly <[REDACTED]>
Subject: Shareholder engagement BDX

Dear Ms. Kelly,
Shareholder consideration of this 2025 rule 14a-8 proposal would be a valuable supplement to Becton, Dickinson and Company (BDX) shareholder engagement:

“Shareholder engagement
“BD believes that effective corporate governance should include regular, constructive conversations with our shareholders. Each year BD conducts a robust shareholder engagement program to address shareholder questions and concerns, and to seek input and gain perspective on company policies and practices. Topics covered include, among others, corporate strategy, board composition and refreshment, sustainability and climate change, human capital management, ID&E and executive compensation.”

There is nothing that compels a company to submit a technical no action request when it receives a rule 14a-8 proposal topic worthy of shareholder consideration.

John Chevedden

IMPORTANT MESSAGE FOR RECIPIENTS IN THE U.S.A.:

This message may constitute an advertisement of a BD group's products or services or a solicitation of interest in them. If this is such a message and you would like to opt out of receiving future advertisements or solicitations from this BD group, please forward this e-mail to

[REDACTED]. [BD.v1.0]

This message (which includes any attachments) is intended only for the designated recipient(s). It may

contain confidential or proprietary information and may be subject to the attorney-client privilege or other confidentiality protections. If you are not a designated recipient, you may not review, use, copy or distribute this message. If you received this in error, please notify the sender by reply e-mail and delete this message. Thank you.

Corporate Headquarters Mailing Address: BD (Becton, Dickinson and Company) 1 Becton Drive Franklin Lakes, NJ 07417 U.S.A.