



Third Quarter Results Fiscal Year 2015

August 6, 2015

Forward-Looking Statements

- These materials include forward-looking statements and it's possible that actual results could differ from our expectations. Factors that could cause such differences appear in our third quarter earnings release and in our recent SEC filings.

Non-GAAP Financial Measures

- These materials also include Non-GAAP financial measures. A reconciliation to the comparable GAAP measures can be found herein, or in our earnings release and the financial schedules attached thereto.
- **A copy of the release, including the financial schedules, is posted on the “Investors” section of the BD.com website.**

Results from Operations

- Certain financial information excludes the impact of the following items:
 1. Foreign currency translation.
 2. All adjustments to current and prior year as noted on the “Adjustment Reconciliation” schedules in the appendix of this presentation, including: Deferred revenue adjustments associated with the write-down of CareFusion’s deferred revenue balance to reflect a fair value measurement as of the acquisition date. The deferred revenue adjustment represents the amortization of this write-down which primarily relates to software maintenance contracts. Revenue for these contracts is typically deferred and recognized over the term of the contracts.

FXN = Estimated foreign exchange-neutral currency growth. \$ = Dollars in millions except per share data.

Comparable FXN = Estimated foreign exchange-neutral currency growth including BD and CareFusion in the current and prior year periods.

Note: All figures on accompanying slides are rounded. Totals may not add due to rounding. Percentages are based on un-rounded figures.

Vincent A. Forlenza

Chairman, CEO and President

- Pleased with third quarter results, which were ahead of our expectations
- Reporting for the first time as a combined company marks an important milestone in BD's history
- Integration and synergy capture activities remain on track
- Strong third quarter performance demonstrates significant progress as New BD
 - ◆ BD legacy continued to deliver mid single digit top line growth
 - ◆ Stronger than expected performance in CareFusion legacy business
- Confidence to raise FY 2015 EPS guidance range

Christopher Reidy

**Chief Financial Officer and Executive
Vice President of Administration**

As Adjusted	Third Quarter				Year-to-Date			
	\$	Growth %	FXN Growth%	Comparable FXN Growth%	\$	Growth %	FXN Growth%	Comparable FXN Growth%
Revenues	\$3,133	45.2%	55.6%	2.4%	\$7,235	15.9%	22.6%	5.4%
EPS	\$2.05	17.1%	34.3%	N/A	\$5.22	9.4%	20.8%	N/A

- Adjusted Q3 revenues grew 2.4% comparable FXN due to difficult prior year comparison
- Strong adjusted Q3 EPS of \$2.05
- Continue to deleverage as we reduce debt associated with the acquisition
- Raise EPS guidance to \$7.08 to \$7.12, despite incremental FX pressures
- Reaffirm “high teens” earnings accretion in FY 2016



FY 2015 Adjusted Revenues by Segment

	Third Quarter				Year-to-Date			
As Adjusted	\$	Growth %	FXN Growth%	Comparable FXN Growth%	\$	Growth %	FXN Growth%	Comparable FXN Growth%
Total Revenues	\$3,133	45.2%	55.6%	2.4%	\$7,235	15.9%	22.6%	5.4%
Medical	2,212	84.2%	96.5%	1.6%	4,389	29.8%	37.4%	5.6%
Life Sciences	921	(3.7%)	4.2%	4.2%	2,845	(0.6%)	5.1%	5.1%



FY 2015 Adjusted U.S. and International Revenues

	Third Quarter				Year-to-Date			
As Adjusted	\$	Growth %	FXN Growth%	Comparable FXN Growth%	\$	Growth %	FXN Growth%	Comparable FXN Growth%
U.S.	\$1,706	95.9%	95.9%	(1.5%)	\$3,450	35.5%	35.5%	4.0%
Medical	1,291	175.8%	175.8%	(2.8%)	2,196	63.4%	63.4%	3.9%
Life Sciences	414	2.9%	2.9%	2.9%	1,254	4.3%	4.3%	4.3%
International	\$1,427	10.9%	28.4%	6.6%	\$3,785	2.4%	13.7%	7.0%
Medical	920	25.6%	45.9%	7.4%	2,193	7.7%	20.2%	7.8%
Life Sciences	506	(8.5%)	5.2%	5.2%	1,592	(4.2%)	5.6%	5.6%

- BDX Legacy Emerging Markets financial highlights for FY 2015:

FXN Growth %	Third Quarter	Year-to-Date
Emerging Markets	11.0%	10.4%
China	15.4%	17.8%

- Q3 and YTD Emerging Markets represent 26% of BDX Legacy revenues

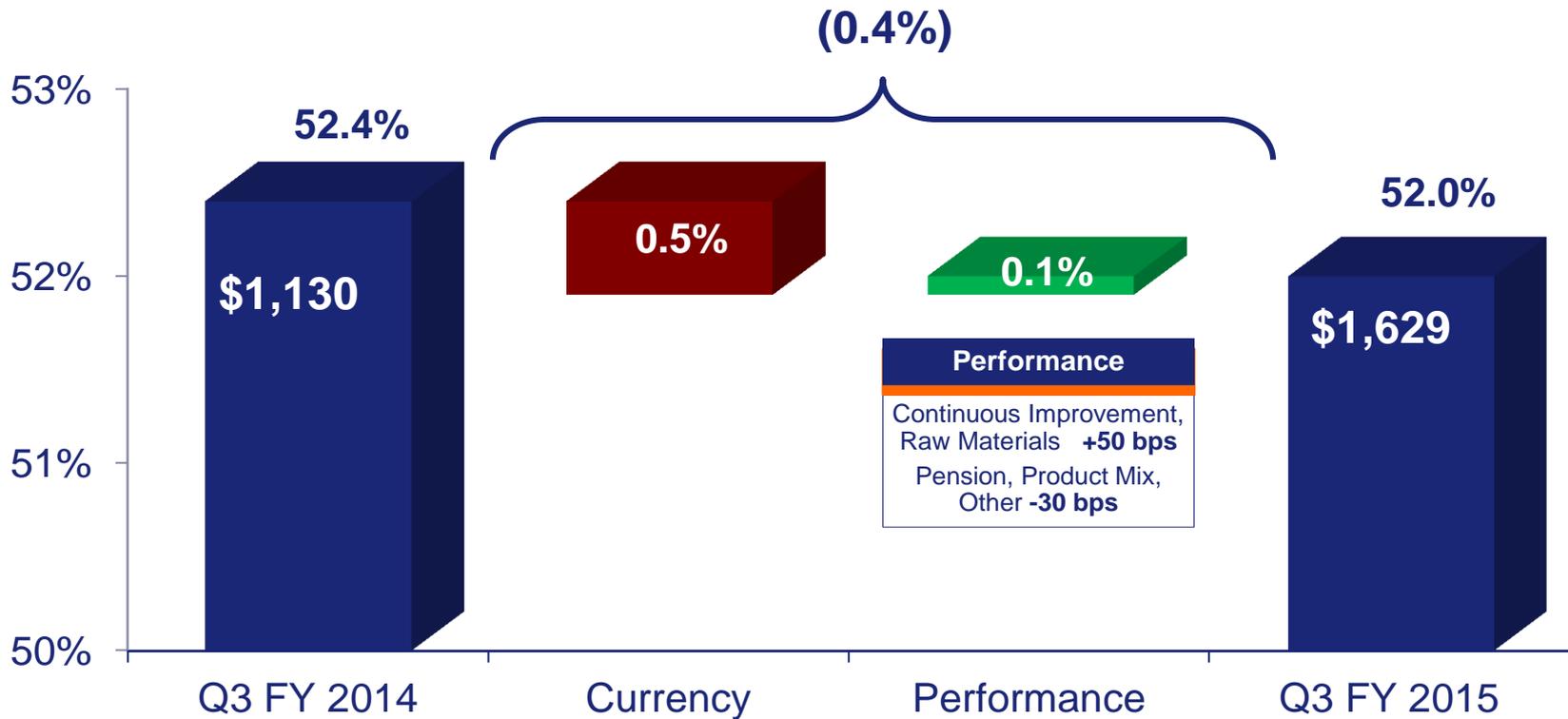
Note:
(1) Emerging markets include Eastern Europe, Middle East, Africa, Latin America, and Asia Pacific (excluding Japan)
(2) Above reflects BDX Legacy only.

	Third Quarter				Year-to-Date			
	\$	Growth %	FXN Growth%	Comparable FXN Growth%	\$	Growth %	FXN Growth%	Comparable FXN Growth%
Total Safety	\$731	28.4%	37.1%	6.2%	\$1,855	11.9%	17.5%	7.3%
By Geography								
U.S.	427	40.4%	40.4%	0.9%	1,030	13.6%	13.6%	2.2%
International	304	14.7%	33.2%	13.5%	825	9.8%	22.2%	14.8%
By Segment								
Medical	456	60.6%	69.9%	7.4%	1,033	24.1%	29.8%	8.7%
Life Sciences	275	(3.6%)	4.3%	4.3%	822	(0.4%)	5.1%	5.1%

- Emerging Markets Safety grew 13.5% in Q3 and 14.0% Q3 Year-to-date

Q3 FY 2015 Adjusted Gross Margin Change Year-Over-Year

% of Revenue





Q3 FY 2015 Adjusted Income Statement

	Favorable (Unfavorable)				
	Adjusted Q3 FY 2015	Adjusted Q3 FY 2014	\$ Change	% Change	FXN % Change
Revenues	\$3,133	\$2,157	\$976	45.2%	55.6%
Gross Profit	1,629	1,130	499	44.2%	56.1%
% of Revenues	52.0%	52.4%			
SSG&A	761	528	(233)	(44.2%)	(53.0%)
% of Revenues	24.3%	24.5%			
R&D	180	128	(52)	(40.6%)	(43.7%)
% of Revenues	5.7%	5.9%			
Operating Income	687	473	214	45.2%	62.9%
% of Revenues	21.9%	21.9%			
Tax Rate	24.8%	23.7%			
Adjusted EPS	\$2.05	\$1.75	\$0.30	17.1%	34.3%

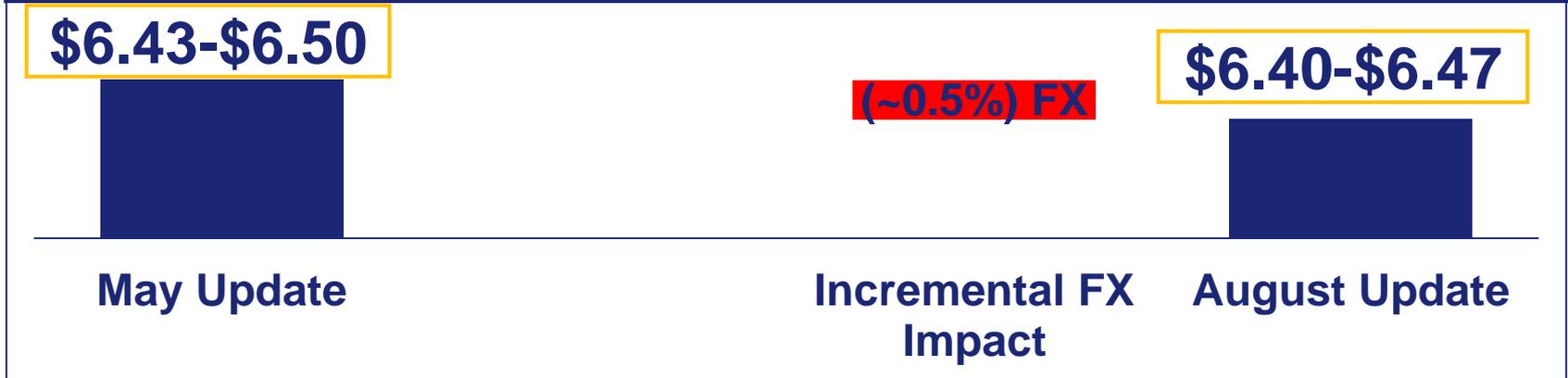
Guidance

FY 2015 Growth % (FXN)	Q1 Act	Q2 Act	Q3 Act ⁽¹⁾	Q3 YTD Act	Q4 Est	FY 2015 Organic Guidance
CFN Stand-alone <i>Prior May Guidance</i>	9.9%	5.4%	(2.2%) <i>(5 to 7%)</i>	3.9%	~3% <i>3 to 5%</i>	~3.5% <i>~3%</i>
BDX Stand-alone <i>Prior May Guidance</i>	5.3%	4.9%	4.6% <i>~5%</i>	4.9%	~5%	~5%
Combined Organic <i>Prior May Guidance</i>	6.7%	5.0%	2.3% <i>1-2%</i>	4.6%	~4.5%	~4.5%

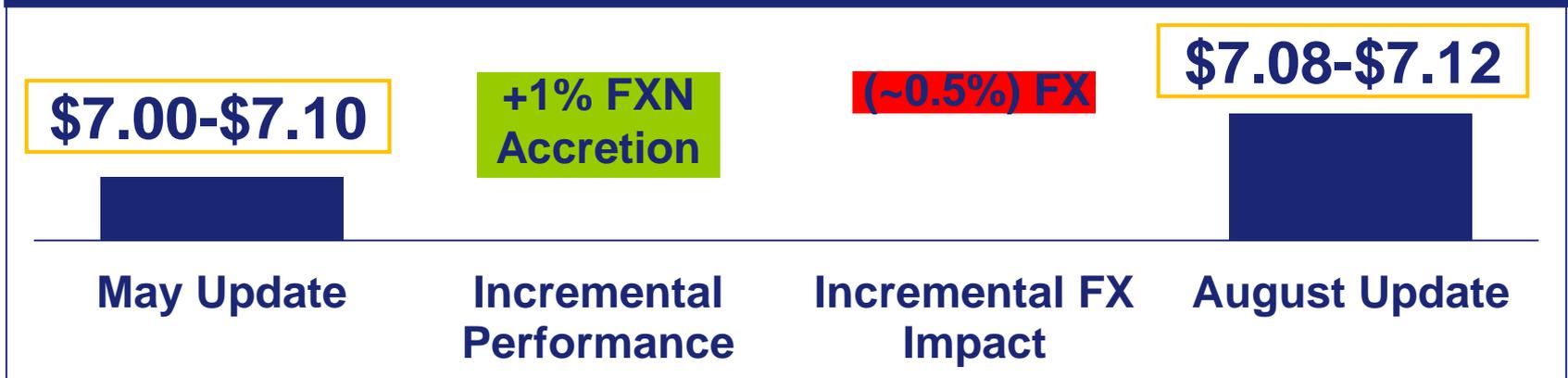
Notes:

- (1) Q3 CFN growth of (2.0%) FXN or (2.2%) organic; Q3 BDX growth of 4.7% FXN or 4.6% organic, and Q3 Combined 2.4% FXN or 2.3% organic. A reconciliation is included in appendix of this presentation.
- (2) Guidance or actual results updates denoted in bold.
- (3) Prior May guidance denoted in italics if guidance changed or as comparison to actual results.
- (4) Reflects BDX fiscal year calendar.
- (5) Combined Organic represents comparable full year organic revenue growth resulting from BDX & CFN.

BDX Legacy – Adjusted FY15 EPS Guidance



Total Company – Adjusted FY15 EPS Guidance



	Previous May Guidance		August Guidance Update	
	BDX Stand-alone	Total Company	BDX Stand-alone	Total Company
Total Revenues - FXN	~5%	28% to 29%	~5%	28.5% to 29%
Total Revenues - Rptd	(1.5%)	21% to 22%	(2.0%)	21% to 21.5%
Medical – FXN	4.5% to 5%	48% to 49%	4.5% to 5%	48.5% to 49%
Life Sciences – FXN	~5%	~5%	~5%	~5%
EPS	\$6.43 to \$6.50	\$7.00 to \$7.10	\$6.40 to \$6.47	\$7.08 to \$7.12
EPS – FXN	9.0% to 10.0%	~10% Accretion 19% to 20%	9.0% to 10.0%	~ 11% Accretion 20% to 21%

- Raise EPS guidance to \$7.08 to \$7.12, despite incremental FX pressures

Vincent A. Forlenza

Chairman, CEO and President



New Program and Product Launch Updates: Medical & Biosciences

Medical Program/Product	Planned Launch Date
BD Intelliport™ Medication Management System	<ul style="list-style-type: none">✓ Q1 FY 2015 FDA Clearance● Q4 FY 2015 Launch (1Q Delay)
BD Insulin Infusion Sets	<ul style="list-style-type: none">✓ FY 2015 FDA Clearance➤ FY 2016 Launch
BD Simplist™ Prefilled Injectables	
● Heparin Sodium Injection, USP	➤ FY 2016
● Hydromorphone Hydrochloride Injection, USP	➤ FY 2016

Biosciences Program/Product	Planned Launch Date
BD Horizon™ (Sirigen) Dyes	<ul style="list-style-type: none">✓ Q1 FY 2015● Q4 FY 2015➤ Q1 FY 2016 (1Q Delay)
BD X-14 Research Instrument	➤ 1H FY 2016 (2Q Delay)
BD FACSVia™	● Q4 FY 2015



New Program and Product Launch Updates: Diagnostic Systems

Diagnostic Systems Program/Product

Planned Launch Date

BD MAX™

- Enteric Parasite
 - Launched EU
 - Q4 FY 2015 U.S. (1Q delay)
- Extended Enteric Bacterial
 - FY 2016 EU / FY 2017 U.S.
- Enteric Viral
 - FY 2016 EU / FY 2017 U.S.
- GC/CT and GC/CT/Trich
 - ✔ Launched EU / FY 2016 U.S.
- Vaginitis / Vaginosis
 - FY 2016 EU / U.S.

BD Veritor™ – Next Generation

- FY 2016

BD Totalys™

- Launched EU
- FY 2016 U.S. (1Q-2Q delay)

- Pleased with our third quarter results
- Consistent BD strength and better-than-expected CareFusion results
- Organizational focus on integration and achieving synergies
- Strong performance and full year outlook give us the confidence to raise our FY 2015 EPS guidance
- Look forward to a successful finish of this historic year for BD

Q & A



BD Medical: Key Brand Mapping*

Business Unit		Key Platforms ¹	Key Brands ¹
BD Medical	Medication Management Solutions	★ Dispensing Technologies	Pyxis [®] , Rowa [®]
		★ Infusion Systems	Alaris [®]
		★ Other	MedMined [®]
	Medication and Procedural Solutions	Medical Surgical Systems	BD PosiFlush [®] , BD Insyte [®] Autoguard [®]
		★ Infection Prevention	ChloraPrep [®] , MaxGuard [®]
		★ Medical Specialties	PleurX [®] , V.Mueller [®]
	Respiratory Solutions	★ Respiratory Technologies	AVEA [®] , Vela [®] and LTV [®] Series
		★ Specialty Disposables	AirLife [®] , Vital Signs
	Pharmaceutical Systems	Pharmaceutical Systems	Hypak [®] , Neopak [®]
		SAIS	Physioject [®] , BD Vystra [®]
Diabetes Care	Diabetes Care	BD Nano [®] , BD PentaPoint [®]	

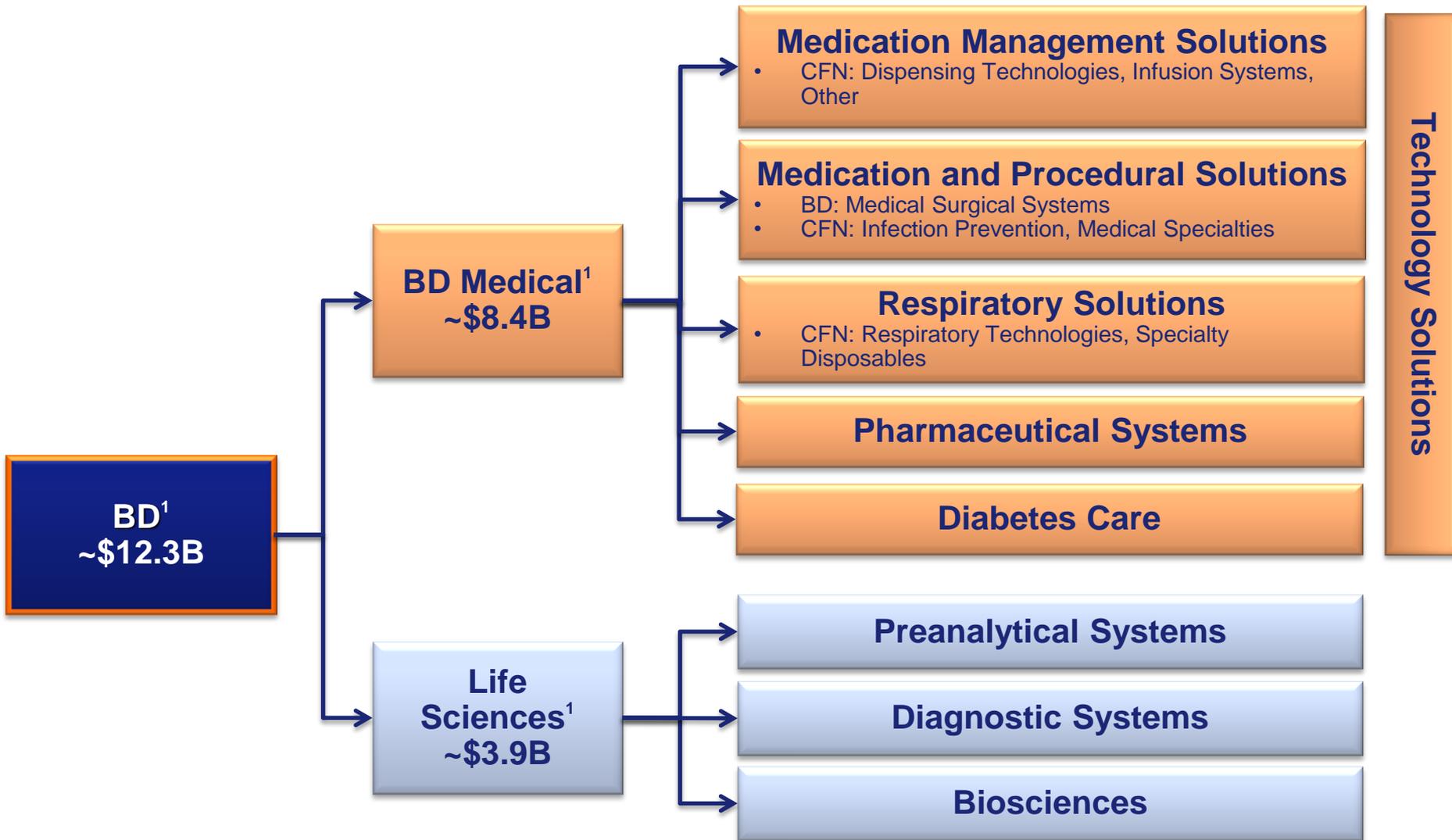
* Note: External reporting will be provided at the business unit level in total, and will not be broken out at the key platform level.

★ Led by retained CareFusion management.

¹ Shaded items are legacy CareFusion Business Lines and Brands. All reporting changes which incorporate CareFusion data are effective for results beginning in Q3 FY 2015. CareFusion's operating results included in BD's consolidated results beginning on April 1, 2015.



Total Company Reportable Segments: New View for Second Half of FY2015 and Beyond



¹ Addition of FY14 annual revenue for each company based on legacy fiscal year ends. All reporting changes which incorporate CareFusion data are effective for results beginning in Q3 FY 2015. CareFusion's operating results included in BD's consolidated results beginning on April 1, 2015.

The Technology Solutions business unit will support all BD Medical units and is not intended to contain reportable revenues.



Q3 FY 2015 & Q3 FY 2014 Adjustment Reconciliations

(Unaudited; Amounts in millions, except per share data)

Three Months Ended June 30, 2015											
	Revenues	Gross Profit	Selling and Administrative Expense	Research and Development Expense	Acquisition-related Cost	Operating Income	Interest Expense	Other Income, Net	Income Tax Provision	Net Income	Diluted Earnings per Share
Reported \$ for Three Months Ended June 30, 2015	\$ 3,120	\$ 1,188	\$ 764	\$ 178	\$ 108	\$ 137	\$ (105)	\$ 5	\$ (23)	\$ 62	\$ 0.29
<i>Reported % of Revenues</i>		38.1%	24.5%	5.7%		4.4%				2.0%	
<i>Reported effective tax rate</i>									-60.0%		
Specified items:											
Financing costs ⁽¹⁾	-	-	-	-	-	-	5	-	2	3	0.01
Transaction costs ⁽¹⁾	-	-	-	-	(9)	9	-	-	3	6	0.03
Integration costs ⁽¹⁾	-	-	-	-	(24)	24	-	-	9	15	0.07
Restructuring costs ⁽¹⁾	-	-	-	-	(75)	75	-	-	28	47	0.22
Purchase accounting adjustments ⁽²⁾	13	444	(3)	-	-	447	(8)	-	128	311	1.45
Employee termination cost-related amounts ⁽³⁾	-	(3)	-	2	-	(5)	-	-	(2)	(3)	(0.01)
Adjusted \$ for Three Months Ended June 30, 2015	\$ 3,133	\$ 1,629	\$ 761	\$ 180	\$ -	\$ 687	\$ (108)	\$ 5	\$ 145	\$ 441	\$ 2.05
<i>Adjusted % of Revenues</i>		52.0%	24.3%	5.7%		21.9%				14.1%	
<i>Adjusted effective tax rate</i>									24.8%		
Three Months Ended June 30, 2014											
	Revenues	Gross Profit	Selling and Administrative Expense	Research and Development Expense	Acquisition-related Cost	Operating Income	Interest Expense	Other Expense, Net	Income Tax Provision	Net Income	Diluted Earnings per Share
Reported \$ for Three Months Ended June 30, 2014	\$ 2,157	\$ 1,111	\$ 528	\$ 137	\$ -	\$ 445	\$ (33)	\$ (2)	\$ 97	\$ 326	\$ 1.65
<i>Reported % of Revenues</i>		51.5%	24.5%	6.4%		20.6%				15.1%	
<i>Reported effective tax rate</i>									23.0%		
Specified items:											
Purchase accounting adjustments ⁽⁴⁾	-	19	-	-	-	19	-	-	6	13	0.07
Research and development charge ⁽⁵⁾	-	-	-	(9)	-	9	-	-	4	6	0.03
Adjusted \$ for Three Months Ended June 30, 2014	\$ 2,157	\$ 1,130	\$ 528	\$ 128	\$ -	\$ 473	\$ (33)	\$ (2)	\$ 107	\$ 344	\$ 1.75
<i>Adjusted % of Revenues</i>		52.4%	24.5%	5.9%		21.9%				16.0%	
<i>Adjusted effective tax rate</i>									23.7%		
Three Months Ended June 30, 2015 versus June 30, 2014											
Adjusted \$ change	\$ 976	\$ 499	\$ (233)	\$ (52)	\$ -	\$ 214	\$ (75)	\$ 7	\$ (39)	\$ 97	\$ 0.30
Adjusted % change	45.2%	44.2%	(44.2%)	(40.6%)	-	45.2%	NM	NM	(36.3%)	28.0%	17.1%
Foreign currency translation impact	\$ (224)	\$ (134)	\$ 46	\$ 4	\$ -	\$ (84)	\$ 0	\$ (1)	\$ 21	\$ (64)	\$ (0.30)
Adjusted foreign currency neutral \$ change	\$ 1,200	\$ 634	\$ (280)	\$ (56)	\$ -	\$ 298	\$ (75)	\$ 8	\$ (59)	\$ 161	\$ 0.60
Adjusted foreign currency neutral % change	55.6%	56.1%	(53.0%)	(43.7%)	-	62.9%	NM	NM	NM	46.6%	34.3%

⁽¹⁾ Represents financing, transaction, integration and restructuring costs associated with the CareFusion acquisition.

⁽²⁾ Represents non-cash amortization expense of \$148 million pre-tax associated with acquisition related identifiable intangible assets, including CareFusion, as well as the net amortization of purchase accounting adjustments of \$291 million pre-tax to reflect CareFusion's inventory, fixed assets, debt and deferred revenue balances at fair value as of the acquisition date.

⁽³⁾ Represents an adjustment to the liability for employee termination costs recorded relative to workforce reduction actions taken in the fourth quarter of fiscal year 2014.

⁽⁴⁾ Represents non-cash amortization expense associated with acquisition related identifiable intangible assets.

⁽⁵⁾ Represents a charge associated with the decision to terminate a research and development program in the Medical segment; the charge relates to program asset write-offs and obligations.



Q3 FY 2015 Reconciliation of Reported Diluted EPS to Adjusted Diluted EPS

(Unaudited)

	Three Months Ended June 30,						
	2015	2014	Growth	Foreign Currency Translation	Foreign Currency Neutral Growth	Growth %	Foreign Currency Neutral Growth %
Reported Diluted Earnings per Share	\$ 0.29	\$ 1.65	\$ (1.36)	\$ (0.29)	\$ (1.07)	(82.4%)	(64.8%)
Financing Costs (\$5 million or \$3 million after-tax) ⁽¹⁾	0.01	-					
Transaction Costs (\$9 million or \$6 million after-tax) ⁽¹⁾	0.03	-					
Integration Costs (\$24 million or \$15 million after-tax) ⁽¹⁾	0.07	-					
Restructuring Costs (\$75 million or \$47 million after-tax) ⁽¹⁾	0.22	-					
Purchase Accounting Adjustments (\$439 million or \$311 million after-tax and \$19 million or \$13 million after-tax, respectively)	1.45 ⁽²⁾	0.07 ⁽³⁾		(0.01)			
Employee Termination Cost-related Amounts (\$5 million or \$3 million after-tax) ⁽⁴⁾	(0.01)	-					
Research and Development Charges (\$9 million or \$6 million after-tax) ⁽⁵⁾	-	0.03					
Adjusted Diluted Earnings per Share	\$ 2.05	\$ 1.75	\$ 0.30	\$ (0.30)	\$ 0.60	17.1%	34.3%

⁽¹⁾ Represents financing, transaction, integration and restructuring costs associated with the CareFusion acquisition.

⁽²⁾ Represents non-cash amortization expense of \$148 million pre-tax associated with acquisition related identifiable intangible assets, including CareFusion, as well as the net amortization of purchase accounting adjustments of \$291 million pre-tax to reflect CareFusion's inventory, fixed assets, debt and deferred revenue balances at fair value as of the acquisition date.

⁽³⁾ Represents non-cash amortization expense associated with acquisition related identifiable intangible assets.

⁽⁴⁾ Represents an adjustment to the liability for employee termination costs recorded relative to workforce reduction actions taken in the fourth quarter of fiscal year 2014.

⁽⁵⁾ Represents a charge associated with the decision to terminate a research and development program in the Medical segment; the charge relates to program asset write-offs and obligations.



June YTD FY 2015 & FY 2014 Adjustment Reconciliations

(Unaudited; Amounts in millions, except per share data)

	Nine Months Ended June 30, 2015										
	Revenues	Gross Profit	Selling and Administrative Expense	Research and Development Expense	Acquisition-related Cost	Operating Income	Interest Expense	Other Income, Net	Income Tax Provision	Net Income	Diluted Earnings per Share
Reported \$ for Nine Months Ended June 30, 2015	\$ 7,222	\$ 3,279	\$ 1,820	\$ 437	\$ 244	\$ 779	\$ (272)	\$ 23	\$ 35	\$ 514	\$ 2.52
<i>Reported % of Revenues</i>		45.4%	25.2%	6.0%		10.8%				7.1%	
<i>Reported effective tax rate</i>									6.4%		
Specified items:											
Financing costs ⁽¹⁾	-	-	-	-	-	-	107	-	42	65	0.32
Transaction costs ⁽¹⁾	-	-	-	-	(52)	52	-	-	18	35	0.17
Integration costs ⁽¹⁾	-	-	-	-	(55)	55	-	-	21	34	0.17
Restructuring costs ⁽¹⁾	-	-	-	-	(136)	136	-	-	53	83	0.41
Purchase accounting adjustments ⁽²⁾	13	480	(3)	-	-	483	(8)	(9)	140	326	1.60
Employee termination cost-related amounts ⁽³⁾	-	(3)	-	2	-	(5)	-	-	(2)	(3)	(0.01)
Litigation-related charge ⁽⁴⁾	-	-	(12)	-	-	12	-	-	4	7	0.04
Dilutive share impact ⁽⁵⁾	-	-	-	-	-	-	-	-	-	-	0.02
Adjusted \$ for Nine Months Ended June 30, 2015	\$ 7,235	\$ 3,755	\$ 1,805	\$ 438	\$ -	\$ 1,512	\$ (173)	\$ 14	\$ 312	\$ 1,062	\$ 5.22
<i>Adjusted % of Revenues</i>		51.9%	24.9%	6.1%		20.9%				14.7%	
<i>Adjusted effective tax rate</i>									22.7%		
	Nine Months Ended June 30, 2014										
	Revenues	Gross Profit	Selling and Administrative Expense	Research and Development Expense	Acquisition-related Cost	Operating Income	Interest Expense	Other Income, Net	Income Tax Provision	Net Income	Diluted Earnings per Share
Reported \$ for Nine Months Ended June 30, 2014	\$ 6,244	\$ 3,198	\$ 1,584	\$ 410	\$ -	\$ 1,204	\$ (99)	\$ 4	\$ 261	\$ 884	\$ 4.47
<i>Reported % of Revenues</i>		51.2%	25.4%	6.6%		19.3%				14.2%	
<i>Reported effective tax rate</i>									22.8%		
Specified items:											
Purchase accounting adjustments ⁽⁶⁾	-	56	-	-	-	56	-	-	18	38	0.19
Research and development charges ⁽⁷⁾	-	-	-	(29)	-	29	-	-	11	18	0.09
Other specified items, net ⁽⁸⁾	-	-	(11)	-	-	11	-	(8)	-	2	0.01
Adjusted \$ for Nine Months Ended June 30, 2014	\$ 6,244	\$ 3,254	\$ 1,573	\$ 381	\$ -	\$ 1,301	\$ (99)	\$ (5)	\$ 290	\$ 943	\$ 4.77
<i>Adjusted % of Revenues</i>		52.1%	25.2%	6.1%		20.8%				15.1%	
<i>Adjusted effective tax rate</i>									23.5%		
Nine Months Ended June 30, 2015 versus June 30, 2014											
Adjusted \$ change	\$ 991	\$ 501	\$ (232)	\$ (58)	\$ -	\$ 212	\$ (74)	\$ 18	\$ (22)	\$ 119	\$ 0.45
Adjusted % change	15.9%	15.4%	(14.8%)	(15.1%)	-	16.3%	74.2%	NM	(7.7%)	12.6%	9.4%
Foreign currency translation impact	\$ (417)	\$ (250)	\$ 88	\$ 8	\$ -	\$ (154)	\$ 0	\$ 12	\$ 33	\$ (110)	\$ (0.54)
Adjusted foreign currency neutral \$ change	\$ 1,409	\$ 751	\$ (320)	\$ (65)	\$ -	\$ 366	\$ (74)	\$ 6	\$ (56)	\$ 229	\$ 0.99
Adjusted foreign currency neutral % change	22.6%	23.1%	(20.4%)	(17.1%)	-	28.1%	74.4%	NM	NM	24.2%	20.8%

⁽¹⁾ Represents financing, transaction, integration and restructuring costs associated with the CareFusion acquisition.

⁽²⁾ Represents non-cash amortization expense of \$184 million pre-tax associated with acquisition related identifiable intangible assets, including CareFusion, as well as the net amortization of purchase accounting adjustments of \$291 million pre-tax to reflect CareFusion's inventory, fixed assets, debt and deferred revenue balances at fair value as of the acquisition date. Also includes an acquisition-date accounting gain on a previously held investment in CRISI Medical Systems, Inc. of \$9 million pre-tax.

⁽³⁾ Represents an adjustment to the liability for employee termination costs recorded relative to workforce reduction actions taken in the fourth quarter of fiscal year 2014.

⁽⁴⁾ Represents a charge for plaintiff's attorneys' fees associated with the unfavorable verdict in the antitrust and false advertising lawsuit filed against BD by RTI.

⁽⁵⁾ Represents the dilutive impact of BD shares issued as part of purchase consideration for CareFusion acquisition prior to the consolidation of its operating results beginning on April 1, 2015.

⁽⁶⁾ Represents non-cash amortization expense associated with acquisition related identifiable intangible assets.

⁽⁷⁾ Includes a \$9 million charge associated with the decision to terminate a research and development program in the Medical segment; the charge relates to program asset write-offs and obligations. Also includes a \$20 million charge associated with the write-off of capitalized product software and, to a lesser extent, fixed assets primarily resulting from the discontinuance of an instrument product development program in the Life Sciences segment.

⁽⁸⁾ Represents the cost associated with the decision to early terminate a European distributor arrangement in the Life Sciences segment of \$11 million pre-tax, which was largely offset by a gain from a cash distribution received from the sale of a company, of which BD had a small equity ownership, of \$8 million pre-tax.



YTD June FY 2015 Reconciliation of Reported Diluted EPS to Adjusted Diluted EPS

(Unaudited)

	Nine Months Ended June 30,						
	2015	2014	Growth	Foreign Currency Translation	Foreign Currency Neutral Growth	Growth %	Foreign Currency Neutral Growth %
Reported Diluted Earnings per Share	\$ 2.52	\$ 4.47	\$ (1.95)	\$ (0.52)	\$ (1.43)	(43.6%)	(32.0%)
Financing Costs (\$107 million or \$65 million after-tax) ⁽¹⁾	0.32	-					
Transaction Costs (\$52 million or \$35 million after-tax) ⁽¹⁾	0.17	-					
Integration Costs (\$55 million or \$34 million after-tax) ⁽¹⁾	0.17	-					
Restructuring Costs (\$136 million or \$83 million after-tax) ⁽¹⁾	0.41	-					
Purchase Accounting Adjustments (\$466 million or \$326 million after-tax and \$56 million or \$38 million after-tax, respectively)	1.60 ⁽²⁾	0.19 ⁽³⁾		(0.02)			
Employee Termination Cost-related Amounts (\$5 million or \$3 million after-tax) ⁽⁴⁾	(0.01)	-					
Litigation-related Charge (\$12 million or \$7 million after-tax) ⁽⁵⁾	0.04	-					
Dilutive Share Impact ⁽⁶⁾	0.02	-					
Research and Development Charges (\$29 million or \$18 million after-tax) ⁽⁷⁾	-	0.09					
Other Specified Items, Net (\$2 million or \$2 million after-tax) ⁽⁸⁾	-	0.01					
Adjusted Diluted Earnings per Share	\$ 5.22	\$ 4.77	\$ 0.45	\$ (0.54)	\$ 0.99	9.4%	20.8%

⁽¹⁾ Represents financing, transaction, integration and restructuring costs associated with the CareFusion acquisition.

⁽²⁾ Represents non-cash amortization expense of \$184 million pre-tax associated with acquisition related identifiable intangible assets, including CareFusion, as well as the net amortization of purchase accounting adjustments of \$291 million pre-tax to reflect CareFusion's inventory, fixed assets, debt and deferred revenue balances at fair value as of the acquisition date. Also includes an acquisition-date accounting gain on a previously held investment in CRISI Medical Systems, Inc. of \$9 million pre-tax.

⁽³⁾ Represents non-cash amortization expense associated with acquisition related identifiable intangible assets.

⁽⁴⁾ Represents an adjustment to the liability for employee termination costs recorded relative to workforce reduction actions taken in the fourth quarter of fiscal year 2014.

⁽⁵⁾ Represents a charge for plaintiff's attorneys' fees associated with the unfavorable verdict in the antitrust and false advertising lawsuit filed against BD by RTI.

⁽⁶⁾ Represents the dilutive impact of BD shares issued as part of purchase consideration for CareFusion acquisition prior to the consolidation of its operating results beginning on April 1, 2015. The year-to-date adjusted diluted average shares outstanding (in thousands) is 203,332.

⁽⁷⁾ Includes a \$9 million charge associated with the decision to terminate a research and development program in the Medical segment; the charge relates to program asset write-offs and obligations. Also includes a \$20 million charge associated with the write-off of capitalized product software and, to a lesser extent, fixed assets primarily resulting from the discontinuance of an instrument product development program in the Life Sciences segment.

⁽⁸⁾ Represents the cost associated with the decision to early terminate a European distributor arrangement in the Life Sciences segment of \$11 million pre-tax, which was largely offset by a gain from a cash distribution received from the sale of a company, of which BD had a small equity ownership, of \$8 million pre-tax.



FY 2014 Total Year Adjustment Reconciliation

(Unaudited; Amounts in millions, except per share data)

	Twelve Months Ended September 30, 2014										
	Revenues	Gross Profit	Selling and Administrative Expense	Research and Development Expense	Acquisition-related Cost	Operating Income	Interest Expense	Other Income, Net	Income Tax Provision	Net Income	Diluted Earnings per Share
Reported \$ for Twelve Months Ended September 30, 2014	\$ 8,446	\$ 4,301	\$ 2,145	\$ 550	\$ -	\$ 1,606	\$ (135)	\$ 5	\$ 337	\$ 1,185	\$ 5.99
<i>Reported % of Revenues</i>		50.9%	25.4%	6.5%		19.0%				14.0%	
<i>Reported effective tax rate</i>									22.1%		
Specified items:											
Transaction costs ⁽¹⁾	-	-	(6)	-	-	6	-	-	2	4	0.02
Purchase accounting adjustments ⁽²⁾	-	74	-	-	-	74	-	-	23	51	0.26
Employee termination cost-related amounts ⁽³⁾	-	14	(11)	(11)	-	36	-	-	13	23	0.12
Research and development charges ⁽⁴⁾	-	-	-	(26)	-	26	-	-	10	16	0.08
Pension settlement charge ⁽⁵⁾	-	2	(2)	-	-	3	-	-	1	2	0.01
Other specified items, net ⁽⁶⁾	-	5	(11)	-	-	16	-	(8)	2	6	0.03
Adjusted \$ for Twelve Months Ended September 30, 2014	\$ 8,446	\$ 4,396	\$ 2,115	\$ 514	\$ -	\$ 1,767	\$ (135)	\$ (3)	\$ 388	\$ 1,286	\$ 6.50
<i>Adjusted % of Revenues</i>		52.0%	25.0%	6.1%		20.9%				15.2%	
<i>Adjusted effective tax rate</i>									23.2%		

⁽¹⁾ Represents transaction costs associated with the CareFusion acquisition.

⁽²⁾ Represents non-cash amortization expense associated with acquisition related identifiable intangible assets.

⁽³⁾ Represents employee termination costs associated with a workforce reduction.

⁽⁴⁾ Includes a \$6 million charge associated with the decision to terminate a research and development program in the Medical segment; the charge relates to program asset write-offs and obligations. Also includes a \$20 million charge associated with the write-off of capitalized product software and, to a lesser extent, fixed assets primarily resulting from the discontinuance of an instrument product development program in the Life Sciences segment.

⁽⁵⁾ Primarily represents non-cash pension settlement charges associated with lump sum benefit payments made primarily from the Company's U.S. supplemental pension plan, as such payments exceeded the service and interest components of the plan's pension cost in each year. The charges also included settlement losses associated with certain foreign pension plans.

⁽⁶⁾ Includes the cost associated with the decision to early terminate a European distributor arrangement in the Life Sciences segment of \$11 million pre-tax. Also includes a charge resulting from the adjustment to the carrying amount of an asset that is being held for sale of \$5 million pre-tax, and a gain from a cash distribution received from the sale of a company, of which BD had a small equity ownership, of \$8 million pre-tax.



FY 2015 Reconciliation - FX Impact Emerging Markets and China

(Unaudited; Amounts in millions)

	Three Months Ended June 30,				
	FY 2015	FY 2014	% Change		
Reported			FX Neutral	FX Impact	
Total Emerging Markets Revenue	\$ 539	\$ 530	1.6%	11.0%	-9.4%
Total Emerging Markets Safety Revenue	123	121	1.2%	13.5%	-12.3%
Total China Revenue	153	132	15.7%	15.4%	0.3%
Total BD Standalone Revenues	2,069	2,157	-4.1%	4.7%	-8.7%

	Nine Months Ended June 30,				
	FY 2015	FY 2014	% Change		
Reported			FX Neutral	FX Impact	
Total Emerging Markets Revenue	\$ 1,598	\$ 1,541	3.7%	10.4%	-6.7%
Total Emerging Markets Safety Revenue	357	339	5.4%	14.0%	-8.6%
Total China Revenue	455	389	17.0%	17.8%	-0.8%
Total BD Standalone Revenues	6,171	6,244	-1.2%	5.0%	-6.1%



FY 2015 Organic Growth Outlook Reconciliation

Organic Revenues Growth

	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q3 YTD</u>	<u>Q4</u> (estimated)	<u>Full Year</u> <u>FY2015</u> (estimated)
CareFusion Revenues, Reported	16.1%	3.0%	(5.2%)	3.9%	~0.0%	~3.0%
FX Impact	(1.4%)	(2.4%)	(3.2%)	(2.4%)	~(3.5%)	~(2.5%)
CareFusion Revenues, FXN	<u>17.5%</u>	<u>5.4%</u>	<u>(2.0%)</u>	<u>6.3%</u>	<u>~3.5%</u>	<u>~5.5%</u>
CareFusion Inorganic Revenues, FXN	<u>(7.6%)</u>	<u>-</u>	<u>(0.2%)</u>	<u>(2.4%)</u>	<u>~(0.5%)</u>	<u>~(2.0%)</u>
CareFusion Organic Revenues, FXN	9.9%	5.4%	(2.2%)	3.9%	~3.0%	~3.5%
BD Standalone Revenues, Reported	1.8%	(1.0%)	(4.1%)	(1.2%)	~(3.5%)	~(2.0%)
FX Impact	(3.5%)	(5.9%)	(8.7%)	(6.1%)	~(8.5%)	~(7.0%)
BD Standalone Revenues, FXN	<u>5.3%</u>	<u>4.9%</u>	<u>4.7%</u>	<u>5.0%</u>	<u>~5.0%</u>	<u>~5.0%</u>
BD Standalone Inorganic Revenues, FXN	<u>NM</u>	<u>NM</u>	<u>(0.1%)</u>	<u>(0.1%)</u>	<u>NM</u>	<u>NM</u>
BD Standalone Organic Revenues, FXN	5.3%	4.9%	4.6%	4.9%	~5.0%	~5.0%
CareFusion Organic Revenues, FXN						~3.5%
BD Standalone Organic Revenues, FXN						~5.0%
BD Including CareFusion Organic Revenues, FXN						~4.5%

NM - Not Meaningful

FXN = Foreign Currency Neutral



FY 2015 Outlook Reconciliation

FY2015 OUTLOOK RECONCILIATION

	BD Standalone			BD Including CareFusion Accretion		
	Revenues	FX Impact	FXN Basis	Revenues	FX Impact	FXN Basis
Full Year FY2015 Estimated Growth on a Reported Basis	~(2.0%)	~(7.0%)	~5.0%	20.7% - 21.2%	~(7.5%)	28.2% - 28.7%
Deferred Revenue Adjustment	-	-	-	~0.3%	NM	~0.3%
Adjusted Full Year FY2015 Estimated Growth	~(2.0%)	~(7.0%)	~5.0%	21.0% - 21.5%	~(7.5%)	28.5% - 29.0%
	Full Year FY 2015 (estimated)	Full Year FY 2014	% Increase	Full Year FY 2015 (estimated)	Full Year FY 2014	% Increase
Reported Fully Diluted Earnings per Share	\$ 6.19 - 6.26	\$ 5.99	NM	\$ 3.85 - 3.89	\$ 5.99	NM
Financing Costs	-	0.02		0.32	0.02	
Transaction Costs	-	-		0.17	-	
Integration Costs	-	-		0.17	-	
Restructuring Costs	-	-		0.41	-	
Purchase Accounting Adjustments	0.18	0.26		2.11	0.26	
Employee Termination Cost-related Amounts	(0.01)	-		(0.01)	-	
Litigation-related Charge	0.04	-		0.04	-	
Dilutive Share Impact	-	-		0.02	-	
Non-acquisition Related Employee Termination Costs	-	0.12		-	0.12	
Research and Development Charges ⁽¹⁾	-	0.08		-	0.08	
Pension Settlement Charge	-	0.01		-	0.01	
Other Specified Items, Net ⁽²⁾	-	0.03		-	0.03	
Adjusted Fully Diluted Earnings per Share	<u>\$ 6.40 - 6.47</u>	<u>\$ 6.50</u>	(1.5%) - (0.5%)	<u>\$ 7.08 - 7.12</u>	<u>\$ 6.50</u>	8.5% - 9.5%
FX Impact			(10.5%)			(11.5%)
Adjusted FXN Growth			9.0% - 10.0%			20.0% - 21.0%

⁽¹⁾ Includes a write-off of capitalized product software and, to a lesser extent, fixed assets primarily resulting from the discontinuance of an instrument product development program in the Life Sciences segment and a charge associated with the decision to terminate a research and development program in the Medical segment.

⁽²⁾ Includes the cost associated with the decision to early terminate a European distributor arrangement in the Life Sciences segment. Also includes a charge resulting from the adjustment to the carrying amount of an asset that is being held for sale, and a gain from a cash distribution received from the sale of a company, of which BD had a small equity ownership.