

**UNITED STATES DISTRICT COURT
DISTRICT OF NEW JERSEY**

IN RE BECTON, DICKINSON AND
COMPANY STOCKHOLDER DERIVATIVE
LITIGATION

Master File No. 2:20-cv-15474-SRC-
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**SUMMARY NOTICE OF
PENDENCY AND PROPOSED
SETTLEMENT OF STOCKHOLDER
ACTION**

**SUMMARY NOTICE OF PENDENCY AND PROPOSED SETTLEMENT
OF STOCKHOLDER ACTION**

TO: ALL RECORD AND BENEFICIAL OWNERS OF BECTON, DICKINSON AND COMPANY (“BD”) COMMON STOCK AS OF JUNE 5, 2025, EXCLUDING THE INDIVIDUAL DEFENDANTS, THE OFFICERS AND DIRECTORS OF BD, MEMBERS OF THEIR IMMEDIATE FAMILIES, AND ANY ENTITY IN WHICH INDIVIDUAL DEFENDANTS HAVE OR HAD A CONTROLLING INTEREST (“CURRENT BD STOCKHOLDERS”).

THIS NOTICE IS GIVEN pursuant to an order of the U.S. District Court for the District of New Jersey (the “Court”), to inform you of a proposed stipulated settlement (the “Settlement”) in the above-captioned derivative action (the “Consolidated Federal Derivative Action”) and substantially similar actions defined collectively with the Consolidated Federal Derivative Action in a Stipulation of Settlement dated June 5, 2025 (“Stipulation”) as the “Derivative Actions.” The Derivative Actions involve claims filed by stockholders derivatively on behalf of BD against certain of its officers and directors alleging breaches of fiduciary duties relating to alleged misstatements in certain of BD’s filings with Securities and Exchange Commission and other public statements prior to February 2020. The Consolidated Federal Derivative Action also involves claims for unjust enrichment, contribution under the Sections 10(b) and 21D of the Securities Exchange Act, insider selling and violations of Section 14(a) of the Securities Exchange Act.

Defendants, individually and collectively, have denied and continue to deny each and all of the allegations, claims and contentions in the Derivative Action, including all charges of fault, wrongdoing or liability arising out of any of the conduct, statements, acts or omissions alleged, or that could have been alleged, in the Derivative Action. Nonetheless, Defendants have agreed to the Settlement on the terms and subject to the conditions in the Stipulation. Under the terms of the Stipulation, BD has agreed that within sixty (60) days of the Effective Date (as defined in the Stipulation), BD will adopt certain corporate governance modifications (“Modifications”), which BD shall maintain for a period of not less than four (4) years. In addition, within twenty (20) business days of the order preliminarily approving the Settlement, BD’s Directors & Officers insurance carriers will cause the sum of \$9,000,000 (the “Settlement Fund”) to be paid into a settlement account, the balance of which, after deduction of notice costs and any Fee and Expense Amount and Service Awards (as defined in the Stipulation), Plaintiffs’ counsel will cause to be paid to the Company within ten (10) business days of the Effective Date. The Parties agree that the initiation, pendency and settlement of the Derivative Actions, and the Plaintiffs’ efforts in connection therewith, were the cause of the Settlement Fund and a material factor in the implementations of the Modifications. The Parties further agree that the Modifications confer a material benefit on the Company and that the Settlement is in all respects fair, reasonable, and in the best interests of the Company and its stockholders.

In connection with a motion for final approval of the Settlement, Plaintiffs’ counsel will seek approval of the Fee and Expense Amount in the amount of \$3,470,000, to be paid out of the Settlement Fund. Plaintiffs’ counsel may also apply on behalf of Plaintiffs for Service Awards of \$5,000 in recognition of Plaintiffs’ participation and efforts in the prosecution of the Derivative Actions (as defined in the Stipulation), to be funded from the Fee and Expense Amount.

YOU ARE HEREBY NOTIFIED THAT a hearing (the “Settlement Hearing”) will be held on August 11, 2025, at 10:00 a.m., before the Honorable U.S. District Judge Stanley R. Chesler of

the U.S. District Court for the District of New Jersey, in Courtroom 2 at the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street Newark, NJ 07102, for the purpose of determining whether the Settlement should be approved as fair, reasonable, and adequate and whether the Fee and Expense Amount, including the Service Awards, should be approved. The Court may decide to approve the Settlement without a hearing and without further notice to BD stockholders or move the Settlement Hearing to Zoom or another similar virtual platform without further notice to BD stockholders.

As this is a stockholder derivative action brought for the benefit of BD, no individual Current BD Stockholder has the right to receive any individual compensation as a result of the Settlement. This is not a “class action.” Thus, there is no common fund upon which you can make a claim for a monetary payment.

IF YOU ARE AN OWNER OF BD COMMON STOCK, YOUR RIGHTS MAY BE AFFECTED BY THE SETTLEMENT. This notice contains only a summary of the Consolidated Federal Derivative Action and the terms of the Settlement. The terms and conditions of the proposed Settlement are set forth fully in the Stipulation described above. If you are a Current BD Stockholder, you may obtain a copy of a detailed notice to Current BD Stockholders (the “Notice”) describing the Consolidated Federal Derivative Action, the proposed Settlement, and the rights of Current BD Stockholders with regard to the Settlement, as well as a copy of the Stipulation, by visiting the website <https://investors.bd.com/>.

Should you have any other questions regarding the proposed Settlement, please contact the following counsel for Plaintiffs:

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Any Current BD Stockholder may object and/or appear and show cause, if he, she, or it has any concern, why the Settlement should not be finally approved as fair, reasonable, and adequate, why the Judgment should not be entered thereon, or why the Fee and Expense Amount and any Service Awards should not be finally approved; provided, however, that unless otherwise ordered by the Court, no Current BD Stockholders shall be heard or entitled to contest the approval of the terms and conditions of the Settlement, or, if approved, the Judgment to be entered approving the Settlement, the Fee and Expense Amount, or Service Awards, unless that stockholder has filed ***at least fourteen (14) days prior to the Settlement Hearing*** an objection with the Court. Any objection to the Settlement, the Fee and Expense Amount, or the Service Awards must be filed, in accordance with the procedures set forth in the Notice, with the Clerk of the Court (Honorable U.S. District Judge Stanley R. Chesler of the U.S. District Court for the District of New Jersey, in Courtroom 2 at the Martin Luther King Building & U.S. Courthouse, 50 Walnut Street Newark, NJ 07102), no later than July 28, 2025, and served by hand or first class mail (postage prepaid) for delivery by the same date on counsel for the Federal Derivative Action Plaintiffs (at the addresses listed above) and on counsel for Defendants (at the addresses listed below):

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**PLEASE DO NOT CALL OR WRITE THE COURT, BD, OR THE INDIVIDUAL
DEFENDANTS REGARDING THIS NOTICE.**