Global Antibribery & Anticorruption Policy

Effective: 17 June 2019

Purpose

At BD we do what is right. Acting with integrity is critical to ensuring our success and protecting our reputation as we strive to *advance the world of health*. An important part of achieving our objectives is interacting and collaborating with government officials ("GOs"), healthcare professionals ("HCPs"), and healthcare organizations ("HCOs"). Collaboration with GOs, HCPs, and HCOs in both the public and private sector must be ethical, compliant, and must not have (*or appear to have*) an improper influence on government official decisions, medical judgment, purchasing decisions, or product recommendations. We must ensure that such interactions do not involve bribery, corruption, or other improper behavior. For these reasons, we do not offer, promise, provide, authorize, or accept improper payments, and we record all payments accurately.

Scope

This policy applies to Becton, Dickinson and Company, its divisions, and majority-owned or controlled subsidiaries ("BD").

All BD associates and agents must adhere to this policy.

If a country has laws that impose stricter standards, the stricter standards must govern activities of BD associates. Local BD policy should be developed and implemented to ensure BD associates are familiar with the stricter standards.

Policy

General requirements

Associates and external business partners must conduct their activities in full compliance with all applicable antibribery and anticorruption laws, including local laws and industry codes in the countries where BD operates, as well as laws with cross-border implications such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act.

Associates shall not make improper payments.

Associates may not offer, promise, provide, or authorize giving anything of value—directly or indirectly—to anyone in exchange for an improper business advantage. BD also prohibits giving anything that may have value to a GO in order to: (1) encourage the GO to perform or fail to perform any act; or (2) to use his or her influence to affect or influence a government or governmental entity's decision, including procurement decisions. BD may be liable for improper payments made by associates.

BD

The term "anything of value" is interpreted broadly and is construed from the recipient's perspective.

Items that have value include both tangible items—such as cash, gift cards, meals, travel, gifts, entertainment, donations, grants, sponsorships, and consulting arrangements —and intangible items, such as employment offers.

Often, it may be difficult to determine whether an individual is a GO. When in doubt, associates should contact the Ethics & Compliance Department for assistance and err on the side of caution.

Consulting arrangements with HCPs

BD enters into consulting arrangements with qualified, experienced, and skilled HCPs to improve our products, make innovations in patient care, and educate others on the safe and effective use of BD products. BD does not enter into consulting arrangements (*i.e., any arrangement entered into by BD to engage an HCP for professional services in exchange for any type of compensation or remuneration*) to improperly influence the purchase, lease, recommendation, procurement, use, or prescription of BD products and services. All consulting arrangements must comply with established BD policies and procedures, including the Global Standards on Interactions with HCPs, HCOs, and GOs.

External business partners that interact with HCPs or GOs

BD requires its external business partners to adhere to the same ethical standards as associates. If any associate has reason to suspect that an external business partner is engaging in improper conduct, such conduct must be reported immediately to the Ethics & Compliance Department. Failure to report such conduct may result in serious consequences for both BD and the associate.

Using a risk-based approach, BD performs antibribery and anticorruption due diligence prior to engaging or re-engaging certain external business partners that will, or are likely to, interact with HCPs or GOs on our behalf. BD monitors these relationships and renews due diligence periodically. BD ensures that all documentation concerning the relationship is current and complete. All such engagements must comply with established BD policies and procedures.

Public procurement

BD prohibits offering, promising, or providing anything of value to improperly influence the outcome of public procurement. In accordance with written bid specifications and consistent with BD policies, BD may provide certain free-of-charge products and services during the tender process for testing or educational purposes.

Grants & donations

In accordance with established BD policies and procedures, BD may provide research grants, educational grants, and charitable contributions. BD does not support or participate in educational programs or provide grants for research and education that are contingent upon, or related to, the purchase, lease, recommendation, procurement, use, or prescription of BD products an d services.

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BD does not make charitable donations that are contingent upon, or related to, the purchase, lease, recommendation, procurement, use, or prescription of BD products and services, or any business advantage offered to BD.

BD may provide grants and/or charitable donations as part of a transparent tender process if approved by the appropriate Regional Ethics & Compliance Director.

Political contributions

BD prohibits the use of company funds and assets to support U.S. federal or state candidates, political parties, ballot measures, or referendum campaigns. Exceptions to this policy require approval by the CEO, General Counsel, and a designated member of the Board of Directors Corporate Nominating and Governance Committee.

Any political contributions outside the U.S. must meet all of the following conditions:

- Compliant with all applicable laws, the BD Code of Conduct, and BD policies, as verified by the Law Group
- Publicly reported, on at least an annual basis, by formal bodies governing the local and/or national political process
- Approved by the Company CEO, General Counsel, Country Leader, and designated member of the Board of Directors Corporate Nominating and Governance Committee

In all cases, BD policy prohibits directors and associates from using company resources to promote their personal political views, causes or candidates, and prohibits the company from directly or indirectly reimbursing any personal political contributions or expenses.

For more detailed guidance please refer to the Our Participation in the Political Process site.

Facilitating payments

BD prohibits making facilitating payments (*i.e., payments to expedite a government action or secure a routine government action*). Facilitating payments do not include standard published fees for expedited services. Payments necessary to avoid physical harm may be permitted. Associates must report making a personal safety payment to the Chief Compliance Officer, Law Group, and Ethics & Compliance Department as soon as possible after the danger has passed. Associates must also provide written records of the amount of the personal safety payment, means of payment, recipient(*s*), and circumstances regarding the payment.

Reporting requirements, whistleblower protection, & cooperation

BD takes its commitment to antibribery and anticorruption compliance seriously and expects all associates to share that commitment. BD therefore requires that associates report actual or suspected violations of applicable law or this policy to their supervisors, Human Resources, the Law Group, the Ethics & Compliance Department, or the BD Ethics Helpline.

BD has a strict policy that no adverse employment action will be taken against any associate in retaliation for reporting, honestly and in good faith, a violation or suspected violation.

For more detailed information, refer to the Global Speaking Up Policy.

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Internal controls

BD has implemented and maintains internal accounting controls based upon sound accounting principles. This policy and related policies and procedures have been designed to ensure that payments may occur only with appropriate BD authorization. All payments provided, and transactions made in accordance with this policy and related policies and procedures must be timely and accurately recorded and include reasonable detail.

Recordkeeping

BD requires that all documentation and records related to this policy be maintained in accordance with record retention requirements. All transactions made in relation to this policy must be recorded accurately, promptly, and completely. BD prohibits false, misleading, or inaccurate entries in its accounting books and records.

Key definitions

- **Healthcare Professional ("HCP"):** Any individual not employed by BD or any entity that may purchase, lease, prescribe, recommend, use, influence, or arrange for the purchase, lease, use, prescription, or recommendation of BD products.
- **Healthcare Organization ("HCO"):** Any legal entity (*irrespective of the legal or organizational form*) that is a healthcare, medical, or scientific association or organization which may have an influence on the prescription, recommendation, purchase, order, supply, utilization, sale, or lease of healthcare products or services such as a hospital, clinic, laboratory, pharmacy, research institution, foundation, university, or other teaching institution or learned society (*except for patient groups*); or through which one or more HCPs provide services.
- **Government Official ("GO"):** The term Government Official should be interpreted broadly and includes, in certain circumstances, HCPs employed by or acting on behalf of a government-owned or operated healthcare facility, institution, university, or hospital. A Government Official is (*1*) any person who is an officer or employee or who receives any part of his or her compensation from a government, a department, agency, or instrumentality of a government, or a government owned or controlled commercial enterprise, regardless of whether owned or controlled entirely or in part; (*2*) any person who is an officer or employee or who receives any part of his or her compensation from a public or nongovernmental international, national, regional, or local organization; (*3*) all political party officials and candidates for public office; (*4*) any person with the responsibility to allocate or influence expenditures of government funds, including persons serving in unpaid, honorary, or advisory positions; and (*5*) private entities acting under the full authority of the government.

Obligation to report non-compliance

Except as prohibited by applicable law, BD associates have an obligation to report non-compliance with BD policy, both their own non-compliance or the non-compliance of another BD associate or a third party, to their supervisors, Human Resources, the Law Group and/or the Ethics & Compliance Department. The BD Ethics Helpline allows for anonymous reporting of non-compliance except to the extent such anonymous reporting is not allowed by law. You can reach the Ethics Helpline through the phone numbers or website identified on the Ethics & Compliance page on the Maxwell intranet site. You can also report matters via email: ethicsoffice@bd.com.

Any BD associate who fails to meet the standards and expectations of this policy or the Code of Conduct, may be subject to discipline. Such discipline shall be reasonably designed to deter wrongdoing and to promote compliance with this policy and the Code of Conduct, and may include without limitation, corrective actions up to, and including, termination of the individual's employment.

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Exceptions and changes

Exceptions may only be approved by the Chief Ethics & Compliance Officer and Chief Regional Legal Counsel. However, no exceptions can be granted from compliance with applicable laws and regulations.

References

- 15 U.S.C. § 78dd-1. The U.S. "Foreign Corrupt Practices Act"
- U.K. Bribery Act 2010
- Global Standards for Interactions with Healthcare Professionals, Healthcare Organizations, and Government Officials
- Code of Conduct
- Global Speaking Up Policy

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Approval

Author:	**Approver:**
By: Michelle T. Quinn	By: Vincent A. Forlenza
Name:	Name:
Title*: SVP*, *Chief Ethics & Compliance Officer*, *Chief Regulatory Counsel*	Title: *Chairman & Chief Executive Officer*

BD, Franklin Lakes, NJ 07417

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Revision log

Rev	Description of Changes	Changed By	Approved By	Date
1.0	New	Ethics & Compliance	Chief Executive Officer	6/17/19

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