



Becton, Dickinson and Company  
1 Becton Drive  
Franklin Lakes, New Jersey 07417-1880  
United States of America

## **Becton, Dickinson and Company Global Share Investment Program**

### **Supplement to the EU prospectus**

**Supplement to the EU prospectus (initially approved by the Belgian Financial Services and Markets Authority on April 19, 2017 (the "Prospectus")) for the employees of the European Economic Area ("EEA") (direct or indirect) subsidiaries of Becton, Dickinson and Company, prepared pursuant to Article 23 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market. This supplement to the Prospectus (the "Supplement") constitutes a supplement for the purposes of Article 34 of the Law of June 16, 2006 on the public offerings of securities and the admission to trading of securities on a regulated market. The Supplement forms part of, and must be read together with the Prospectus.**

**This Supplement was established by the issuer and the issuer is responsible for this Supplement. The English version of the Supplement has been approved by the Belgian Financial Services and Markets Authority on June 27, 2017. Such approval represents neither an assessment of the opportunity or quality of the transaction nor the authentication of the financial and accounting information presented or more generally the issuer's position, by the Belgian Financial Services and Markets Authority.**

This Supplement will be made available to the employees of the EEA subsidiaries of Becton, Dickinson and Company if the offerings under the Becton, Dickinson and Company Global Share Investment Program are considered public offerings in their respective jurisdictions. At the time of the approval of this Supplement, these jurisdictions are Belgium, France, Germany, Ireland, Italy, The Netherlands, Poland and the United Kingdom. This Supplement will be notified to the competent authorities of these EEA jurisdictions in accordance to Article 18 of Directive 2003/71/EC of November 4, 2003, as amended. This Supplement will be made available online on the HROne portal of Becton, Dickinson and Company in these jurisdictions and free paper copies will be available to the employees upon request by contacting their Human Resources Departments. A Dutch translation of the Supplement has been prepared and can be obtained in the same way as the Supplement itself.

## **Company responsible for the Supplement**

The responsibility for this Supplement is assumed by Becton, Dickinson and Company ("BD" or the "Company"), a company incorporated and existing under the laws of the State of New Jersey, U.S.A., with its registered office at 1 Becton Drive Franklin Lakes, New Jersey 07417-1880, U.S.A., represented by its Board of Directors. BD ensures, having taken all reasonable care, that the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and that the Supplement does not contain omissions likely to affect the import of the Supplement.

Following BD's decision to establish a sub-plan (the "**Sub-Plan**") of the Becton, Dickinson and Company Global Share Investment Program (the "**GSIP**") for the eligible employees of BD Kiestra B.V., a BD subsidiary in the Netherlands, certain amendments to the Prospectus and its exhibits must be made. These amendments are listed below, in order of appearance.

## **AMENDMENTS TO THE PROSPECTUS AND ITS EXHIBITS**

### **A. Page 5 of the Prospectus ('List of Exhibits')**

The text "*EXHIBIT IX TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE GSIP*" is replaced by the following text: "*EXHIBIT IX TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE GSIP IN BELGIUM, FRANCE, GERMANY, IRELAND, ITALY, POLAND AND THE UNITED KINGDOM*".

Two exhibits are added to the list of exhibits, after Exhibit IX, as follows:

*"EXHIBIT X THE BECTON, DICKINSON AND COMPANY GLOBAL SHARE INVESTMENT PROGRAM – SUB-PLAN FOR BD KIESTRA B.V.*

*EXHIBIT XI TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE GSIP IN THE NETHERLANDS"*

### **B. Page 30 of the Prospectus**

The first sentence of the first paragraph on page 30 ("*Certain specific rules apply to the offer of the GSIP in France, the UK, Ireland, Belgium and Italy.*") is replaced by the following text: "*Certain specific rules apply to the offer of the GSIP in France, the UK, Ireland, Belgium, Italy and the Netherlands.*"

### **C. Page 32 of the Prospectus**

After the first paragraph on page 32 ('5. Italy'), a new paragraph is added, as follows:

*"6. The Netherlands*

*In the Netherlands, a sub-plan of the GSIP has been established for the Employees of BD Kiestra B.V. Such sub-plan contains the same terms and conditions as the GSIP, with the following exceptions.*

*"Employees" shall, for the purposes of said sub-plan, also include any individual who is classified as a part-time employee of BD Kiestra B.V.*

*Up to the first three (3%) of a Member's Base Pay elected to be contributed to the GSIP via payroll deduction Deposits shall be treated as Basic Deposits. Any amount in excess of a Member's Basic Deposits shall be treated as Additional Deposits.*

*A Member will always have a Vested Interest in amounts attributable to the contributions made by BD Kiestra B.V. on his or her behalf upon the earliest to occur of (i) four years after the Investment Date, (ii) the pension date as determined under applicable law, or (iii) termination of service for any reason other than gross misconduct. A member whose employment is terminated by reason of gross misconduct shall*

*forfeit such company contributions related to Shares purchased less than four years before such termination."*

**D. Exhibit IX**

Exhibit IX ('Tax and Social Security consequences of participation in the GSIP') is renamed as follows: "*Tax and Social Security consequences of participation in the GSIP in Belgium, France, Germany, Ireland, Italy, Poland and the United Kingdom*".

**E. New exhibits**

Two new exhibits are added to the Prospectus: a copy of the Sub-Plan is attached to the Prospectus as Exhibit X ('The Becton, Dickinson and Company Global Share Investment Program – Sub-Plan for BD Kiestra B.V.'), and the tax and social security consequences of participation in the GSIP in the Netherlands are discussed in a new Exhibit XI ('Tax and Social Security consequences of participation in the GSIP in the Netherlands'). Said exhibits are attached hereto as Exhibit X and Exhibit XI respectively.

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**EXHIBIT X – THE BECTON, DICKINSON AND COMPANY GLOBAL SHARE INVESTMENT PROGRAM –  
SUB-PLAN FOR BD KIESTRA B.V.**

**THE BECTON, DICKINSON AND COMPANY  
GLOBAL SHARE INVESTMENT PROGRAM  
SUB-PLAN FOR BD Kiestra BV**

**SECTION 1. INTRODUCTION.**

Pursuant to Section 14.1.2 of The Becton, Dickinson and Company Global Share Investment Program, as amended (the “**Plan**”) and with the approval and consent of (a) BD's Board of Directors, or (b) BD's (1) Executive Vice President and Chief Human Resource Officer, (2) Executive Vice President and General Counsel, or (3) Senior Vice President, Corporate Secretary and Associate General Counsel, a sub-plan of the Plan for Employees of the Company in the Jurisdiction is hereby established as of the Effective Date set forth herein (the “**Sub-Plan**”). To the extent the provisions of the Sub-Plan conflict with the provisions of the Plan, the provisions of this Sub-Plan shall govern.

**SECTION 2. DEFINITIONS.**

When used herein, the following terms shall have the corresponding meaning. Any term not expressly defined in the Sub-Plan shall have the same definition as reflected in the Plan.

- 2.1 “**BD**” means Becton, Dickinson and Company.
- 2.2 “**Company**” means BD Kiestra BV.
- 2.3 “**Effective Date**” means the date on or after July 1, 2017 when all necessary legal, regulatory and tax requirements have been satisfied for purposes of offering Employees the ability to participate in the Plan, as determined by the Company in good faith in its sole discretion.
- 2.4 “**Employee**” means, as determined by the Company, any individual who is treated as an active employee by the Company, and who is on the payroll of the Company in the Jurisdiction, but excluding any employee who (1) by reason of Section 16 of the United States Securities and Exchange Act of 1934, is required to report his or her trading in Shares, and (2) is a United States citizen on temporary assignment with the Company who actively participates in BD's benefit plans for employees working in the United States. For the sake of clarity, "Employee" shall include any individual who is classified as a part-time employee of the Company in the Jurisdiction. The Company shall determine in good faith and in its sole discretion whether an individual has become or has ceased to be an Employee and the effective date of such individual's employment or termination of employment, as the case may be. For purposes of an individual's participation in or other rights, if any, under the Sub-Plan all determinations by the Company shall be final, binding and conclusive, notwithstanding any contrary determination made by any governmental agency or regulatory body in the Jurisdiction, as of the time of the Company's determination.
- 2.5 “**Jurisdiction**” means the Netherlands.
- 2.6 “**Service**” means, as determined by the Company, continuous regular active employment by an Employee, whether full-time or part-time; provided, however, that Service shall include leaves of absence approved by the Company, whether paid or unpaid. The period

of an Employee's Service shall end upon his or her applicable Termination from Service and to compute the length of an Employee's Service for any purpose under the Plan, the Employee's Service before and after a Termination from Service shall not be combined.

2.7 "Mature" means with respect to a Share credited to the portion of a Member's Account attributable to (1) the Member's Basic Deposits or any Company Contributions made on behalf of the Member (or any dividends earned thereon) that are applied to the purchase of Shares on an Investment Date, the period starting on the Sales Date occurring during the forty-eight (48th) calendar month following the calendar month during which such Investment Date occurred and (2) the Member's Additional Deposits, including Special Deposits (or any dividends thereon), applied to the purchase of Shares on any Investment Date, the period starting on the Sales Date next following the calendar month during which such Investment Date occurred; provided however, that all Shares shall become Mature on the Sales Date coincident with or immediately following the date a Member attains his or her pension date as determined under the laws of the Jurisdiction.

### **SECTION 3. MEMBERSHIP**

#### **3.1 Eligibility**

On and after the Effective Date and subject to the provisions of Section 3 of the Plan, each Employee in Service with the Company shall be eligible for membership in the Plan on the Entry Date coincident with or next following the date on which he or she completes the Company's minimum probationary requirement for employment (if any), as determined by the Company in accordance with its policies and procedures. An eligible Employee's election to participate in the Plan and make Deposits shall be entirely voluntary.

### **SECTION 4. MEMBER DEPOSITS**

#### **4.1.2 Basic Deposits**

For all purposes under the Plan, up to the first three (3%) of a Member's Base Pay elected to be contributed to the Plan via payroll deduction Deposits shall be treated as Basic Deposits. Any amount in excess of a Member's Basic Deposits shall be treated as Additional Deposits.

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**EXHIBIT XI – TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE GSIP IN THE NETHERLANDS**

## EXHIBIT XI – TAX AND SOCIAL SECURITY CONSEQUENCES OF PARTICIPATION IN THE GSIP - SUB-PLAN FOR BD KIESTRA BV

The following summaries the tax consequences and other issues associated with the purchase of shares of Becton, Dickinson and Company (the “Company”) common stock under the Becton, Dickinson and Company Global Share Investment Plan - Sub-plan for BD Kiestra BV (the “GSIP”). The information is based on the tax laws in effect in the Netherlands as of **1 May 2017**, and does not necessarily address all local tax laws that may apply. Such laws often are complex and can change frequently. As a result, the information contained herein may be outdated at the time you make contributions to the GSIP, at the time you acquire Company shares under the GSIP, and/or at the time that you sell the Company shares acquired under the GSIP. Please note that this information is general in nature and does not discuss all of the various laws, rules and regulations that may apply. It may not apply to your particular tax or financial situation, and the Company is not in a position to assure you of any particular tax result. **Accordingly, you are strongly advised to seek appropriate professional advice as to how the tax or other laws in your country apply to your specific situation.**

### **Netherlands**

#### Date of Enrollment

On the date you enroll to participate in the GSIP, you will not be subject to taxation.

#### Date of Employee and Employer Contributions

On the date(s) that you make contributions to the GSIP for the purchase of Company shares (whether in the form of basic deposits, additional deposits or special deposits), you will not be subject to taxation.

However, on the date that your employer makes any employer contributions on your behalf (whether in the form of matching contributions or discretionary contributions), you will be subject to taxation. The employer contributions will be treated as additional employment compensation and will be subject to income taxes, investment yield tax and social security contributions (up to the applicable contribution ceiling) in the same manner as your regular wages (except for the investment yield tax, these taxes will be withheld from your regular wages, which will reduce your after-tax cash take-home pay). You personally will be responsible for reporting and paying the annual investment tax directly to the local tax authorities).

#### Purchase of Company Shares

On the date(s) that your contributions and any employer contributions made on your behalf are used to purchase Company shares, you will not be subject to taxation (as you will be purchasing Company shares at their then existing fair market value).

#### Sale of Shares

When you subsequently sell your Company shares, you will not be subject to tax on the gain (assuming you hold less than 5% of the Company's shares as a private investment).

### Dividends

Any dividends you receive on the Company shares acquired under the GSIP will not be subject to tax (assuming you hold less than 5% of the Company's shares as a private investment). However, dividends paid will be subject to U.S. income tax withholding at source.

### Insider Trading Rules

You should be aware of the Dutch insider trading rules which may impact the sale of Company shares acquired under the GSIP. In particular, you may be prohibited from effectuating certain share transactions if you have insider information about the Company. If you are uncertain whether the insider trading rules apply to you, you should consult your personal legal advisor.

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