BECTON DICKINSON & CO (BDX)

2025 DEF 14A · filed 2025-12-18 · CIK 0000010795

Headline facts

CEO TOTAL PAY

$17,129,140

Thomas E. Polen · 2025 · “ 1% YoY

SAY ON PAY

Not disclosed

CEO PAY RATIO CD&A

374 to 1

COMPENSATION COMMITTEE CD&A

Compensation Committee

Governance policies

CLAWBACK

present

HEDGING

prohibited

PLEDGING

prohibited

STOCK OWNERSHIP GUIDELINES

Not extracted

Peer snapshot

4 peers auto-selected from BDX’s disclosed compensation peer group. Each row shows the peer’s latest filing.

TICKER	CEO TOTAL	PAY RATIO	MEDIAN EMP	COMP COMMITTEE
A AGILENT TECH-NOLOGIES, INC.	$12,827,236	155 to 1	$12,827,236	Compensation Committee
BSX BOSTON SCIENTIFIC CORP	$23,532,050	348 to 1	$23,532,050	Compensation Committee
DHR DANAHER CORP /DE/	$23,795,280	343 to 1	—	Compensation Committee
TMO THERMO FISHER SCIENTIFIC INC.	$79,923,350	120 to 1	$71,333	Compensation Committee

Summary Compensation Table (latest disclosed year)

Year 2025

EXECUTIVE	SALARY	STOCK	CASH INCENTIVE	OTHER	TOTAL
Thomas E. Polen Chairman, Chief Executive Officerand President	$1,395,463	$9,991,854	$1,852,010	$341,251	**$17,129,140**
Christopher J. DelOrefice Executive Vice President andChief Financial Officer	$837,500	$3,140,481	$722,500	$135,767	**$5,877,164**
Michael C. Feld Executive Vice President, ChiefRev-enue Officer and President,Life Sci-ences Segment	$775,000	$1,641,596	$533,588	$602,054	**$4,096,356**
Michael D. Garrison Executive Vice Presidentand Pres-ident, MedicalEssentials and Bio-PharmaSystems Segments	$768,750	$1,641,596	$533,588	$58,188	**$3,649,040**
Richard E. Byrd Executive Vice President and Presi-dent, InterventionalSegment	$756,250	$1,427,531	$592,875	$57,429	**$3,399,056**

CEO pay mix (latest year)

Base salary	10%
Cash incentive	14%
Equity	74%
Other	3%
At-risk	**87%**

SOURCE CITATIONS

Every fact above, traced back to filing text

Generated 2026-08-02 06:37:19Z. Each citation lists the section the fact was extracted from (CD&A, Item 402(u), Item 407(e)(5) committee report).

CEO pay ratio = 374 to 1

Extracted from: Compensation Discussion & Analysis · confidence 0.94

“of all our other worldwide employees. For fiscal year 2025, the median annual total compensation of all our employees (other than Mr. Polen) was $45,831 and Mr. Polen’s annual total compensation (as reported in the Summary Compensation Table on page 73) was $17,129,140. Based on the foregoing, our estimate of the ratio of the annual total compensation of our CEO to the median annual total compensation of all our other worldwide employees was 374 to 1. In accordance with SEC rules, we identified the median employee as of August 1, 2025 by: (i) aggregating for each applicable employee: (A) annua…”

Median employee compensation = —

Extracted from: Compensation Discussion & Analysis · confidence 0.9

“was performed for all employees, excluding Mr. Polen, whether employed on a full-time, part-time or seasonal basis. For seasonal and non-permanent employees, we applied a reasonable estimate of hourly rate multiplied by their actual work schedule for the year. We then calculated the annual compensation of the median employee using the same methodology used to calculate Mr. Polen’s compensation for the Summary Compensation Table. BD believes that the pay ratio reported above is a reasonable estimate calculated in a manner consistent with SEC rules based on our internal records and the methodolo…”

Compensation committee = Compensation Committee

Extracted from: Compensation Discussion & Analysis · confidence 0.85

“For the framework, the Compensation Committee asked questions such as”

Clawback policy = present

Extracted from: Compensation Discussion & Analysis · confidence 0.96

“clawback policy” applies to all compensation under the PIP and LTI plans for the broader group of senior managers, including time-based and performance-based compensation”

Hedging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Prohibition on pledging BD shares or hedging against the economic risk of ownership”

Pledging policy = prohibited

Extracted from: Compensation Discussion & Analysis · confidence 0.93

“Prohibition on pledging BD shares or hedging against the economic risk of ownership”