



Bristol-Myers Squibb Company

COMMITTEE ON DIRECTORS AND CORPORATE GOVERNANCE CHARTER

Purpose

The Committee on Directors and Corporate Governance (“Committee”) is appointed by and acts on behalf of the Board of Directors (“Board”). It is responsible for (i) identifying individuals qualified to become Board members, (ii) recommending that the Board select the director nominees for the next annual meeting of stockholders, and (iii) overseeing the Board’s annual evaluation of its performance. It is also responsible for developing and recommending to the Board a set of corporate governance guidelines applicable to the company and for periodically reviewing such guidelines.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the sole authority to retain, set compensation for, and terminate a search firm to be used to identify director candidates. In addition, the Committee shall have authority to obtain advice and assistance from other experts or consultants to advise the Committee.

Composition

The Committee shall consist of three or more independent directors of the company designated by the Board and approved by a majority of the whole Board by resolution or resolutions. The members of the Committee shall meet the independence requirements of the New York Stock Exchange.

The members of the Committee shall serve one-year terms. The members of the Committee shall serve until their resignation, retirement, or removal by the Board or until their successors shall be appointed. No member of the Committee shall be removed except by majority vote of the independent directors of the full Board then in office.

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including the authority to consult outside advisors to assist in their duties to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. A majority of the Committee members shall be present to constitute a quorum for the transaction of the Company's business. The Committee may delegate to one or more of its members one or more of the responsibilities and duties set forth below.

Responsibilities and Duties

The Committee shall:

1. consider and make recommendations to the Board concerning the appropriate size, function and needs of the Board, taking into account that the Board as a whole shall have competency in the following areas: (i) industry knowledge; (ii) accounting and finance; (iii) business judgment; (iv) management; (v) leadership; (vi) international markets; (vii) business strategy; (viii) crisis management; and (ix) corporate governance.
2. determine the criteria for Board membership, including desired skills and attributes, conduct searches for prospective directors based on the criteria, and evaluate and recommend candidates for election to the Board by the stockholders or to fill Board vacancies. The Committee has the sole authority for the engagement and termination of any search firm to be used to identify director candidates and sole authority to approve engagement fees and retention terms for such firms.
3. consider nominations for Board membership made by stockholders.
4. evaluate and make recommendations to the Board of Directors concerning the appointment of directors to Board committees and the selection of Board Committee chairs.
5. evaluate and recommend to the Board the responsibilities of the Board committees, including the structure, operations and the authority to delegate to subcommittees.
6. recommend the desired ratio of employee directors to non-employee directors, but in no event shall the Board be composed of less than a majority of independent directors.
7. review the format of Board meetings and make recommendations for the improvement of such meetings.

8. review and recommend to the Board on an annual basis the compensation for non-employee directors.
9. consider questions of possible conflicts of interest of Board members and the Executive Committee members.
10. review and approve related party transactions that are greater than \$120,000 in accordance with the Company's related party transaction policies and procedures.
11. annually review and assess the adequacy of the Company's corporate governance guidelines and recommend any changes to the Board for its approval and adoption.
12. consider matters relating to the Company's responsibilities as a global corporate citizen pertaining to corporate social responsibility and corporate public policy and the impact on the Company's employees and stockholders.
13. provide oversight of political contributions made by the Company, including annually reviewing the Company's political contribution policy.
14. annually evaluate its own performance as well as oversee the annual self-evaluation of the Board and Board Committees.
15. report its activities and actions to the Board of Directors on a regular basis.
16. review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval.
17. perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.