

2024 Annual Meeting of Shareholders

Tuesday, May 7, 2024, 10:00 AM

Virtual Meeting Platform: www.virtualshareholdermeeting.com/BMY2024

Summary of Proceedings

Presiding: Christopher S. Boerner, Ph.D., Board Chair and Chief Executive Officer

Attendance:

A total of 1,756,295,287 shares of the company's common stock and \$2.00 convertible preferred stock were represented at the meeting in person or by proxy. This attendance constituted approximately 86.6% of the shares outstanding and entitled to vote at the meeting.

Election of the Board of Directors:

Nominated and elected to serve as directors of the company until the 2025 Annual Meeting were Peter J. Arduini, Deepak L. Bhatt, M.D., M.P.H., Christopher S. Boerner, Ph.D., Julia A. Haller, M.D., Manuel Hidalgo Medina, M.D., Ph.D., Paula A. Price, Derica W. Rice, Theodore R. Samuels, Karen H. Vousden, Ph.D. and Phyllis R. Yale. Each nominee for director received a "FOR" vote of at least 93.1% of the shares voted.

Management Proposals:

The management proposal on the advisory vote to approve the compensation of our named executive officers was approved by a vote of 1,398,917,461 shares in favor, with 82,961,647 shares against, 7,843,741 shares abstaining and 266,572,438 broker non-votes.

The appointment of Deloitte & Touche LLP as independent registered public accounting firm for the company for the year 2024 was ratified by a vote of 1,706,412,572 shares in favor, with 45,388,759 shares against and 4,493,956 shares abstaining.

The management proposal to approve an amendment to the Company's Amended and Restated Certificate of Incorporation to provide for the elimination or limitation of monetary liability of specified executive officers of the Company for breach of the duty of care was approved by a majority of the outstanding shares, with a vote of 1,256,661,971 shares in favor, 227,187,844 shares against, 5,873,034 shares abstaining and 266,572,438 broker non-votes.

Shareholder Proposals:

The shareholder proposal on the adoption of a Board policy that the Chairperson of the Board be an Independent Director was not approved based upon a vote of 472,322,369 shares in favor, with 1,011,335,836 shares against, 6,064,644 shares abstaining and 266,572,438 broker non-votes.

The shareholder proposal on Executive Retention of Significant Stock was not approved based upon a vote of 573,933,418 shares in favor, with 908,578,794 shares against, 7,210,637 shares abstaining and 266,572,438 broker non-votes.