Fourth Quarter Review

November 10, 2009

Forward-Looking Statements / Safe Harbor

Certain statements in this presentation are ''forward-looking statements'' within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. All forward-looking statements involve risks and uncertainties. All statements contained herein that are not clearly historical in nature are forward looking, and the words ''anticipate,'' ''believe,'' ''expect,'' ''estimate,'' ''project'' and similar expressions are generally intended to identify forward-looking statements. Any forward-looking statement contained herein, in press releases, written statements or other documents filed with the Securities and Exchange Commission (''SEC''), or in Tyco's communications and discussions with investors and analysts in the normal course of business through meetings, webcasts, phone calls and conference calls, regarding expectations with respect to sales, earnings, cash flows, operating and tax efficiencies, product expansion, backlog, the consummation and benefits of acquisitions and divestitures, as well as financings and repurchases of debt or equity securities, are subject to known and unknown risks, uncertainties and contingencies. Many of these risks, uncertainties and contingencies are beyond our control, and may cause actual results, performance or achievements to differ materially from anticipated results, performances or achievements. Factors that might affect such forward-looking statements include, among other things:

- overall economic and business conditions;
- the demand for Tyco's goods and services;
- competitive factors in the industries in which Tyco competes;
- changes in tax requirements (including tax rate changes, new tax laws and revised tax law interpretations);
- results and consequences of Tyco's internal investigations and governmental investigations concerning the Company's governance, management, internal controls and operations including its business operations outside the United States;
- the outcome of litigation and governmental proceedings;
- effect of income tax audit settlements;
- our ability to repay or refinance our outstanding indebtedness as it matures;
- our ability to operate within the limitations imposed by financing arrangements and to maintain our credit ratings;
- interest rate fluctuations and other changes in borrowing costs;
- other capital market conditions, including availability of funding sources and currency exchange rate fluctuations;
- availability of and fluctuations *in the* prices of key raw materials, including steel and copper;
- economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders;
- the ability to achieve cost savings in connection with the company's strategic restructuring and Six Sigma initiatives;
- potential further impairment of our goodwill and/or our long-lived assets;
- the impact of fluctuations in the price of Tyco common shares;
- risks associated with the change in our jurisdiction of incorporation from Bermuda to Switzerland, including the possibility of reduced flexibility with respect to certain aspects of capital management, increased or different regulatory burdens, and the possibility that we may not realize anticipated tax benefits;
- changes in U.S. and non-U.S. government laws and regulations; and
- the possible effects on us of pending and future legislation in the United States that may limit or eliminate potential U.S. tax benefits resulting from Tyco's jurisdiction of incorporation or deny U.S. government contracts to us based upon Tyco's jurisdiction of incorporation.

Tyco is under no obligation (and expressly disclaims any obligation) to update its forward-looking statements.

Q4 2009 Results – Financial Overview

($ in millions)	Q4 FY09	Q4 FY08	% Change
Revenue	$4,421	$5,284	(16)%
Operating Income before special items*	426	579	(26)%
Operating Margin before special items*	*9.6%*	*11.0%*	
EPS from Cont. Ops. before special items*	$0.61	$0.81	(25)%

- Organic revenue* declined 12.3%.
- EPS from continuing operations before special items* was $0.61 compared to guidance of $0.50 - $0.53 and street consensus of $0.54.
  - Operations exceeded consensus by $0.13 per share led by solid operating performance in each of our businesses.
  - The net impact of higher corporate and below the line items cost us $0.06 per share.

* Organic revenue is a non-GAAP measure. Operating income, operating margin and EPS from continuing operations before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see Appendix.

Areas of Operational Focus In 2009

- ***Cost management***
  - Restructuring charges for the full year ~$250M with incremental savings of $175M expected in 2010
  - Full year operating margin* decline of 170 basis points primarily driven by weaker results in Electrical & Metal Products
- ***Long-term growth investments***
  - Growth-oriented capital spending
  - Focus on R&D and Emerging Markets
- ***Strong balance sheet***
  - Working capital days flat year-over-year
  - $2.4B cash balance

* Operating margin before special items is non-GAAP measures. For a reconciliation to the most comparable GAAP measure, please see Appendix.

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Fourth Quarter – ADT Worldwide

($ in millions)

	Q4FY09	Q4FY08	% Change
Revenue	$1,799	$1,981	(9)%
Operating Income*	$257	$251	2%
Operating Margin*	14.3%	12.7%	160bps

- Global Account base grew 3% year over year to 7.4 million accounts
- ARPU of $46.23 increased 1% year over year, excluding currency
- Worldwide attrition rate of 13.4% remained flat sequentially

- Organic revenue* decline of 5% in Q4 2009
  – Recurring revenue, which comprised 55% of total revenue, grew 4%
  – Systems installation and service revenue declined 14%
- Foreign currency impact on operating income* ($7M)
- Improved operating margin* due to cost containment, restructuring activities and growth in higher margin recurring revenue

*Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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Fourth Quarter - ADT Worldwide Regional Performance

US - Residential

- More than 85% of revenue was recurring
- Recurring revenue grew 6%
- Operating margin* improved
- Year over year:
  - Account base grew 5%
  - Average revenue per user grew 3%
- Attrition rate improved 20bps sequentially to 13.4%

US - Commercial

- About 40% of revenue was recurring
- 13% organic revenue* decline
- Operating margin* improved year over year
- Orders flat sequentially
- Attrition rate remained flat sequentially at 14.1%

Europe, Middle East & Africa

- Organic revenue* decline of 10%
- Seasonally strong operating margin* of 7.4%

Rest of World (Asia, ANZ, Latin America)

- Primarily commercial
- 5% organic revenue* growth
- Operating margin* in low-teens

*Organic revenue and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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Fourth Quarter – Flow Control

($ in millions)

	Q4FY09	Q4FY08	% Change
Revenue	**$1,010**	**$1,188**	**(15)%**
Operating Income*	**$141**	**$161**	**(12)%**
Operating Margin*	**14.0%**	**13.6%**	**40bps**

- Backlog of $1.7B increased $65M or 4% sequentially (down 1% excluding currency)
- Orders
  - Down 18% year-over-year excluding currency (grew 11% sequentially)
  - Excluding large Pacific Water project, orders down 27% year-over-year (flat sequentially)

- Organic revenue* decline of 10% in Q4 2009
  - Valves declined 7%
  - Water declined 17%
  - Thermal declined 12%
- Foreign currency impact on operating income* ($9M)
- Improved operating margin due to cost management initiatives and restructuring actions

*Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

Fourth Quarter – Fire Protection Services

($ in millions)

	Q4FY09	Q4FY08	% Change
Revenue	$904	$1,015	(11)%
Operating Income*	$96	$101	(5)%
Operating Margin*	10.6%	10.0%	60bps

- Backlog of $1.2B declined $58M or 5% sequentially (7% decline excluding currency)

- Organic revenue* decline of 7% in Q4 2009
  - Service revenue, which was ~50% of total revenue, declined 5%
  - Systems installation revenue declined 8% organically
- Cost reduction initiatives offset volume decline resulting in operating margin improvement

*Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

Fourth Quarter – Safety Products

($ in millions)

	Q4FY09	Q4FY08	% Change
Revenue	**$382**	**$507**	**(25)%**
Operating Income*	**$60**	**$99**	**(39)%**
Operating Margin*	**15.7%**	**19.5%**	**- 380bps**

- Maintained R&D and Sales and Marketing growth initiatives
- Significant restructuring activities in 2009 lowered cost structure

- Organic revenue* decline of 22% in Q4 2009
  - Fire Suppression declined 26%
  - Electronic Security declined 21%
  - Life Safety declined 13%
- Cost reductions more than offset by under absorption of fixed costs

*Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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Fourth Quarter – Electrical & Metal Products

($ in millions)

	Q4FY09	Q4FY08	% Change
Revenue	**$326**	**$591**	**(45)%**
Operating Income*	**$21**	**$119**	**82%**
Operating Margin*	**6.4%**	**20.1%**	

- Organic revenue* decline of 41% in Q4 2009
- Significantly lower average selling prices for steel and copper products
- Reduced volumes

- 2010 outlook:
  - No pick up in volume but improved steel spreads
  - Full year operating income before special items of $120M
  - Q1FY10 revenue of $300M and operating income before special items of $20M

*Organic revenue, operating income before special items and operating margin before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

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Other Items

- Free Cash Flow*
  - $614M in Q4 including $84M of payments for restructuring and legacy legal matters
  - Over $1.2B for full year including $261M of payments for restructuring and legacy legal matters
  - 2009 full year free cash flow* was 109% of income from continuing operations*
- Corporate expense excluding special items* was $149M in Q4 and $447M for full year
  - 2010 outlook: expect $430M of expense (excluding special items) for full year and $110M in Q1
- Other expense of $19M primarily related to a reduction of receivables due from Covidien and Tyco Electronics under the Tax Sharing Agreement

*Free cash flow , corporate expense and income from continuing operations before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

Other Items - Continued

- Net interest expense
  - 2010 outlook: expect $270M of net interest expense for full year
- Tax rate excluding special items* of 14.6% for quarter and 15.7% for the full year
  - 2010 outlook: expect annual tax rate of 19%-20%
- Pension Expense
  - 2010 outlook: $0.05 EPS headwind compared to 2009
- Weighted average share count
  - 2009: 475 million shares
  - 2010 outlook: 480 million shares
- Impact of currency translation
  - 2009: revenue headwind of 7.5%
  - 2010 outlook: revenue tailwind of 5%

*Tax rate excluding special items is a non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see appendix.

Appendix

Non-GAAP Measures

"Organic revenue," "free cash flow (outflow)" (FCF), "income from continuing operations before special items", "earnings per share (EPS) from continuing operations before special items", "operating income before special items" and "operating margin before special items" are non-GAAP measures and should not be considered replacements for GAAP results.

Organic revenue is a useful measure used by the company to measure the underlying results and trends in the business. The difference between reported net revenue (the most comparable GAAP measure) and organic revenue (the non-GAAP measure) consists of the impact from foreign currency, acquisitions and divestitures, and other changes that do not reflect the underlying results and trends (for example, revenue reclassifications and changes to the fiscal year). Organic revenue is a useful measure of the company's performance because it excludes items that: i) are not completely under management's control, such as the impact of foreign currency exchange; or ii) do not reflect the underlying results of the company's existing businesses, such as acquisitions and divestitures. It may be used as a component of the company's compensation programs. The limitation of this measure is that it excludes items that have an impact on the company's revenue. This limitation is best addressed by using organic revenue in combination with the GAAP numbers. See the accompanying tables to this press release for the reconciliation presenting the components of organic revenue.

FCF is a useful measure of the company's cash which is free from any significant existing obligation. The difference between cash flows from operating activities (the most comparable GAAP measure) and FCF (the non-GAAP measure) consists mainly of significant cash outflows that the company believes are useful to identify. FCF permits management and investors to gain insight into the number that management employs to measure cash that is free from any significant existing obligation. It, or a measure that is based on it, may be used as a component in the company's incentive compensation plans. The difference reflects the impact from:

- *net capital expenditures,*
- *accounts purchased from the ADT dealer network,*
- *cash paid for purchase accounting and holdback liabilities,*
- *voluntary pension contributions, and*
- *the sale of accounts receivable programs.*

Capital expenditures and the ADT dealer program are subtracted because they represent long-term commitments. Cash paid for purchase accounting and holdback liabilities is subtracted because these cash outflows are not available for general corporate uses. Voluntary pension contributions and the impact from the sale of accounts receivable programs are added or subtracted because this activity is driven by economic financing decisions rather than operating activity.

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Non-GAAP Measures Continued

The limitation associated with using FCF is that it subtracts cash items that are ultimately within management's and the Board of Directors' discretion to direct and therefore may imply that there is less or more cash that is available for the company's programs than the most comparable GAAP measure. This limitation is best addressed by using FCF in combination with the GAAP cash flow numbers.

FCF as presented herein may not be comparable to similarly titled measures reported by other companies. The measure should be used in conjunction with other GAAP financial measures. Investors are urged to read the company's financial statements as filed with the Securities and Exchange Commission, as well as the accompanying tables to this press release that show all the elements of the GAAP measures of Cash Flows from Operating Activities, Cash Flows from Investing Activities, Cash Flows from Financing Activities and a reconciliation of the company's total cash and cash equivalents for the period. See the accompanying tables to this press release for a cash flow statement presented in accordance with GAAP and a reconciliation presenting the components of FCF.

The company has presented its income and EPS from continuing operations before special items and operating income and margin before special items. Special Items include charges and gains related to divestitures, acquisitions, restructurings, impairments, legacy legal and tax charges and other income or charges that may mask the underlying operating results and/or business trends of the company or business segment, as applicable. The company utilizes income and EPS from continuing operations before special items and operating income and margin before special items to assess overall operating performance and segment level core operating performance, as well as to provide insight to management in evaluating overall and segment operating plan execution and underlying market conditions. They may be used as components in the company's incentive compensation plans. Operating income, operating margin, and income and EPS from continuing operations before special items are useful measures for investors because they permit more meaningful comparisons of the company's underlying operating results and business trends between periods. The difference between income and EPS from continuing operations before special items and income and EPS from continuing operations (the most comparable GAAP measures) consists of the impact of charges and gains related to divestitures, acquisitions, restructurings, impairments, legacy legal and tax charges and other income or charges that may mask the underlying operating results and/or business trends. Operating income and margin before special items do not reflect any additional adjustments that are not reflected in income from continuing operations before special items. The limitation of these measures is that they exclude the impact (which may be material) of items that increase or decrease the company's reported operating income and margin and operating income and EPS from continuing operations. This limitation is best addressed by using the non-GAAP measures in combination with the most comparable GAAP measures in order to better understand the amounts, character and impact of any increase or decrease on reported results. Tyco provides general corporate services to its segments and those costs are reported in the "Corporate and other" segment. This segment's operating income (loss) is presented as "Corporate Expense".