

February 21, 2013



## **Forward-Looking Statements / Safe Harbor**

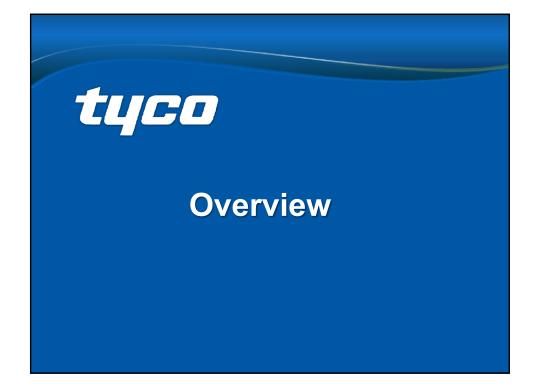
This presentation contains a number of forward-looking statements. Words and variations of words such as "outlook", "expect", "intend", "will", "anticipate", "believe", "propose", "potential", "continue", "opportunity", "estimate", "project" and similar expressions are intended to identify forward-looking statements. Examples of forward looking statements include, but are not limited to, revenue, operating income and other financial projections, statements regarding the health and growth prospects of the industries and end markets in which Tyco operates, the leadership, resources, potential, priorities, and opportunities for Tyco in the future, statements regarding Tyco's credit profile and capital allocation priorities, and statements regarding Tyco's acquisition, divestiture, restructuring and capital market related activities. The forward-looking statements in this presentation are based on current expectations and assumptions that are subject to risks and uncertainties, many of which are outside of our control, and could cause results to materially differ from expectations. Such risks and uncertainties include, but are not limited to:

- Economic, business competitive, technological or regulatory factors that adversely impact Tyco or the markets and industries in which it competes;
- Changes in tax requirements (including tax rate changes, new tax laws or treaties and revised tax law interpretations);
- Results and consequences of Tyco's internal investigations and governmental investigations concerning its governance, management, internal controls and operations including its business operations outside the United States;
- The outcome of litigation, arbitrations and governmental proceedings, including the effect of income tax audit settlements and appeals;
- Economic, legal and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders;
- Changes in capital market conditions, including availability of funding sources, currency exchange rate fluctuations, and interest rate fluctuations and other changes in borrowing cost;

- Economic and political conditions in international markets, including governmental changes and restrictions on the ability to transfer capital across borders;
- 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;
- The ability of the Company to achieve anticipated cost savings and to execute on its portfolio refinement and acquisition strategies, including successfully integrating acquired operations;
- The ability of the Company to realize the expected benefits of the 2012 separation transactions, including the integration of its commercial security and fire protection businesses;
- Availability and fluctuations in the prices of key raw materials, and events that could impact the ability of our suppliers to perform;
- Natural events such as severe weather, fires, floods and earthquakes.

Actual results could differ materially from anticipated results. More detailed information about these and other factors is set forth on Tyco's Annual Report on Form 10-K for the fiscal year ended September 28, 2012 and in subsequent filings with the Securities and Exchange Commission.

## Tyco is under no obligation (and expressly disclaims any obligation) to update its forwardlooking statements.

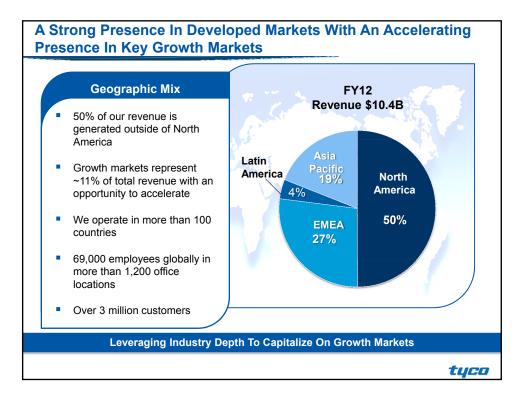


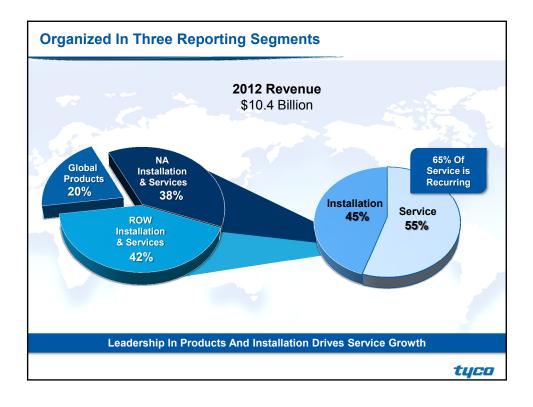


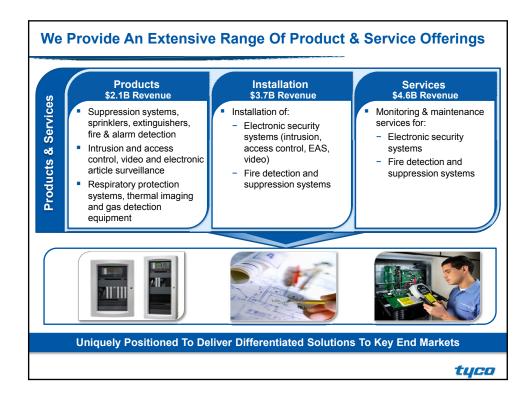


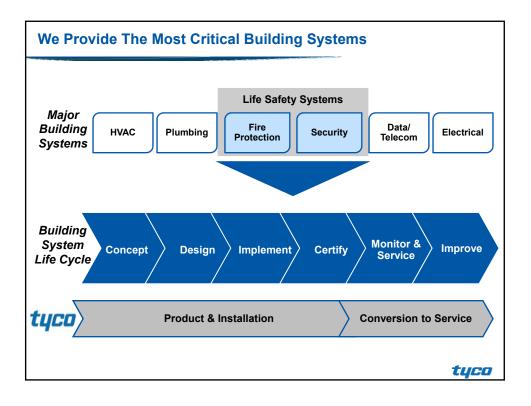


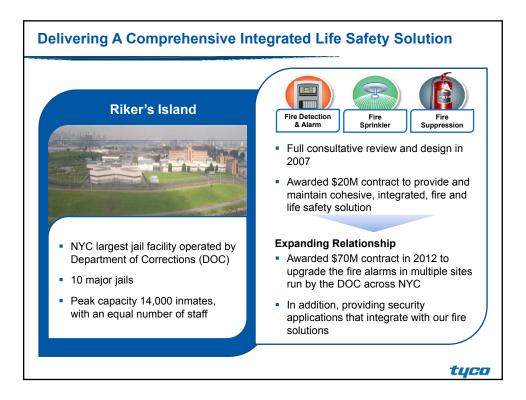


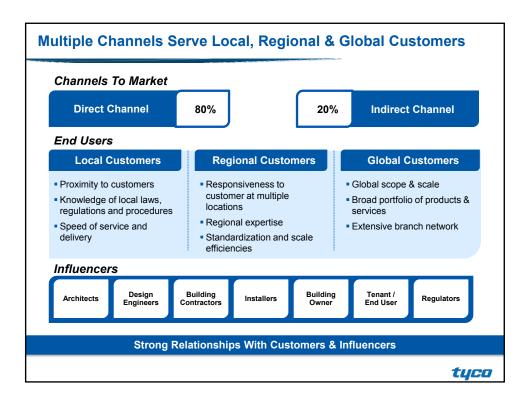




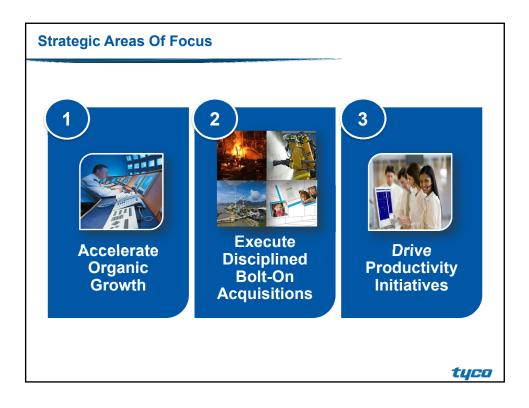


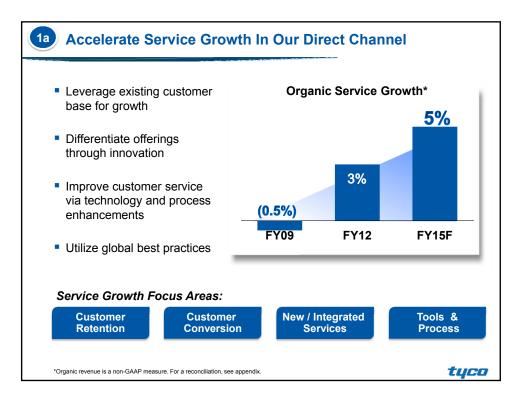


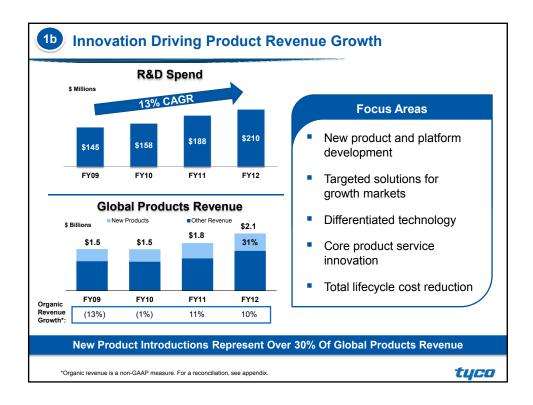


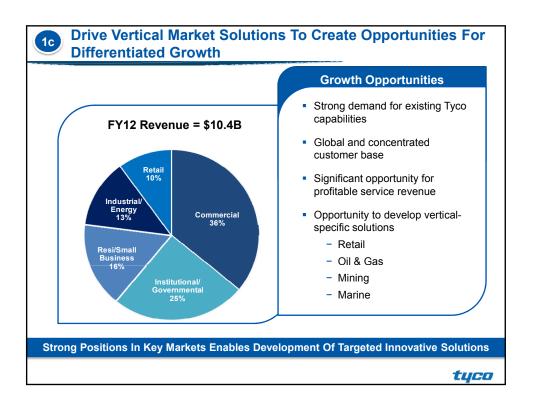


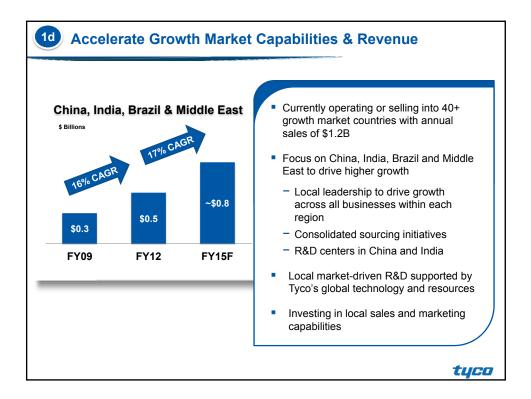
		Products	Installation		Services	
Market Size	′ [	~\$30 Billion	~\$40 Billion		~\$30 Billion	
Estimated Tyco Global Market Share		Other 9%	Other		Cther 15%	
Market Position		#1-2	 #1		#1	
Market Characteristics	Top 5 global players account for ~25% share		<ul> <li>Fragmented, 65-80% small, local and regional players</li> <li>Project selectivity, management and execution critical to success</li> </ul>	<ul> <li>Fragmented, 65-80% small, local and regional players</li> <li>Services innovation and productivity critical to success</li> </ul>		

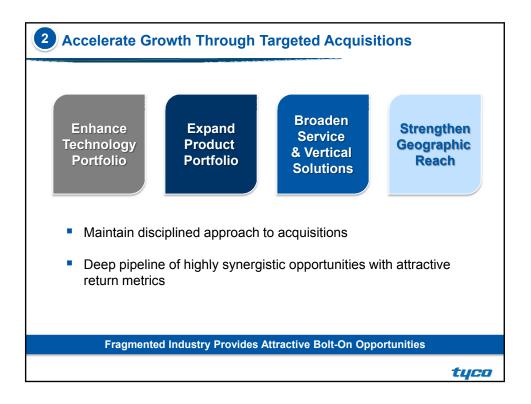




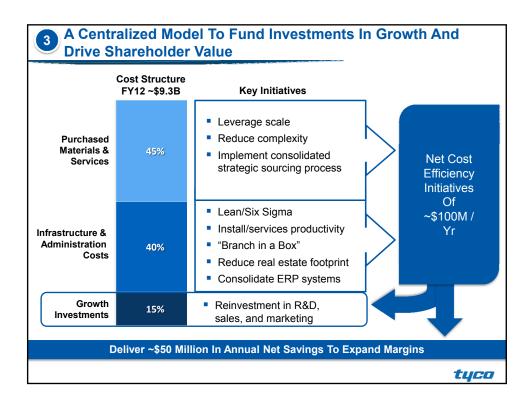


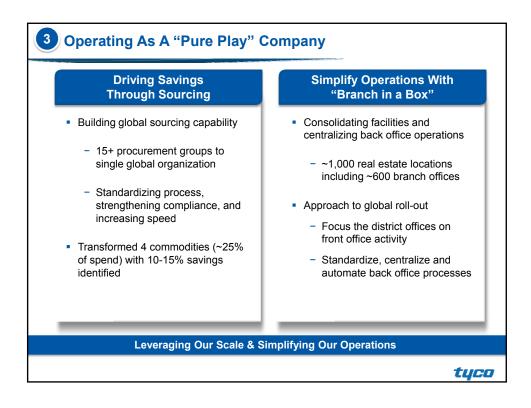




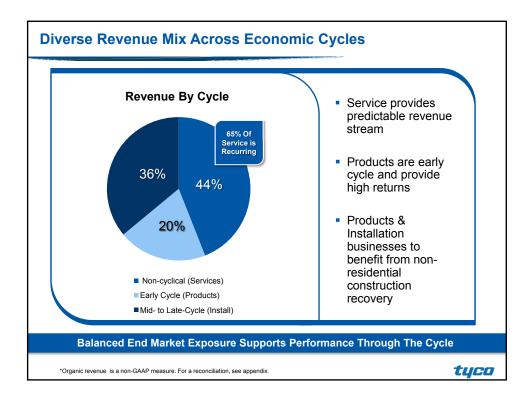


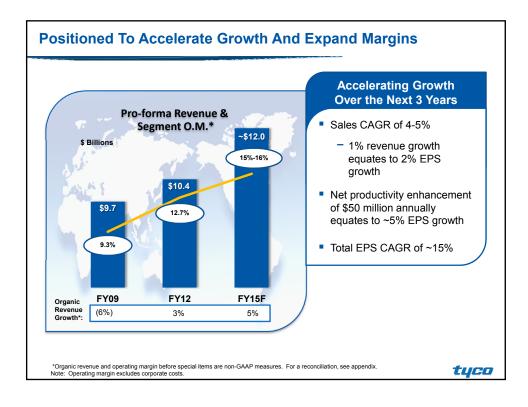


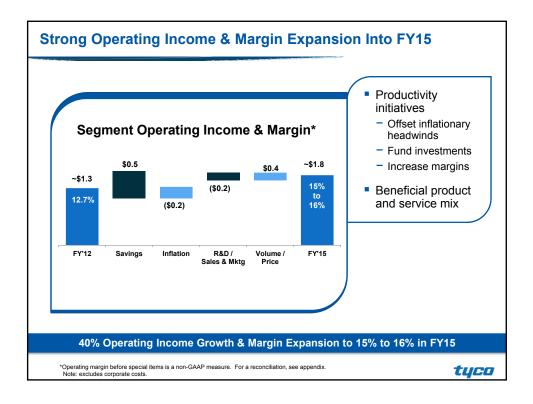


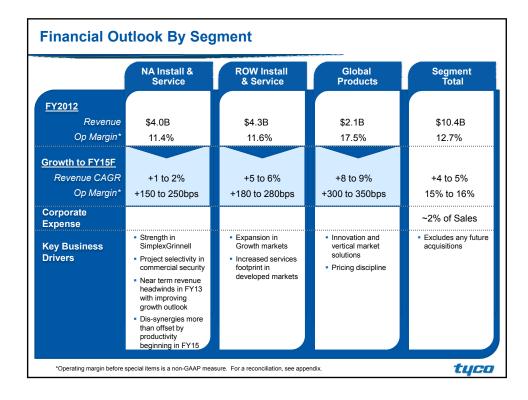


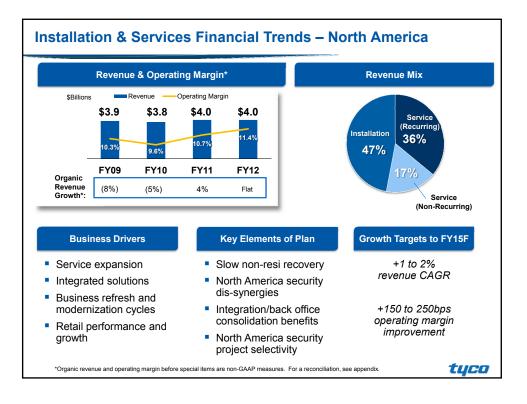


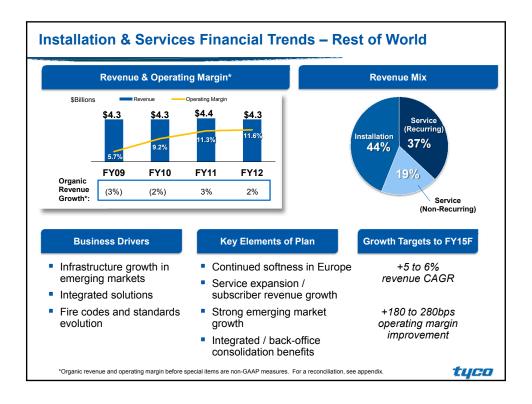


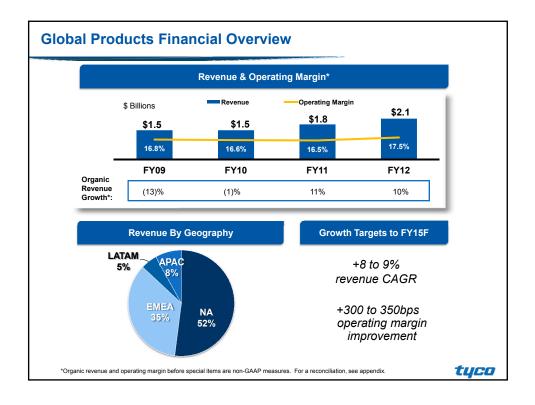




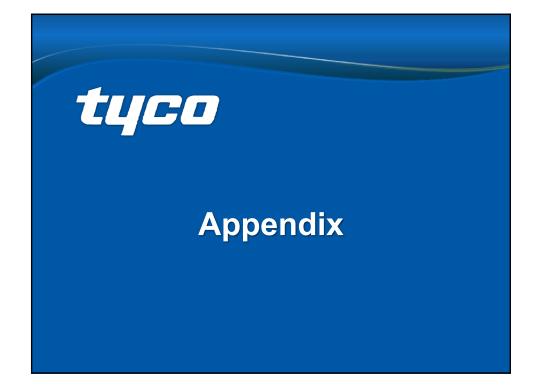












Reconciliation to FY12 GAAP EPS		
FY12 EPS GAAP	(\$0.72)	
Restructuring, net Loss on divestitures, net Acquisition / integration costs Asset impairment charges	\$0.11 \$0.03 \$0.01 \$0.04	
Change in valuation methodology for asbestos	\$0.15	
Legacy legal items	\$0.07	
Former management ERISA reversal	(\$0.07)	
Separation costs Tax Items Loss on extinguishment of debt	\$0.14 \$0.61 \$0.98	
FY12 EPS before special items	\$1.35	
Anticipated dis-synergies in NA I&S Segment	(\$0.06) -	ן
Corporate expense from \$331M to expected \$225M	\$0.18	Represents forecast
Interest from \$190M to expected \$100M	\$0.16	amounts for
Effective tax rate from 17.7% to expected 19.5%	(\$0.03)	fiscal 2013
FY12 "Normalized"	\$1.60	

ation Costs Su	mmary		
\$ Millions	P&L	СарЕх	Total
FY12	~\$710	~\$50	~\$760
FY13	~\$65	~\$45	~\$110
FY14	~\$20	~\$35	~\$55

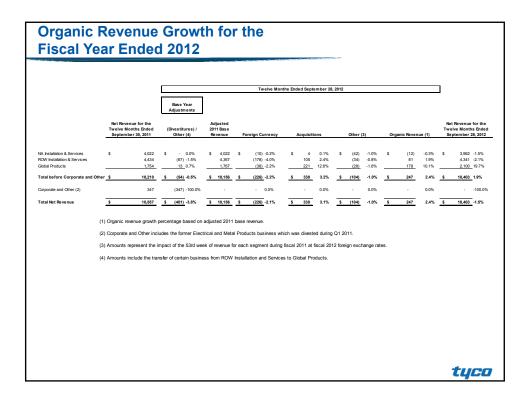


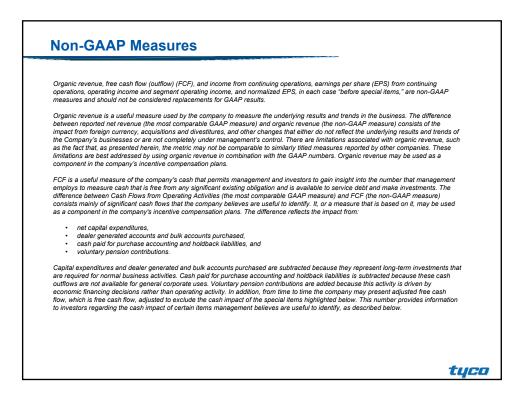
(\$ millions) (Unaudited)										
Segments	NA Installation		ROW Installation		Global		Segment		Corporate	
	& Service		& Service		Products		Revenue		and Other	
Revenue (GAAP)	\$3,962		\$4,341		\$2,100		\$10,403			
					Operating Inc	ome		1		
	NA Installation & Service	Margin	ROW Installation & Service	Margin	Global Products	Margin	Segment Operating Income	Margin	Corporate and Other	Margin
Dperating Income (GAAP)	\$374	9.4%	& Service \$456	10.5%	\$353	16.8%	\$ 1,183	11.4%	(\$498)	Margin N/
Restructuring, net	25		34		7		66		13	
Separation costs included in SG&A	2						2		1	
Gains) / losses on divestitures, net			7				7		7	
Acquisition / integration costs	1		4		4		9			
Asset impairment charges	20		2		3		25			
Change in valuation methodology for asbestos									111	
egacy legal items	29						29		17	
ormer management ERISA reversal									(50)	
Separation costs			2		1		3		68	
ax items										
oss on extinguishment of debt										
Total Before Special Items	\$451	11.4%	\$505	11.6%	\$368	17.5%	\$ 1,324	12.7%	(\$331)	N/I

(\$ millions)										
(Unaudited)										
Segments							1			
	NA Installation & Service		ROW Installation & Service		Global Products		Segment Revenue		Corporate and Other	
Revenue (GAAP)	\$4,022		\$4,434		\$1,754		\$10,210		\$347	
					Operating Inc	come				
	NA Installation		ROW Installation		Global		Segment Operating		Corporate	
Operating Income (GAAP)	& Service \$425	Margin 10.6%	& Service \$405	Margin 9.1%	Products \$295	Margin 16.8%	Income \$ 1,125	11.0%	and Other (\$143)	Margin N/M
Restructuring, net	7		61		(7)		61		14	
-	1				(7)				14	
Restructuring charges in cost of sales and SG&A			3				3			
(Gains) / losses on divestitures, net			29				29		(253)	
Note receivable write-off									5	
Acquisition / integration costs			4		1		5			
Legacy legal items									20	
Tax items										
Total Before Special Items	\$432	10.7%	\$502	11.3%	\$289	16.5%	\$ 1,223	12.0%	(\$357)	N/M

(\$ millions) (Unaudited)										
egments	NA Installation		ROW Installation		Global		Segment		Corporate	
	& Service		& Service		Products		Revenue		and Other	
Revenue (GAAP)	\$3,784		\$4,302		\$1,526		\$9,612		\$1,408	
					Operating Inc	ome				
	NA Installation & Service	Margin	ROW Installation & Service	Margin	Global Products	Margin	Segment Operating Income	Margin	Corporate and Other	Margin
Operating Income (GAAP)	\$349	9.2%	\$373	8.7%	\$245	16.1%	\$967	10.1%	(\$352)	N/M
Restructuring, net	13		71		7		91		7	
Restructuring charges in cost of sales and SG&A			2				2		7	
Asset impairment charges					(4)		(4)			
ERISA insurance recovery									(1)	
Gains) / losses on divestitures, net			(49)		5		(44)		5	
Separation costs									10	
Tax items										
oss on extinguishment of debt										
		9.6%	\$397	9.2%	\$253	16.6%	\$1,012	10.5%	(\$324)	N/M

(\$ millions) (Unaudited)									
Segments	NA Systems Installation & Services		ROW Systems Installation & Services		Global Products		Total Segments		Corporate and Other
Net Revenue	\$3,931		\$4,254		\$1,534		\$9,719		\$1,400
Operating Income (Loss) GAAP	NA Systems Installation & Services \$363	Margin 9.2%	ROW Systems Installation & Services (\$1,070)	Margin N/M	Global Products (\$349)	Margin N/M	Total Segments \$ (1,056)	Margin N/M	Corporate and Other (\$1,496)
Restructuring, net	19		100		24		143		24
Restructuring charges in cost of sales and SG&A	1		13		5		19		7
Other additional charges resulting from restructuring actions					10		10		1
(Gains) / losses on divestitures, net			6				6		3
Goodwill impairment			1,139		567		1,706		935
Intangible impairment	22		43				65		
Legacy legal items									115
Asset Impairment charges			10				10		
Operating Income / Margin Before Special Items	\$405	10.3%	\$241	5.7%	\$257	16.8%	\$ 903	9.3%	(\$411)





## **Non-GAAP Measures (Cont.)**

The limitation associated with using these cash flow metrics is that they adjust for 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. Furthermore, these non-GAAP metrics may not be comparable to similarly titled measures reported by other companies. These limitations are best addressed by using FCF in combination with the GAAP cash flow numbers.

The company has presented its income and EPS from continuing operations, operating income and segment operating income before special items. Special items include charges and gains related to divestitures, acquisitions, restructurings, impairments, certain charges to accounting methodologies, legacy legal and tax charges and other income or charges that may mask the underlying operating presults and/or business trends of the company or business segment, as applicable. The company utilizes these measures 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. The Company also presents its effective tax rate as adjusted for special items for consistency, and from time to time presents corporate expense excluding special items. One or more of these measures may be used as components in the company's incentive compensation plans. These measures are useful for investors because they may 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 (which may be material) of items that increase or decrease the company's reported GAAP metrics, and these non-GAAP metrics may not be comparable to similarly tite measures reported by other companies. These limitations are best addressed by using the non-GAAP measures in combination or theorem on the most comparable GAAP measures in order to better understand the amounts, character and impact of any increase or decrease on neported results.

The company 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." Segment Operating Income represents Tyco's operating income excluding the Corporate and Other segment, and reflects the results of Tyco's three operating segments. Segment Operating Income before special items reflects GAAP operating income adjusted for the special items noted in the paragraph above.

In order to provide a more meaningful comparison of fiscal 2013 results to fiscal 2012 results, normalized EPS before special items is presented. Normalized EPS adjusts fiscal 2012 GAAP results by replacing the GAAP interest and corporate expenses reported for fiscal 2012 (on a pre-separation basis) with the interest and corporate expenses expected to be incurred in fiscal 2013 (on a post-separation basis). Normalized EPS before special items further adjusts normalized EPS for the special items described above.

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