

Tyco International Investor Day

June 19, 2007



Tyco International Investor Day

Ed Arditte
Senior Vice President,
Strategy and Investor Relations



Forward-Looking Statement/ Non-GAAP Measures

This presentation contains certain "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and are subject to risks, uncertainty and changes in circumstances, which may cause actual results, performance or achievements to differ materially from anticipated results, performance or achievements. All statements contained herein that are not clearly historical in nature are forward-looking and the words "anticipate," "believe," "expect," "estimate," "plan" and similar expressions are generally intended to identify forward-looking statements.

The forward-looking statements in this presentation may include statements addressing the following subjects: future financial condition and operating results, economic, business, competitive and/or regulatory factors affecting Tyco's business. Any of the following factors may affect Tyco's future results:

- cyclical industry and economic conditions;
- higher rates of customer attrition;
- Tyco's ability to develop new technologies that achieve market acceptance with acceptable margins;
- changes in legislation or governmental regulations or policies;
- product liability claims relating to products Tyco manufactures or installs;
- violations of the U.S. Foreign Corrupt Practices Act and similar worldwide anti-bribery laws;
- divestitures of some of Tyco's businesses or product lines;
- additional impairment charges;
- material weakness in Tyco's internal control over financial reporting;
- volatility in non-U.S. currency exchange rates; or
- insufficient quantities of materials, components and equipment required for Tyco's manufacturing activities.

These are examples of factors, among others, that could cause actual results to differ materially from those described in the forward-looking statements. In addition, Tyco's pro forma financial information is not necessarily representative of the results it would have achieved absent its healthcare and electronics businesses and may not be a reliable indicator of its future results. Tyco is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise. More detailed information about these and other factors is set forth in Tyco's Annual Report on Form 10-K as amended for the fiscal year ended September 29, 2006.

Free Cash Flow, EBITDA, organic revenue growth and Return On Invested Capital are non-GAAP financial measures and are described in the Appendix.



Today's Agenda

Tyco International	8:00 am – 10:30 am
<i>Break</i>	<i>10:30 am – 11:00 am</i>
Tyco Electronics	11:00 am – 1:00 pm
<i>Lunch</i>	<i>1:00 pm – 2:00 pm</i>
Covidien	2:00 pm – 5:00 pm



Today's Presentations

- Today's presentation is also being webcast
- These presentations will be available for replay later today and will be available at www.tyco.com
- There will be a Q&A session following each of the company presentations

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Separation Timing Update

Events

- ✓ Filed initial documents with SEC
- ✓ Shareholder vote to authorize BOD to execute 4:1 reverse stock split
- ✓ Debt tender offers
- ✓ Final approval from SEC on filings
- ✓ Dividends declared
- ✓ "When Issued" trading began
- ✓ Record date
- Shareholder Meetings
- Dividends distributed and reverse split

Expected Timing

- Jan 18
- March 8
- April – May
- June 7
- June 7
- June 14
- June 18
- Starting today
- June 29

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Tyco International Agenda

Tyco International Overview

Ed Breen

Business Segment Reviews

- ADT Worldwide
- Fire Protection Services
- Safety Products
- Electrical & Metal Products
- Flow Control

Naren Gursahaney

Dean Seavers

George Oliver

George Oliver

Patrick Decker

Financial Review

Chris Coughlin

Q&A

All

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Tyco International Investor Day

Ed Breen

Chairman and Chief Executive Officer

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a vital part of your world

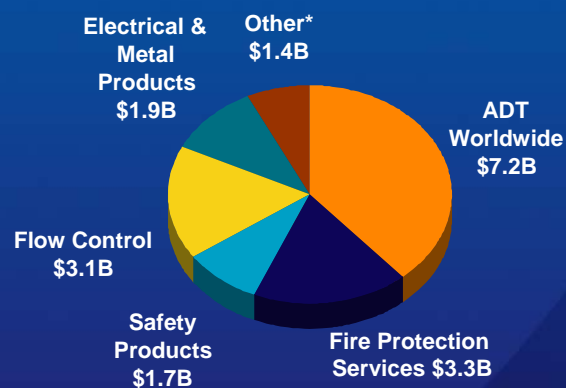
Tyco International Highlights

- A multi-industry company with market-leading businesses in electronic security, fire, safety services and products, valves and controls, and other industrial products
- Attractive markets with solid growth potential
- Strong cash flow generation and financial flexibility
- Good revenue growth and operating income improvement opportunities
 - Organic revenue growth is improving
 - Operational excellence and restructuring focus
 - Divestiture of non-strategic businesses
 - Acquisition flexibility to strengthen existing businesses



We Have Market-Leading Positions in Growing, Global Industries

2006 Pro Forma Revenue¹ = \$18.6B



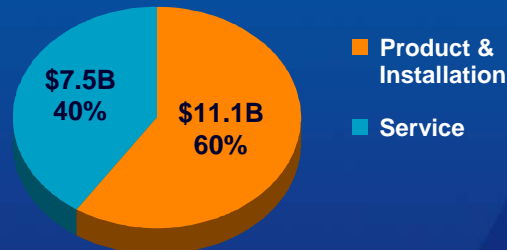
Solid Platforms for Growth

¹ 2006 Pro Forma revenue reflects the impact of Healthcare and Electronics as Discontinued Operations in the period presented.
* Primarily Infrastructure Services.



Approximately 40% of Total Revenue Is Comprised of Monitoring and Service Revenue

2006 Pro Forma Revenue¹ = \$18.6B

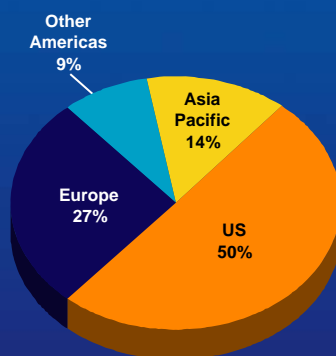


- ADT generates \$4.7B of revenue from monitoring and service activities
- Fire has more than \$1.6B of service and maintenance revenue
- A key focus area for Flow Control is to increase its service and maintenance revenue

¹ 2006 Pro Forma revenue reflects the impact of Healthcare and Electronics as Discontinued Operations in the period presented.

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We Have a Strong Presence in Developed Markets with Upside in High-Growth Economies



- 50% of our revenue is generated outside of the United States
- Emerging markets represent a large growth opportunity
- We operate in more than 60 countries
- 115,000 employees

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Our Businesses and Our Brands Are Known Around the World and...

ADT Worldwide



Sensormatic®

Fire Protection Services

SimplexGrinnell

WORMFELD

Flow Control

KEYSTONE

CROSBY

ANDERSON
GREENWOOD

vanessa

Safety Products

SCOTT

ANSUL

Grinnell

Electrical & Metal Products



allied
TUBE & CONDUIT

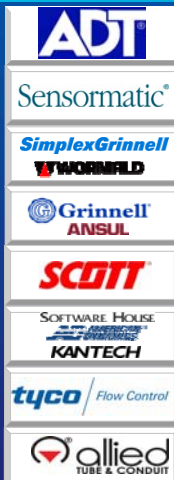
UNISTRUT

Infrastructure Service

EarthTech

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...Have Achieved Market-Leading Positions



Global leader in security alarm monitoring

Global leader in anti-theft systems

Global leader in fire alarms and services

Global leader in fire suppression systems

US leader in emergency breathing systems

Global leader in video and access control

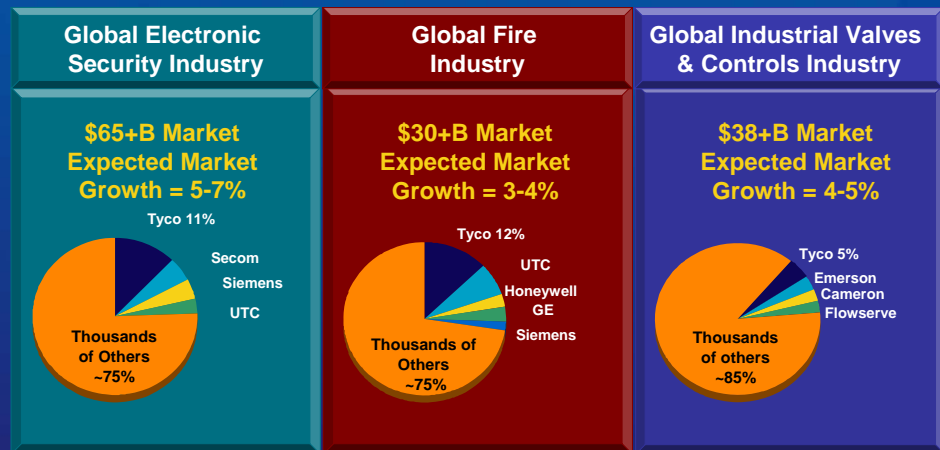
Global leader in industrial valves and controls

US leader in electrical conduit

A Global Market Leader in Most of Our Businesses

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We Have Strong Positions in Large, Global and Fragmented Industries

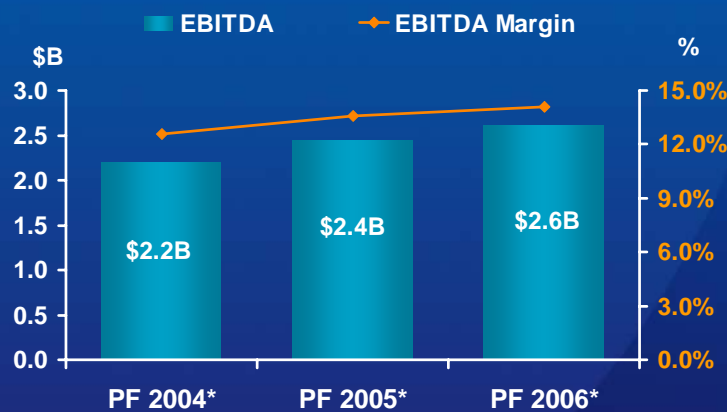


Industry Growth + Market Share Growth Opportunities

Source: Freedonia, Mcllvaine, Industry and Management Estimates

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We Have Demonstrated Consistently Strong EBITDA and Cash Flow



More Than \$1.0 Billion of Free Cash Flow

* 2004-2006 Pro Forma financials reflect the impact of Healthcare and Electronics as Discontinued Operations in the periods presented. Free Cash Flow and EBITDA are non-GAAP measures. Please see Appendix for a reconciliation.

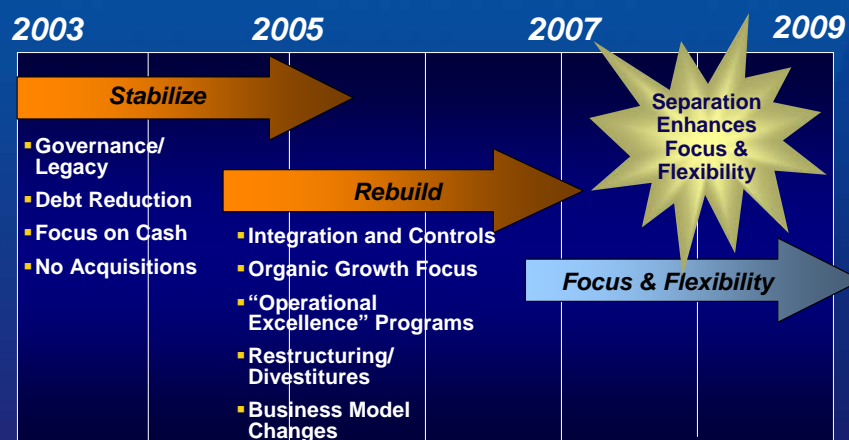
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Our Cash Flow Provides Significant Financial Flexibility

- Invest in profitable organic revenue growth initiatives
- Fund cost reduction and operational improvement opportunities within our businesses
- Make selective acquisitions to enhance our market leadership positions
- Return capital to our shareholders

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Better Positioned for Long-Term Value Creation with Enhanced Management Focus



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We Will Focus On:

- Actively Managing our Portfolio
- Increasing Investments in Organic Growth and Making Selective Acquisitions
- Strengthening Our Operations Through Restructuring
- Driving Operational Excellence Programs

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Actively Managing Our Portfolio to Optimize Long-Term Value

	Invest for Growth	Operational Improvement	Manage for Cash	Potential Exit up to 10% of Revenue
ADT North America				
ADT EMEA				
ADT Rest of World				
Fire Protection				
Safety Products				
Flow Control				
Electrical & Metal Products				
Infrastructure Services				

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Increasing Investments in Organic Growth and Making Selective Acquisitions

ADT North America

- Add Residential Customers through increased internal account generation with lower attrition
- Expand Commercial End-Market Expertise and Increase Security Solutions Capabilities

ADT Rest of World

- Drive Global Account Growth and Recurring Revenue Base
- Increase our Presence in High Growth and Emerging Markets

Safety Products

- Accelerate New Product Development
- Acquire Adjacent Businesses to Strengthen our Technological Leadership

Flow Control

- Focus on Industry End-Markets & Globalize Regional Products
- Make Bolt-On Acquisitions to Fill in Product Gaps and Expand Market Share Globally

Build upon global leadership positions in existing and new markets, leveraging scale in fragmented industries

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Strengthening Our Operations through Restructuring

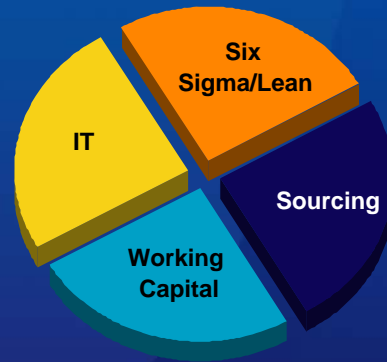
- Consolidate field office and backroom operations for ADT
- Consolidate or outsource manufacturing to lower cost locations in Safety Products and Flow Control
- Reduce footprint primarily in Flow Control
- Streamlining the Corporate Center

- Anticipate \$350-\$400M of Restructuring Charges in 2007-2008
- Estimated to be cash neutral in 2008
- Anticipate \$150-\$200M of Restructuring Savings by 2009

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Continuing to Drive Operational Excellence Programs throughout Our Company

- Six Sigma/Lean
 - Trained 950+ employees in '06
 - 5+% footprint reduction in '06
- Strategic Sourcing
 - \$100+M of gross savings in '06
- Working Capital
 - Continuous improvement opportunity
- Information Technology
 - 500+ open projects driving business simplification and improvement



Opportunities for Additional Efficiency

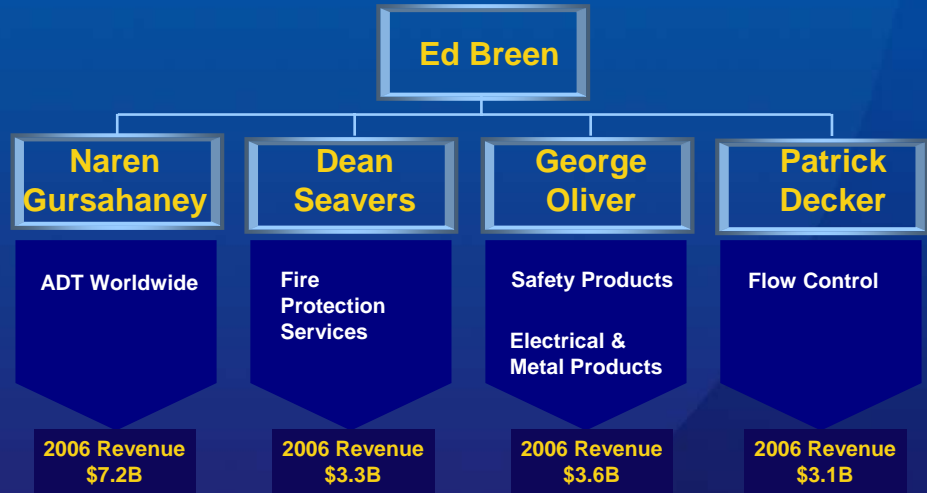
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Summary

- Diverse business mix across industries, geographies, products and services
- Strong platforms for growth with global market leadership and well-known brand names
- Positioned to take advantage of attractive market dynamics
 - Favorable macro trends with solid revenue growth potential
 - Market leading positions in highly fragmented markets
- Good growth and operating income improvement plans are being implemented
- Large recurring revenue base
- Solid cash flow generation with significant financial flexibility

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Our Operating Leadership Team



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ADT Worldwide Strong Global Business with Performance Upside

Naren Gursahaney
President, ADT Worldwide



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a vital part of your world

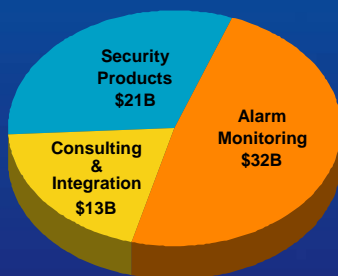
ADT Worldwide at a Glance

- 2006 Revenue of \$7.2B
 - 67% Commercial, 33% Residential
 - 50% Recurring Revenue from ~7M customers
- 2006 Operating Income of \$907M and EBITDA of \$1.9B
- Broad geographic reach
 - 55% North America, 33% EMEA, 12% ROW
 - Over 1,200 locations in 52 countries
- 57,000 employees



The Worldwide Security Market Is Large and Growing

2006 Electronic Security Market Size: ~\$65B



Industry Growth Drivers

- Heightened security needs
- Global urbanization
- Increased crime
- Terrorism threat

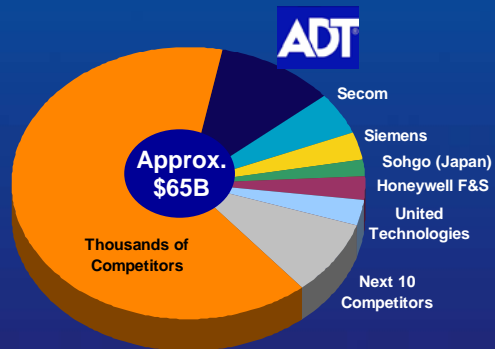
Expected Growth in the Mid-High Single Digits for the Next 3-5 Years

Source: Lehman Brothers, Freedonia and Management Estimates

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ADT Is the Worldwide Leader in Electronic Security Products and Services

Estimated Electronic Security Revenue
(Products and Services)



Source: Freedonia and Industry Estimates

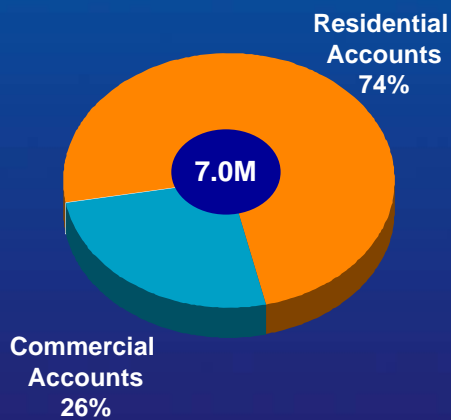
ADT Advantages

- Brand Awareness
- Residential/ Commercial Capability
- Service Coverage
- Monitoring Systems Redundancy
- Purchasing Leverage
- Global Account Management
- Vertical Integration

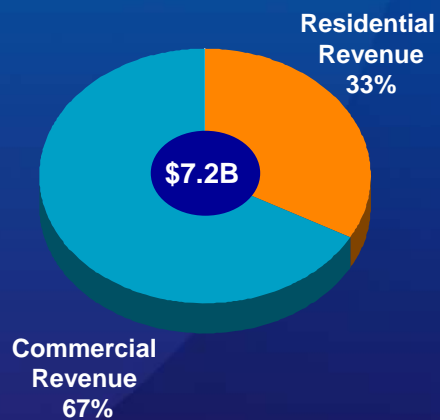
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ADT Has a Good Mix of Commercial and Residential Business

2006 Recurring Revenue Accounts



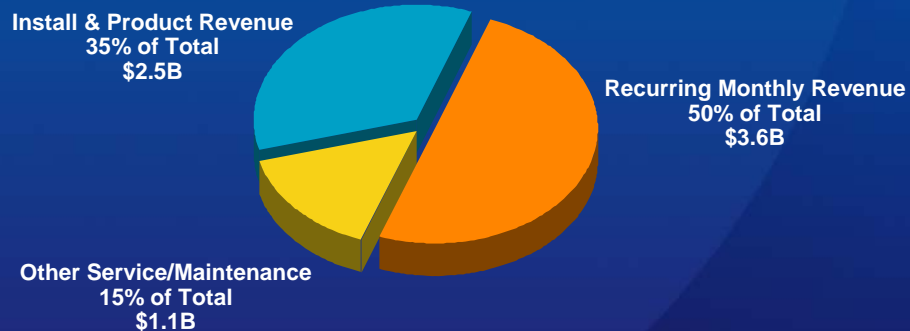
2006 Revenue Composition



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ADT Has the Largest Base of Electronic Security Recurring Revenue in the World

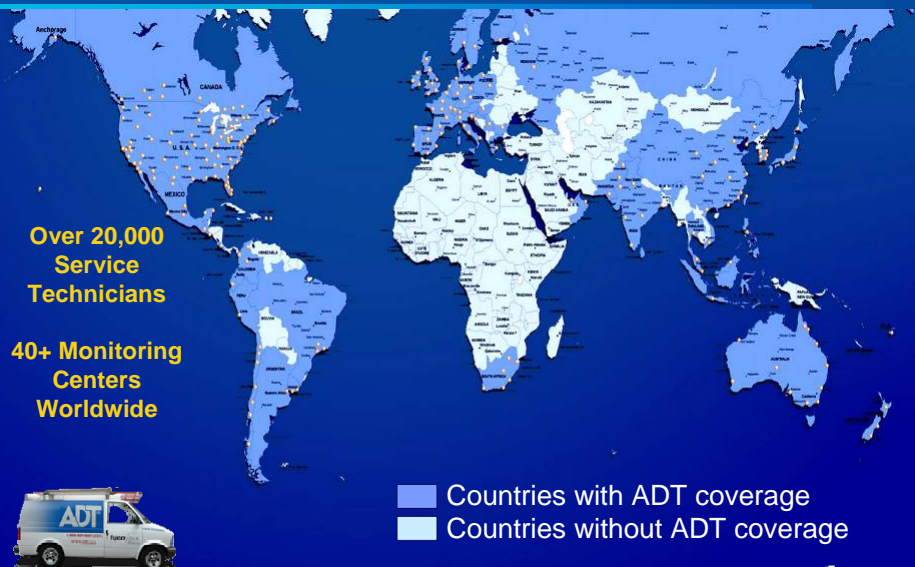
2006 ADT Worldwide
Revenue \$7.2B



Recurring Revenue Provides Strong, Stable Cash Flow

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ADT Has More Locations and Monitoring Centers for Superior Security Service...



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Business Model Changes Have Made ADT Stronger

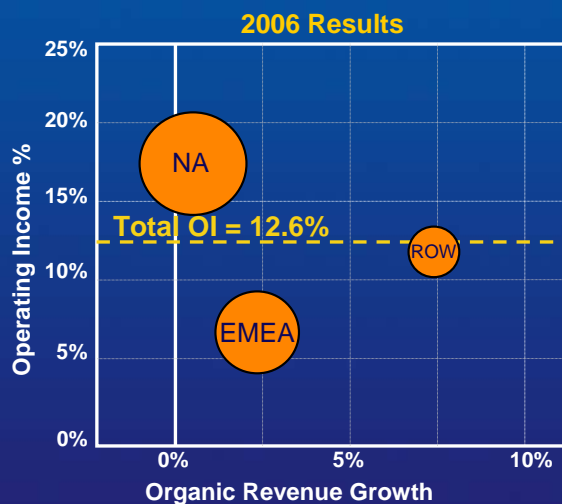
Focused on internal growth	→	Increased level of internally generated accounts from a low of 37% to 64% today
Upfront payment required	→	Reduced residential subscriber acquisition cost by 25% over the same time period
Introduced product bundles	→	Increased Monthly Average Revenue Per User (ARPU) from \$37 to \$44 *
Improved overall quality of new accounts	→	Lowered attrition from 15.9% to 13.1%

Now Positioned For Accelerated Revenue and Profit Growth

*Includes both residential and commercial customers

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We Have Many Opportunities to Increase Revenue and Profit around the World

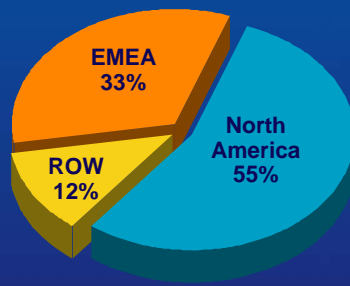


- NA - our largest and most profitable market with good growth and earnings upside
- EMEA - improving with margin upside
- Rest of the World (ROW) - good returns and strong growth opportunities

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ADT North America

2006 Revenue \$7.2B



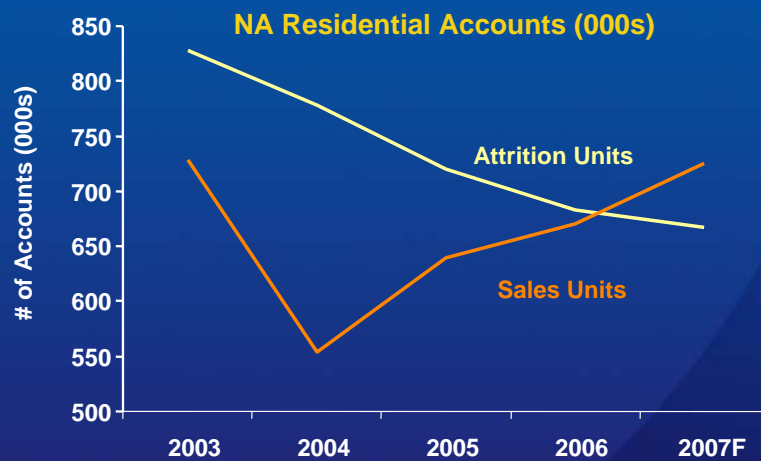
2006 ADT North America

	Residential	Commercial	Total NA
Revenue	\$1.8B	\$2.2B	\$4.0B
% Recurring	84%	42%	62%
Op Inc	\$405M	\$256M	\$661M
% Margin	22.4%	11.7%	16.6%
EBITDA	\$919M	\$502M	\$1,421M
EBITDA %	50.8%	23.0%	35.7%

Our Largest, Most Profitable Market with Growth + Earnings Upside

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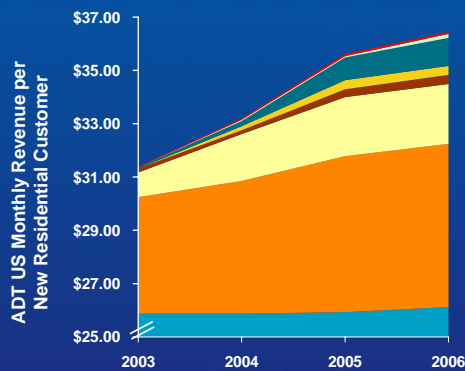
ADT North America - Residential



New Account Growth Should Accelerate Organic Revenue Growth

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ADT North America - Residential



New Service Offerings

- Quality Service Program
- Fire Alarm
- Carbon Monoxide
- Cellguard Backup
- *Home Health Services*
- *Video Monitoring*

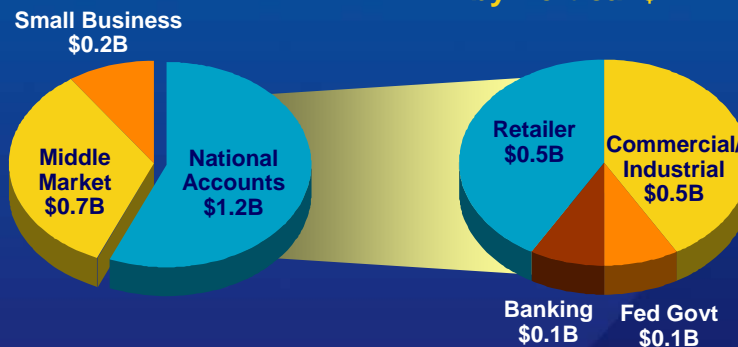
New Services Have Helped Increase New ARPU 16% Since 2003

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ADT North America - Commercial

Commercial Sales = \$2.2B

**National Account Sales
by Vertical \$1.2B**



Strong Leadership Positions in the Commercial Markets We Serve

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ADT North America – Commercial Typical Retailer Account

Loss Prevention



Electronic
Article
Surveillance

Intrusion Detection



Burglar Alarm
& Monitoring



Video
Surveillance

Operations Management



People Counting &
Data Mining

Customer & Employee Safety



We Have One of the Most Robust Security Solutions for Retailers

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ADT North America – Commercial Typical Banking Account

Event Detection & Support

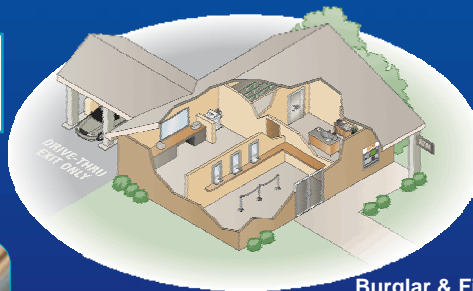


Video
Surveillance

Infrastructure Protection



Access
Control



Operational Efficiencies



Remote Guard Tours

Intrusion Detection And Control



Burglar & Fire
Alarm Monitoring



Offering a Comprehensive Security Package for Banks

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ADT North America – Residential and Commercial

We Are Standardizing Operations Across the Business

- Leveraging scale and improving service through a standardized approach
- Fully deploying operating playbooks and Performance Management Scorecards
- Improving sales force and installation efficiency through business simplification, training and systems
- Investing in IT to simplify operations, improve information flow and provide better service levels

Operational Improvement Is Fundamental to Our Strategy



ADT North America Key Focus Areas

Grow Residential Business

- New account growth through expanded distribution
- Increasing revenue from new service offerings
- Lower attrition

Grow Commercial Business

- End-market focus
- Adopt new technologies and expand product and service offerings

Standardize Operations

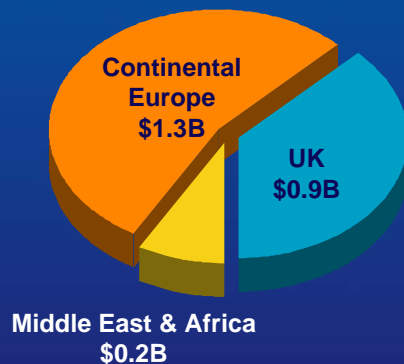
- Improving efficiency across the organization

Good Growth and Earnings Upside



ADT Europe, Middle East & Africa

2006 EMEA Revenue \$2.4B
33% of Total

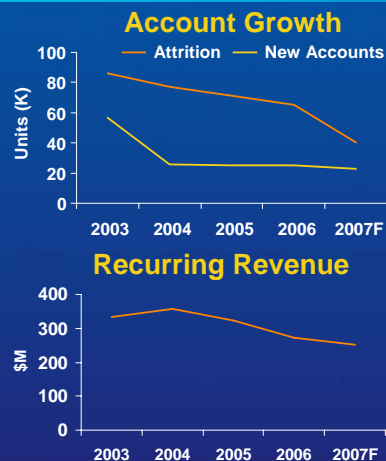


	ADT EMEA	ADT NA
Revenue	\$2.4B	\$4.0B
Resi/Comm Split	15%/85%	46%/54%
% RMR	31%	62%
Op Inc	\$148M	\$661M
% Margin	6.3%	16.6%
EBITDA	\$270M	\$1,421M
EBITDA %	11.4%	35.7%

Significant Performance Upside Exists

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ADT Europe, Middle East & Africa – Continental Europe



Challenges

- Structural Issues
- High Continental Europe attrition rates
- Less favorable revenue mix (e.g., recurring and residential revenue)
- Low sales productivity

Improving but Continues to Face Headwinds

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ADT Europe, Middle East & Africa – Continental Europe

Improvement Actions

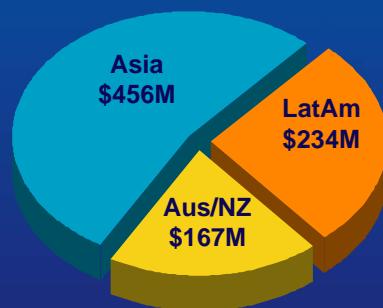
- Restructuring projects underway in 13 countries
 - Right-sizing operations
 - Consolidating back office functions
 - Rationalizing footprint
- Enhancing revenue mix and quality of business through reduced attrition and a specific focus on residential program
- Improving contracting margins via better pricing discipline and adoption of global execution best practices
- Upgrading talent at all levels of the organization

Focused on Restructuring and Improved Mix/Execution

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ADT Rest of the World

2006 ROW Revenue \$857M
12% of Total



	ADT ROW	ADT NA
Revenue	\$0.9B	\$4.0B
Resi/Comm Split	24%/76%	46%/54%
% RMR	49%	62%
Op Inc	\$98M	\$661M
% Margin	11.4%	16.6%
EBITDA	\$184M	\$1,421M
EBITDA %	21.4%	35.7%

Solid Growth Opportunities

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ADT Worldwide - Summary

- The global security market is very attractive and ADT is well positioned to win in this market
- The business model changes we have made in recent years position us well for future top and bottom line growth
- We have a very strong North America business that will continue to improve with the changes we have made
- Restructuring and operational improvements which are under way in Europe will allow us to optimize our results ... driving us to double-digit operating margin in this region over time

Focused on Improving Top and Bottom Line Performance

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Fire Protection Services Improved Performance & Growth

Dean Seavers
President, SimplexGrinnell

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a vital part of your world

Fire Protection Services at a Glance

- Large steady growth market (est. \$30B in 2006)*
 - Expansion reflects global construction activity
- 2006 Revenue of \$3.3B; 47% service revenue
- 2006 Operating Income of \$239M
- Strong global presence



Fire Protection Product Lines

Electronic

Fire alarms, mass notification, hospital nurse call, integrated systems



Sprinkler

Sprinklers, engineered solutions, special hazards, water spray, foam, gas systems



Suppression

Fire extinguishers, specialty systems



End Markets

Institutional

- Schools/Universities
- Hospitals
- Defense
- Government buildings
- Airports

Commercial

- Hotels
- Retailer
- Office buildings
- Shopping centers
- Financial institutions

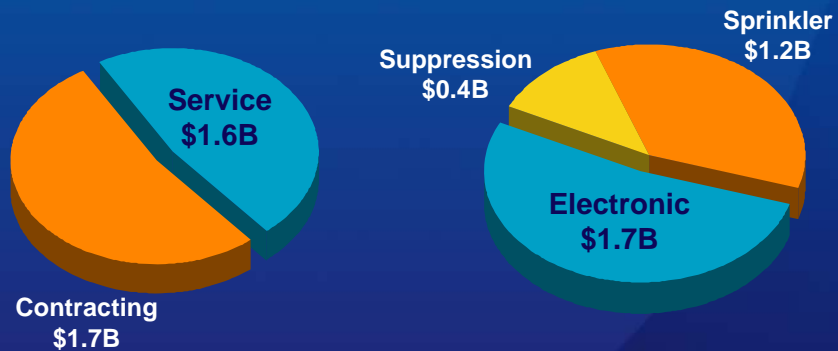
Industrial

- Oil & gas
- Manufacturing
- Marine
- Mining

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Balanced Revenues

2006 Revenues \$3.3B



Electronic and Service Are the Most Profitable

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Fire Protection Services Strategy

Electronic	Sprinkler	Suppression
<ul style="list-style-type: none"> Gain contracting market share Increase conversion from contracting to service 	<ul style="list-style-type: none"> Focus on selling higher margin projects Improve project execution Improve mix between contracting and service 	<ul style="list-style-type: none"> Sell product line into fire alarm and sprinkler customer base

Increase Service Mix in All Product Lines

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Fire Protection's Competitive Strengths

- Brand recognition in industry
- Broad offering of fire products and services
- Direct contracting and service provider
- Largest footprint
- Diversified customer base
 - Vertical expertise in fire alarms
 - End-user expertise in all product lines

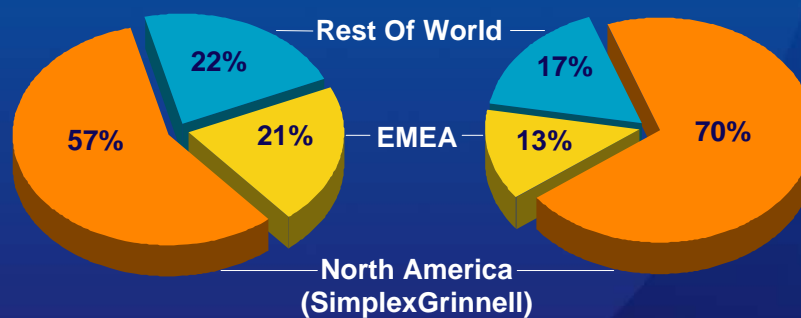
Globally Respected Brands with Unrivalled Geographic Coverage

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SimplexGrinnell Is Our Largest and Most Profitable Business

Revenues \$3.3B

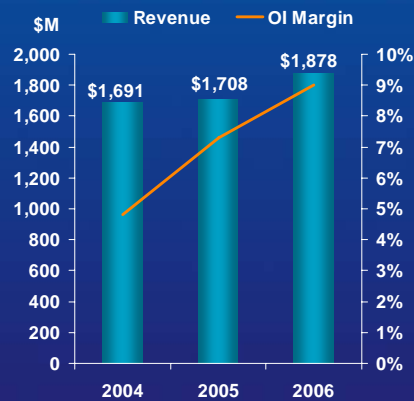
Op Inc \$239M



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SimplexGrinnell Growth and Profit Improvement

Financial Performance 2004-2006



Key Actions

- Revamped strategic focus
- Standardized district structure
- Improved project management and contracting disciplines
- Regained electronic market share
- Strengthened sales focus on end-markets
- Focused on higher margin business

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Standardized District Models Have Improved Performance

District Performance



- Standardized district structure and practices
- Closed unprofitable districts
- Implemented hub and spoke model
- Aligned compensation programs with strategy
- Upgraded talent base

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Leverage North America Best Practices throughout EMEA and Rest of World

2006	North America	EMEA	ROW
Revenue	\$1.9B	\$0.7B	\$0.7B
% Electronic	58%	26%	36%
% Service	54%	37%	39%
% Organic Growth	10.3%	-6.6%	5.0%
Op. Income	\$168M	\$31M	\$40M
Operating Margin	9.0%	4.6%	5.4%

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Fire Protection Services Summary

- Strategic focus on electronic business
- Grow service revenue mix
- Continue to grow North America business
- EMEA and ROW
 - Leverage best practices
 - Improve profitability
 - Restructure as appropriate

**Improve
Performance
&
Strategic
Focus**

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Tyco Safety Products

Attractive Growth and Margin Outlook

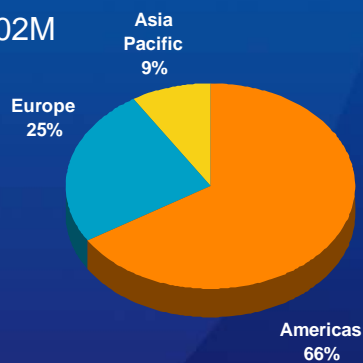
George Oliver
President, Tyco Safety Products



Tyco Safety Products at a Glance

- 2006 Revenue of \$1.7B
- 2006 Operating Income* of \$202M
- 38 manufacturing facilities
 - 14 in North America
 - 19 in Europe
 - 5 in Asia Pacific
- 10,000 employees worldwide
- Customers in over 100 countries

Sales by Geography



Strong Market Position with Leading Technologies

*FY 06 operating income includes a \$100M charge for a voluntary replacement program for sprinkler heads in the Fire Suppression business



Tyco Safety Products Consists of Three Platforms

Fire Suppression

Protecting people and valuable assets from the threat of fires



Electronic Security

Securing homes and businesses from unauthorized intrusions



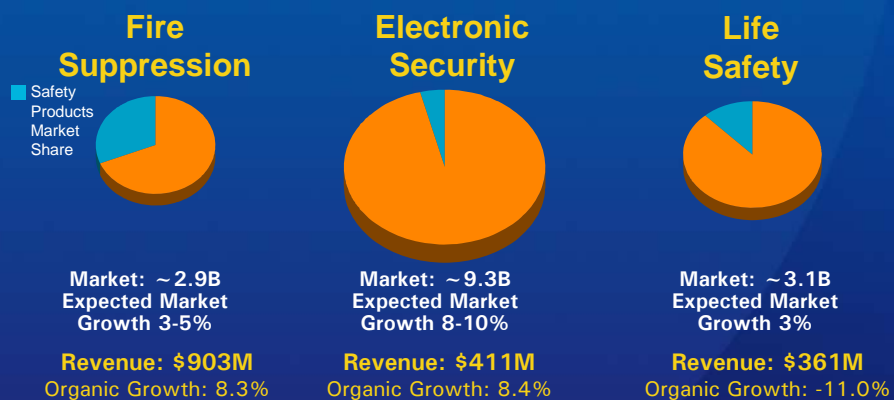
Life Safety

Protecting our firefighters so they can protect you



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Safety Products Participates in Attractive Markets with Strong Financial Returns



Operating Margin in the Mid to High Teens

Source: Frost & Sullivan, JP Freeman, Freedonia and Management Estimates

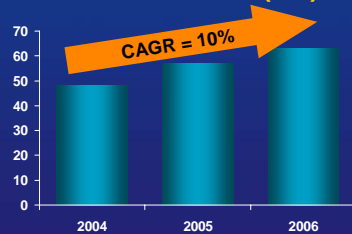
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Expanding R&D Centers in High Growth Regions

Core Technologies

- Fire suppression chemistry and mechanics
- Materials and systems for extreme duty in first responder applications
- Electronic fire monitoring and safety systems meeting regional and global standards
- Software-based systems for security and surveillance markets

R&D Investment (\$M)



R&D Centers



Future Trends

- Expansion of R&D, sourcing and regional assembly operations in emerging markets
- New R&D centers planned to leverage regional expertise and knowledge base

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Safety Products Has Strong, Well-Known Brands

Fire Suppression



Electronic Security



Life Safety



- Ansul fire suppression products help protect 75% of the top 100 refineries
- DSC and Bentel intrusion security products protect 5 million residential homes
- CEM and Software House products protect over 300 international airports and thousands of public buildings worldwide
- Scott Airpaks are used by 15,000 fire departments and protect more than 1 million firefighters around the world

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Fire Suppression Products: A Broad Product Capability

Engineered
Systems
e.g., Restaurant



Portable
Extinguishers



High Expansion
Foam



Sprinklers



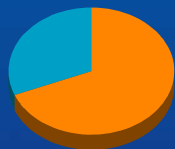
Number 1 in Fire Suppression Systems

Source: IMS Research, Frost & Sullivan, Preston Pipe Reports, MFMA, SFA, CPTI 2006 Annual Report and Management Estimates

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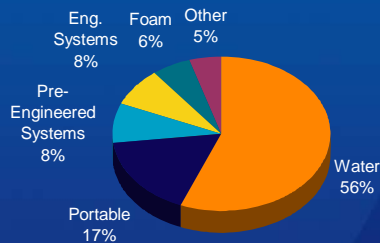
Fire Suppression

Market Share



~\$2.9B Market
3-5% market growth rate

2006 Revenue \$903M



Strategic Opportunities

- High growth in niche markets; e.g., petrochemical and military
- Residential sprinklers driven by code
- Homeland security spend
- Asia, Eastern Europe and Latin America growth

Source: Frost & Sullivan, JP Freeman and Management Estimates

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Electronic Security Products: Total Solution Capability



Access Control

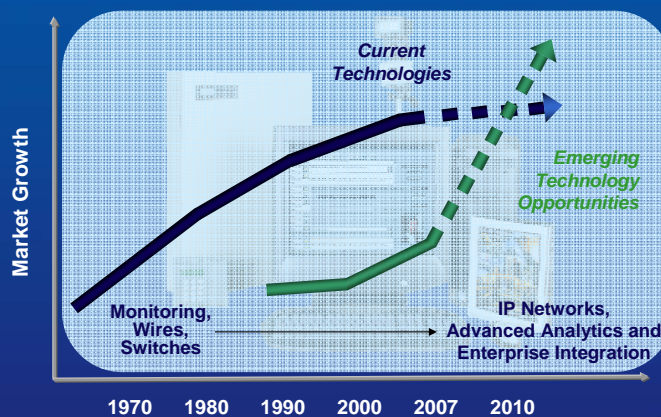


Digital Video Management Systems



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Access & Video Security Growth Strategy



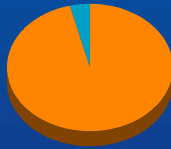
CIO
Security Division of IT
Chief Security Officer
Security Dept.
Security Manager under police or insurance mandate

Converged Solutions Will Drive Future Growth

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Electronic Security

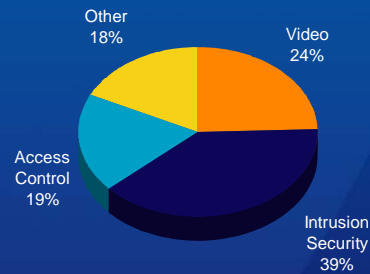
Market Share



~\$9.3B Market

8-10% market growth rate

2006 Revenue \$411M



Strategic Opportunities

- Internet-based building management systems – Enterprise integration
- Video analytics
- Convergence of physical and logical security
- Process control applications

Source: Freedonia and Management Estimates

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Life Safety Products: Highly Respected Products and Brands



**A Leader in Self-Contained Breathing Apparatus
and Personal Protective Equipment**

Thermal Imaging



Gas Detection



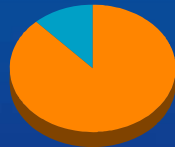
Self-Contained Breathing Apparatus (SCBA)



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Life Safety Products

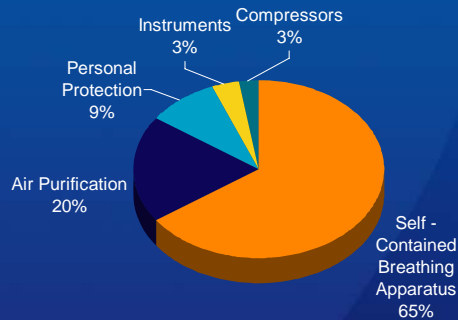
Market Share



~\$3.1B Market

3% market growth rate

2006 Revenue \$361M



Strategic Opportunities

- High growth in military, petrochemical and mining markets
- Emerging markets focus on worker safety
- Growth market in the Middle East

Source: Frost & Sullivan and Management Estimates

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3 Key Initiatives to Accelerate Growth and Profitability

Commercial Excellence

- Vertical markets
- Global customers
- Emerging markets
- Upgrading and expanding global sales force

Technology Leadership

- Integrated technology platforms
- Global centers of excellence
- Value re-engineering/Six Sigma
- Innovation/strategic acquisitions

Operational Excellence

- Lean/Six Sigma
- Restructuring...20 projects
- Manufacturing and back-office consolidation
- Customer satisfaction/on-time delivery

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Safety Products Summary

- Positioned well in attractive growth markets
- Strong market position with industry leading brands
- Proven technology leadership in fire suppression, life safety and electronic security
- Deep technology pipeline
- Expanding manufacturing, distribution and sales coverage
- Positioning for strong growth in the emerging markets

Driving Strong Organic Growth & Operational Excellence

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Tyco Electrical & Metal Products Leveraging a Strong Market Position

George Oliver
President, Tyco Safety Products

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a vital part of your world

Electrical & Metal Products at a Glance

- 2006 Revenue of \$1.9B; Operating Income of \$319M
- 4,500 employees
- 33 manufacturing and service locations in North America, South America, EMEA and Asia Pacific
- Strong brands that are well known by customers and respected in the industry
- Purchases and processes over one million tons of steel per year – approximately 50,000 truckloads
- Produces enough electrical cable each year to circle the Earth 7 times

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Three Major Lines of Business

Business Lines	Electrical Infrastructure Solutions	Steel Tubular & Roll Formed Products	Metal Framing Solutions
			
	Electrical Wholesale Distribution; Home Improvement Retailers	Wholesale Distribution; OEMs; Metal Service Centers	Wholesale Distribution; General Contractors; OEMs
	North America	North America & Brazil	Global

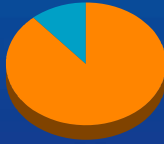
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Electrical, Steel Tubular and Metal Framing Markets Served Are Over \$11B Annually

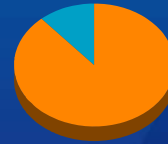
Electrical
NA Market Size: \$2.9B



Steel Tube
NA Market Size: \$5.6B



Metal Framing
NA Market Size: \$3.1B



■ Electrical & Metal Products Market Share

Key Market Drivers

- Commercial and residential construction
- New OEM applications for steel tube; products lighter yet stronger
- Changes in fire codes and regulations requiring sprinklers
- New products to address contractor productivity
- Steel and copper pricing

Source: Preston Pipe Reports, MFMA, SFA, CPTI 2006 Annual Report and Management Estimates and Electrical Wholesaling Magazine

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Profitability Is Dependent on Metal Spreads, Primarily Steel and Copper

$$\text{Spread} = \text{Selling Price per ton} - \text{Cost per ton}$$



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Margin Rates Vary with Metal Spreads

\$M	2002	2003	2004	2005	2006	1H 2006	1H 2007
Revenues	1,258	1,163	1,579	1,798	1,949	902	992
Growth %	5.0%	(7.6%)	35.8%	13.9%	8.4%	4.2%	2.2%
Operating Income	222	120	371	295	319	153	67
Margin %	17.6%	10.3%	23.5%	16.4%	16.4%	17.0%	7.3%
EBITDA	242	141	397	320	344	166	81
Margin %	19.2%	12.1%	25.1%	17.8%	17.7%	18.4%	8.7%

... but Profits Remain Strong

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Electrical & Metal Products Summary

- Despite volatility of metal spreads, Electrical & Metal Products is a very attractive business through the cycle
- Strong market position for steel tube business in North America with significant scale advantages
- Good growth opportunities in OEM market, providing tubular solutions for construction market, and international product offerings
- Additional opportunity exists to optimize conversion costs

**TEMP Generates Strong Operating Margin on Average
and Strong Cash Flow**

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Tyco Flow Control

Expanding On Our Market Leadership

Patrick Decker
President, Tyco Flow Control



Tyco Flow Control at a Glance

- 2006 Revenue of \$3.1B
 - Organic revenue growth of 13.2%
- 2006 Operating Income of \$356M; Operating Margin of 11.4%
- 14,700 employees
- 100+ manufacturing and service locations in 24 countries
- Well-known brands with strong positions
- Our valves work:
 - At minus 320°F to plus 932°F
 - In a vacuum and at 15,000 psi pressure
 - In skyscrapers to gold mines to airplanes to submarines



We Make Valves That

Are Small Enough to Put
in Your Pocket ...



... or Large Enough to
Drive Your Car through



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A Strong Global Business ...



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... Serving a Broad Range of Customers

Energy

- Oil & Gas
- Refining
- Power Generation

Process

- Chemical & Pharmaceutical
- Marine
- Food & Beverage
- Mining & Mineral Processing

Water

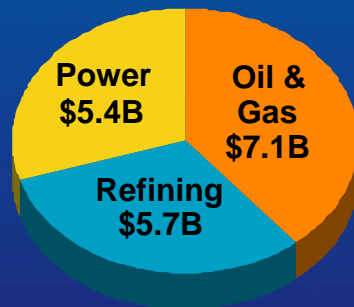
- Storage
- Treatment
- Distribution



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The Global Energy Market Is Over \$18 Billion

Market Size = \$18.2B



Tyco 2006 Revenue = \$1.2B

Key Market Drivers

Oil & Gas

- Strong project growth over next 3-5 years (exploration and production)
- Capacity additions and upgrades to existing installed base

Refining

- Significant refining project activity in emerging markets
- Continued expansion of existing infrastructure in traditional markets

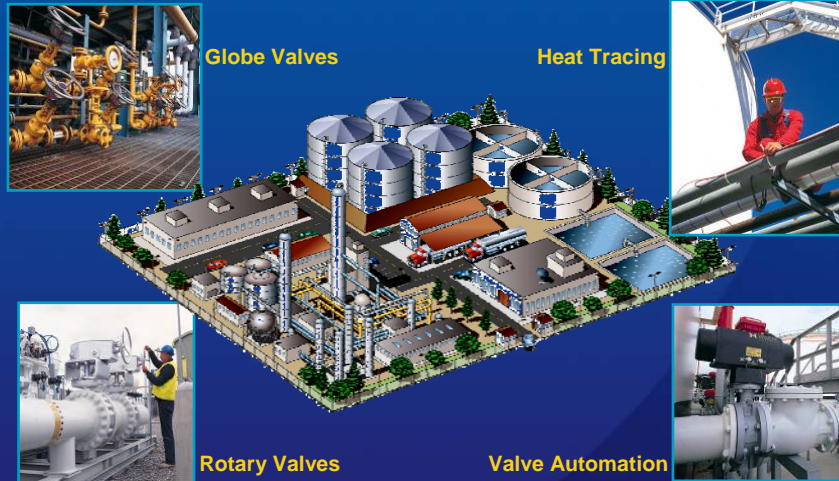
Power

- New fossil plants in emerging markets like China and India
- Replacement of nuclear power plants with fossil capacity in Europe

Source: Mclvaine

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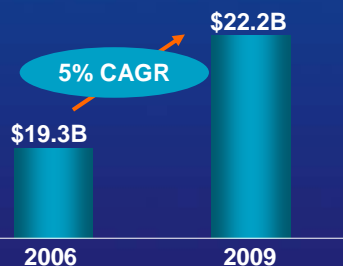
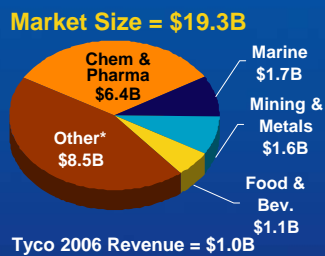
An Average* Refinery Represents Market Opportunity Greater Than \$140M



* Management estimate for 150,000 barrels per day operation

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The Process Industry Market Is Over \$19 Billion



Key Market Drivers

Chemicals

- Significant capacity additions in Asia
- Continued MRO opportunities in EMEA and North America

Marine

- Liquefied Natural Gas (LNG) and Floating Production, Storage and Offloading (FPSO) tankers fueling market growth

Mining & Mineral Processing

- Scarcity of basic materials leading to heavy investment in mining

Food & Beverage

- Significant opportunity in dairy, sugar, and beverage markets

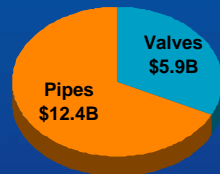
Source: Mclvaine

*Other includes Pulp & Paper, Iron & Steel, Semiconductors, Other Electronics, and Other Industries

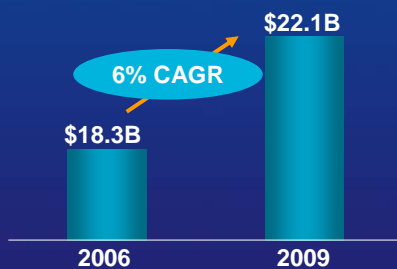
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The Water Market We Serve Is Over \$18 Billion

Market Size = \$18.3B



Tyco 2006 Revenue = \$0.9B



Source: Mcllvaine, Freedonia, Global Industry Analysts, Inc.

Key Market Drivers

- Emerging economies build out basic water and wastewater systems
- Developed countries are investing to maintain aging water infrastructure
- Expanding regulation driving growth (e.g., EU Directives, EPA) in water and wastewater treatment
- Uneven distribution of water resources requires significant Transmission & Distribution investment (e.g., Australia)

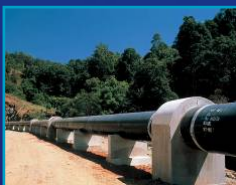
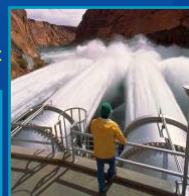
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A Typical Water System Has Numerous Applications for Our Products



Irrigation Systems

Control Valves for Storage Management



Ductile Iron Pipe for Distribution Lines

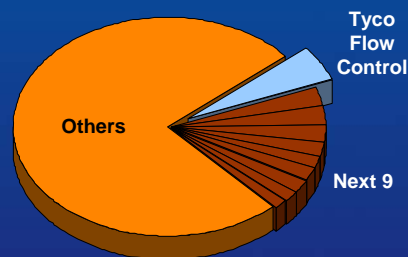
Hydrants



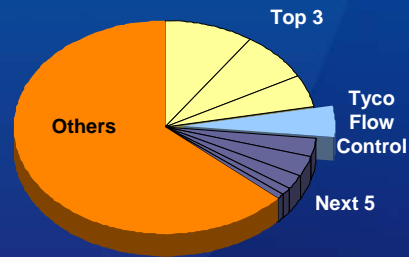
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Our Markets Are Global and Local

Industrial Valves & Controls
Market Revenue ~ \$38B



Global Water
Market Revenue ~ \$18B



Large & Fragmented Markets ... Tyco Well Positioned

Source: Mclivaine, Management Estimates



We Serve Customer Needs With:

- A broad range of product and service offerings
- Strong technical support with deep applications knowledge
- Proven technology and trusted brands
- A large installed base with demonstrated experience
- A global presence and an ability to serve both global and local customers effectively

Broad Capabilities and Proven Technology



We Are Planning To:

- Expand our position as the world leader in the design, manufacture, sales, and service of valves, actuators, controls, heat tracing and related products
- Our goal is to:
 - Grow faster than the market grows
 - Improve profitability every year
 - Improve asset utilization and ROIC annually

Drive Organic Growth and Leverage Operational Excellence

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Our Strategy to Achieve This Includes:

Growth

- Implement Focused Industry Strategies
- Make Selective Acquisitions to Fill Portfolio Gaps
- Strengthen Recurring Revenue Streams

Productivity

- Optimize/Restructure Our Supply Chain with Greater Low-Cost Country (LCC) Focus
- Accelerate Op Ex Initiatives (Six Sigma, Lean, Sourcing)
- Simplify Our Business

Balanced Focus on Growth and Productivity

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Flow Control Summary

- Strong momentum in driving growth and profitability initiatives over the past three years
 - 11.4% average revenue growth
 - Operating Margin has improved from 6.6% to 11.4%¹
- Market leading positions in attractive markets
- Key markets are very fragmented ... Provides good organic revenue growth and acquisition opportunities
- Differentiate ourselves through applications expertise, a broad product portfolio and a global presence
- Additional profitability improvement opportunities exist through Operational Excellence and Low-Cost Country efforts

¹ Operating Margin for 1H 2007 was 12.3%



Tyco International Investor Day

Chris Coughlin
Executive Vice President &
Chief Financial Officer



a vital part of your world

Two Areas to Review with You Today

- ➔ ■ Tyco ... Separation-related financial items
 - Capital Structure and Ratings
 - Dividend Recommendations
 - Sharing Agreement
 - Tax Rates...Initial and Long-Term
 - Q3 Special Charges
- Tyco ... Financial characteristics post-separation

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All Three Companies Have Solid, Investment-Grade Balance Sheets

\$M	At Separation	Tyco	Covidien	Electronics
Launch Capitalization				
Estimated Cash	\$2,800	\$1,250	\$800	\$750
Estimated Debt	\$12,700	\$4,500	\$4,500	\$3,700
Estimated Debt/Capital	26%	23%	40%	25%
S&P LTD Ratings	BBB+	BBB	A	BBB

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Estimated Cash at Separation

Cash Balance at end of Q2 2007	\$4.0B
Estimated Cash Flow in Q3	\$1.0
Separation Costs	(\$1.0)
Dividend Payments	(\$0.4)
Legal Settlement	<u>(\$0.8)</u>
Estimated Cash at Separation	\$2.8B



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The Current Dividend Will Initially Be Split Among All Three Companies

- Currently, Tyco pays approximately \$800M of dividends on a combined basis
- Following the separation, we initially expect
 - Covidien to pay ~\$300M
 - Tyco Electronics to pay ~\$280M
 - Tyco to pay ~\$230M
- Dividend policies to be determined by the Board of Directors for each company after the separation
- Post-separation, we (TYC) anticipate paying a quarterly dividend of \$0.11/share on new Tyco shares

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There Will Be Sharing Agreements for Tax & Legal Liabilities Among the Three Companies

- Certain Tax and Legal legacy items will be shared to facilitate resolution
- Sharing Agreements cover Tyco contingent liabilities for tax liabilities and class action shareholder lawsuits existing prior to separation
- Sharing percentage:
 - Covidien – 42%
 - Tyco Electronics – 31%
 - Tyco – 27%

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An Example: Sharing Agreement on Historical Tax Liabilities

	% as Per Agreement	Economic Impact	Legal Tax Liability	Payable/ (Receivable)
Covidien	42%	\$870M	\$486M	\$384M
Electronics	31%	\$642M	\$1,315M	(\$673M)
Tyco	<u>27%</u>	<u>\$559M</u>	<u>\$270M</u>	<u>\$289M</u>
Total	100%	\$2,071M	\$2,071M	\$0

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Estimated Effective Tax Rates for Each Company Post-Separation

	Estimated Post-Separation	Longer-Term Goals
Tyco	22-25%	↓
Covidien	30-32%	↓
Electronics	31-34%	↓

Due to the class action settlement, initial tax rates are expected to be at the higher end of the range

**Each Company Should Be Able to Reduce Their Tax Rates
with Company-Specific Tax Planning**

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During Q3, We Expect to Incur Significant Special Charges

■ Class Action Settlement	\$2,975M
■ Separation Costs	\$900M
■ Restructuring Charges and Impairments	\$200M

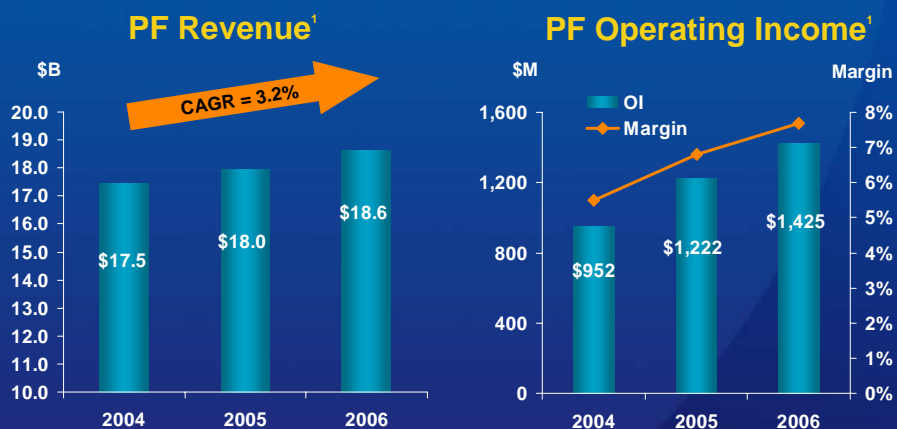
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Two Areas to Review with You Today

- Tyco ... Separation-related financial items
 - Capital Structure and Ratings
 - Dividend Recommendations
 - Sharing Agreement
 - Tax Rates ... Initial and Long-Term
 - Q3 Special Charges
- Tyco ... Financial characteristics post-separation

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Tyco Is a \$19 Billion Multi-Industry Company with \$1.4 Billion in Operating Income and...



Revenue and Operating Income Have Improved Each Year

¹ 2004-2006 Pro Forma revenue, operating income, and operating margin reflects the impact of Healthcare and Electronics as Discontinued Operations in the periods presented.

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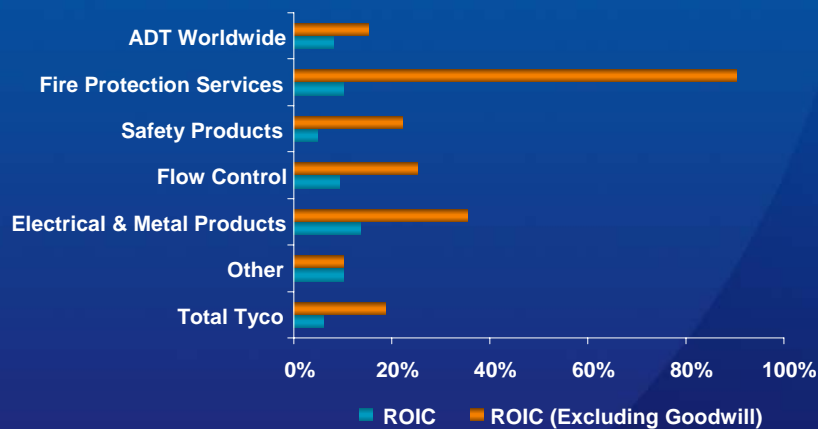
Strong Financial Metrics Across the Business Segments

\$M	2006 Revenue	2006 Op Inc	2006 Op Margin	2006 EBITDA Margin
ADT Worldwide	\$7,205	\$907	12.6%	26.0%
Fire Protection	\$3,281	\$239	7.3%	8.1%
Flow Control	\$3,135	\$356	11.4%	13.1%
Safety Products*	\$1,675	\$202	12.1%	17.6%
Electrical & Metal	\$1,949	\$319	16.4%	17.7%
Other	\$1,329	\$74	5.6%	6.8%
Corporate	-	(\$672)	NM	NM
Total	\$18,574	\$1,425	7.7%	14.1%

*Operating Income includes \$100M charge related to a voluntary replacement program for certain sprinkler products
EBITDA is a Non-GAAP measure. For a reconciliation, please see Appendix.

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2006 Return on Invested Capital



We Have Strong Incremental Returns on Invested Capital

ROIC is a Non-GAAP measure. For a reconciliation, please see Appendix.

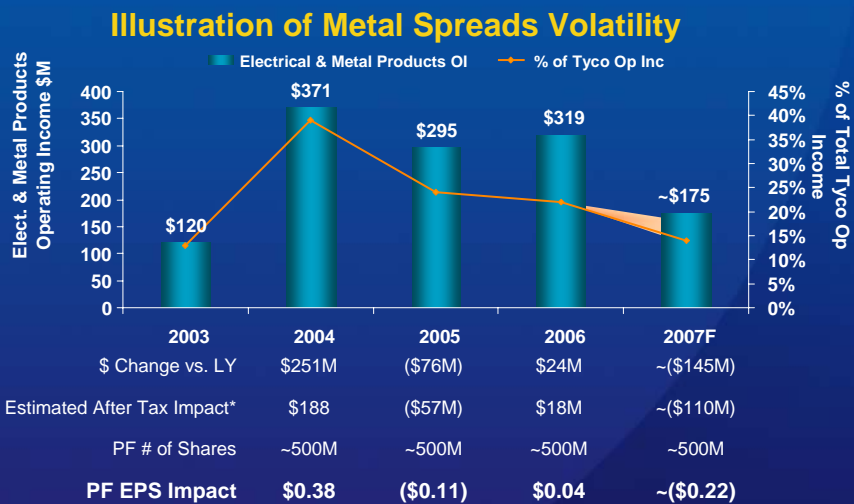
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Interest Expense and Interest Income

	Estimated Interest Rate
<ul style="list-style-type: none"> Interest Expense <ul style="list-style-type: none"> ~\$4.5B of Debt Interest Income <ul style="list-style-type: none"> ~\$1.25B Beginning Cash Balance Interest on Shared Tax Liability <ul style="list-style-type: none"> ~\$289M Liability to TEL and COV 	<ul style="list-style-type: none"> ~7.0% ~4.0% ~8.5%

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Volatility from Electrical & Metal Products Can Have a Significant Impact on Earnings



* Assumes 25% tax rate

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Each of the Businesses Has Strong Revenue Growth Potential

Organic Growth	2005	2006	1H 2007
ADT Worldwide	0%	2%	3%
Fire Protection Services	0%	5%	6%
Flow Control	7%	13%	12%
Safety Products	5%	4%	3%
Electrical & Metal Products	12%	7%	1%
Other	-6%	-3%	-9%
Total	2%	5%	4%

Long-Term Organic Growth Target: 4-6%

Our goal is to grow 4-6% organically over the next few years driven by

- Faster growth in ADT Worldwide
- New product and service expansion and new markets
- Continued growth in many of our end markets including oil and gas, water, commercial construction

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We Are Focused on Improving Operating Margins Over the Next Few Years

	Operating Margin	
2006 Pro Forma Operating Margin ¹	8%	
Restructuring	↑	<ul style="list-style-type: none"> ▪ Restructuring plans primarily in Fire & Security Europe, Flow Control and Safety Products
Corporate Cost Reduction	↑	<ul style="list-style-type: none"> ▪ Corporate cost reduction plans
Operational Excellence	↔	<ul style="list-style-type: none"> ▪ Continued implementation of productivity and cost improvement initiatives to offset inflation and fund growth initiatives
Portfolio Simplification	↑	<ul style="list-style-type: none"> ▪ Rationalization of non-strategic businesses
Steel/Copper spreads	↑ ↓	<ul style="list-style-type: none"> ▪ Significant volatility in steel and copper prices may impact operating margin

¹ 2006 Pro Forma operating margin reflects the impact of Healthcare and Electronics as Discontinued Operations in the periods presented.

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Summary

Post-Separation, Tyco Has ...

- Solid revenue growth prospects
- Operating income improvement opportunities
- Strong and stable cash flow generation
- Solid balance sheet and capital structure
- Strong incremental returns on invested capital

Potential for Significant Earnings Per Share Growth

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Tyco International Investor Day

June 19, 2007

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