First Quarter Review

29 / January / 2016

tyco

Important Information

NO OFFER OR SOLICITATION

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transaction between Johnson Controls, Inc. ("Johnson Controls") and Tyco International plc ("Tyco"), Tyco will file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-4 that will include a joint proxy statement of Johnson Controls and Tyco that also constitutes a prospectus of Tyco (the "Joint Proxy Statement/Prospectus"). Johnson Controls and Tyco plan to mail to their respective shareholders the definitive Joint Proxy Statement/Prospectus in connection with the transaction. INVESTORS AND SECURITY HOLDERS OF Johnson Controls AND Tyco ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT Johnson Controls, Tyco, THE TRANSACTION AND RELATED MATTERS. Investors and security holders will be able to obtain free copies of the Joint Proxy Statement/Prospectus (when available) and other documents filed with the SEC by Johnson Controls and Tyco through the website maintained by the SEC at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of the documents filed with the SEC by Johnson Controls by contacting Johnson Controls Shareholder Services at Shareholder.Services@jci.com or by calling (800) 524-6220 and will be able to obtain free copies of the documents filed with the SEC by Tyco by contacting Tyco Investor Relations at Investorrelations@tyco.com or by calling (609) 720-4333.

PARTICIPANTS IN THE SOLICITATION

Johnson Controls, Tyco and certain of their respective directors, executive officers and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Johnson Controls and Tyco in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, will be set forth in the Joint Proxy Statement/Prospectus when it is filed with the SEC. Information regarding Johnson Controls' directors and executive officers is contained in Johnson Controls' proxy statement for its 2016 annual meeting of shareholders, which was filed with the SEC on December 14, 2015. Information regarding Tyco's directors and executive officers is contained in Tyco's proxy statement for its 2016 annual meeting of shareholders, which was filed with the SEC on January 15, 2016.

Important Information

Statement Required by the Irish Takeover Rules

The directors of Tyco accept responsibility for the information contained in this communication relating to Tyco and the directors of Tyco and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the directors of Tyco (who have taken all reasonable care to ensure such is the case), the information contained in this communication for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

Lazard Freres & Co. LLC, which is a registered broker dealer with the SEC, is acting for Tyco and no one else in connection with the proposed transaction and will not be responsible to anyone other than Tyco for providing the protections afforded to clients of Lazard Freres & Co. LLC, or for giving advice in connection with the proposed transaction or any matter referred to herein.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

This communication is not intended to be and is not a prospectus for the purposes of Part 23 of the Companies Act 2014 of Ireland (the “2014 Act”), Prospectus (Directive 2003/71/EC) Regulations 2005 (S.I. No. 324 of 2005) of Ireland (as amended from time to time) or the Prospectus Rules issued by the Central Bank of Ireland pursuant to section 1363 of the 2014 Act, and the Central Bank of Ireland (“CBI”) has not approved this communication.

Forward-Looking Statements / Safe Harbor

This presentation contains a number of forward-looking statements. In many cases forward-looking statements are identified by words, and variations of words, such as "anticipate", "estimate", "believe", “commit”, “confident”, "continue", "could", "intend", "may", "plan", "potential", "predict", "positioned", "should", "will", "expect", "objective", "projection", "forecast", "goal", "guidance", "outlook", "effort", "target", and other similar words. However, the absence of these words does not mean the statements are not forward-looking. 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 other projections, earnings and Tyco’s credit profile, capital allocation priorities and other capital market related activities, and statements regarding Tyco's acquisition, divestiture, restructuring and other productivity initiatives. 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);
- The ability of the Company, its employees and its agents to comply with complex and continually changing laws and regulations that govern our international operations, including the U.S. Foreign Corrupt Practices Act, similar anti-bribery laws in other jurisdictions, a variety of export control, customs, currency exchange control and transfer pricing regulations, and our corporate policies governing these matters;
- The outcome of litigation, arbitrations and governmental proceedings, including the effect of income tax audits, appeals and litigation;
- 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;
- 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;
- Our ability to predict end-user demand for new or enhanced product or service offerings;
- 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.
- Our ability to complete the proposed transaction with Johnson Controls on anticipated terms and timing and our ability to achieve the benefits associated with such transaction, including achieving future synergies

More information on potential factors that could affect the Company’s financial results is included from time to time in the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of the Company’s public reports filed with the SEC, including the Company’s Form 10-K for the fiscal year ended September 25, 2015 and in subsequent filings.

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

Compelling Strategic Rationale

Global, industrial leader with $32 billion in revenue uniquely positioned to provide the most comprehensive portfolio of building and energy solutions

- **Transaction combines innovation pipelines for devices, controls, sensors, data analytics and advanced solutions to better capture the enormous "smart" market opportunity**
- **Combination accelerates ability to partner with customers to bring advanced building technology and integrated solutions for better overall performance and experience**
- **Compelling value creation through at least $650mm in identified synergies plus significant revenue growth opportunities**

SMARTER PLACES

- **Smart Homes**
- **Smart Buildings**
- **Smart Cities**
- **Smart Operations**
  - Retailers
  - Hospitals
  - Stadiums
  - Etc.

Johnson Controls + tyco

Strength Across Converging Ecosystem

Value Creation for Tyco Shareholders

Tyco Shareholders Have Today	Tyco Shareholders Have Post Merger and Spin	
	Tyco + JCI	Adient
▪ 100% ownership of Tyco	1. Premium of 13% to the 30 day volume weighted average share price exchange ratio 2. Own 44% of combined company equity including capitalized value of: + $500M operating synergies + $150M tax synergies + Benefit of revenue synergies + Opportunity for multiple expansion	3. Own 44% of Adient equity

FY 2016E	Expected Pro Forma – FY 2016E (PF for Merger and Adient Spin)	
▪ ~$1.5B of EBITDA ▪ ~430M shares outstanding ▪ ~1.3x Net Debt/EBITDA (does not include rating agency add backs)	▪ ~$4.5B of EBITDA **+500M*** operating synergies **+ $150M** tax synergies ▪ ~940M shares outstanding** ▪ ~2x-2.5x Net Debt/EBITDA ▪ ~$10.5B Net Debt*** ▪ 17-18% tax rate	▪ ~$1.6B of EBITDA ▪ ~2x-2.5x Net Debt/EBITDA leverage ▪ ~$3B Net Debt

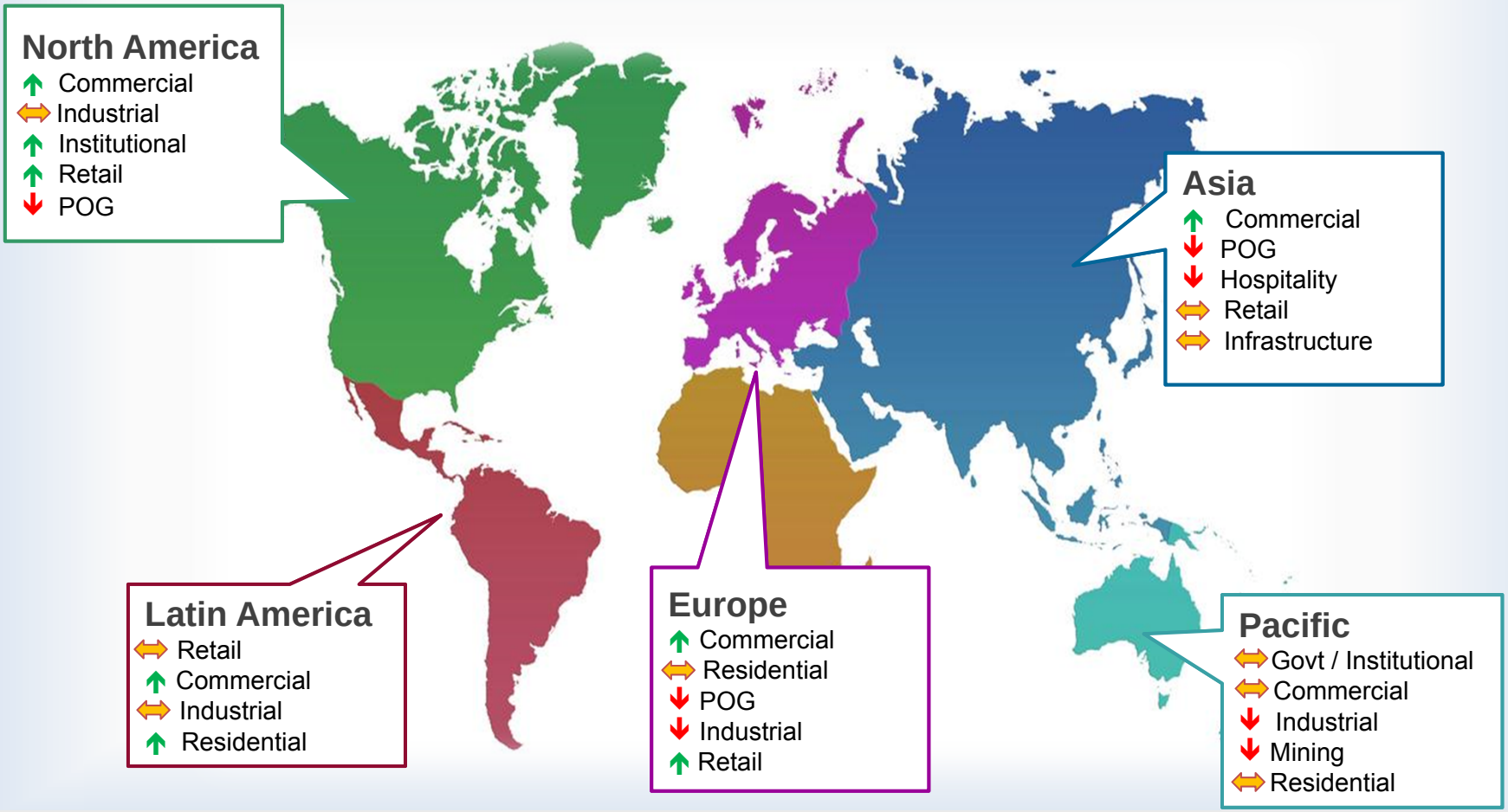
*Run-rate expected to be realized by year 3
**See appendix for reconciliation
***Including ~$3B cash dividend from Adient and $3.9B transaction debt

A Solid Start To The Fiscal Year

Demonstrating Tyco's Ability To Perform In An Uncertain Environment

- Better than expected results across all segments
- Solid quarter of operational execution
- Continued focus on productivity and "self-help" initiatives
- Strategic portfolio enhancements

Mixed Macro-Economic Environment



Remixing The Portfolio

WORMALD	tyco Fire & Security UAE	ShopperTrak
▪ Signed definitive agreement to sell Australia Fire IS&S ▪ Underperforming business with limited future growth profile ▪ FY15 Sales: ~$260M ▪ Closed late January ▪ Minimal impact to FY16 EPS	▪ $150M investment in strategic UAE JV partnership ▪ Expands IS&S capabilities in the Middle East ▪ Important growth market for core F&S offering ▪ Closed late November	▪ $175M acquisition ▪ Builds upon existing Retail platform (inventory visibility & loss prevention) ▪ Strengthens technology offering in core Retail vertical ▪ Expands natural market adjacency ▪ Closed late January ▪ Neutral to FY16 EPS with purchase accounting ▪ Significant cost synergy opportunities

Creating Long-Term Shareholder Value With Capital Allocation

* Earnings per share before special items is a non-GAAP measure. For a reconciliation to the most comparable GAAP measure, please see Appendix.

Q1 2016 Results – Financial Overview

(EPS amounts are fully diluted and attributable to Tyco ordinary shareholders)
($ in millions, except per-share amounts)

	Q1FY16	Q1FY15	Change
Revenue *Organic Growth**	$2,376 *flat*	$2,478 *3%*	(4%)
Segment Operating Income before special items*	$306	$327	(6%)
Segment Operating Margin before special items*	12.9%	13.2%	(30bps)
Corporate Expense before special items*	$52	$55	(5%)
Restructuring & Repositioning	$22	$75	(71%)
Tax Rate before special items*	17.2%	9.6%	
EPS from Cont. Ops. before special items*	$0.42	$0.38	+11%

Exceeding Our Q1 Commitments

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* Organic growth, segment operating income, segment operating margin, corporate expense, tax rate and EPS from continuing operations before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see Appendix.

First Quarter Highlights

- Revenue of $2.4 billion declined 4% year over year on a reported basis, including 6% headwind from foreign currency exchange rates
  - Acquisitions contributed 3%, partially offset by 1% decline related to a divestiture
  - Organic revenue* was flat vs 1% to 3% decline expected

- Segment operating margin* of 12.9%
  - The segment operating margin includes a 40 basis point headwind related to non-cash purchase accounting
  - Excluding purchase accounting, the segment operating margin was slightly ahead of the prior year, as net productivity benefits were offset by negative mix

- Earnings per share before special items* increased 11% year over year
  - Year over year headwinds related to negative mix and FX
  - Benefited from lower restructuring and repositioning charges and incremental net savings

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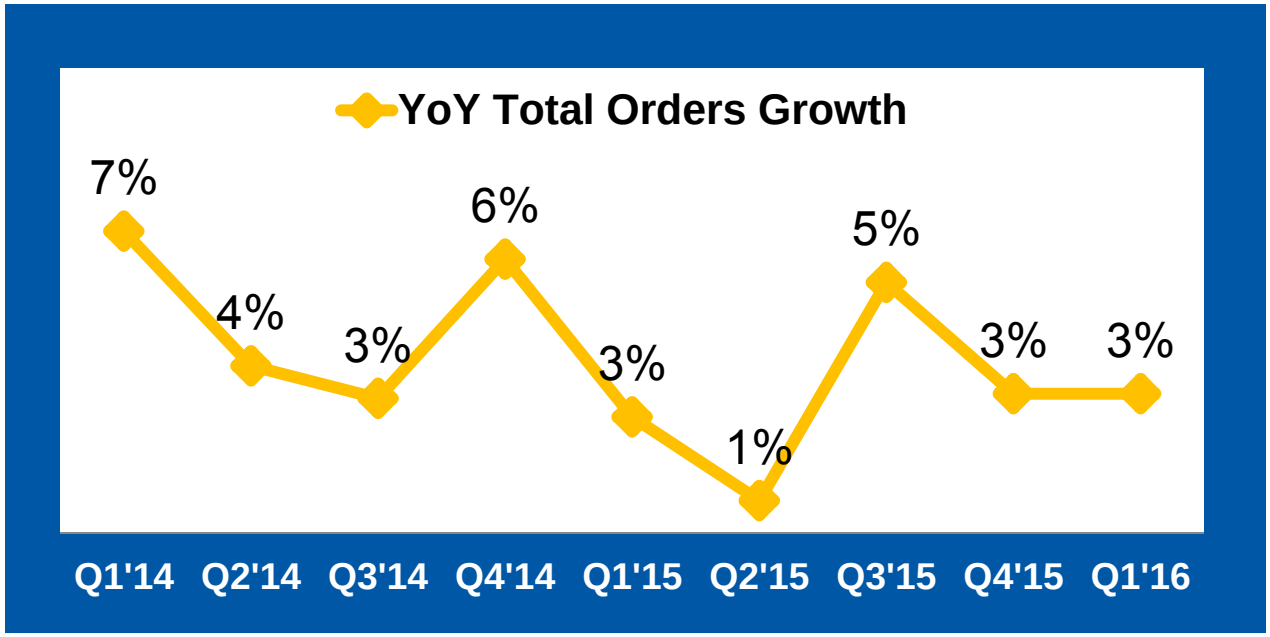
* Organic revenue, segment operating income, segment operating margin and earnings per share before special items are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see Appendix.

First Quarter Highlights Continued

- Orders growth of 3%, excluding impact of foreign currency and divestiture
  - Products +5%, Service +3% and Integrated Solutions +1%



- Backlog of $4.56 billion increased 4% both year over year and on a quarter sequential basis, partly driven by consolidation of JV in Middle East
  - Excluding JV backlog up 1% yoy and relatively flat on a quarter sequential basis

First Quarter – NA Integrated Solutions & Services

($ in millions)	Q1FY16	Q1FY15	Change
Revenue	$953	$951	0%
Operating Income*	$132	$131	1%
Operating Margin*	13.9%	13.8%	+10bps

- Orders increased 3% year over year, excluding foreign currency
  - Service orders increased 2%
  - Integrated solutions orders increased 5%, compared to 13% increase in the prior year
    - Driven by very large institutional order which contributed 7 points of growth
- Backlog of $2.51 billion increased 2% on a year over year basis, excluding the impact of foreign currency
  - Increased 1% on quarter sequential basis

- Organic revenue* increased 2%
  - Service increased 1%
  - Integrated solutions increased 2%
- Foreign currency rates negatively impacted revenues by two percentage points
- Operating margin* increased 10bps year over year
  - Prior year included $6M legal charge
  - Underlying margin contracted 50 basis points year over year as benefits of productivity were offset by incremental investments

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

First Quarter – ROW Integrated Solutions & Services

($ in millions)	Q1FY16	Q1FY15	Change
Revenue	$812	$916	(11%)
Operating Income*	$77	$91	(15%)
Operating Margin*	9.5%	9.9%	(40bps)

- Orders relatively flat year over year, excluding currency and divestiture
  - Service orders increased 3%
  - Integrated solutions orders decreased 3%, driven by decline in high-hazard, heavy industrial end market
- Backlog of $1.87 billion increased 9% on a year over year basis, excluding impact of foreign currency and a divestiture
  - Increased 9% on a quarter sequential basis
  - Increase driven by consolidation of JV in Middle East
- Organic revenue* decreased 1%
  - Service increased 1%
  - Integrated solutions decreased 4%
- Foreign currency exchange rates negatively impacted revenue by 11%. A 3% benefit from acquisitions was partially offset by a 2% impact from a divestiture
- Operating margin* decreased 40bps over year, fully driven by non-cash purchase accounting
  - Excluding PPA, operating margin of 10.0%
  - Productivity benefits more than offset organic revenue decline

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

First Quarter – Global Products

($ in millions)	Q1FY16	Q1FY15	Change
Revenue	$611	$611	0%
Operating Income*	$97	$105	(8%)
Operating Margin*	15.9%	17.2%	(130bps)

- Orders increased 5% year over year, excluding impact of foreign currency
  - Growth entirely driven by acquisitions

- Organic revenue* decreased 1%
  - Driven by decline in Life Safety due to tough compare with prior year

- Acquisition growth of 6% was offset by a 6% negative impact from foreign currency exchange rates

- Operating margin* decreased 130 bps year over year including 70bp headwind related to PPA
  - Underlying margin decline of 60bps driven by product mix

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

Other Items

- Corporate expense before special items* was $52 million in the quarter
  - **Outlook:** Expect Q2 corporate expense before special items to be similar

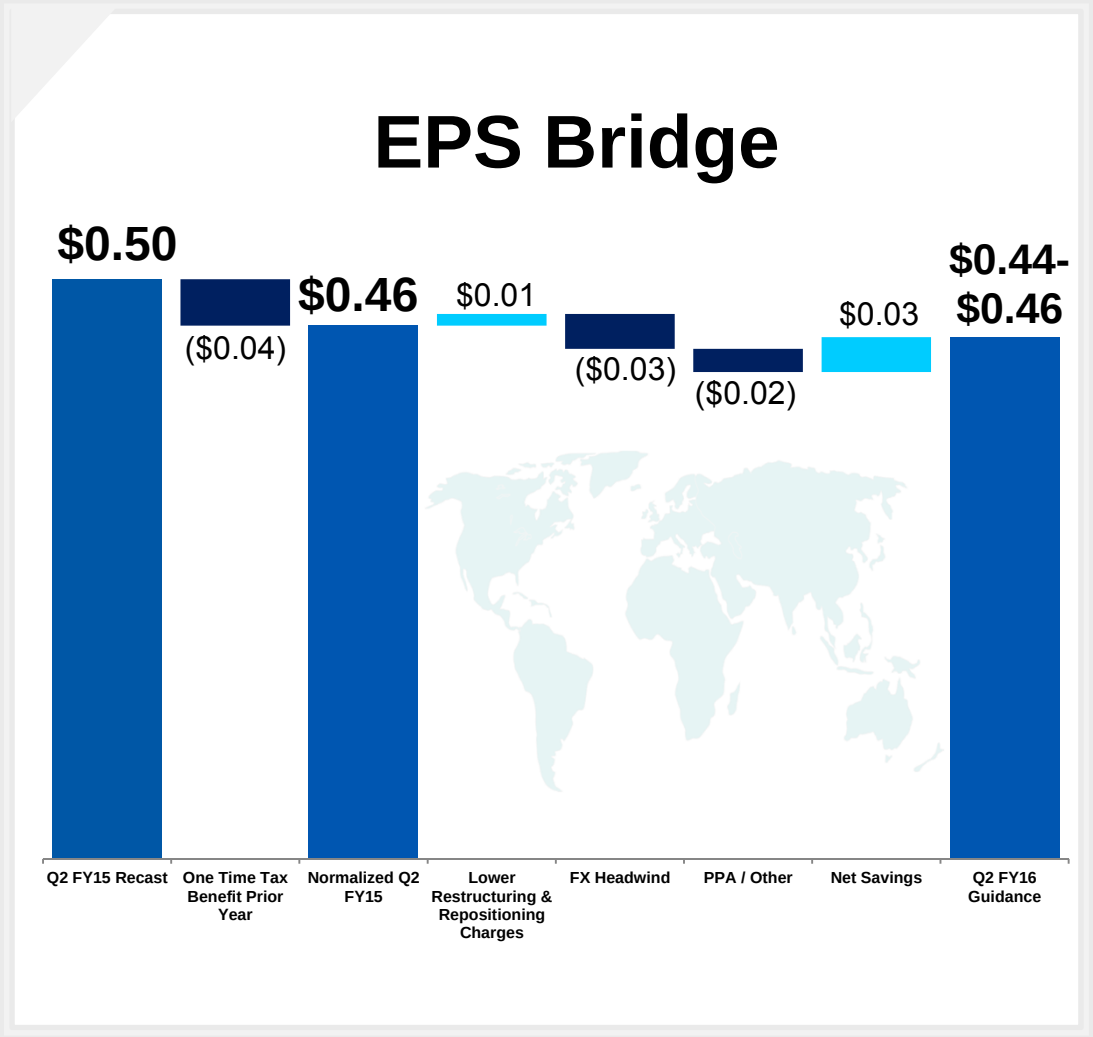
- Tax rate* excluding special items was 17.2% for the quarter
  - **Outlook:** Expect Q2 FY16 tax rate before special items to be approximately 17%

- Adjusted FCF* of $169 million in quarter; 95% conversion rate
  - **Outlook:** Expect FY conversion rate on adjusted free cash flow in 2016 to be in the range of 90% - 100%

- Restructuring and repositioning charges of $22 million in Q1
  - **Outlook:** Expect Q2 FY16 restructuring and repositioning charges of $20 million

* Corporate expense and tax rate before special items and adjusted free cash flow are non-GAAP measures. For a reconciliation to the most comparable GAAP measures, please see Appendix.

Guidance Q2 FY 2016



	Q2 2016 Outlook
Revenue	~$2.3 billion *~4% decline YoY on reported basis*
Organic Change	Relatively flat
FX	~$120 million *(5%) headwind*
Net M&A Activity *Incl. Divestiture*	~$20 million benefit
Segment Margin *Before Special Items*	~13.7% – 13.9% *includes 40bps headwind related to purchase accounting* *Ex-PPA +50-70bps yoy*
Restructuring & Repositioning Charges	~$20 million or $0.04
Weighted Average Share Count	~428 million shares
EPS *Before Special Items*	**$0.44 – $0.46**

Appendix

2016 Full Year Foreign Exchange Impact

	Original FX Guidance *Q4'15 Earnings Call*	Current FX Guidance *Q1'16 Earnings Call*
2016 Revenue Headwind	($310M) (~3%)	($480M) (~5%)
2016 EPS Headwind	($0.07)	($0.12)

Top Foreign Currency Exposures

	Original FX Rates*	Current FX Rates*	Variance
EUR/USD	1.09	1.08	(1%)
GBP/USD	1.53	1.43	(7%)
USD/CAD	1.32	1.42	(7%)
AUD/USD	0.71	0.70	(1%)

Incremental $0.05 FX headwind to 2016 EPS guidance

* Original foreign exchange rates quoted from November 6, 2015. Current foreign exchange rates quoted as of January 26, 2016.

FY15 Recast – To Include Restructuring & Repositioning Including Tax Impact

	Q1FY15 Actual		Q2FY15 Actual		Q3FY15 Prelim		Q4FY15 Prelim		YTD FY15	
Revenue										
NA IS&S	951		944		972		1,012		**3,879**	
ROW IS&S	916		847		842		827		**3,432**	
Global Products	611		639		675		666		**2,591**	
Total Revenue	2,478		2,430		2,489		2,505		**9,902**	
Operating Income										
NA IS&S	131	13.8%	125	13.2%	157	16.2%	180	17.8%	**593**	15.3%
ROW IS&S	91	9.9%	90	10.6%	93	11.0%	90	10.9%	**364**	10.6%
Global Products	105	17.2%	116	18.2%	119	17.6%	124	18.6%	**464**	17.9%
Segment Operating Income	327	13.2%	331	13.6%	369	14.8%	394	15.7%	**1,421**	14.4%
Corporate	(55)		(51)		(50)		(45)		**(201)**	
Restructuring & Repositioning	(75)		(29)		(65)		(120)		**(289)**	
Operating Income	197	7.9%	251	10.3%	254	10.2%	229	9.1%	**931**	9.4%
Interest	(21)		(21)		(22)		(23)		**(87)**	
Other income(expense)	2		3		6		(10)		**1**	
Income before Tax	178		233		238		196		**845**	
Tax	(17)		(20)		(40)		(25)		**(102)**	
Tax Rate	9.6%		8.6%		16.8%		12.8%		**12.1%**	
Equity in earnings of consol sub	-		-		-		-		**-**	
Non-controlling Interest	1		2		-		(1)		**2**	
Net Income	162		215		198		170		**745**	
EPS	$ 0.38		$ 0.50		$ 0.46		$ 0.40		**$ 1.74**	
Shares	427		427		427		427		**427**	

JCI + Tyco Proforma Share Reconciliation (Approximation)

(in millions, except stock split ratio)		
Tyco diluted shares	430	
Reverse stock split	*x 0.955*	
Tyco post-stock split diluted shares	411	**A**
JCI diluted shares	653	
Less: expected share repurchase ($500M)	(13)	
Less: $3.9B cash to JCI shareholders	(111)	
Adjusted JCI diluted shares	529	**B**
Total combined company diluted shares	940	**A+B**

TYCO INTERNATIONAL PLC
CONSOLIDATED STATEMENTS OF OPERATIONS
(in millions, except per share data)
(Unaudited)

	Quarters Ended	
	December 25, 2015	December 26, 2014
Revenue from product sales	$ 1,408	$ 1,488
Service revenue	968	990
Net revenue	2,376	2,478
Cost of product sales	962	1,022
Cost of services	536	547
Selling, general and administrative expenses	573	652
Restructuring and asset impairment charges, net	12	58
Operating income	293	199
Interest income	4	3
Interest expense	(24)	(24)
Other (expense) income, net	(165)	4
Income from continuing operations before income taxes	108	182
Income tax expense	(36)	(19)
Income from continuing operations	72	163
Income (loss) from discontinued operations, net of income taxes	4	(2)
Net income	76	161
Less: noncontrolling interest in subsidiaries net loss	—	(1)
Net income attributable to Tyco ordinary shareholders	$ 76	$ 162
Amounts attributable to Tyco ordinary shareholders:		
Income from continuing operations	$ 72	$ 164
Income (loss) from discontinued operations	4	(2)
Net income attributable to Tyco ordinary shareholders	$ 76	$ 162
Basic earnings per share attributable to Tyco ordinary shareholders:		
Income from continuing operations	$ 0.17	$ 0.39
Income from discontinued operations	0.01	—
Net income attributable to Tyco ordinary shareholders	$ 0.18	$ 0.39
Diluted earnings per share attributable to Tyco ordinary shareholders:		
Income from continuing operations	$ 0.17	$ 0.38
Income from discontinued operations	0.01	—
Net income attributable to Tyco ordinary shareholders	$ 0.18	$ 0.38
Weighted average number of shares outstanding:		
Basic	424	420
Diluted	428	427

Note: These financial statements should be read in conjunction with the Consolidated Financial Statements and accompanying notes contained in the Company's Annual Report on Form 10-K filed on November 13, 2015 for the fiscal year ended September 25, 2015.

TYCO INTERNATIONAL PLC
RESULTS OF SEGMENTS
(in millions)
(Unaudited)

	Quarters Ended			
	December 25, 2015		December 26, 2014	
Net Revenue				
NA Integrated Solutions & Services	$ 953		$ 951	
ROW Integrated Solutions & Services	812		916	
Global Products	611		611	
Total Net Revenue	$ 2,376		$ 2,478	
Operating Income and Margin				
NA Integrated Solutions & Services	$ 132	13.9%	$ 129	13.6%
ROW Integrated Solutions & Services	133	16.4%	89	9.7%
Global Products	97	15.9%	105	17.2%
Segment operating income	362	15.2%	323	13.0%
Corporate and Other expense	(51)	N/M	(49)	N/M
Restructuring and repositioning charges, net	(18)	N/M	(75)	N/M
Operating income	$ 293	12.3%	$ 199	8.0%

TYCO INTERNATIONAL PLC
CONSOLIDATED BALANCE SHEETS
(in millions)
(Unaudited)

	December 25, 2015	September 25, 2015
Assets		
Current Assets:		
Cash and cash equivalents	$ 301	$ 1,401
Accounts receivable, net	1,719	1,732
Inventories	647	624
Prepaid expenses and other current assets	853	754
Deferred income taxes	62	62
Assets held for sale	83	102
Total Current Assets	3,665	4,675
Property, plant and equipment, net	1,167	1,177
Goodwill	4,365	4,234
Intangible assets, net	927	863
Other assets	1,307	1,372
Total Assets	$ 11,431	$ 12,321
Liabilities and Equity		
Current Liabilities:		
Loans payable and current maturities of long-term debt	$ 152	$ 987
Accounts payable	789	774
Accrued and other current liabilities	1,837	1,661
Deferred revenue	349	380
Liabilities held for sale	84	50
Total Current Liabilities	3,211	3,852
Long-term debt	2,146	2,159
Deferred revenue	292	303
Other liabilities	1,736	1,931
Total Liabilities	7,385	8,245
Total Tyco shareholders' equity	4,009	4,041
Nonredeemable noncontrolling interest	37	35
Total Equity	4,046	4,076
Total Liabilities and Equity	$ 11,431	$ 12,321

Note: These financial statements should be read in conjunction with the Consolidated Financial Statements and accompanying notes contained in the Company's Annual Report on Form 10-K filed on November 13, 2015 for the fiscal year ended September 25, 2015.

TYCO INTERNATIONAL PLC
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)
(Unaudited)

	For the Three Months Ended	
	December 25, 2015	**December 26, 2014**
Cash Flows From Operating Activities:		
Net income attributable to Tyco ordinary shareholders	$ 76	$ 162
Noncontrolling interest in subsidiaries net income	—	(1)
(Income) loss from discontinued operations, net of income taxes	(4)	2
Income from continuing operations	72	163
Adjustments to reconcile net cash provided by operating activities:		
Depreciation and amortization	83	90
Non-cash compensation expense	15	15
Deferred income taxes	17	(6)
Provision for losses on accounts receivable and inventory	12	16
Loss on extinguishment of debt	168	—
Loss on divestitures, net	52	1
Gain on investments, net	(115)	(4)
Other non-cash items	5	1
Changes in assets and liabilities, net of the effects of acquisitions and divestitures:		
Accounts receivable, net	29	(7)
Contracts in progress	(9)	8
Inventories	(34)	(43)
Prepaid expenses and other assets	(48)	(25)
Asbestos insurance assets	5	22
Accounts payable	1	(41)
Accrued and other liabilities	(41)	(29)
Deferred revenue	(37)	(38)
Income taxes, net	11	(2)
Gross asbestos liabilities	(7)	(4)
Other	10	(22)
Net cash provided by operating activities	189	95
Net cash provided by discontinued operating activities	2	1
Cash Flows From Investing Activities:		
Capital expenditures	(68)	(66)
Proceeds from disposal of assets	—	1
Acquisition of businesses, net of cash acquired	(138)	(152)
Acquisition of dealer generated customer accounts and bulk account purchases	(4)	(4)
Sales and maturities of investments	1	275
Purchases of investments	(7)	(1)
Decrease (increase) in restricted cash	5	(45)
Other	—	(1)
Net cash (used in) provided by investing activities	(211)	7
Net cash used in discontinued investing activities	—	(15)
Cash Flows From Financing Activities:		
Proceeds from issuance of short-term debt	817	—
Repayment of short-term debt	(666)	—
Repayment of current portion of long-term debt	(1,134)	—
Proceeds from exercise of share options	11	33
Dividends paid	(87)	(75)
Repurchase of ordinary shares	—	(417)
Transfer from (to) discontinued operations	2	(14)
Payment of contingent consideration	—	(23)
Other	(12)	(15)
Net cash used in financing activities	(1,069)	(511)
Net cash (used in) provided by discontinued financing activities	(2)	14
Effect of currency translation on cash	(9)	(10)
Net decrease in cash and cash equivalents	(1,100)	(419)
Cash and cash equivalents at beginning of period	1,401	892
Cash and cash equivalents at end of period	$ 301	$ 473

Reconciliation to "Free Cash Flow":		
Net cash provided by operating activities	$ 189	$ 95
Capital expenditures, net	(68)	(65)
Acquisition of dealer generated customer accounts and bulk account purchases	(4)	(4)
Payment of contingent consideration	—	(23)
Free Cash Flow	$ 117	$ 3
Reconciliation to "Adjusted Free Cash Flow":		
IRS litigation costs	3	—
Separation costs	—	3
Restructuring and repositioning costs (FY15 and prior)	45	34
Environmental remediation payments	1	7
Legal settlements	—	(12)
Net asbestos payments	2	5
Acquisition / integration costs	1	1
Special Items	$ 52	$ 38
Adjusted Free Cash Flow	$ 169	$ 41

Note: Free cash flow is a non-GAAP measure. See description of non-GAAP measures contained in this release.

TYCO INTERNATIONAL PLC
ORGANIC GROWTH RECONCILIATION - REVENUE
(in millions)
(Unaudited)

		Quarter Ended December 25, 2015											
		Base Year Adjustments											
	Net Revenue for the Quarter Ended December 26, 2014	Divestitures / Other		Adjusted Fiscal 2015 Base Revenue	Foreign Currency		Acquisitions		Organic Revenue[1]		Net Revenue for the Quarter Ended December 25, 2015	
NA Integrated Solutions & Services	$ 951	$ —	— %	$ 951	$ (16)	(1.7)%	$ 3	0.3 %	$ 15	1.6 %	$ 953	0.2 %
ROW Integrated Solutions & Services	916	(22)	(2.4)%	894	(101)	(11.0)%	29	3.2 %	(10)	(1.1)%	812	(11.4)%
Global Products	611	(1)	(0.2)%	610	(35)	(5.7)%	39	6.4 %	(3)	(0.5)%	611	— %
Total Net Revenue	**$ 2,478**	**$ (23)**	**(0.9)%**	**$ 2,455**	**$ (152)**	**(6.1)%**	**$ 71**	**2.9%**	**$ 2**	**0.1 %**	**$ 2,376**	**(4.1)%**

[1] Organic revenue growth percentage based on adjusted fiscal 2015 base revenue.

Earnings Per Share Summary
(Unaudited)

	Quarter Ended December 25, 2015	Quarter Ended December 26, 2014
Diluted EPS from Continuing Operations Attributable to Tyco Shareholders (GAAP)	**$ 0.17**	**$ 0.38**
expense / (benefit)		
Restructuring and repositioning reversals (FY15 and prior)	(0.01)	—
(Gains) / losses on divestitures, net included in SG&A	0.12	—
Gain on equity investment, net	(0.26)	—
Settlement with former management	—	(0.01)
Loss on extinguishment of debt	0.39	—
Total Before Special Items	**$ 0.42**	**$ 0.38**

Note: Sum of EPS before special items does not equal total due to rounding.

Tyco International plc
For the Quarter Ended December 25, 2015
(in millions, except per share data)
(Unaudited)
expense / (benefit)

Segments	NA Integrated Solutions & Services	ROW Integrated Solutions & Services	Global Products	Segment Revenue	Corporate and Other	Total Revenue
Revenue (GAAP)	$953	$812	$611	**$2,376**	$—	**$2,376**

	Operating Income																
	NA Integrated Solutions & Services	Margin	ROW Integrated Solutions & Services	Margin	Global Products	Margin	Segment Operating Income	Margin	Corporate and Other	Restructuring and Repositioning	Total Operating Income	Margin	Interest (Expense), net	Other (Expense) Income, net	Income Tax (Expense)	Noncontrolling Interest	Income from Continuing Operations Attributable to Tyco Shareholders	Diluted EPS from Continuing Operations Attributable to Tyco Shareholders
Operating Income (GAAP)	$132	13.9%	$133	16.4%	$97	15.9%	**$362**	15.2%	($51)	($18)	**$293**	12.3%	($20)	($165)	($36)	$—	**$72**	**$0.17**
Restructuring and repositioning reversals (FY15 and prior)										(4)	**(4)**				1		**(3)**	**(0.01)**
(Gains) / losses on divestitures, net included in SG&A			54				**54**		(2)		**52**						**52**	**0.12**
Acquisition / integration costs			1				**1**				**1**						**1**	**—**
IRS litigation costs									1		**1**				(1)		**—**	**—**
Gain on equity investment, net			(111)				**(111)**				**(111)**				(1)		**(112)**	**(0.26)**
Loss on extinguishment of debt														168			**168**	**0.39**
Total Before Special Items	$132	13.9%	$77	9.5%	$97	15.9%	**$306**	12.9%	($52)	($22)	**$232**	9.8%	($20)	$3	($37)	$—	**$178**	**$0.42**

Note: Sum of EPS before special items does not equal total due to rounding.

Diluted Shares Outstanding	**428**
Diluted Shares Outstanding - Before Special Items	**428**

Tyco International plc
For the Quarter Ended December 26, 2014
(in millions, except per share data)
(Unaudited)
expense / (benefit)

Segments	NA Integrated Solutions & Services	ROW Integrated Solutions & Services	Global Products	Segment Revenue	Corporate and Other	Total Revenue
Revenue (GAAP)	$951	$916	$611	**$2,478**	$—	**$2,478**

	Operating Income																	
	NA Integrated Solutions & Services	Margin	ROW Integrated Solutions & Services	Margin	Global Products	Margin	Segment Operating Income	Margin	Corporate and Other	Restructuring and Repositioning	Total Operating Income	Margin	Interest (Expense), net	Other Income, net	Income Tax (Expense)	Noncontrolling Interest	Income from Continuing Operations Attributable to Tyco Shareholders	Diluted EPS from Continuing Operations Attributable to Tyco Shareholders
Operating Income (GAAP)	$129	13.6%	$89	9.7%	$105	17.2%	**$323**	13.0%	($49)	($75)	**$199**	8.0%	($21)	$4	($19)	$1	**$164**	**$0.38**
Separation costs included in SG&A	2						**2**				**2**				(1)		**1**	**—**
(Gains) / losses on divestitures, net included in SG&A			1				**1**				**1**						**1**	**—**
Acquisition / integration costs			1				**1**				**1**						**1**	**—**
Settlement with former management									(7)		**(7)**				3		**(4)**	**(0.01)**
Asbestos									3		**3**				(1)		**2**	**—**
IRS litigation costs									(2)		**(2)**				1		**(1)**	**—**
2012 Tax Sharing Agreement														(2)			**(2)**	**—**
Total Before Special Items	$131	13.8%	$91	9.9%	$105	17.2%	**$327**	13.2%	($55)	($75)	**$197**	7.9%	($21)	$2	($17)	$1	**$162**	**$0.38**

Note: Sum of EPS before special items does not equal total due to rounding.

Diluted Shares Outstanding	**427**
Diluted Shares Outstanding - Before Special Items	**427**

Non-GAAP Measures

Organic revenue, free cash flow (outflow) (FCF), and income from continuing operations, earnings per share (EPS) from continuing operations, operating income and segment operating income, in each case "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 either do not reflect the underlying results and trends of the Company's businesses or are not completely under management's control. There are limitations associated with organic revenue, such as the fact that, as presented herein, the metric may not be comparable to similarly titled measures reported by other companies. These limitations are best addressed by using organic revenue in combination with the GAAP numbers. Organic revenue may be used as a component in the company's incentive compensation plans.

FCF is a useful measure of the company's cash that permits management and investors to gain insight into the number that management employs to measure cash that is free from any significant existing obligation and is available to service debt and make investments. The difference between Cash Flows from Operating Activities (the most comparable GAAP measure) and FCF (the non-GAAP measure) consists mainly of significant cash flows that the company believes are useful to identify. 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,*
- *dealer generated accounts and bulk accounts purchased,*
- *cash paid for purchase accounting and holdback liabilities, and*
- *voluntary pension contributions.*

Capital expenditures and dealer generated and bulk accounts purchased are subtracted because they represent long-term investments that are required for normal business activities. Cash paid for purchase accounting and holdback liabilities is subtracted because these cash outflows are not available for general corporate uses. Voluntary pension contributions are added because this activity is driven by economic financing decisions rather than operating activity. In addition, the company presents adjusted free cash flow, which is free cash flow, adjusted to exclude the cash impact of the special items highlighted below. This number provides information to investors regarding the cash impact of certain items management believes are useful to identify, as described below.

Non-GAAP Measures Continued

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 changes to accounting methodologies, 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 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 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 of the special items noted above on the applicable GAAP measure. 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 GAAP metrics, and these non-GAAP metrics may not be comparable to similarly titled measures reported by other companies. These limitations are 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.

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.

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