

Adopted: June 2007
Revised: September 2009

Covidien plc Compensation and Human Resources Committee Charter

Purpose

The Compensation and Human Resources Committee (the “Committee”) is appointed by the Board to:

- a. Review and approve compensation, benefits and Human Resources policies and objectives;
- b. Determine whether the Company’s officers and employees are compensated in accordance with these policies and objectives; and
- c. Carry out the Board’s responsibilities relating to compensation of the Company’s executives.

Authority

The Committee has authority to take appropriate actions necessary to discharge its responsibilities, including the authority to investigate any matter brought to its attention with full access to all books, records, facilities and Company personnel. The Committee may delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate under applicable laws and regulations.

Outside Advisors

The Committee has authority to retain, at the expense of the Company, such outside counsel, consultants or other advisors as it determines appropriate to assist it in the performance of its duties and to approve the fees and other retention terms of any advisors hired by the Committee. Such outside consultants shall report directly to the Committee. Without limiting the foregoing, the Committee has the sole authority to retain and terminate any compensation consultant used to assist in the evaluation of executive compensation.

Composition

The Committee shall have at least three members, each of whom shall satisfy the independence requirements of the New York Stock Exchange, as determined by the Board. The criteria used by the Board in assessing independence are included in the Company’s Corporate Governance Guidelines. In addition, each member of the Compensation Committee shall qualify as a “non-

employee director” pursuant to rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as an “outside director” pursuant to Section 162(m) of the Internal Revenue Code of 1986, as amended. The Board, after due consideration of the recommendation of the Nominating and Governance Committee, shall appoint the members of the Committee, designate its chair, and prescribe the terms of its members.

Meetings

The Committee shall meet at least four times a year, and may meet additionally as it deems necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

Responsibilities

Among its specific responsibilities, the Committee shall:

1. Oversee the Company’s overall compensation structure, policies and programs, and assess whether the Company’s compensation structure establishes appropriate incentives for management and employees.
2. Assist the Board and senior management in establishing and implementing an executive compensation policy that:
 - supports the Company’s overall strategy and objectives;
 - attracts and retains key executives;
 - links total compensation to defined performance, while encouraging behavior that is in the best long-term interests of the Company and its shareholders; and
 - provides competitive total compensation opportunities at a reasonable cost while meeting the aforementioned goals.
3. Review and approve annual goals and objectives relevant to the compensation of the Company’s CEO, evaluate the CEO’s performance in light of those goals and objectives, and establish the compensation of the CEO based on this evaluation.
4. Review annually with the CEO and the Board the job performance of the Company’s other senior executive officers, and establish the compensation of the senior executive officers and other key executives.
5. Review and approve any employment, retirement, severance and change-in-control agreements or arrangements for senior executive officers.
6. Establish and monitor compliance by officers with the Company’s stock ownership requirements.

7. Oversee the administration, competitiveness, internal equity and cost effectiveness of the Company's broadly applicable benefit programs by establishing an appropriate governance structure for such plans and delegating administrative and other functions as appropriate.
8. Make recommendations to the Board with respect to the establishment of or material change to any incentive compensation plans and equity-based plans. The Committee administers the Company's incentive compensation and equity-based plans in accordance with their terms and has the authority to construe all terms and conditions of such plans.
9. At least once a year, the Committee will meet with the internal and/or external auditors and management to hear a report from the auditors on management and employee compliance with the compensation, incentive, severance, and other benefit programs and insider transaction policies under the Committee's jurisdiction.
10. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and related disclosures that Securities and Exchange Commission ("SEC") rules require be included in the Company's annual report or proxy statement, recommend to the Board based on the review and discussions whether the CD&A should be included in the annual report or proxy statement, and prepare the compensation committee report required by SEC rules for inclusion in the Company's annual proxy statement or annual report on Form 10-K.
11. Assess annually the Committee's performance and the adequacy of this Charter, and report its findings to the Board.