



November 20, 2014

Board of Directors  
Covidien plc  
20 Lower Hatch Street  
Dublin 2  
Ireland  
Re: Covidien Profit Forecast Letter

Lady and Gentlemen:

Reference is made to (i) the profit forecast document (the "Profit Forecast Document"), to be dated November 20, 2014 and proposed to be published by Covidien plc (the "Company"), with the inclusion therein of our letter concerning the Covidien profit forecast (the "Profit Forecast Letter") and (ii) the management incentivisation summary (the "Management Incentivisation Document"), to be dated November 20, 2014 and proposed to be published by the Company, with the inclusion therein of our letter concerning the management incentivisation (the "Management Incentivisation Letter").

The Profit Forecast Letter is provided for the information and assistance of the Board of Directors of the Company in connection with Rule 28 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013 and is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to in whole or in part in any registration statement, proxy statement or any other document, except in accordance with our prior written consent. We understand that our consent to the publication of the Profit Forecast Document is required by Rule 24.2(f) of the Irish Takeover Panel Act 1997, Takeover Rules, 2013.

The Management Incentivisation Letter is provided for the information and assistance of the Board of Directors of the Company in connection with Rule 16 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013 and is not to be used, circulated, quoted or otherwise referred to for any other purpose, nor is it to be filed with, included in or referred to in whole or in part in any registration statement, proxy statement or any other document, except in accordance with our prior written consent. We understand that our consent to the publication of the Management Incentivisation Document is required by Rule 16.2 of the Irish Takeover Panel Act 1997, Takeover Rules, 2013.

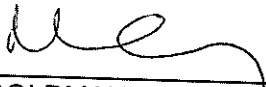
In that regard, we hereby consent to the publication of (i) the Profit Forecast Document and to the inclusion of Profit Forecast Letter therein and (ii) the Management Incentivisation Document

and the inclusion of our Management Incentivisation Letter therein. Notwithstanding the foregoing, it is understood that our consent is required by Rules 24.2(f) and 16.2 of the Irish Takeover Panel Act 1997, Takeover Rules, 2013 and is being delivered solely in connection with complying with those Rules and that our Profit Forecast Letter and Management Incentivisation Letter are not to be used, circulated, quoted or otherwise referred to for any other purpose, nor are they to be filed with, included in or referred to, in whole or in part in any registration statement (including any subsequent amendments to the Registration Statement), proxy statement or any other document, except in accordance with our prior written consent. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

We attach a proof of each of the proposed Profit Forecast Document and Management Incentivisation Document initialed by us for the purposes of identification.

*[Signature page follows]*

Very truly yours,

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke at the end.

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(GOLDMAN SACHS INTERNATIONAL)