

SAMPLE FORM FOR CERTIFICATION OF TREATMENT OF MERGER CONSIDERATION

IMPORTANT NOTICE: THIS CERTIFICATION RELATES TO THE EXCHANGE OF SHARES IN MEDTRONIC, INC. ("MEDTRONIC") IN THE MERGER OF AVIATION MERGER SUB, LLC WITH AND INTO MEDTRONIC. THERE IS A SEPARATE CERTIFICATION THAT APPLIES TO THE EXCHANGE OF SHARES IN COVIDIEN PLC ("COVIDIEN") IN RESPECT OF THE ACQUISITION BY MEDTRONIC PLC ("PARENT") AND MAKANI II LIMITED OF COVIDIEN (THE "SCHEME"). BENEFICIAL OWNERS OF STOCK IN BOTH MEDTRONIC AND COVIDIEN SHOULD COMPLETE BOTH CERTIFICATIONS BY THE APPLICABLE DEADLINE SET FORTH ON SUCH CERTIFICATION.

Effective Date of Merger: January 26, 2015

Description of Medtronic Stock: Common stock, par value \$.10 per share, issued by Medtronic

Description of Parent Shares: Ordinary shares, par value \$0.0001 per share, issued by Parent

THE BENEFICIAL OWNER ("OWNER") SHOULD COMPLETE THIS FORM IMMEDIATELY. CONSULT YOUR BROKER FOR THE DEADLINE TO SUBMIT THIS CERTIFICATION FORM

U.S. BENEFICIAL OWNERS: IF THIS FORM IS NOT RECEIVED BY YOUR BROKER BY THE DEADLINE ABOVE, FOR INFORMATION REPORTING AND U.S. BACKUP WITHHOLDING TAX PURPOSES, PROVIDED THAT THE OWNER ESTABLISHES IT IS A U.S. PERSON, THE OWNER WILL BE TREATED AS HAVING RECEIVED GROSS PROCEEDS UP TO THE AMOUNT OF THE FAIR MARKET VALUE OF THE PARENT SHARES RECEIVED IN THE MERGER, REGARDLESS OF WHETHER SUCH SHAREHOLDER COULD HAVE MADE THE CERTIFICATION IN PART B BELOW.

NON-U.S. BENEFICIAL OWNERS (AND ANY U.S. SHAREHOLDERS THAT HAVE NOT ESTABLISHED THEY ARE U.S. PERSONS ON IRS FORM W-9 (OR SUBSTITUTE FORM): IF THIS FORM IS NOT RECEIVED BY YOUR BROKER BY THE DEADLINE ABOVE, FOR INFORMATION REPORTING AND U.S. WITHHOLDING TAX PURPOSES, THE OWNER WILL BE TREATED AS HAVING RECEIVED A DIVIDEND UP TO THE AMOUNT OF THE FAIR MARKET VALUE OF THE PARENT SHARES RECEIVED IN THE MERGER, REGARDLESS OF WHETHER SUCH OWNER COULD HAVE MADE THE CERTIFICATION IN PART A BELOW. IN ACCORDANCE WITH THIS TREATMENT, NON-U.S. OWNERS FAILING TO SUBMIT THIS FORM BY THE APPLICABLE DEADLINE GENERALLY WILL BE SUBJECT TO U.S. WITHHOLDING TAX AT A 30% RATE (OR LOWER RATE UNDER AN APPLICABLE TAX TREATY). SUCH NON-U.S. OWNERS MAY SEEK A REFUND FROM THE IRS OF AMOUNTS WITHHELD TO THE EXTENT SUCH AMOUNTS ARE NOT OTHERWISE SUBJECT TO U.S. FEDERAL INCOME TAX.

See enclosed instructions and consult your tax advisor if you have any questions about completing this Certification.

Description of Transaction

The transaction to which this Certification relates is the merger (the "Merger") of Aviation Merger Sub, LLC ("Merger Sub") with and into Medtronic, with Medtronic surviving the Merger as a wholly owned indirect subsidiary of Parent. Pursuant to the Merger, each share of Medtronic Stock has been cancelled in exchange for one Parent Share and cash in lieu of fractional shares (the "Merger Consideration").

Nature of Merger Consideration - Check Applicable Box and Provide Any Required Information. PLEASE CHECK ONLY PART A OR PART B.

Part A Meaningful Reduction in Proportionate Interest (Gross Proceeds)

Owner's portion of the Merger Consideration should be treated for U.S. federal income tax purposes as a payment in exchange for Owner's shares of Medtronic Stock, rather than as a dividend, because Owner's potential proportionate interest in Medtronic was meaningfully reduced as a result of the payment, as reflected in the following calculations:

Prior Interest: Immediately prior to the effectiveness of the Merger, Owner owned _____ (Y) shares of Medtronic Stock (taking into account shares of Medtronic Stock owned directly by Owner and shares of Medtronic Stock that Owner is deemed to own for this purpose under sections 304(c)(3) and 318 of the Internal Revenue Code (including option ownership)), which represented _____ (100*Y/W) percent of the outstanding Medtronic Stock immediately prior to the effectiveness of the Merger.

Subsequent Interest: Immediately following the consummation of the transactions (the "Transactions") contemplated by the Transaction Agreement, dated as of June 15, 2014 (the "Transaction Agreement"), Owner owned _____ (Z) Parent Shares (taking into account Parent Shares received in exchange for Owner's Medtronic Stock, Parent Shares that Owner is deemed to own for this purpose under sections 304(c)(3) and 318 of the Internal Revenue Code (including option ownership), Parent Shares that Owner acquired in exchange for the cancellation of Covidien plc ordinary shares, and accounting for Parent Shares that Owner otherwise purchased (or sold) in connection with the consummation of the Transactions), which represented _____ (100*Z/X) percent of the outstanding Parent Shares immediately following the consummation of the Transactions.

For use in the calculations above:

Outstanding Shares of Medtronic Stock Immediately Prior to the Effectiveness of the Merger: 986,202,187 (W)

Outstanding Parent Shares Immediately Following the Consummation of the Transactions: 1,423,061,872 (X)

Or, in lieu of the calculations above, Owner hereby certifies that Owner was not a shareholder of Covidien plc immediately prior to the scheme of arrangement through which Covidien plc was acquired by Parent and Makani II Limited, has not acquired additional Parent Shares in connection with the consummation of the Transactions, and is not deemed to own additional Parent Shares through attribution from another shareholder (or as a result of owning options in Parent), and thus Owner's proportionate interest in Parent did not increase as a result of the Transactions.

Part B Dividend

Owner's portion of the Merger Consideration should be treated for U.S. federal income tax purposes as a dividend.

CERTIFICATION

Under penalties of perjury, I declare that I have examined the information on this Certification and, to the best of my knowledge and belief, it is true, correct, and complete. I further certify under penalties of perjury that I am the Owner (or authorized to sign for the Owner) of the portion of the Merger Consideration to which this Certification relates and was the Owner (or am authorized to sign for the Owner) of the Medtronic Stock with respect to which payment of such portion of the Merger Consideration was made.

Sign Here >

Signature of Owner or person authorized to sign for Owner

Date (MM-DD-YYYY)

Capacity in which acting

PLEASE RETURN THIS FORM TO YOUR BROKER. DO NOT RETURN THIS FORM TO MEDTRONIC, INC., COVIDIEN PLC, OR MEDTRONIC PLC.

SAMPLE

Instructions for completing the Form for Certification of Treatment of Merger Consideration for the exchange of shares of Medtronic, Inc. common stock

General Instructions

These instructions, and the Certification to which these instructions relate, concern the tax treatment resulting from the Merger to holders of Medtronic Stock, as further described in the in the joint proxy statement/prospectus that forms a part of the Form S-4 (File No. 333-197406) filed with the Securities and Exchange Commission by Medtronic plc (f/k/a Medtronic Holdings Limited) (the "Form S-4") and which was previously made available to Medtronic shareholders. An electronic copy of the Form S-4 is also available on the Medtronic Investor Relations website at <http://investorrelations.medtronic.com>. For U.S. tax purposes, a shareholder's portion of the Merger Consideration may be treated either as a dividend or as a payment of proceeds from a sale or exchange of the shareholder's Medtronic Stock. Dividends paid to non-U.S. shareholders generally will be subject to U.S. withholding tax at a rate of 30 percent, or such lower rate as may be provided under an applicable tax treaty.

As described below, the treatment of a particular shareholder may differ depending on the amount of Parent Shares owned by such shareholder as a result of:

- such shareholder's ownership of Medtronic Stock that is exchanged for Parent Shares in the Merger,
- such shareholder's ownership of ordinary shares in Covidien plc that are exchanged for Parent Shares in the related Scheme of Arrangement, and
- certain related acquisitions and dispositions of Parent Shares.

Holders of Medtronic Stock must properly complete and submit the attached Certification by the deadline specified therein. The information reporting consequences and the amount, if any, of tax required to be withheld for U.S. tax purposes to such holder will be based on the information provided in the Certification. If necessary, a sufficient number of your new Parent Shares may be sold in the open market at prevailing market prices to satisfy any tax withholding requirements. Any excess funds from the sale will be refunded to you. Such sale of shares to satisfy tax withholding requirements will be treated as a sale of shares in your account and subject to tax reporting. If a Certification is not received for a shareholder by the specified deadline, such shareholder's exchange will be treated in accordance with default rules as more fully described below and in the Certification. Non-U.S. shareholders who fail to submit a timely Certification will be subject to withholding tax in the transaction.

IMPORTANT NOTICE: SHAREHOLDERS ALSO OWNING SHARES OF COVIDIEN PLC WILL RECEIVE A SEPARATE CERTIFICATION IN RESPECT OF THE ACQUISITION OF COVIDIEN PLC. SUCH SHAREHOLDERS MUST COMPLETE AND RETURN BOTH FORMS BY THE APPLICABLE DEADLINES SET FORTH ON EACH FORM.

PLEASE RETURN THIS FORM TO YOUR BROKER. DO NOT RETURN THIS FORM TO MEDTRONIC, INC., COVIDIEN PLC, OR MEDTRONIC PLC.

General Tax Consequences of the Merger

For U.S. federal income tax, withholding tax, and information reporting purposes, the receipt of Merger Consideration in exchange for Medtronic Stock pursuant to the Merger will be a taxable transaction to a U.S. holder of Medtronic Stock. U.S. holders will generally recognize taxable gain or loss equal to the difference between the shareholder's adjusted tax basis in the Medtronic Stock surrendered in the exchange, and the sum of the fair market value of the Merger Consideration received. A non-U.S. holder that exchanges

Medtronic Stock for the Merger Consideration in the Merger generally will not be subject to U.S. federal income or withholding tax on its gain.

Notwithstanding the discussion above, U.S. and non-U.S. holders who own both Medtronic Stock and ordinary shares of Covidien plc, or who have a percentage interest in Parent Shares immediately following the Transactions that is greater than or equal to their percentage interest in Medtronic Stock as a result of stock purchases undertaken in connection with the Transactions, may be required to recognize dividend income as a result of the Merger equal to the fair market value of the Parent Shares (plus any cash in lieu of fractional shares) issued in the Merger, rather than taxable gain or loss. Dividends paid to non-U.S. shareholders generally are subject to withholding tax at a rate of 30 percent (or such lower rate as may be provided under an applicable income tax treaty). Please see "Material Tax Consequences of the Proposed Transaction," on page 140 of the Form S-4 for a more detailed discussion of the tax consequences of the Merger to shareholders of Medtronic.

Instructions for Completing the Attached Certification

Please complete and return the Certification to indicate how your portion of the Merger Consideration should be treated. Check the appropriate box to indicate if your portion of the Merger Consideration should be treated as a payment of proceeds as a result of your having a Meaningful Reduction in Proportionate Interest (Part A) or as a Dividend (Part B).

Please note that the withholding agent will (i) review a reduction in proportionate interest reflected on the Certification; (ii) reach an independent judgment as to whether such reduction is meaningful based on all the facts and circumstances; and (iii) only treat your portion of the Merger Consideration as a payment of proceeds from a sale or exchange of your shares of Medtronic Stock if the withholding agent agrees that such reduction is meaningful.

The information contained in these instructions is intended to assist you in completing the Certification but is not tax advice. The withholding agent's determination (including the application of the default tax treatment if you fail to respond by the specified deadline, or submit an incomplete or incorrect certification) is required to satisfy information reporting and withholding obligations, but is not binding on you for all tax purposes. You should consult your own tax advisor regarding the appropriate U.S. federal income tax treatment of your portion of the Merger Consideration in light of your own particular circumstances, and your potential eligibility for a refund of taxes that may be withheld if you fail to respond by the specified deadline, submit an incomplete or incorrect certification, or otherwise disagree with the determination.

Default Tax Treatment if Your Certification Is Not Timely Received, Is Incomplete, or Is Completed Improperly

Non-U.S. Holders. In the case of non-U.S. holders (as defined in the Form S-4), your portion of the Merger Consideration will generally be treated as a dividend unless you certify in Part A that your proportionate interest in Parent was meaningfully reduced as a result of the payment, as reflected in a comparison of your interest in the Parent Shares immediately following the consummation of the Transactions with your interest in the Medtronic Stock immediately prior to the effectiveness of the Merger, and the withholding agent determines that it can rely on your certification. Provided that the withholding agent agrees such reduction is meaningful, your portion of the Merger Consideration will generally be treated as a payment of proceeds from a sale or exchange of your shares of Medtronic Stock, not a dividend.

U.S. Holders. In the case of U.S. holders (as defined in the Form S-4), your portion of the Merger Consideration will generally be treated as "gross proceeds" on Form 1099-B unless you certify in Part B that your Merger Consideration should be treated as a dividend.

Part A: Meaningful Reduction in Proportionate Interest

To calculate whether you have a reduction in proportionate interest, you must first calculate your percentage ownership of Medtronic Stock immediately prior to the effectiveness of the Merger (i.e., the number of shares

of Medtronic Stock that you owned immediately prior to the effectiveness of the Merger, divided by the total number of shares of Medtronic Stock outstanding immediately prior to the effectiveness of the Merger, as specified in the Certification).

In the “Prior Interest” paragraph:

- (i) enter the number of shares of Medtronic Stock that you owned immediately prior to the effectiveness of the Merger in the first space provided in “Prior Interest” (including shares that you are deemed to own for this purpose under sections 304(c)(3) and 318 of the Internal Revenue Code, as described below), and then,
- (ii) calculate your percentage ownership of Medtronic Stock immediately prior to the effectiveness of the Merger, based on the number of outstanding shares of Medtronic Stock immediately prior to the effectiveness of the Merger listed in Part A, and enter this percentage in the second space.

EXAMPLE CALCULATION:

1,000 shares of Medtronic Stock owned by you immediately prior to the effectiveness of the Merger (Y)

986,202,187 outstanding shares of Medtronic Stock prior to the effectiveness of the Merger (W)

This represents $(100 * 1,000 / 986,202,187) = 0.00010\%$ of the outstanding Medtronic Stock as the “Prior Interest” calculation

Next, you must calculate your percentage ownership of Parent Shares immediately following the consummation of the Transactions (i.e., the number of shares of Parent Shares that you owned immediately following the consummation of the Transactions, divided by the total number of shares of Parent Shares outstanding immediately following the consummation of the Transactions, as specified in the Certification).

In the “Subsequent Interest” paragraph:

- enter the number of shares of Parent Shares that you owned immediately following the consummation of the Transactions in the first space provided in “Subsequent Interest” (including shares of Medtronic Stock that you are deemed to own for this purpose under sections 304(c)(3) and 318 of the Internal Revenue Code, as described below, Parent Shares that you acquired in exchange for the cancellation of Covidien plc ordinary shares, and accounting for any Parent Shares that you have purchased or sold in connection with the consummation of the Transactions), and then,
- (ii) calculate your percentage ownership of Parent Shares immediately following the Consummation of the Transactions, based on the number of outstanding Parent Shares immediately following the consummations of the transactions listed in Part A, and enter this percentage in the second space.

EXAMPLE CALCULATION:

1,000 Parent shares owned by you immediately following the consummation of the Transactions (Z)

1,423,061,872 outstanding Parent shares immediately following the consummations of the Transactions (X)

This represents $(100 * 1,000 / 1,423,061,872) = 0.00007\%$ of the outstanding Parent Shares as the “Subsequent Interest” calculation

The Parent Shares you beneficially own immediately following the consummation of the Transactions referred to in Part A of the Certification, under the “Subsequent Interest” sub-heading, is the total amount of Parent Shares you hold (or are treated as holding under attribution rules) immediately following the effectiveness of

the Merger (in which you exchange Medtronic Stock for Parent Shares) and, if you own any ordinary shares of Covidien plc, the related Scheme of Arrangement. This includes Parent Shares received both in exchange for ordinary shares of Covidien plc and in exchange for Medtronic Stock. It also takes account of any Parent Shares that are purchased or sold in connection with the consummation of the Transactions.

If you are unable to complete the calculations in the “Prior Interest” and “Subsequent Interest” sections but are able to certify that your proportionate interest in Medtronic, Inc. did not increase as a result of the Transactions, then you may check the box at the bottom of Part A. To qualify for this option, you are certifying that 1) you were not a shareholder of Covidien plc immediately prior to the Scheme of Arrangement, 2) you did not acquire additional shares of Parent in connection with the consummation of the Transactions, and 3) you are not deemed to own additional Parent Shares through attribution from another shareholder, or as a result of owning options in Parent.

All holders should consult their own tax advisor regarding the standard for determining whether a reduction in proportionate interest is meaningful.

Please also note that, if it cannot be determined that there has been a meaningful reduction in your proportionate interest as reflected in the comparison of your proportionate interest in the Parent Shares immediately following the consummation of the Transactions with your proportionate interest in Medtronic Stock immediately prior to the effectiveness of the Merger, then your portion of the Merger Consideration will be treated as a dividend, not as a payment of proceeds of a sale or exchange of Medtronic Stock, and in the case of a non-U.S. holder this amount will be subject to U.S. withholding tax.

Part B: Dividend

If you do not qualify under Part A, please check the box in Part B to indicate that your portion of the Merger Consideration should be treated as a dividend.

Determining Shares Owned; Description of Attribution Rules

When determining the number of shares of stock that you own for purposes of Part A, you must include all shares that you hold directly or indirectly through a financial institution or otherwise, as well as all shares that you are deemed to own through the operation of various attribution rules under sections 304(c)(3) and 318 of the Internal Revenue Code, and account for any shares that you have purchased or sold in connection with the Merger. You should consult your own tax advisor for more information regarding the attribution rules. In general, however, a person will be deemed to own the following stock under the rules:

1. Shares owned by the person’s spouse (other than a spouse who is legally separated under a decree of divorce or separate maintenance), children (including adopted children), grandchildren, and parents.
2. Shares owned by a partnership or estate of which the person is a partner or beneficiary, in proportion to the person’s interest in the partnership or estate.
3. Shares owned by a trust (or portion thereof) for which the person is considered the owner under the “grantor trust” rules of the Internal Revenue Code.
4. Shares owned by a non-grantor trust, in proportion to the person’s actuarial interest in the trust (but not if the trust is an employee benefit trust under section 401(a) of the Internal Revenue Code).
5. Shares owned by a corporation of which the person owns (directly or indirectly) 5 percent or more of the value of the corporation’s shares, in the proportion that the value of the shares the person owns bears to the value of all shares in the corporation.
6. A partnership or estate will be deemed to own any shares owned (directly or indirectly) by or for a partner or beneficiary.

7. A non-grantor trust (other than an employee benefit trust under section 401(a) of the Internal Revenue Code) will be deemed to own any shares owned (directly or indirectly) by or for a beneficiary, unless the beneficiary's interest is a remote contingent interest. A contingent interest of a beneficiary in a trust is considered remote if, under the maximum exercise of discretion by the trustee in favor of such beneficiary, the value of such interest, computed actuarially, is 5 percent or less of the value of the trust property.

8. Shares owned (directly or indirectly) by or for the grantor of a grantor trust will be deemed to be owned by the trust.

9. A corporation will be deemed to own any shares owned (directly or indirectly) by or for a person who owns (directly or indirectly) 50 percent or more of the value of the corporation's shares. In addition, with regard to any person who owns (directly or indirectly) at least 5 percent but less than 50 percent of the value of a corporation's shares, the corporation will be deemed to own shares owned by such a person in proportion to that person's ownership of shares in the corporation.

10. Any person who has an option to acquire shares will be deemed to own such shares.

11. An S corporation will generally be treated as a partnership for purposes of the above rules.

12. For purposes of applying the above rules, a person will generally be deemed to actually own any shares that the person is deemed to own under any of the rules. As a consequence, such shares may be further attributed to another person under the rules (subject to certain exceptions described below).

Example 1: Assume you own 100 shares of Medtronic Stock, and Corporation A also owns 100 shares of Medtronic Stock. If you own 40 percent of the value of the stock of Corporation A directly, and you are the grantor of a grantor trust that owns another 20 percent of the value of the stock of Corporation A, you are considered to own 60 percent of the value of Corporation A's stock under paragraph 3 above. You are therefore considered to own 160 shares of Medtronic Stock—the 100 shares you actually own, and 60 percent of the shares owned by Corporation A, as provided in paragraph 5 above.

Example 2: Assume you own 100 shares of Medtronic Stock, and Corporation B owns 50 shares of Medtronic Stock. If you own 10 percent of the value of the stock of Corporation B directly, Corporation B is considered to own 10 percent of the value of your stock under paragraph 9 above. Corporation B is therefore considered to own 60 shares of Medtronic Stock—the 50 shares that it actually owns, and 10 percent of the shares owned by you, as provided in paragraph 9 above. In addition, you will be considered to own 105 shares of Medtronic Stock—the 100 that you actually own, and 10 percent of the shares owned by Corporation B, as provided in paragraph 5 above.

The general rule that ownership of shares that has been attributed to one person may be attributed again to another person has the following exceptions:

A. Shares constructively owned under the "family" rules of paragraph 1 will not be deemed to be owned by one member of a family in order to attribute ownership to another member of the family. For example, the shares of a taxpayer's sister cannot be attributed to the taxpayer through their mother's constructive ownership of the sister's shares. However, if shares can be considered owned by a person under both the family rules of paragraph 1 and the option rule of paragraph 10, this exception does not apply.

B. Shares constructively owned by a partnership, estate, trust, or corporation under the rules of paragraphs 6-9 will not be deemed to be owned by that entity to make another the constructive owner of the shares under the rules of paragraphs 2-5. For example, the shares held by partner A of a partnership cannot be attributed to partner B through the partnership's constructive ownership of A's shares.

Please note that we cannot offer tax or legal advice specific to your situation. You should accordingly consult your own tax advisor to determine how these rules apply to you.

Signature, Date, and Capacity

Please sign, date, and state the capacity in which you are signing the Certification. If you are signing on behalf of an entity, you must be an authorized representative or officer of the entity that is the shareholder, and you must enter your title in the space provided. If you are an agent acting under a duly authorized power of attorney, the Certification must be accompanied by the power of attorney in proper form or a copy thereof specifically authorizing the agent to represent the principal in making, executing, and presenting the Certification.

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