

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  <b>Covidien plc</b>		<b>2</b> Issuer's employer identification number (EIN)  <b>98-0624794</b>	
<b>3</b> Name of contact for additional information  <b>Shareholder Services</b>	<b>4</b> Telephone No. of contact  <b>763-505-2510</b>	<b>5</b> Email address of contact  <b>shareholder.services@medtronic.com</b>	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  <b>20 Lower Hatch Street</b>		<b>7</b> City, town, or post office, state, and Zip code of contact  <b>Dublin 2, Ireland</b>	
<b>8</b> Date of action  <b>January 26, 2015</b>		<b>9</b> Classification and description  <b>Stock</b>	
<b>10</b> CUSIP number  <b>G2554F113</b>	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  <b>COV</b>	<b>13</b> Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On January 26, 2015, Medtronic plc and a wholly-owned subsidiary of Medtronic plc acquired Covidien plc in a taxable acquisition pursuant to a scheme of arrangement under Section 201, involving a cancellation of the issued share capital of Covidien plc under Sections 72 and 74 of the Irish Companies Act 1963. Each Covidien plc ordinary share was converted into the the right to receive (i) \$35.19 in cash and (ii) 0.956 of a Medtronic plc ordinary share.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ Each former Covidien plc shareholder will generally take a fair market value basis in the Medtronic plc stock received in the transaction. Certain holders of Covidien plc shares may have received the cash component of their consideration as a dividend pursuant to section 304(a)(1), rather than in a sale or exchange. Former Covidien plc shareholders are urged to consult their own tax advisors with respect to the individual basis consequences of the transaction.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ The fair market value of one Medtronic plc ordinary share was determined to be \$76.95 as of the closing of the transaction. Because the transaction closed before the NYSE opened for trading on January 26, 2015, this fair market value is based on the price of one Medtronic, Inc. common share at the close of trading on the NYSE on January 23, 2015, the immediately preceding trading day.

**Part II Organizational Action (continued)**

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 1001 and 1012; Sections 304(a)(1), 302(a) or 302(d), 301(c)(1).

18 Can any resulting loss be recognized? ▶ Yes

Certain holders of Covidien plc shares who received the cash consideration as a dividend pursuant to section 304(a)(1) rather than as a sale or exchange are urged to consult their own tax advisors with respect to the timing of loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The transaction is reportable by each former Covidien plc shareholder in their tax year that includes January 26, 2015.

Former Covidien plc shareholders are urged to consult their own tax advisors with respect to the individual tax consequences of the scheme. The information contained in this document does not constitute tax advice.

The Issuer is providing this information for informational purposes notwithstanding that the scheme of arrangement may not constitute an "organizational action."

**Sign Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ 3/5/15

Print your name ▶ Keyna P. Skeffington Title ▶ Director

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.