

Covidien plc  
Form 425  
June 16, 2014

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under the Securities Exchange Act of 1934

Subject Company: Covidien plc

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Date: June 16, 2014

Medtronic is a global leader in medical technology, committed to innovation that drives clinical, economic, and societal value, creating meaningful solutions that advance the way the world treats chronic disease. Our breadth of offerings, combined with our years of experience, allowed us to improve the lives of more than 9 million people around the world in fiscal year 2013.

## **PRIMARY PRODUCTS**

Include those for:

Heart and vascular disease

Neurological disorders and chronic pain

Spinal and orthopaedic conditions

Diabetes

Urologic and digestive disorders

Ear, nose, and throat disorders

Surgical navigation

Hemostatic sealing and dissection

## CORE TECHNOLOGIES

More than 5,800 scientists and engineers worldwide are dedicated to researching, improving, and expanding these core technologies:

Targeted drug and biologics delivery

Electrical stimulation

Surgical navigation and imaging

Implantable mechanical devices

Powered and advanced energy instruments

Remote patient and device management

## OUR MISSION

*To contribute to human welfare by the application of biomedical engineering in the research, design, manufacture, and sale of instruments or appliances that alleviate pain, restore health, and extend life.*

## COMPANY PROFILE

Medtronic was founded in 1949 as a medical equipment repair company by Earl Bakken and his brother-in-law, Palmer Hermundslie. Today, we're the world's largest independent medical technology company. We employ 46,000 people worldwide serving physicians, clinicians, and patients in more than 140 countries.

## LEADERSHIP

Omar Ishrak

Chairman and Chief Executive Officer

## FINANCIAL HIGHLIGHTS

(dollars in millions)

<b>Year Ended</b>	<b>April 27, 2012</b>	<b>April 26, 2013</b>
Net Sales	\$ 16,184	\$ 16,590
Net Earnings*	\$ 3,666	\$ 3,855
R&D Investment	\$ 1,490	\$ 1,557

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Declared Cash Dividends per Share	0.97	1.04
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\* Net earnings excluding restructuring charges, net, certain litigation charges, net, certain acquisition-related items, impact of authoritative convertible debt guidance on interest expense, net, and Physio-Control divestiture-related items.

**MEDTRONIC, INC.** is traded on the New York Stock Exchange under the symbol MDT.

Facility Locations

Medtronic operates in more than 140 countries worldwide with 280+ locations. We've listed our locations including centers for education, centers for research, development and innovation, manufacturing and distribution facilities, and main country offices.

**ASIA PACIFIC**

Columbia Heights, MN

Brooklyn Center, MN

North Ryde, Australia

Brooklyn Park, MN

Osaka, Japan

Fridley, MN

Tokyo, Japan

Mounds View, MN

Petaling Jaya, Malaysia

Plymouth, MN

Onehunga, New Zealand

Woodbury, MN

Singapore, Singapore

Portsmouth, NH

Seoul, South Korea

Eatontown, NJ

Bangkok, Thailand

Humacao, Puerto Rico

Juncos, Puerto Rico

**CENTRAL AND EASTERN EUROPE**

Villalba, Puerto Rico

Memphis, TN

Zagreb, Croatia

Fort Worth, TX

Budapest, Hungary

Almaty, Kazakhstan

**WESTERN EUROPE AND  
CANADA**

Astana, Kazakhstan

Bucharest, Romania

Vienna, Austria

Moscow, Russia

Brussels, Belgium

Belgrade, Serbia

Brampton, Ontario, Canada

Bratislava, Slovakia

Mississauga, Ontario, Canada

Kiev, Ukraine

Kirkland, Quebec, Canada

Pointe-Claire, Quebec, Canada

**GREATER CHINA**

Prague, Czech Republic

Copenhagen, Denmark

Beijing, China

Helsinki, Finland

Changzhou, China

Boulogne-Billancourt, France

Shanghai, China

Fourmies, France

Saint-Aubin-le-Monial, France

**LATIN AMERICA**

Deggendorf, Germany

Meerbusch, Germany

Buenos Aires, Argentina

Athens, Greece

São Paulo, Brazil

Dublin, Ireland

Bogotá, Colombia

Galway, Ireland

Mexico City, Mexico

Herzliya, Israel

Tijuana, Mexico

Brescia, Italy

San Juan, Puerto Rico

Milan, Italy

Heerlen, The Netherlands

**MIDDLE EAST AND AFRICA**

Kerkrade, The Netherlands

Maastricht, The Netherlands

Beirut, Lebanon

Oslo, Norway

Cape Town, South Africa

Warsaw, Poland

Johannesburg, South Africa

Lisbon, Portugal

Istanbul, Turkey

Madrid, Spain

Stockholm, Sweden

**SOUTH ASIA**

Frauenfeld, Switzerland

Münchenbuchsee, Switzerland

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Mumbai, India

Neuchâtel, Switzerland

Tolochenaz, Switzerland

Watford, England

**UNITED STATES OF AMERICA**

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Warsaw, IN

Littleton, MA

Danvers, MA

Grand Rapids, MI

The directors of Medtronic accept responsibility for the information contained in this announcement other than that relating to Covidien and the Covidien Group and the directors of Covidien 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 Medtronic (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.

The directors of Covidien accept responsibility for the information contained in this announcement relating to Covidien and the directors of Covidien 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 Covidien (who have taken all reasonable care to ensure such is the case), the information contained in this announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such 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 pursuant to the acquisition, the merger or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

### **IMPORTANT ADDITIONAL INFORMATION WILL BE FILED WITH THE SEC**

New Medtronic will file with the Securities and Exchange Commission (the SEC) a registration statement on Form S-4 that will include the Joint Proxy Statement of Medtronic and Covidien that also constitutes a Prospectus of New Medtronic. Medtronic and Covidien plan to mail to their respective shareholders the Joint Proxy Statement/Prospectus (including the Scheme) in connection with the transactions. **INVESTORS AND SHAREHOLDERS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING THE SCHEME) AND OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC CAREFULLY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT MEDTRONIC, COVIDIEN, NEW MEDTRONIC, THE TRANSACTIONS AND RELATED MATTERS.** Investors and security holders will be able to obtain free copies of the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed with the SEC by New Medtronic, Medtronic and Covidien through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and shareholders will be able to obtain free copies of the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Medtronic and New Medtronic with the SEC by contacting Medtronic Investor Relations at [investor.relations@medtronic.com](mailto:investor.relations@medtronic.com) or by calling 763-505-2692, and will be able to obtain free copies of the Joint Proxy Statement/Prospectus (including the Scheme) and other documents filed by Covidien by contacting Covidien Investor Relations at [cole.lannum@covidien.com](mailto:cole.lannum@covidien.com) or by calling 508-452-4343.

### **PARTICIPANTS IN THE SOLICITATION**

Medtronic, New Medtronic and Covidien and certain of their respective directors and executive officers and employees may be considered participants in the solicitation of proxies from the respective shareholders of Medtronic and Covidien in respect of the transactions contemplated by the Joint Proxy Statement/Prospectus. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Medtronic and Covidien 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 Medtronic's directors and executive officers is contained in Medtronic's Annual Report on Form 10-K for the fiscal year ended April 26, 2013 and its Proxy Statement on

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Schedule 14A, dated July 12, 2013, which are filed with the SEC. Information regarding Covidien's directors and executive officers is contained in Covidien's Annual Report on Form 10-K for the fiscal year ended September 27, 2013 and its Proxy Statement on Schedule 14A, dated January 24, 2014, which are filed with the SEC.