

# IMPORTANT NOTICE

**The Depository Trust Company**



**#:** 7029-10  
**Date:** July 29, 2010  
**To:** All Participants  
**Category:** Dividends  
**From:** International Services  
**Attention:** Operations, Reorg & Dividend Managers, Partners & Cashiers  
**Subject:** Tax Relief - Country: Ireland  
Covidien PLC. – CUSIP: G2554F105  
Record Date: 08/02/10 Pay Date: 08/20/10  
EDS Cut-Off Date: 08/11/2010  
Post Payable EDS Window Cut-off : 8/30/10  
Reclaim Payable (Post-Payable Refund) Date: 9/9/10

Participants can use DTC's Elective Dividend System (EDS) function over the Participant Terminal System (PTS) or TaxRelief option on the Participant Browser System (PBS) web site to certify all or a portion of their position entitled to the applicable withholding tax rate. Participants are urged to consult the PTS or PBS function TAXI or TaxInfo<sup>SM</sup> respectively before certifying their elections over PTS or PBS.

Important: Prior to certifying tax withholding elections, participants are urged to read, understand and comply with the information in the Legal Conditions category found on TAXI or TaxInfo in PTS or PBS respectively. Questions regarding this Important Notice may be directed to GlobeTax at 212-747-9100.

**\*\*Please Note\*\* The EDS window will open on Aug. 03, 2010 and close on Aug. 11, 2010.**

**\*\*Please Note\*\* The post-pay date EDS window will open on Aug. 23, 2010 and close on Aug. 30 2010.**

**Important Legal Information:** *The Depository Trust Company ("DTC") does not represent or warrant the accuracy, adequacy, timeliness, completeness or fitness for any particular purpose of the information contained in this communication, which is based in part on information obtained from third parties and not independently verified by DTC and which is provided as is. The information contained in this communication is not intended to be a substitute for obtaining tax advice from an appropriate professional advisor. In providing this communication, DTC shall not be liable for (1) any loss resulting directly or indirectly from mistakes, errors, omissions, interruptions, delays or defects in such communication, unless caused directly by gross negligence or willful misconduct on the part of DTC, and (2) any special, consequential, exemplary, incidental or punitive damages.*

*To ensure compliance with Internal Revenue Service Circular 230, you are hereby notified that: (a) any discussion of federal tax issues contained or referred to herein is not intended or written to be used, and cannot be used, for the purpose of avoiding penalties that may be imposed under the Internal Revenue Code; and (b) as a matter of policy, DTC does not provide tax, legal or accounting advice and accordingly, you should consult your own tax, legal and accounting advisor before engaging in any transaction.*

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**COVIDIEN PLC.**  
**CUSIP: G2554F105**  
**RECORD DATE: August 2, 2010**  
**PAY DATE: August 20, 2010**

**Note: All non-U.S. beneficial owners who wish to be exempt from Irish withholding tax must have the correct original Composite Non-Resident Form V2 on file with a Qualified Intermediary (“QI”) or BNY Mellon/GlobeTax.**

Participants can elect to receive a distribution with 0% (tax-exempt rate) tax withheld on behalf of beneficial owners who meet the following conditions:

1. beneficial owners with a verified U.S. address or
2. beneficial owners residing in “relevant territories” (other than the U.S.) (**see list below**) who have provided the required Irish dividend withholding forms to BNY Mellon / GlobeTax by 5 P.M. ET. on the last day of the applicable EDS election period or
3. beneficial owners residing OUTSIDE of relevant territories who qualify for other exemptions and have provided the required Irish dividend withholding forms to BNY Mellon / GlobeTax by 5 P.M. ET. on the last day of the applicable EDS election period or
4. beneficial owners that are Irish resident companies or other Irish resident entities that are exempt from Irish dividend withholding tax for Irish corporation tax purposes and have provided the required Irish dividend withholding forms to BNY Mellon / GlobeTax by 5 P.M. ET. on the last day of the applicable EDS election period

All others will be subject to a DWT of 20% (unfavorable rate) tax.

**Participants can use the DTC’s Elective Dividend System (EDS) function over the Participant Terminal System (PTS) to certify that all or a portion of their positions entitled to the applicable tax rate.**

**NOTE: THE INITIAL PRE-PAY DATE EDS WINDOW WILL OPEN ON AUGUST 3, 2010 AND WILL CLOSE ON AUGUST 11, 2010.**

**NOTE: THE POST-PAY DATE EDS WINDOW WILL OPEN ON AUGUST 23, 2010 AND WILL CLOSE ON AUGUST 30, 2010.**

Claims not made for eligible entities for the reclaim of the 20% Irish withholding tax by August 11, 2010 can make a post-pay date EDS election provided that the shareholders claimed also meet the eligibility requirements as described in this notice.

**NOTE: POST-PAY DATE ADJUSTMENTS CAN BE MADE THROUGH THE SECOND EDS ELECTION WINDOW ON OR BEFORE AUGUST 30, 2010. The 20% reclaimed dividend will be paid via DTC to all pertinent DTC participants on SEPTEMBER 9, 2010.**

By certifying the exempt rate, the participant is certifying that the criteria listed below have been met:

**EXEMPT 0% - U.S. RESIDENTS**

The direct beneficial owner of the shares to be paid at the exempt rate has a U.S. address on the participant's books and records on the record date of August 2, 2010. The participant is not required to provide a U.S. Certification of Residence (Form 6166) but must have a valid U.S. address on their books which has been certified by the beneficial owner through a W-9 Form.

**EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.)**

The direct beneficial owner of the shares to be paid at the exempt rate has an address in a "relevant territory" (other than the U.S.) on the record date of August 2, 2010 (**Appendix A**).

To qualify under this category:

- a) An original Composite Non-Resident Form V2 is on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner is disclosed to BNY Mellon/ GlobeTax using the attached cover letter (**Appendix B**).
- OR**
- b) An original Composite Non-Resident Form V2 is provided to BNY Mellon / GlobeTax by the end of the applicable election period and the beneficial owner is disclosed to BNY Mellon/ GlobeTax using the attached cover letter (**Appendix B**).

The beneficial owner must have provided the Non-Resident Form V2 to the QI before the record date of August 2, 2010 to be eligible for relief at source.

**EXEMPT 0% - OTHER ELIGIBLE ENTITIES**

The direct beneficial owner of the shares to be paid at the exempt rate is a company that is a resident outside of the relevant territories but is controlled either by an entity that is a resident in a relevant territory or by a company that is substantially and regularly traded on a recognized stock exchange in a relevant territory on the record date of August 2, 2010 (**Appendix A**).

To qualify under this category:

- a) An original Composite Non-Resident Form V2 is on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner is disclosed to BNY Mellon/ GlobeTax using the attached cover letter (**Appendix B**).
- OR**
- b) An original Composite Non-Resident Form V2 is provided to BNY Mellon / GlobeTax by the end of the applicable election period and the beneficial owner is disclosed to BNY Mellon/ GlobeTax using the attached cover letter (**Appendix B**).

The beneficial owner must have provided the Non-Resident Form V2 to the QI before the record date of August 2, 2010 to be eligible for relief at source.

## **EXEMPT 0% - IRISH RESIDENT CORPORATIONS AND OTHER ENTITIES**

The direct beneficial owner of the shares to be paid at the exempt rate is a company or other Irish resident entity that is exempt from Irish dividend withholding tax, such as a pension fund, that is resident in Ireland on the record date of August 2, 2010.

To qualify under this category:

- a) An original Composite Resident Form V3 is on file with a QI closest to the beneficial owner and the relationship between the QI and the beneficial owner is disclosed to BNY Mellon/ GlobeTax using the attached cover letter (**Appendix B**).
- OR**
- b) An original Composite Resident Form V3 is provided to BNY Mellon / GlobeTax by the end of the applicable election period and the beneficial owner is disclosed to BNY Mellon/ GlobeTax using the attached cover letter (**Appendix B**).

The beneficial owner must have provided the Resident Form V3 to the QI before the record date of August 2, 2010 to be eligible for relief at source.

## **UNFAVORABLE 20%**

For purposes of certifying via EDS on this dividend distribution, all shares that do not meet the criteria for the exempt rate noted above will be paid net of Irish dividend withholding tax applied at the unfavorable rate of 20%.

### **Partnerships and Trusts are entitled for tax relief via EDS as follows:**

#### **PARTNERSHIPS**

For Irish Dividend Withholding Tax (DWT) purposes, a partnership is viewed as a resident of a relevant territory only to the extent that all of the partnership's underlying partners are residents of a relevant territory. If all partners are residents of relevant territories, the partnership is entitled to exemption from DWT. If at least one partner is not a resident of a relevant territory, no part of the partnership's position is entitled to exemption from DWT.

Withholding rate with Participant EDS certification for partnerships whose partners are all residents of relevant territories: 0%

Withholding rate without Participant EDS certification and for partnerships with at least one partner that is not a resident of a relevant territory: 20%

#### **TRUSTS**

Taxable Trusts (for DWT purposes, "discretionary trusts"): If a trust is taxable at the entity level and falls within one of the exempt categories set out above at the level of the trust, it is entitled to exemption from DWT.

Non-taxable trusts (for DWT purposes, "non-discretionary trusts"): If a trust is not taxable at the entity level, eligibility for exemption from DWT depends on the residency of its underlying beneficiaries. If all beneficiaries are residents of relevant territories, the trust is entitled to exemption from DWT. If at least one beneficiary is not a resident of a relevant territory, no part of the trust's position is entitled to exemption from DWT and the trust's entire position is subject to the 20% DWT.

Withholding rate with Participant EDS certification for taxable trusts and non-taxable trusts whose beneficiaries are all residents of relevant territories: 0%

Withholding rate without Participant EDS certification and for Non-taxable trusts with at least one resident not in a relevant territory: 20%

## **SPECIAL SITUATIONS**

### **U.S. Citizens and Residents on long-term assignment abroad**

If a shareholder has an address in a relevant territory but has a valid W-9 on file that validates his residency in the U.S. then this shareholder may obtain the exempt withholding rate with,

**Either:**

#### **AN ELECTION IN THE EXEMPT 0% - U.S. RESIDENTS CATEGORY IF:**

Either

a) There is still a valid U.S. address on file with the DTC Participant.

Or

b) An original Composite Non-Resident V2 Form and an I.R.S. form 6166 are provided to either the QI closest to the beneficial owner or to BNY Mellon/GlobeTax. Should the relevant forms be on file with the QI, the relationship between the QI and the beneficial owner must be disclosed to BNY Mellon /GlobeTax using the attached cover letter **Appendix B**.

**Or:**

#### **AN ELECTION IN THE EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.) CATEGORY IF:**

He meets the requirements listed for residents in Relevant Territories (other than the U.S.) above.

### **Residents of a Relevant Territory residing in the U.S.**

If a shareholder has an address in the U.S. but has a form W-8BEN on file that validates his residency in a relevant territory (other than the U.S.) he may claim exemption in the EXEMPT 0% - RESIDENTS OF RELEVANT TERRITORIES (OTHER THAN THE U.S.) provided that he satisfies all other terms and conditions under that category.

To ensure that beneficial owners who meet the exempt treatment criteria receive their **COVIDIEN PLC** dividends gross please notify DTC, via EDS, no later than **August 30, 2010**, as to the declaration of the shares representing Exempt and Unfavorable holders of record date **August 2, 2010**.

***Individual residents of Ireland may not benefit from the exempt / favorable rate program.***

For information about filing reclaims after **August 30, 2010**, as well as receiving the appropriate tax forms, please contact:

BNY Mellon c/o GlobeTax  
90 Broad Street – 16<sup>th</sup> Floor  
New York, NY 10004  
Attn: Becky Zhang  
Telephone: 1-800-915-3536

For DTC participants who filed incorrectly via the DTC EDS process and wish to amend their filing, please call BNY Mellon / GlobeTax at 800-915-3536. Late filings are subject to a Tax Relief Fee of \$0.005 per share with a minimum service charge of \$25.00 withheld by BNY Mellon / GlobeTax.

**If Participants do not certify through EDS for the exempt rate as to any shares, they will receive the dividend with 20% withheld with respect to those shares.**

**Please note:** Claimants will not benefit from the accelerated tax refund procedure if they file after the deadline of **August 30, 2010**, but may submit claims to BNY Mellon / GlobeTax, who is available to assist in claiming refunds from the Ireland Revenue Office under the traditional long form process until **December 1, 2014**, or to the Irish Revenue Commissioners. Be advised that it is generally more advantageous to file a claim earlier, specifically under the accelerated tax refund procedure, as refunds claimed through the traditional long form procedure customarily experience extensive costs and delays.

**APPENDIX A**  
**RELEVANT TERRITORIES**

**Relevant Territories**

ALBANIA	GREECE	PAKISTAN
AUSTRALIA	HUNGARY	POLAND
AUSTRIA	ICELAND	PORTUGAL
BAHRAIN	INDIA	ROMANIA
BELARUS	ISRAEL	RUSSIA
BELGIUM	ITALY	SERBIA
BOSNIA & HERZEGOVINA	JAPAN	SLOVAK REPUBLIC
BULGARIA	KOREA	SLOVENIA
CANADA	LATVIA	SOUTH AFRICA
CHILE	LITHUANIA	SPAIN
CHINA	LUXEMBOURG	SWEDEN
CROATIA	MACEDONIA	SWITZERLAND
CYPRUS	MALAYSIA	REPUBLIC OF TURKEY, THE
CZECH REPUBLIC	MALTA	UNITED ARAB EMIRATES
DENMARK	MEXICO	UNITED KINGDOM
ESTONIA	MOLDOVA	UNITED STATES
FINLAND	MORROCO	VIETNAM
FRANCE	NETHERLANDS	ZAMBIA
GEORGIA	NEW ZEALAND	
GERMANY	NORWAY	

**APPENDIX B**

**\*\*\*THIS DOCUMENT MUST BE PREPARED ON LETTERHEAD\*\*\***

**COVER LETTER REQUIRED FOR RESIDENTS OF RELEVANT TERRITORIES, IRISH ENTITIES AND OTHER ELIGIBLE ENTITIES**

\_\_\_\_\_  
(Date)

BNY Mellon / GlobeTax  
90 Broad Street - 16th Floor  
New York, New York 10004  
Attn: Timothy McNally

RE: Issue Name: COVIDIEN PLC  
CUSIP : G2554F105  
Record Date: August 2, 2010  
Payable Date: August 20, 2010

We, <**DTC Participant Name**>, also known under DTC participant number **0000**, acting on behalf of the beneficial owners of the dividend income specified above claim exemption from the 20% Irish dividend withholding tax. This exemption declaration is in respect of a relevant distribution to be made on the security referenced above. We hereby state that these shares are held in a nominee capacity only and we therefore hold no beneficial interest in them; all monies repaid by Revenue will be paid to the underlying beneficial owners.

By completing the table below, which supports our EDS exempt election, we are indicating that we are submitting a Composite Non-Resident Form V2 or a Composite Resident Form V3 on behalf of the following beneficial owners.

If the applicable forms are on file with a QI, the name of the QI in possession of the original documentation is provided under the "Name of QI" column, and contact name and the telephone number where this QI can be reached is provided under the "Contact Information" column.

Name of QI	Contact Information	Beneficial Owner Name	Country of Residence	Shares Held	V2 or V3	Exempt Election Category
			Total:			

Note: If there are more than nine beneficial owners please submit a spreadsheet.

We ask that BNY Mellon, as Depositary, present these dividend withholding exemption requests on the above beneficial owners' behalf. Please contact the undersigned at <Telephone Number> should you have any questions.

**Indemnification**

We certify that to the best of our knowledge that each of the beneficial owners identified above are eligible for the preferential rates as stated herein and we declare that we have performed all the necessary due diligence to satisfy ourselves as to the accuracy of the information submitted to us by these beneficial owners.

We will be fully liable for any and all withholding taxes, claims, penalties and / or interest to the Irish Revenue Commissioners (“charge-backs”), including without limitation, any foreign exchange fluctuations associated with such funds. Neither BNY Mellon nor the Issuer nor any of their agents or affiliates shall be liable for the failure to secure any refund. In consideration of the assistance of BNY Mellon and the Issuer in processing such claims, we expressly agree that neither BNY Mellon nor the Issuer nor any of their agents or affiliates shall have any liability for, and we shall indemnify, defend and hold each of BNY Mellon and the Issuer and their respective agents and affiliates harmless from and against, any and all loss, liability, damage, judgment, settlement, fine, penalty, demand, claim, cost or expense (including without limitation fees and expenses of defending itself or enforcing this agreement) arising out of or in connection herewith. We further agree that our obligations hereunder shall be free from all defenses.

Sincerely,

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Authorized Signature

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Telephone Number