

Covidien plc  
Form 425  
October 08, 2014

London Investor Meetings  
October 8, 2014  
Jeff Warren  
Vice President, Investor Relations  
[jeff.warren@medtronic.com](mailto:jeff.warren@medtronic.com)  
Omar Ishrak  
Chairman & Chief Executive  
Officer  
Filed by Medtronic, Inc. (SEC File No.: 001-07707)

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pursuant to Rule 425 under the Securities Act of 1933  
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Medtronic Positioned to Execute  
Creating Long-Term Value in Healthcare

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Improving operational execution to  
deliver consistent results

Uniquely positioned to expand our market-leading franchises through three differentiated strategies:

1.  
Therapy Innovation: Delivering strong launch cadence of meaningful therapies and procedures
2.  
Globalization: Addressing the inequity in healthcare access globally
3.  
Economic Value: Becoming a leader in value-based healthcare by incorporating EV into our DNA

Combining reliable performance with disciplined capital allocation to create long-term shareholder value

Medtronic Today  
CoreValve  
Evolut  
R  
MiniMed®  
530G  
Viva  
CRT-D

Advisa MRI  
Cardiac and  
Vascular Group  
Restorative  
Therapies Group  
Diabetes  
Resolute  
Integrity  
Endurant®  
II  
PVAC®  
GOLD  
Solera®  
Milestone  
Knee  
Restore®  
Sensor  
PEAK®  
PlasmaBlade  
Pumps and Sensors  
TAVR  
Atrial  
Fibrillation  
Pacing  
Defibrillation  
DES  
AAA  
Core Spine  
Pain Stim  
Ortho  
Advanced  
Energy  
MDT Financial Formula

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Revenue

Growth

1

Mid-Single

Digits

Operating &

Financial

Leverage

EPS Growth

1

200

400 bps

Faster than

Revenue

Dividend Yield

~200 bps

Total

Shareholder

Return

High-Single to

Double Digits

1. On a constant currency basis. Reflects Medtronic on a stand-alone basis and does not include Covidien.

Delivering on Commitments  
And Strengthening our Competitive Position  
Highlights  
FY14  
Actual  
FY14  
Guidance  
Free Cash



Flow

3

Revenue

Growth

+3 -

4%

\$4 -

\$4.5B

+3.6%

\$4.6B

Adjusted

EPS

2

\$3.80 -

\$3.85

\$3.82

Returned 50%+ to shareholders

\$2.6B share repurchases

50bps of operating leverage

1

FY14 Emerging Markets growth of 14%

Meaningful product launches including

the MiniMed®

530G, Reveal LINQ

TM

and CoreValve®

Established Cardiocom®

and Cath Lab

Managed Services (CLMS) as future

growth platforms

Effective tax management

Unhedged currency and U.S.

device tax

1.

On an operational basis.

2.

Non-GAAP diluted EPS.

3.

Free cash flow defined as operating cash flow minus capital expenditures.

Note: All revenue figures assume constant currency. Non-GAAP reconciliation available in Appendix

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Medtronic Q1 FY15 Financial Results  
Reported on August 19, 2014

Overall, Q1 represented balanced growth, with strong performances in some areas offset by challenges in others

US markets driving growth: grew +6%, the highest growth in the US in 5 years

New therapies contributed 200bps to overall growth driven by Reveal LINQ, CoreValve, and MiniMed 530G

Our robust pipeline will contribute significantly to our future growth

Breadth and scale having an increasing advantage: Focused on New Therapies, Economic Value, and Globalization

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Revenue

\$4.3 billion

% Growth, as reported

+5%

% Growth, constant FX

+4%

GAAP Net Earnings

\$871 million

% Growth

-9%

GAAP Diluted EPS

\$0.87

% Growth

-6%

Non-GAAP Net Earnings

\$934 million

% Growth

+4%

Non-GAAP Diluted EPS

\$0.93

% Growth

+6%

Cash EPS

\$0.99

% Growth

+5%

1 On a constant currency basis

Note: Non-GAAP reconciliation available in Appendix

Therapy  
Innovation  
Globalization  
Economic  
Value  
GROWTH VECTOR #1:  
GROWTH VECTOR #2:  
GROWTH VECTOR #3:

Medtronic Growth Strategies

Strategies to Address Universal Healthcare Needs

Strong upcoming  
launch cadence of  
innovative  
therapies

Unlocking massive  
opportunity for  
existing therapies  
in emerging  
markets

Leading industry  
shift to value-  
based healthcare  
with new services  
& solutions

Sources of Growth

New Therapies

Emerging

Markets

Integrated Health

Solutions

Medtronic

Strategies

Operational

Execution

Universal

HC Needs

Improve

clinical

outcomes

Expand

access

Optimize cost

and efficiency

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Growth Vector #1: New Therapies

Reveal LINQ

WW: Launching

IN.PACT®

Admiral®

SFA

US: Q1 CY15

Micra

CE Mark: By end of FY15

FY15

Nuvent

Balloon

WW: Launching

Prestige LP

US: Launching

CoreValve®

High Risk

US: Launching

Resolute Onyx

CE: Launch, Jan CY15

FY16

200 projects expected to  
generate \$30B+ in incremental  
revenue over 5 years from  
time of product launch

O-arm®

2.0

WW: H2 FY15

Attain®

Performa

Quad

US: Launching

Select

Launches

Medtronic R&D Pipeline

1

Evolut

R (26/29mm)

CE Mark: H2 FY15

Next-Gen Interbodies

WW: H2 FY15

MiniMed®

640G

WE: FY15

1.

Reflects Medtronic on a stand-alone basis and does not include Covidien.

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1. Moving Medtronic therapy penetration from EM level (11%) to Developed Market levels (24%) in population that can afford the therapy. Reflects Medtronic on a stand-alone basis and does not include Covidien.

EM Premium:

Attractive Opportunity

Technology already exists



Out-of-pocket payment or  
reimbursement established

Comparable margins to  
developed markets

~\$5B annual opportunity

1

Increased investment

BU and region alignment and  
responsibility

Enhanced Focus &  
Resources

Large scale private partnerships

Channel optimization

Public partnerships

Smarter Deployment /

Targeting

Aligning around customers

Granular focus within  
countries

Go Beyond Market

Development

1

2

3

\$475

\$638

EM SG&A Spend

Millions

~2,600

~4,600

EM Headcount

Making Changes to Realize Opportunity

Growth Vector #2: Emerging Markets

Premium

Value

Underserved

+16%

CAGR

+33%

CAGR

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Growth Vector #3:  
Integrated Health Solutions  
Examples  
Quantifying Value &  
Expanding Offerings  
Quantifying Value &  
Expanding Offerings  
Understand

Economic Value of  
Innovation  
Surgical Synergy  
SM  
Broaden Innovation  
Time Horizon to  
Ensure Value is  
Realized  
Collaborate and  
Generate New  
Business Models  
Core Therapies  
Wrap-Around  
Services  
Integrated Health  
Solutions  
Cath Lab  
Managed Services

AdaptivCRT®

SmartShock®  
T2 Diabetes  
Partnership  
Rethinking Blood  
Conservation (RBC®)  
Bundled Payment  
Pilots

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Growth Vectors Expected to  
Deliver Mid-Single Digit Growth  
Sources of Growth  
FY14 MDT  
Growth  
Contribution  
180 bps  
145 bps

30 bps

FY15E MDT

Growth / Contribution

+150 to 350 bps

+150 to 200 bps

+40 to 60 bps

Low-

to

Mid-Single

Mid-Teens

Double

to Triple

FY14 to FY15

Change

Mid-Term

Expectations

-30 to

+170 bps

+5 to 55 bps

+10 to 30 bps

+150 to 350 bps

+150 to 200 bps

+50 to 100 bps

TOTAL

MEDTRONIC

3.6%

3-5%

FY15 Revenue Outlook

-15 to

+255 bps

Mid-Single

Digit Growth

Note: All revenue estimates assume constant currency. Reflects Medtronic

on a stand-alone basis and does not include Covidien. Non-GAAP

reconciliation available in Appendix

GROWTH VECTOR #1

New

Therapies

GROWTH VECTOR #2

Emerging

Markets

GROWTH VECTOR #3

Integrated

Health Solutions

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Defensive:

Mitigate pricing pressure &  
maintain 75-76% gross margins

Offensive:

Enable product tiering &

support value segment expansion  
Accomplished  
Maintained  
Gross Margins  
Executing on Operating Expense  
Reduction Initiatives

FY12

FY14:

~30 bps reduction

FY15E

:

50 to 70 bps reduction

Improve efficiency & drive SG&A

leverage while investing in EM

1.

Forecast given on an operational basis. Reflects Medtronic on a stand-alone basis and does not include Covidien.

DRM

Mfg./Supply

Chain

New Product

Architectures

FY13-FY17:

~\$1.2B

FY08-FY12:

\$

\$1B

FY14:

8.7% of revenue

FY15E:

8.5%

Shift to enhance quality systems, productivity improvements,  
economic value prioritization, offsets to medical device tax

Roughly maintain level of R&D

spending going forward

Process

PRODUCT

COST

REDUCTION

SG&A

OPERATING

LEVERAGE

R&D

1

1



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S&P 500 Dividend Aristocrat  
Index member; 35 years of  
consecutive dividend increases

Dividend more than doubled  
over the past 5 years

Over \$1 billion in dividend  
payments in FY14

Payout ratio of ~30%

1

Repurchased 15% of our shares  
over the past 5 years

Over \$1.2 billion in share  
repurchases in FY14

Going forward, expect share  
repurchase to add ~200 bps to  
EPS growth annually

DIVIDENDS

DIVIDENDS

SHARE REPURCHASE

SHARE REPURCHASE

Rewarding Shareholders with Distributions

Cash Priorities to Shareholders Overview

~940M

-7%

-9%

1

\$0.00

\$0.40

\$0.80

\$1.20

FY00

FY01

FY02

FY03

FY04

FY05

FY06

FY07

FY08

FY09

FY10

FY11

FY12

FY13

FY14

FY15E

900

1,000

1,100

1,200

FY11

FY12

FY13

FY14

FY15E

FY16E

FY17E

FY18E

1.

Non-GAAP calculation based on annualized Medtronic quarterly dividend payment of \$0.305 per share as announced on June  
Reflects Medtronic on a stand-alone basis and does not include Covidien.

Note: Non-GAAP reconciliation available in Appendix

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Generating Significant Free Cash Flow  
\$25B+

Expected adjusted FCF generation over next 5 years equal to  
40% of current market cap

Consistently generate > 20% FCF / revenue

Returning 50%+ of FCF to shareholders

Remain focused on improving U.S. cash

**\$21B**

1. Based on Medtronic market capitalization as of July 29, 2014.

Note: Non-GAAP reconciliation available in Appendix

Adjusted free cash flow is operating cash flow minus capital expenditures. Excludes certain litigation payments. Reflects Medtronic on a stand-alone basis and does not include Covidien.

FY10-FY14

FY15-FY19F

1

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Commitment to Return 50% of  
Free Cash Flow  
1  
40%  
2  
\$ Billions  
Corporate Use

Return to  
Shareholders

~\$25B+

\$12.5B+

\$62B

2

\$12.5B+

Buybacks

Dividends

\$12.5B+

O.U.S.

Cash

U.S.

Cash

0

20

40

60

Current Market Cap

Expected Free Cash Flow,

Next 5 Years

Expected Capital

Deployment, Next 5 Years

Expected Return to

Shareholders, Next 5 Years

1.

Adjusted free cash flow is operating cash flow minus capital expenditures.

Excludes certain litigation payments. Reflects Medtronic on a stand-alone basis and does not include Covidien.

2.

Based on Medtronic market capitalization as of July 29, 2014.

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Covidien Overview

Highly Strategic and Compelling Acquisition

Accelerates Medtronic's three core strategies of Therapy Innovation, Globalization, and Economic Value

Covidien's impressive portfolio of industry-leading products enhances Medtronic's



portfolio, offers greater breadth across clinical areas, and creates exciting entry points into new therapies

Combination of Covidien's extensive emerging market R&D and manufacturing with Medtronic's well-established clinical expertise can be applied across a much broader product offering

Covidien's hospital efficiency technology enhances Medtronic's ability to deliver Economic Value to create a robust and unmatched Integrated Health franchise

Extremely attractive financially: Double-digit hurdle rate with achievable cost synergies

Combined  
company  
expected  
to  
generate  
significant  
free  
cash  
flow  
with  
greater  
deployment  
flexibility

Creates the Premier Global Medical Technology and Services Company with Comprehensive Product Portfolio and Broad Global Reach

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Combination Results in Strategic  
Diversification  
COVIDIEN REVENUE  
1  
PRO FORMA REVENUE  
\$17.0B  
\$10.4B

\$27.4B

CRDM

Advanced

Surgical

Ortho/Spine

Peripheral &

Endovascular

Neuro

Coronary

Diabetes

Structural Heart

General

Surgical

Patient Care

Nursing Care

Patient Monitoring

Neurovascular

MEDTRONIC FY14 REVENUE

Airway &

Vent

1. Based on last 12 months, ended March 28, 2014.

29.4%

10.3%

7.1%

5.3%

17.9%

11.2%

9.2%

9.7%

CRDM

Coronary

Structural Heart

Endo

Ortho/Spine

Neuro

Surgical Tech

Diabetes

31.9%

15.2%

11.8%

10.2%

9.8%

9.5%

7.3%

4.3%

Advanced Surgical

General Surgical

Peripheral Vascular

Patient Care

Nursing Care

Patient Monitoring

Airway & Vent

Neurovascular

18.2%

17.8%

11.1%

7.7%

6.9%

6.4%

6.1%

5.8%

4.4%

3.9%

3.7%

3.6%

2.8%

1.6%

#### Covidien Transaction Summary

Acquisition of Covidien for \$42.9 billion in cash and Medtronic stock

Covidien shareholders to own ~30% of the combined company at closing

~\$5 billion of Covidien debt to remain in place; guaranteed by

new Irish holding company

Represents per share consideration for Covidien shareholders of:

\$35.19 in cash

0.956 shares of new Medtronic shares

Offer  
represents

a  
29%  
premium

to  
last  
closing  
share  
price

1  
Transaction  
Terms  
Transaction  
Structure

Formation of new Irish domiciled entity; current headquarter  
operations remain intact in Minnesota

Transaction taxable, for U.S. federal income tax purposes, to  
Medtronic and Covidien shareholders  
Timing

Closing expected in late calendar 2014 / early calendar 2015

Subject to regulatory approvals

Subject to Medtronic and Covidien shareholder approvals

1. Based on Covidien and Medtronic closing price as of June 13, 2014.  
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**COMPELLING FINANCIAL IMPACT**

Driving significant shareholder returns

Revenue Growth

Much stronger platform for diversified growth

Significant revenue synergy potential from cross-selling

Cost Synergies

At least \$850 million pre-tax annual cost synergies by FY18;  
quickly achievable

Back office optimization, manufacturing & supply chain  
infrastructure, and certain G&A savings

EPS Impact

Cash EPS accretive in FY16

Significant cash EPS accretion thereafter

GAAP EPS neutral in FY19; accretive thereafter

Balance Sheet

Implications

Maintain access to commercial paper to support  
short-term liquidity

Increased gross debt may limit Tier 1 commercial  
paper status

Leverage

1.9x pro forma net debt to EBITDA at closing; 0.7x in FY18

3.7x pro forma gross debt to EBITDA at closing; 2.7x in FY18

Capital Allocation

Policy

Solidifies commitment to return 50% of free  
cash flow with more flexibility going forward



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ORIGINAL FINANCING MECHANISM

NEW FINANCING MECHANISM

(Announced on October 3, 2014)

Medtronic Financing Plan

Medtronic, Inc. raises approximately

\$16 billion in new external debt

Paid to Covidien shareholders

\$13.5 billion intercompany loan from  
Medtronic OUS subsidiary

\$2.8 billion in new external debt

Paid to Covidien shareholders

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Medtronic Positioned to Execute  
Creating Long-Term Value in Healthcare

Improving operational execution to  
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Uniquely positioned to expand our

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Combining reliable performance with disciplined capital allocation to create long-term shareholder value

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Therapy Innovation: Delivering strong launch cadence of meaningful therapies and procedures

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Key Websites

Global MedTech Leader: <http://www.globalmedtechleader.com>

Medtronic Investor Relations: <http://investorrelations.medtronic.com>  
Medtronic  
Covidien Key Facts

Additional Resources

Disclaimers

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Disclaimers (cont'd)

current expectations depending upon a number of factors affecting New Medtronic's business, Medtronic's business, Covidien's business, and the proposed transactions. These factors include, among others, the inherent uncertainty associated with financial projections; restrictions on the successful close of, the Covidien acquisition; subsequent integration of the Covidien acquisition and the ability to recognize the benefits of the Covidien acquisition; the risk that the required regulatory approvals for the proposed transactions are not obtained, are delayed, or are not anticipated; the anticipated size of the markets and continued demand for Medtronic's and Covidien's products; the impact of currency pricing; access to available financing (including financing for the acquisition or refinancing of Medtronic or Covidien debt) on

the risks of fluctuations in foreign currency exchange rates; the risks and uncertainties normally incident to the medical device industry; product liability claims; the difficulty of predicting the timing or outcome of pending or future litigation; variability of trade buying patterns; the timing and success of product launches; the difficulty of predicting the timing or outcome of regulatory agency approvals or actions, if any; potential for adverse pricing movement; costs and efforts to defend or enforce intellectual property rights; delays in manufacturing; reduction or interruption in supply; product quality problems; the availability and pricing of third-party services; risks associated with self-insurance and commercial insurance; successful compliance with governmental regulations applicable to Covidien's facilities, products and/or businesses; changes in the laws and regulations, affecting among other things, pricing and availability of products; health care policy changes; risks associated with international operations; changes in tax laws or interpretations that affect Medtronic's and/or Covidien's consolidated tax liabilities, including, if the transaction is consummated, changes in tax laws that treat Medtronic as a domestic corporation for United States federal tax purposes; the loss of key senior management or scientific staff; and other risks detailed in Medtronic's periodic public filings with the SEC, including but not limited to Medtronic's Annual Report on Form 10-K for 2014, in Covidien's periodic public filings with the SEC, including but not limited to Covidien's Annual Report on Form 10-K for 2013, and from time to time in Medtronic's and Covidien's other investor communications. Except as expressly required by law, we disclaim any intent or obligation to update or revise these forward-looking statements.

#### STATEMENTS REQUIRED BY THE IRISH TAKEOVER RULES

##### Responsibility Statement

The directors of Medtronic accept responsibility for the information contained in this announcement. To the best of the knowledge of the directors of Medtronic (who have taken all reasonable care to ensure that such is the case), the information contained in this announcement does not omit anything likely to affect the import of such information.

##### Dealing Disclosure Requirements

Under the provisions of Rule 8.3 of the Irish Takeover Panel Act, 1997, Takeover Rules 2013 (the "Irish Takeover Rules"), if you (directly or indirectly) in, 1% or more of any class of "relevant securities" of Covidien or Medtronic, all "dealings" in any "relevant securities" (including by means of an option in respect of, or a derivative referenced to, any such "relevant securities") must be publicly disclosed (in writing) on the "business" day following the date of the relevant transaction. This requirement will continue until the date on which the "offer period" otherwise ends. If two or more persons co-operate on the basis of any agreement, either express or tacit, to acquire or dispose of an interest in "relevant securities" of Covidien or Medtronic, they will be deemed to be a single person for the purpose of Rule 8.3.

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Under the provisions of Rule 8.1 of the Irish Takeover Rules, all dealings in relevant securities of Covidien by Medtronic, Covidien, or by any party acting in concert with either of them, must also be disclosed by no later than 12 noon (Irish time) on the relevant transaction.

A disclosure table, giving details of the companies in whose relevant securities dealings should be disclosed, can be found at [www.irishtakeoverpanel.ie](http://www.irishtakeoverpanel.ie). Interests in securities arise, in summary, when a person has long economic exposure, whether on the price of securities. In particular, a person will be treated as having an interest by virtue of the ownership or control of securities.

of, or derivative referenced to, securities.

Terms in quotation marks are defined in the Irish Takeover Rules, which can also be found on the Irish Takeover Panel's website. If you are or not you are required to disclose a dealing under Rule 8, please consult the Irish Takeover Panel's website at [www.irishtakeoverpanel.com](http://www.irishtakeoverpanel.com) or telephone number +353 1 678 9020 or fax number +353 1 678 9289.

#### No Profit Forecast / Asset Valuations

No statement in this presentation is intended to constitute a profit forecast for any period, nor should any statements be interpreted as such. Earnings per share will necessarily be greater or lesser than those for the relevant preceding financial periods for Medtronic or Covidien, as appropriate. No statement in this presentation constitutes an asset valuation.

#### General

Appendix I to the Rule 2.5 announcement contains further details of the sources of information and bases of calculations set out in the Rule 2.5 announcement; Appendix II to the Rule 2.5 announcement contains definitions of certain expressions used in this announcement; Appendix III to the Rule 2.5 announcement contains the report from PricewaterhouseCoopers on the Acquisition and the Scheme; Appendix IV to the Rule 2.5 announcement sets out the report from Perella Weinberg LLP on the merger benefit statements made in this announcement; Appendix V to the Rule 2.5 announcement contains the report from Perella Weinberg LLP on the merger benefit statements made in the Rule 2.5 announcement and Appendix VI to the Rule 2.5 announcement sets out the Transaction. The release, publication or distribution of this announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. This announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, persons in Restricted Jurisdictions) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the best of their knowledge and belief, the companies involved in the proposed Acquisition disclaim any responsibility or liability for the violations of any such laws. Any response in relation to the Acquisition should be made only on the basis of the information contained in the Scheme Circular. No action should be taken on the basis of the information in the Acquisition and the Scheme are made. Medtronic Shareholders and Covidien Shareholders are advised to read carefully the full details of the proposed Transaction once the Scheme Circular has been dispatched.

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Non-GAAP Reconciliation Tables  
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