

SAMPLE FORM FOR CERTIFICATION OF TREATMENT OF CASH PORTION OF SCHEME CONSIDERATION

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

Effective Date of Scheme: January 26, 2015

Description of Covidien Shares: Ordinary shares, par value \$0.20 per share, issued by Covidien

Description of Parent Shares: Ordinary shares, par value \$0.0001 per share, issued by Medtronic plc ("Parent")

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

IF THIS FORM IS NOT RECEIVED BY YOUR BROKER BY THE DEADLINE ABOVE FOR INFORMATION REPORTING PURPOSES, THE OWNER MAY BE TREATED AS HAVING RECEIVED GROSS PROCEEDS FOR THE CASH PORTION OF THE SCHEME CONSIDERATION, REGARDLESS OF WHETHER SUCH OWNER COULD HAVE MADE THE CERTIFICATION IN PART B BELOW.

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 an acquisition of Covidien by Parent and Makani II Limited pursuant to a scheme of arrangement under the Irish Companies Act of 1963 (the "Scheme"), resulting in Covidien becoming a wholly owned subsidiary of Parent. Pursuant to the Scheme, each Covidien Share has been cancelled in exchange for (x) 0.956 of a Parent Share and (y) \$35.19 in cash and cash in lieu of fractional shares (the "Scheme Consideration").

Nature of Scheme 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 cash portion of the Scheme Consideration should be treated for U.S. federal income tax purposes as a payment in exchange for the cancellation of Owner's Covidien Shares, rather than as a dividend, because Owner's proportionate interest in Covidien was meaningfully reduced as a result of the payment, as reflected in the following calculations:

Prior Interest: Immediately prior to the effectiveness of the Scheme, Owner owned _____ (Y) Covidien Shares (taking into account Covidien Shares owned directly by Owner and Covidien 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)), which represented _____ (100*Y/W) percent of the outstanding Covidien Shares immediately prior to the effectiveness of the Scheme.

Subsequent Interest: Immediately following the consummation of the transactions contemplated by the Transaction Agreement, dated as of June 15, 2014 (the "Transactions"), Owner owned _____ (Z) Parent Shares (taking into account Parent Shares received in exchange for the cancellation of Owner's Covidien Shares, 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 Medtronic, Inc. common 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 Transaction.

For use in the calculations above:

Outstanding Covidien Shares Immediately Prior to the Effectiveness of the Scheme: 454,507,245 (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 Medtronic, Inc. immediately prior to the Merger, has not acquired additional shares of Parent 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 cash portion of the Scheme 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 Scheme Consideration to which this Certification relates and was the Owner (or am authorized to sign for the Owner) of the Covidien Shares with respect to which payment of such portion of the Scheme 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 Cash Portion of Scheme
Consideration for the exchange of Covidien plc ordinary shares**

General Instructions

These instructions, and the Certification to which these instructions relate, concern the tax treatment resulting from the Scheme to holders of Covidien Shares, as further described 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 Covidien shareholders. An electronic copy of the Form S-4 is also available on the Medtronic Investor Relations website at <http://investorrelations.medtronic.com>. As described in more detail therein, for U.S. tax purposes, a shareholder's cash portion of the Scheme Consideration may be treated either as a dividend or as a payment of proceeds from a sale or exchange of the shareholder's Covidien Shares. Dividend treatment, and this Certification, only potentially applies to the cash portion of the Scheme Consideration. The share portion of the Scheme Consideration should generally be treated as a payment of proceeds from a sale or exchange of the shareholder's Covidien Shares.

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 Covidien Shares that are exchanged for Parent Shares in the Scheme,
- such shareholder's ownership of common shares in Medtronic, Inc. that are exchanged for Parent Shares in the related merger, and
- certain related acquisitions and dispositions of Parent Shares.

Holders of Covidien Shares must properly complete and submit the attached Certification by the deadline specified therein. The information reporting consequences for U.S. tax purposes to such holder will be based on the information provided in the Certification. If a Certification is not received for a shareholder by the specified deadline, such shareholder's exchange will be treated in accordance with a default treatment as more fully described below.

IMPORTANT NOTICE: SHAREHOLDERS ALSO OWNING SHARES OF MEDTRONIC, INC. WILL RECEIVE A SEPARATE CERTIFICATION IN RESPECT OF THE RELATED MERGER WITH MEDTRONIC, INC. SUCH SHAREHOLDERS MUST COMPLETE AND RETURN BOTH FORMS BY THE APPLICABLE DEADLINE 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 Scheme

For U.S. federal income tax and information reporting purposes, the receipt of Scheme Consideration in exchange for Covidien Shares pursuant to the Scheme will be a taxable transaction to a U.S. holder of Covidien Shares. U.S. holders will generally recognize taxable gain or loss equal to the difference between the shareholder's adjusted tax basis in the Covidien Shares surrendered in the exchange, and the sum of the fair market value of the Scheme Consideration received. A non-U.S. holder that exchanges Covidien Shares for the Scheme Consideration in the Scheme generally will not be subject to U.S. federal income or withholding tax on its gain.

Notwithstanding the discussion above, the receipt of cash consideration (but not Parent Shares) by U.S. and non-U.S. holders who own both Covidien Shares and common shares of Medtronic, Inc., or who have a percentage interest in Parent Shares immediately following the Transactions that is greater than or equal to

their percentage interest in Covidien Shares as a result of share purchases undertaken in connection with the Transactions, may be treated as dividend income as a result of the Scheme equal to the cash consideration issued in the Scheme, rather than taxable gain or loss. Please see “Material Tax Consequences of the Proposed Transaction,” beginning on page 140 of the Form S-4, for a more detailed discussion of the tax consequences of the Scheme to shareholders of Covidien.

Instructions for Completing the Attached Certification

Please complete and return the Certification to indicate how the cash component of the Scheme Consideration should be treated. Check the appropriate box to indicate if the cash component of your portion of the Scheme 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 the cash component of your portion of the Scheme Consideration as a payment of proceeds from a sale or exchange of your Covidien Shares 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 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 Scheme Consideration in light of your own particular circumstances.

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

In the case of U.S. and non-U.S. holders (as defined in the Form S-4), the cash component of your portion of the Scheme Consideration will generally be treated as “gross proceeds” unless you certify in Part B that your Scheme 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 Covidien Shares immediately prior to the effectiveness of the Scheme (i.e., the number of Covidien Shares that you owned immediately prior to the effectiveness of the Scheme, divided by the total number of Covidien Shares outstanding immediately prior to the effectiveness of the Scheme, as specified in the Certification).

In the “Prior Interest” paragraph:

- (i) enter the number of Covidien Shares that you owned immediately prior to the effectiveness of the Scheme 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 Covidien Shares immediately prior to the effectiveness of the Scheme, based on the number of outstanding Covidien Shares immediately prior to the effectiveness of the Scheme listed in Part A, and enter this percentage in the second space.

EXAMPLE CALCULATION:

1,000 Covidien Shares owned by you immediately prior to the effectiveness of the Scheme (Y)

454,507,245 outstanding Covidien Shares immediately prior to the effectiveness of the Scheme (W)

This represents $(100 \times 1,000 / 454,507,245) = 0.00022\%$ of the outstanding Covidien Shares 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 Parent Shares that you owned immediately following the consummation of the Transactions, divided by the total number of Parent Shares outstanding immediately following the consummation of the Transaction, as specified in the Certification).

In the "Subsequent Interest" paragraph:

- (i) enter the number of Parent Shares that you owned immediately following the consummation of the Transactions in the first space provided in "Subsequent 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, Parent Shares that you acquired in exchange for Medtronic, Inc. common 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 consummation of the Transactions listed in Part A, and enter this percentage in the second space.

EXAMPLE CALCULATION:

956 Parent shares owned by you immediately following the consummation of the Transactions (Z)

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

This represents $(100 \times 956 / 1,423,061,872) = 0.00007\%$ 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 (i) the Scheme (in which your Covidien Shares were cancelled in exchange for cash and Parent Shares) and (ii) if you own any common shares of Medtronic, Inc., the related merger of Aviation Merger Sub, LLC into Medtronic, Inc. This includes Parent Shares received both in exchange for common shares of Medtronic, Inc. and in exchange for Covidien Shares. 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 Covidien 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 Medtronic, Inc. prior to the merger, 2) you did not acquire additional Parent Shares subsequent to the merger, 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 Covidien Shares immediately prior to the effectiveness of the Scheme, then the cash component of your portion of the

Scheme Consideration will be treated as a dividend, not as a payment of proceeds of a sale or exchange of Covidien Shares.

Part B: Dividend

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

Determining Shares Owned: Description of Attribution Rules

When determining the number of shares 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 Scheme. 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 shares 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 Covidien Shares, and Corporation A also owns 100 Covidien Shares. 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 Covidien Shares—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 Covidien Shares, and Corporation B owns 50 Covidien Shares. 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 Covidien Shares—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 Covidien Shares—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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