The Guide to Ethical Conduct

Doing the Right Thing
# Message from CEO

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Dear Colleague,

Every day, our customers rely on us to protect and safeguard their people and property and trust that we are committed to the highest standards of business ethics and practices.

To set us apart from our competitors, we need to maintain our ethical culture and remain committed to our core values of Integrity, Teamwork, Excellence and Accountability. Every Tyco employee must live these values every day.

Our Guide to Ethical Conduct explains and defines the values that we share as Tyco employees. It spells out the right way to behave and sets the framework for our commitment to building and sustaining an ethical work environment.

Together with business-specific policies and local laws and regulations, the Guide is designed to help you understand what is expected of you and to help you make good decisions, especially in situations where the right course of action isn’t always clear.

It’s our expectation that after reading the Guide, you will have a better understanding of your individual responsibility to comply with policies and regulations that affect our business, as well as the resources available to you to raise any concerns you have.

With every one of us embracing our shared commitment to our values and the Guide, we are making Tyco a stronger, more successful company—a company we can all be proud to be part of.

Thank you for playing a vital role in our success.

George Oliver, CEO
Tyco
Tyco’s Values
Tyco’s culture is built on a foundation of four key values. These values shape employees’ behavior toward customers and toward one another. Together, they drive our company forward. The values are:

Integrity
We demand of ourselves and each other the highest standards of individual and corporate integrity. We do the right thing, because it is the right thing to do. It is every employee’s responsibility to safeguard company assets and foster an environment of trust with our co-workers, customers, communities and suppliers. We always comply with all company policies and laws, and create an environment of transparency in which all reporting requirements are met.

Excellence
We continually challenge each other to improve our products, our processes and ourselves. We strive always to understand our customers’ businesses and help them achieve their goals. We serve our customers by anticipating and responding to their needs. We are dedicated to diversity, fair treatment, mutual respect and trust. We are committed to producing our products and serving our customers with zero harm to people and the environment.

Teamwork
We foster an environment that encourages innovation and creativity, and delivers results through collaboration. We practice leadership that teaches, inspires and promotes full participation and career development. We encourage open and effective communications and interaction with all stakeholders, and actively work together to keep each other safe. We believe that none of us is as capable or effective as all of us – and together, there’s no limit to what we can achieve.

Accountability
We honor the commitments we make and take personal responsibility for all actions and results. Our actions match our words, and we demand responsibility – from ourselves and others – in everything we do. We create an operating discipline of continuous improvement that is an integral part of our culture.

Our Guide to Ethical Conduct, together with our business-specific policies, defines what is expected of each of us in our locations around the world. In everything we do, we must strive to act with honesty, fairness and integrity, and to obey the laws and regulations wherever we operate. Regardless of our position within the company, we share equal accountability for:

// Conducting business with integrity, preserving our strong reputation and expanding our leadership in the marketplace.

// Fostering an inclusive culture in which we all feel respected and have the opportunity to reach our full potential.

// Providing a healthy and safe work environment, and complying with applicable environmental laws and regulations wherever we operate around the world.

// Contributing to the sustainability of the communities in which we live and work.
Our role begins but doesn’t end with understanding Tyco’s Vital Values and Guide to Ethical Conduct. We are obligated to act. If an issue raises a question in your mind, you have a responsibility to Speak Up. Reports of suspected misconduct are confidential, and Tyco will not tolerate retaliation against anyone for reporting suspected misconduct or providing information as part of an investigation.

The truth is that everyone – shareholders, customers, suppliers, regulators, employees, and community partners – watches what we say and do. Our message about the importance of ethics, integrity and compliance must be perfectly clear, and our actions must conform to our message. With each of us embracing the commitment to conduct business in accordance with our Vital Values, we are making Tyco a stronger, more successful company.

A. Application of the Tyco Guide to Ethical Conduct

At Tyco, we are all governed by a core set of Vital Values – Integrity, Excellence, Teamwork and Accountability. All of us, regardless of where we conduct business, are expected to incorporate these values into our daily work activities and abide by the principles outlined in the Guide.

As a global company incorporated in Ireland, publicly traded on the New York Stock Exchange (NYSE:TYC), and with businesses operating in over 60 countries, there are international laws, regulations and global standards that apply to all of us. In addition to these international laws and standards, we are committed to following the local laws of each country where we do business. Where local laws may conflict with our principles, you should seek input from the Law department.

The Tyco Guide to Ethical Conduct applies to all employees, part-time employees, contractors, executives and our board of directors. The information within the Guide supplements any corporate, business or regional policies related to the content discussed within the Guide. The Guide offers general guidelines only and is subject to local law. It is not intended to be all inclusive.

As an employee of Tyco, you will be asked to sign a commitment statement that you have read and understand the Tyco Guide to Ethical Conduct, and that you will act in full compliance with the Guide.

As a global company incorporated in Ireland, publicly traded on the New York Stock Exchange (NYSE:TYC), and with businesses operating in over 60 countries, there are international laws, regulations and global standards that apply to all of us.
A. Speak Up and Ask for Help!
Whenever any of us observes or suspects something improper or unethical, we have an obligation to take action and to Speak Up. But how do we know when to Speak Up or if an action or behavior is inappropriate? The following six questions provide simple guidelines for making these judgments. If you cannot answer yes to all of these questions, you should Speak Up and ask for help!

1. Is the action consistent with this Guide to Ethical Conduct?
2. Is the action consistent with Tyco’s Vital Values?
3. Is the action legal?
4. Would I be comfortable if this decision or action was made public?
5. Would I want it done to me?
6. Would the actions be perceived positively by my family, peers, employees, and Tyco shareholders?

When you Speak Up, you provide our company with information that is necessary to remedy a potentially harmful situation. While you may be reluctant to get involved, failure to report a concern could have substantial consequences. It could result in financial or reputational damage to Tyco, employee injury and, in extreme cases, termination or criminal action against an employee or the company. So, when in doubt, Speak Up!

B. Non-Retaliation and Confidentiality
We will not tolerate retaliation in any form against employees for raising concerns or making good-faith reports of ethical violations. All Tyco employees are encouraged to Speak Up, seek guidance and report any actions that could potentially harm our employees, our company, our shareholders, or our reputation. Tyco will take all steps possible to ensure that every report is handled confidentially. All reports of violations will be taken seriously and addressed promptly.

For more information, see Reporting, Investigations of Misconduct and Non-Retaliation Policy.
Q: I think a colleague of mine has violated the Guide to Ethical Conduct and maybe even the law. I want to do the right thing and Speak Up, but I am concerned that doing so could hurt my career. What should I do?

A: Tyco’s Reporting, Investigations of Misconduct and Non-Retaliation Policy prohibits retaliation against anyone for reporting a concern in good faith. Retaliation can include termination, compensation reduction, demotion, undesirable work assignments, or threat of physical or mental harm. If you have seen something you believe is wrong, Speak Up. Tyco will treat your report as confidentially as possible and will protect you from retaliation.

Q: How can the company protect me from retaliation?

A: Tyco will take all steps necessary to protect our employees who Speak Up from retaliation. Additionally, Tyco will thoroughly investigate all allegations of retaliation and, if substantiated, will discipline the individuals involved—up to and including termination of employment.
A. Valuing Diversity and Promoting Inclusion
We value diversity in our workforce, supplier base and customers. As a global company, we believe that diversity contributes to the success of our business. We value the unique contributions of individuals with varying backgrounds and experiences. We believe an inclusive culture allows our employees to contribute their best.

Tyco is committed to equal opportunity and fair treatment for all. The company prohibits discrimination on the basis of age, race, disability, ethnicity, marital or family status, national origin, religion, gender, sexual orientation, veteran status, genetic information or any other characteristic protected by law. This principle extends to all decisions relating to recruitment, hiring, training, placement, advancement, compensation, benefits, and termination.

For more information, see Human Resources Harassment-Free Workplace policy and The Guide to Supplier Social Responsibility from Sourcing & Procurement

B. Preventing Harassment
All of us have the right to work in a harassment-free environment. The company regards harassment as any behavior that may demean, intimidate or offend an individual.

To promote a positive workplace, we must avoid the following behaviors:

// Unwelcome conduct – whether verbal, physical or visual, and whether committed in person or some other way (e.g., via e-mail) – that is based on a person’s protected status. Protected status includes, but is not limited to, race, color, religion, gender, age, national origin, disability, sexual orientation, genetic information, and veteran status

// Racial, ethnic, religious, or sexual jokes
// Bullying, abusive language, physical aggression, intimidating or violent behavior, or disparaging comments
// Sexual advances or requests for sexual favors

Any other actions that unreasonably disrupt or interfere with an employee’s work performance

Our Harassment-Free Workplace policy applies to all Tyco employees and contractors, plus anyone who does business with Tyco, including business partners, customers and suppliers. This policy also applies to work-related settings and activities outside of the workplace.

Do the Right Thing...

To promote an inclusive workplace:

// Welcome differences – differences regarding race, gender, background, language, education, functional expertise, etc. Differences bring about creativity and innovation
// Be free of bias and open to new approaches, perspectives and experiences
// Be respectful in all interactions – in person or otherwise
Q: I am just a few years from retirement and recently applied for a new position within my business unit. The position was awarded to a much younger applicant, who in my opinion was less qualified for the job. I am now concerned that I was not hired for the new position because of my age. Is this age discrimination?

A: If you feel that you have been subjected to unfair treatment, you should Speak Up. Reach out to a contact listed within the Speak Up Resources section of this Guide (pg. 28). The company will conduct an investigation regarding the matter and follow-up with you once the investigation is complete.

Q: Our department is under great pressure to meet our quarterly targets. My manager is constantly yelling at us, using abusive language and making threats. I don’t really think that my manager would harm us, but it makes me uncomfortable. What should I do?

A: Tyco’s work environment must be free from harassment, including intimidating language. If threatening language is used in your workplace, Speak Up. Reach out to a contact listed within the Speak Up Resources section (pg. 28).

C. Our Responsibility to Our Communities

As Tyco employees, we must make socially responsible decisions and do what’s right for our global communities. In addition to our commitment to diversity, fair treatment and equal opportunity, we also strive to be good corporate citizens. Tyco expects this same commitment from our business partners, customers and suppliers. Some principles we follow to demonstrate good corporate citizenship include:

// Providing clean and safe working conditions
// Providing fair wages and benefits
// Not tolerating human rights abuses including, but not limited to, child labor
// Giving priority to business partners, suppliers and contractors who share Tyco’s commitment to socially responsible business practices
Protecting our Employees and the Environment: **Zero Harm**

Tyco’s vision is to achieve zero harm to our employees and the environment by engaging in responsible business practices. Our goal is to achieve 100% compliance with applicable environment, health and safety laws, permits and requirements wherever we work. Where we feel the laws are not sufficiently protective, we apply higher standards to achieve zero harm.

### A. Commitment to a Safe Workplace

We believe that all workplace injuries can be prevented and that all of us should leave work in the same healthy, uninjured condition as we arrived. We all have a responsibility to prevent injury and illness in the workplace by following these guidelines:

- **Put safety first.** If you see any potentially unsafe situations, **Speak Up** by immediately telling your supervisor.
- **Always follow your business unit’s established safety practices.**
- **Watch out for the safety of your colleagues –** tell them if they are doing something unsafe.
- **Maintain an environment free of illegal or controlled substances that could impair judgment on the job.** Please see the Human Resources Drug and Alcohol Free Workplace policy for more information.
- **Maintain an environment that is free of weapons or potentially dangerous devices.**

Tyco will thoroughly investigate all accidents, injuries and near misses with the objective that permanent, corrective actions are implemented and the root cause is never repeated.

### B. Respecting the Environment

We seek to eliminate harmful environmental impacts by minimizing our emissions, waste and water usage. We believe that every harmful environmental incident can be prevented, and have a vision of zero harm to our planet.

### C. Product Quality and Product Safety

Tyco seeks the highest product quality, safety and performance at all times. Our business, reputation and success depend on our commitment to compliance with government and industry standards.

For this reason, all records regarding quality matters must be accurate and complete. If you suspect or become aware of a product quality or safety issue, **Speak Up.**

All of us at Tyco should incorporate the principles of Zero Harm into our business decisions and processes.

For more information, see our [Zero Harm policy](#).
Q&A

Q: My manufacturing facility has a major order to fulfill. We are running at 100% capacity and are under a great deal of pressure to get the shipment out. One of the plant machines seems to be operating incorrectly and may not be safe, but if we shut down the machine, we will miss the shipment deadline. What should I do?

A: Speak Up. You need to immediately report the issue to a supervisor and ensure the equipment is safe prior to continuing production. Safety always comes first!

Q: One of my colleagues just learned that his position is being eliminated and he seems very angry about it. In fact, I’ve heard him making comments that sound like threats against the company. What should I do?

A: No threats against our company or an employee should be ignored or go unreported. If you feel that your colleague is making threats, or if you witness any violent behavior, you should Speak Up. Contact your local EHS team or Human Resources. If those people are unavailable or non-responsive, reach out to a contact listed within the Speak Up Resources section (pg. 28). If the situation escalates and involves an immediate or urgent threat or harm, you should contact local law enforcement officials.

Do the Right Thing...

All of us at Tyco should incorporate the principles of Zero Harm into our business decisions and processes. A few simple guidelines that we can all apply in our daily work activities include:

// Conserve water
// Minimize waste
// Recycle waste materials that cannot be eliminated
// Properly dispose of any remaining waste materials
// Reduce greenhouse gases by using energy efficiently. For example, turn off office electrical devices (such as lights, computers and radios) when not being used
// Minimize the amount of packaging used; where packaging is required, make sure that it is made from recyclable materials
// Operate in a manner that is in compliance with all EHS laws and regulations and all Tyco requirements
Every day, many of us work with suppliers, customers and others who do business with Tyco. It’s important that each decision, and any related action, be based on the needs of the company – not on personal interests or relationships. It is essential that we avoid even the appearance of conflicts between our personal interests and those of the company.

Most conflicts of interest can either be avoided entirely or resolved easily if they are properly disclosed to Tyco. If you are ever in doubt about whether an activity may create a conflict of interest, please Speak Up and seek guidance from your manager or Human Resources. The company will work with you to determine the appropriate course of action.

A. Outside Employment
Although in some cases it may be acceptable for you to work outside of Tyco, such employment must never interfere with your responsibilities to our company. Outside work must not involve a Tyco competitor. Nor should it involve the use of Tyco tools, vehicles or other Tyco property (including but not limited to computers, software and customer information). If you are considering outside employment with a Tyco business partner (such as a supplier or a customer), you need prior approval from your manager.

B. Family and Personal Relationships
You should never hire, supervise or have influence over a family member or close personal relation within the company unless prior approval is explicitly provided by Tyco management.

If you have a family member who has a third-party relationship with Tyco (as a vendor or customer, for example), you must disclose this information to the company. Additionally, you must disclose if a family member is employed by a third party, is on its board of directors, or is a shareholder or significant investor of a company doing business with Tyco.

C. Financial Investments
If you or an immediate family member have any significant financial interest in a Tyco supplier, customer consultant or competitor, you must notify your local Human Resources department and disclose the information through the proper reporting channels.

For more information, see our Conflicts of Interest, Gifts and Entertainment policy.
Q&A

Q: I’m the logistics manager at our manufacturing location, and I know that my brother’s company can provide transportation services to Tyco at a much better rate than our current provider. Shouldn’t I try to get Tyco a better deal, even if the new company is owned by my brother?

A: All Tyco employees must follow our company’s sourcing and procurement procedures for engaging a new supplier. It may be possible to do business with your brother’s company, but only if the procedures are properly followed. Additionally, you must disclose your family relationship and remove yourself from all negotiations. It’s important that all of our business dealings be fair. All employees must avoid even the appearance of impropriety, and doing business with our family members can be interpreted as favoritism.

Q: Our group recently hired an employee to fill an open position and I have subsequently learned that the new employee is my supervisor’s daughter. Is this allowed?

A: Although relatives and spouses may sometimes work in the same building or department at Tyco, relatives and spouses should never hire, manage or supervise one another without first receiving approval from Tyco management. In this case, your supervisor’s relationship with his daughter may very well threaten his objectivity and conflict with the interests of the company. If you have questions or concerns regarding conflicts of interest, or if you witness a potential conflict, Speak Up. Reach out to a contact listed within the Speak Up Resources section (pg. 28).

Q: One of my team members leaves early every Thursday and Friday so he can go to his other job. We typically are working in the field so I don’t think our supervisor knows. This doesn’t seem fair to me because he gets paid for the full week. What should I do?

A: Tyco employees may accept outside employment only if it does not affect their work at Tyco and if it complies with business or regional-specific practices. In this case, a team member is being paid by Tyco and not fulfilling his obligations. We encourage you to Speak Up. Reach out to a contact listed within the Speak Up Resources section (pg. 28).
While customs and practices can vary among cultures, sharing modest gifts and entertainment is often an important way of creating goodwill and establishing trust in business relationships. All of us have a responsibility to make sure that our business gifts and entertainment practices are reasonable and consistent with Tyco policies, industry codes and local laws.

A. Giving and Accepting Gifts
Lavish spending on business gifts is unacceptable. It can create the perception that we are trying to obtain, or give, favorable business decisions by providing individuals with personal benefits. Whether we are the giver or recipient, to ensure we do not create a perception of impropriety, gifts and entertainment must be:

// Infrequent and not excessive in value
// Directly related to building customer or supplier relationships
// Never in cash
// Never tied to a potential contract or business tender
// Logo items whenever possible
// Reported in accordance with our Conflicts of Interest, Gifts and Business Entertainment policy

Please see the Conflicts of Interest, Gifts and Business Entertainment policy for specific monetary limits for giving and receiving gifts. All gifts over the limits specified in this policy must be reported at www.tycocomplianceforms.com for pre-approval.

B. Business Entertainment
Modest and appropriate meals and entertainment may be accepted or provided by Tyco employees where the primary purpose of the meal or entertainment is business-related. The employee, as well as the customer, supplier contractor or partner, must be present; otherwise, the meal or entertainment must be treated as a gift.

If you provide gifts, meals or entertainment, you must ensure that your expense reports and records accurately reflect the associated cost.

C. Providing Gifts and Entertainment to Government Officials
Dealing with government officials requires special attention. Under no circumstances may Tyco employees offer gifts, meals or entertainment to any government official without proper authorization, as outlined within our Anti-Bribery policy and related procedures.

For more information, see our Conflicts of Interest, Gifts and Entertainment policy.
Q: I was invited to a golf outing sponsored by one of our suppliers. Several industry leaders will be there. Can I attend?

A: Because this outing is business-related you could attend, with your manager’s approval. However, if a contract is currently under negotiation with the supplier, you should discuss with your manager whether or not it is appropriate for you to attend.

Q: Over the course of a year I typically receive multiple tickets to sporting events from one of my large vendors. Is it acceptable for me to receive these tickets?

A: Our policy allows Tyco employees to receive modest gifts over the course of a year. However, the total value of any gift(s) received from a single person or entity must not exceed the annual limit specified in the Conflicts of Interest, Gifts and Business Entertainment policy. Gifts exceeding this limit must be reported to www.tycocomplianceforms.com for pre-approval before accepting the gift.
Tyco’s reputation depends on doing business honestly. We forbid bribery, believe in fair competition and respect the laws of international trade. Through our commitment to the highest standards of integrity, we safeguard our company assets.

A. Anti-Bribery
At Tyco, we compete solely on the basis of our product quality, pricing and reputation. We forbid offering or accepting bribes or other unlawful payments as a way to get new business or to retain existing business. Bribes can take many forms, including:

- Money
- Gifts or gratuities
- Kickbacks
- Unwarranted rebates or excessive commissions
- Unusual or disguised allowances, expenses, or political or charitable contributions
- Offering jobs to customers, their family members or friends
- Anything else of value

Bribery is prohibited not just for all Tyco employees, but also for third parties that conduct business on our behalf. In short, if we can’t do it, neither can they. All Tyco third parties are subject to strict controls and procedures that are outlined in our Third-Party Management program. This program makes each of us accountable for the management and oversight of our third-party relationships, and its requirements must be adhered to strictly. All third-party relationships must also be carefully monitored to ensure our ethical standards are maintained.

a. Dealing with Government Officials
Dealing with government officials requires special attention. Under no circumstances may Tyco employees offer gifts, meals or entertainment to any government officials without proper authorization, as outlined within our Anti-Bribery policy and related procedures.

For more information, see our Anti-Bribery policy and Third-Party Management materials.
Q: One of our suppliers has recently begun to deliver subpar product. However, our purchasing manager has not done anything about it because the supplier gives him 1% of all sales “under the table.”

A: Speak Up. The manager’s behavior, as well his relationship with the supplier, is improper and against Tyco policy. Receiving a “kickback,” or accepting any personal benefit from a third party in exchange for favorable treatment, is a violation of the Guide to Ethical Conduct and is potentially a violation of the law.

Q: We were recently bidding on a project to do work on an oil pipeline and were told that the project would only be awarded to us if the customer could visit our plant in the United States and bring his family for a stop-over at Disney World. Winning the project would mean a lot of money for the company, and the trip expenses would be relatively small by comparison. Should we do this?

A: Whereas the plant visit may be acceptable, the trip to Disney World is not permitted and is a form of bribery. Under no circumstance should we pay for a customer’s family members to travel with him or her, or for a trip to Disney World or any other destination unrelated to Tyco’s business.
B. Fair Competition
Tyco is committed to a fair global market. In all dealings with our competitors, customers and suppliers we must act honestly, impartially and in compliance with fair competition laws and regulations. Employees working in marketing, sales, purchasing, or acquisitions must be especially aware of the applicable laws and regulations in the countries where the business operates. Violations of fair competition may carry significant penalties for our company and for the individuals involved.

Given the complexity of competition laws and regulations, you should contact Tyco’s Law department for guidance if you have questions about potential fair competition issues.

For more information, see our Fair Competition policy.

C. International Trade
Tyco is committed to compliance with all applicable international trade laws and rules, including those governing the imports and exports of goods, software, technology, technical data, and services across national borders, and those regulating boycotts and economic sanctions.

a. Imports and Exports of Goods, Services and Data
International trade controls may apply to any import or export activity, including transmission of electronic data.

b. Trade Sanctions and Political and Economic Boycotts
Various government boycotts restrict Tyco from directly or indirectly engaging in trade with certain countries, entities, vessels, and persons. As a multinational corporation, we are required to up-hold the appropriate boycotts and sanctions. We must also screen transactions and business partners against all relevant watch-lists, and report all boycott requests to a manager or the International Trade Compliance team.

International laws related to trade sanctions and boycotts are complex and can be confusing. If you are unsure of what to do, Speak up. Seek legal guidance from Tyco’s Law department when faced with an unclear trade sanction or boycott situation.

For more information, see our International Trade and Trade Controls policy.

Do the Right Thing...
In the spirit of fair competition, Tyco employees must avoid:

// Price Fixing: Competitors coordinating prices instead of competing freely and independently against one another

// Dividing Territories: Competitors agreeing to divide customers, products, or geographical areas in which they will not compete against one another, including agreeing on quota limits or market-sharing

// Bid Rigging: Competitors agreeing to coordinate bids, or engaging in collusive tendering

// Abuse of Dominant Market Power: Abusing a large market share position to engage in practices that normally would be difficult or impossible with stronger competition (e.g.: the ability to maintain prices above normal competitive levels, or to impose sales conditions that customers would not otherwise accept)

The laws governing fair competition can be complex. Consult with a member of the Tyco Law department if you have questions regarding specific business practices.
Q: I ran into a salesman from one of our competitors at a business lunch last week and we started swapping stories about how hard it’s been to make quotas this year. He hinted that, since we are both likely to respond to a lot of the same requests for proposals, we’d have a better chance of meeting our quotas if we both agreed in advance to carve out certain territories. This arrangement would make sense, wouldn’t it?

A. When competitors agree in advance to allocate bids, customers or markets, or to set production amounts, they are violating fair competition laws which could lead to significant penalties.

Q: I work at one of Tyco’s U.S. facilities and frequently deal with foreign customers to answer questions and provide technical support. Are my e-mails to these individuals considered exports under the law?

A. Before sending technical data via e-mail to a foreign jurisdiction, consult with a member of the International Trade Compliance team or Law department. This could be a violation of international export laws.
Financial Integrity

Tyco is committed to having honest, accurate and timely financial records and dealings. The company prohibits any action that may obscure our financial activities from our stakeholders. All of us at Tyco must respect our responsibility to uphold all relevant financial accounting and reporting standards and regulations.

A. Fraud
As Tyco employees, we are expected to be truthful and forthright in all interactions and communications. Engaging in fraud, which is the act of intentionally cheating, tricking, stealing, deceiving, or lying, is dishonest and generally criminal. Intentional acts of fraud are subject to strict disciplinary action.

It’s important to understand what fraud entails so you can recognize and avoid it. Examples of fraudulent activity include:

// Submitting false expense reports
// Forging or altering checks
// Misappropriating assets or misusing company property
// Inflating sales numbers by shipping inventory known to be defective or non-conforming
// Making an entry in company records that is deliberately not in accordance with proper accounting standards

Q&A

Q: I’ve noticed that our payroll manager has added employees to the system but I haven’t seen them appear on the new hire list. I suspect that the payroll manager may have created false employee names and may be routing the employee paychecks to his personal account. What should I do?

A: When something does not look right, such as company records that don’t appear accurate, you should Speak Up. Concerns regarding fraud should never go unreported.

Q: A colleague saw our boss out with her family at a new restaurant in town last Saturday night. The following Monday, my boss handed me a receipt from the very same restaurant for Saturday night and told me she was expensing the meal as a business dinner. This doesn’t look right to me, but I’m afraid I’ll get in trouble if I refuse to put the receipt on her expense report. What should I do?

A: You should immediately alert the company to your suspicion that your boss is seeking reimbursement for non-business expenses. We understand that it takes courage to report your superior, but it’s important to Speak Up. Please know that Tyco’s Reporting, Investigations of Misconduct and Non-Retaliation Policy protects employees from retaliation of any kind.
B. Financial Accounting, Record-keeping and Reporting
Tyco’s financial accounting, recordkeeping and reporting policies require all of us to demonstrate the highest standards of honesty and transparency. All of Tyco’s financial records must be:

// Complete and accurate
// Properly documented
// Fair and objective
// Shared only with proper authorization

If we learn that we have made a financial error that affects a customer or supplier, we must proactively disclose the error and correct our mistake.

Adherence to these standards protects us and our company from fines and other serious legal consequences.

C. Buying and Selling Stocks – Insider Trading
We are committed to maintaining a fair market for buying and selling company stock. Tyco’s policy and relevant laws prohibit all of us from buying and selling Tyco stock or any other kind of public security based on inside information. It is also illegal and unethical to provide such information about Tyco to other individuals or companies so that they may gain. We are also prohibited from trading in stock or other securities of customers and suppliers based on inside information.

In the course of your work at Tyco, you may learn material non-public information about Tyco or other companies that could affect a decision whether or not to buy, sell or hold securities. If you trade securities while you have this material non-public information, it violates insider trading laws.

For more information, see our Insider Trading policy.

Q&A

Q: What is considered inside information?
A: Inside information is any information that is not publically known that could influence a decision to buy or sell stock.

Q: I work in the maintenance department and overheard a conversation today in the lunch room where I learned that Tyco is just days away from closing on a major acquisition. Can I call my parents and tell them to buy Tyco stock?
A: Informing your parents of the acquisition prior to it becoming public knowledge is against Tyco policy and against the law. This action is considered insider trading. All inside information regarding our company that is not public knowledge must be kept confidential.
Protecting and Managing Property
Information and Records

A. Physical Assets and Communication Systems
Each of us is responsible to help ensure that Tyco’s physical property, including our buildings, vehicles, equipment, information systems, and supplies, is not damaged or misused.

Tyco’s communication systems, including those for email and our company-provided Internet, are the property of Tyco and must be used legally. We should not access, download, or distribute any material that would violate applicable law or company policy, including for example, law or company policy prohibiting unlawful conduct, discrimination, retaliation, harassment, bullying, and threats of intimidation. Each of us must also exercise discretion and use care when drafting and responding to e-mails to ensure that our communications are professional and appropriate.

B. Proprietary Information and Intellectual Property
Tyco’s business, technical and financial information is very valuable and must be protected. As Tyco employees, we must maintain the confidentiality of our intellectual property and confidential information. We all have a responsibility to protect the intellectual property or confidential information of customers, vendors or others who provide such information to us under nondisclosure or similar agreements, and a responsibility to use the information only for the purposes for which we have agreed.

Any technical innovations, discoveries, system designs, or technical enhancements conceived or authored while employed at Tyco are the sole property of, and must be disclosed to, the company. You may not disclose such intellectual property or other Tyco confidential information to others even after you leave the employment of Tyco.

Do the Right Thing...
These are some examples of proprietary information that you may come across in your role at Tyco:

// Business plans
// Company financial information
// Customer lists and agreements, market share data and supplier agreements
// Drawings for current or potential new products
// Financial information about potential acquisitions
// Intellectual property such as trademarks, patents and copyrights

Tyco owns and/or controls access to all communications equipment, including computers, software, e-mail, voice mail, conferencing equipment, and office supplies. Data and information sent or received using company property while you are employed at Tyco is company property. Tyco reserves the right to monitor communications, including internet usage, to ensure that employees’ use of company property does not violate applicable law or company policy.
C. Records Management
Our records are valuable assets that contain information about Tyco’s businesses, initiatives, operations, and history. Tyco employees must maintain accurate and complete records (in hard copy or electronic media). We also must comply with recordkeeping requirements, discard records no longer needed for legal or operational reasons in accordance with the company’s Records Schedules, and suspend the destruction of records as instructed by the Law or Tax departments because of litigation, government investigation or audit.

D. Data Privacy
We are expected to respect the privacy and protect the data of everyone for whom we maintain data, including our customers. We will collect, process, store and transmit such data lawfully, for lawful business purposes only, and maintain appropriate safeguards to prevent unauthorized use or disclosure of the data.

For more information, see our Records Management Program policy and Data Protection and Privacy policy.

Do the Right Thing...

Here is how you can help protect proprietary information:

// Log out, shut down or lock your computer before leaving it unattended
// Don’t let others use your passwords or access cards
// Do not allow unauthorized individuals into Tyco’s facilities or buildings
// Make sure visitors are accompanied in work areas where proprietary information may be available
// Don’t leave proprietary information out in the open in your work area, in a conference room or on a printer or fax machine
// Do not download or install unauthorized software or freeware on your computer

Q&A

Q: More than once I’ve walked by a colleague’s work area while she was at lunch and noticed confidential drawings of a prototype displayed across her computer monitor. What should I do?

A: Your colleague is making a common mistake. By leaving her workstation open, your colleague runs the risk of losing proprietary information. Speak with her regarding the behavior. If the behavior does not change, Speak Up and raise the concern with your manager.

Q: I found a copy of the company’s recent earnings statement in the copy room. It was labeled CONFIDENTIAL: NOT READY FOR DISTRIBUTION across the top of the statement. What should I do?

A: The earnings statement contains sensitive, proprietary information that must be protected. Do the right thing and bring the statement to your manager. You should not discuss the information with others within your business or outside of the company.
Communications with Media, Investors and the Public

Tyco values its relationships with the news media, investors and other key stakeholders. It is the company’s policy to communicate openly and actively with the news media and investment community. We recognize Tyco’s responsibilities as a public company to provide complete, timely, accurate, and objective information about its financial and operational performance, as well as its strategy and prospects.

A. Communications with the Media
All communications on behalf of Tyco with the news media - including financial press - should be handled by Tyco communications teams. If you are asked to give a comment on behalf of Tyco, please contact Tyco’s communications teams.

B. Communications with the Investment Community
The Investor Relations department is responsible for the dissemination of information and interactions with financial analysts and institutions. This includes relevant information about the company’s financial performance, as reported in quarterly sales and earnings news releases, regulatory filings and other public disclosures.

All investor-related inquiries from financial analysts, institutional and individual shareholders, and others should be directed to Investor Relations for initial review and follow-up.

For more information, see our Social Media Policy and Guidelines

C. Social Media and Communications with the Public
With its rapid adoption and growing relevance to business activity, social media is emerging as an important communications tool both within and outside the company. Social media tools include:

// Social networking sites such as facebook, LinkedIn and myspace
// Micro-blogging sites such as twitter
// Web blogs, including corporate and personal blogs
// Instant Messaging
// Podcasting

While these tools create new opportunities for communication and collaboration, they involve certain responsibilities for Tyco employees. Tyco employees participating in social media for business purposes must be authorized to represent the company and ensure that any content shared publicly complies with this Guide to Ethical Conduct and relevant company confidentiality and disclosure policies, as well as laws governing copyright and fair use of copyrighted material owned by others. Authorization must be granted by corporate or segment communications.

If you see a comment or posting of concern, Speak Up. You are encouraged to bring your concern to the attention of Tyco’s Corporate Communications office or the Law department.
Q: I was approached by a newspaper reporter who heard my speech at a women’s career workshop. The reporter asked me to comment on my company’s recent policy change regarding telecommuting for working mothers. Would it be wrong of me to share my disapproval of the policy change even if I state that in all other aspects I think the company is fair to its employees?

A: While your response to the reporter may be your own opinion, you need to be sure that all media inquiries are referred to a company designated media relations representative. You should not respond to the reporter on behalf of Tyco.
Political Activities and Charitable Contributions

Politics and charities are an important part of any community. As a company, we believe in supporting the communities where we do business.

A. Political Activities
Company representatives may never contribute Tyco money, property, facilities, gifts, meals, entertainment, or services to any political official, candidate or political action committee without the prior approval of our Public Affairs office. Employees are also forbidden to publicly represent Tyco without the prior approval of the Public Affairs office or regional compliance counsel. In all instances, public representation should be coordinated with the Public Affairs office.

The Tyco Political Action Committee (PAC) may solicit eligible employees for political campaign contributions. Contributions to the Tyco PAC are voluntary and not a condition of employment.

B. Tyco Charitable Contributions
Tyco encourages its businesses to support their local charities by making donations or by volunteering time at charity events. All donations to and participation in local charities and charity events must be cleared through the regional business location manager and legal counsel, and be consistent with Tyco’s delegation of authority for such actions.

For more information, see our Political Activities and Charitable Contributions policy.

Do the Right Thing...
If you personally support a political activity or charity, you must not:

// Use company e-mail or mailing lists to promote a candidate or charitable cause
// Use company time for personal volunteer work
// Use company office supplies or equipment to support political or charity-related causes
// Pressure colleagues, suppliers, customers, or partners to support or financially contribute to any charitable causes, political party or candidate

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Q: A colleague is participating in a marathon to raise money for a local charity. Can she send an e-mail to her work colleagues asking for pledges?

A: Tyco does not allow solicitation for individuals’ causes. Company equipment or publications such as group e-mails, newsletters, postings, company TVs, or bulletin boards should not be used to solicit contributions for these purposes. Even if unintended, we don’t want employees to feel pressured into making a pledge when they may not have the means, or desire, to do so.

Q: My business would like to sponsor a local football club. Is this considered a charity and are we allowed to make the sponsorship?

A: Yes. Tyco encourages individual business units to get involved in their communities. Although a football club may not technically be considered a charity, donations or sponsorships are allowed with the approval from the local manager. The sponsorship approval must also be consistent with Tyco’s delegation of authority.
Conclusion

**Importance of Ethics at Tyco**

Tyco is committed to fostering an ethical corporate culture and we expect all employees to join this commitment. Our customers, shareholders, colleagues, business partners, and communities expect honest and ethical conduct from each of us, every day.

This *Guide to Ethical Conduct* is a means of reaffirming the Vital Values we all share as Tyco employees. We have a responsibility to incorporate these values in our business activities. They must be at the core of everything that we do at Tyco.

**Tyco’s Vital Values**

**INTEGRITY**
Doing the right thing, even if nobody is watching.

**EXCELLENCE**
Expecting more than others think is possible.

**TEAMWORK**
Realizing that none of us is as capable as all of us.

**ACCOUNTABILITY**
Taking responsibility for our decisions and delivering on our commitments.

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Speak Up

**Resources**

Tyco is committed to creating an environment where employees feel comfortable to **Speak Up**, ask for help and raise concerns. If you have a question related to Tyco policies or if you observe or suspect something improper or unethical, **Speak Up**. Raise the concern with your manager or Human Resources (HR) representative. If you are not comfortable speaking with your manager or HR, other available resources include:

- **Legal and Compliance teams**
- **Tyco ConcernLINE**
  (see information on next page)
- **Ombudsman Office**: The office is a completely confidential resource for our employees, suppliers, investors, or customers to raise and address compliance concerns. The direct line to the Ombudsman Office is 877-232-4121 within the United States and 609-720-4427 for users outside of the United States. In addition, you may write the Ombudsman Office by e-mail at directors@tyco.com or by letter at 9 Roszel Road, Princeton, NJ 08540

- **Policies**: For a complete set of corporate workplace policies, including detailed policies related to topics in the *Guide to Ethical Conduct*, visit www.yammer.com/tyco.com/notes/1376574

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For more information on the Ombudsman Office or ConcernLINE reporting processes and procedures, see the Ombudsman Office page on Tyco’s Yammer Network.

To report a concern via the Web, log on to: www.VitalTycoConcerns.com

**Note**: Employees of France, Belgium, Germany, or Spain should use this site: www.EUVitalTycoConcerns.com
To report a concern over the phone, use the toll-free number that has been designated for your country below. Call specialists are available 24 hours a day, 365 days a year.

<table>
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<tr>
<th>Region</th>
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<tr>
<td>United States Territories</td>
<td>1-800-714-1994</td>
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<td>Arab Emirates</td>
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<td>Japan</td>
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<td>Vietnam</td>
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For employees of France, Belgium, Germany, and Spain, please use the ConcernLINE phone numbers above or contact the EU Ombudsman Office at EUdirectors@tyco.com

Ombudsman Office
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From outside the United States
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E-mail directors@tyco.com
Address 9 Roszel Road, Princeton, NJ 08540