

A complex network diagram with numerous white nodes connected by glowing blue lines, set against a dark blue background. The lines and nodes create a sense of depth and connectivity.

Q4 2012 Earnings Call

November 5, 2012

EVERY CONNECTION COUNTS



Forward-Looking Statements and Non-GAAP Measures

Forward-Looking Statements -- This presentation contains certain “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based on management’s current expectations and are subject to risks, uncertainty and changes in circumstances, which may cause actual results, performance, financial condition or achievements to differ materially from anticipated results, performance, financial condition or achievements. All statements contained herein that are not clearly historical in nature are forward-looking and the words “anticipate,” “believe,” “expect,” “estimate,” “plan,” and similar expressions are generally intended to identify forward-looking statements. We have no intention and are under no obligation to update or alter (and expressly disclaim any such intention or obligation to do so) our forward-looking statements whether as a result of new information, future events or otherwise, except to the extent required by law. The forward-looking statements in this presentation include statements addressing our future financial condition and operating results. Examples of factors that could cause actual results to differ materially from those described in the forward-looking statements include, among others, business, economic, competitive and regulatory risks, such as conditions affecting demand for products, particularly in the automotive industry and the telecommunications, computer and consumer electronics industries; competition and pricing pressure; fluctuations in foreign currency exchange rates and commodity prices; natural disasters and political, economic and military instability in countries in which we operate; developments in the credit markets; future goodwill impairment; compliance with current and future environmental and other laws and regulations; the possible effects on us of changes in tax laws, tax treaties and other legislation; the risk that Deutsch’s operations will not be successfully integrated into ours; and the risk that revenue opportunities, cost savings and other anticipated synergies from the Deutsch acquisition may not be fully realized or may take longer to realize than expected. More detailed information about these and other factors is set forth in TE Connectivity Ltd’s Annual Report on Form 10-K for the fiscal year ended Sept. 30, 2011 as well as in our Quarterly Reports on Form 10-Q for the fiscal quarters ended Dec. 30, 2011, March 30, 2012 and June 29, 2012, Current Reports on Form 8-K and other reports filed by us with the U.S. Securities and Exchange Commission.

Non-GAAP Measures -- Where we have used non-GAAP financial measures, reconciliations to the most comparable GAAP measure are provided, along with a disclosure on the usefulness of the non-GAAP measure, in this presentation.

Q4 and Full Year Results

Fourth Quarter

- Sales of \$3.36 billion – down 3% organically versus prior year
- Adjusted EPS of \$0.76
- Free Cash Flow of \$569 million
- Repurchased ~5.5 million shares

Full Year

- Sales of \$13.3 billion – down 3% organically versus prior year
- Adjusted EPS of \$2.86
- Free Cash Flow of \$1.43 billion – up 7% versus FY11

Fourth Quarter Results in line with Guidance



Organic Sales Growth, Adjusted EPS, and Free Cash Flow are non-GAAP measures; see Appendix for description and reconciliation.

Q4 Revenue Summary

(\$ in Millions)

<u>Segment</u>	<u>Q4 FY12</u>	<u>Q3 FY12</u>	<u>Q4 FY11 (13 weeks)</u>	<u>Y/Y Change</u>	<u>Q/Q Change</u>
Transportation Solutions	\$ 1,538	\$ 1,607	\$ 1,423	8%	(4)%
Communications & Industrial Solutions	996	1,045	1,142	(13)%	(5)%
Network Solutions	830	847	921	(10)%	(2)%
Total	<u>\$ 3,364</u>	<u>\$ 3,499</u>	<u>\$ 3,486</u>	<u>(3)%</u>	<u>(4)%</u>

(\$ in Millions)

<u>Region</u>	<u>Q4 FY12</u>	<u>Q3 FY12</u>	<u>Q4 FY11 (13 weeks)</u>	<u>Y/Y Change</u>	<u>Q/Q Change</u>
Americas	\$1,108	\$1,163	\$1,112	—%	(5)%
EMEA	1,111	1,196	1,236	(10)%	(7)%
Asia Pacific	1,145	1,140	1,138	1%	—%
Total	<u>\$ 3,364</u>	<u>\$ 3,499</u>	<u>\$ 3,486</u>	<u>(3)%</u>	<u>(4)%</u>

Transportation Solutions

Revenue Summary: <i>(\$ in Millions)</i>	<u>Q4 FY12</u>	<u>Q4 FY11 (13 Weeks)</u>	<u>Q3 FY12</u>	<u>Y/Y Organic</u>	<u>Q/Q Organic</u>
Automotive	\$ 1,281	\$ 1,237	\$ 1,347	4%	(3)%
Aerospace, Defense & Marine	257	186	260	2%	1%
Transportation Solutions	<u>\$ 1,538</u>	<u>\$ 1,423</u>	<u>\$ 1,607</u>	<u>4%</u>	<u>(2)%</u>

Automotive

- ✓ Organic sales growth by region
 - Asia up 12%
 - Americas up 10%
 - EMEA down 4%
- ✓ Global OEM production of ~19.5 million vehicles, up 2% vs. prior year
- ✓ Includes Deutsch sales of \$78 million

Aerospace, Defense & Marine

- ✓ Solid demand in commercial aviation market
- ✓ Strong growth in offshore markets
- ✓ Defense down slightly
- ✓ Includes Deutsch sales of \$75 million



Organic sales growth is a non-GAAP measure; see Appendix for description and reconciliation.

Communications & Industrial Solutions (CIS)

Revenue Summary:

(\$ in Millions)

	<u>Q4 FY12</u>	<u>Q4 FY11 (13 Weeks)</u>	<u>Q3 FY12</u>	<u>Y/Y Organic</u>	<u>Q/Q Organic</u>
Industrial	\$ 307	\$ 384	\$ 336	(17)%	(8)%
Consumer Devices	297	309	285	(3)%	4%
Data Communications	223	255	229	(10)%	(2)%
Appliance	169	194	195	(9)%	(13)%
Communications & Industrial Solutions	<u>\$ 996</u>	<u>\$ 1,142</u>	<u>\$ 1,045</u>	<u>(10)%</u>	<u>(5)%</u>

Industrial

- ✓ Industrial equipment demand weak, especially in Europe and Asia
- ✓ Very weak solar market

Consumer Devices

- ✓ Solid demand on new mobile device program wins

Data Communications

- ✓ Slowdown in IT infrastructure spending

Appliance

- ✓ Weak housing market
- ✓ Significant weakness in EMEA and Asia offset by growth in N. America



Organic sales growth is a non-GAAP measure; see Appendix for description and reconciliation.

Network Solutions

Revenue Summary: <i>(\$ in Millions)</i>	Q4 FY12	Q4 FY11 (13 weeks)	Q3 FY12	Y/Y Organic	Q/Q Organic
Telecom Networks	\$ 337	\$ 377	\$ 342	(6)%	—%
Energy	213	232	217	(2)%	(1)%
Enterprise Networks	169	181	172	—%	(1)%
Subsea Communications	111	131	116	(15)%	(5)%
Network Solutions	\$ 830	\$ 921	\$ 847	(5)%	(1)%

Telecom Networks

- ✓ Broadband wired network spending remains slow

Energy

- ✓ Slowdown in utilities and industrial spending particularly in EMEA and China

Enterprise Networks

- ✓ Weak global non-residential demand offsetting strong data center performance

Subsea Communications

- ✓ Project funding remains challenging; new project bookings of \$136 million in the quarter



Organic sales growth is a non-GAAP measure; see Appendix for description and reconciliation.

Q4 Financial Summary

(\$ in Millions, except per share amounts)

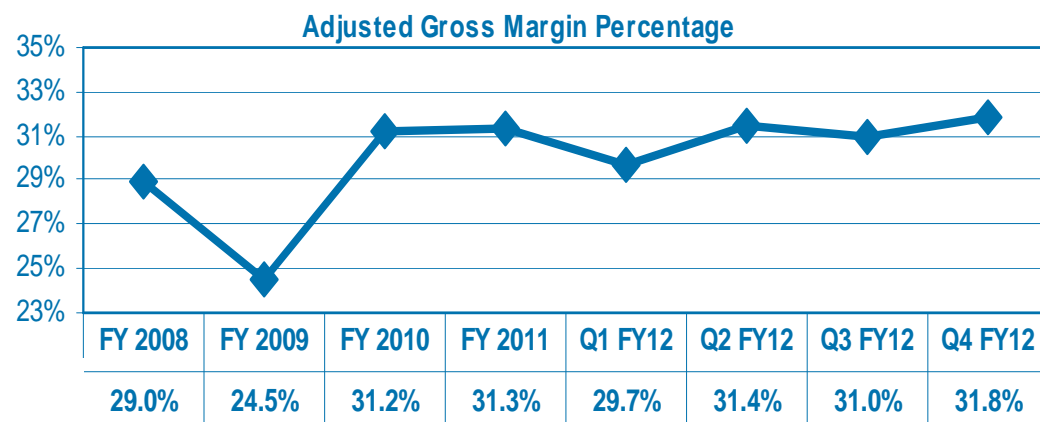
	<u>Q4 FY12</u>	<u>Q3 FY12</u>	<u>Q4 FY11</u> (14 weeks)	<u>Q4 FY11</u> (13 weeks)
Net Sales	\$ 3,364	\$ 3,499	\$ 3,753	\$ 3,486
Operating Income	\$ 401	\$ 371	\$ 445	\$ 393
Restructuring & Other Charges	39	25	56	56
Acquisition Related Charges	14	94	23	23
Adj. Operating Income	\$ 454	\$ 490	\$ 524	\$ 472
<i>Operating Margin</i>	11.9%	10.6%	11.9%	11.3%
<i>Adjusted Operating Margin</i>	13.5%	14.0%	14.0%	13.5%
GAAP Earnings Per Share	\$ 0.93	\$ 0.60	\$ 0.74	\$ 0.66
Restructuring & Other Charges	0.07	0.04	0.09	0.09
Acquisition Related Charges	0.03	0.16	0.04	0.04
Tax Items	(0.27)	(0.02)	-	-
Adjusted EPS	\$ 0.76	\$ 0.79	\$ 0.87	\$ 0.79

<u>Deutsch Charges</u>		
	<u>Q4</u>	<u>Q3</u>
Cash	\$7	\$26
Non-cash	7	68
Total	\$14	\$94



Adjusted Operating Income, Adjusted Operating Margin and Adjusted EPS are non-GAAP measures; see Appendix for description and reconciliation.

Q4 Operating Results



Adjusted Gross Margin Performance

- Gross margin percentage in line with guidance
- Expect Q1 adjusted gross margin of 31%+

(\$ in Millions)	Q4 FY12	Q4 FY11*
RD&E	\$ 165	\$ 194
SG&A	452	467
Total	<u>\$ 617</u>	<u>\$ 661</u>
<u>% of Sales</u>		
RD&E	4.9%	5.2%
SG&A	13.4%	12.4%

Operating Expense Performance

- Expect Q1 RD&E of ~5.5% and SG&A of ~13.5% as percent of sales



* 14-week basis

Adjusted Gross Margin Percentage is a non-GAAP measure; see Appendix for description and reconciliation.

Q4 Other Items

(\$ in Millions)

	<u>Q4 FY12</u>	<u>Q4 FY11</u>
Interest Expense, Net	\$ (40)	\$ (38)
Adjusted Other Income, Net	\$ 12	\$ 14
Income Tax Benefit (Expense)	\$ 18	\$ (100)
<i>Effective Tax Rate</i>	(5)%	24%
Adj. Income Tax (Expense)	\$ (100)	\$ (124)
<i>Adj. Effective Tax Rate</i>	23%	25%

- **Net Interest Expense**

- ✓ Expect ~\$32 million in Q1

- **Other Income, Net**

- ✓ Relates to Tax Sharing Agreement

- ✓ Expect ~\$9 million in Q1

- **Income Taxes on Adjusted Income**

- ✓ GAAP tax benefit due to reduction in valuation allowance associated with certain tax loss carry-forwards

- ✓ Expect adjusted effective tax rate of 24-25% in Q1



Adjusted Other Income, Adjusted Income Tax Expense and Adjusted Effective Tax Rate are non-GAAP measures; see Appendix for description and reconciliation.

Q4 Free Cash Flow and Working Capital

(\$ in Millions)

	Q4 FY12	Q4 FY11
Cash from Continuing Operations	\$ 714	\$ 608
Capital Expenditures	(148)	(204)
Proceeds from Sale of PP&E	10	7
Pre-separation tax payments, net	(7)	129
Free Cash Flow	\$ 569	\$ 540

A/R - \$	\$ 2,343	\$ 2,341
Days Sales Outstanding	63	61
Inventory (ex. CIP) - \$	\$ 1,751	\$ 1,815
Days on Hand	69	69
Accounts Payable - \$	\$ 1,292	\$ 1,454
Days Outstanding	51	55

Capital spending expected to remain at 4-5% level

Working capital levels as expected



Free Cash Flow is a non-GAAP measure; see Appendix for description.

Q4 Liquidity, Cash and Debt

(\$ in Millions)	Q4 FY12	Q4 FY11
Beginning Cash Balance	\$ 1,302	\$ 1,212
Free Cash Flow	569	540
Dividends	(89)	(76)
Net decrease in commercial paper	(50)	-
Pre-Separation tax payments, net	7	(129)
Share repurchases	(168)	(325)
Other	18	(4)
Ending Cash Balance	\$ 1,589	\$ 1,218
Total Debt	\$ 3,711	\$ 2,667

- **Dividends**

- ✓ \$0.21 per share paid in September

- **Share repurchases restarted in Q4**

- **Expect ~\$3 billion of debt in fiscal 2013**



Free Cash Flow is a non-GAAP measure; see Appendix for description.

Segment Change Effective FY13

(\$ in Billions)

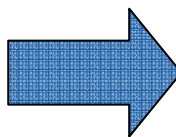
FY12 Sales – Current Segments

Transportation Solutions	\$ 6.0
Automotive/ Commercial Vehicle	5.1
Aerospace, Defense, & Marine	0.9

Communications & Industrial Solutions	\$ 4.0
Industrial	1.3
Consumer Devices	1.1
Data Communications	0.9
Appliance	0.7

Network Solutions	\$ 3.3
Telecom Networks	1.3
Enterprise Networks	0.7
Energy	0.8
Subsea Communications	0.5

Total	<u>\$ 13.3</u>
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FY12 Sales – New Segments

Transportation Solutions	\$ 5.1
Automotive/ Commercial Vehicle	5.1

Industrial Solutions	\$ 3.0
Industrial	1.3
Energy	0.8
Aerospace, Defense, & Marine	0.9

Consumer Solutions	\$ 1.9
Consumer Devices	1.2
Appliance	0.7

Network Solutions	\$ 3.3
Telecom Networks	1.3
Enterprise Networks	0.6
Data Communications	0.9
Subsea Communications	0.5

Total	<u>\$ 13.3</u>
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Aligning businesses with similar market drivers, technology, and products

Q4 Orders Summary

(\$ in Millions)

<u>Segment</u>	<u>Q4 FY12</u>	<u>Q3 FY12</u>	<u>Q4 FY11 (13 weeks)</u>	<u>Y/Y Change</u>	<u>Q/Q Change</u>
Transportation Solutions <i>Book to Bill</i>	\$ 1,482 0.96	\$ 1,615 1.01	\$ 1,445 1.02	3%	(8)%
Communications & Industrial Solutions <i>Book to Bill</i>	911 0.91	1,011 0.97	984 0.86	(7)%	(10)%
Network Solutions Excl. Subsea Communications <i>Book to Bill</i>	662 0.92	720 0.99	742 0.94	(11)%	(8)%
Total Excluding Subsea Communications <i>Book to Bill</i>	<u>3,055</u> 0.94	<u>3,347</u> 0.99	<u>3,172</u> 0.95	(4)%	(9)%
Subsea Communications	136	111	81		
Total <i>Book to Bill</i>	<u>\$ 3,190</u> 0.95	<u>\$ 3,458</u> 0.99	<u>\$ 3,253</u> 0.93	(2)%	(8)%

Q1 FY 13 Outlook[^]

Q1 FY13 Outlook

(\$ in Millions, except per share amounts)

Sales	\$3,150	to	\$3,250
Growth vs Prior Year:			
Actual	(1)%		3%
Organic*	(4)%		(1)%
Adjusted EPS*	\$0.62	to	\$0.66
Growth vs Prior Year	(2)%		5%

Q1 Guidance Mid-Point Reconciliation

	<u>Sales</u>	<u>Adjusted EPS</u>
Q1 FY2012	\$3,170	\$0.63
Deutsch	150	0.05
Volume (net of price erosion)	(80)	(0.02)
Fx	(40)	(0.02)
Guidance Mid-Point	<u>\$3,200</u>	<u>\$0.64</u>
Guidance Range	\$3,150 to \$3,250	\$0.62 to \$0.66

Versus prior year

Transportation Solutions – about flat

- ✓ Global auto production expected to be down slightly
 - ✓ Asia up ~3%
 - ✓ North America up ~5%
 - ✓ EMEA down ~10%
- ✓ Deutsch adds ~\$75 million

Network Solutions – about flat

- ✓ Broadband wired spending continues to be slow

Industrial Solutions – up low single digits

- ✓ Addition of Deutsch offsets continued weakness in industrial equipment market
- ✓ Deutsch adds ~\$75 million

Consumer Solutions – about flat

- ✓ Improvement in mobile device business offset by weaker PC market



[^] Assumes current commodity and currency exchange rates.

* Organic sales growth and Adjusted EPS are non-GAAP measures; see Appendix for description.

FY 13 Outlook[^]

FY13 Outlook

(\$ in Millions, except per share amounts)

Sales \$13,400 to \$14,000

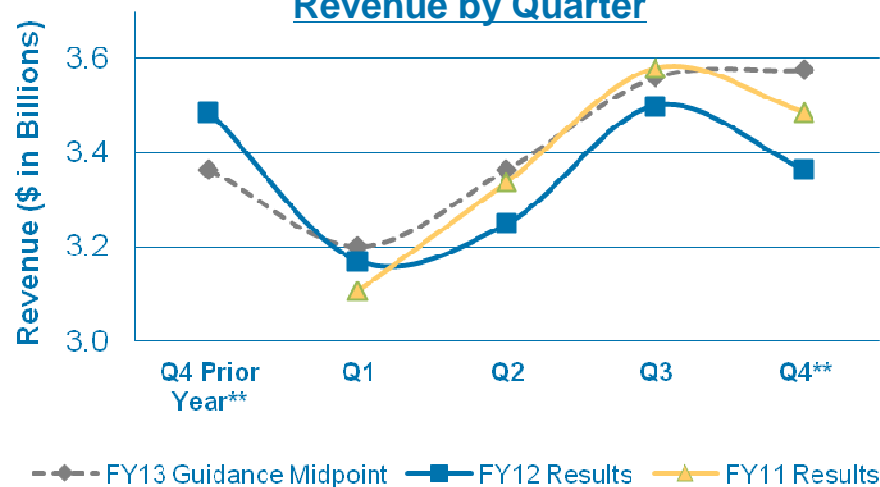
Growth vs Prior Year:

Actual	1%	5%
Organic*	(2)%	3%

Adjusted EPS* \$3.00 to \$3.30

Growth vs Prior Year 5% 15%

Revenue by Quarter



** Q4 FY 11 is 13-week basis

[^] Assumes current commodity and currency exchange rates.

* Organic sales growth and Adjusted EPS are non-GAAP measures; see Appendix for description.

Versus prior year

Transportation Solutions

- ✓ Global auto production expected to be about flat year over year
 - ✓ Asia up ~2%
 - ✓ North America up ~2%
 - ✓ EMEA down ~4%

Networks Solutions

- ✓ Broadband wired spending expected to be ~ flat
- ✓ SubCom sales about flat vs. prior year

Industrial Solutions

- ✓ Flat to slightly up including Deutsch

Consumer Solutions

- ✓ Growth in tablets and smartphones offset by further declines in PC market

Guidance mid-point:
3% Revenue growth
10% Adjusted EPS growth

Summary

Fiscal 2012 Recap

- *Improved operating leverage*
- *Strong cash flow of \$1.4 billion*
 - *Over \$7 billion in free cash flow generated since 2007 with over 60% returned to shareholders*
- *Strengthened the portfolio with the addition of Deutsch*

Fiscal 2013

- *Entering the year with a very strong product portfolio*
- *Positioned to deliver solid performance in a slow growth environment*
 - *Expect 10% adjusted EPS growth on 3% sales growth at guidance midpoint*
 - *Expect strong free cash flow that approximates net income*
- *Expanding restructuring to reduce excess capacity and improve margins*

Q & A



Appendix

Non-GAAP Measures

“Organic Sales Growth,” “Adjusted Gross Margin,” “Adjusted Gross Margin Percentage,” “Adjusted Operating Income,” “Adjusted Operating Margin,” “Adjusted Other Income, Net,” “Adjusted Income Tax Expense,” “Adjusted Effective Tax Rate,” “Adjusted Income from Continuing Operations,” “Adjusted Earnings Per Share,” “Free Cash Flow” (FCF), and “EBITDA” are non-GAAP measures and should not be considered replacements for GAAP* results.

“Organic Sales Growth” is a useful measure used by us to measure the underlying results and trends in the business. The difference between reported net sales growth (the most comparable GAAP measure) and Organic Sales Growth (the non-GAAP measure) consists of the impact from foreign currency exchange rates, acquisitions and divestitures, if any, and an additional week in the fourth quarter of the fiscal year for fiscal years which are 53 weeks in length. Organic Sales Growth is a useful measure of our performance because it excludes items that: i) are not completely under management’s control, such as the impact of changes in foreign currency exchange rates; or ii) do not reflect the underlying growth of the company, such as acquisition and divestiture activity and the impact of an additional week in the fourth quarter of the fiscal year for fiscal years which are 53 weeks in length. The limitation of this measure is that it excludes items that have an impact on our sales. This limitation is best addressed by using organic sales growth in combination with the GAAP results.

We present gross margin and adjusted gross margin percentage before special items including charges or income related to restructuring and other charges and acquisition related charges, if any (“Adjusted Gross Margin” and “Adjusted Gross Margin Percentage”). We present Adjusted Gross Margin and Adjusted Gross Margin Percentage before special items to give investors a perspective on the underlying business results. These measures should be considered in conjunction with gross margin calculated using our GAAP results in order to understand the amounts, character and impact of adjustments to gross margin.

We present operating income before special items including charges or income related to legal settlements and reserves, restructuring and other charges, acquisition related charges, impairment charges, and other income or charges, if any (“Adjusted Operating Income”). We utilize Adjusted Operating Income to assess segment level core operating performance and to provide insight to management in evaluating segment operating plan execution and underlying market conditions. It also is a significant component in our incentive compensation plans. Adjusted Operating Income is a useful measure for investors because it provides insight into our underlying operating results, trends, and the comparability of these results between periods. The difference between Adjusted Operating Income and operating income (the most comparable GAAP measure) consists of the impact of charges or income related to legal settlements and reserves, restructuring and other charges, acquisition related charges, impairment charges, and other income or charges, if any, that may mask the underlying operating results and/or business trends. The limitation of this measure is that it excludes the financial impact of items that would otherwise either increase or decrease our reported operating income. This limitation is best addressed by using Adjusted Operating Income in combination with operating income (the most comparable GAAP measure) in order to better understand the amounts, character and impact of any increase or decrease on reported results.

We present operating margin before special items including charges or income related to legal settlements and reserves, restructuring and other charges, acquisition related charges, impairment charges, and other income or charges, if any (“Adjusted Operating Margin”). We present Adjusted Operating Margin before special items to give investors a perspective on the underlying business results. It also is a significant component in our incentive compensation plans. This measure should be considered in conjunction with operating margin calculated using our GAAP results in order to understand the amounts, character and impact of adjustments to operating margin.

We present other income, net before special items including tax sharing income related to certain proposed adjustments to prior period tax returns and other tax items, if any (“Adjusted Other Income, Net”). We present Adjusted Other Income, Net as we believe that it is appropriate for investors to consider results excluding these items in addition to results in accordance with GAAP. The difference between Adjusted Other Income, Net and other income, net (the most comparable GAAP measure) consists of tax sharing income related to certain proposed adjustments to prior period tax returns and other tax items, if any. The limitation of this measure is that it excludes the financial impact of items that would otherwise either increase or decrease other income, net. This limitation is best addressed by using Adjusted Other Income, Net in combination with other income, net (the most comparable GAAP measure) in order to better understand the amounts, character and impact of any increase or decrease in reported amounts.

Non-GAAP Measures (cont.)

We present income tax expense after adjusting for the tax effect of special items including charges related to restructuring and other charges, acquisition related charges, impairment charges, other income or charges, and certain significant special tax items, if any ("Adjusted Income Tax Expense"). We present Adjusted Income Tax Expense to provide investors further information regarding the tax effects of adjustments used in determining the non-GAAP financial measure Adjusted Income from Continuing Operations (as defined below). The difference between Adjusted Income Tax Expense and income tax expense (the most comparable GAAP measure) is the tax effect of adjusting items and certain significant special tax items, if any. The limitation of this measure is that it excludes the financial impact of items that would otherwise either increase or decrease income tax expense. This limitation is best addressed by using Adjusted Income Tax Expense in combination with income tax expense (the most comparable GAAP measure) in order to better understand the amounts, character and impact of any increase or decrease in reported amounts.

We present effective income tax rate after adjusting for the tax effect of special items including charges related to restructuring and other charges, acquisition related charges, impairment charges, other income or charges, and certain significant special tax items, if any ("Adjusted Effective Tax Rate"). We present Adjusted Effective Tax Rate to provide investors further information regarding the tax rate effects of adjustments used in determining the non-GAAP financial measure Adjusted Income from Continuing Operations (as defined below). The difference between Adjusted Effective Tax Rate and effective income tax rate (the most comparable GAAP measure) is the tax rate effect of the adjusting items and certain significant special tax items, if any. The limitation of this measure is that it excludes the financial impact of items that would otherwise either increase or decrease the effective income tax rate. This limitation is best addressed by using Adjusted Effective Tax Rate in combination with effective income tax rate (the most comparable GAAP measure) in order to better understand the amounts, character and impact of any increase or decrease in reported amounts.

We present income from continuing operations attributable to TE Connectivity Ltd. before special items including charges or income related to legal settlements and reserves, restructuring and other charges, acquisition related charges, impairment charges, tax sharing income related to certain proposed adjustments to prior period tax returns and other tax items, certain significant special tax items, other income or charges, if any, and, if applicable, related tax effects ("Adjusted Income from Continuing Operations"). We present Adjusted Income from Continuing Operations as we believe that it is appropriate for investors to consider results excluding these items in addition to results in accordance with GAAP. Adjusted Income from Continuing Operations provides additional information regarding our underlying operating results, trends and the comparability of these results between periods. The difference between Adjusted Income from Continuing Operations and income from continuing operations attributable to TE Connectivity Ltd. (the most comparable GAAP measure) consists of the impact of charges or income related to legal settlements and reserves, restructuring and other charges, acquisition related charges, impairment charges, tax sharing income related to certain proposed adjustments to prior period tax returns and other tax items, certain significant special tax items, other income or charges, if any, and, if applicable, related tax effects. The limitation of this measure is that it excludes the financial impact of items that would otherwise either increase or decrease our reported results. This limitation is best addressed by using Adjusted Income from Continuing Operations in combination with income from continuing operations attributable to TE Connectivity Ltd. (the most comparable GAAP measure) in order to better understand the amounts, character and impact of any increase or decrease in reported amounts.

We present diluted earnings per share from continuing operations attributable to TE Connectivity Ltd. before special items, including charges or income related to legal settlements and reserves, restructuring and other charges, acquisition related charges, impairment charges, tax sharing income related to certain proposed adjustments to prior period tax returns and other tax items, certain significant special tax items, other income or charges, if any, and, if applicable, related tax effects ("Adjusted Earnings Per Share"). We present Adjusted Earnings Per Share because we believe that it is appropriate for investors to consider results excluding these items in addition to results in accordance with GAAP. We believe such a measure provides a picture of our results that is more comparable among periods since it excludes the impact of special items, which may recur, but tend to be irregular as to timing, thereby making comparisons between periods more difficult. It also is a significant component in our incentive compensation plans. The limitation of this measure is that it excludes the financial impact of items that would otherwise either increase or decrease our reported results. This limitation is best addressed by using Adjusted Earnings Per Share in combination with diluted earnings per share from continuing operations attributable to TE Connectivity Ltd. (the most comparable GAAP measure) in order to better understand the amounts, character and impact of any increase or decrease on reported results.

"Free Cash Flow" (FCF) is a useful measure of our performance and ability to generate cash. It also is a significant component in our incentive compensation plans. The difference between net cash provided by continuing operating activities (the most comparable GAAP measure) and FCF (the non-GAAP measure) consists mainly of significant cash outflows and inflows that we believe are useful to identify. We believe free cash flow provides useful information to investors as it provides insight into the primary cash flow metric used by management to monitor and evaluate cash flows generated from our operations. The difference reflects the impact from net capital expenditures, voluntary pension contributions, and special items, if any.

Non-GAAP Measures (cont.)

Net capital expenditures are subtracted because they represent long-term commitments. Voluntary pension contributions are subtracted from the GAAP measure because this activity is driven by economic financing decisions rather than operating activity. Certain special items, including net payments related to pre-separation tax matters, also are considered by management in evaluating free cash flow. We believe investors should consider these items in evaluating our free cash flow. We forecast our cash flow results excluding any voluntary pension contributions because we have not yet made a determination about the amount and timing of any such future contributions. In addition, our forecast excludes the cash impact of special items because we cannot predict the amount and timing of such items.

FCF as presented herein may not be comparable to similarly-titled measures reported by other companies. The primary limitation of this measure is that it excludes items that have an impact on our GAAP cash flow. Also, it subtracts certain cash items that are ultimately within management's and the Board of Directors' discretion to direct and may imply that there is less or more cash available for our programs than the most comparable GAAP measure indicates. This limitation is best addressed by using FCF in combination with the GAAP cash flow results. It should not be inferred that the entire free cash flow amount is available for future discretionary expenditures, as our definition of free cash flow does not consider certain non-discretionary expenditures, such as debt payments. In addition, we may have other discretionary expenditures, such as discretionary dividends, share repurchases, and business acquisitions, that are not considered in the calculation of free cash flow.

"EBITDA" (earnings before interest, taxes, depreciation and amortization) is a non-GAAP measure and should not be considered a replacement for GAAP results. EBITDA is not intended to represent results of operations in accordance with GAAP and should not be considered a substitute for net income or any other operating measure prepared in accordance with GAAP.

Because we do not predict the amount and timing of special items that might occur in the future, and our forecasts are developed at a level of detail different than that used to prepare GAAP-based financial measures, we do not provide reconciliations to GAAP of our forward-looking financial measures.

Net Sales Reconciliation – Q4 12 vs. Q3 12

	Change in Net Sales for the Quarter Ended September 28, 2012 versus Net Sales for the Quarter Ended June 29, 2012						Percentage of Segment's Total Net Sales for the Quarter Ended September 28, 2012		
	Organic ⁽¹⁾		Translation ⁽²⁾		Total				
			(\$ in millions)						
Transportation Solutions ⁽³⁾:									
Automotive	\$	(40)	(2.7) %	\$	(26)	\$	(66)	(4.9) %	83 %
Aerospace, Defense, and Marine		2	1.3		(5)		(3)	(1.2)	17
Total		(38)	(2.3)		(31)		(69)	(4.3)	100 %
Communications and Industrial Solutions ⁽³⁾:									
Industrial		(29)	(8.3)		-		(29)	(8.6)	31
Consumer Devices		11	4.0		1		12	4.2	30
Data Communications		(5)	(2.1)		(1)		(6)	(2.6)	22
Appliance		(26)	(13.1)		-		(26)	(13.3)	17
Total		(49)	(4.7)		-		(49)	(4.7)	100 %
Network Solutions ⁽³⁾:									
Telecom Networks		(2)	(0.4)		(3)		(5)	(1.5)	41
Energy		(2)	(0.9)		(2)		(4)	(1.8)	26
Enterprise Networks		(1)	(0.7)		(2)		(3)	(1.7)	20
Subsea Communications		(6)	(4.9)		1		(5)	(4.3)	13
Total		(11)	(1.3)		(6)		(17)	(2.0)	100 %
Total	\$	(98)	(2.8) %	\$	(37)	\$	(135)	(3.9) %	

⁽¹⁾ Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, and the impact of changes in foreign currency exchange rates. Organic net sales growth is a non-GAAP measure. See description of non-GAAP measures contained in this appendix.

⁽²⁾ Represents the change in net sales resulting from changes in foreign currency exchange rates.

⁽³⁾ Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.

Net Sales Reconciliation – Q4 12 vs. Q4 11

	Change in Net Sales for the Quarter Ended September 28, 2012 versus Net Sales for the Quarter Ended September 30, 2011								Percentage of Segment's Total Net Sales for the Quarter Ended September 28, 2012				
	Organic ⁽¹⁾		Translation ⁽²⁾		Impact of 14th Week ⁽³⁾		Acquisition		Total				
	(\$ in millions)												
Transportation Solutions ⁽⁴⁾ :													
Automotive	\$	54	4.0 %	\$	(88)	\$	(102)	\$	78	\$	(58)	(4.3) %	83 %
Aerospace, Defense, and Marine		4	1.9		(8)		(10)		75		61	31.1	17
Total		58	3.7		(96)		(112)		153		3	0.2	100 %
Communications and Industrial Solutions ⁽⁴⁾ :													
Industrial		(72)	(17.1)		(5)		(30)	-		(107)	(25.8)		31
Consumer Devices		(8)	(2.5)		(4)		(23)	-		(35)	(10.5)		30
Data Communications		(27)	(10.1)		(5)		(16)	-		(48)	(17.7)		22
Appliance		(19)	(9.3)		(6)		(14)	-		(39)	(18.8)		17
Total		(126)	(10.3)		(20)		(83)	-		(229)	(18.7)		100 %
Network Solutions ⁽⁴⁾ :													
Telecom Networks		(25)	(6.2)		(15)		(32)	-		(72)	(17.6)		41
Energy		(4)	(1.6)		(15)		(14)	-		(33)	(13.4)		26
Enterprise Networks		(1)	(0.1)		(11)		(16)	-		(28)	(14.2)		20
Subsea Communications		(22)	(15.4)		2		(10)	-		(30)	(21.3)		13
Total		(52)	(5.2)		(39)		(72)	-		(163)	(16.4)		100 %
Total	\$	(120)	(3.2) %	\$	(155)	\$	(267)	\$	153	\$	(389)	(10.4) %	

⁽¹⁾ Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, the impact of changes in foreign currency exchange rates, and the impact of an additional week in the fourth quarter of fiscal 2011. Organic net sales growth is a non-GAAP measure. See description of non-GAAP measures contained in this appendix.

⁽²⁾ Represents the change in net sales resulting from changes in foreign currency exchange rates.

⁽³⁾ Represents the impact of an additional week in the fourth quarter of fiscal 2011. The impact of the additional week was estimated using an average weekly sales figure for the last month of the fiscal year.

⁽⁴⁾ Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.

Net Sales Reconciliation – FY 12 vs. FY 11

	Change in Net Sales for the Year Ended September 28, 2012 versus Net Sales for the Year Ended September 30, 2011								Percentage of Segment's Total Net Sales for the Year Ended September 28, 2012
	Organic ⁽¹⁾		Translation ⁽²⁾	Impact of 53rd Week ⁽³⁾ (\$ in millions)	Acquisitions	Total			
Transportation Solutions ⁽⁴⁾:									
Automotive	\$	320	6.5 %	\$ (181)	\$ (102)	\$ 174	\$ 211	4.3 %	86 %
Aerospace, Defense, and Marine		40	5.6	(16)	(10)	153	167	23.8	14
Total		360	6.4	(197)	(112)	327	378	6.7	100 %
Communications and Industrial Solutions ⁽⁴⁾:									
Industrial		(232)	(14.9)	(16)	(30)	-	(278)	(17.9)	32
Consumer Devices		(79)	(6.5)	(1)	(23)	-	(103)	(8.4)	28
Data Communications		(169)	(15.9)	(7)	(16)	-	(192)	(18.0)	22
Appliance		(65)	(8.1)	(16)	(14)	-	(95)	(11.8)	18
Total		(545)	(11.7)	(40)	(83)	-	(668)	(14.3)	100 %
Network Solutions ⁽⁴⁾:									
Telecom Networks		(110)	(8.2)	(37)	(32)	117	(62)	(4.6)	39
Energy		14	1.5	(37)	(14)	-	(37)	(4.2)	25
Enterprise Networks		-	-	(29)	(16)	37	(8)	(1.2)	21
Subsea Communications		(91)	(15.8)	2	(10)	-	(99)	(17.1)	15
Total		(187)	(5.4)	(101)	(72)	154	(206)	(5.9)	100 %
Total	\$	(372)	(2.7) %	\$ (338)	\$ (267)	\$ 481	\$ (496)	(3.6) %	

⁽¹⁾ Represents the change in net sales resulting from volume and price changes, before consideration of acquisitions, divestitures, the impact of changes in foreign currency exchange rates, and the impact of an additional week in the fourth quarter of fiscal 2011. Organic net sales growth is a non-GAAP measure. See description of non-GAAP measures contained in this appendix.

⁽²⁾ Represents the change in net sales resulting from changes in foreign currency exchange rates.

⁽³⁾ Represents the impact of an additional week in the fourth quarter of fiscal 2011. The impact of the additional week was estimated using an average weekly sales figure for the last month of the fiscal year.

⁽⁴⁾ Industry end market information about net sales is presented consistently with our internal management reporting and may be periodically revised as management deems necessary.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Quarter Ended September 28, 2012

		Adjustments				
	U.S. GAAP	Acquisition Related Charges ⁽¹⁾	Restructuring and Other Charges, Net	Tax Items ⁽²⁾	Adjusted (Non-GAAP) ⁽³⁾	
		(\$ in millions, except per share data)				
Operating Income:						
Transportation Solutions	\$ 214	\$ 14	\$ 15	\$ -	\$ 243	
Communications and Industrial Solutions	105	-	7	-	112	
Network Solutions	82	-	17	-	99	
Total	<u>\$ 401</u>	<u>\$ 14</u>	<u>\$ 39</u>	<u>\$ -</u>	<u>\$ 454</u>	
Operating Margin	<u>11.9%</u>				<u>13.5%</u>	
Other Income, Net	<u>\$ 19</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ (7)</u>	<u>\$ 12</u>	
Income Tax (Expense) Benefit	<u>\$ 18</u>	<u>\$ (1)</u>	<u>\$ (10)</u>	<u>\$ (107)</u>	<u>\$ (100)</u>	
Effective Tax Rate	<u>(4.7)%</u>				<u>23.5%</u>	
Income from Continuing Operations Attributable to TE Connectivity Ltd.	<u>\$ 398</u>	<u>\$ 13</u>	<u>\$ 29</u>	<u>\$ (114)</u>	<u>\$ 326</u>	
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 0.93	\$ 0.03	\$ 0.07	\$ (0.27)	\$ 0.76	

⁽¹⁾ Includes \$7 million of non-cash amortization associated with acquisition-related adjustments recorded in cost of sales, \$4 million of acquisition and integration costs, and \$3 million of restructuring costs.

⁽²⁾ Other income adjustment relates to reimbursements by Tyco International and Covidien in connection with pre-separation tax matters. Income tax expense adjustment includes income tax benefits recognized in connection with a reduction in the valuation allowance associated with certain tax loss carryforwards.

⁽³⁾ See description of non-GAAP measures contained in this appendix.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Quarter Ended September 30, 2011

		Adjustments		
		Acquisition Related Charges ⁽¹⁾	Restructuring and Other Charges, Net	Adjusted (Non-GAAP) ⁽²⁾
	U.S. GAAP			
(\$ in millions, except per share data)				
Operating Income:				
Transportation Solutions	\$ 237	\$ -	\$ 4	\$ 241
Communications and Industrial Solutions	89	-	51	140
Network Solutions	119	23	1	143
Total	\$ 445	\$ 23	\$ 56	\$ 524
Operating Margin	11.9%			14.0%
Other Income, Net	\$ 14	\$ -	\$ -	\$ 14
Income Tax Expense	\$ (100)	\$ (7)	\$ (17)	\$ (124)
Effective Tax Rate	23.8%			24.8%
Income from Continuing Operations				
Attributable to TE Connectivity Ltd.	\$ 320	\$ 16	\$ 39	\$ 375
Diluted Earnings per Share from				
Continuing Operations Attributable				
to TE Connectivity Ltd.	\$ 0.74	\$ 0.04	\$ 0.09	\$ 0.87

⁽¹⁾ Includes \$22 million of restructuring charges and \$1 million of non-cash amortization associated with acquisition-related adjustments recorded in cost of sales.

⁽²⁾ See description of non-GAAP measures contained in this appendix.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Year Ended September 28, 2012

		Adjustments			
	U.S. GAAP	Acquisition Related Charges ⁽¹⁾	Restructuring and Other Charges, Net	Tax Items ⁽²⁾	Adjusted (Non-GAAP) ⁽³⁾
	(\$ in millions, except per share data)				
Operating Income:					
Transportation Solutions	\$ 847	\$ 116	\$ 16	\$ -	\$ 979
Communications and Industrial Solutions	337	-	58	-	395
Network Solutions	334	-	40	-	374
Total	\$ 1,518	\$ 116	\$ 114	\$ -	\$ 1,748
Operating Margin	11.4%				13.2%
Other Income, Net	\$ 50	\$ -	\$ -	\$ (17)	\$ 33
Income Tax Expense	\$ (249)	\$ (24)	\$ (33)	\$ (90)	\$ (396)
Effective Tax Rate	17.6%				24.3%
Income from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 1,163	\$ 92	\$ 81	\$ (107)	\$ 1,229
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 2.70	\$ 0.21	\$ 0.19	\$ (0.25)	\$ 2.86

⁽¹⁾ Includes \$75 million of non-cash amortization associated with fair value adjustments primarily related to acquired inventories and customer order backlog recorded in cost of sales, \$27 million of acquisition and integration costs, and \$14 million of restructuring costs.

⁽²⁾ Other income adjustment relates to reimbursements by Tyco International and Covidien in connection with pre-separation tax matters. Income tax expense adjustments include income tax benefits recognized in connection with a reduction in the valuation allowance associated with certain tax loss carryforwards and income tax expense associated with certain non-U.S. tax rate changes.

⁽³⁾ See description of non-GAAP measures contained in this appendix.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Year Ended September 30, 2011

		Adjustments			
	U.S. GAAP	Acquisition Related Charges ⁽¹⁾	Restructuring and Other Charges, Net	Tax Items ⁽²⁾	Adjusted (Non-GAAP) ⁽³⁾
	(\$ in millions, except per share data)				
Operating Income:					
Transportation Solutions	\$ 848	\$ -	\$ (14)	\$ -	\$ 834
Communications and Industrial Solutions	515	-	65	-	580
Network Solutions	324	138	5	-	467
Total	<u>\$ 1,687</u>	<u>\$ 138</u>	<u>\$ 56</u>	<u>\$ -</u>	<u>\$ 1,881</u>
Operating Margin	<u>12.2%</u>				<u>13.7%</u>
Other Income, Net	<u>\$ 27</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14</u>	<u>\$ 41</u>
Income Tax Expense	<u>\$ (347)</u>	<u>\$ (35)</u>	<u>\$ (18)</u>	<u>\$ (35)</u>	<u>\$ (435)</u>
Effective Tax Rate	<u>22.0%</u>				<u>24.4%</u>
Income from Continuing Operations Attributable to TE Connectivity Ltd.	<u>\$ 1,223</u>	<u>\$ 103</u>	<u>\$ 38</u>	<u>\$ (21)</u>	<u>\$ 1,343</u>
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	<u>\$ 2.76</u>	<u>\$ 0.23</u>	<u>\$ 0.09</u>	<u>\$ (0.05)</u>	<u>\$ 3.03</u>

⁽¹⁾ Includes \$80 million of restructuring charges, \$39 million of non-cash amortization associated with fair value adjustments primarily related to acquired inventories and customer order backlog recorded in cost of sales, and \$19 million of acquisition and integration costs.

⁽²⁾ Includes income tax benefits associated with the settlement of certain tax matters related to an audit of prior year tax returns. Also includes the related impact to other income pursuant to the Tax Sharing Agreement with Tyco International and Covidien.

⁽³⁾ See description of non-GAAP measures contained in this appendix.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Quarter Ended December 30, 2011

		Adjustments				
		Acquisition Related Charges	Restructuring and Other Charges, Net	Tax Items ⁽¹⁾	Adjusted (Non-GAAP) ⁽²⁾	
	U.S. GAAP					
		(\$ in millions, except per share data)				
Operating Income:						
Transportation Solutions	\$ 223	\$ 4	\$ (4)	\$ -	\$ 223	
Communications and Industrial Solutions	61	-	17	-	78	
Network Solutions	77	-	5	-	82	
Total	<u>\$ 361</u>	<u>\$ 4</u>	<u>\$ 18</u>	<u>\$ -</u>	<u>\$ 383</u>	
Operating Margin	<u>11.4%</u>				<u>12.1%</u>	
Other Income, Net	<u>\$ 1</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1</u>	
Income Tax Expense	<u>\$ (88)</u>	<u>\$ -</u>	<u>\$ (8)</u>	<u>\$ 17</u>	<u>\$ (79)</u>	
Effective Tax Rate	<u>26.8%</u>				<u>22.6%</u>	
Income from Continuing Operations Attributable to TE Connectivity Ltd.	<u>\$ 238</u>	<u>\$ 4</u>	<u>\$ 10</u>	<u>\$ 17</u>	<u>\$ 269</u>	
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	<u>\$ 0.55</u>	<u>\$ 0.01</u>	<u>\$ 0.02</u>	<u>\$ 0.04</u>	<u>\$ 0.63</u>	

⁽¹⁾ Primarily relates to income tax expense associated with certain non-U.S tax rate changes.

⁽²⁾ See description of non-GAAP measures contained in this appendix.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Quarter Ended June 29, 2012

		Adjustments			
	U.S. GAAP	Acquisition Related Charges ⁽¹⁾	Restructuring and Other Charges, Net	Tax Items ⁽²⁾	Adjusted (Non-GAAP) ⁽³⁾
	(\$ in millions, except per share data)				
Operating Income:					
Transportation Solutions	\$ 183	\$ 94	\$ 3	\$ -	\$ 280
Communications and Industrial Solutions	96	-	16	-	112
Network Solutions	92	-	6	-	98
Total	\$ 371	\$ 94	\$ 25	\$ -	\$ 490
Operating Margin	10.6%				14.0%
Other Income, Net	\$ 19	\$ -	\$ -	\$ (10)	\$ 9
Income Tax Expense	\$ (88)	\$ (23)	\$ (6)	\$ -	\$ (117)
Effective Tax Rate	25.3%				25.6%
Income from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 260	\$ 71	\$ 19	\$ (10)	\$ 340
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 0.60	\$ 0.16	\$ 0.04	\$ (0.02)	\$ 0.79

⁽¹⁾ Includes \$68 million of non-cash amortization associated with fair value adjustments primarily related to acquired inventories and customer order backlog recorded in cost of sales, \$15 million of acquisition and integration costs, and \$11 million of restructuring costs.

⁽²⁾ Relates to reimbursements by Tyco International and Covidien in connection with pre-separation tax matters.

⁽³⁾ See description of non-GAAP measures contained in this appendix.

Gross Margin and Gross Margin Percentage Reconciliation

	For the Years Ended				For the Quarters Ended			
	September 24, 2010	September 30, 2011	September 28, 2012		December 30, 2011	March 30, 2012	June 29, 2012	September 28, 2012
Net sales	\$ 11,681	\$ 13,778	\$ 13,282		\$ 3,170	\$ 3,249	\$ 3,499	\$3,364
Cost of sales	8,038	9,507	9,236		2,227	2,228	2,481	2,300
Gross margin	<u>3,643</u>	<u>4,271</u>	<u>4,046</u>		<u>943</u>	<u>1,021</u>	<u>1,018</u>	<u>1,064</u>
Gross margin percentage	<u>31.2%</u>	<u>31.0%</u>	<u>30.5%</u>		<u>29.7%</u>	<u>31.4%</u>	<u>29.1%</u>	<u>31.6%</u>
Restructuring and Other Charges (Credits)	(3)	-	-		-	-	-	-
Acquisition Related Charges	-	39	75		-	-	68	7
Adjusted gross margin ⁽¹⁾	<u>\$ 3,640</u>	<u>\$ 4,310</u>	<u>\$ 4,121</u>		<u>\$ 943</u>	<u>\$ 1,021</u>	<u>\$ 1,086</u>	<u>\$ 1,071</u>
Adjusted gross margin percentage ⁽¹⁾	<u>31.2%</u>	<u>31.3%</u>	<u>31.0%</u>		<u>29.7%</u>	<u>31.4%</u>	<u>31.0%</u>	<u>31.8%</u>

⁽¹⁾ See description of non-GAAP measures contained in this appendix.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the 13 Week Quarter Ended September 30, 2011

	14 Weeks U.S. GAAP	Adjustments				Adjustment	13 Weeks Adjusted (Non-GAAP) ⁽⁴⁾
		Acquisition Related Charges ⁽¹⁾	Restructuring and Other Charges, Net	Tax Items	14 Weeks Adjusted (Non-GAAP) ⁽²⁾	Impact of 14th Week ⁽³⁾	
		(\$ in millions, except per share data)					
Operating Income	\$ 445	\$ 23	\$ 56	\$ -	\$ 524	\$ (52)	\$ 472
Operating Margin	11.9%				14.0%		13.5%
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 0.74	\$ 0.04	\$ 0.09	\$ -	\$ 0.87	\$ (0.08)	\$ 0.79

⁽¹⁾ Includes \$22 million of restructuring charges and \$1 million of non-cash amortization associated with acquisition accounting-related adjustments recorded in cost of sales.

⁽²⁾ See description of non-GAAP measures contained in this appendix.

⁽³⁾ Estimated impact of the 14th week using an average weekly sales figure for the last month of the fiscal year.

⁽⁴⁾ Excludes the impact of an additional week in the fourth quarter of fiscal 2011.

Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the 52 Week Year Ended September 30, 2011

	53 Weeks	Acquisition	Adjustments		53 Weeks	Adjustment	52 Weeks
	U.S. GAAP	Related	Restructuring		Adjusted	Impact of	Adjusted
		Charges ⁽¹⁾	and Other	Tax Items ⁽²⁾	(Non-GAAP) ⁽³⁾	53rd Week ⁽⁴⁾	(Non-GAAP) ⁽⁵⁾
			Charges, Net				
			(\$ in millions, except per share data)				
Operating Income	\$ 1,687	\$ 138	\$ 56	\$ -	\$ 1,881	\$ (52)	\$ 1,829
Operating Margin	12.2%				13.7%		13.5%
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$ 2.76	\$ 0.23	\$ 0.09	\$ (0.05)	\$ 3.03	\$ (0.08)	\$ 2.95

⁽¹⁾ Includes \$80 million of restructuring charges, \$39 million of non-cash amortization associated with fair value adjustments primarily related to acquired inventories and customer order backlog recorded in cost of sales, and \$19 million of acquisition and integration costs.

⁽²⁾ Includes income tax benefits associated with the settlement of certain tax matters related to an audit of prior year tax returns. Also includes the related impact to other income pursuant to the Tax Sharing Agreement with Tyco International and Covidien.

⁽³⁾ See description of non-GAAP measures contained in this appendix.

⁽⁴⁾ Estimated impact of the 53rd week using an average weekly sales figure for the last month of the fiscal year.

⁽⁵⁾ Excludes the impact of an additional week in the fourth quarter of fiscal 2011.