

# Sanford C. Bernstein Strategic Decisions Conference

May, 2015

**Tom Lynch**Chief Executive Officer



## 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 and our planned sale of the Broadband Network Solutions business. 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 networks and consumer devices 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 the operations of Measurement Specialties will not be successfully integrated into ours; the risk that revenue opportunities, cost savings and other anticipated synergies from the Measurement Specialties acquisition may not be fully realized or may take longer to realize than expected; and the risk that the sale of the Broadband Network Solutions business may not be consummated, or if consummated, we do not realize the anticipated benefits from such transaction. 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. 26, 2014 as well as in our Quarterly Reports on Form 10-Q, 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.



TE is the World Leader in Connectivity & **Sensor Solutions** 

**Automotive** 

**Commercial Transportation** 

**Aerospace & Defense** 

**Energy** 

Medical

**Data & Devices** 

**Appliances** 

**Subsea Communications** 

Oil & Gas

**Industrial Equipment** 

\$165 BILLION Connectivity and Sensor Market

\$12+BILLION TE Annual Revenue

Our highly engineered solutions are key enablers of the connected world



# Safe, Green, & Connected Mega Trends Driving Strong Secular Growth





24 BILLION total connected devices

Source: GSMA & Machine Research



Sensors – Automotive content opportunity doubles from an average of \$200 to \$400 per vehicle with sensors; Adds \$80B to total market

Aerospace – New aircraft platforms increasing TE content per design by more than 2X in new models vs. prior generations

Industrial Equipment – Smart factories, 2.5X increase in robotics, and manufacturing automation, driving more TE connectors & sensors

**Appliances** – Adoption of more smart appliances results in **content growth of 3X** 





### Strategy Focused on Expanding Leadership in Harsh Connectivity & Sensing









#### **TRANSPORTATION** SOLUTIONS

\$6.1B



#### INDUSTRIAL **SOLUTIONS**

\$3.3B



#### **Strategic Acquisitions**

- Deutsch leader in industrial transportation, aerospace, defense
- Seacon leader in oil & gas
- MEAS & AST leading sensor portfolio

#### **Track Record of Divesting Non-Core Assets**

Over \$4B in divestitures since 2007, including pending Broadband Networks divestiture



\$2.6B





## Multiple Growth Drivers Across our Harsh Portfolio



- Connectivity scale opens sensor opportunities
- Unmatched product range
- Major presence in every region
- Integrated functionality
- Strategic M&A

HARSH REVENUE UP TO: 80%

## LEADER IN HARSH ENVIRONMENTS

High pressure

Vibration

High-voltage

Moisture

High/Low Temperature

Demands excellence in engineering & manufacturing



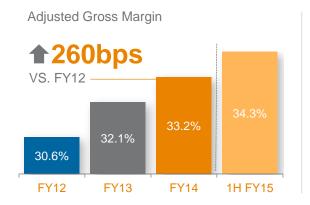
### Track Record of Consistent, Strong Operating Performance

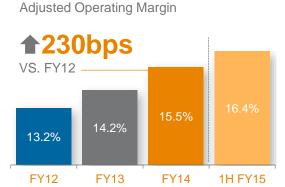
\$ in billions except per share amounts

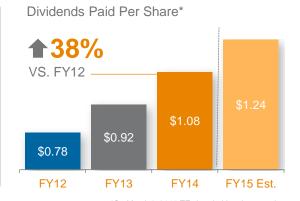


#### Adjusted Earnings Per Share









\*On March 3, 2015 TE shareholders increased the annual dividend to \$1.32 per share.



# Consistent Dividend Growth and Balanced Use of Capital

#### **Major Capital Deployment\*\***





#### **Dividends Per Share**\*



- Denotes dividends paid during the fiscal year.
- Shareholders approved an annual dividend of \$1.32 per share in Q2 FY15, representing an annual rate increase of 14%

Expect to return ~2/3 of free cash flow to shareholders over time Expect to make strategic acquisitions to strengthen our position in growing markets



<sup>\*</sup> Includes \$1.3 billion used to acquire ADC Telecommunications in 2010, which is part of our BNS business.

<sup>\*\*</sup> Select uses of cash. Represents capital returned to shareholders and acquisition activity.

### **Driving Shareholder Value**

Deliver 5 – 7% Organic Revenue Growth

- 80% of revenue from harsh environment applications
- Benefiting from the secular trend of electronic content growth and megatrends of safe, green, and connected
- Top 10 Sensor supplier
- Announced sale of Broadband Networks business
- · Focused acquisition strategy on harsh and sensors

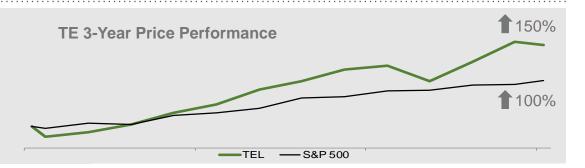
Drive Double-Digit Earnings Growth

- · Operating margin expansion
- TE Operating Advantage (TEOA) driving productivity

Generate Strong
Cash Flow

- FCF of \$1.7B in fiscal 2014
- Free cash flow ≈ Net Income
- Return ~2/3 of Capital to Shareholders over time

Track Record of Increasing Shareholder Value





### 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," and "Free Cash Flow" (FCF) 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 and acquisitions and divestitures, if any. 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. 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 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" 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 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 special items 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 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. 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.

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.



### Non-GAAP Measures (cont.)

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 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 special items 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 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 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.

FCF is defined as net cash provided by continuing operating activities excluding voluntary pension contributions and the cash impact of special items, if any, minus net capital expenditures. Net capital expenditures consist of capital expenditures less proceeds from the sale of property, plant, and equipment. These items are subtracted because they represent long-term commitments. Voluntary pension contributions are excluded 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 also consider these items in evaluating our free cash flow.

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.



## Reconciliation of Gross Margin and Gross Percentage

	For the Years Ended									
	Sept	ember 26,	Sept	ember 27,	Sept	ember 28,				
	2014			2013		2012				
			(\$ in	milions)						
Net Sales	\$	11,973	\$	11,390	\$	11,325				
Cost of Sales		8,001		7,739		7,940				
Gross Margin		3,972		3,651		3,385				
Gross Margin Percentage		33.2%		32.1%		29.9%				
Acquisition Related Charges										
		4		-		75				
Adjusted Gross Margin (1)	\$	3,976	\$	3,651	\$	3,460				
Adjusted Gross Margin Percentage (1)		33.2%		32.1%		30.6%				

<sup>(1)</sup> See description of non-GAAP measures contained in this appendix.



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

			Adjustments							
	U.S. GAAP		Re	Acquisition Restructuring Related and Other Charges (1) Charges, Net (\$ in millions, except per slope)			Tax Items (2) hare data)		Adjusted (Non-GAAP)	
Operating Income	\$	1,291	\$	116	\$	90	\$		\$	1,497
Operating Margin		11.4%								13.2%
Other Income, Net	\$	50	\$	_	\$		\$	(17)	\$	33
Income Tax Expense	\$	(186)	\$	(24)	\$	(25)	\$	(90)	\$	(325)
Income from Continuing Operations Attributable to TE Connectivity Ltd.	\$	1,003	\$	92	\$	65	\$	(107)	\$	1,053
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$	2.33	\$	0.21	\$	0.15	\$	(0.25)	\$	2.45

<sup>(1)</sup> 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 charges.



<sup>(2)</sup> 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 carry forwards and income tax expense associated with certain non-U.S. tax rate changes.

<sup>(3)</sup> See description of non-GAAP measures contained in this appendix.

## Reconciliation of Non-GAAP Financial Measures for the Year Ended September 27, 2013

			Adjustments							
			Acquisition		Restructuring					
			Re	lated		Other		Tax	Adjusted	
	U.S	. GAAP	Ch	arges	Char	ges, Net	Items (1)		(Non-GAAP) (2)	
				(\$ in mill						
Operating Income:										
Transportation Solutions	\$	934	\$	7	\$	39	\$	-	\$	980
Industrial Solutions		344		7		63		-		414
Communications Solutions		107				120				227
Total	\$	1,385	\$	14	\$	222	\$		\$	1,621
Operating Margin		12.2%								14.2%
Other Income (Expense), Net	\$	(183)	\$		\$		\$	213	\$	30
Income Tax (Expense) Benefit	\$	75	\$	(5)	\$	(62)	\$	(354)	\$	(346)
Income from Continuing Operations Attributable to TE Connectivity Ltd.	\$	1,154	\$	9	\$	160	\$	(141)	\$	1,182
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$	2.73	\$	0.02	\$	0.38	\$	(0.33)	\$	2.79

<sup>(1)</sup> Includes \$331 million of income tax benefits associated with the settlement of an audit of prior year income tax returns as well as the related impact of \$231 million to other expense pursuant to the tax sharing agreement with Tyco International and Covidien. Also includes income tax expense related to adjustments to prior year income tax returns, income tax benefits recognized in connection with a reduction in the valuation allowance associated with certain tax loss carry forwards, and income tax benefits recognized in connection with the lapse of statutes of limitations for examinations of prior year income tax returns. In addition, the other income adjustment includes amounts related to reimbursements by Tyco International and Covidien in connection with pre-separation tax matters.



<sup>(2)</sup> See description of non-GAAP measures contained in this appendix.

## Reconciliation of Non-GAAP Financial Measures for the Year Ended September 26, 2014

		Acqu	iisition	Restr	ucturing				
				and	Other		Tax	Adjusted	
U.S	. GAAP	Cha	arges (1)	Charges, Net		Items (2)		(Non-	GAAP) (3)
			(\$ in mill	ions, ex	cept per sh	are dat	(a)		
\$	1,245	\$	4	\$	4	\$	-	\$	1,253
	431		31		7		-		469
	129				8				137
\$	1,805	\$	35	\$	19	\$		\$	1,859
	15.1%								15.5%
\$	63	\$	_	\$	_	\$	(39)	\$	24
\$	(146)	\$	(7)	\$	(4)	\$	(239)	\$	(396)
	8.3%								22.3%
\$	1,614	\$	28	\$	15	\$	(278)	\$	1,379
\$	3.87	\$	0.07	\$	0.04	\$	(0.67)	\$	3.31
	\$ \$ \$	\$ 1,805 \$ 1,805 \$ 63 \$ (146) \$ 8.3%	S. GAAP   Char   Rec     S. 1,245	\$ 1,245 \$ 4 431 31 129 - \$ 1,805 \$ 35  15.1%  \$ 63 \$ - \$ (146) \$ (7)  8.3%	Acquisition   Related   Charges (1)   (\$ in millions, ex	Charges (1)   Charges, Net	Acquisition   Restructuring   and Other   Charges (1)   Charges, Net   Ito (\$ in millions, except per share date (\$ 1,245   \$ 4 \$ \$ 4 \$ \$ 431   31   7   129   - 8   \$ 1,805   \$ 35   \$ 19   \$ \$ 15.1%   \$ 63   \$ - \$ \$ - \$ \$ \$ \$ \$ \$ (146)   \$ (7)   \$ (4)   \$ \$ 8.3%   \$ 1,614   \$ 28   \$ 15   \$ \$ \$	Charges   Charges   Net   Ne	Charges (1)   Charges, Net   Items (2)   (Non-temperature)

<sup>(1)</sup> Includes \$31 million of acquisition and integration charges and \$4 million of non-cash amortization associated with fair value adjustments primarily related to acquired inventories and customer order backlog recorded in cost of sales.



<sup>&</sup>lt;sup>(2)</sup> Includes income tax benefits of \$282 million recognized in connection with a reduction in the valuation allowance associated with certain tax loss carry forwards and income tax expense related to adjustments to prior year income tax returns. In addition, other income includes amounts related to reimbursements by Tyco International and Covidien in connection with pre-separation tax matters, including \$18 million related to our share of a settlement agreement entered into by Tyco International with a former subsidiary.

<sup>(3)</sup> See description of non-GAAP measures contained in this appendix.

## Reconciliation of Gross Margin & Gross Margin Percentage

	]	For the Qua	rters E	For the Six Months Ended				
	Ma	rch 27,	March 28, 2014		March 27,		March 28,	
		2015				2015		2014
				(\$ in m	nillions)			
Net Sales	\$	3,082	\$	2,964	\$	6,131	\$	5,826
Cost of Sales		2,031		1,969		4,060		3,886
Gross Margin		1,051		995		2,071		1,940
Gross Margin Percentage		34.1%		33.6%		33.8%		33.3%
Acquisition Related Charges		6		-		33		-
Adjusted Gross Margin (1)	\$	1,057	\$	995	\$	2,104	\$	1,940
Adjusted Gross Margin Percentage (1)		34.3%		33.6%		34.3%		33.3%

<sup>(1)</sup> See description of non-GAAP measures contained in this appendix.



### Reconciliation of Non-GAAP Financial Measures to GAAP Financial Measures for the Six Months Ended March 27, 2015

	U.S. GAAP		Re	uisition elated arges (1)	d and Other		Tax Items (3)		Adjusted (Non-GAAP) (4)	
			-	(\$ in mill	ions, e	xcept per sh	(a)			
Operating Income:										
Transportation Solutions	\$	618	\$	51	\$	1	\$	-	\$	670
Industrial Solutions		170		22		18		-		210
Communications Solutions		85				42				127
Total	\$	873	\$	73	\$	61	\$	_	\$	1,007
Operating Margin		14.2%								16.4%
Other Income (Expense), Net	\$	(75)	\$		\$		\$	94	\$	19
Income Tax (Expense) Benefit	\$	15	\$	(18)	\$	7	\$	(224)	\$	(220)
Effective Tax Rate		NM <sup>(5)</sup>								22.8%
Income from Continuing Operations Attributable to TE Connectivity Ltd.	\$	751	\$	55	\$	68	\$	(130)	\$	744_
Diluted Earnings per Share from Continuing Operations Attributable to TE Connectivity Ltd.	\$	1.82	\$	0.13	\$	0.16	\$	(0.31)	\$	1.80

<sup>(1)</sup> Includes \$33 million of non-cash amortization associated with fair value adjustments related to acquired inventories and customer order backlog recorded in cost of sales, \$38 million of acquisition and integration costs, and \$2 million of restructuring costs.



<sup>(2)</sup> Includes an income tax charge for the estimated tax impacts of certain intercompany dividends related to the restructuring and anticipated sale of the Broadband Network Solutions business.

<sup>(3)</sup> Includes \$202 million of income tax benefits associated with the settlement of audits of prior year income tax returns as well as the related impact of \$94 million to other expense pursuant to the tax sharing agreement with Tyco International and Covidien. Also includes income tax benefits related to the impacts of certain non-U.S. tax law changes and the associated reduction in the valuation allowance for tax loss carry forwards.

<sup>(4)</sup> See description of non-GAAP measures contained in this appendix.

<sup>(5)</sup> Not meaningful.

### **EVERY CONNECTION COUNTS**

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