



**Nominating And Governance Committee Charter
Amended December 2004**

Tyco International



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Purpose

The Nominating and Governance Committee is appointed by the Board to:

- a. Identify individuals qualified to become Board members, consistent with criteria approved by the Board;
- b. Recommend that the Board select director nominees for the annual meeting of shareholders;
- c. Develop and recommend to the Board a set of corporate governance principles applicable to the Company;
- d. Oversee the evaluation of the Board and management; and
- e. Play a leadership role in the Company's corporate governance.

Authority

The Nominating and Governance Committee has authority to take appropriate actions necessary to discharge its responsibilities. Such authority includes but is not limited to the power to:

- a. Retain outside counsel, accountants, outside advisors, consultants, or others to assist in the conduct of an investigation or as it determines appropriate to advise or assist in the performance of its functions. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
- b. Seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the committee's requests.
- c. Meet with the senior internal auditor, company officers, external auditors, or outside counsel, as necessary.

Composition

The Nominating and Governance Committee shall have at least three members, each of whom shall meet the independence requirements of the New York Stock Exchange. The Board, after due consideration of the recommendation of the Nominating and Governance Committee, shall appoint the members of the Committee. The chair of the Committee shall be elected by the independent directors of the Board.

Meetings

The Nominating and Governance Committee shall meet as often as may be deemed necessary or appropriate in its judgment, either in person or telephonically, and at such times and places as the Committee shall determine. The Committee shall make regular reports to the Board with respect to its activities.

Responsibilities

Among its specific responsibilities, the Nominating and Governance Committee shall:

1. Establish criteria and qualifications for Board membership, including standards for assessing independence. These criteria and qualifications shall include, among other things:
 - a. The highest ethical standards and integrity;



- b. A willingness to act on and be accountable for Board decisions;
 - c. An ability to provide wise, informed, and thoughtful counsel to top management on a range of issues;
 - d. A history of achievement that reflects superior standards for the director candidate and others;
 - e. Loyalty and commitment to driving the success of the Company;
 - f. An ability to take tough positions while at the same time working as a team player; and
 - g. A background that provides a portfolio of experience and knowledge commensurate with the Company's needs.
2. Identify and consider candidates, including those recommended by shareholders and others, to fill positions on the Board, and assess the contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
 3. Recommend to the Board candidates for election or reelection at each annual meeting of shareholders.
 4. Recommend to the Board candidates for appointment to the Compensation and Audit Committees and their committee chairs and consider periodic rotation of committee members. The full Board shall select candidates for appointment to the Nominating and Governance Committee.
 5. Selecting, monitoring, evaluating, compensating, and if necessary replacing the Senior Vice President – Corporate Governance.
 6. Annually review the Company's corporate governance processes, and its governance principles, including such issues as the Board's organization, membership terms, and the structure and frequency of Board meetings, and recommend appropriate changes to the Board.
 7. Consider questions of possible conflicts of interest of Board members and senior executives, in collaboration with the Audit Committee, and initiate appropriate action to address any such conflicts.
 8. Establish, in collaboration with the Compensation Committee, compensation for directors.
 9. Together with the Compensation Committee, review annually with the Chairman/CEO the job performance of the Company's senior executives.
 10. Review periodically with the Chairman/CEO and the Board, the succession plans relating to positions held by senior executives, and make recommendations to the Board regarding the selections of individuals to fill these positions.
 11. Oversee the orientation of new directors and continuing education of directors.
 12. Monitor the functions of the Board and its committees, as set forth in their respective charters, and coordinate and oversee annual self-assessments of the Board's and each committee of the Board's performance and procedures. In particular, the self-assessment will solicit feedback from the directors about:
 - a. Overall effectiveness
 - b. Composition and structure
 - c. Culture
 - d. Focus
 - e. Information and resources
 - f. ProcessThe Lead Director, in consultation with all other Board members, will conduct an assessment of individual Board members on an annual basis. Feedback from this process will be provided to board members, as appropriate.
 13. Assess annually the Nominating and Governance Committee's and individual member's performance of the duties specified in this Charter and report its findings to the Board.
 14. Annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board.