

Tyco Electronics Ltd.
Form DEF 14A
January 20, 2011

Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

TYCO ELECTRONICS LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
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Table of Contents

January 20, 2011

Dear Shareholder,

You are invited to attend the 2011 Annual General Meeting of Shareholders of Tyco Electronics Ltd., to be held on March 9, 2011 at 2:00 p.m., Central European Time (8:00 a.m., Eastern Standard Time), at the Radisson Blu Hotel, Zurich Airport, Zurich, Switzerland. Details of the business to be presented at the meeting can be found in the accompanying Invitation to Annual General Meeting of Shareholders and Proxy Statement.

If you cannot attend, you can ensure that your shares are represented at the meeting by promptly completing, signing, and dating your proxy card and returning it in the enclosed envelope.

We look forward to seeing you at the meeting.

Sincerely,

Frederic M. Poses
Chairman of the Board

Tyco Electronics Ltd.
Rheinstrasse 20
CH-8200 Schaffhausen, Switzerland

Tel: +41 (0)52 633 66 61
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Contents

<u>Invitation to Annual General Meeting of Shareholders</u>	<u>1</u>
<u>Proxy Statement</u>	<u>5</u>
<u>Questions and Answers About This Proxy Statement and Voting</u>	<u>5</u>
<u>Security Ownership of Certain Beneficial Owners and Management</u>	<u>13</u>
<u>Agenda Item No. 1 Election of Directors</u>	<u>16</u>
<u>Nominees for Election</u>	<u>16</u>
<u>Corporate Governance</u>	<u>21</u>
<u>The Board of Directors and Board Committees</u>	<u>24</u>
<u>Executive Officers</u>	<u>26</u>
<u>Compensation Discussion and Analysis</u>	<u>29</u>
<u>Management Development and Compensation Committee Report</u>	<u>48</u>
<u>Compensation Committee Interlocks and Insider Participation</u>	<u>48</u>
<u>Executive Officer Compensation</u>	<u>49</u>
<u>Compensation of Non-Employee Directors</u>	<u>59</u>
<u>Certain Relationships and Related Transactions</u>	<u>62</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>63</u>
<u>Audit Committee Report</u>	<u>63</u>
<u>Agenda Item No. 2 Approval of Annual Report and Financial Statements for the Fiscal Year Ended September 24, 2010</u>	<u>65</u>
<u>Agenda Item No. 3 Release the Members of the Board of Directors and Executive Officers for Activities During the Fiscal Year ended September 24, 2010</u>	<u>68</u>
<u>Agenda Item No. 4 Election of Auditors</u>	<u>69</u>
<u>Agenda Item No. 5 Advisory Vote on Executive Compensation</u>	<u>72</u>
<u>Agenda Item No. 6 Advisory Vote on Frequency of Executive Compensation Advisory Vote</u>	<u>74</u>
<u>Agenda Item No. 7 Declaration of Dividend</u>	<u>75</u>
<u>Agenda Item No. 8 Change of our Corporate Name from "Tyco Electronics Ltd." to "TE Connectivity Ltd."</u>	<u>77</u>
<u>Agenda Item No. 9 Renewal of Authorized Capital</u>	<u>78</u>
<u>Agenda Item No. 10 Approval of Reduction of Share Capital for Shares Acquired under our Share Repurchase Program</u>	<u>80</u>
<u>Agenda Item No. 11 Authorization Relating to Share Repurchase Program</u>	<u>82</u>
<u>Agenda Item No. 12 Approval of any Adjournments or Postponements of the Meeting</u>	<u>84</u>
<u>Additional Information</u>	<u>85</u>
<u>Tyco Electronics 2012 Annual General Meeting of Shareholders</u>	<u>85</u>
<u>Where You Can Find More Information</u>	<u>85</u>
<u>Appendix A Primary Talent Market Peer Group</u>	<u>A-1</u>

Agenda items to be voted upon at the meeting

2011 Annual General Meeting Proxy Statement i

Table of Contents

TYCO ELECTRONICS LTD.

Rheinstrasse 20
CH-8200 Schaffhausen, Switzerland

Invitation to Annual General Meeting of Shareholders

Time and Date:	2:00 p.m., Central European Time (8:00 a.m., Eastern Standard Time), on March 9, 2011
Place:	The Radisson Blu Hotel, Zurich Airport, Zurich, Switzerland
Agenda Items:	<ol style="list-style-type: none">1. Election of ten (10) directors proposed by the Board of Directors;2. Approval of (i) the 2010 Annual Report of Tyco Electronics Ltd. (excluding the statutory financial statements for the fiscal year ended September 24, 2010 and the consolidated financial statements for the fiscal year ended September 24, 2010), (ii) the statutory financial statements of Tyco Electronics Ltd. for the fiscal year ended September 24, 2010, and (iii) the consolidated financial statements of Tyco Electronics Ltd. for the fiscal year ended September 24, 2010;3. Release of the members of the Board of Directors and executive officers of Tyco Electronics for activities during the fiscal year ended September 24, 2010;4. Election of (i) Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2011, (ii) Deloitte AG, Zurich, Switzerland, as our Swiss registered auditor until our next annual general meeting, and (iii) PricewaterhouseCoopers AG, Zurich, Switzerland, as our special auditor until our next annual general meeting;5. Advisory vote on executive compensation;6. Advisory vote on frequency of executive compensation advisory vote;7. Declaration of dividend;8. Change of our corporate name from "Tyco Electronics Ltd." to TE Connectivity Ltd.";9. Renewal of authorized capital;10. Approval of reduction of share capital for shares acquired under our share repurchase program;11. Authorization relating to share repurchase program;12. Approval of any adjournments or postponements of the meeting; and13. Transaction of any other business properly brought at the meeting.
Persons Who Will Receive Proxy Materials:	A copy of the proxy materials, including a proxy card, has been sent to each shareholder registered in our share register as of the close of business (Eastern Standard Time) on January 19, 2011 . A copy of the proxy materials will also be sent to any additional shareholders who are registered in our share register as shareholders with voting rights, or who

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Table of Contents

become beneficial owners through a nominee registered in our share register as a shareholder with voting rights, as of the close of business (Eastern Standard Time) on **February 17, 2011**.

Admission to Meeting and Persons Eligible to Vote:

Shareholders who are registered with voting rights in our share register as of the close of business (Eastern Standard Time) on **February 17, 2011** have the right to attend the Annual General Meeting and vote their shares, or may grant a proxy to vote on each of the agenda items in this invitation and any other matter properly presented at the meeting for consideration.

Shareholders who hold their shares in the name of a bank, broker or other nominee should follow the instructions provided by their bank, broker or nominee. Beneficial owners who have not obtained a proxy from their bank, broker or nominee are not entitled to vote in person at the Annual General Meeting.

Granting of Proxy:

Shareholders of record with voting rights who do not wish to attend the Annual General Meeting have the right to appoint as proxy the Tyco Electronics officers named in the enclosed proxy card. Alternatively, they may appoint Dr. Jvo Grundler, Ernst & Young AG, as independent proxy, pursuant to article 689c of the Swiss Code of Obligations with full rights of substitution by marking the appropriate box on and submitting the enclosed proxy card, or grant a written proxy to any person, who does not need to be a shareholder.

The proxies granted to the Tyco Electronics officers named in the proxy card or the independent proxy must be received no later than 5:00 p.m., Central European Time (11:00 a.m., Eastern Standard Time) on March 8, 2011. A shareholder of record who gives a proxy may revoke it at any time before it is exercised by voting in person at the meeting, or, subject to timing limitations, by delivering a subsequent proxy or by notifying the Secretary of Tyco Electronics or the independent proxy in writing of such revocation.

With regard to the items listed on the agenda and without any explicit instructions to the contrary, the Tyco Electronics officers acting as proxy and the independent proxy will vote according to the recommendation of the Board of Directors of Tyco Electronics other than for Agenda Item No. 6 which will be voted as an abstain vote. If new agenda items (other than those on the agenda) or new proposals or motions regarding agenda items set out in this Invitation to Annual General Meeting are being put forth at the meeting, the Tyco Electronics officers acting as proxy will vote in accordance with the recommendation of the Board of Directors, as will the independent proxy.

Proxy Holders of Deposited Shares:

Institutions subject to the Swiss Federal Law on Banks and Savings Banks as well as professional asset managers who hold proxies for holders of record with voting rights who did not grant proxies to Tyco Electronics officers or the independent proxy must inform Tyco Electronics of the number of shares they represent by mail so that we receive notice no later than 5:00 p.m., Central European Time (11:00 a.m., Eastern Standard Time), on March 8, 2011. This information

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Table of Contents

must be mailed to: Tyco Electronics Ltd., Attention: Secretary, Rheinstrasse 20, CH-8200 Schaffhausen, Switzerland.

Date of Mailing:

This Invitation to Annual General Meeting of Shareholders and Proxy Statement and the enclosed proxy card are first being sent on or about January 28, 2011 to each shareholder of record of Tyco Electronics registered shares at the close of business (Eastern Standard Time) on January 19, 2011.

By order of the Board of Directors,

Harold G. Barksdale
Corporate Secretary

January 20, 2011

2011 Annual General Meeting Proxy Statement 3

Table of Contents

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4 2011 Annual General Meeting Proxy Statement

Table of Contents

**PROXY STATEMENT
FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
TYCO ELECTRONICS LTD.
TO BE HELD ON WEDNESDAY, MARCH 9, 2011**

QUESTIONS AND ANSWERS ABOUT THIS PROXY STATEMENT AND VOTING

Why am I receiving these materials?

Tyco Electronics' Board of Directors is soliciting your proxy to vote at the Annual General Meeting to be held at 2:00 p.m., Central European Time (8:00 a.m., Eastern Standard Time), on March 9, 2011, at the Radisson Blu Hotel, Zurich Airport, Zurich, Switzerland. The information provided in this proxy statement is for your use in determining how you will vote on the agenda items described within.

We have sent this proxy statement and proxy card to each person who is registered as a holder of our shares in the register of shareholders (such owners are often referred to as "holders of record" or "record holders") as of the close of business (Eastern Standard Time) on January 19, 2011. We will also send a copy of this proxy statement and proxy card to any additional shareholders who become registered in our share register after the close of business (Eastern Standard Time) on January 19, 2011 and continue to be registered in our share register at the close of business (Eastern Standard Time) on February 17, 2011. Distribution of this proxy statement and a proxy card to shareholders is scheduled to begin on or about January 28, 2011.

We have requested that banks, brokerage firms and other nominees who hold Tyco Electronics shares on behalf of the owners of the shares (such owners are often referred to, and we refer to them below, as "beneficial owners," "beneficial shareholders" or "street name holders") as of the close of business (Eastern Standard Time) on January 19, 2011 forward these materials, together with a proxy card or voting instruction card, to those beneficial shareholders. We have also requested that banks, brokerage firms and other nominees who hold Tyco Electronics shares on behalf of beneficial owners forward these materials, together with a proxy card or voting instruction card, to any additional beneficial owners who acquire their shares after January 19, 2011 and continue to hold them at the close of business (Eastern Standard Time) on February 17, 2011. We have agreed to pay the reasonable expenses of the banks, brokerage firms and other nominees for forwarding these materials. We also have provided for these materials to be sent to persons who have interests in our shares through participation in our employee share purchase plans. These individuals are not eligible to vote directly at the Annual General Meeting, but they may instruct the trustees of these plans how to vote the shares represented by their interests. The enclosed proxy card also will serve as voting instructions for the trustees of the plans.

Are proxy materials available on the Internet?

Yes.

Important Notice Regarding the Availability of Proxy Materials for the Annual General Meeting to be Held on March 9, 2011.

Our proxy statement for the Annual General Meeting to be held on March 9, 2011, other proxy material and our annual report to shareholders for fiscal year 2010 is available at <http://www.te.com/2011AnnualMeeting>.

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Table of Contents

What agenda items are scheduled to be voted on at the meeting?

The twelve agenda items scheduled for a vote are:

Agenda Item No. 1: To elect ten (10) nominees proposed by the Board of Directors as directors to hold office until the next annual general meeting of shareholders;

Agenda Item No. 2: To approve (i) the 2010 Annual Report of Tyco Electronics Ltd. (excluding the statutory financial statements for the fiscal year ended September 24, 2010 and the consolidated financial statements for the fiscal year ended September 24, 2010), (ii) the statutory financial statements of Tyco Electronics Ltd. for the fiscal year ended September 24, 2010, and (iii) the consolidated financial statements of Tyco Electronics Ltd. for the fiscal year ended September 24, 2010;

Agenda Item No. 3: To release the members of the Board of Directors and executive officers of Tyco Electronics for activities during the fiscal year ended September 24, 2010;

Agenda Item No. 4: To elect (i) Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2011, (ii) Deloitte AG, Zurich, Switzerland, as our Swiss registered auditor until our next annual general meeting, and (iii) PricewaterhouseCoopers AG, Zurich, Switzerland, as our special auditor until our next annual general meeting;

Agenda Item No. 5: To cast an advisory vote on executive compensation;

Agenda Item No. 6: To cast an advisory vote on the frequency with which advisory votes on executive compensation will be held;

Agenda Item No. 7: To approve a dividend payment to shareholders in a Swiss franc amount equal to US\$ 0.72 per issued share (including treasury shares) to be paid in four equal quarterly installments of US\$ 0.18 starting with the third fiscal quarter of 2011 and ending in the second fiscal quarter of 2012 pursuant to the terms of the dividend resolution;

Agenda Item No. 8: To approve the change of our corporate name from "Tyco Electronics Ltd." to TE Connectivity Ltd." and related amendments to our articles of association;

Agenda Item No. 9: To approve a renewal of authorized capital and related amendment to our articles of association;

Agenda Item No. 10: To approve a reduction of share capital for shares acquired under our share repurchase program and related amendments to our articles of association;

Agenda Item No. 11: To approve an authorization related to our share repurchase program; and

Agenda Item No. 12: To approve any adjournments or postponements of the meeting.

What is the recommendation of the Board of Directors on each of the agenda items scheduled to be voted on at the meeting? How do the Board of Directors and executive officers intend to vote with respect to the agenda items?

Tyco Electronics' Board of Directors recommends that you vote **FOR** each of the agenda items listed above as recommended by our Board of Directors except for Agenda Item No. 6, which offers three alternatives and for which the Board has not made a recommendation because it has decided to consider the views of the company's shareholders before making a determination. Our directors and executive officers have indicated that they intend to vote their shares in favor of each of the agenda items, except for Agenda Item No. 3 (Release the Members of the Board of Directors and Executive

Table of Contents

Officers of Tyco Electronics for Activities during the Fiscal Year ended September 24, 2010), where they are by law precluded from voting their shares, and for Agenda Item No. 6 (Advisory Vote on Frequency of Executive Compensation Advisory Vote). On January 3, 2011, our directors and executive officers and their affiliates beneficially owned approximately 1.1% of the outstanding shares.

What is the difference between being a shareholder of record and a beneficial owner?

If your shares are registered directly in your name in our share register operated by our stock transfer agent, you are considered the "shareholder of record" of those shares.

If your shares are held in a stock brokerage account or by a bank or other nominee on your behalf and the broker, bank or nominee is registered in our share register as a shareholder with voting rights, your broker, bank or other nominee is considered the shareholder of record and you are considered the "beneficial owner" or "street name holder" of those shares. In this case, the shareholder of record that is registered as a shareholder with voting rights has forwarded these proxy materials, and separate voting instructions, to you. As the beneficial owner, you have the right to direct the shareholder of record how to vote your shares by following the voting instructions they have provided with these materials. Because you are not the shareholder of record, you may not vote your shares in person at the meeting unless you receive a valid proxy from your broker, bank or other nominee that holds your shares giving you the right to vote the shares in person at the meeting.

Who is entitled to vote?

Shareholders of record

All shareholders registered in our share register at the close of business (Eastern Standard Time) on **February 17, 2011** are entitled to vote on the matters set forth in this proxy statement and any other matter properly presented at the meeting for consideration, provided such shareholders will have become registered as shareholders with voting rights by that time. See " I am a shareholder of record. How do I become registered as a shareholder with voting rights?"

Beneficial owners

Beneficial owners whose banks, brokers or nominees are shareholders registered in our share register with respect to the beneficial owners' shares at the close of business (Eastern Standard Time) on **February 17, 2011** are entitled to vote on the matters set forth in this proxy statement and any other matter properly presented at the meeting for consideration, provided such banks, brokers or nominees become registered as shareholders with voting rights. See " I am a shareholder of record. How do I become registered as a shareholder with voting rights?"

What if I am the record holder or beneficial owner of shares at the close of business (Eastern Standard Time) on January 19, 2011 but sell or otherwise transfer those shares before the close of business (Eastern Standard Time) on February 17, 2011?

Holders of record and beneficial owners will not be entitled to vote their shares or provide instructions to vote with respect to their shares if they hold shares at the close of business (Eastern Standard Time) on January 19, 2011 but sell or otherwise transfer those shares before the close of business (Eastern Standard Time) on February 17, 2011.

I am a shareholder of record. How do I become registered as a shareholder with voting rights?

If you are a shareholder of record, you have been registered as a shareholder with voting rights in our share register, unless in certain circumstances (such as failure to comply with particular disclosure requirements set forth in our articles of association) we have specifically advised you that you are registered as a shareholder without voting rights.

Table of Contents

How do I attend the Annual General Meeting?

For admission to the meeting, shareholders of record with voting rights should bring the admission ticket attached to the enclosed proxy card to the check-in area, where their ownership will be verified. Those who have beneficial ownership of registered shares held by a bank, brokerage firm or other nominee which has voting rights must bring to the check-in area account statements or letters from their banks, brokers or nominees showing that they own Tyco Electronics registered shares as of the close of business (Eastern Standard Time) on February 17, 2011. Registration will begin at 1:00 p.m., Central European Time (7:00 a.m., Eastern Standard Time), and the meeting will begin at 2:00 p.m., Central European Time (8:00 a.m., Eastern Standard Time). See " How do I vote if I am a shareholder of record?" and " How do I vote if I am a beneficial shareholder?" for a discussion of who is eligible and how to vote in person at the Annual General Meeting.

How do I vote if I am a shareholder of record?

If you are a registered shareholder, you can vote in the following ways:

At the Annual General Meeting: If you are a shareholder of record with voting rights of Tyco Electronics registered shares who plans to attend the Annual General Meeting and wishes to vote your shares in person, we will give you a ballot at the meeting.

Even if you plan to be present at the Annual General Meeting, we encourage you to complete and mail the enclosed card to vote your shares by proxy. If you are a holder of record, you may still attend the Annual General Meeting and vote in person.

By Mail: If you are a holder of record with voting rights, you may vote by marking, dating and signing the enclosed proxy card and returning it by mail for receipt by no later than indicated below. You may appoint the officers of Tyco Electronics named in the proxy card as your proxy. If you appoint officers of Tyco Electronics as your proxy, you will need to send your proxy card to Tyco Electronics Ltd., c/o BNY Mellon Shareowner Services, P. O. Box 3550, South Hackensack, NJ 07606-9250, United States of America. Alternatively, you may authorize the independent proxy, Dr. Jvo Grundler, Ernst & Young AG, with full rights of substitution, to vote your shares on your behalf. If you appoint the independent proxy, you will need to send your proxy card directly to the independent proxy at the following address: Dr. Jvo Grundler, Ernst & Young AG, Legal, Bleicherweg 21, P.O. Box, CH-8022, Zurich, Switzerland.

In order to assure that your votes are tabulated in time to be voted at the Annual General Meeting, you must submit your proxy card so that it is received by 5:00 p.m., Central European Time (11:00 a.m., Eastern Standard Time) on March 8, 2011.

If you have timely submitted a properly executed proxy card and clearly indicated your votes, your shares will be voted as indicated. If you have timely submitted a properly executed proxy card and have not clearly indicated your votes, your shares will be voted **FOR** each of the agenda items for which you have not clearly indicated votes as recommended by our Board of Directors except for Agenda Item No. 6 which will be voted as an abstain vote. If any other matters are properly presented at the meeting, the Tyco Electronics officers or the independent proxy, as applicable, will vote the shares represented by all properly executed proxies in accordance with the recommendation of the Board of Directors.

How do I vote if I am a beneficial shareholder?

General: If you hold your shares in street name, you should provide instructions to your bank or broker on how you wish your vote to be recorded by following the instructions on your voting instruction form supplied by your bank or broker with these proxy materials.

Table of Contents

At the Annual General Meeting: If you are a shareholder who owns shares in street name, you are not entitled to vote in person at the Annual General Meeting unless you have a proxy, executed in your favor, from the bank, broker or nominee holder of record of your shares. We will then give you a ballot at the meeting.

Can I vote by telephone or via the Internet?

If you are a shareholder of record, you cannot vote by telephone or via the Internet. If you are a beneficial owner, see the voting instruction card provided by your broker, bank or other nominee for telephone or Internet voting instructions.

How do I appoint Tyco Electronics officers as my proxy?

If you properly fill in your proxy card and mark the appropriate box so as to appoint officers of Tyco Electronics as your proxy, with full rights of substitution, and send it to us in time to vote, your proxy, meaning one of the individuals named on your proxy card, will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, you will be deemed to appoint officers of Tyco Electronics as your proxy and your proxy will vote your shares **FOR** each of the agenda items listed in the Invitation to Annual General Meeting of Shareholders as recommended by the Board of Directors except for Agenda Item No. 6 which will be voted as an abstain vote. Alternatively, you can grant a proxy to the independent proxy as described below.

If a new agenda item or a new motion or proposal for an existing agenda item is properly presented to the Annual General Meeting, the Tyco Electronics officers acting as your proxy will vote in accordance with the recommendation of our Board of Directors. At the time of printing this proxy statement, we know of no matters to be acted on at the Annual General Meeting other than those discussed in the Invitation to Annual General Meeting of Shareholders and this proxy statement.

How do I appoint the independent proxy as my proxy?

If you are a shareholder of record with voting rights, you may authorize the independent proxy, Dr. Jvo Grundler, with full rights of substitution, to vote your shares on your behalf by marking the box corresponding to the independent proxy on the enclosed proxy card. If you authorize the independent proxy to vote your shares without giving instructions, your shares will be voted in accordance with the recommendations of the Board of Directors with regard to the items listed in the Invitation to Annual General Meeting of Shareholders except for Agenda Item No. 6 which will be voted as an abstain vote. If new agenda items (other than those in the Invitation) or new motions or proposals with respect to those agenda items set forth in the Invitation are properly being put forth at the Annual General Meeting, the independent proxy will vote in accordance with the recommendation of the Board of Directors. Proxy cards authorizing the independent proxy to vote shares on your behalf must be sent by mail directly to the independent proxy at the following address: Dr. Jvo Grundler, Ernst & Young AG, Legal, Bleicherweg 21, P.O. Box, CH-8022, Zurich, Switzerland. These proxy cards must be received no later than 5:00 p.m., Central European Time (11:00 a.m., Eastern Standard Time), on March 8, 2011.

If my shares are held in "street name" by my broker, will my broker vote my shares for me?

We recommend that you contact your broker. Your broker can give you directions on how to instruct the broker to vote your shares. If you have not provided instructions to the broker, your broker will be able to vote your shares with respect to "routine" matters but not "non-routine" matters pursuant to New York Stock Exchange ("NYSE") rules. We believe the following agenda items will be considered non-routine under NYSE rules and therefore your broker will not be able to vote your shares with respect to these agenda items unless the broker receives appropriate instructions from you: Agenda Item No. 1 (Election of Directors), Agenda Item No. 5 (Advisory Vote on Executive

Table of Contents

Compensation) and Agenda Item No. 6 (Advisory Vote on Frequency of Executive Compensation Advisory Vote).

What if I am a proxy holder of deposited shares?

Institutions subject to the Swiss Federal Law on Banks and Savings Banks as well as professional asset managers who hold proxies for holders of record with voting rights who did not grant proxies to Tyco Electronics officers or the independent proxy must inform Tyco Electronics of the number of shares they represent by mail so that we receive notice no later than 5:00 p.m., Central European Time (11:00 a.m., Eastern Standard Time), on March 8, 2011. This information must be mailed to: Tyco Electronics Ltd., Attention: Secretary, Rheinstrasse 20, CH-8200 Schaffhausen, Switzerland.

How many shares can vote at the Annual General Meeting?

Our registered shares are our only class of voting stock. As of January 19, 2011, there were 445,482,404 registered shares issued and outstanding and entitled to vote; however, shareholders who are not registered in our share register as shareholders or do not become registered as shareholders with voting rights as of the close of business (Eastern Standard Time) on February 17, 2011 will not be entitled to attend, vote or grant proxies to vote at, the Annual General Meeting. See " I am a shareholder of record. How do I become registered as a shareholder with voting rights?" Shares duly represented at the Annual General Meeting will be entitled to one vote per share for each matter presented at the Annual General Meeting. Shareholders who are registered in our share register as of the close of business (Eastern Standard Time) on February 17, 2011 and who are registered with voting rights may vote in person at the Annual General Meeting as discussed under " How do I vote if I am a shareholder of record? At the Annual General Meeting."

What quorum is required for the Annual General Meeting?

The presence, in person or by proxy, of at least the majority of the registered shares entitled to vote constitutes a quorum for the conduct of business at the Annual General Meeting.

What vote is required for approval of each agenda item and what is the effect of broker non-votes and abstentions?

The following agenda items require the affirmative vote of an absolute majority of the votes of registered shares with voting rights that are represented at the Annual General Meeting in person or by proxy. An absolute majority means at least half plus one additional vote represented at a general meeting of shareholders.

Agenda Item No. 1: Election of ten (10) directors proposed by the Board of Directors;

Agenda Item Nos. 2.1, 2.2 and 2.3: Approval of (i) the 2010 Annual Report of Tyco Electronics Ltd. (excluding the statutory financial statements for the fiscal year ended September 24, 2010 and the consolidated financial statements for the fiscal year ended September 24, 2010), (ii) the statutory financial statements of Tyco Electronics Ltd. for the fiscal year ended September 24, 2010, and (iii) the consolidated financial statements of Tyco Electronics Ltd. for the fiscal year ended September 24, 2010;

Agenda Item Nos. 4.1, 4.2 and 4.3: Election of (i) Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2011, (ii) Deloitte AG, Zurich, Switzerland, as our Swiss registered auditor until our next annual general meeting, and (iii) PricewaterhouseCoopers AG, Zurich, Switzerland, as our special auditor until our next annual general meeting;

Agenda Item No. 5: Advisory vote on executive compensation;

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Table of Contents

Agenda Item No. 6: Advisory vote on frequency of executive compensation advisory vote;

Agenda Item No. 7: Declaration of dividend;

Agenda Item No. 8: Change of our corporate name from "Tyco Electronics Ltd." to TE Connectivity Ltd.";

Agenda Item No. 10: Approval of reduction of share capital for shares acquired under our share repurchase program;

Agenda Item No. 11: Authorization relating to share repurchase program; and

Agenda Item No. 12: Approval of any adjournments or postponements of the meeting.

The following agenda item requires the affirmative vote of two-thirds of registered shares with voting rights and the absolute majority of the par value of the registered shares with voting rights that are represented at the Annual General Meeting in person or by proxy.

Agenda Item No. 9: Renewal of authorized capital.

The following agenda item requires the affirmative vote of an absolute majority of the votes of registered shares with voting rights that are represented at the Annual General Meeting in person or by proxy, not counting the votes of any member of the Board of Directors or any executive officer of Tyco Electronics.

Agenda Item No. 3: The release of the members of the Board of Directors and executive officers for activities during the fiscal year ended September 24, 2010.

Registered shares which are represented by broker non-votes (which occur when a broker holding shares for a beneficial owner does not vote on a particular agenda item because the broker does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner) and registered shares which are cast as abstentions on any matter, are counted towards the determination of a majority required to approve such agenda item and will therefore have the effect of an **AGAINST** vote on that item. Abstentions and broker non-votes are counted for quorum purposes.

Who will count the votes and certify the results?

An independent vote tabulator will count the votes. BNY Mellon Shareowner Services has been appointed by the Board of Directors as the independent inspector of election and will determine the existence of a quorum, validity of proxies and ballots, and certify the results of the voting.

If I vote and then want to change or revoke my vote, may I?

If you are a shareholder of record and have granted a proxy to designated officers of Tyco Electronics, you may revoke or change your proxy at any time before it is exercised at the meeting by submitting a later dated proxy card at or before the meeting, by notifying our Secretary in writing that you have revoked your proxy, or by attending the meeting and giving notice of revocation in person. If you wish to revoke your proxy, you must do so in sufficient time to permit the necessary examination and tabulation of the subsequent proxy or revocation before the vote is taken. Written revocations should be directed to:

Secretary
Tyco Electronics Ltd.
Rheinstrasse 20
CH-8200 Schaffhausen, Switzerland

Table of Contents

If you are a shareholder of record and have granted a proxy to the independent proxy, Dr. Jvo Grundler, you may revoke or change your proxy at any time before it is exercised at the meeting by submitting a revocation letter, and new proxy, if applicable, directly to the independent proxy so that it is received by no later than 5:00 p.m., Central European Time (11:00 a.m., Eastern Standard Time) on March 8, 2011. Written revocations should be directed to the following address: Dr. Jvo Grundler, Ernst & Young AG, Legal, Bleicherweg 21, P.O. Box, CH-8022, Zurich, Switzerland.

Your presence without voting at the meeting will not automatically revoke your proxy, and any revocation during the meeting will not affect votes previously taken at the meeting.

If your shares are held in a stock brokerage account or by a bank or other nominee on your behalf, follow the voting instructions provided to you with these materials to determine how you may change your vote.

Can I sell my shares before the meeting if I have voted?

Yes. Tyco Electronics does not block the transfer of shares before the meeting. However, unless you are a shareholder of record with voting rights at the close of business (Eastern Standard Time) on February 17, 2011, your vote will not be counted.

Are shareholders permitted to ask questions at the meeting?

During the Annual General Meeting, shareholders may ask questions or make comments relating to agenda items following the second of the motion and prior to the taking of the vote by the moderator.

Whom may I contact for assistance?

You should contact Innisfree M&A Incorporated, who we have engaged as a proxy solicitor for the Annual General Meeting. The contact information for Innisfree is below:

Innisfree M&A Incorporated
501 Madison Avenue, 20th Floor
New York, New York 10022, United States of America
Shareholders call toll free 877-750-9497 (U.S. and Canada)
or collect +1-412-232-3651 (international)
Banks and brokerage firms call collect 212-750-5834

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth the number of outstanding shares of Tyco Electronics beneficially owned as of January 3, 2011 by each current director, each executive officer named in the Summary Compensation Table and all of our executive officers and directors as a group. All current directors are nominees for director, except Dr. Charan. The address of our executive officers and directors is c/o Tyco Electronics, 1050 Westlakes Drive, Berwyn, Pennsylvania 19312.

Beneficial Owner	Number of Shares Beneficially Owned ⁽¹⁾
Directors and Executive Officers:	
Thomas J. Lynch ⁽²⁾⁽³⁾⁽⁴⁾	2,054,429
Terrence R. Curtin ⁽²⁾⁽⁴⁾	419,862
Joseph B. Donahue ⁽²⁾⁽⁴⁾	165,720
Charles P. Dougherty ⁽²⁾⁽⁴⁾	135,470
Robert A. Scott ⁽²⁾⁽⁴⁾⁽⁵⁾	316,046
Pierre R. Brondeau ⁽³⁾⁽⁶⁾	20,471
Ram Charan ⁽⁶⁾⁽⁷⁾	15,673
Juergen W. Gromer ⁽³⁾⁽⁶⁾	99,201
Robert M. Hernandez ⁽³⁾⁽⁶⁾⁽⁸⁾	53,976
Daniel J. Phelan ⁽³⁾⁽⁶⁾	18,976
Frederic M. Poses ⁽³⁾⁽⁶⁾	340,514
Lawrence S. Smith ⁽³⁾⁽⁶⁾⁽⁹⁾	25,696
Paula A. Sneed ⁽³⁾⁽⁶⁾	22,722
David P. Steiner ⁽³⁾⁽⁶⁾	18,976
John C. Van Scoter ⁽³⁾⁽⁶⁾	16,376
All current directors and executive officers as a group (24 persons) ⁽⁴⁾⁽⁶⁾⁽¹⁰⁾	4,926,302

- (1) The number shown reflects the number of shares owned beneficially as of January 3, 2011, based on information furnished by the persons named, public filings and Tyco Electronics records. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission ("SEC") and generally includes voting or investment power with respect to securities. Except as otherwise indicated in the notes below and subject to applicable community property laws, each owner has sole voting and sole investment power with respect to all shares beneficially owned by such person. To the extent indicated in the notes below, shares beneficially owned by a person include shares of which the person has the right to acquire beneficial ownership within 60 days after January 3, 2011. All current directors and executive officers as a group beneficially own 1.1% of the outstanding shares as of January 3, 2011. No current director or executive officer appearing in the above table beneficially owns 1% or more of the outstanding shares as of January 3, 2011.
- (2) The named person is named in the Summary Compensation Table as an executive officer.
- (3) The named person is a director and nominee for director.
- (4) Includes shares issuable upon the exercise of stock options presently exercisable or exercisable within 60 days after January 3, 2011 as follows: Mr. Lynch 1,860,739; Mr. Curtin 379,681; Mr. Donahue 144,500; Mr. Dougherty 128,054; Mr. Scott 275,271; all executive officers as a group 3,850,463. Includes restricted stock units vesting

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Table of Contents

within 60 days after January 3, 2011 as follows: Mr. Dougherty 7,416; all executive officers as a group 7,416.

- (5) Includes 15,000 shares held in a trust over which Mr. Scott has dispositive power.
- (6) Includes vested deferred stock units (DSUs) as follows: Dr. Brondeau 11,189; Dr. Charan 11,189; Dr. Gromer 21,724; Mr. Hernandez 11,189; Mr. Phelan 11,189; Mr. Poses 12,543; Mr. Smith 14,974; Ms. Sneed 13,735; Mr. Steiner 11,189; Mr. Van Scoter 5,993. Distribution of DSUs will occur upon the termination of the individual's service on the Board of Directors. Upon such termination, Tyco Electronics will issue the number of shares equal to the aggregate number of DSUs credited to the individual, including DSUs received through the accrual of dividend equivalents.
- (7) The named person is a director.
- (8) Includes 35,000 shares held in a trust over which Mr. Hernandez has dispositive power.
- (9) Includes 1,860 shares held in a trust over which Mr. Smith has dispositive power. Mr. Smith disclaims beneficial ownership of such shares. Also includes 4,484 shares that either are or could be pledged as security for certain margin account transactions.
- (10) Includes 10,286 shares that either are or could be pledged as security for certain margin account transactions.

The following table sets forth the information indicated for persons or groups known to us to be beneficial owners of more than 5% of our outstanding shares as of January 3, 2011.

Name and Address of Beneficial Owner	Number of Shares	Percentage of Class
Dodge & Cox ⁽¹⁾ 555 California Street, 40th Floor San Francisco, CA 94104	38,036,916	8.5%
FMR LLC ⁽²⁾ 82 Devonshire Street Boston, MA 02109	32,190,773	7.2%
AXA Financial, Inc. ⁽³⁾ 1290 Avenue of the Americas New York, NY 10104	23,471,518	5.3%

- (1) This information is based on a Schedule 13G filed with the SEC on February 12, 2010 by Dodge & Cox, which reported sole and shared voting power and sole dispositive power as follows: sole voting power 36,581,241, shared voting power 63,525, and sole dispositive power 38,036,916.
- (2) This information is based on a Schedule 13G filed with the SEC on February 16, 2010 by FMR LLC, which reported sole voting power and sole dispositive power as follows: sole voting power 887,061 and sole dispositive power 32,190,773.

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Table of Contents

(3)

This information is based on a Schedule 13G filed with the SEC on December 9, 2010 by (i) AXA Assurances I.A.R.D. Mutuelle and AXA Assurances Vie Mutuelle (collectively, the "Mutuelles AXA"), (ii) AXA, and (iii) AXA Financial, Inc. ("AXA Financial"), which reports that these entities may be deemed to beneficially own all of the shares reported in the table. Each of these entities reported sole voting power with respect to 19,187,137 shares and sole dispositive power with respect to 23,471,518 shares. These entities also reported that (i) AllianceBernstein L.P., a subsidiary of AXA Financial, holding shares on behalf of unaffiliated third-party client accounts, has sole voting power with respect to 19,184,037 shares and sole dispositive power with respect to 23,210,308 shares, and (ii) AXA Equitable Life Insurance Company, a subsidiary of AXA Financial, has sole voting power with respect to 3,100 shares and sole dispositive power with respect to 261,210 shares. The address of the Mutuelles AXA is 26, rue Drouot, 75009 Paris, France. The address of AXA is 25, avenue Matignon, 75008 Paris, France.

Table of Contents

AGENDA ITEM NO. 1 ELECTION OF DIRECTORS

Motion Proposed by the Board of Directors

At the Annual General Meeting, upon the recommendation of the Nominating, Governance and Compliance Committee, the Board of Directors proposes ten nominees for election as directors to hold office until the annual general meeting of shareholders in 2012. The ten nominees are current directors of Tyco Electronics Ltd. and are listed below with brief biographies. Ram Charan has decided not to stand for re-election as he is nearing the retirement age for directors established by the Board.

Vote Requirement to Elect Directors

The approval of a majority of our shares represented at the meeting, whether in person or by proxy, is required for approval of the election of each of the ten (10) nominees for director.

Recommendation

The Board of Directors recommends a vote "FOR" the election of each of the ten (10) nominees for director. Proxies will be so voted unless shareholders specify otherwise in their proxies.

NOMINEES FOR ELECTION

Qualifications of Nominees Recommended by the Board

The Board as a whole is constituted to be strong in its collective knowledge of and diversity of experience in accounting and finance, management and leadership, vision and strategy, business operations, business judgment, crisis management, risk assessment, industry knowledge, corporate governance and global markets. The Nominating, Governance and Compliance Committee designs searches for candidates to fill vacancies on the Board and makes recommendations for director nominations to the Board. When preparing to search for a new director, the committee takes into account the experience, qualifications, skills and expertise of the Board's current members. The committee seeks candidates who have a history of achievement and leadership and are experienced in areas relevant to the company's business such as international trade, finance, technology, manufacturing processes and marketing. The committee also considers independence, as defined by applicable law, stock exchange listing standards and the categorical standards listed in the company's Board Governance Principles, which are set forth in the "Board Organization and Independence of its Members" section of the Principles, and which can be found on the company's website at <http://www.te.com/aboutus/boardofdirectors.asp>.

The professional experience, qualifications, skills and expertise of each nominee is set forth below. The Board and the company believe that all nominees possess additional qualities, business knowledge and personal attributes valuable to their service on the Board and that all have demonstrated commitment to ethical and moral values and personal and professional integrity.

Pierre R. Brondeau, 53, joined our Board of Directors in June 2007, immediately following our separation from Tyco International Ltd. ("Tyco International"). Dr. Brondeau has been President, Chief Executive Officer and a Director of FMC Corporation, a global chemical company, since January 2010 and has served as Chairman of its Board of Directors since October 2010. Prior to joining FMC Corporation, he was President and Chief Executive Officer of Rohm & Haas Company, a manufacturer of specialty materials and a wholly-owned subsidiary of the Dow Chemical Company, upon the April 2009 merger of Rohm & Haas Company and Dow Chemical Company, until September 2009. From 2006 to 2009, Dr. Brondeau served as Executive Vice President of electronics materials and specialty

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Table of Contents

materials of Rohm & Haas Company. He also has served as Vice-President, Business Group Executive, Electronic Materials, President and Chief Executive Officer, Rohm & Haas Electronic Materials LLC, and Regional Director, Europe, from 2003 to 2006, and previously as Vice-President, Business Group Director, Electronic Materials, President and Chief Executive Officer, Shipley Company, LLC, from 1999 to 2003. Dr. Brondeau received a master's degree from Universite de Montpellier and a Doctorate from Institut National des Sciences appliquees de Toulouse. Dr. Brondeau has been named a Director of Marathon Oil Corporation effective January 1, 2011.

Dr. Brondeau has over 20 years of executive leadership experience, including twelve years of senior executive experience, at large multi-national public companies engaged in the specialty materials and chemicals industries. He has over 25 years of international business experience in the United States and Europe, and significant expertise in finance and mergers and acquisitions, as well as other areas of business.

Juergen W. Gromer, 66, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Dr. Gromer was President of Tyco Electronics from April 1999 until he retired from that position on December 31, 2007. From September 2006 until our separation from Tyco International, he also held the position of President of the Electronic Components Business segment of Tyco International. Dr. Gromer held a number of senior executive positions over the prior ten years with AMP Incorporated, which was acquired by Tyco International in 1999. Dr. Gromer received his undergraduate degree and doctorate in physics from the University of Stuttgart. Dr. Gromer is a Director of WABCO Holdings Inc. and Marvell Technology Group Ltd. He is also Chairman of the Board of the Society for Economic Development of the District Bergstrasse/Hessen, a member of the Advisory Board of Commerzbank, and a Director of the Board and Vice President of the American Chamber of Commerce Germany.

Dr. Gromer retired as President of Tyco Electronics with over 25 years of achievement and executive management experience with the company and its predecessor AMP and provides valuable historical perspective to the Board. Dr. Gromer holds a Ph.D. in physics which, combined with past and current directorships with publicly-held technology companies in Europe and the United States, makes him a valuable contributor to the technology vision of the company. He also has financial, governance and global leadership expertise gained from his service as a member, executive or chairman of the boards of several European financial, utility and economic organizations.

Robert M. Hernandez, 66, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Mr. Hernandez has served as Chairman of the Board of RTI International Metals, Inc., a producer of titanium mill products and fabricated metal components, from 1990 to the present. From 1994 to 2001, he served as Vice Chairman and Chief Financial Officer of USX Corporation and prior to that served in a variety of positions during his career at USX, beginning in 1968. Mr. Hernandez received a bachelor's degree from the University of Pittsburgh and an MBA from the Wharton Graduate School of the University of Pennsylvania. Mr. Hernandez is Lead Director of ACE Ltd., a Director of Eastman Chemical Company and Chairman of the Board of Trustees of the Equity-Bond Complex of the BlackRock Mutual Funds.

Mr. Hernandez has extensive experience as a director, lead director and board chairman for several large-capitalization companies in a broad range of industries for over 20 years. He has over 15 years of senior executive leadership experience in a range of positions including managing the operations of a large public manufacturing company. Mr. Hernandez, who holds an MBA, has extensive financial and business management experience as chief financial officer of a large steel producer and as chairman of the board of a mutual fund group.

Thomas J. Lynch, 56, has served on our Board of Directors since early 2007 and as Chief Executive Officer of Tyco Electronics since January 2006, and was previously President of Tyco

Table of Contents

Engineered Products and Services since joining Tyco International in September 2004. Prior to joining Tyco International, Mr. Lynch was at Motorola where he was Executive Vice President and President and Chief Executive Officer, Personal Communications Sector from August 2002 to September 2004; Executive Vice President and President, Integrated Electronic Systems Sector from January 2001 to August 2002; Senior Vice President and General Manager, Satellite & Broadcast Network Systems, Broadband Communications Sector from February 2000 to January 2001; and Senior Vice President and General Manager, Satellite & Broadcast Network Systems, General Instrument Corporation from May 1998 to February 2000. Mr. Lynch holds a bachelor of science degree in commerce from Rider University. Mr. Lynch is a Director of Thermo Fisher Scientific Inc.

Mr. Lynch has extensive executive leadership experience in the electronics industry, having served as our chief executive officer for the past five years and, before that, as lead executive of business units at the company's former parent. He has gained international expertise through management of the company's world-wide presence and as a member of the U.S.-China Business Council. Mr. Lynch's education in accounting and commerce and experience on the audit, compensation and nominating committees of the board of another large corporation provide him with valuable perspective for service on our Board.

Daniel J. Phelan, 61, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Mr. Phelan has served as Chief of Staff of GlaxoSmithKline, a manufacturer of pharmaceuticals and consumer health-related products, from May 2008 to the present and previously was Senior Vice President, Human Resources from 1994. Mr. Phelan is responsible for information technology, human resources, corporate strategy and development, world wide real estate and facilities, environmental health and safety, and global security. Mr. Phelan received bachelor's and law degrees from Rutgers University and a master's degree from Ohio State University.

Mr. Phelan brings a range of valuable expertise to the Board. He is chief of staff of a large global health products and pharmaceuticals manufacturer and has served for over 15 years in executive positions where his responsibilities have included information technology, human resource management, strategy, real estate, environmental concerns and global security. In addition, he holds a law degree and has experience advising chief executives, as well as experience in labor law and labor relations, executive compensation, mergers, acquisitions and divestitures, succession planning, leadership development, and pension and benefits design and management.

Frederic M. Poses, 68, joined our Board of Directors as Chairman in June 2007, immediately following our separation from Tyco International. Mr. Poses is Chief Executive Officer and Partner of Ascend Performance Materials, a manufacturer of nylon related chemicals, resins and fibers for commercial and industrial products, since June 2009. He previously was Chairman and Chief Executive Officer of Trane Inc. (formerly American Standard Companies Inc.), a manufacturer and provider of air conditioning systems and services, vehicle control systems and bath and kitchen products, from 1999 until its acquisition by Ingersoll Rand in 2008. From 1998 to 1999, Mr. Poses was President and Chief Operating Officer of AlliedSignal, Inc., where he served in various capacities over his career, beginning in 1969. Mr. Poses holds a bachelor's degree in business administration from New York University. Mr. Poses is a Director of Raytheon Company and previously served as a Director of Centex Corporation from July 2001 until August 2009 and of WABCO Holdings Inc. for a brief period in 2007 until its spinoff.

Mr. Poses has extensive leadership experience as chief executive officer and chairman of a large multi-national public manufacturing company for ten years and president and chief operating officer of another large global public manufacturing company. He has served as our chairman for over four years and has demonstrated significant leadership skills as a director for over ten years at several other large public companies. His business career began over 40 years ago as a financial analyst and includes over 20 years in executive management positions.

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Table of Contents

Lawrence S. Smith, 63, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Mr. Smith was Executive Vice President from 1995 and Co-Chief Financial Officer from 2002 of Comcast Corporation, a broadband cable provider, until his retirement in March 2007, following which he consulted for Comcast Corporation until 2010. He served in finance and administration positions at Comcast from 1988 to 1995. Prior to joining Comcast, Mr. Smith was Chief Financial Officer of Advanta Corporation. He also worked for Arthur Andersen LLP for 18 years, where he was a tax partner. Mr. Smith has a bachelor's degree from Ithaca College. Mr. Smith is a Director of Air Products and Chemicals, Inc. and GSI Commerce Inc.

Mr. Smith brings many years of public company experience both as chief financial officer of a large public company and by serving on the boards of international public companies. His significant experience with complex financial and operational issues combined with his knowledge of public reporting requirements and processes brings accounting, financial management and operational insight to the Board. He also has extensive mergers and acquisitions and corporate finance experience. Mr. Smith meets the SEC definition of an audit committee financial expert.

Paula A. Sneed, 63, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Ms. Sneed is Chair and Chief Executive Officer of Phelps Prescott Group, LLC, a strategy and management consulting firm, since 2008. Previously, she was Executive Vice President of Global Marketing Resources and Initiatives for Kraft Foods, Inc., a worldwide producer of branded food and beverage products, until her retirement in December 2006. She served as Group Vice President and President of Electronic-Commerce and Marketing Services for Kraft Foods North America, part of Kraft Foods, Inc., from 2000 until 2004, and Senior Vice President, Global Marketing Resources and Initiatives from December 2004 to July 2005. She joined General Foods Corporation (which later merged with Kraft Foods) in 1977 and has held a variety of management positions. Ms. Sneed received a bachelor's degree from Simmons College and an MBA from Harvard Graduate School of Business. Ms. Sneed is a Director of Airgas Inc. and Charles Schwab Corporation.

Ms. Sneed brings proven leadership in strategy development as CEO of a strategy and management consulting firm for three years, and previously as the executive vice president managing a global marketing division of a large public company for six years where she demonstrated expertise in all aspects of marketing for over 20 years. She has over 35 years of experience in corporate and non-profit leadership roles. Ms. Sneed also has over 15 years of corporate director experience including service on audit, compensation and nominating and governance committees, bringing valuable insight to our Board. She has an MBA and meets the SEC definition of an audit committee financial expert.

David P. Steiner, 50, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Since March 2004, Mr. Steiner has served as Chief Executive Officer and a Director of Waste Management, Inc., a provider of integrated waste management services, and also has been its President since June 2010. His previous positions at Waste Management included Executive Vice President and Chief Financial Officer from 2003 to 2004, Senior Vice President, General Counsel and Corporate Secretary from 2001 to 2003 and Vice President and Deputy General Counsel from 2000 to 2001. Mr. Steiner received a bachelor's degree from Louisiana State University and a law degree from the University of California, Los Angeles. Mr. Steiner is a Director of FedEx Corporation.

Mr. Steiner brings twelve years of large public company leadership experience, including six as CEO, two as CFO, and four as general counsel or in other legal roles. As a former CFO, he brings finance experience to the Board. He also brings large public company directorship experience to the Board. Additionally, before his large public company experience, Mr. Steiner spent ten years in private practice at a large law firm. His legal background makes him well suited to address legal and governance issues of the Board.

Table of Contents

John C. Van Scoter, 49, joined our Board of Directors in December 2008. Since February 2010, Mr. Van Scoter has been Chief Executive Officer and President of eSolar, Inc., a producer of modular, scalable concentrating solar thermal power technology. He also is a Director of eSolar, Inc. From 2005 through 2009, he was Senior Vice President of Texas Instruments Incorporated, a global semiconductor company. During his 25 year career at Texas Instruments, he also held positions as General Manager of the Digital Light Processing (DLP®) Products Division and various Digital Signal Processor business units, manager of application specific integrated circuit (ASIC) product development and engineering, product engineer and technical sales engineer. Mr. Van Scoter holds a bachelor of science degree in mechanical engineering from the University of Vermont.

Mr. Van Scoter brings significant technology and leadership experience to the Board as CEO of a private energy technology producer and through over 25 years of management and executive positions with a large public technology company. His training in mechanical engineering and experience as a product engineer is also valuable to the Board.

The Board of Directors has concluded that the experience, qualifications, skills and expertise described above qualify the nominees to serve as Directors of the company.

Director Not Standing for Re-Election

Set forth below is the information about current director Ram Charan, who is not standing for re-election at the Annual General Meeting.

Ram Charan, 71, joined our Board of Directors in June 2007, immediately following our separation from Tyco International. Since 1978, Dr. Charan has served as an advisor to executives and corporate boards and provides expertise in corporate governance, global strategy and succession planning. Dr. Charan received a bachelor's degree from Banaras Hindu University and an MBA and a DBA from Harvard Business School. Dr. Charan has over 30 years of experience advising executives and corporate boards on governance, global strategy, leadership and succession planning.

Board Diversity

The Nominating, Governance and Compliance Committee regularly reviews the composition of the Board in light of the company's businesses, strategic plan, structure and the current global business and economic environment. The Board demands the highest standards of individual and corporate integrity and is dedicated to diversity, fair treatment, mutual respect and trust. Although the Board does not have a specific board diversity policy, it is constituted of individuals possessing diverse business experience, education, vision, and industry and global market knowledge.

Shareholder Recommendations

The Nominating, Governance and Compliance Committee will consider all shareholder recommendations for candidates for the Board, which should be sent to the Nominating, Governance and Compliance Committee, c/o Harold G. Barksdale, Secretary, Tyco Electronics, Rheinstrasse 20, CH-8200 Schaffhausen, Switzerland. In addition to considering candidates suggested by shareholders, the committee considers candidates recommended by current directors, company officers, employees and others. The committee screens all candidates in the same manner regardless of the source of the recommendation. The committee's review is typically based on any written materials provided with respect to the candidate. The committee determines whether the candidate meets the company's general qualifications and specific qualities and skills for directors (see above) and whether requesting additional information or an interview is appropriate.

Table of Contents

CORPORATE GOVERNANCE

Governance Principles

The Board of Directors' Governance Principles, which include guidelines for determining director independence and qualifications for directors, can be found on the company's website at <http://www.te.com/aboutus/boardofdirectors.asp>. Corporate governance developments are regularly reviewed by the Board in order to appropriately modify the Board's Governance Principles, committee charters and policies.

Board Leadership Structure

The Nominating, Governance and Compliance Committee reviews the Board's organization annually and recommends appropriate changes to the Board. To conduct its business the Board maintains three standing committees: Audit, Management Development and Compensation and Nominating, Governance and Compliance which are composed entirely of independent directors. Assignments to, and chairs of, the Audit and Management Development and Compensation Committees are recommended by the Nominating, Governance and Compliance Committee and selected by the Board. The independent directors as a group elect the members and the chair of the Nominating, Governance and Compliance Committee.

Since its inception as a public company, the company's governance structure has included a non-executive chairman who is separate from the CEO and presides over all meetings of the Board. The Board believes that there are advantages to having a non-executive chairman for matters such as communications and relations between the Board, the CEO and other senior management and in assisting the Board in reaching consensus on particular strategies and policies.

The Board is normally constituted of between ten and thirteen directors and is comprised of a substantial majority of independent directors. All directors are annually elected by a majority of votes cast at the annual general meeting of shareholders.

Board Oversight of Risk Management

The Board of Directors is responsible for appraising the company's major risks and overseeing that appropriate risk management and control procedures are in place. The Board must understand the risks facing the company as a function of its strategy, provide oversight of the processes put in place to identify and manage risk and manage those risks (for example, in relation to executive compensation and succession) that only the Board is positioned to manage. The Board is responsible for determining that senior executives take the appropriate steps to manage all major risks. Management has day-to-day responsibility for assessing and managing the company's particular exposures to risk.

The Audit Committee of the Board meets to review and discuss, as determined to be appropriate, with management, the internal auditor and the independent registered public accounting firm the company's major financial and accounting risk exposures and related policies and practices to assess and control such exposures, and assist the Board in fulfilling its oversight responsibilities regarding the company's policies and guidelines with respect to risk assessment and risk management. The company's risk assessment process was in place for the fiscal year ended September 24, 2010 and followed by the Board of Directors.

The Management Development and Compensation Committee reviews the company's risks related to chief executive officer succession and succession plans for senior executives, overall compensation structure, incentive compensation plans and equity-based plans, policies and programs, severance programs and change-of-control agreements and benefit programs. The committee meets, as appropriate, with the internal and/or external auditors to discuss management and employee

Table of Contents

compliance with the compensation, incentive, severance and other benefit programs and policies under the committee's jurisdiction.

The Nominating, Governance and Compliance Committee reviews the company's policies and risks related to related person transactions required to be disclosed pursuant to U.S. securities rules, the effectiveness of the company's environmental, health, & safety management program, the company's enterprise-wide risk assessment processes and the company's compliance programs.

The Board's role in risk oversight of the company is consistent with the company's leadership structure, with the CEO and other members of senior management having responsibility for assessing and managing the company's risk exposure, and the Board and its committees providing oversight in connection with those efforts.

Director Independence

Eight of the ten directors nominated for re-election have been determined by the Board to be independent directors. For a director to be considered independent, the Board must make an affirmative determination that a director meets the stringent guidelines for independence set by the Board. These guidelines either meet or exceed the NYSE listing standards' independence requirements. The guidelines include a determination that the director has no current or prior material relationships with Tyco Electronics (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company), aside from his or her directorship, that could affect his or her judgment.

The independence guidelines also include the determination that certain limits to annual sales to or purchases from entities for which a director serves as an executive officer, and limits on direct compensation from the company for directors and certain family members (other than fees paid for board or committee service), are not exceeded and other restrictions.

Based on the review and recommendation by the Nominating, Governance and Compliance Committee, the Board of Directors analyzed the independence of each director and determined that the following director nominees meet the standards of independence under our director independence guidelines and applicable NYSE listing standards, and that each of the following director nominees is free of any relationship that would interfere with his or her individual exercise of independent judgment: Pierre R. Brondeau, Robert M. Hernandez, Daniel J. Phelan, Frederic M. Poses, Lawrence S. Smith, Paula A. Sneed, David P. Steiner and John C. Van Scoter. The Board also reached this determination for Ram Charan, who is not standing for re-election.

Guide to Ethical Conduct

All directors, officers and employees of Tyco Electronics review and affirm that they understand and are in compliance with the policies and principles contained in Tyco Electronics' code of ethical conduct set forth in the company's manual, "The Power of Integrity: Guide to Ethical Conduct." The guide is published in the Board of Directors section of Tyco Electronics' website at <http://www.te.com/aboutus/EthicalConduct.asp>.

Directors are required to promptly inform the chair of the Nominating, Governance and Compliance Committee of actual or potential conflicts of interest.

Tyco Electronics has an Office of the Ombudsman established by our Audit Committee which ensures a direct, confidential and impartial avenue to raise any concern or issue with compliance or ethics, including concerns about the company's accounting, internal accounting controls or auditing matters, with the Board. The office is designed to field compliance concerns from external constituencies investors, suppliers and customers as well as Tyco Electronics employees.

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Table of Contents

Reporting directly to the Audit Committee of the Board of Directors, the Ombudsman's office is independent of functional management. It seeks the fair, timely and impartial resolution of all compliance and ethics issues. Employees have a number of vehicles to raise issues within Tyco Electronics, including a confidential, toll-free phone number and a confidential submission system via the Internet. Concerns also may be sent directly to the Board by mail or by email.

All concerns are received and promptly reviewed by the Ombudsman and are responded to as quickly as possible. All accounting, audit or control concerns are sent to, and will be addressed by, the Board's Audit Committee.

Communicating Concerns to Directors

Any shareholder or interested party who wishes to contact members of the Tyco Electronics Board of Directors, including the chairman or the non-management directors as a group, may do so by mailing written communications to:

Tyco Electronics Board of Directors
Attn: Ombudsman
1050 Westlakes Drive
Berwyn, PA 19312

Inquiries and concerns also can be submitted anonymously and confidentially through the Ombudsman to the Tyco Electronics Board of Directors by email to directors@te.com or through the Internet at http://www.te.com/aboutus/contact_board.asp.

Voting Standards for the Election of Directors

Directors are elected by an affirmative vote of a majority of the votes present, in person or by proxy, at a general meeting of shareholders and serve until the next annual general meeting of shareholders. Any nominee for director who does not receive a majority of votes present at the meeting is not elected to the Board.

Voting Standards for Amendments to the Articles of Association

The articles of association may be amended, in whole or in part, by the Board, subject to approval by the affirmative vote of the holders of record:

in the case of article 1 (with respect to domicile), article 2 (purpose), article 4 (with respect to the creation of preferred shares and an increase in capital out of equity, against contributions in kind, or for the purpose of acquisition of assets, or the granting of special privileges), article 5 (with respect to an increase in authorized share capital and the limitation or withdrawal of preemptive rights) and article 6 (with respect to an increase in conditional share capital and the limitation or withdrawal of advance subscription rights), of at least two-thirds of the share votes represented and the absolute majority of the par value of the share votes represented, in person or by proxy, at a general meeting of shareholders;

in the case of article 17, paragraph 5 (no shareholder action by written consent), article 18, paragraphs 3 and 4 and article 34 (provisions relating to "freeze-out" of business combinations with "interested shareholders" (as defined in the articles of association)), and article 18, paragraph 6 (80% vote requirement for certain article amendments), of 80% of the total votes of shares outstanding and entitled to vote on the relevant record date with respect thereto; and

in the case of all other articles, of an absolute majority of the votes represented, in person or by proxy, at a general meeting of shareholders (an "absolute majority" means at least half plus one additional vote represented at a general meeting of shareholders).

Table of Contents

THE BOARD OF DIRECTORS AND BOARD COMMITTEES

Board of Directors

The Board of Directors currently consists of eleven directors, ten of whom are nominees for election. Ram Charan has decided not to stand for re-election as he is nearing the retirement age for directors established by the Board. Frederic Poses serves as Chairman of the Board. During fiscal 2010, there were no changes in the composition of the Board. The Board held eight meetings in fiscal year 2010. Nine of our eleven directors attended 100% and two directors attended at least 85% of the total number of meetings of the Board and committees on which they served in fiscal year 2010. It is the policy of the Board that directors are expected to attend the annual general meeting of shareholders. All directors attended the 2010 annual general meeting of shareholders.

Board Committees

The Board has adopted written charters for each of its three standing committees: the Audit Committee, the Management Development and Compensation Committee and the Nominating, Governance and Compliance Committee. The charters can be found on the company's website at <http://www.te.com/aboutus/boardofdirectors.asp>. Each Board committee reports to the Board on their activities at each regular Board meeting.

The Board has determined that all members of the Audit, Management Development and Compensation and Nominating, Governance and Compliance Committees are independent and satisfy the relevant SEC, NYSE and Tyco Electronics additional independence requirements for the members of such committees.

Board Advisors

Consistent with their respective charters, the Board and its committees may retain their own advisors as they determine necessary to carry out their responsibilities.

Audit Committee

The members of the Audit Committee are directors Lawrence Smith, who chairs the committee, Pierre Brondeau and Paula Sneed. The Board has determined that each of Mr. Smith and Ms. Sneed is an "audit committee financial expert," as defined under SEC rules. The Audit Committee primarily is concerned with the quality and integrity of the company's annual and quarterly financial statements, including its financial and accounting principles, policies and practices, and its internal control over financial reporting; the qualifications, independence and performance of the company's independent registered public accounting firm and lead audit partner and the company's Swiss registered auditor; review and oversight of the company's internal audit function; compliance with legal and regulatory requirements; review of financial and accounting risk exposure; assisting the Board in fulfilling its oversight responsibilities regarding the company's policies and guidelines with respect to risk assessment and risk management; and procedures for handling complaints regarding accounting or auditing matters. The committee also oversees the company Ombudsman and the company's Guide to Ethical Conduct. The Audit Committee met nine times in fiscal year 2010. The committee's report appears on pages 63-64.

Management Development and Compensation Committee

The members of the Management Development and Compensation Committee are directors David Steiner, who chairs the committee, Robert Hernandez and Daniel Phelan. This committee is responsible to ensure succession of senior leadership; review plans for the development of the organization; review and approve compensation, benefits and human resources policies and objectives

Table of Contents

and whether the company's officers, directors and employees are compensated in accordance with these policies and objectives; review and approve compensation of the company's executive officers other than the Chief Executive Officer and recommend the Chief Executive Officer's compensation for approval by the independent members of the Board; and review and approve management incentive compensation policies and programs and equity compensation programs for employees. This committee met seven times in fiscal year 2010. The committee's report appears on page 48. Additional information on the committee's processes and procedures for consideration of executive compensation are addressed in "Compensation Discussion and Analysis" which follows.

Nominating, Governance and Compliance Committee

The current members of the Nominating, Governance and Compliance Committee are directors Frederic Poses, who chairs the committee, Ram Charan and John Van Scoter. This committee's responsibilities include the selection of director nominees for the Board and the development and review of our Board Governance Principles. The committee annually reviews director compensation and benefits in conjunction with the Management Development and Compensation Committee; oversees the annual self-evaluations of the Board and its committees, as well as director performance; and makes recommendations to the Board concerning the structure and membership of the Board committees. The committee also oversees our environmental, health and safety management system and compliance programs. This committee held six meetings in fiscal year 2010.

Meetings of Non-Management Directors

The non-management directors met without any management directors or employees present five times in fiscal year 2010. The non-executive chairman of the Board presided at these meetings.

Non-Management Directors' Compensation in Fiscal 2010

Non-management directors' compensation is established collaboratively by the Nominating, Governance and Compliance and the Management Development and Compensation Committees. Compensation of non-management directors in fiscal year 2010 is described under "Compensation of Non-Employee Directors."

Non-Management Directors' Stock Ownership

To help align Board and shareholder interests, directors are encouraged to own, at a minimum, Tyco Electronics' stock or stock units equal to three times the annual cash retainer (a total of \$240,000, based on the current \$80,000 annual cash retainer) within three years of joining the Board. Once a director satisfies the minimum stock ownership recommendation, the director will remain qualified, regardless of market fluctuations, under the guidelines unless the director sells shares of stock that were considered in determining that the ownership amount was met. Commencing in fiscal year 2010, each non-employee director received Tyco Electronics common shares as the equity component of their compensation, with the exception of Dr. Gromer, who continued to receive deferred stock units. The deferred stock units awarded to non-employee directors in fiscal year 2010 cannot be transferred until the director leaves the Board. Directors will normally attain the minimum guideline after two years.

Table of Contents**EXECUTIVE OFFICERS**

The following table presents information with respect to our executive officers as of January 3, 2011.

Name	Age	Position(s)
Thomas J. Lynch	56	Chief Executive Officer and Director
Mario Calastri		Senior Vice President and Treasurer
	53	
Alan C. Clarke		President, Network Solutions
	57	
Terrence R. Curtin		Executive Vice President and Chief Financial Officer
	42	
Cuong V. Do		Senior Vice President, Corporate Strategy and Business
	44	Development
Joseph B. Donahue		President, Transportation Connectivity
	52	
Charles P. Dougherty		President, Communications & Industrial Solutions
	48	
Jane A. Leipold		Senior Vice President, Global Human Resources
	50	
Robert J. Ott		Senior Vice President and Corporate Controller
	49	
Eric J. Resch		Senior Vice President and Chief Tax Officer
	53	
Michael Robinson		Senior Vice President, Operations
	54	
Robert A. Scott		Executive Vice President and General Counsel
	60	
Robert N. Shaddock		Senior Vice President and Chief Technology Officer
	52	
Joan E. Wainwright		Senior Vice President, Marketing and Communications
	50	

See "Nominees for Election" for additional information concerning Mr. Lynch who is also a nominee for director.

Mario Calastri has been Senior Vice President and Treasurer of Tyco Electronics since our separation from Tyco International in June 2007 and he served on the Tyco Electronics Board prior to the separation. He was Vice President and Assistant Treasurer of Tyco International between 2005 and June 2007. Prior to joining Tyco International, Mr. Calastri was Vice President, Finance and Planning for IBM Global Financing EMEA in 2004 and Assistant Treasurer of IBM Corporation from 1999 to 2003.

Alan C. Clarke has been President of Network Solutions of Tyco Electronics since September 2006 and served as a Vice President of Tyco Electronics since 1999. Prior to that, Mr. Clarke worked for Raychem Corporation, which was acquired by Tyco International in 1999, for 17 years in various senior management positions.

Terrence R. Curtin has been Executive Vice President and Chief Financial Officer of Tyco Electronics since October 2006 and he served on the Tyco Electronics Board prior to the separation. Mr. Curtin previously served as Vice President and Corporate Controller since 2001. Prior to joining Tyco Electronics, Mr. Curtin worked for Arthur Andersen LLP.

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Table of Contents

Cuong V. Do has been Senior Vice President, Corporate Strategy and Business Development of Tyco Electronics since June 2009. Prior to that, he was Senior Vice President and Chief Strategy Officer at Lenovo, a global leader in personal computers, since December 2006. Previously, he was a director with McKinsey & Company from 1989 to 2006.

Joseph B. Donahue has been President, Transportation Connectivity of Tyco Electronics since August 2010. He served as President, Global Automotive for the prior two years, and Senior Vice President, Global Automotive from August 2007 until then. From 2006 to August 2007, he was Group Vice President, Woodcoatings Division for Valspar Corporation, a manufacturer of commercial and industrial coating. Over the prior 16 years, Mr. Donahue held a variety of senior management roles at Tyco Electronics and AMP Incorporated, leading the North America automotive business from 2001 to 2006.

Charles P. Dougherty has been President, Communications & Industrial Solutions of Tyco Electronics since January 2010. From June 2009 to December 2009, he was President, Public Safety and Professional Communications at Harris Corporation, a communications and information technology company. Previously, Mr. Dougherty was President of the Wireless Systems business of Tyco Electronics from October 2006 to May 2009, when the business was sold to Harris Corporation. Prior to joining Tyco Electronics, Mr. Dougherty was at Motorola for 25 years where he last served as Corporate Vice President and General Manager, Voice and Data Solutions from July 2004 and previously held a variety of senior management positions.

Jane A. Leipold has been Senior Vice President, Global Human Resources for Tyco Electronics since 2006 and was previously Vice President, Global Human Resources since 2001. She has a total of 29 years of Tyco Electronics and AMP Incorporated experience and has held various human resources, purchasing and engineering positions.

Robert J. Ott has been Senior Vice President and Corporate Controller of Tyco Electronics since our separation from Tyco International in June 2007. Prior to that, he was Vice President, Corporate Audit of Tyco International from March 2003 to June 2007 and Vice President of Finance-Corporate Governance of Tyco International from August 2002 until March 2003. Prior to joining Tyco International, Mr. Ott was Chief Financial Officer of Multiplex, Inc. from 2001 to 2002 and Chief Financial Officer of SourceAlliance, Inc. from 2000 to 2001.

Eric J. Resch has been Senior Vice President and Chief Tax Officer of Tyco Electronics since our separation from Tyco International in June 2007 and he served on the Tyco Electronics Board prior to the separation. He was Vice President, Tax Reporting of Tyco International from 2003 until June 2007. Prior to joining Tyco International, Mr. Resch was Director, Tax Reporting for United Technologies Corporation from 2001 to 2003.

Michael Robinson has been Senior Vice President, Operations of Tyco Electronics since August 2007. Prior to that, he spent 27 years at United Technologies Corporation where he most recently was Vice President of Operations for the Residential and Light Commercial International business at Carrier Corporation. Mr. Robinson began his United Technologies career with Pratt & Whitney where he held a series of operations and engineering positions over 22 years.

Robert A. Scott has been Executive Vice President and General Counsel of Tyco Electronics since 2006 and prior to that was Senior Vice President, Corporate Planning for Tyco International from January 2006 and Vice President of Strategy and Business Planning for Engineered Products and Services from May 2004 to January 2006. He also served on the Tyco Electronics Board prior to our separation from Tyco International in June 2007. Prior to joining Tyco International, Mr. Scott was Senior Vice President and Chief of Staff of Motorola's Integrated Electronics sector during 2002 and 2003 and Motorola's Senior Vice President of Business Integration in 2001. Prior to joining Motorola,

Table of Contents

Mr. Scott was Senior Vice President, General Counsel and Corporate Secretary of General Instrument Corporation.

Robert N. Shaddock has been Senior Vice President and Chief Technology Officer of Tyco Electronics since September 2008. Previously, he was Senior Vice President of the Consumer Products business at Motorola from August 2007 to August 2008 and prior to that he was Chief Technology Officer for Motorola's Mobile Devices business since January 2004.

Joan E. Wainwright has been Senior Vice President, Marketing and Communications at Tyco Electronics since February 2008, and she previously was Senior Vice President, Communications and Public Affairs since joining us in June 2006. Previously, she served as Vice President, Public Affairs and Vice President, Corporate Communications for Merck & Co., Inc. from June 2000 to June 2006. Ms. Wainwright also served as Deputy Commissioner of Communications for the U.S. Social Security Administration and in the communications and public relations departments of the University Health System of New Jersey, the Children's Hospital of Philadelphia, the University of Delaware and Villanova University.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

Our Management Development and Compensation Committee ("MDCC" or "Committee") is responsible for the establishment and oversight of our executive compensation programs. At the foundation of our executive compensation process is an executive compensation philosophy adopted by the Committee that serves as the guiding principles in the development of executive compensation levels and programs for our executive officers. In addition, the Committee has established a disciplined process for the adoption of executive compensation actions, which includes Board approval of executive compensation actions for the Chief Executive Officer and Committee approval of compensation actions for all other executive officers. All proposed compensation actions are to be reviewed for alignment with the company's executive compensation policy and with consideration of competitive market data (the Committee reviews competitive data from two separate peer groups) and other relevant factors discussed below. In considering proposed compensation actions, the Committee relies on a compensation consultant (who is independent from management) for advice, information and an objective point of view.

Consistent with our executive compensation process, the Committee conducted a comprehensive analysis of the competitive position of our fiscal 2010 executive pay levels and compensation programs relative to our two market peer groups. Based on that review, the Committee concluded that our executive pay levels and compensation programs are competitive relative to our peer companies and are consistent with our executive compensation philosophy. In 2010, we:

continued to structure our executive compensation programs to rely heavily on performance through the use of annual and long-term incentive programs

continued to emphasize equity (in the form of long-term incentive awards granted primarily in the form of stock options) as the primary component of long-term compensation for our executive officers, ensuring that pay opportunities are linked to shareholder return and maximize share ownership by our executive officers

generally maintained long-term incentive grant levels, but increased award values for a number of our executive officers to recognize their significant performance in a very challenging fiscal 2009

except for two market-based adjustments (to move base salary levels closer to market reference points), held base salary levels at fiscal 2009 levels

determined to adopt a clawback policy once the SEC has adopted rules to implement the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), and have included in all executive officer fiscal 2011 incentive award agreements a provision indicating that such awards are subject to the clawback policy to be adopted

Fiscal 2010 was a strong year for the company after the challenges faced in fiscal 2009, and we believe that actual pay levels reflected the performance of the company. Consistent with our executive compensation philosophy, our executive officers were rewarded for exceeding the financial and operational performance goals established for fiscal 2010, and annual incentive payments for our named executive officers were paid at 200% of target.

As we proceed into fiscal 2011, the Committee will continue to follow the disciplined executive compensation review process that it has established in order to assure that executive compensation levels remain competitive and meet the objectives of our executive compensation philosophy.

Table of Contents

Executive Compensation Philosophy

Our executive compensation philosophy is designed to deliver competitive total compensation, upon the achievement of individual and/or corporate performance objectives, which will attract, motivate and retain leaders who will drive the creation of shareholder value. The executive compensation philosophy has also been designed to align with the company's organization-wide total rewards strategy. The Committee reviews and administers the company's compensation and benefit programs for executive officers, including the named executive officers. (For purposes of this Compensation Discussion and Analysis ("CD&A"), "executive officer" means the Chief Executive Officer, his direct reports and any other executive officers of the company subject to Section 16 of the Securities Exchange Act.) In determining total compensation, the Committee considers the following key objectives and attributes:

Shareholder alignment Our executive compensation programs are designed to create shareholder value. Long-term incentive awards, which make up a significant percentage of our executives' total compensation, closely align the interests of executives with the long-term interest of our shareholders.

Performance based Many components of our executive compensation package are linked to performance. Annual cash incentive awards are tied to overall corporate, segment or business unit measures that allow for differentiation among our highest and lowest performing business units. Long-term incentive awards, granted primarily in the form of stock options, are designed to reward our executive officers for the creation of long-term shareholder value.

Appropriate Risk Our executive compensation programs are designed to provide incentives that encourage our executive officers to take appropriate risks in managing their businesses and to provide incentives where the balance between business performance and risk is carefully achieved.

Competitive with external talent markets Our executive compensation programs are designed to be competitive within the various talent markets in which the company competes for executive talent. Compensation programs are designed with reference to both a general peer group of companies that compete with us for executive talent and an electronics industry peer group.

Focus on executive stock ownership The company has adopted the Tyco Electronics Share Ownership and Retention Requirement Plan which, together with long-term equity awards, drives executive stock ownership.

Simple and transparent Our executive compensation programs are designed to be readily understood by our executives and transparent to our investors.

Role of the Management Development & Compensation Committee

The MDCC administers the company's compensation policies and programs for executive officers, including the named executive officers. The Committee reviews, analyzes and approves the design of the company's executive compensation policies and programs, administers the company's stock incentive plans (including reviewing and approving equity incentive awards for executive officers) and reviews and approves all compensation decisions relating to the named executive officers and other executive officers of the company.

The Committee is comprised exclusively of members who meet the independence requirements of the NYSE. Each MDCC member is also a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act and an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. As disclosed in our fiscal 2009 CD&A, the Board determined in fiscal 2010 that

Table of Contents

Mr. Poses ceased to be a "non-employee director" for purposes of Rule 16b-3 of the Securities Exchange Act and an "outside director" for purposes of Section 162(m) of the Internal Revenue Code, and accepted Mr. Poses' resignation from the Committee effective December 3, 2009. David Steiner was appointed as a member and chair of the Committee on that date, and the Board and the new Committee reaffirmed relevant actions of the Committee that had been taken in the first quarter of fiscal 2010 prior to the Board's determination that, although he remained independent for NYSE purposes, Mr. Poses no longer met the additional criteria for service on the Committee.

Role of Management

The MDCC has established a process with management to support the development and review of executive officer compensation, as described below.

Chief Executive Officer Compensation

The MDCC will make recommendations to the independent members of the Board regarding Chief Executive Officer compensation actions. The recommendations will be based on factors deemed appropriate by the Committee, including Chief Executive Officer performance and competitive market data provided by the Committee's compensation consultant. The MDCC will discuss and evaluate Chief Executive Officer compensation recommendations in an executive session attended only by the Committee members, its compensation consultant, and the Senior Vice President Global Human Resources, who attends primarily to provide contextual information. The Chief Executive Officer will not attend the executive session when Chief Executive Officer compensation actions are discussed. The MDCC does not anticipate that management will have any role in the development of Chief Executive Officer compensation except for providing to the MDCC or the Committee's compensation consultant relevant data relating to the Chief Executive Officer's performance and compensation history.

Other Named Executive Officer Compensation

The Chief Executive Officer will make recommendations to the MDCC relating to compensation actions for the other executive officers, including the other named executive officers. The recommendations will be made based on each executive officer's performance, as assessed by the Chief Executive Officer, competitive market data provided by the Committee's compensation consultant and other factors deemed relevant by the Chief Executive Officer, including but not limited to differences in the executive's responsibilities versus the role reflected in the competitive market analysis; internal pay equity and relative importance of the executive's role with the company; individual performance and contributions to strategic initiatives; level of experience; and compensation history. The Senior Vice President, Global Human Resources also will be present for the discussion of compensation actions for the other named executive officers.

The named executive officers for fiscal 2010 in addition to the Chief Executive Officer are: Terrence Curtin, Executive Vice President and Chief Financial Officer; Joseph Donahue, President, Transportation Connectivity (formerly Automotive); Charles Dougherty, President, Communications & Industrial Solutions; and Robert Scott, Executive Vice President and General Counsel. Mr. Donahue was not a named executive officer for fiscal 2009 and Mr. Dougherty re-joined Tyco Electronics on January 5, 2010 and had not previously been a named executive officer.

Role of Compensation Consultant

Under its charter, the MDCC has the sole authority to retain consultants, counsel, accountants and others to assist it in the performance of its duties, including the evaluation of executive compensation

Table of Contents

levels and programs. From 2007, the year in which Tyco Electronics became a public company, through January 1, 2010, the MDCC engaged Towers Perrin to serve as the Committee's compensation consultant. On January 2, 2010, Towers Perrin merged with Watson Wyatt to become Towers Watson ("TW"). From January 2, 2010 through June 30, 2010, TW served as the Committee's compensation consultant. Because the Watson Wyatt component of TW is actively engaged by the company as a consultant in areas outside of the compensation consulting services formerly provided on an independent basis by Towers Perrin, the MDCC deemed it prudent to retain a compensation consultant that did not provide other significant consulting services to the company. As a result, the MDCC retained Pay Governance LLC to be its compensation consultant effective July 1, 2010.

The compensation consultant reports directly to the MDCC and provides assistance to the Committee in developing the company's executive compensation programs and executive pay levels and generally provides advice to the Committee on executive compensation issues and trends. The MDCC independently retains its compensation consultant and has the ability to terminate its services at the Committee's discretion.

Prior to its merger with Watson Wyatt, Towers Perrin was not permitted to provide any services to the company except with prior approval of the MDCC chair. The specific Towers Perrin consultants to the Committee were precluded from any involvement in any work for management not expressly authorized by the MDCC. The same rules apply to Pay Governance LLC. In fiscal 2010 through January 1, 2010, Towers Perrin provided no services to the company outside of its services to the MDCC. In fiscal 2010, Watson Wyatt (and TW for periods after January 1, 2010) performed actuarial and other consulting services to the company, with an approximate value of \$459,000. The value of the executive compensation consulting services provided to the Committee during fiscal 2010 by Towers Perrin (and TW for periods after January 1, 2010) was approximately \$204,000. Pay Governance did not provide any services to the company in fiscal 2010 outside of its services to the MDCC.

The Committee's compensation consultant (Towers Perrin/TW through June 30, 2010 and Pay Governance on and after July 1, 2010) generally supports all aspects of the Committee's duties as described in its charter, which in fiscal 2010 included the following:

Evaluated the competitive position of the company's executive officers' total compensation packages relative to the company's peer groups for purposes of assisting the MDCC in determining compensation actions for fiscal 2010 and beyond

Provided advice to the Committee in the establishment of annual and long-term incentive guidelines for executive officers

Provided ongoing advice on the design of Tyco Electronics' annual cash and long-term equity incentive programs

Assisted with the development of competitive global long-term incentive grant guidelines for the company's global participant population, including both executives and non-executives

Briefed the MDCC on executive compensation trends among the company's peer groups

Provided advice to the MDCC and Nominating, Governance and Compliance Committee on director compensation levels

Provided advice to the MDCC on the Chief Executive Officer's compensation

Provided support in establishing a compensation risk assessment and reviewed the results of the assessment

Table of Contents

Executive Compensation Benchmarks

For purposes of benchmarking market practices on compensation levels for executive officers, the company has adopted a peer group framework that includes the use of a primary talent market peer group and a secondary reference group.

The primary talent market peer group is comprised of companies across a range of industries in which Tyco Electronics competes for executive talent as opposed to being limited to companies only in the electronics industry. Since Tyco Electronics typically competes for executive talent with companies in industries other than the electronics industry, the company and Committee believe that it is appropriate to establish a benchmark peer group that sufficiently covers companies in those industries. The industries included in the primary talent market peer group are aerospace and defense, electronics and scientific equipment and industrial manufacturing. The primary talent market peer group consists of approximately 75 companies, listed in Appendix A, with fiscal-annual revenues ranging from \$412 million to \$156.8 billion, with a median of \$4.4 billion. Data obtained from this group is adjusted to reflect the relative size of Tyco Electronics within the group.

The secondary reference group is comprised of companies within the electronics industry. We use the secondary reference group as a benchmark to identify any differences in compensation practices between our industry peers and the broader primary talent market peer companies. As shown below, there are currently 17 companies in the secondary industry reference group with fiscal-annual revenues ranging from \$2.6 billion to \$32.0 billion, with a median of \$10.9 billion.

3M Company	General Dynamics Corporation
Agilent Technologies Inc.	Harris Corporation
Amphenol Corporation	Honeywell International Inc.
Cooper Industries, Ltd.	ITT Corporation
Corning Incorporated	Johnson Controls, Inc.
Danaher Corporation	Molex Incorporated
Eaton Corporation	Parker Hannifin Corporation
EMC Corporation	SPX Corporation
Emerson Electric Co.	

The benchmark data is compiled by the Committee's consultant and is used by the MDCC as a reference to ensure that our compensation levels and programs are competitive with the compensation paid by the companies that may compete with Tyco Electronics for executive talent. As explained below, the benchmark data is just one of the factors that are used in setting executive compensation levels.

Tax Deductibility of Executive Compensation

In evaluating compensation programs covering our executive officers, the Committee considers the potential impact on the company of Internal Revenue Code Section 162(m). The Committee generally intends to maximize deductibility of compensation under Section 162(m) to the extent consistent with our overall compensation program objectives, while also maintaining maximum flexibility in the design of our compensation programs and in making appropriate payments to executive officers. However, the Committee reserves the right to use its independent judgment to approve nondeductible compensation, while taking into account the financial effects such action may have on the company. Section 162(m) limits the tax deduction available to public companies for annual compensation that is paid to certain of the company's executive officers in excess of \$1 million, unless the compensation qualifies as performance-based or is otherwise exempt from Section 162(m). Annual incentive bonuses, stock options and other performance based awards made to executive officers under the company's 2007 Stock and Incentive Plan are intended to qualify as performance-based compensation under Section 162(m).

Table of Contents

Compensation Overview Process

The company's total compensation package for executive officers, including named executive officers, is currently comprised of the following elements:

Base salary

Annual cash incentives

Long-term equity incentives

Executive benefits and perquisites

Broad-based retirement and health and welfare benefits

As discussed above, the MDCC is responsible for the review and establishment of each executive officer's compensation level, except for the Chief Executive Officer. (The MDCC makes recommendations to the Board of Directors and the independent members are responsible for decisions regarding the Chief Executive Officer's compensation.) In determining the appropriate total compensation level for each executive officer, the MDCC first considers the market reference point for the executive officer, based on the 50th percentile of our primary talent market peer group for the executive officer's particular role. (The market reference point is determined for total direct compensation and for each component of compensation - base salary, target bonus and target long-term incentive awards.) Using the reference point as the starting point in the analysis, the MDCC then considers other factors in evaluating the appropriateness of the executive's compensation level. Those factors include: differences in the executive's responsibilities versus the benchmark role; internal pay equity and relative importance of the executive's role with the company; individual performance and contributions to strategic initiatives; level of experience; and compensation history. As a result of the consideration of all relevant factors, actual pay positioning for each executive officer may be below or above the market reference point for total compensation and/or for one or more of the component elements of total compensation.

In addition, in order to attract highly qualified external candidates to fill critical management roles, the MDCC may approve a total compensation package and/or individual compensation components that are above the market reference point for that candidate's position.

In addition to base pay, annual cash incentives and long-term equity incentives, executive officers in the United States receive limited perquisites (as described below). Perquisites for executive officers outside the U.S. are based on local market practice. Broad-based employee benefit programs are also provided to executive officers on the same basis as all other employees.

In order to assist it in setting executive compensation levels and determining the appropriateness of pay adjustments, the MDCC conducts a comprehensive assessment of total compensation at least annually, with the assistance of its compensation consultant. The assessment is completed for each executive officer and analyzes current base salary, target annual incentive opportunity, target long-term incentive opportunity, target total cash compensation (base salary and target incentive), and total direct compensation (base salary, target annual incentive opportunity and target long-term incentive opportunity) in light of current market practices, which includes comparative data from the company's

Table of Contents

primary talent market peer group. The compensation assessment for each executive officer is presented on a tally sheet which also includes the officer's compensation history, job responsibilities, tenure with the company and performance achievements. The tally sheets enable the MDCC to understand how changes in one element of an executive officer's compensation could impact the value of other elements of the executive officer's compensation and provide an overview of the relevant factors necessary to evaluate the appropriateness of an executive's officer's compensation level. Finally, as discussed above, the Chief Executive Officer provides the Committee with a more detailed performance assessment for each executive officer and makes his recommendations concerning compensation actions.

With the information provided in the total compensation assessment as a reference, and with the input of its compensation consultant and the Chief Executive Officer (with respect to actions taken for the other executive officers), the Committee will make executive compensation determinations for our executive officers based on the analysis discussed above. The Committee and Board will follow a similar process in making determinations regarding the Chief Executive Officer's compensation.

Differences in compensation levels between our executive officers are driven by a number of factors, including the applicable market reference points specific to each executive officer's role and consideration of the factors described above (such as differences in the executive's responsibilities versus the benchmark role, internal pay equity and relative importance of the executive's role with the company, individual performance and contributions to strategic initiatives, level of experience and compensation history). An executive officer's compensation can change materially from year to year based on company performance, business unit performance, individual performance, or a role change, including promotion.

In September 2010, the Committee, with the assistance of its compensation consultant, conducted a compensation assessment to determine the competitive position of each executive officer's fiscal 2010 base salary, annual incentive target, long-term incentive value and total direct compensation relative to the company's primary and secondary talent market peer groups. (The assessment assumed each executive officer's current base salary, target annual incentive award level and long-term incentive equity award value based on the fiscal 2010 award value.) The competitive assessment indicated that the total direct compensation levels for our executive officers, including our named executive officers, fell both below and above the applicable market reference points. While the fiscal 2010 total direct compensation levels for Messrs. Lynch and Curtin were positioned close to the 50th percentile of their peer market reference points (both below, but within 10% of the reference points), Mr. Scott's total direct compensation level was positioned closer to the 75th percentile and Messrs. Donahue's and Dougherty's total direct compensation levels were positioned below the 50th percentile (greater than 10% below the reference points). The Committee is comfortable that Mr. Scott's total compensation level is appropriate and consistent with our executive compensation philosophy. Besides his role as General Counsel of the company, Mr. Scott has also served as the head of our strategy and business development organization, serves other roles in the company (including heading the company's Social Responsibility initiative), and is the company's most seasoned senior executive and an outstanding adviser to the entire leadership team. The total compensation levels for Messrs. Donahue and Dougherty are low relative to their market reference points, and the Committee has taken a number of actions for fiscal 2011 to better align their total compensation levels with their respective market reference points.

Table of Contents

The results of the September 2010 competitive compensation assessment assisted the Committee in considering whether to make base salary pay adjustments, and in setting annual and long-term incentive targets for the executive officer group for fiscal 2011, as discussed below.

Elements of Compensation

Base salary

Base salary provides a fixed compensation for the performance of the executive's core duties and responsibilities. For fiscal 2010, base salary levels for the named executive officers remained the same as fiscal 2009, with the exception of Mr. Donahue. Mr. Donahue received a base salary increase of 20%, effective January 1, 2010, to move his base salary level closer to the 50th percentile of his primary talent market peer group.

Based on the competitive market assessment conducted in September 2010 and increased responsibilities being assumed as a result of business restructurings or acquisitions, the MDCC approved base salary increases for a number of executive officers, including the named executive officers, effective January 1, 2011. In addition, merit increases were also approved, effective January 1, 2011, to recognize superior performance in fiscal 2010. The following total base salary increases were approved for the named executive officers: Mr. Lynch a 5.3% increase (from \$950,000 to \$1,000,000) Mr. Lynch's last base salary increase was January 1, 2007; Mr. Curtin a 15% increase (from \$505, 875 to \$582,000) Mr. Curtin's last base salary increase was April 1, 2008; Mr. Donahue a 10% increase (from \$500,055 to \$550,000) Mr. Donahue's last base salary increase was January 1, 2010; Mr. Dougherty an 8% increase (from \$450,000 to \$486,000) Mr. Dougherty's current base salary level was set when he re-joined the company on January 5, 2010; and Mr. Scott a 5% increase (from \$525,000 to \$551,000) Mr. Scott's last base salary increase was April 1, 2008.

Annual Incentive Awards

Annual incentive awards provide executive officers with a bonus opportunity if certain financial performance goals are achieved. The annual incentive program is intended to reward executive officers upon the achievement of fiscal year financial performance goals (at the corporate, segment and/or business unit level), with some limited discretion available for individual performance. The MDCC intends the company's annual incentive award program to provide market competitive awards relative to our talent market peer companies for performance achieved at the predetermined target levels. Award opportunities above the target award levels will be available to the extent that performance exceeds the predetermined target levels. Payments at levels below the target award levels will be awarded to the extent that performance is below the pre-determined target levels. No annual incentive payments will be made if threshold performance levels are not achieved, absent the occurrence of extenuating circumstances that, in the discretion of the Committee, merit an exception to the threshold performance requirement.

The annual incentive awards will typically be structured as cash payments and were for fiscal 2010. Within 90 days of the start of each fiscal year, the Committee will establish the applicable performance criteria, which will include minimum performance thresholds required to earn an award, target performance goals required to earn a payment of 100%, and a maximum performance level required to earn the maximum bonus permitted. If the company attains the established financial goals, executive

Table of Contents

officers will receive an award based on a target bonus percentage which will be set at the beginning of each fiscal year and expressed as a percentage of the executive's base salary. Incentive target bonus percentages for executive officers generally range from 50% to 75% of base salary (and 125% for Mr. Lynch). The target bonus percentages for our named executive officers for fiscal 2010 were as follows: Mr. Lynch 125%; Mr. Curtin 75%; Mr. Donahue 75%; Mr. Dougherty 75%; and Mr. Scott 75%.

For fiscal 2010, the company established the following five financial and strategic measures for the annual incentive award program:

Corporate Level:

Measure	Weighting
Corporate Earnings per Share ("EPS")	20