



Stockholder Communication and Engagement Policy

The ADT Corporation (“ADT” or the “Company”) and its Board of Directors (the “Board”) are committed to open and constructive communication and engagement with stockholders. Building and maintaining long-term relationships and obtaining the input and insights of the Company’s stockholders, who invest in ADT and elect the Board, are vital to the Company’s and the Board’s strategy for sound corporate governance. Stockholders are entitled to meaningful information about the Company’s business, policies and practices so they can make informed decisions and knowledgeably participate in the proxy voting process.

This policy outlines how the Company and the Board communicate with ADT stockholders, and how stockholders can communicate with ADT management and the Board, consistent with ADT’s Regulation FD and Insider Trading policies. The Nominating and Governance Committee (the “N&G Committee”) of the Board will oversee this policy as it relates to Board engagement and communication with stockholders. The N&G Committee will periodically review this policy and recommend any changes to the Board for approval.

Communication

The Board communicates annually about the Board and individual directors, the Company’s corporate governance and executive compensation practices and the Board’s view on ADT stockholder proposals submitted for stockholder consideration, thorough the Company’s Proxy Statement. Each director nominee attends the Company’s annual meeting of stockholders in person or, via exception, by telephone. The Board encourages ADT stockholders to attend the annual meeting and will be available to answer questions from stockholders immediately following the meeting.

In between annual meetings, the Board intends to foster open communications with ADT stockholders by offering a variety of avenues for stockholders to communicate with the Board at any time. Any stockholders and interested parties may communicate or raise issues with the Board via email at directors@adt.com. Copies of such emails will be reviewed by the Corporate Secretary and will be provided periodically to the relevant director(s) unless such emails are considered, in the reasonable judgment of the Corporate Secretary, to be improper for submission. Examples of stockholder communications that would be considered improper for submission to the Board include, without limitation, customer complaints, solicitations, communications that do not relate directly or indirectly to ADT or its business, or communications that relate to improper or irrelevant topics or that should be handled by management. Any such improper communication will be made available to any director upon request.

Communications regarding the Company’s business operations, performance and strategy, financial results, investments, and similar matters are provided by ADT management through news releases, webcasts, quarterly and annual reports (including management’s discussion and analysis), various conferences and analyst and investor day meetings. ADT also holds conference calls for quarterly earnings releases and major corporate developments as soon as practicable after they are publicly disclosed. These calls are available to the public simultaneously by telephone and through webcast and are available on the Investor Relations section of the ADT website (<http://investors.adt.com>). Stockholders can also contact the Company’s Investors Relations department by facsimile at 561-988-3719 or by email at investorrelations@adt.com.

Engagement

The Board believes that maintaining an informed understanding of the views and policies that matter most to its significant stockholders leads to better corporate governance and oversight. The Board may, at its discretion, hold discussions or meet with certain of the Company's stockholders and governance groups to listen to their feedback and to explain publicly available material information. All such discussion and meetings will be subject to compliance with applicable laws, including the Fair Disclosure Regulation, Reg. FD., of the U.S. Securities and Exchange Commission.

ADT stockholders may request a discussion or meeting with the Chairman of the Board or the Chair of a committee of the Board or an individual director. The Board has designated the Company's Chief Legal Officer as its agent to receive and review discussion and meeting requests addressed to the Board, any committee of the Board or any individual director. The Board, the appropriate committee of the Board or director will consider each such request on a case-by-case basis. Factors that will be considered include whether the matter relates to a topic of broad concern that the Board can publicly discuss, the materiality of the matter to the overall interests of the Company and its stockholders relative to the investment of time to prepare for and meaningfully participate in the requested discussion or meeting, and the size and/or number of stockholders making the request. All discussion or meetings between outside directors and stockholders will be supported as appropriate or necessary by Company management and will be attended by the appropriate personnel for discussing corporate governance and related matters. The directors present will report the outcome of the discussion or meeting to the Chairman of the Board.

The Board believes questions or concerns related to the following are appropriately addressed to the Board:

- Corporate governance practices and disclosure
- Executive compensation
- Board structure and composition (including independence)
- Board and CEO succession planning process
- Board or director performance
- Chief Executive Officer performance
- Audit and accounting issues
- Enterprise risk management oversight

Matters relating to the Company's general business operations, performance and strategy, financial results, investments, and similar matters are most appropriately addressed by the Company's management. The Company's Chief Executive Officer, Chief Financial Officer, Vice President of Investor Relations and other management as appropriate meet frequently with stockholders to discuss the Company's strategy, business and financial performance. Questions regarding these matters should be addressed to the Company's Investor Relations team.

The Board believes that ADT stockholders should have the opportunity to fully understand the Company's executive compensation, compensation philosophy, pay principles and pay practices and to have an advisory vote on the Board's approach to these items. The Company

currently holds such stockholder advisory vote annually and publicly discloses the results as part of the Company's report on its annual meeting of stockholders. The advisory vote is non-binding. Nevertheless, the Board will take into account the outcome of the advisory vote when considering future executive compensation decisions for the Company's executive officers.

Issues concerning accounting, auditing and internal controls over financial controls or auditing matters can be raised with the Audit Committee of the Board by contacting the ADT Ethics Office at (877) 871-5625 or by email at ethicsline@adt.com. Similarly, any concerns regarding actual or suspected improper activities in respect of the Company's accounting, internal controls or auditing matters, violations of law or other violations of ADT's Code of Conduct can be reported on a confidential and, at the election of the reporting person, anonymous basis by following the reporting procedures set out www.adtethicsline.com.

Adopted July 16, 2015