



Linde plc Announces Satisfaction of Final Conditions to Close Business Combination between Linde AG and Praxair

- Creates leading industrial gas company, with a market capitalization of approximately USD 90 billion
- Leverages unique strengths of each company: Linde AG's long-standing leadership in engineering and technology with Praxair's operational excellence
- Establishes strong, complementary positions in all key geographies and end-markets, creating a more diverse and balanced portfolio
- Generates substantial value driven by targeted annual synergies and cost efficiencies expected in the range of USD 1.1 to 1.2 billion to be achieved over approximately three years
- Robust balance sheet and cash flow with financial flexibility to invest in future growth
- Governed by a Board of Directors with equal representation from Linde AG and Praxair
- All-stock transaction: Linde AG shareholders to receive 1.54 shares in Linde plc for each Linde AG share tendered, and Praxair shareholders to receive one share in Linde plc for each Praxair share
- Trading of Linde plc shares is expected to commence on the Frankfurt Stock Exchange on 29 October 2018 and on the New York Stock Exchange on 31 October 2018

Guildford, UK (22 October 2018) – Linde plc today announced that the final closing conditions for the merger of equals between Linde AG (FWB: LINU and FWB: LIN) and Praxair, Inc. (NYSE: PX) were satisfied after the European Commission approved the buyer of Praxair's divestment business in Europe and the Federal Trade Commission provided merger clearance of the business combination in the United States.

The combined entity is a global industrial gas leader, generating 2017 pro forma revenues of approximately USD 27 billion, with over 80,000 employees across more than 100 countries serving over two million customers.

"The merger of Linde and Praxair is a compelling and transformative combination and an unparalleled opportunity for the customers, shareholders and employees of our combined company," said Wolfgang Reitzle, who will serve as Chairman of Linde plc's Board of Directors. "I wish to thank the employees of Linde and Praxair for their efforts in making this merger possible."



“Today marks an important milestone in the formation of our new company,” said Steve Angel, who will serve as Chief Executive Officer of Linde plc. “It is a privilege for me to lead the talented people of two world-class organizations as we come together to form the undisputed leader in our industry. I am confident this team will create long-term value for all Linde plc stakeholders.”

Closing of the Business Combination

The parties expect the transaction to close on 31 October 2018. The closing process will occur in two steps, starting with the settlement of the Linde plc exchange offer to Linde AG shareholders, which has been accepted for approximately 92% of Linde AG’s outstanding shares. Linde plc expects that Linde AG tendered shares (FWB: LINU) will cease trading at the close of the Frankfurt Stock Exchange on 26 October 2018 and that Linde plc shares will commence trading on the Frankfurt Stock Exchange under the stock ticker symbol “LIN” on 29 October 2018. Concurrent to the delisting of Linde AG tendered shares, the stock ticker symbol for Linde AG shares that have not accepted the exchange offer will change to “LNA” and continue to be listed on the Frankfurt Stock Exchange.

Shares of Praxair (NYSE: PX) will cease trading at the close of the New York Stock Exchange on 30 October 2018 and trading in Linde plc shares is expected to commence on the New York Stock Exchange on 31 October 2018 under the stock ticker symbol “LIN”.

Linde plc will seek inclusion in the S&P 500 and DAX 30 indices.

As part of the business combination agreement, Praxair shareholders will receive one share of Linde plc for each Praxair share they hold. Linde AG shareholders who accepted the exchange offer will receive 1.54 shares of Linde plc for each Linde AG share tendered. Fractional shares will be aggregated and sold in accordance with the terms of the exchange offer document and the business combination agreement. Shareholders with fractional shares will receive cash in an amount representing such holder’s proportionate interest in the net proceeds from the sale.

Value Creation for all Stakeholders

The business combination represents compelling value creation for all stakeholders, leveraging the unique strengths of both Linde AG and Praxair to create a global industrial gas leader. Linde plc will benefit from a strong presence in all key geographies and end-markets, which will result in a more balanced and global portfolio as well as increased exposure to long-term macro trends. From an employee perspective, the combined company will be a global employer of choice with an exceptionally strong culture of operational excellence, innovation and performance.



With increased capabilities and an expanded global footprint, Linde plc will provide its customers enhanced reliability of supply, comprehensive products and services, and leading technologies to meet their evolving needs.

Shareholders will benefit from the new company's solid balance sheet and strong cash flow that offers the financial flexibility to invest in future growth. Furthermore, Linde plc expects to achieve significant shareholder value through the realization of expected targeted annual synergies and cost efficiencies in the range of USD 1.1 to 1.2 billion to be achieved over approximately three years.

Governance

The Board of Directors of Linde plc consists of 12 members with equal representation from Linde and Praxair. Wolfgang Reitzle, Chairman of the Supervisory Board of Linde AG, will serve as Chairman of Linde plc's Board of Directors. Steve Angel, Chairman and Chief Executive Officer of Praxair, will serve as Chief Executive Officer and a member of the Linde plc Board of Directors. Together, the members of the Board of Directors bring deep expertise and a track record of leading governance practices to Linde plc. The principal governance activities of Linde plc, including Board meetings and shareholders' meetings, will primarily take place in the United Kingdom.

Management Committee

The leadership team of the combined group will consist of the following six executives who reflect the strengths and capabilities of both Linde AG and Praxair:

From Linde AG

- Christian Bruch, Head of Engineering
- Bernd Eulitz, Head of Americas Gases
- Sanjiv Lamba, Head of APAC Gases

From Praxair

- Eduardo Menezes, Head of EMEA Gases
- Anne Roby, Head of Global Functions
- Matt White, Chief Financial Officer

Regulatory Requirements

Once the closing of the business combination has been completed, the companies will focus on finalising the divestitures required by the respective antitrust authorities. Necessary divestitures include, in particular, certain



sales in the United States which Linde AG is required to complete by 29 January 2019. Until the completion of the majority of such divestitures, Linde and Praxair are obliged to operate their businesses globally as separate and independent companies, and not coordinate any of their commercial operations.

About Linde plc

Linde plc is a leading industrial gases and engineering company in the world. With market capitalization of approximately USD 90 billion (EUR 78 billion) and 2017 sales of USD 27 billion (EUR 24 billion), the company employs over 80,000 people globally and serves customers in 100 countries worldwide. Linde plc delivers innovative and sustainable solutions to its customers and creates long-term value for all stakeholders. The company is *making our world more productive* by providing products, technologies and services that help customers improve their economic and environmental performance in a connected world.

For more information about the merger, please visit www.lindepraxairmerger.com

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Forward-looking Statements

This communication includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on our beliefs and assumptions on the basis of factors currently known to us. These forward-looking statements are identified by terms and phrases such as: anticipate, believe, intend, estimate, expect, continue, should, could, may, plan, project, predict, will, potential, forecast, and similar expressions. These forward-looking statements include, but are not limited to, statements regarding benefits of the proposed business combination, integration plans and expected synergies, and anticipated future growth, financial and operating performance and results. Forward-looking statements involve risks and uncertainties that may cause actual results to be materially different from the results predicted or expected. No assurance can be given that these forward-looking statements will prove accurate and correct, or that projected or anticipated future results will be achieved.



Factors that could cause actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to: the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement; regulatory or other limitations imposed as a result of the proposed business combination; the success of the business following the proposed business combination; the ability to successfully integrate the Praxair and Linde businesses; risks related to disruption of management time from ongoing business operations due to the proposed business combination; the risk that the announcement or consummation of the proposed business combination could have adverse effects on the market price of Linde's or Praxair's common stock or the ability of Linde and Praxair to retain customers, retain or hire key personnel, maintain relationships with their respective suppliers and customers, and on their operating results and businesses generally; the risk that Linde plc may be unable to achieve expected synergies or that it may take longer or be more costly than expected to achieve those synergies; state, provincial, federal and foreign legislative and regulatory initiatives that affect cost and investment recovery, have an effect on rate structure, and affect the speed at and degree to which competition enters the industrial gas, engineering and healthcare industries; outcomes of litigation and regulatory investigations, proceedings or inquiries; the timing and extent of changes in commodity prices, interest rates and foreign currency exchange rates; general economic conditions, including the risk of a prolonged economic slowdown or decline, or the risk of delay in a recovery, which can affect the long-term demand for industrial gas, engineering and healthcare and related services; potential effects arising from terrorist attacks and any consequential or other hostilities; changes in environmental, safety and other laws and regulations; the development of alternative energy resources; results and costs of financing efforts, including the ability to obtain financing on favorable terms, which can be affected by various factors, including credit ratings and general market and economic conditions; increases in the cost of goods and services required to complete capital projects; the effects of accounting pronouncements issued periodically by accounting standard-setting bodies; conditions of the debt and capital markets; market acceptance of and continued demand for Linde's and Praxair's products and services; changes in tax laws, regulations or interpretations that could increase Praxair's, Linde's or Linde plc's consolidated tax liabilities; and such other factors as are set forth in Linde's annual and interim financial reports made publicly available and Praxair's and Linde plc's public filings made with the SEC from time to time, including but not limited to those described under the headings "Risk Factors" and "Forward-Looking Statements" in Praxair's Form 10-K for the fiscal year ended December 31, 2017, which are available via the SEC's Web site at www.sec.gov. The foregoing list of risk factors is not exhaustive. These risks, as well as other risks associated with the contemplated business combination, are more fully discussed in the proxy statement/prospectus and the offering prospectus included in the Registration Statement on Form S-4 filed by Linde plc with the SEC and in the offering document and/or any prospectuses or supplements filed with BaFin in connection with the contemplated business combination. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than Linde, Praxair or Linde plc has



described. All such factors are difficult to predict and beyond our control. All forward-looking statements included in this document are based upon information available to Linde, Praxair and Linde plc on the date hereof, and each of Linde, Praxair and Linde plc disclaims and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.