

# Invitation

to the Extraordinary General Meeting  
on 12 December 2018



# INVITATION TO THE EXTRAORDINARY GENERAL MEETING OF LINDE AKTIENGESELLSCHAFT

Dear Shareholders,

You are invited to attend the Extraordinary General Meeting of Linde Aktiengesellschaft to be held on Wednesday, 12 December 2018, at 10.00 a.m. CET, in the ICM – International Congress Centre Munich, Messegelände (Trade Fair Grounds), 81823 Munich, Germany.

# I AGENDA

1. Resolution on the transfer of shares held by the minority shareholders of Linde Aktiengesellschaft to Linde Intermediate Holding AG, having its registered office in Munich, (majority shareholder) in exchange for payment of adequate cash compensation in accordance with section 62 para. 5 German Transformation Act (Umwandlungsgesetz) in conjunction with sections 327a et seqq. German Stock Corporation Act (Aktiengesetz) (Cash Merger Squeeze-out)

In accordance with section 62 para. 5 German Transformation Act in conjunction with sections 327a et seqq. German Stock Corporation Act, the general meeting of a transferring stock corporation may, in connection with a merger into an acquiring stock corporation that directly owns shares in the amount of at least nine tenths of the nominal capital of the transferring stock corporation (majority shareholder), resolve to transfer the shares of the remaining shareholders (minority shareholders) to the majority shareholder in exchange for payment of adequate cash compensation (“Cash Merger Squeeze-out”). Linde Intermediate Holding AG, with its registered office in Munich registered with the commercial register of the local court of Munich (Amtsgericht München) under HRB 234880, would like to make use of such possibility.

The envisaged Cash Merger Squeeze-out is implemented against the background of the business combination of Linde Aktiengesellschaft (“Linde AG” or the “Company”) and Praxair, Inc., a listed stock corporation established under the laws of the U.S. federal state of Delaware, under Linde plc, a public limited company established under the laws of the Republic of Ireland (“Business Combination”). Upon completion of the Business Combination, both the Company and Praxair, Inc. have become indirect subsidiaries of Linde plc.

In the context of the Business Combination, Linde plc acquired, by way of a voluntary public takeover offer in the form of an exchange offer (“Exchange Offer”), 170,874,958 shares and thus approximately 92 percent of the nominal capital of Linde AG. Following the completion of the

Exchange Offer, Linde plc first transferred the shares held in Linde AG to a direct subsidiary, Linde Holding GmbH. Linde Holding GmbH then transferred, without undue delay, the shares held in Linde AG to Linde Intermediate Holding AG.

The nominal capital of the Company registered with the commercial register amounts to EUR 475,476,940.80 and is divided into 185,733,180 no-par value bearer shares, each representing a proportionate interest in the nominal capital of EUR 2.56 ("Linde AG Shares"). The Company holds 95,109 treasury shares.

By way of ad hoc release dated 25 April 2018, the Company announced that Linde plc, Linde AG and Praxair, Inc. have agreed to implement, in the event of a successful completion of the Business Combination, a cash merger squeeze-out with regard to the Company for the purpose of simplifying the group structure.

Following the successful completion of the Business Combination, Linde Intermediate Holding AG, by letter dated 1 November 2018, requested the Executive Board of the Company to have the General Meeting of Linde AG resolve within three months of the execution of a merger agreement on the transfer of the shares held by the minority shareholders of the Company to Linde Intermediate Holding AG as the majority shareholder in exchange for payment of adequate cash compensation. A securities account statement of 31 October 2018 was attached to the letter dated 1 November 2018, according to which Linde Intermediate Holding AG holds 170,874,958 shares in Linde AG and thus more than 90 percent of the nominal capital of Linde AG (reduced by the number of treasury shares held by Linde AG).

On 1 November 2018, Linde Intermediate Holding AG and the Company entered into a merger agreement under which Linde AG, as the transferring company, transfers to Linde Intermediate Holding AG, as the acquiring company, the entirety of its assets together with all rights and obligations in accordance with sections 2 no. 1, 60 et seqq. German Transformation Act, thereby dissolving without liquidation. The validity of the merger agreement is subject to the condition precedent that the resolution of the Company's General Meeting on the transfer of the shares held by the Company's minority shareholders to Linde Intermediate Holding AG as the majority shareholder pursuant to section 62 para. 5 sentence 1 German Transformation Act in conjunction with section 327a para. 1 sentence 1 German Stock Corporation Act as proposed below, upon registration, contains the note pursuant to section 62 para. 5 sentence 7 German Transformation Act that such transfer resolution will only enter into force concurrently with the registration of the merger in the commercial register at the registered office of Linde Intermediate Holding AG. The merger is intended to be effected as an intra-group merger without any consideration.

Linde Intermediate Holding AG has determined the adequate cash compensation to be paid to the minority shareholders in exchange for the transfer of their shares to Linde Intermediate Holding AG as the majority shareholder on the basis of a valuation report by Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft dated 25 October 2018 and fixed such amount at EUR 188.24 for each Linde AG share on

1 November 2018. The Company initially announced the amount of the anticipated cash compensation by way of an ad hoc announcement on 15 October 2018 and later announced the amount of the finally fixed cash compensation by way of an ad hoc announcement on 1 November 2018.

Moreover, Linde Intermediate Holding AG has submitted to the Company's Executive Board a guarantee statement issued by UniCredit Bank AG dated 31 October 2018. In such guarantee statement, UniCredit Bank AG unconditionally and irrevocably guarantees to the minority shareholders the fulfilment of the obligation of Linde Intermediate Holding AG as the Company's majority shareholder to pay, immediately after the effectiveness of the squeeze-out, the fixed cash compensation to the Company's minority shareholders in the amount of EUR 188.24 for each share held in the Company that was transferred to Linde Intermediate Holding AG.

Linde Intermediate Holding AG has submitted a written report to the Extraordinary General Meeting of Linde AG specifying the preconditions of the transfer of the shares of the minority shareholders and explaining and justifying the adequateness of the cash compensation.

Ebner Stolz GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Kronenstrasse 30, 70174 Stuttgart, in their capacity as the auditor appointed by the regional court I of Munich (Landgericht München I) upon request of Linde Intermediate Holding AG as the majority shareholder, has confirmed that the cash compensation was adequate.

The registration of the transfer resolution with the commercial register at the registered office of the transferring stock corporation has to include the note that it will only enter into force concurrently with the registration of the merger with the commercial register at the registered office of the acquiring stock corporation (section 62 para. 5 sentence 7 German Transformation Act).

The Executive Board and the Supervisory Board propose to adopt the following resolution:

"The no-par value bearer shares of the remaining shareholders of Linde AG (minority shareholders) are transferred, in accordance with section 62 para. 5 German Transformation Act in conjunction with sections 327a et seqq. German Stock Corporation Act, to Linde Intermediate Holding AG, with its registered office in Munich (majority shareholder) in exchange for an adequate cash compensation in the amount of EUR 188.24 for each no-par value bearer share of Linde Aktiengesellschaft to be paid by the majority shareholder."

# II FURTHER INFORMATION IN RESPECT OF THE CONVENING OF THE EXTRAORDINARY GENERAL MEETING

## 1. Total number of shares and voting rights

As of the calling of this Extraordinary General Meeting, the nominal capital of the Company amounts to EUR 475,476,940.80 and is divided into 185,733,180 ordinary no-par-value shares entitling the holder to participate in, and to vote at, general meetings, granting one vote each. The total number of voting rights therefore is 185,733,180. This total number of no-par-value shares includes the 95,109 treasury shares held by the Company at the time of the calling of the Extraordinary General Meeting from which the Company cannot derive any rights pursuant to section 71b German Stock Corporation Act.

## 2. Participation right by registration and proof of shareholding

Those shareholders who register with the Company and transmit a specific proof of their shareholding issued by their depository credit or financial services institution have the right to participate in and exercise their voting right at this Extraordinary General Meeting.

The proof of the shareholding must refer to the beginning of 21 November 2018, 00.00 hrs. CET (record date). The registration for the Extraordinary General Meeting and the proof of the shareholding must be received by Linde Aktiengesellschaft by 5 December 2018, 24.00 hrs. CET, at the latest at the following address:

Linde Aktiengesellschaft  
c/o ADEUS Aktienregister-Service-GmbH  
Strahlenbergerstrasse 13  
63067 Offenbach  
Germany

or by fax: +49.89.2070-37951

or by e-mail: ► [ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE](mailto:ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE)

The registration and the proof of shareholding require text form (section 126b German Civil Code (Bürgerliches Gesetzbuch)) and must be prepared in the German or English language.

A shareholder will only be deemed a shareholder entitled to participate in the meeting or to exercise voting rights in relation to the Company if the shareholder has submitted proof of shareholding. The entitlement to participate in the meeting and the scope of the voting rights are exclusively determined by the shareholding owned by the shareholder on the record date. The record date will not lead to a block of the sale of the shareholding. Even in the event of a full or partial sale of the shareholding following the record date, only those shares held by the shareholder on the record date will be relevant for participation in the meeting and the scope of voting rights, i.e., the sale of shares after the record date will not affect the entitlement to participate in the meeting and the scope of the voting rights. This also applies mutatis mutandis if shares or additional shares are purchased after the record date. Persons who do not own any shares on the record date and become shareholders only after the record date are not entitled to participate in the meeting or to exercise voting rights. The record date does not constitute a relevant date with respect to the dividend entitlement.

Following receipt of registration and the proof of their shareholding, admission and voting tickets for the Extraordinary General Meeting will be sent to the eligible shareholders. We kindly ask the shareholders who wish to attend the Extraordinary General Meeting or exercise their voting rights by a proxy or by postal voting to timely request their admission and voting tickets at their depository bank. In this case, the required registration and proof of shareholding will be carried out by the depository bank. Therefore, shareholders who have requested the admission and voting ticket at their depository bank in time do not need to take any further action.



### 3. Procedure for proxy voting

#### [a] *Authorising a third-party proxy*

Shareholders may exercise their voting rights at the Extraordinary General Meeting by a proxy, e.g. the depository bank, a shareholders' association or a person of their choice. If a shareholder appoints more than one proxy, the Company may reject one or more of these proxies. Registration, including provision of proof of shareholding, in due time in accordance with the aforesaid provisions is also necessary in case of proxy authorisations.

Pursuant to section 134 para. 3 sentence 3 German Stock Corporation Act and the Articles of Association of the Company, the granting of the power of attorney, its revocation and the evidence of authorisation towards the Company require text form, unless otherwise provided in the following provisions of this paragraph. For granting power of attorney, shareholders may use the power of attorney form on the back of the admission and voting ticket for the Extraordinary General Meeting, which they will receive after registration. However, shareholders may also issue a separate power of attorney. The respective power of attorney form can be found on the Company's website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING). With respect to the provision of proof of the appointment of a proxy, the Company offers to shareholders to send the proof by e-mail to the Company by 7 December 2018, 24.00 hrs. CET, at the latest to ► [ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE](mailto:ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE). However, proof of the appointment of a proxy can also be presented at one of the reception desks at the Extraordinary General Meeting.

If a credit institution, an institution or a company treated as equivalent to credit institutions pursuant to sections 135 para. 10, 125 para. 5 German Stock Corporation Act, an association of shareholders or any of the individuals to which, pursuant to section 135 para. 8 German Stock Corporation Act, the provisions of section 135 paras. 1 to 7 German Stock Corporation Act apply *mutatis mutandis*, is authorised to exercise voting rights by proxy, usually special rules apply, which must be obtained from the relevant proxy. Under the law, it suffices in these cases if the power of attorney is issued to a particular proxy and is kept by the proxy in a verifiable form. The requirement of text form does not apply. Furthermore, the power of attorney must be complete and may only contain declarations associated with the exercising of the voting right. Therefore, please coordinate the form of the power of attorney with the intended proxy if you wish to appoint as proxy a credit institution, an association of shareholders or another institution, company or individual treated as equivalent to credit institutions pursuant to section 135 German Stock Corporation Act. However, any violation of the aforesaid and certain other additional requirements set forth in section 135 German Stock Corporation Act for proxy authorisation of the entities mentioned in this paragraph does not, pursuant to section 135 para. 7 German Stock Corporation Act, impair the validity of votes cast.

*[b] Authorising representatives  
named by the Company*

We offer our shareholders the option to exercise their voting rights via representatives named by Linde Aktiengesellschaft who are employees of the Company. In order to do so, a power of attorney and explicit and unambiguous instructions on the exercise of the voting rights with respect to every relevant agenda item must be issued to the representative. If no explicit and unambiguous instruction has been issued, the representative named by the Company will abstain from voting on the respective agenda item. The representatives named by the Company are bound to vote in accordance with such instructions. If, instead of a collective vote, individual votes on any single item of the agenda are cast, the voting instructions issued for that agenda item will apply mutatis mutandis for each item of the individual votes. A timely registration and provision of proof of shareholding as described above under "Participation right by registration and proof of shareholding" will be required also for authorising the representatives named by the Company.

The power of attorney and the voting instructions to the representatives named by the Company may be issued via the Internet ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING) or in text form using the power of attorney and instruction form provided for this purpose on the admission and voting ticket.

If issued in text form already before the Extraordinary General Meeting, powers of attorney and instructions to the representatives named by the Company must be received by the Company by 7 December 2018, 24.00 hrs CET, at the latest at the following address:

Linde Aktiengesellschaft  
Group Legal & Compliance  
Klosterhofstrasse 1  
80331 Munich  
Germany

or by fax: +49.89.2070-37951

or by e-mail: ► [ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE](mailto:ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE)

If issued via the Internet, powers of attorney and voting instructions to the representatives named by the Company must be fully issued by 11 December 2018, 20.00 hrs. CET, at the latest. It is possible until this time to revoke the power of attorney issued via the Internet or to change instructions given via the Internet. For the use of the Internet system for issuing powers of attorney and instructions, the admission and voting ticket is required. Shareholders can obtain access to the Internet system via the Company's website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

Should a shareholder timely issue a power of attorney and voting instructions to the representatives named by the Company both in text form and via the Internet then, irrespective of the dates of receipt by the Company, only the powers of attorney and voting instructions

issued in text form will be deemed binding. Powers of attorney and instructions that have been issued in text form cannot be revoked or changed via the Internet.

If the shareholder or another authorised proxy participates personally in the Extraordinary General Meeting, any power of attorney previously issued to the employees nominated by the Company as representatives will be ineffective. At the Extraordinary General Meeting, powers of attorney and instructions to the representatives named by the Company can be issued until the end of the general debate by submitting the completed form provided on the admission and voting ticket at one of the reception desks.

#### 4. Procedure for postal voting

Shareholders may exercise their voting right without participating in the Extraordinary General Meeting by postal vote. In the postal voting, the votes are cast via the Internet ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING) or by using the postal voting form provided for on the admission and voting ticket. If a postal vote is not explicit and unambiguous regarding a specific agenda item, this will be considered an abstention from voting for the respective agenda item. If, instead of a collective vote, individual votes on any single item of the agenda are cast, the postal vote cast for that agenda item will apply mutatis mutandis for each item of the individual votes. A timely registration and provision of proof of shareholding as described above under "Participation right by registration and proof of shareholding" will be required also for postal voting.

The votes cast using the postal voting form must be received by the Company by 7 December 2018, 24.00 hrs. CET, at the latest at the following address:

Linde Aktiengesellschaft  
Group Legal & Compliance  
Klosterhofstrasse 1  
80331 Munich  
Germany

or by fax: +49.89.2070-37951

or by e-mail: ► [ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE](mailto:ANMELDESTELLE-INHABERAKTIEN@ADEUS.DE)

The casting of the postal vote via the Internet must be fully completed by 11 December 2018, 20.00 hrs. CET, at the latest. It is possible until this time to revoke or change votes that have been cast via the Internet. To cast a postal vote via the Internet, the admission and voting ticket is required. Shareholders can obtain access to the Internet system via the Company's website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

Proxies may also vote by postal voting. The provisions regarding the granting and revocation of power of attorney and proof of the appointment of a proxy remain unaffected.

Should a shareholder timely cast his/her vote both by using the postal voting form and via the Internet then, irrespective of the dates

of receipt by the Company, only the vote cast by postal voting form will be deemed binding. A vote cast by postal voting form cannot be revoked or changed via the Internet.

If the shareholder or an authorised proxy participates personally in the Extraordinary General Meeting, any votes cast previously by postal voting will be ineffective. At the Extraordinary General Meeting, votes can be cast by way of postal voting until the end of the general debate by submitting the completed form provided on the admission and voting ticket at one of the reception desks.

## 5. Further information on proxy voting and postal voting

The shareholders will receive together with their admission and voting ticket a brochure with detailed information on proxy voting and postal voting. The relevant information is also available via the Internet at

► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

## 6. Shareholder rights pursuant to section 122 para. 2, section 126 para. 1, section 127 and section 131 para. 1 German Stock Corporation Act

### *[a] Addition to the agenda pursuant to section 122 para. 2 German Stock Corporation Act*

Shareholders whose shares in total represent 5 percent of the nominal capital or a proportionate amount of EUR 500,000 of the nominal capital may request that items be included in the agenda and published. Such a request is to be addressed in writing to the

Executive Board of the Company  
Linde Aktiengesellschaft  
Group Legal & Compliance  
Klosterhofstrasse 1  
80331 Munich  
Germany

and must have been received by the Company at least 30 days prior to the Extraordinary General Meeting. For the purpose of calculating the above time period, the day of receipt and the day of the Extraordinary General Meeting shall not be counted. Thus, the last permissible day of receipt is Sunday, 11 November 2018, 24.00 hrs. CET. Each new item must be substantiated or accompanied by the wording of the proposed resolution.

Shareholders requesting such addition to the agenda must provide proof that they have held the shares for at least 90 days prior to receipt of the request and that they will hold the shares until a decision on the request has been made by the Executive Board. For the purpose of calculating

the shareholding period, section 70 German Stock Corporation Act shall apply. Section 121 para. 7 German Stock Corporation Act shall apply mutatis mutandis. According thereto, the day of receipt of the request shall not be counted. No postponement or forwarding from a Sunday, Saturday or holiday to a business day preceding or following such day shall take place. Sections 187 through 193 German Civil Code shall not apply mutatis mutandis.

Additions to the agenda which have to be published shall be published in the Federal Gazette without undue delay after receipt of the request, unless they have already been published together with the invitation to the Extraordinary General Meeting. They shall also be made available on the website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING). More detailed explanations regarding additions to the agenda are set out on the website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

*[b] Motions and nominations for election by shareholders pursuant to section 126 para. 1 and section 127 German Stock Corporation Act*

Shareholders may make motions regarding individual agenda items (cf. section 126 German Stock Corporation Act). This also applies to nominations for the election of members of the Supervisory Board or of auditors (cf. section 127 German Stock Corporation Act).

Pursuant to section 126 para. 1 German Stock Corporation Act, motions of shareholders, including the shareholder's name, a statement of grounds for the motion and any comments from the management, are to be made available to the relevant persons listed in section 125 paras. 1 to 3 German Stock Corporation Act (inter alia shareholders who so request) under the conditions set forth therein, provided that the shareholder has sent a counter-motion against the proposal of the Executive Board and/or the Supervisory Board with respect to a certain item of the agenda, including a statement of grounds for the counter-motion, no later than fourteen days prior to the Extraordinary General Meeting of the Company. For the purpose of calculating the above time period, the day of receipt and the day of the Extraordinary General Meeting shall not be counted. Thus, the last permissible day of receipt is Tuesday, 27 November 2018, 24.00 hrs. CET. A counter-motion need not be made available if one of the exclusions pursuant to section 126 para. 2 German Stock Corporation Act applies. Moreover, the statement of grounds needs not be made available if it exceeds a total of 5,000 characters.

No statement of grounds needs to be provided for nominations for elections made by shareholders pursuant to Section 127 German Stock Corporation Act. Nominations for election shall only be made available if they contain the name, the exercised profession and the place of residence of the nominees and, in the case of an election of members of the Supervisory Board, information on their membership in other supervisory boards the constitution of which is required by law (cf. section 127 sentence 3 in conjunction with section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5 German Stock Corporation Act). Pursuant to section 127 sentence 1 in conjunction with section 126 para. 2 German Stock Corporation Act, there are further conditions under which nominations for election need not

be made available via the website. In all other respects, the requirements and provisions for the making available of motions apply mutatis mutandis.

The right of each shareholder to make counter-motions and nominations for election during the Extraordinary General Meeting regarding the various agenda items even without prior communication to the Company remains unaffected. Please note that any counter-motions or nominations for election which have been sent to the Company in advance in due time will be considered only if they are made orally during the Extraordinary General Meeting.

More detailed explanations regarding motions and nominations for election are set out on the website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

Any shareholder motions (including statements of grounds therefor) and nominations for election pursuant to section 126 para. 1 and section 127 German Stock Corporation Act shall be sent exclusively to:

Linde Aktiengesellschaft  
Group Legal & Compliance  
Klosterhofstrasse 1  
80331 Munich  
Germany

or by fax: +49.89.35757-1006

or by e-mail: ► [HV-ANTRAEGE@LINDE.COM](mailto:HV-ANTRAEGE@LINDE.COM)

Any motions and nominations for election by shareholders to be made available (including the shareholder's name and – in case of motions – the statement of grounds therefor) will be made available on the website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING) after their receipt. Any comments by the management will also be made available on the above website.

### *[c] Shareholders' information rights pursuant to section 131 para. 1 German Stock Corporation Act*

At the Extraordinary General Meeting, each shareholder and shareholder's representative may request from the Executive Board information on the matters of the Company to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda (cf. section 131 para. 1 German Stock Corporation Act). The information right also extends to the Company's legal and business relations with any affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements. Requests for information must generally be made orally at the Extraordinary General Meeting during the discussion.

The information provided shall comply with the principles of conscientious and accurate accounting. The Executive Board may refuse to provide information under the conditions set forth in section 131 para. 3 German Stock Corporation Act. Pursuant to number 14.3 of the Articles of Association of the Company, the person presiding may reasonably limit the time for shareholders to speak and ask questions. The person

presiding is particularly empowered to set a reasonable time limit at the beginning or during the Extraordinary General Meeting for the entire Extraordinary General Meeting, for individual items on the agenda, and for individual questions and statements.

More detailed explanations regarding information rights are set out on the website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

## 7. Transmission of the Extraordinary General Meeting on the Internet

The statements of the Chairman of the Supervisory Board and the Chairman of the Executive Board at the beginning of the Extraordinary General Meeting will be transmitted on the Internet at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING).

## 8. Information and documents for the Extraordinary General Meeting (Company's website)

The present invitation to the Extraordinary General Meeting, the documents to be made available to the Extraordinary General Meeting as well as any further information in the context of the Extraordinary General Meeting, including the information in accordance with section 124a German Stock Corporation Act, will be available as from the time of the convening of the General Meeting on the Company's website at ► [WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING](http://WWW.LINDE.COM/EXTRAORDINARYGENERALMEETING) as well as at the offices of the Company at Klosterhofstrasse 1, 80331 Munich. In particular, the following documents are available for inspection and download as from the time of the convening of the Extraordinary General Meeting:

- the draft transfer resolution;
- the annual financial statements of Linde AG, the consolidated financial statements and the combined management reports for Linde AG and the Linde AG Group, in each case for the 2015, 2016 and 2017 financial years;
- the written report (including its annexes) of 1 November 2018 submitted by Linde Intermediate Holding AG in its capacity as the majority shareholder of the Company in accordance with section 62 para. 5 sentence 8 German Transformation Act, section 327c para. 2 sentence 1 German Stock Corporation Act on the preconditions of the transfer of the shares of the minority shareholders of Linde AG to Linde Intermediate Holding AG as well as on the explanation and justification of the adequateness of the fixed cash compensation;
- the guarantee statement issued by UniCredit Bank AG in accordance with section 62 para. 5 sentence 8 German Transformation Act, section 327b para. 3 German Stock Corporation Act of 31 October 2018;
- the audit report submitted in accordance with section 62 para. 5 sentence 8 German Transformation Act in conjunction with section 327c para. 2 sentences 2 to 4 German Stock Corporation Act by the auditor

- Ebner Stolz GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Kronenstrasse 30, 70174 Stuttgart, which was chosen and appointed by the regional court I of Munich (Landgericht München I), on the audit of the appropriateness of the cash compensation in light of the intended passing of a resolution on the transfer of the shares of the remaining shareholders of Linde AG (minority shareholders) to Linde Intermediate Holding AG of 31 October 2018;
- the notarised merger agreement of 1 November 2018 entered into by Linde Intermediate Holding AG as the acquiring company and Linde AG as the transferring company;
  - the annual financial statements of Linde Intermediate Holding AG for the 2017 short financial year and for the short financial year ended on 30 June 2018;
  - the interim balance sheet of Linde AG as of 31 August 2018;
  - the joint merger report of 1 November 2018 (including its annexes) submitted as a precautionary measure by the executive boards of Linde Intermediate Holding AG and Linde AG in accordance with section 8 German Transformation Act; and
  - the audit report of 31 October 2018 submitted in accordance with section 60 in conjunction with section 12 German Transformation Act as a precautionary measure for the legal entities involved in the merger by the auditor Ebner Stolz GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Kronenstrasse 30, 70174 Stuttgart, which was chosen and appointed by the regional court I of Munich (Landgericht München I), on the audit of the merger agreement entered into by Linde Intermediate Holding AG as the acquiring company and Linde AG as the transferring company.

The documents to be made available will also be available during the Extraordinary General Meeting on 12 December 2018.

Any counter-motions, nominations for election or requested additions to the agenda by shareholders received by Linde Aktiengesellschaft that are required to be published will also be made available on the aforesaid website.

After the Extraordinary General Meeting, the voting results will also be published on the aforesaid website.

## 9. Shareholders' information on data protection

Linde AG processes personal data of shareholders (in particular, their name, address, e-mail address, number of shares, type of ownership of shares and number of the admission ticket) as the controller of personal data in accordance with the applicable data protection laws to enable the shareholders to exercise their rights at the Extraordinary General Meeting and to ensure a legitimate and statutory course of the discussions and resolutions passed at the Extraordinary General Meeting. If you have not provided us with these data yourself, we will obtain such data from your depository bank.

The processing of your personal data is mandatory for your participation in the Extraordinary General Meeting. Legal basis for the processing



is Article 6 para. 1 sub-para. 1 lit. c General Data Protection Regulation in conjunction with sections 123, 129 German Stock Corporation Act.

Linde AG transmits your personal data to service providers commissioned for the purpose of organising the Extraordinary General Meeting to the extent this is necessary for the performance of the services commissioned.

Subject to the statutory requirements, the fulfilment of which must be assessed on a case-by-case basis, you have the right to receive information about the processing of your personal data, to require rectification or erasure of your personal data or the restriction of the processing and to receive your personal data in a structured, commonly used and machine-readable format (data portability).

Subject to the statutory requirements, the fulfilment of which must be assessed on a case-by-case basis, you have the right to object to the processing of your personal data.

You can assert these rights free of charge by postal mail to:

Linde Aktiengesellschaft  
Klosterhofstrasse 1  
80331 Munich  
Germany

or by fax: +49.89.35757-1475

or by e-mail: ► [DATAPROTECTION@LINDE.COM](mailto:DATAPROTECTION@LINDE.COM)

Furthermore, you have the right to lodge a complaint with a supervisory authority for data protection.

Your personal data will be erased as soon as and to the extent that the two-year period for inspection of the list of participants of the Extraordinary General Meeting in accordance with section 129 para. 4 sentence 2 German Stock Corporation Act has expired and the data is no longer required for any disputes on the adoption and validity of the Extraordinary General Meeting's resolutions.

You may contact our data protection officer via postal mail to:

Linde Aktiengesellschaft  
– Data Protection Officer –  
Klosterhofstrasse 1  
80331 Munich

or by fax: +49.89.35757-1475

or by e-mail: ► [DATAPROTECTION@LINDE.COM](mailto:DATAPROTECTION@LINDE.COM)

Please see ► [WWW.LINDE.COM](http://WWW.LINDE.COM) for more information on data protection.

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