

**THE BOC GROUP plc ANNOUNCEMENT RELEASED TO A REGULATORY INFORMATION SERVICE ON 16 AUGUST 2006  
AT 16.24 HRS UNDER REF: PRNUK-1608061623-3EC7**

**THE BOC GROUP plc**

**COURT MEETING**

**WEDNESDAY 16 AUGUST 2006**

A Court Meeting was held on Wednesday 16 August 2006 at the New Connaught Rooms (the Grand Hall), 61 – 65 Great Queen Street, Covent Garden, London, WC2B 5DA at 2.00 pm to consider and, if thought fit, approve (with or without modification) a Scheme of Arrangement under section 425 of the Companies Act 1985 proposed to be made between The BOC Group plc and the Scheme Shareholders.

The resolution was decided on a poll and the resolution proposed at the meeting was passed.

The number of votes for and against the resolution put before the Meeting were as follows:

<b>Resolution</b>		<b>Number of BOC Shares voted</b>	<b>% of BOC Shares voted</b>	<b>% of issued BOC Shares</b>	<b>Number of BOC Shareholders</b>	<b>% of BOC Shareholders voting</b>
To approve the proposed Scheme of Arrangement	<b>For</b>	270,875,894	99.58%	52.59%	7092	89.14%
	<b>Against</b>	1,131,304	0.42%	0.22%	864	10.86%

Number of shares in issue as at 6 pm on Monday 14 August 2006 – 515,042,913

**THE BOC GROUP plc**  
**EXTRAORDINARY GENERAL MEETING**  
**WEDNESDAY 16 AUGUST 2006**

An Extraordinary General Meeting was held on Wednesday 16 August 2006 at the New Connaught Rooms (the Grand Hall), 61 – 65 Great Queen Street, Covent Garden, London, WC2B 5DA at 2.15 pm to consider a Special Resolution for the purpose of giving effect to the Scheme of Arrangement dated 22 July 2006.

The voting rights conferred by the BOC Shares held by members of the Linde Group were not exercised at the EGM.

The resolution was decided on a poll and the resolution proposed at the meeting was passed.

The number of votes for and against the resolution put before the Meeting were as follows:

<b>Resolution</b>		Number of BOC Shares voted (note)	% of BOC Shares voted	% of issued BOC Shares
Special Resolution giving effect to the Scheme	<b>For</b>	285,806,316	99.6%	55.49%
	<b>Against</b>	1,159,483	0.4%	0.22%

Number of shares in issue as at 6 pm on Monday 14 August 2006 – 515,042,913

**Note**

The “For” vote includes those giving the Chairman discretion.

Capitalised terms in this announcement have the same meaning as in the Scheme Document dated 22 July 2006.

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