



LINDE PLC

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

The Compensation Committee (the “**Compensation Committee**”) is appointed by the Board of Directors (the “**Board**”) of Linde plc (the “**Company**”). This charter of the Compensation Committee of the Board (the “**Compensation Committee Charter**”) sets forth the responsibilities, duties and authorities of the Compensation Committee.

Composition

The Compensation Committee shall be comprised solely of independent directors according to independence standards established by the Board upon the recommendation of the Nomination & Governance Committee consistent with applicable statutes, regulations and the rules and listing standards of the New York Stock Exchange (“**NYSE**”). Additionally, at least two members of the Compensation Committee also shall qualify as 'non-employee' directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

The members of the Compensation Committee shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal.

Notwithstanding the foregoing membership requirements, no action of the Compensation Committee will be invalid by reason of any such requirement not being met at the time such action is taken.

Procedures

The Compensation Committee shall meet from time to time during the year, as needed to carry out the Compensation Committee’s responsibilities under this Compensation Committee Charter. The Chairman of the Compensation Committee shall have the authority to call a special meeting of the Compensation Committee whenever s/he deems such meeting necessary or desirable.

All meetings of the Compensation Committee will be held pursuant to the constitution of the Company (the “**Constitution**”) with regard to notice and waiver thereof, and written minutes of each meeting will be duly filed in the Company records.

If the Chairman of the Compensation Committee is not able to attend any Compensation Committee meeting in person, then the Compensation Committee shall designate another Compensation Committee member who is able to attend such Compensation Committee meeting in person to chair such Compensation Committee meeting. The Chief Executive Officer (“**CEO**”) and the Chairman of the Board may attend meetings of the Compensation Committee at the invitation of the Compensation Committee.

Reports of meetings of the Compensation Committee shall be made by the Chairman of the Compensation Committee to the Board at its next regularly scheduled Board meeting following the Compensation Committee meeting and shall be accompanied by any recommendations to the Board approved by the Compensation Committee.

Except as required pursuant to the Constitution of the Company or any other policy of the Board, a majority of the members of the Compensation Committee shall constitute a quorum for the transaction of business.

Except as required pursuant to the Constitution of the Company or any other policy of the Board, the vote of a majority of the Compensation Committee members present at any meeting at which a quorum is present shall be the act of the Compensation Committee.

Notwithstanding anything to the contrary in this Compensation Committee Charter, in the event of a tie vote with respect to any resolution of the Compensation Committee, the Chairman of the Compensation Committee shall not have a casting or deciding vote.

The Compensation Committee shall have the authority to designate, and delegate duties to, such standing and ad-hoc sub-committees as it deems necessary or desirable, subject to the Constitution of the Company, applicable laws and rules of the NYSE.

Responsibilities

In discharging its responsibilities, the Compensation Committee shall:

1. review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other non-management directors of the Board, determine and approve the CEO's compensation;
2. review and approve the compensation of the members of that certain committee composed of officers of the Company which has been established from time to time by the Board (the "**Management Committee**") and all other executive officers of the Company, and make recommendations to the Board with respect to any other incentive or equity based compensation plans, in each case that are subject to Board approval;
3. evaluate the performance of the other members of the Management Committee and all other executive officers based upon, among other things, the CEO's evaluation of such persons' performance;
4. define the executive compensation philosophy of the Company and its subsidiaries (together, the "**Group**");
5. review and make recommendations to the Board with respect to the adoption, amendment and termination of the Company's management incentive-compensation and equity-compensation plans, oversee their administration and discharge any duties imposed on the Compensation Committee by any of those plans;

6. review and discuss, at least annually, incentive compensation policies and practices applicable to all employees generally, to confirm that incentive compensation programs do not encourage risk taking that could be reasonably likely to have a material adverse effect on the Company;
7. authorize the granting of variable compensation and equity awards to other employees and delegate to the CEO, to the extent the Compensation Committee deems appropriate, the authority to allocate such awards among employees other than members of the Management Committee and other executive officers, subject to the limitations set forth in the applicable plans pursuant to which such compensation or awards are to be granted;
8. with the counsel of the Chairman of the Board, review management's long-range planning for executive development and succession and develop a succession plan for the CEO and other members of the Management Committee;
9. review and approve the material terms of employment and retention agreements (including offer letters), severance arrangements, change in control agreements and any special supplemental benefits for members of the Management Committee and other executive officers;
10. review the compensation discussion and analysis prepared by management for inclusion in the Company's proxy statement and furnish an accompanying report certifying the Compensation Committee's review of the compensation discussion and analysis and approval for publication in the proxy statement, in accordance with applicable rules and regulations, and review and approve, prior to publication, the executive compensation sections of the proxy statement;
11. establish stock ownership guidelines for the CEO, other members of the Management Committee and other executive officers, and monitor compliance therewith;
12. review at least annually transactions by the CEO, other members of the Management Committee and other executive officers of the Company in the Company's stock and approve such transactions to the extent required by applicable rules for their exemption from short-swing profit liability under Section 16(b) of the Exchange Act;
13. review periodically the Group's diversity policies and objectives, and programs to achieve those objectives;
14. perform other review functions relating to management compensation and human resources policies as the Compensation Committee deems appropriate;
15. conduct an evaluation of the Compensation Committee's performance and charter at least annually, and recommend to the Board such Compensation Committee Charter changes as the Compensation Committee deems appropriate; and
16. perform any other duties and responsibilities as may be assigned to the Compensation Committee, from time to time, by the Board.

Resources and Authority

The Compensation Committee shall have the resources, funding and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of any compensation consultants, outside legal counsel or other advisors to the Compensation Committee (each, an “**Advisor**”), as it deems appropriate, without seeking approval of the Board or management. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by NYSE rules, the Compensation Committee may select or receive advice from an Advisor only after taking into consideration all factors relevant to the Advisor’s independence from management, including the factors set forth in the NYSE rules. Although the Compensation Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.