



**LINDE PLC**

**CHARTER OF THE  
EXECUTIVE COMMITTEE  
OF THE BOARD OF DIRECTORS**

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

**Composition**

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

**Procedures**

The Executive Committee shall meet from time to time during the year, as needed to carry out the Executive Committee’s responsibilities under this Executive Committee Charter. The Chairman of the Executive Committee shall have the authority to call a meeting of the Executive Committee whenever he deems such meeting necessary or desirable to be held in conjunction with, or between, regularly scheduled meetings of the Board. The Chairman of the Executive Committee shall in the ordinary course consult with the Chief Executive Officer of the Company prior to calling any such meeting regarding the necessity or desirability of holding such meeting, but shall have sole authority and discretion to call such meeting.

All meetings of the Executive 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 Executive Committee is not able to attend any Executive Committee meeting, in person, then the Executive Committee shall designate another Executive Committee member who is able to attend such Executive Committee meeting in person to chair such Executive Committee meeting.

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

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

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

The Executive 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 New York Stock Exchange.

### **Responsibilities**

The Executive Committee shall have the following responsibilities:

1. In each case as arises between regularly scheduled Board meetings:
  - a. evaluating and approving any investments, acquisitions, partnerships or divestments requiring Board approval, in each case as is within value thresholds and other limitations specified by the Board from time to time;
  - b. evaluating and approving any financing or other capital markets transactions requiring Board approval, in each case as is within value thresholds and other limitations specified by the Board from time to time;
  - c. acting upon any other such matters within the competencies of the Board that are within value thresholds and other limitations specified by the Board from time to time and, in the opinion of the Chairman of the Board, should not be postponed until the next regularly scheduled Board meeting; *provided, however*, that the Executive Committee shall not have the power or authority to, and shall not take any action relating to:
    - i. matters which are expressly delegated to another committee of the Board;
    - ii. matters which under the Constitution of the Company and applicable laws, rules and regulations cannot be delegated by the Board to a committee;
    - iii. adopting an agreement providing for the merger or consolidation of the Company or recommending to the shareholders the sale, lease or exchange of all or substantially all of the Company's and its subsidiaries' property and assets;
    - iv. recommending to the shareholders a dissolution of the Company or a revocation of a dissolution;
    - v. amending the Constitution of the Company;
    - vi. declaring a dividend, or authorizing the issuance of stock (except pursuant to specific authorization by the Board);

- vii. determining the compensation of members of the Board for service in any capacity; or
  - viii. filling vacancies on the Board or filling vacancies or changing the membership of any committee of the Board, including the Executive Committee itself; and
2. perform any other duties and responsibilities as may be assigned to the Executive Committee, from time to time, by the Board.

**Resources and Authority**

The Executive Committee shall have the authority (a) to retain such outside advisors, including legal counsel, accountants and other advisors, as it deems necessary for the fulfillment of its responsibilities, and (b) to approve the fees and expenses of such advisors.