

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ Sections 351, 354(a), 358(a), 367(a), 368(a), and 1001 of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ See attachment.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The Exchange (as defined in the attached response to Box 14) was consummated on October 29, 2018. Consequently, the reportable taxable year of holders of Linde AG common stock (as defined in the attached response to Box 14) for reporting the tax effect of the Exchange is the taxable year that includes the October 29, 2018 date.

Former holders of Linde AG common stock are urged to consult with their own tax advisors with respect to their individual tax consequences of the Exchange.

PROTECTIVE FILING. ISSUER UNCERTAIN WHETHER THE EXCHANGE "AFFECTS" HOLDERS' BASIS IN SHARES OF LINDE AG COMMON STOCK SINCE BASIS CARRIED OVER TO SHARES OF LINDE PLC COMMON STOCK.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶ Wolfgang Salberger Date ▶ 5/12/18

Print your name ▶ WOLFGANG SALBERGER Dirk Diefenbach Title ▶ HEAD OF TAX / head of tax Germany

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	

Linde Aktiengesellschaft
EIN 98-0592958
Attachment to Form 8937

Form 8937, Part II, Box 14:

Pursuant to the Business Combination Agreement (the “BCA”), dated as of June 1, 2017, as amended, by and among Linde Aktiengesellschaft, a stock corporation organized under the laws of the Federal Republic of Germany (“Linde AG”), Praxair, Inc., a Delaware corporation (“Praxair”), Linde plc, a public limited company incorporated under the laws of Ireland (“Linde plc”), Zamalight Holdco LLC, a Delaware limited liability company and newly formed wholly-owned subsidiary of Linde plc (“US Intermediate Holding Sub”), and Zamalight Subco, Inc., a Delaware corporation and newly formed, wholly-owned subsidiary of US Intermediate Holding Sub (“Merger Sub”), Linde plc completed its acquisition of approximately 92% of the Linde AG shares (the “Linde AG shares”) by consummation of an exchange offer, under which Linde AG shareholders had the right to exchange each of their Linde AG shares for 1.540 Linde plc shares (“Linde plc common stock” and the “Exchange”, respectively). In connection with the Exchange, Linde plc shares started trading on the Frankfurt Stock Exchange (“FSE”) on October 29, 2018. If the aggregate number of shares of Linde plc common stock a Linde AG shareholder was entitled to receive included a fraction of a share of Linde plc common stock, cash was paid in lieu of that fractional share. On October 31, 2018, following the Exchange and under the BCA, Merger Sub merged with and into Praxair (the “Merger”), with Praxair surviving the Merger as a wholly-owned indirect subsidiary of Linde plc.

Information regarding the Linde plc common stock is below:

Issuer:	Linde plc
Ticker Symbol:	LIN
CUSIP:	G5494J103

Form 8937, Part II, Box 15:

The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories of shareholders.

Further discussion of material U.S. federal income tax consequences of the Exchange can be found in the Registration Statement on Form S-4, filed by Linde plc with the Securities and Exchange Commission on August 10, 2017 (the “Form S-4”), under the heading “Material U.S. Federal Income Tax Considerations — Tax Consequences of the Exchange Offer to U.S. Holders of Linde Shares” (available at: <https://www.sec.gov/Archives/edgar/data/1707925/000119312517254868/d283276ds4a.htm>).

Consistent with Form S-4, the Exchange will be reported as, and Linde plc believes that the Exchange qualified as, an exchange described in Section 351(a) of the Internal Revenue Code of 1986, as amended (the “Code”) and may also be a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes.

No ruling from the Internal Revenue Service has been requested or is intended to be obtained as to the U.S. federal income tax consequences of the Exchange.

Assuming that the Exchange is treated in the manner described above, with respect to holders of Linde AG stock that are U.S. taxpayers not in a special class of holders subject to special rules as described further in the Form S-4 (“U.S. holders”):

- A U.S. holder who receives Linde plc shares pursuant to the Exchange generally will not recognize any income, gain or loss except for any cash received in lieu of a fractional Linde plc share, subject to the provisions below;
- A U.S. holder who is a “five percent transferee shareholder” of Linde plc, as defined in Treasury Regulations promulgated under Section 367(a) of the Code (*i.e.*, a U.S. holder who owns, actually or constructively, at least 5% of the total voting power or the total value of the shares of Linde plc immediately after the Merger), will qualify for non-recognition of gain, as described above, only if the U.S. holder files with the Internal Revenue Service a “gain recognition agreement,” as defined in such Treasury Regulations. Other considerations not here described may apply to such a holder. Any such U.S. holder should consult its own tax advisor concerning the decision to file a gain recognition agreement, the procedures to be followed in connection with that filing, and other applicable considerations;
- A U.S. holder will have an aggregate adjusted tax basis in the Linde plc shares received in the Exchange (including any fractional share in Linde plc common stock deemed received and exchanged for cash, as discussed below) equal to the aggregate adjusted tax basis of the Linde AG shares surrendered by that holder in the Exchange. If a U.S. holder acquired different blocks of Linde AG shares at different times or different prices, such U.S. holder may need to determine its adjusted tax basis separately with respect to each block of Linde AG shares. U.S. holders should consult their own tax advisors as to the determination of the bases of Linde plc shares received in the Exchange; and
- A holder of Linde AG common stock who receives cash instead of a fractional share of Linde plc common stock generally will be treated as having received the fractional share pursuant to the Exchange and then as having sold to Linde plc that fractional share of Linde plc common stock for cash. As a result, a holder of Linde AG common stock generally will recognize gain or loss equal to the difference between the amount of cash received and the tax basis allocated to such fractional share of Linde plc common stock, as described above.

Form 8937, Part II, Box 16:

The fair market value of each full share of Linde plc common stock was determined to be EUR 146.65 as of the effective time of the Exchange for U.S. federal income tax purposes. This fair market value is based on the average of the highest and lowest quoted prices (EUR 148.70 and EUR 144.60, respectively) of the Linde plc common stock on the FSE on October 29, 2018, the first trading date of Linde plc common stock on the FSE. Based on the EUR/USD exchange rate of 1.139 reported by the U.S. Federal Reserve for October 29, 2018, the fair market value of each full share of Linde plc is approximately USD 167.03435.

Form 8937, Part II, Box 18:

The Exchange was intended to qualify as an exchange described in Section 351(a) the Code and a “reorganization” within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes. As described in the response to box 15, assuming that the Exchange is so treated, a U.S. holder of Linde AG common stock will not recognize any loss upon receipt of Linde plc common stock in the Exchange, except with respect to any cash received in lieu of a fractional share of Linde plc common stock. As described in the response to box 15, a U.S. holder of Linde AG common stock who receives cash in lieu of a fractional share of Linde plc common stock in the Exchange generally will be treated as having received such fractional share in the Exchange and then as having sold such fractional share for cash, and may recognize loss as a result of such sale.