



LINDE PLC

BOARD POLICY

DIRECTOR INDEPENDENCE STANDARDS

The Board of Directors (the “Board”) of Linde plc (the “Company”) has established the following Director Independence Standards.

Independence Standards for Board Service

Unless the Board has affirmatively determined that a director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), a director will not be considered “independent.”

Additionally, a director will not be considered “independent” if:

1. the director is, or has been within the last three years, an employee of the Company;
2. an immediate family member of the director is, or has been within the last three years, an executive officer of the Company;
3. the director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$120,000 in direct compensation from the Company, other than director’s fees and pension or other forms of deferred compensation for prior service with the Company, provided that such compensation is not contingent on continued service;
4. (A) the director is a current partner or employee of a firm that is the Company’s internal or external auditor; (B) the director has an immediate family member who is a current partner of such a firm; (C) the director has an immediate family member who is a current employee of such firm and who participates in the firm’s audit of the Company; or (D) the director or an immediate family member of the director was within the last three years (but is no longer) a partner or employee of such firm and personally worked on the Company’s audit within that time;
5. the director or an immediate family member of the director is, or has been within the last three years, employed as an executive officer of any company where any of the Company’s present executive officers at the same time serves or served on that company’s compensation committee;
6. the director is a current employee, or an immediate family member of the director is a current executive officer, of another company that has made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or two percent (2%) of the other company’s consolidated gross revenues.

If any director or a director's immediate family member has or had any relationship or transaction of a type set forth in any of the above standards, and that relationship or transaction does not fully meet the criteria stated in the applicable standard, then the relationship or transaction shall be considered immaterial and deemed to not impair the director's independence.

Independence Standards for Compensation Committee Members

In addition to the above standards, in determining the independence of any director who will serve on the Compensation Committee, the Board shall consider all factors specifically relevant to determining whether the director has a relationship to the Company which is material to that director's ability to be independent from management in connection with the duties of a Compensation Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director, and (ii) whether such director is affiliated with the Company, any subsidiary of the Company or any affiliate of a subsidiary of the Company.

Independence Standards for Audit Committee Members

In addition to the above standards, a director will not be considered “independent” for purposes of service on the Audit Committee if the director:

- receives any direct or indirect consulting, advisory or other compensatory fee from the Company, other than compensation for current service as a director or fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service as a director; or
- is an “affiliated” person of the Company (generally, an owner of more than 10% of the Company’s voting stock).

(the interpretation and application of these two standards shall be governed by Rule 10A-3 of the Securities and Exchange Commission).

For purposes of these standards:

“immediate family member” includes a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than domestic employees) who shares the person’s home.

“executive officer”, when used in the context of a public company, has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934.