

Sect/98

8 August 2018

**The General Manager**  
**Department of Corporate Services**  
**BSE Limited**  
New Trading Ring, Rotunda Building 1<sup>st</sup> Floor  
P.J.Towers, Dalal Street  
Fort, Mumbai 400 001

[BSE Listing Centre]

**The Manager**  
**Listing Department**  
**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No. C/1, G- Block  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400 051

[NSE NEAPS]

Dear Sir/Madam,

**Ad-hoc Announcement by Linde AG**

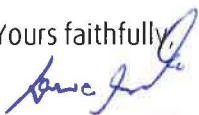
We refer to our earlier announcements in connection with signing of a Business Combination Agreement between Linde AG and Praxair Inc.

In this connection, we now enclose an Ad-hoc announcement of Linde AG pursuant to Article 17 of the Market Abuse Regulation issued on 04 August 2018 indicating increased requirements for the merger clearances between Linde AG and Praxair Inc.

This may please be treated as compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,



**Pawan Marda**

Asst. Vice President and Company Secretary

Encl.: As above



## Ad hoc-announcement

Ad hoc-announcement pursuant to Article 17 of the Market Abuse Regulation

### **Linde AG: Business combination with Praxair, Inc.; increased requirements for the merger clearances are likely to exceed a threshold for merger clearances previously agreed between Linde and Praxair**

Munich, 4 August 2018 – Discussions with various antitrust authorities have resulted in further indications that merger clearances of the business combination of Linde Aktiengesellschaft ("Linde") and Praxair, Inc. ("Praxair") could be subject to requirements more onerous than previously expected. Linde was informed today that the U.S. Federal Trade Commission ("FTC") expressed expectations with regards to further divestiture commitments and prospective purchasers which are considered required for a merger clearance. Linde and Praxair are analysing these expectations to assess their scope and to evaluate how they could be implemented to achieve a timely clearance of the business combination. The discussions with the FTC about the divestiture commitments will be continued in order to achieve a mutually acceptable result.

Based on ongoing discussions with the FTC and other antitrust authorities and current knowledge, there is in addition a higher probability that a threshold for divestiture commitments, which is to be accepted by each contract party under the Business Combination Agreement, will be exceeded.

Linde and Praxair remain in a constructive dialogue with the regulators and with each other on the required divestitures.

Person making the notification: Matthias Dachwald, Head of External Communications



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### Forward-looking Statements

This communication includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements are based on our beliefs and assumptions on the basis of factors currently known to us. These forward-looking statements are identified by terms and phrases such as: anticipate, believe, intend, estimate, expect, continue, should, could, may, plan, project, predict, will, potential, forecast, and similar expressions. These forward-looking statements include, but are not limited to, statements regarding benefits of the proposed business combination, integration plans and expected synergies, and anticipated future growth, financial and operating performance and results. Forward-looking statements involve risks and uncertainties that may cause actual results to be materially different from the results predicted or expected. No assurance can be given that these forward-looking statements will prove accurate and correct, or that projected or anticipated future results will be achieved. Factors that could cause actual results to differ materially from those indicated in any forward-looking statement include, but are not limited to: the expected timing and likelihood of the completion of the contemplated business combination, including the timing, receipt and terms and conditions of any required governmental and regulatory approvals of the contemplated business combination that could reduce anticipated benefits or cause the parties to abandon the transaction; the occurrence of any event, change or other circumstances that could give rise to the termination of the business combination agreement; the ability to successfully complete the proposed business combination and the exchange offer; regulatory or other limitations imposed as a result of the proposed business combination; the success of the business following the proposed business combination; the ability to successfully integrate the Praxair and Linde businesses; risks related to disruption of management time from ongoing business operations due to the proposed business combination; the risk that the announcement or consummation of the proposed business combination could have adverse effects on the market price of Linde’s or Praxair’s common stock or the ability of Linde and Praxair to retain customers, retain or hire key personnel, maintain relationships with their respective suppliers and customers, and on their operating results and businesses generally; the risk that Linde plc may be unable to achieve expected synergies or that it may take longer or be more costly than expected to achieve those synergies; state, provincial, federal and foreign legislative and regulatory initiatives that affect cost and investment recovery, have an effect on rate structure, and affect the speed at and degree to which competition enters the industrial gas, engineering and healthcare industries;



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outcomes of litigation and regulatory investigations, proceedings or inquiries; the timing and extent of changes in commodity prices, interest rates and foreign currency exchange rates; general economic conditions, including the risk of a prolonged economic slowdown or decline, or the risk of delay in a recovery, which can affect the long-term demand for industrial gas, engineering and healthcare and related services; potential effects arising from terrorist attacks and any consequential or other hostilities; changes in environmental, safety and other laws and regulations; the development of alternative energy resources; results and costs of financing efforts, including the ability to obtain financing on favorable terms, which can be affected by various factors, including credit ratings and general market and economic conditions; increases in the cost of goods and services required to complete capital projects; the effects of accounting pronouncements issued periodically by accounting standard-setting bodies; conditions of the debt and capital markets; market acceptance of and continued demand for Linde's and Praxair's products and services; changes in tax laws, regulations or interpretations that could increase Praxair's, Linde's or Linde plc's consolidated tax liabilities; and such other factors as are set forth in Linde's annual and interim financial reports made publicly available and Praxair's and Linde plc's public filings made with the SEC from time to time, including but not limited to those described under the headings "Risk Factors" and "Forward-Looking Statements" in Praxair's Form 10-K for the fiscal year ended December 31, 2017, which are available via the SEC's Web site at [www.sec.gov](http://www.sec.gov). The foregoing list of risk factors is not exhaustive. These risks, as well as other risks associated with the contemplated business combination, are more fully discussed in the proxy statement/prospectus and the offering prospectus included in the Registration Statement on Form S-4 filed by Linde plc with the SEC and in the offering document and/or any prospectuses or supplements filed with BaFin in connection with the contemplated business combination. In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than Linde, Praxair or Linde plc has described. All such factors are difficult to predict and beyond our control. All forward-looking statements included in this document are based upon information available to Linde, Praxair and Linde plc on the date hereof, and each of Linde, Praxair and Linde plc disclaims and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.