As adopted by the Board on February 28, 2023
As adopted by the Board on October 28, 2024
As adopted October 27, 2025, Effective January 31, 2026

LINDE PLC

CORPORATE GOVERNANCE GUIDELINES

Linde PLC (the "**Company**") and its subsidiaries (together, the "**Group**") shall comply with all applicable legal requirements and Nasdaq Stock Market ("Nasdaq") standards; and the Board of Directors of the Company (the "**Board**") shall adopt such additional practices and structures that it believes will improve the Company's governance so as to better serve the interests of the shareholders and the other constituencies of the Company.

1. Business Integrity, Ethics and Compliance with Laws

The Board believes that a strong integrity, ethics and compliance culture is (1) a social obligation to those impacted by the Group, (2) necessary for maintaining investor trust, and (3) a necessary condition for effective corporate governance, the absence of which cannot be overcome by formal practices and structures. The Board believes further that such culture must be driven by example and emphasis at the top of the organization.

- The Board shall adopt and periodically review a Business Integrity and Ethics Policy, and such policy shall be applicable to the directors of the Company as it is to its officers and employees, as appropriate.

- The Board, acting through its Audit Committee, shall oversee and monitor management's development and operation of preventative, reporting, investigation and resolution programs for implementing such policies.

- Ethical values and performance shall be significant factors in the selection of directors, the Chief Executive Officer, and other members of senior management.

- Each executive officer of the Group shall be accountable to the Board for policy compliance within his/her areas of responsibility and compliance performance shall be considered in the performance reviews and compensation determinations for such executive officers.

Any "related party transaction" by an officer or director shall be pre-approved by the Audit Committee. A "related party transaction" shall mean any transaction requiring disclosure under Item 404 of Regulation S-K under the Securities Act of 1933, as amended, or that would result in a director being deemed not independent under the Board's independence standards.

2. Responsibilities and Role of the Board of Directors

The Board is responsible for overseeing the affairs of the Group in accordance with applicable laws, rules and regulations, including the listing standards of the Nasdaq. In all its dealings, and subject to the duties and responsibilities of the Board as determined by applicable laws, rules and regulations, the Board is guided by the interests of the Group as a whole, including but not limited to its shareholders.

All of the Company's directors owe a duty of loyalty to the Group to ensure that the best interests of the Group take precedence over any interests possessed by the directors. The directors, in discharging their duties, are required to exercise the care, skill and diligence which may be reasonably expected of a person with that director's knowledge and experience.

The Board has responsibility for the management, direction and performance of the Company and the Group. The Board shall focus its priorities on the following core responsibilities:

- Approving significant changes in the nature and scope of the Group's business;
- Setting the agenda and proposing resolutions for the Company's shareholders' meetings, including proposals for appointment and removal of Board members;
- Monitoring the Company's global strategy and evaluating and approving the strategic plan, operational business plan, performance targets and annual budget for the Group and, in each case, any significant changes thereto, in each case presented by management, and monitoring the Company's performance and achievements thereunder;
- Providing advice and counsel to management regarding significant issues facing the Company;
- Nominating and appointing an individual to serve as the Chairman of the Board, evaluating the performance of such individual in his or her role as Chairman of the Board and suspending or removing such individual from his or her role as Chairman of the Board, in each case in a manner consistent with article 192 of the Company's Constitution;
- To the extent the Board deems it advisable from time to time, nominating and appointing an individual to serve as the Lead Independent Director of the Board if the Chairman of the Board has not been determined to be independent in accordance with the Board's independence standards, those of the Nasdaq , and applicable law;
- Conducting succession planning for the Chief Executive Officer and the members of senior management with the counsel of the Chairman of the Board;
- Agreeing on a "Limits of Authority" policy setting forth procedures for approving capital expenditure projects, investments, acquisitions, partnerships, divestments and financing and capital market transactions (including any capital increases, share repurchases and debt issuances) to be made by the Company or any of its subsidiaries of specified value thresholds;

- Approving the Company's individual and consolidated financial statements and accounts, upon recommendation by the Audit Committee;

- At least once a year, discussing (i) the functioning of the Board, the Chairman of the Board, the Lead Independent Director (if such individual has been appointed), the Chief Executive Officer and the other individual directors, and the conclusions to be drawn on the basis thereof and (ii) the risks of the business and the evaluation by the Board of the structure and operation of the internal risk management and control systems and any significant changes thereto;

- Approving any other transaction of any company in the Group which the Board has subjected to its prior approval; and

- Monitoring the implementation of the Company's Business Integrity and Ethics Policy.

3. Board and Committee Effectiveness Assessment

To assure that it is effectively fulfilling its role, the Board must periodically reflect on its own performance.

- At least once a year, the Board shall assess the Company's governance practices and structures, and its effectiveness as a Board in fulfilling its responsibilities and in addressing the issues facing the Company.

- The Nomination & Governance Committee shall be responsible for organizing and initiating this assessment and shall take into account the views and recommendations of recognized governance authorities as well as national and international codes of best governance practices.

Each committee of the Board, under the leadership of its Chairman, shall conduct a self-assessment of its effectiveness at least annually, including a review of its charter from the Board.

4. Board Leadership

A. Chairman of the Board

- The Board will select a Chairman in a manner that it considers in the best interests of the Company from time to time. The roles and responsibilities of the Chairman of the Board will be determined by the Board. It is the Board's current policy that such duties shall include, but are not limited to:

    - Chairing the Board meetings and the Company's shareholders' meetings;

    - Calling meetings of the Board;

    - Approving the Board's agendas, schedules, and information flow to the directors to assure they provide adequate focus, time, and background for the Board to fulfill its core responsibilities;

- Facilitating effective communication between the Board and the Company's shareholders and other stakeholders and, in particular, ensuring that the Board is aware of the views of major shareholders;
- Setting the agenda for Board deliberations, in consultation with the Lead Independent Director, and ensuring that there is sufficient time for consultation, consideration and decision-making by the Board;
- Ensuring that the Board and its committees have access to all the information they deem necessary or desirable to identify and assess the nature and extent of the significant risks faced by the Company, including risks related to the implementation of its strategy;
- Promoting a culture of openness and debate by facilitating the contribution of non-executive directors;
- Ensuring that appropriate risk management and other key processes and policies are properly developed and adopted by the Company, with the counsel of the Audit Committee; and
- Timely providing all members of the Board with all information on facts and developments concerning the Group which the Board may need to function as required and to properly carry out its duties under applicable law, the Constitution, these Corporate Governance Guidelines and the other corporate governance policies of the Company, including regarding the Group's long-term plans, the main features of the strategic policy, the general and financial risks, the management and control systems of the Group and material compliance with all applicable laws and regulations.

None of the responsibilities of the Chairman shall limit any responsibility of any of the Board Committees.

B. Lead Independent Director

If the Chairman of the Board has not been determined to be independent in accordance with the Board's independence standards and those of the Nasdaq and applicable law, the Board may nominate and appoint a Lead Independent Director who has been determined to be independent under such standards.

The roles and responsibilities of the Lead Independent Director will be determined by the Board from time to time. It is the Board's current policy that such duties include the following:

- Providing advice and assistance to the Chairman as may be requested;
- Chairing private sessions of the Independent Directors as may be held from time-to-time;

- Consulting with the Chairman on the agendas for scheduled meetings of the Board;

- Chairing meetings of the Board in the absence of the Chairman;

- Reviewing, in consultation with the Chairman, the quality, quantity, appropriateness and timeliness of information provided to the Board;

- Communicating with shareholders and other stakeholders in consultation with the Chairman and the Chief Executive Officer;

- Serving as a liaison between the Board and the Chief Executive Officer and consulting with the Chief Executive Officer about issues raised by the Board;

- Representing the Company at investor and other external meetings, in coordination with the Chief Executive Officer as appropriate, it being understood that the Chief Executive Officer and Chief Financial Officer have primary responsibility for representing the Company at investor and other external meetings;

- Conferring regularly with the Chairman on matters of importance that may require action or oversight by the Board; and

- Carrying out such other duties as are requested by the Independent Directors, the Board or any of its committees from time to time.

5. Board Committee Leadership

- Each Board Committee shall review at least annually its charter from the Board and the annual calendar of agenda topics and meetings.

- Management shall discuss with the independent chairperson of the applicable Board Committee, and that chairperson shall approve in advance of each Board Committee meeting: the agenda, the time allocated for each agenda topic for that Board Committee meeting, and such other matters pertaining to the meeting and its agenda as the chairperson of such Board Committee may request.

- The chairperson of the Nomination & Governance Committee shall ensure that the Board and Board Committee effectiveness assessment (as described in the foregoing section of these Corporate Governance Guidelines) includes an assessment of the coverage of required oversight matters over the annual cycle of Board and Board Committee meetings, the time allocated to agenda topics and the quality and sufficiency of information provided by management to the Board and its Board Committees.

- Each director shall have the right to request that items be added to the Board and Board Committee agendas, that additional time be allocated to discussion of an issue, and that additional information be provided by management or other sources.

- The Board shall have access to management, including the Chief Executive Officer, for the purposes of information-gathering and management assessment and development.

- The Board and its committees shall have authority to retain and pay such external advisors as it deems necessary to fulfill its obligations.

6. Board Structure

As a minimum, the Board shall have standing committees as follows: an Audit Committee, a Nomination & Governance Committee, a Human Capital Committee, an Executive Committee, and a Sustainability Committee (collectively, the "**Board Committees**").

- The Audit Committee, the Nomination & Governance Committee and the Human Capital Committee shall each be comprised only 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 Nasdaq.

- The Board shall formally adopt a written charter for each Board Committee specifying in detail the responsibilities delegated to that Board Committee.

- Each Board Committee charter shall provide authority to the Board Committee to retain and pay such external advisors as it deems necessary to fulfill its obligations.

- Each Board Committee shall regularly report to the full Board on its reviews, actions, decisions and recommendations.

7. Board Independence and Shareowner Representation

The Board recognizes its duties to the shareholders of the Company and believes that it can best fulfill those responsibilities by being and acting independent of management.

- A majority of the Board shall be independent in accordance with the listing standards of the Nasdaq.

- The Board shall establish and periodically review independence standards for service on the Company's Board.

- Board members and candidates shall be periodically evaluated for compliance with these independence standards.

- Director share ownership guidelines shall be established to ensure that each director has a sufficient meaningful long-term stake in the performance of the Company to be

aligned with the interests of long-term shareholders; but not so substantial to the individual's total wealth as to potentially compromise the director's independence or willingness to raise issues that may adversely affect the short-term market price.

8. Director Qualifications and Performance

The Board acknowledges the importance of ensuring that it has the mix of perspectives, skills, experience, qualities and competencies that is appropriate to the Company's strategies, and its business, market, geographic and regulatory environments. The Board also recognizes that its effectiveness is dependent on having directors who have the time to focus on the Company's issues, and who contribute to an open Board culture that encourages frank discussion and free exchange of information.

- The Nomination & Governance Committee shall be responsible for evaluating the mix of Board member skills required in connection with filling any vacancy on the Board.

- The Board shall strive to be a diverse body reflecting various skills, backgrounds, competencies, and experiences (including geographic background and industry experience), and reflecting diversity of race, gender and other characteristics, such that highly qualified women and minority candidates are sought in connection with the recruitment of persons who are otherwise qualified persons to serve as directors.

- The Nominating & Governance Committee shall take into account the Chief Executive Officer's views as to areas in which management desires additional advice and counsel.

- The Board shall establish a policy that any director whose principal employment materially changes (including by virtue of retirement therefrom) may be required to offer his or her resignation as a director, as the Nomination & Governance Committee may deem advisable.

- The Board shall establish, and periodically review, a policy limiting each director's service on the boards and audit committees of other public companies to assure that the Company's directors are able to provide sufficient focus on their responsibilities to this Board.

- The Board shall establish such tenure policies as it deems necessary to maintain an appropriate balance between fresh perspectives and energy and institutional experience and knowledge of the Company.

- The full Board's self-assessment of its effectiveness shall include questions regarding the preparedness and contributions of directors generally. The Nomination & Governance Committee shall provide feedback to directors and suggest additional training as deemed appropriate based on this self-assessment.

- The Nomination & Governance Committee shall privately consider measures of director effectiveness when recommending an incumbent director for re-election.

Directors shall be periodically offered self-assessments as a way to communicate

expectations and the factors by which effective directorship can be measured, to encourage reflection and self-improvement, and to provide another means for directors to identify their requests for additional training or orientation to assist them in discharging their duties as directors.

9. Director Training

- Each director is responsible for his or her own continuing education.

- Management shall periodically identify for the Board third-party-provided continuing education programs and the Company shall sponsor the attendance of any director who wishes to attend any such program, as well as attendance at other like programs that may be identified by the director.

- The Company Secretary and/or Chief Governance Officer will be responsible for designing and organizing an orientation program tailored to the needs of any new director.

10. Director Compensation

Compensation for the non-management directors' service to the Company shall be based on the following principles:

- Total compensation shall be consistent with market practices of other reasonably comparable companies selected by the Nomination & Governance Committee having similar size, business complexity and global reach as the Company, but shall not be at a level or in a form that would call into question the Board's objectivity.

- The Board shall periodically determine what proportion of the total compensation value delivered shall be in the form of equity so as to further align each director's interests with that of the Company's diversified shareholders.

- The form of equity granted and the terms of grant shall be aligned with the directors' long-term focus and fiduciary role.

- Mandatory share ownership guidelines shall be established to require each director to acquire and hold a meaningful investment in the Company's shares during the director's tenure on the Board, including acquisition from personal resources before or upon first joining the Board.

- Compensation arrangements shall provide flexibility to allow each director to balance a mix of equity and cash according to his or her own needs while meeting the mandatory share ownership guidelines.

- The Nomination & Governance Committee shall have the responsibility to periodically review the appropriateness of the directors' compensation program and the foregoing principles.

11. Management Succession

At least annually, the Board shall review and concur in a succession plan developed by the Human Capital Committee addressing the policies and principles for selecting a successor to the Chief Executive Officer and other members of senior management, in each case, both in an emergency situation and in the ordinary course of business. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chief Executive Officer and other members of senior management.

12. Meeting Attendance and Participation

All directors should make every effort to attend in person all meetings of the Board and meetings of the Board Committees of which they are members. Directors may attend Board and Board Committee meetings by telephone or video conference to mitigate conflicts in exigent circumstances.

If the Chairman of the Board is not able to attend any Board meeting, then the Lead Independent Director shall chair such Board meeting, or if a Lead Independent Director has not been appointed, then the Board shall designate another non-executive director who is able to attend such Board meeting to chair such Board meeting. The Chief Executive Officer shall attend Board meetings in person, absent exigent circumstances, and may attend meetings of any Board Committee at the invitation of the Board Committee.

Each director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and the risks and competition it faces, to facilitate active and effective participation in the deliberations of the Board and of each Board Committee on which he or she serves. Upon request, management will make appropriate personnel available to answer any questions a director may have about any aspect of the Company's business. Directors should also review the materials provided by management and advisors in advance of the meetings of the Board and the Board Committees and should arrive prepared to discuss the issues presented.

The Board shall have authority to retain and pay such external advisors as it deems necessary to fulfill its obligations.

13. Political Donations

The Company shall comply with all applicable federal, national and state laws governing contributions of Group assets for political purposes.

14. Independent Auditors

The Audit Committee's charter shall provide that the Audit Committee is responsible for evaluating the independence of the Company's independent auditors, and adopting such policies as it deems necessary to assure that independence. The independent auditors shall report to the Audit Committee and the Audit Committee shall be responsible for recommending to the shareholders of the Company the approval of the independent auditors and the appointment, compensation, retention and oversight of the work of the independent auditors.