



**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

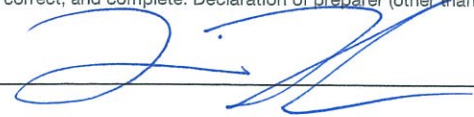
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
The Merger (as defined in the attached response to Box 14) was consummated on October 31, 2018. Consequently, the reportable taxable year of holders of Praxair common stock (as defined in the attached response to Box 14) for reporting the tax effect of the Merger is the taxable year that includes the October 31, 2018 date.

Former holders of Praxair common stock are urged to consult with their own tax advisors with respect to their individual tax consequences of the Merger.

PROTECTIVE FILING. ISSUER UNCERTAIN WHETHER THE MERGER "AFFECTS" HOLDERS' BASIS IN SHARES OF PRAXAIR 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 ▶  Date ▶ 11/21/18

Print your name ▶ Tim Heenan Title ▶ Vice President

<b>Paid Preparer Use Only</b>	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.			

**Praxair, Inc.**  
**EIN 06-1249050**  
**Attachment to Form 8937**

**Form 8937, Part II, Box 14:**

On October 31, 2018, pursuant to the Business Combination Agreement, dated as of June 1, 2017, as amended, by and among Praxair, Inc., a Delaware corporation (“Praxair”), Linde Aktiengesellschaft, a stock corporation organized under the laws of the Federal Republic of Germany (“Linde AG”), 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”), Merger Sub merged with and into Praxair (the “Merger”), with Praxair surviving the Merger as a wholly-owned indirect subsidiary of Linde plc, pursuant to which each share of common stock, par value \$0.01 per share, of Praxair (the “Praxair common stock”), was converted into the right to receive one Linde plc share (“Linde plc common stock”). The Merger was consummated following the consummation of Linde plc’s exchange offer for each issued and outstanding bearer share of Linde AG (the “Linde AG shares”), pursuant to which Linde plc acquired approximately 92% of the Linde AG shares which acquisition was completed on October 31, 2018, and Linde AG became an 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 Merger 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” (available at: <https://www.sec.gov/Archives/edgar/data/1707925/000119312517254868/d283276ds4a.htm>).

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

367(a) of the Code since shareholders of Praxair common stock received more than 50% (by vote or value) of the stock of Linde plc.

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 Merger.

Assuming that the Merger constitutes a Reorganization which is subject to Section 367(a) of the Code, with respect to holders of Praxair 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 of Praxair common stock will recognize gain (but not loss) in an amount equal to the amount by which the sum of the fair market value of the Linde plc common stock received by a holder of Praxair common stock (approximately \$163.45 per share of Praxair common stock, based upon a fair market value of \$163.45 per share of Linde plc common stock, as described in the response to box 16 below) exceeds such holder’s tax basis in the holder’s Praxair common stock. If holders of Praxair common stock acquired different blocks of Praxair common stock at different times or at different prices, any gain will be determined separately with respect to each block of Praxair common stock; and
- In the case of a U.S. holder who recognizes gain with respect to all of such U.S. holder’s Praxair shares exchanged in the Merger, the aggregate tax basis of the Linde plc common stock received in the Merger will be the same as the fair market value of such Linde plc shares as of October 31, 2018 (as described in the response to box 16 below). In the case of a U.S. holder who does not recognize gain with respect to any of such U.S. holder’s Praxair shares exchanged in the Merger, the aggregate basis of the Linde plc shares received in exchange for Praxair shares in the Merger will be equal to the basis of Praxair shares exchanged. Holders of Praxair common stock who recognize gain only with respect to certain blocks of Praxair shares should consult their own tax advisors as to the determination of the bases of the Linde plc shares received in the Merger.

**Form 8937, Part II, Box 16:**

The fair market value for United States federal income tax purposes of each full share of Linde plc common stock was determined to be \$163.45 as of the effective time of the Merger. This fair market value is based on the average of the highest and lowest quoted prices (\$165.60 and \$161.31, respectively) of the Linde plc common stock on the New York Stock Exchange (“NYSE”) on October 31, 2018, the effective date of the Merger and the first trading date of Linde plc common stock on the NYSE.

**Form 8937, Part II, Box 18:**

The Merger 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, subject to the provisions of Section 367(a) of the Code. As described in the response to box 15, assuming that the Merger is respected as a “reorganization” within the meaning of Section 368(a) of the Code, subject to the provisions of Section 367(a) of the Code, a U.S. holder of Praxair common stock will not recognize any loss upon receipt of Linde plc common stock in the Merger.