

Draft transfer resolution

"The no-par value bearer shares of the remaining shareholders of Linde AG (minority shareholders) are transferred, in accordance with section 62 para. 5 German Transformation Act in conjunction with sections 327a et seqq. German Stock Corporation Act, to Linde Intermediate Holding AG, with its registered office in Munich (majority shareholder) in exchange for an adequate cash compensation in the amount of EUR 188.24 for each no-par value bearer share of Linde AG to be paid by the majority shareholder."