

Air Liquide announces the launch and the terms of a share capital increase with preferential subscription rights for approximately €3.3bn as part of the refinancing of the Airgas acquisition

- **Subscription ratio: 1 new share for 8 existing shares**
- **Subscription price: €76 per new share**
- **Subscription period: from September 14th, 2016 to September 28th, 2016 inclusive**

Air Liquide (the “Company”) announces today the launch of a share capital increase with preferential subscription rights (the “Rights”) to existing shareholders (the “Rights Issue”), for a gross amount of approximately 3,283 million euros.

The proceeds of the Rights Issue will enable the Company to refinance a portion of the bridge loan that was contracted in December 2015 from its main banks in connection with the acquisition of Airgas, one of the main industrial gases and related products and services supplier in the USA, for an enterprise value of 13.4 billion US dollars.

This transaction, which is the 2nd step of the refinancing of this acquisition after a 3 billion euros bond issue successfully completed on June 6th, 2016, will be followed by a bond issue for an amount of 4.5 billion US dollars.

Main terms of the Rights Issue

The Rights Issue will result in the issuance of 43,202,209 new shares (the “New Shares”). Each shareholder of Air Liquide will receive one (1) Right for each share held as of the close of trading September 13th, 2016, 8 Rights allowing such holder to subscribe 1 New Share on an irreducible basis (*à titre irréductible*). As of the closing price of Air Liquide’s share on September 9th, 2016, the theoretical

value of the right is €2.18, it being reminded that this value may fluctuate depending on the evolution of Air Liquide's ex-right share price.

The subscription price for the New Shares has been set at €76 per share (nominal value of €5.50 and issue premium of €70.50). The subscription price represents the following discounts: 18.66% on the theoretical value of the ex-right share price (TERP), 20.52% on the closing price (€95.62) on September 9th, 2016 and 22.53% on the average of the 20 last closing prices (from August 15th to September 9th, 2016 included) of Air Liquide's share on the regulated market of Euronext in Paris ("Euronext Paris").

The Rights Issue will be open to the public in France only.

Subscriptions subject to reduction (*à titre réductible*) will be accepted but remain subject to reduction in the event of oversubscription. Any New Shares not subscribed through irrevocable entitlement (*à titre irréductible*) will be distributed and allocated to the Rights holders having submitted additional subscription orders subject to reduction (*à titre réductible*).

Air Liquide has agreed as customary not to carry out a direct or indirect share capital increase for 180 calendar days after the settlement and delivery of the Rights Issue, subject to certain exceptions.

Underwriting of the Rights Issue

The offer will be fully underwritten by a syndicate of banks.

Indicative timetable of the Rights Issue

The subscription period for the New Shares will run from September 14th, 2016 to September 28th, 2016 inclusive. During this period, the Rights will be listed and traded on Euronext Paris under the ISIN code FR0013201381. The Rights not exercised before the end of the subscription period, i.e., the close of trading on September 28th, 2016, shall automatically become null and void.

Settlement and delivery and start of trading on Euronext Paris (Segment A) of the New Shares is expected to take place on October 11th, 2016. The New Shares, which will carry dividend rights and will entitle their holders to any dividends declared by the Company from the date of issue, will be, as from their issue date, fully fungible with the Company's existing shares and will be traded under the same ISIN code as the Company's existing shares, ISIN code FR0000120073.

Note: The English version of this press release may differ from the French version for regulatory reasons.

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This document does not contain or constitute an invitation, inducement or solicitation to invest.

This document does not constitute a prospectus within the meaning of Directive 2003/71/EC of the European Parliament and the Council of 4 November 2003, as amended (the “**Prospectus Directive**”).

With respect to the Member States of the European Economic Area (each a “**Relevant Member State**”), no action has been undertaken or will be undertaken to make an offer to the public of the securities requiring a publication of a prospectus in any Relevant Member State, other than France. As a result, the new or existing securities of Air Liquide may not be offered and will not be offered in any Relevant Member State other than France, except (i) to any legal entity which is a qualified investor as defined under the Prospectus Directive, (ii) to fewer than 150, natural or legal persons (other than qualified investors as defined in the Prospectus Directive) as permitted under the Prospectus Directive; or (iii) in any other circumstances not requiring Air Liquide to publish a prospectus as provided under Article 3(2) of the Prospectus Directive and/or regulations applicable in the Relevant Member State.

For the purposes of this provision, an “offer to the public” in relation to the new or existing securities of Air Liquide in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the new or existing securities of Air Liquide to be offered so as to enable an investor to decide to purchase the new or existing securities shares of Air Liquide, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State.

This press release is directed only at and is for distribution only to persons who (i) are outside the United Kingdom, (ii) are “investment professionals” falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the “**Order**”), (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Order or

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The world leader in gases, technologies and services for Industry and Health, Air Liquide is present in 80 countries with approximately 68,000 employees and serves more than 3 million customers and patients*. Oxygen, nitrogen and hydrogen are essential small molecules for life, matter and energy. They embody Air Liquide’s scientific territory and have been at the core of the company’s activities since its creation in 1902.

Air Liquide’s ambition is to lead its industry, deliver long-term performance and contribute to sustainability. The company’s customer centric transformation strategy aims at profitable growth over the long term. It relies on operational excellence, selective investments, open innovation and a network organization implemented by the Group worldwide. Through the commitment and inventiveness of its people, Air Liquide leverages energy and environment transition, changes in healthcare and digitization, and delivers greater value to all its stakeholders.

Air Liquide’s revenues amounted to €16.4 billion in 2015, and its solutions that protect life and the environment represented more than 40% of sales. On 23 May 2016, Air Liquide completed its acquisition of Airgas, which had revenues amounting to \$5.3 billion (around €4.8 billion) for the fiscal year ending 31 March 2016.

Air Liquide is listed on the Paris Euronext stock exchange (compartment A) and belongs to the CAC 40 and Dow Jones Euro Stoxx 50 indexes.

*Following the acquisition of Airgas on 23 May 2016