L'AIR LIQUIDE

Société Anonyme pour l'Etude et l'Exploitation des procédés Georges Claude with registered capital of 2,602,235,812.00 euros

Corporate Headquarters: 75, quai d'Orsay - 75007 Paris

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Preliminary meeting notice

The shareholders are invited to attend the Combined General Meeting that will be held on Tuesday, May 5, 2020 at 3:00 p.m. at the Palais des Congrès, 2, place de la Porte Maillot, 75017 Paris.

Agenda

Ordinary General Meeting:

- Approval of the Company financial statements for the year ended December 31, 2019
- Approval of the consolidated financial statements for the year ended December 31, 2019
- Appropriation of 2019 earnings; setting of the dividend
- Authorization granted to the Board of Directors for a period of 18 months to allow the Company to trade in its own shares
- Renewal of the term of office of Mr Brian Gilvary as Director
- Appointment of Ms Anette Bronder as Company Director
- Appointment of Ms Kim Ann Mink as Company Director
- Statutory Auditors' Special Report on agreements covered by articles L.225-38 et seq. of the French Commercial Code
- Approval of the elements of remuneration paid during or awarded in respect of the fiscal year ended December 31, 2019 to Mr Benoît Potier
- Approval of information relating to the remuneration of Corporate Officers stated in paragraph I of article L. 225-37-3 of the French Commercial Code
- Approval of the remuneration policy applicable to the Corporate Officers
- Setting of the total annual amount of Directors' remuneration

Extraordinary General Meeting:

- Authorization granted to the Board of Directors for a period of 24 months to reduce the share capital by cancellation of treasury shares
- Delegation of authority granted to the Board of Directors for a period of 26 months in order to increase the share capital through capitalization of additional paid-in capital, reserves, profits or any other amount that may be capitalized, for a maximum amount of 300 million euros
- Delegation of authority granted to the Board of Directors for a period of 26 months to perform share capital increases, with cancellation of preferential subscription rights, reserved for members of a company or Group Savings Plan
- Delegation of authority granted to the Board of Directors for a period of 18 months to perform share capital increases, with cancellation of preferential subscription rights, reserved for a category of beneficiaries
- Harmonization of article 11 of the articles of association (Composition of the Board of Directors) with the provisions of the PACTE law in relation to Directors representing employees
- Modification to article 15 of the articles of association (Powers of the Board of Directors) relating to management decisions taken by the Board of Directors (PACTE Law)
- Compliance of article 16 of the articles of association (Remuneration) with the provisions of the PACTE law relating to Directors' remuneration
- Modification of article 9 of the articles of association (Identification of shareholders) relating to thresholds notifications
- Statutory modification relating to the authority to decide or authorize the issue of bonds
- Extension of the Company's term and consequential amendment to the articles of association

Ordinary General Meeting:

- Powers for formalities

Draft resolutions

Ordinary General Meeting

First resolution (Approval of the Company financial statements for the year ended December 31, 2019)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, having reviewed:

- the Reports of the Board of Directors and the Statutory Auditors;
- the Company's financial statements, income statement, balance sheet and notes thereto;

approve the Company's financial statements for the year ended December 31, 2019 as presented, and approve the transactions reflected in these financial statements or mentioned in these reports.

The shareholders determined the amount of net earnings for the fiscal year at 567,741,496 euros.

Second resolution (Approval of the consolidated financial statements for the year ended December 31, 2019)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, having reviewed:

- the Reports of the Board of Directors and the Statutory Auditors;
- the Group's consolidated financial statements;

approve the consolidated financial statements for the year ended December 31, 2019 as presented.

Third resolution (Appropriation of 2019 earnings; setting of the dividend)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, having noted that, considering the fiscal year 2019 earnings of 567,741,496 euros and the retained earnings of 5,587,764,890 euros as of December 31, 2019, distributable earnings for the year amount to a total of 6,155,506,836 euros, approve the proposals of the Board of Directors regarding the appropriation of earnings. The shareholders hereby decide to appropriate distributable earnings as follows:

Legal reserve	24,025,144 euros
Retained earnings	4,817,874,537 euros
Dividend (including the loyalty dividend)	1,313,606,705 euros

Hence, a dividend of 2.70 euros shall be paid to each of the shares conferring entitlement to a dividend, it being specified that in the event of a change in the number of shares conferring entitlement to a dividend compared to the 473,105,514 shares making up the share capital as of December 31, 2019, the overall dividend amount would be adjusted accordingly and the amount appropriated to the retained earnings account would be determined on the basis of the dividend effectively paid.

The dividend payment date will be set for May 13, 2020:

- for direct registered shares: directly by the Company;
- for intermediary registered shares, as well as for bearer shares which are registered in shareholder accounts: by the authorized intermediaries to whom the management of these shares has been entrusted.

The dividend distributions made with respect to the last three fiscal years are as follows:

	Total amount distributed ^(a) (in euros)	Number of shares concerned (b)	Dividend distributed eligible in its entirety for the 40% allowance referred to in article 158-3-2° of the French Tax Code ^(c) (in euros)
Fiscal year 2016			
Ordinary dividend	1,011,076,979	388,875,761	2.60
Loyalty dividend	26,595,971	102,292,196	0.26
Fiscal year 2017			
Ordinary dividend	1,135,253,508	428,397,550	2.65
Loyalty dividend	30,459,742	117,152,854	0.26
Fiscal year 2018			
Ordinary dividend	1,137,972,100	429,423,434	2.65
Loyalty dividend	33,416,412	128,524,663	0.26

(a)Theoretical values calculated based on the number of shares as of December 31 for each fiscal year.

(b)Number of shares expressed historically as of December 31 for each fiscal year.

The amounts effectively paid after adjustment were as follows:

employees.

- fiscal year 2016 ordinary dividend: 1,005,542,972 euros for 386,747,297 shares; loyalty dividend: 26,025,861 euros for 100,099,466 shares;
- fiscal year 2017 ordinary dividend: 1,130,983,210 euros for 426,786,117 shares; loyalty dividend: 29,591,663 euros for 113,814,089 shares.
- fiscal year 2018 ordinary dividend: 1,131,698,657 euros for 427,056,097 shares; loyalty dividend: 32,497,215 euros for 124,989,290 shares. The adjustment arises from the change in the number of treasury shares, from the final determination of the loyalty dividend taking into account shares sold between January 1 and the ex-dividend date, from the exercise of options over this same period and the capital increase reserved for

(c) applicable, under certain conditions, when the progressive income tax rate is applied.

Pursuant to the provisions of the articles of association, a loyalty dividend of 10%, i.e. 0.27 euro per share with a par value of 5.50 euros, shall be granted to shares which have been held in registered form since December 31, 2017, and which remain held in this form continuously until May 13, 2020, the dividend payment date.

In accordance with article 117 quater of the French General Tax Code, it is specified that ordinary and loyalty dividends paid to individuals with their tax residence in France are fully subject to the single flat-rate withholding tax of 12.8%. Nonetheless, at the express, irrevocable and global request of the shareholder, these dividends may be subject to the progressive income tax rate and shall therefore be eligible for the 40% allowance referred to in section 2° of paragraph 3 of article 158 of the French General Tax Code, which is applicable under certain conditions. In all cases, these ordinary and loyalty dividends shall also be subject to social contributions at a rate of 17.2%.

The total amount of the loyalty dividend for the 134,154,877 shares which have been held in registered form since December 31, 2017, and which remained held in this form continuously until December 31, 2019, amounts to 36,221,817 euros.

The total loyalty dividend corresponding to these 134,154,877 shares that cease to be held in registered form between January 1, 2020 and May 13, 2020, the dividend payment date, shall be deducted from the aforementioned amount.

Fourth resolution (Authorization granted to the Board of Directors for a period of 18 months to allow the Company to trade in its own shares)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Report of the Board of Directors, in accordance with articles L. 225-209 et seq. of the French Commercial Code and the directly applicable provisions of European Commission Regulation No. 596/2014 of April 16, 2014, authorize the Board of Directors to allow the Company to repurchase its own shares in order to:

- cancel them, subject to the adoption of the thirteenth resolution;
- tender them following the exercise of rights attached to marketable securities conferring entitlement to Company shares by redemption, conversion, exchange, presentation of a warrant or any other means;
- implement (i) any share purchase option plans or (ii) plans for free share attributions, or (iii) any employee share ownership transactions reserved for members of a Company Savings Plan, performed under the terms and conditions set forth in articles L. 3331-1 et seq. of the French Labor Code through the transfer of shares bought back previously by the Company under this resolution, or providing for free share

- attributions in respect of a contribution in shares by the Company and/or to replace the discount, or (iv) share grants to employees and/or Executive Officers and Directors of the Company or affiliated companies;
- maintain an active market in the Company's shares pursuant to a liquidity contract in accordance with the market practice recognized by the French financial market authority (Autorité des marchés financiers).

The shareholders set the maximum purchase price at 200 euros (excluding acquisition costs) per share with a par value of 5.50 euros and the maximum number of shares that can be bought back at 10% of the total number of shares comprising the share capital at December 31, 2019, i.e. 47,310,551 shares with a par value of 5.50 euros, for a maximum total amount of 9,462,110,200 euros, subject to the legal limits.

These shares may be purchased at any time, excluding the periods for takeover bids on the Company's share capital, on one or more occasions and by all available means, either on or off a stock exchange, over-the-counter, including the purchase of blocks of shares, or through the use of derivative financial instruments, and, if applicable, by all third parties acting on behalf of the Company, under the conditions stipulated in the provisions of the final paragraph of article L. 225-206 of the French Commercial Code.

Shares bought back may be commuted, assigned or transferred in any manner on or off a stock exchange or over-the-counter, including the sale of blocks of shares, in accordance with the applicable regulations.

Dividends on treasury shares held by the Company shall be allocated to retained earnings.

This authorization is granted for a period of 18 months starting from the date of this General Meeting. It shall be valid as of the date of the Board of Directors meeting called to decide on the implementation of the share buyback program and, at the latest, as of November 6, 2020. With effect from this date, it supersedes the authorization granted by the fourth resolution of the Ordinary General Meeting of May 7, 2019 with respect to the non-utilized portion of such authorization.

The shareholders give full powers to the Board of Directors, with the possibility of sub-delegating such powers, to implement this authorization, place orders for trades, enter into all agreements, perform all formalities and make all declarations with regard to all authorities and, generally, do all that is necessary for the execution of any of the Board's decisions made in connection with this authorization.

The Board of Directors shall inform the shareholders of any transactions performed in light of this authorization in accordance with applicable regulations.

Fifth resolution (Renewal of the term of office of Mr Brian Gilvary as Director)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to renew the term of office of Mr Brian Gilvary as a Director for a period of four years, which will expire at the end of the 2024 General Meeting, held to approve the financial statements for the fiscal year ending December 31, 2023.

Sixth resolution (Appointment of Ms Anette Bronder as Company Director)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to appoint Ms Anette Bronder as a Director for a term of four years, which will expire at the end of the 2024 General Meeting held to approve the financial statements for the fiscal year ending December 31, 2023.

Seventh resolution (Appointment of Ms Kim Ann Mink as Company Director)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to appoint Ms Kim Ann Mink as a Director for a term of four years, which will expire at the end of the 2024 General Meeting held to approve the financial statements for the fiscal year ending December 31, 2023.

Eighth resolution (Statutory Auditors' Special Report on agreements covered by the articles L. 225-38 et seq. of the French Commercial Code)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, duly note that the Statutory Auditors' Special Report on the agreements and transactions covered by articles L. 225-38 et seq. of the French Commercial Code required by the legal and regulatory provisions in force, and which makes no mention of any new agreement, has been submitted to them.

Ninth resolution (Approval of the elements of remuneration paid during or awarded in respect of the fiscal year ended December 31, 2019 to Mr Benoît Potier)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, approve, pursuant to article L. 225-100 III of the French Commercial Code, the fixed, variable and exceptional components of the total remuneration and other benefits paid during or

awarded in respect of the fiscal year ended December 31, 2019 to Benoît Potier, as presented in the Company's 2019 Universal Registration Document, Chapter 3 "Corporate Governance", in the section "Remuneration of L'Air Liquide S.A. Executive Officers and Directors", in the paragraph "Elements of the total remuneration and benefits of any kind paid during or awarded in respect of the fiscal year ended December 31, 2019 to Benoît Potier and on which the General Meeting of May 5, 2020 is invited to vote".

Tenth resolution (Approval of information relating to the remuneration of Corporate Officers stated in paragraph I article L. 225-37-3 of the French Commercial Code)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, approve, in accordance with article L. 225-100 II of the French Commercial Code, information stated in paragraph I article L. 225-37-3 of the same code which is included in the Board of Directors' Report on Corporate Governance, in Chapter 3 "Corporate Governance", in the section entitled "Remuneration of L'Air Liquide S.A. Executive Officers and Directors", in the paragraphs "Remuneration of the Executive Officer (including information stated in paragraph I of article L. 225-37-3 of the French Commercial Code)" and "Remuneration of non-executive Directors (including information stated in paragraph I of article L. 225-37-3 of the French Commercial Code)".

Eleventh resolution (Approval of the remuneration policy applicable to Corporate Officers)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Board of Directors' Report on corporate governance, approve, pursuant to article L. 225-37-2 II of the French Commercial Code, the Corporate Officers' remuneration policy as presented in the Company's 2019 Universal Registration Document, in Chapter 3 "Corporate Governance", in the section "Remuneration of L'Air Liquide S.A. Executive Officers and Directors", in the paragraph "Remuneration policy applicable to Corporate Officers".

Twelfth resolution (Setting of the total annual amount of Directors' remuneration)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Report of the Board of Directors, decides in accordance with article 16 of the articles of association, to set, from fiscal year 2020, the overall amount of the fixed annual sum pursuant to article L 225-45 of the French Commercial Code to be allocated to Directors as remuneration for their work at the amount of 1.3 million euros per year.

Extraordinary General Meeting

Thirteenth resolution (Authorization granted to the Board of Directors for a period of 24 months to reduce the share capital by cancellation of treasury shares)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings after having reviewed the Report of the Board of Directors and the Statutory Auditors' Special Report, authorize the Board of Directors to cancel, via its decisions alone, on one or more occasions, and within the limit of 10% of the Company's share capital per 24-month period, any or all of the shares bought back by the Company within the scope of the authorization adopted by this Ordinary General Meeting in its fourth resolution and of those shares bought back within the scope of the authorization adopted by the Ordinary General Meeting of May 7, 2019 and to reduce the share capital by this amount.

The difference between the carrying amount of the canceled shares and their nominal amount will be allocated to any reserve or additional paid-in capital accounts.

This authorization is granted for a period of 24 months starting from the date of this General Meeting. It supersedes the authorization granted by the Extraordinary General Meeting of May 7, 2019 in its tenth resolution with respect to the non-utilized portion of such authorization.

Full powers are granted to the Board of Directors, with the possibility of sub-delegation under the conditions set by law, to implement this authorization, deduct the difference between the carrying amount of the shares canceled and their nominal amount from all reserve and additional paid-in capital accounts and to carry out the necessary formalities to implement the reduction in capital which shall be decided in accordance with this resolution and amend the articles of association accordingly.

Fourteenth Resolution (Delegation of authority granted to the Board of Directors for a period of 26 months in order to increase the share capital through capitalization of additional paid-in-capital, reserves, profits or any other amount that may be capitalized, for a maximum amount of 300 million euros)

The shareholders, deliberating according to the quorum and majority required for Ordinary General Meetings, after having reviewed the Report of the Board of Directors and pursuant to articles L. 225-129-2 and L. 225-130 of the French Commercial Code:

- delegate to the Board of Directors, with the option of sub-delegation, the authority necessary to increase the share capital on one or more occasions, according to the terms and conditions and at the time it shall determine, through capitalization of additional paid-in capital, reserves, profits or any other amount that may be capitalized, the capitalization of which will be possible under the law and the articles of association as a free share attribution to shareholders and/or an increase in the par value of existing shares;
- the delegation thereby granted to the Board of Directors is valid for a period of 26 months starting from the date of this General Meeting, it being specified however that the Board of Directors will not be authorized to make use of it during periods of takeover bids on the Company's share capital;
- decide that the total amount of share capital increases likely to be performed thereby may not exceed 300 million euros, this limit being distinct and independent from the limit provided for in paragraph 2 of the eleventh resolution passed by the General Meeting of May 7, 2019 (or any resolution which would replace it at a later date), and may not in any case exceed the amount of the additional paid-in capital, reserve, profit or other accounts referred to above that exist at the time of the capital increase (it being specified that these amounts do not include additional shares to be issued, in accordance with applicable legal and regulatory provisions, and when relevant, contractual stipulations providing for other adjustments, to preserve the rights of holders of marketable securities or other rights conferring access to share capital);
- decide that, should the Board of Directors use this delegation, in accordance with article L. 225-130 of the French Commercial Code, fractional rights shall not be negotiable and the corresponding securities shall be sold; the sums resulting from such sale shall be allocated to the holders of rights under the applicable regulatory conditions;
- take due note that this delegation supersedes any unused portion of the delegation granted to the Board of Directors in the sixteenth resolution voted by the Extraordinary General Meeting of May 16, 2018;
- grant full powers to the Board of Directors, with the option of sub-delegation under the conditions set by law, to implement this delegation and in particular to set the terms of issue, to deduct from one or more "available reserves" accounts the costs arising from the share capital increase and, if deemed appropriate, all sums necessary to bring the legal reserve up to one-tenth of the new share capital after each share issue, duly record the completion of the resulting share capital increases, make the corresponding amendments to the articles of association and generally complete all the formalities relating to the share capital increases.

Fifteenth resolution (Delegation of authority granted to the board of directors for a period of 26 months to perform share capital increases, with cancellation of preferential subscription rights, reserved for members of a company or group savings plan)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, after having reviewed the Report of the Board of Directors and the Statutory Auditors' Special Report, deliberating pursuant to articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code and articles L. 3331-1 et seq. of the French Labor Code:

- delegate to the Board of Directors the authority to decide to increase the Company's share capital, on one or more occasions, at the time or times and in the proportions that it deems appropriate, via the issuance of ordinary shares of the Company as well as equity securities granting access to the Company's share capital, reserved for members of a Company or Group Savings Plan;
- decide that the total amount of share capital increases likely to be performed under this resolution may not exceed a maximum nominal amount of 22 million euros, corresponding to the issue of a maximum of 4 million shares, it being specified that this amount does not include additional shares to be issued, in accordance with applicable legal and regulatory provisions, and, when relevant, contractual stipulations providing for other adjustments, to preserve the rights of holders of equity securities conferring access to share capital and that the total amount of capital increases to be performed under this resolution and the sixteenth resolution may not exceed the aforementioned nominal amount of 22 million euros;
- decide that the maximum nominal amount of share capital increases to be performed on the basis of this delegation shall be deducted from the overall limit stipulated in paragraph 2 of the eleventh resolution of the Extraordinary General Meeting of May 7, 2019 (or any resolution which would replace it at a later date);
- decide that the beneficiaries of these capital increases will be, directly or through an intermediary of a Company mutual fund (FCPE) or all other structures or entities permitted by applicable legal or regulatory provisions, the members, within the Company and the French or foreign companies affiliated to it within the meaning of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labor Code, of a Company or Group Savings Plan;
- decide to cancel the preferential subscription rights of shareholders to the new shares or other equity securities, and equity securities to
 which the latter would confer entitlement, which shall be issued in favor of the aforementioned members of a Company or Group Savings
 Plan in accordance with this resolution;
- decide that the subscription price may not exceed the average, determined in accordance with article L. 3332-19 of the French Labor Code, of the opening trading prices for the Company's share during the 20 trading days preceding the date of the decision setting the opening date for the subscription period, or be more than 20% lower than such average, bearing in mind that the shareholders officially authorize the Board of Directors, if deemed appropriate, to reduce or cancel the aforementioned discount, in view of the legal, regulatory and tax constraints under the applicable foreign law, where applicable;

- decide, in accordance with article L. 3332-21 of the French Labor Code, that the Board of Directors may provide for the free share attribution, to the aforementioned beneficiaries, of shares to be issued or already issued or other equity securities or securities granting access to the Company's capital to be issued or already issued, in respect of (i) the contribution that could be paid in accordance with the regulations governing Company or Group Saving Plans, and/or (ii) where appropriate, the discount;
- also decide that, should the beneficiaries not subscribe to the entire capital increase within the allotted deadlines, the capital increase would
 only be performed for the amount of the shares subscribed, and that the non-subscribed shares may be offered again to the beneficiaries
 concerned within the scope of a subsequent capital increase;
- grant full powers to the Board of Directors with the option of sub-delegation under the conditions set by law, to determine, within the limits described above, the various terms and conditions of the transaction and particularly:
 - define the criteria which the companies must meet in order for their employees to be entitled to benefit from the capital increases,
 - determine a list of these companies,
 - set the terms and conditions of the share issue, the characteristics of the shares, and, where appropriate, the other equity securities, determine the subscription price calculated based on the method defined above, set the terms and conditions and deadline for fully paying up the subscribed shares, deduct from the "additional paid-in capital" account all costs relating to these capital increases and, if deemed appropriate, all sums necessary to bring the legal reserve up to one tenth of the new share capital after each share issue; and generally complete, directly or through an authorized representative, all the transactions and formalities relating to the share capital increases performed under this resolution and, where appropriate, take any measures with a view to listing the shares issued pursuant to this resolution for trading on the Euronext Paris regulated exchange,
 - set the opening and closing dates for the subscription period, record the completion of the corresponding capital increase and amend the articles of association accordingly;
- decide that this delegation of authority granted to the Board of Directors is valid for a period of 26 months starting from the date of this General Meeting.

Sixteenth resolution (Delegation of authority granted to the Board of Directors for a period of 18 months to perform share capital increases, with cancellation of preferential subscription rights, reserved for a category of beneficiaries)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, after having reviewed the Report of the Board of Directors and the Statutory Auditors' Special Report, pursuant to articles L. 225-129 to L. 225-129-2 and article L. 225-138 of the French Commercial Code:

- delegate to the Board of Directors the authority to decide to increase share capital, on one or more occasions, at the time or times and in the proportions it shall deem fit, via the issuance of ordinary shares of the Company as well as any other equity securities conferring entitlement to the Company's share capital, reserved for the category of beneficiaries defined hereafter;
- decide that the total amount of share capital increases likely to be performed under this resolution may not exceed a maximum nominal amount of 22 million euros, corresponding to the issue of a maximum of 4 million shares, it being specified that this amount does not include additional shares to be issued, in accordance with applicable legal and regulatory provisions, and when relevant, contractual stipulations providing for other adjustments, to preserve the rights of holders of equity securities conferring access to share capital and that the total amount of share capital increases to be performed under this resolution and the fifteenth resolution may not exceed the aforementioned nominal amount of 22 million euros;
- decide that the maximum nominal amount of share capital increases to be performed on the basis of this delegation shall be deducted from the overall limit stipulated in paragraph 2 of the eleventh resolution of the Extraordinary General Meeting of May 7, 2019 (or any resolution which would replace it at a later date);
- decide to cancel the preferential subscription rights of shareholders to the shares or other equity securities and to the equity securities to which the latter would confer entitlement, which shall be issued pursuant to this resolution and to reserve the right to subscribe them to the category of beneficiaries meeting the following characteristics: any bank or subsidiary of such a bank mandated by the Company and which would subscribe to shares, or other equity securities issued by the Company pursuant to this resolution, with the sole intent to enable employees and Corporate Officers of foreign companies, affiliated to the Company within the meaning of article L. 225-180 of the French Commercial Code and article L. 3344-1 of the French Labor Code, to benefit from a shareholding or investment plan with an economic profile comparable to an employee share ownership scheme that would be set up in connection with a share capital increase performed in accordance with the fifteenth resolution submitted to the vote of this General Meeting, taking into account the regulatory and fiscal and/or social framework applicable in the country of residence of the employees and Corporate Officers of the aforementioned foreign companies;
- decide that the unit price for the issue of the shares to be issued pursuant to this resolution shall be determined by the Board of Directors based on the Company's share price; this issue price shall be equal to the average of the opening trading prices for the Company's share during the 20 trading days preceding the date of the Board of Directors' decision setting the opening date for the period of subscription to a share capital increase performed on the basis of the fifteenth resolution, with the possibility of reducing this average by a maximum discount of 20%; the amount of this discount shall be determined by the Board of Directors within the aforementioned limit;
- decide that the Board of Directors shall have full powers, under the terms and conditions set forth by law and within the limits defined above, with the option of sub-delegation, so as to implement this delegation and particularly in order to:
 - set the date and price for the issue of shares or other equity securities to be issued in accordance with this resolution as well as the other terms and conditions governing the issue,
 - determine the beneficiary (or list of beneficiaries) for the cancellation of the preferential subscription right within the above-defined category, as well as the number of shares to be subscribed by such beneficiary (or each beneficiary),

- where appropriate, determine the characteristics of the other equity securities granting access to the Company's share capital under the applicable legal and regulatory conditions,
- record the completion of the share capital increase, complete, directly or through an authorized representative, all the transactions and formalities involving the share capital increases and, on its sole decision and if it deems appropriate, deduct the share capital increase costs from the amount of additional paid-in capital relating to such increases, amend the articles of association accordingly and perform all the necessary formalities and, where appropriate, take any measures with a view to listing the shares issued pursuant to this resolution for trading on the Euronext Paris regulated exchange;
- decide that this delegation of authority granted to the Board of Directors is valid for a period of 18 months starting from the date of this General Meeting.

Seventeenth resolution (Harmonization of article 11 of the articles of association (Composition of the Board of Directors) with the provisions of the PACTE law in relation to Directors representing employees)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to modify the provisions of article 11 (Composition of the Board of Directors) of the Company's articles of association relating to the threshold which triggers the obligation to appoint a second Director representing employees to adapt them to the provisions set out in law No. 2019-486 dated May 22, 2019 relating to the growth and transformation of companies (PACTE law).

Article 11 - Composition of the Board of Directors

The first three paragraphs of the section relating to Directors representing employees in article 11 of the articles of association now read as follows:

Existing text	New text
Director(s) representing employees	Director(s) representing employees
In accordance with statutory requirements, if the number of members of the Board of Directors, calculated in accordance with article L. 225-27-1-II of the French Commercial Code, is less than or equal to 12, the Group Committee in France shall proceed to appoint a Director representing employees.	In accordance with statutory requirements, if the number of members of the Board of Directors, calculated in accordance with article L. 225-27-1-II of the French Commercial Code, is less than or equal to eight , the Group Committee in France shall proceed to appoint a Director representing employees.
If the number of members of the Board of Directors, calculated in accordance with article L. 225-27-1-II of the French Commercial Code, is more than 12, and provided this criterion is still fulfilled on the date of the appointment, a second Director representing employees shall be appointed by the European Works Council.	If the number of members of the Board of Directors, calculated in accordance with article L. 225-27-1-II of the French Commercial Code, is more than <u>eight</u> , and provided this criterion is still fulfilled on the date of the appointment, a second Director representing employees shall be appointed by the European Works Council.
If the number of members of the Board of Directors, calculated in accordance with article L. 225-27-1-II of the French Commercial Code, was originally more than 12 members but becomes less than or equal to 12 members, the Director appointed by the European Works Council shall remain in office until his term of office expires.	If the number of members of the Board of Directors, calculated in accordance with article L. 225-27-1-II of the French Commercial Code, was originally more than <u>eight</u> members but becomes less than or equal to <u>eight</u> members, the Director appointed by the European Works Council shall remain in office until his term of office expires.

The remaining paragraphs of article 11 remain unchanged.

Eighteenth resolution (Modification to article 15 of the articles of association Power of the Board of Directors) relating to management decisions taken by the Board of Directors (PACTE law)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to modify the provisions of article 15 (Powers of the Board of Directors) of the Company's articles of association to reflect the modifications made to article L. 225-35 of the French Commercial Code and provide that the Board of Directors shall determine the orientations of the Company's activities and ensure their implementation, in line with its corporate interest, by taking into account the social and environmental stakes of its activity.

Article 15 - Powers of the Board of Directors

The first paragraph of article 15 of the articles of the association shall now read as follows:

Existing text	New text
The Board of Directors determines the orientations of the Company's activities and ensures their implementation.	The Board of Directors determines the orientations of the Company's activities and ensures their implementation, in line with its corporate interest, by taking into account the social and environmental stakes of its activity.

The remaining paragraphs of article 15 remain unchanged.

Nineteenth resolution (Compliance of article 16 of the article of association (Remuneration) with the provisions of the PACTE law relating to Directors' remuneration)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to amend the provisions set out in article 16 (Remuneration) the Company's articles of association relating to the remuneration of Directors to remove reference to the term "Directors' fees" in accordance with the PACTE law.

Article 16 – Remuneration

Article 16 of the articles of the association shall now read as follows:

Existing text	New text
The Ordinary Shareholders' Meeting may allocate to the members of the Board of Directors, as remuneration for their activity, a fixed annual amount <i>in Directors' fees</i> . The Board of Directors is free to distribute the overall sum thus allocated among its members. It may also allocate a greater amount to the Directors who are members of Committees set up within the Board than that allocated to the other Directors. The Board may allocate exceptional sums to remunerate assignments or mandates entrusted to the members of the Board.	The Ordinary Shareholders' Meeting may allocate to the members of the Board of Directors, as remuneration for their activity, a fixed annual amount. The Board of Directors is free to distribute the overall sum thus allocated among its members. It may also allocate a greater amount to the Directors who are members of Committees set up within the Board than that allocated to the other Directors. The Board may allocate exceptional sums to remunerate assignments or mandates entrusted to the members of the Board.

Twentieth resolution (Modification of article 9 of the articles of association (Identification of shareholders) relating to threshold notifications)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, after having reviewed the Report of the Board of Directors, decide to modify the provisions set out in article 9 (Identification of shareholders) of the Company's articles of association to apply legal assimilation rules to statutory thresholds, to include within the calculation and reporting of statutory threshold notifications the shares and voting rights deemed to be held, in accordance with these rules, by the person bound to provide this information.

Article 9 - Identification of shareholders

Article 9 of the articles of the association shall now read as follows:

Existing text	New text
The Company may avail itself at any time of the legal and statutory provisions in force permitting the identification of the owners of shares conferring immediately or in the future the right to vote in Shareholders' Meetings, as well as the number of shares they own.	The Company may avail itself at any time of the legal and statutory provisions in force permitting the identification of the owners of shares conferring immediately or in the future the right to vote in Shareholders' Meetings, as well as the number of shares they own.

In addition to the legal obligations to notify the Company, any person, acting alone or jointly, coming in direct or indirect possession of a fraction of the Company's capital or voting rights equal to or greater than 2%, or a multiple of 2% of capital or voting rights (including above the 5% threshold), is required to inform the Company within 15 days as of the date on which the threshold is exceeded and, as the case may be, independently of the effective transfer date of share ownership. The person shall state the number of shares and marketable securities granting entitlement to capital that he or she owns on the date of notification. Any decrease below the 2% threshold or a multiple of 2% of capital or voting rights shall be notified in the same manner.

In the event of a failure to meet this additional notification obligation, one or several shareholders, owning a fraction of the Company's capital or voting rights amounting to at least 2%, may, at a Shareholders' Meeting, request that the shares exceeding the fraction which should have been reported, be stripped of their voting rights for any Shareholders' Meeting held until the end of a two-year period following the date on which the notice is rectified. The request is recorded in the Minutes of the Shareholders' Meeting.

In addition to the legal obligations to notify the Company, any person, acting alone or jointly, coming in direct or indirect possession of a fraction of the Company's capital or voting rights equal to or greater than 2%, or a multiple of 2% of capital or voting rights (including above the 5% threshold), is required to inform the Company within 15 days as of the date on which the threshold is exceeded and, as the case may be, independently of the effective transfer date of share ownership. The person shall state the number of shares and marketable securities granting entitlement to capital that he or she owns on the date of notification. Any decrease below the 2% threshold or a multiple of 2% of capital or voting rights shall be notified in the same manner.

To determine share capital and voting rights thresholds, the crossing of which must be declared under the previous paragraph, assimilation rules set out in article L. 233-9 of the French Commercial Code are applied.

In the event of a failure to meet this additional notification obligation, one or several shareholders, owning a fraction of the Company's capital or voting rights amounting to at least 2%, may, at a Shareholders' Meeting, request that the shares exceeding the fraction which should have been reported, be stripped of their voting rights for any Shareholders' Meeting held until the end of a two-year period following the date on which the notice is rectified. The request is recorded in the Minutes of the Shareholders' Meeting.

Twenty-first resolution (Statutory modification relating to the authority to decide or authorize the issue of bonds)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors:

1/ decide to modify the provisions set out in article 15 (Powers of the Board of Directors) and article 19 (Powers of Shareholders' Meetings) of the Company's articles of association as follows, so that the Board of Directors has sole authority to decide or authorize the issue of bonds:

Article 15 – Powers of the Board of Directors

The fourth paragraph of article 15 of the articles of association, drafted "The Board is authorized to issue bonds pursuant to a delegation granted by the Ordinary Shareholders' Meeting." has been deleted.

The other paragraphs of article 15, as modified where applicable by the eighteenth resolution, remain unchanged.

Article 19 - Powers of Shareholders' Meetings

The second paragraph of article 19 of the articles of association, drafted "During the Ordinary Shareholders' Meeting, shareholders decide or authorize the issue of bonds secured, where necessary, by specific collateral in accordance with prevailing laws and regulations and authorize the Chairman to grant such collateral. They may delegate to the Board of Directors the competence and powers necessary to issue such bonds, in one or more installments, within a period set by them, and to determine the terms and conditions of the issuance of such bonds. The guarantees set up subsequent to the issue of the bonds are granted by the Chairman of the Board of Directors upon the Board's authorization." has been deleted.

The first paragraph of article 19 remains unchanged.

2/ consequently note the expiry, for the non-utilized portion and the remaining term, of the delegated power given to the Board of Directors by the General Meeting of May 12, 2016 in its thirteenth resolution to issue bonds, as the Company's articles of association no longer grant authority to the General Meeting to decide or authorize the issue of bonds.

Twenty-second resolution (Extension of the Company's term and consequential amendment to the articles of association)

The shareholders, deliberating according to the quorum and majority required for Extraordinary General Meetings, having reviewed the Report of the Board of Directors and noting the expiry date of the Company's term initially set at February 17, 2028, decide to prematurely extend said term for a period of 99 years as of this General Meeting, i.e. until May 4, 2119.

The shareholders therefore decide to modify article 4 of the articles of association as follows:

Article 4 – Duration

Existing text	New text
The Company's term has been fixed at 99 years beginning on February 18, 1929, except in the event of early dissolution or extension.	The Company's term, initially fixed at 99 years beginning on February 18, 1929, has been extended as of the Extraordinary General Meeting of May 5, 2020 for a period of 99 years, i.e. until May 4, 2119, except in the event of early dissolution or extension.

Ordinary General Meeting

$\textbf{Twenty-third resolution} \ (powers \ for \ formalities)$

Full powers are granted to a holder of a copy or extract of the minutes of this General Meeting to perform all official publications and other formalities required by law and the regulations.

A. Attendance at the General Meeting

Any shareholders, regardless of the number of shares held, may take part in the General Meeting.

Shareholders may attend the Meeting:

- personally;
- or by correspondence;
- or by granting proxy to the Meeting Chairman;
- or by granting proxy to the spouse or partner with whom a French civil solidarity pact has been signed, another shareholder, or any other person (physical person or legal entity) of their choice under the terms and conditions set forth in article L. 225-106 of the French Commercial Code or even without specifying a representative.

For any proxy granted by a shareholder without indication of a representative, the Chairman of the Shareholders' Meeting will vote in favor of the adoption of the draft resolutions presented or approved by the Board of Directors, and will vote against the adoption of all other draft resolutions.

In accordance with article R. 225-85 of the French Commercial Code, a shareholder who has already cast his/her vote by mail, sent a proxy or requested his/her admission card to the Meeting, or a certificate of attendance, may no longer opt for another means of participation.

In accordance with article R. 225-85 of the French Commercial Code, shareholders may attend the Meeting if they can justify:

- for registered shares: the book-entry of the shares in the registered share accounts kept by the Company at 00:00, Paris time, on Thursday, April 30, 2020;
- for bearer shares: the book-entry of the shares (where applicable, in the name of the intermediary registered on behalf of the shareholder under the regulatory and legal terms and conditions) in the bearer share accounts kept by the duly empowered intermediary at 00:00, Paris time, on Thursday, April 30, 2020. The duly empowered intermediaries shall append a certificate of attendance to the proxy or correspondence voting form or the admission card request drawn up in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary.

Only those shareholders who are able to justify this capacity at 00:00, Paris time, on Thursday, April 30, 2020, under the aforementioned terms and conditions, may attend this General Meeting.

A shareholder may at any time sell all or some of his/her shares:

- should the sale occur prior to 00:00, Paris time, on Thursday, April 30, 2020, the vote cast by mail, proxy or admission card or a certificate of attendance, shall be invalidated or amended accordingly, depending on the case. Accordingly, the duly empowered intermediary holding the account shall inform the Company or authorized representative of the sale and send it the necessary information;
- any sale or transaction performed after 00:00, Paris time, on Thursday, April 30, 2020, by whatever means, shall neither be notified by the duly empowered intermediary nor taken into consideration by the Company.

Intermediaries registered on behalf of shareholders who are not resident for tax purposes in France and benefiting from a general authorization to manage shares may transfer or issue under their own name shareholders' votes. Under article L. 228-3-2 of the French Commercial Code, they must reveal the economic shareholder to the issuer.

Furthermore, Air Liquide offers shareholders the option of voting by Internet, prior to the General Meeting using the Votaccess secure voting platform either:

- via the Company's website, www.airliquide.com, under the Shareholders section, which will redirect the shareholder automatically to the dedicated voting website https://www.actionairliquide.com, for holders of registered shares; or
- via the website of their account-holding institution for holders of bearer shares.

This option is only available to holders of bearer shares whose account-holding institution is a member of the Votaccess system and that proposes this service for this General Meeting.

Prior to the General Meeting, each shareholder may use this electronic platform to request an admission card, communicate voting instructions or appoint or revoke a proxy under the conditions detailed below.

1. Attendance at the General Meeting in person:

Any shareholder wishing to attend the General Meeting in person may request an admission card.

A 20 euros attendance fee will be paid to all shareholders who attend a valid General Meeting in person, regardless of the number of admission cards presented on the day of the General Meeting or the number of proxies represented.

1.1 Admission card request sent by mail

Any shareholder wishing to attend the General Meeting in person may ask for an admission card request form by sending a letter to:

- for registered shares: the Company's head office at the following address, Air Liquide, Direction du Service actionnaires, 75, quai d'Orsay, 75007 Paris;
- for bearer shares: to the account-holding institution managing the shares.

Only requests received by no later than Wednesday, April 29, 2020 shall be processed. To facilitate their reception, shareholders wishing to attend the General Meeting are asked to request their admission card as early as possible.

Shareholders shall send their voting forms so that the Company receives them by no later than midnight, Paris time, on Friday, May 1st, 2020:

- for registered shares: directly to the Company;
- for bearer shares: to the account-holding institution managing the shares, who will forward it to the Company.

No form received by the Company after midnight, Paris time, on Friday, May 1st, 2020 will be taken into account. Admission cards will be sent to shareholders by mail.

1.2 Admission card request sent electronically

Any shareholder wishing to attend the General Meeting in person may also request an admission card electronically as follows:

- for registered shares: on the Votaccess secure platform via the Company's website, www.airliquide.com, under the Shareholders section, which will redirect the shareholder automatically to the dedicated voting website https://www.actionairliquide.com. Shareholders may connect to their online Account using their email and access code;
- for bearer shares: via the Internet portal of the account-holding institution managing the shares. After connecting to the site using their normal user ID and password, shareholders should click on the vote icon appearing on the Air Liquide share line and follow the instructions that appear on screen.

This option is only available to holders of bearer shares whose account-holding institution is a member of the Votaccess system and that proposes this service for this General Meeting.

Access to the Votaccess platform via the Internet portal of the shareholder's account-holding institution may be subject to specific user conditions defined by this institution. Accordingly, holders of bearer shares interested in this service are invited to contact their account-holding institution to consult the terms of use.

Shareholders may then, at their own choice, download their admission cards through the Votaccess platform, or request it by mail.

The Votaccess platform for this General Meeting shall open on Tuesday, March 31, 2020. The ability to request an admission card by Internet prior to the General Meeting shall end at 3 p.m., Paris time, on Monday, May 4, 2020. In order to avoid potential congestion of the Votaccess platform, shareholders are strongly recommended not to wait until the eve of the General Meeting to input their instructions.

1.3. Certificate of attendance

In any case, a certificate of attendance shall be issued by the duly empowered intermediary to bearer shareholders who wish to attend the Meeting in person and who have not received their admission card by midnight on the second business day preceding the date of the Meeting, i.e. Thursday, April 30, 2020. They may attend the meeting by presenting themselves with an identity card.

Holders of registered shares, who have not received their admission card on the date of the General Meeting, may attend the meeting by presenting themselves with an identity card at the Reception desk.

2. Voting by correspondence or proxy:

2.1 Voting by correspondence or proxy by mail

Any shareholder wishing to vote by correspondence or proxy may request a proxy or correspondence voting form by sending a letter to:

- for registered shares: the Company's headquarters at the following address, Air Liquide, Direction du Service actionnaires, 75, quai d'Orsay, 75007 Paris;
- for bearer shares: to the account-holding institution managing the shares.

Only requests received by no later than Wednesday, April 29, 2020 inclusive shall be processed.

Shareholders shall send their voting forms so that the Company receives them by no later than midnight, Paris time, on Friday, May 1st, 2020:

- for registered shares: directly to the Company;
- for bearer shares: to the account-holding institution managing the shares, who will forward it to the Company.

No form received by the Company after midnight, Paris time, on Friday, May 1st, 2020 will be taken into account in the voting at the General Meeting.

Shareholders are reminded that in order to grant a proxy, the voting form must be completed and signed, detailing the full name and address of the shareholder and the full name and address of the proxy.

A shareholder may revoke his/her proxy, bearing in mind that the revocation should be made in writing under the same conditions as the appointment and transmitted to the Company. To appoint a new proxy after revocation, a shareholder shall ask the Company (if he/she holds registered shares) or his/her financial intermediary (if he/she holds bearer shares) to send him/her a new proxy voting form with the wording "Change of Proxy", and should return it so that the Company will receive it by no later than midnight, Paris time, on Friday, May 1st, 2020.

2.2 Voting by absentee ballot or proxy electronically

Any shareholder wishing to vote by correspondence or proxy over the Internet, prior to the General Meeting, may communicate their voting instructions as follows:

- for registered shares: on the Votaccess secure platform via the Company's website, www.airliquide.com, under the Shareholders section, which will redirect the shareholder automatically to the dedicated voting website https://www.actionairliquide.com. Shareholders may connect to their online Account using their email and access code;
- for bearer shares: via the Internet portal of the account-holding institution managing the shares. After connecting to the site using their normal user ID and password, shareholders should click on the vote icon appearing on the Air Liquide share line and follow the instructions that appear on screen.

This option is only available to holders of bearer shares whose account-holding institution is a member of the Votaccess system and which proposes this service for this General Meeting.

Access to the Votaccess platform via the Internet portal of the shareholder's account-holding institution may be subject to specific user conditions defined by this institution. Accordingly, holders of bearer shares interested in this service are invited to contact their account-holding institution to consult the terms of use.

Pursuant to the provisions of article R. 225-79 of the French Commercial Code, the appointment or revocation of a proxy may be notified electronically, in accordance with the same procedures as described above.

The Votaccess platform for this General Meeting shall open on Tuesday, March 31, 2020. The ability to vote or appoint or revoke a proxy over the Internet prior to the General Meeting shall end at 3 p.m., Paris time, on Monday, May 4, 2020. In order to avoid potential congestion of the Votaccess platform, shareholders are strongly recommended not to wait until the eve of the General Meeting to input their instructions.

B. Requesting the addition of agenda items or draft resolutions - Filing of written questions

Request to add agenda items or draft resolutions:

One or more shareholders representing at minimum the percentage of share capital required by applicable legal and regulatory provisions or a shareholder association that meets the conditions provided for by the laws and regulations currently in force may request, within 20 days of the publication of this preliminary meeting notice, the addition of agenda items or draft resolutions pursuant to the terms and conditions stipulated in article L. 225-105 and articles R. 225-71 to R. 225-73 of the French Commercial Code.

Shareholders should send requests to add agenda items that have been justified or draft resolutions by registered letter with acknowledgment of receipt to the Company's head office at the following address: Air Liquide, Direction du Service actionnaires, 75, quai d'Orsay, 75007 Paris, or by e-mail to the following address: general.meeting@airliquide.com, by no later than Monday, March 9, 2020. The request should contain:

- the item to be added to the agenda and the reasons why; or
- the draft resolutions, which may include a short summary of the justification and, where necessary, the information stipulated in section 9 of article R. 225-71 of the French Commercial Code; and
- a certificate of book-entry justifying that the authors of the request possess or represent the percentage of share capital required by aforementioned article R. 225-71 of the French Commercial Code.

The discussion at the General Meeting covering agenda items or draft resolutions filed by the shareholders is subject to the transmission, by the authors, of a new certificate justifying the book-entry of the shares under the same conditions on the second working day preceding the General Meeting at 00:00, Paris time (i.e. 00:00, Paris time, on Thursday, April 30, 2020).

The list of items added to the agenda and the draft resolutions, presented by shareholders under the aforementioned terms and conditions, will be published on the Company's website, www.airliquide.com, under the Shareholders section, pursuant to article R. 225-73-1 of the French Commercial Code.

Filing of written questions:

In accordance with article R. 225-84 of the French Commercial Code, a shareholder who wishes to submit written questions may send, by no later than the fourth working day preceding the date of the General Meeting, i.e. midnight, Paris time, on Tuesday, April 28, 2020, his/her questions by registered letter with acknowledgment of receipt to the following address: Air Liquide, Président du Conseil d'Administration, 75, quai d'Orsay, 75007 Paris, or by e-mail to the following address: general.meeting@airliquide.com, together with a certificate of book-entry for holders of bearer shares

Responses to written questions may be published directly on the Company's website, at the following address: www.airliquide.com, under the Shareholders section.

C. Documents made available to the shareholders

All documents, which should be made available for consultation by shareholders with respect to this General Meeting, may be consulted at the Company's headquarters at 75, quai d'Orsay, 75007 Paris, under the terms and conditions stipulated in the applicable legal and regulatory provisions.

Furthermore, the documents which are to be presented at the General Meeting will be published on the Company's website www.airliquide.com, under the Shareholders section, at least 21 days prior to the date of the General Meeting, in accordance with the applicable legal and regulatory provisions.

The General Meeting shall be webcast live, in full and available via playback on the Group's website: www.airliquide.com.

The Board of Directors