

Play to win by the rules.
Anti-Corruption Compliance Guide.
Guidelines for Gifts, Meals and
Invitations to Events.

LeadIng.



THE LINDE GROUP



ACCG Quick Start

Rule 1 “Benefits”. Benefits can be anything of value. In the ACCG, the term refers to advantages that are granted or accepted by Linde Staff Members in the form of Gifts, Meals or Invitations to Events.

Rule 2 “Red zone”. Corruption, solicitation and extortion, extravagant or disrespectful Benefits, and Benefits in cash are prohibited. Towards Public Officials, grooming and facilitation payments (unless an immediate threat for the welfare or safety of a Linde Staff Member or his/her family exists) are also prohibited.

Rule 3 “Green zone”. If a Benefit falls into the “Green zone”, you may grant or accept it without the need for further self-assessment or approval. The scope of the “Green zone” varies according to the type of Benefit and the recipient (Public Official or private sector), see [Rule 6](#), [Rule 7](#) and [Rule 8](#).

Rule 4 “Self-assessment”. In case a Benefit does not fall in the “Red zone” or “Green zone”, you must self-assess whether it complies with the ACCG on the basis of the “10 criteria”: (i) objective, (ii) reason, (iii) transparency, (iv) type, (v) value, (vi) frequency, (vii) Business-Specific, (viii) recipient, (ix) timing, (x) company policy/industry norms.

Rule 5 “Approval”. Unless they fall into the “Green zone”, all Benefits to Public Officials and Invitations to Events in the private sector require your Manager’s prior approval.

Rule 6 “Public Officials”. Are you intending to grant a Benefit to a Public Official? (i) First check the “Red zone” (including grooming and facilitation payments). (ii) The “Green zone” is limited to (a) Gifts that bear Linde’s name or logo and (b) refreshments for consumption during business meetings, provided they are of insignificant value and only granted infrequently. (iii) In case the Benefit does not fall in the “Red zone” or “Green zone”, you must self-assess whether the Benefit complies with the ACCG on the basis of the “10 criteria”. (iv) You must then request your Manager’s prior approval. (v) Do not forget to ask the Public Official whether he/she is allowed to accept the Benefit.

Rule 7 “Private sector: Invitations to Events”. Are you intending to grant or accept an Invitation to an Event in the private sector, without involvement of a Public Official? (i) First check the “Red zone”. (ii) The “Green zone” is limited to Business-Specific Invitations to an Event which

are restricted to the actual Event (excluding accommodation, travel expenses, social activities, etc.), provided they are of reasonable value and only granted infrequently. (iii) In case the Invitation does not fall in the “Red zone” or “Green zone”, you must self-assess whether the Invitation complies with the ACCG on the basis of the “10 criteria”. (iv) You must then request your Manager’s prior approval.

Rule 8 “Private sector: Gifts or Meals”. Are you intending to grant or accept a Gift or Meal in the private sector, without involvement of a Public Official? (i) First check the “Red zone”. (ii) The “Green zone” is limited to (a) Gifts that bear Linde’s or another company’s name or logo, (b) refreshments for consumption during business meetings and (c) Business-Specific Meals, provided they are of reasonable value and only granted infrequently. (iii) In case the Gift or Meal does not fall in the “Red zone” or “Green zone”, you must self-assess whether the Gift or Meal complies with the ACCG on the basis of the “10 criteria”. Your Manager’s approval is not necessary.

Rule 9 “Inappropriate Benefits”. If it is not possible to either refuse or return an inappropriate Benefit, you must hand it over to your Manager immediately.

Rule 10 “Advice and reporting”. Contact your Manager to obtain guidance or your Compliance Officer to receive advice. You should report any non-compliance with this Guide to both your Manager and Compliance Officer. Do not inform any third party about any alleged non-compliance with this Guide before consulting your Compliance Officer.

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Foreword

At Linde, we are convinced that our business success is based not only on our customers' trust in the quality of our products and services, but also on our impeccable business conduct. We believe that such impeccable business conduct is best achieved by fostering and cultivating a culture of integrity.

We must therefore operate our business in full compliance with all applicable laws, regulations and guidelines, including anti-corruption laws.

Corruption is against Linde's foundational principles, in particular integrity and respect, and violates our Code of Ethics.

Since your behaviour and actions are ultimately a reflection of Linde, you must neither engage nor appear to engage in any activity in violation of these laws. Any involvement or perceived involvement in Corruption will adversely affect you and impact negatively upon Linde, our image and our reputation. It could also result in severe penalties for both Linde and you.

We would rather forego a business opportunity than obtain it illegally. Our reputation and long-term success are far too valuable.

In an effort to minimise the risks of Corruption, we publish this Anti-Corruption Compliance (ACC) Guide and provide you with the necessary tools to help you conduct your business in a legal and legitimate way. This ACC Guide is designed to help you to avoid violations of the Linde Code of Ethics and the relevant anti-corruption laws. It complements the Business Partner Compliance Guide which describes how to minimise the risks of Corruption when retaining Business Partners who act in the name or on behalf of Linde.

Read this Guide carefully. Remember, Linde's position is firm and absolute:

We have zero tolerance of Corruption.

The Executive Board
Munich, January 2013



1. Purpose

Benefits in the form of Gifts, Meals and Invitations to Events are prevalent in all cultures in general business dealings. They can build understanding and goodwill in everyday business life and are usually legally permissible if they are within reason. However, if such Benefits are misused to unduly induce or influence a specific business or official action or to otherwise obtain an improper advantage, they may constitute Corruption.

Founded on the Linde Code of Ethics, this Guide complements the “Business Partner Compliance Guide”.

This Guide is based on the principle of self-assessment. You are provided with the necessary tools to assess whether a Benefit is within reason; and, accordingly, you are directly responsible for compliance with this Guide. In case of doubt, you should contact your Manager to obtain guidance. In addition, with regard to Benefits requiring particular care (Benefits to Public Officials and Invitations to Events in the private sector), you must request your Manager’s prior approval.

Manager is the direct superior of a Linde Staff Member (solid line reporting).

2. Scope

This Guide applies to both the granting and receiving of Benefits by Linde Staff. It applies to Linde and all Linde Staff Members worldwide and takes effect on 15 January 2013. It applies directly and does not require any additional implementation guidelines.

Linde means Linde AG and the companies it directly or indirectly owns or controls.

Linde Staff or Linde Staff Member means, collectively or individually, the (temporary) employees, directors and officers of Linde.

Founded on the Linde Code of Ethics, this Guide supersedes and replaces within its scope all existing Linde anti-corruption, gifts, hospitality, entertainment, and travel or similar policies and guidelines. Policies and guidelines that complement this Guide by establishing more detailed standards on a local or regional level or in a specific sector may be adopted by way of an annex to this Guide with the prior written consent of the Linde Head of Compliance.

This Guide sets out the minimum standards of behaviour expected from you to counter and prevent Corruption. Since Linde does business throughout the world, you must also comply with all applicable anti-corruption laws in your country. The stricter standard shall prevail.

EXAMPLE: In Hong Kong, Gifts to a Public Official of any amount are prohibited.

Linde will seek to influence and encourage all parties that conduct business with (or on behalf of) Linde to make good faith efforts to comply with the standards set out in this Guide. Special rules apply for Business Partners (a person acting in the name or on behalf of Linde vis-à-vis third parties, such as customers or Public Officials). Consult the Linde "Business Partner Compliance Guide" to understand the requirements for Business Partners.

This Guide does not apply to Benefits that are granted to Linde Staff by Linde (intragroup Benefits), whereas Benefits between Linde Staff Members remain subject to this Guide.

EXAMPLE: You want to receive a raise in pay. Your Manager signals that he would be willing to grant you the salary increase but demands that you invite him to a fancy restaurant and provide him with several expensive Gifts in return to “prove your loyalty” and “give him a share of the cake”. Such behaviour constitutes solicitation and falls into the “Red zone” also for other reasons. You must reject such demand and should inform your Compliance Officer. It is also advisable to document the incident.

This Guide does not regulate the correct accounting and tax treatment of Benefits, which may be subject to local tax. You must consult with your Tax or Human Resources department or consult the applicable Linde policies if you are unsure about the correct accounting and tax treatment of Benefits.



3.

General guidance

This section provides general guidance for all Benefits. It is complemented by specific guidance on Benefits to Public Officials (section 4) and Benefits in the private sector (section 5).

Benefits can be anything of value. In this Guide, the term refers to advantages that are granted or accepted by Linde Staff Members in the form of Gifts, Meals or Invitations to Events.

Benefits to third persons, such as Benefits to relatives or friends of an individual, or to a (charitable or non-profit) organisation designated by an individual may also constitute Corruption. If these Benefits come in the form of donations or sponsoring, consult the applicable Linde policy on donations and sponsoring.

Gifts are all Benefits granted or received by a Linde Staff Member that do not classify as Meal or Invitation to an Event. Gifts may come in different forms, for example in the form of:

- monetary payments (for example cash, credit transfers or granting of interest-free or low-interest loans, etc.) and cash-like advantages (for example discounts, vouchers, or other concessions, etc.)
- Gifts in kind, such as rendering of services, permitting the use of company property, loans, employment and internships, airline or railway tickets, business opportunities
- other material advantages

Free tickets to sporting and cultural Events or other admission tickets to fee-charging Events shall qualify and shall be approved as Invitation to an Event, even if no employee of the company granting them is attending the Event, see also the definition of Invitation to an Event.

Meal refers to food, beverages and other items intended for immediate consumption. The term especially includes Meals in a restaurant.

Meals provided in connection with an Event shall qualify and shall be approved as Invitation to an Event, see also the definition of Invitation to an Event.

Invitation to an Event is a request to attend any sort of Event that goes beyond a pure Meal and which usually includes some form of hospitality. Examples are:

- customer travel; promotion, demonstration, or explanation of products or services; customer events to present new products (for example product launches); plant tours; training events and continuing professional development events; visits to company stands at trade fairs; etc.
- any form of entertainment, such as sports and cultural Events, vacation trips, etc.

Free tickets to sporting and cultural Events or other admission tickets to fee-charging Events shall qualify and shall be approved as Invitation to an Event, even if no employee of the company granting them is attending the Event, see also the definition of Gift.



3.1. “Red zone”

Corruption is against Linde’s foundational principles, in particular integrity and respect, and violates our Code of Ethics.

Corruption is the misuse of entrusted power for private gain.

The predominant form of Corruption is bribery. Bribery is the giving to or receiving by any person of anything of value, either directly or indirectly, as an inducement to gain an advantage or influence contrary to the principles of honesty and integrity.

Therefore,

- do not engage in Corruption; and
- do not engage in any activity that may be perceived by others as Corruption.

Granting or accepting the following Benefits is prohibited:

If any Benefit listed below is offered to you, you must reject it and should inform both your Manager and Compliance Officer. It is advisable to document the incident:

- Benefits to unduly induce, influence or appear to influence a specific official or business action of the recipient (for example acceptance of a specific bid, renewal of a contract) or to obtain any other improper advantage

EXAMPLE: A potential customer is willing to source a product from Linde. The potential customer’s procurement specialist offers to cause his employer to pay a higher price than originally envisaged (“overpricing”), if Linde transfers a “fee” to his account in the Cayman Islands. This is an illegal kickback in favour of the procurement specialist and constitutes Corruption. The same would be true if the payment was disguised as remuneration for “consulting services” by the procurement specialist or persons associated with or designated by him, or if the payment was made through a Business Partner of Linde.

- Benefits that the recipient specifically requests (“solicitation and extortion”)

EXAMPLE: Linde bids successfully for a large tonnage project and wins the contract. Just before the contract is to be signed, the customer's procurement manager with whom you have negotiated the contract demands a last-minute "closure fee" for the deal, payable to a privately owned consultancy firm of which the customer's procurement manager is a co-owner. Such behaviour constitutes solicitation and falls into the "Red zone" also for other reasons. You must reject such demand and should inform both your Manager and Compliance Officer. It is also advisable to document the incident.

- extravagant Benefits or Benefits in excess of what corresponds to customary business practice

EXAMPLE: You think about inviting a customer's key account manager and his wife to an all-expenses-paid golf outing abroad. This falls into the "Red zone" because such Benefit is far from customary business practice. You must not extend such an offer.

- Benefits with erotic or sexual connotations or otherwise potentially violating Linde's foundational principles, in particular integrity and respect

EXAMPLE: After a dinner with several representatives of an important Linde supplier that was in line with this Guide, your hosts want to show you some of the city's nightlife. Before you know it, you stand in front of a table-dance bar with the supplier's employees already on their way in. A visit of a table-dance bar would violate Linde's commitment to mutual respect. As it would fall into the "Red zone", you must refuse your participation and should inform both your Manager and Compliance Officer. It is also advisable to document the incident.

- Benefits in the form of monetary payments (for example cash, cash equivalents, credit transfers, granting of interest-free or low-interest loans, etc.)

EXAMPLE: You are in Linde's purchasing department and responsible for buying office materials. The sales representative of the company you buy from most offers you an envelope containing a considerable amount of cash to show that he values your consistency in buying from this certain company. This falls into the "Red zone" as you may not accept any cash Benefits. You must refuse his offer and should inform both your Manager and Compliance Officer. It is also advisable to document the incident.

Granting the following Benefits to Public Officials is also prohibited:

- Benefits aimed at generally improving the relationship with a Public Official with a view (i) to gradually influence the Public Official or (ii) to obtain an improper advantage with regard to the future performance of official actions (grooming)

EXAMPLE: From time to time you are in contact with an administrator of a government agency who is in charge of granting various permits needed for project execution. Currently, Linde does not have any licensing needs so that no specific official action of the administrator is required or will be required in the near future. To foster your working relationship, you intend to invite him to a medium-priced restaurant, however. This falls into the “Red zone” and you may therefore not grant the Meal to the administrator. In contrast to the practice of fostering business relationships in the private sector, grooming a Public Official is prohibited even if no specific action on his/her part shall be influenced.

- Facilitation Payments, unless a situation presents an immediate threat for the welfare or safety of a Linde Staff Member or his/her family if the demand for a Facilitation Payment is not satisfied. You must immediately inform both your Manager and Compliance Officer to report the incident and ensure an accurate, transparent and full record of the Facilitation Payment

Facilitation Payments, also known as facilitating, grease or speed payments, are (small) Benefits granted to Public Officials to perform or speed up an action to which the payer is entitled, such as granting licences, permits or issuing other official documents, processing governmental papers or visas, granting customs clearances or police protection, or providing postal or utility services.

EXAMPLE: A Customs official demands payment of a “special fee” from you to expedite the clearing of long-awaited, essential equipment. Otherwise, the clearance will be considerably delayed under the pretext that the paperwork is “incomplete”. This is a classic example of a Facilitation Payment to a Public Official and therefore in the “Red zone”. You must reject the Customs official’s request and immediately inform both your Manager and Compliance Officer and ensure proper documentation.



3.2. “Green zone”

If a Benefit falls in the “Green zone”, you may grant or accept it without the need for further self-assessment. The “Green zone” varies according to the type of Benefit and the recipient (Public Official or private sector, see sections 4.2 and 5.2).

3.3. Self-assessment: the “10 criteria”

For all Benefits that do not fall in the “Red zone” or “Green zone”, you must determine whether granting or accepting them is appropriate and within reason on a case-by-case basis by considering the following “10 criteria” and asking yourself the following ten questions. It is advisable to document your considerations. If you answer even just one of the questions linked to the “10 criteria” with “yes” there could be a compliance issue and you should contact your Manager to obtain guidance before proceeding.

1) Objective: The Benefit must relate to a legitimate business purpose and neither be nor appear to be given in order to gain or secure an improper advantage or to place the recipient in an actual, potential or apparent conflict of interest.

QUESTION: Could the Benefit unduly induce, influence or appear to influence a specific official or business action of the recipient? Be honest: do you or the person granting the Benefit expect, at least subliminally, a specific business favour in return for the Benefit?

EXAMPLE: A customer’s employee requests you to “wine and dine” him in an upmarket restaurant. A new tender from that customer is coming up and he reminds you that your competitors would be very pleased to take over this account. You know that he has influence over the customer’s procurement decision. Given the inappropriate objective of such Meal you are not allowed to grant the Meal but should inform both your Manager and Compliance Officer. It is also advisable to document the incident.

2) Reason: Consideration should be given to whether there is a specific and socially accepted occasion or justification for the Benefit (for example a company or personal anniversary, birthday, completion of a project, events such as Christmas, (Chinese) New Year, Ramadan, etc.).

QUESTION: Would you have difficulties to explain the Benefit's legitimate reason to your Manager or your spouse/partner?

EXAMPLE: At year's end, you decide to send a box of wine to the head of a customer's quality department to thank him for the good cooperation with Linde. A year-end Gift may constitute a socially accepted reason. Make sure to always check for the "Red zone", however: the Gift must not (appear to) be given in order to gain or secure an improper advantage, for example because an important tender of the customer is coming up.

3) Transparency: Generally, consideration must be given to whether colleagues, your Manager or the general public would perceive the Benefit as appropriate.

The Benefit must never be granted or accepted in secret (for example communication via a private address, no claim for reimbursement for Benefits granted, opaque accounting treatment, etc.). Otherwise, there is a high risk that the Benefit is considered inappropriate.

When in doubt as to whether a Benefit is appropriate, act transparently and consult your Manager.

Where appropriate and practicable, you should obtain the consent of an appropriate person or body within the recipient's organisation before providing the Benefit. In the case of a Public Official, you must obtain such consent ("Please confirm that the acceptance of the Benefit is approved by your organisation.").

QUESTION: Would you avoid discussing the Benefit with your colleagues or your Manager for fear that they may consider it inappropriate and/or excessive? Would you not feel comfortable to read about the Benefit in the newspaper?

EXAMPLE: A supplier sends you a non-refundable family ticket to an adventure park for your birthday. The Benefit is sent to your home address. The fact that it was sent to your home address is likely to render the Benefit inappropriate. You should inform both your Manager and Compliance Officer. It is also advisable to document the incident.

4) Type: Depending on whether the Benefit is a Gift, Meal or Invitation to an Event, different standards apply. Particular care must always be exercised with regard to Invitations to Events, in particular Non-Business-Specific Invitations to Events. In this Guide, this is also reflected by different rules for different types of Benefits and recipients in sections 4 and 5.

QUESTION: Is the Benefit a Non-Business-Specific Invitation to an Event?

EXAMPLE: If you are invited to a cultural or sporting event, such as a Formula One event, an international football match, the Olympic Games or other high-profile Non-Business-Specific Events, you must always check for “Red zone” situations which are particularly likely to occur in these circumstances, and you must obtain your Manager’s prior approval (see section 3.4).

5) Value: A Benefit must be of reasonable, or, in the case of Public Officials, insignificant value. Generally, the greater and more lavish the Benefit, the greater the inference that it is intended to improperly influence the recipient. High-value Benefits are more likely to fall outside the limits of what is appropriate and must be assessed more critically.

The value of the Benefit usually corresponds to the market price in the country where the recipient is based. When assessing the value, take into account whether or not the Benefit can be easily purchased and is accessible to anyone.

This Guide does not specify any monetary thresholds or ceiling figures because the laws of most countries do not provide such assurance.

QUESTION: Does the Benefit go beyond the limits of what is reasonable or fall outside what is normally acceptable in your or the other person’s working environment?

EXAMPLE: You receive an Invitation to an Event to be held in the Maldives with all expenses fully paid. The costs are considerably disproportionate to similar events or what you could personally afford. In such circumstances, the value and size of the Invitation are likely to be excessive and therefore not reasonable.

6) Frequency: The giving or accepting of Benefits should be infrequent. While it may be reasonable to repeatedly grant or accept Benefits to/from the same person in any 12-month period, frequent Benefits from the same party to the same recipient are likely to be considered excessive and therefore unreasonable. The more often a Benefit is granted from the same individual or organisation to the same recipient or group of recipients, the higher the risk that the Benefits may be considered inappropriate.

QUESTION: Do you frequently grant or accept Benefits to/from the same person or the same company?

EXAMPLE: You know that the key account manager of one of Linde's suppliers is a big supporter of a particular ice hockey team. Each time the team is in town, you organise "no frills" tickets for the matches and send them to him. The matches take place as often as six times a year. The pure frequency of the Benefits likely renders them inappropriate, irrespective of other factors.



7) Business-Specific: Benefits which either by their nature or due to the circumstances under which they are granted are Non-Business-Specific are more likely to be considered as inappropriate.

Business-Specific Benefits are Benefits for which the business connection is readily apparent. They include, for example, Meals or Invitations to Events of a professional nature, that are held in customary business surroundings or that focus on training activities or on presenting the activities of the company hosting the event.

EXAMPLE OF BUSINESS-SPECIFIC MEALS ARE:

- business lunches
- other Meals that take place in customary business surroundings or have a clear business connection

EXAMPLES OF BUSINESS-SPECIFIC INVITATIONS TO EVENTS ARE:

- promotion, demonstration, or explanation of products or services
- customer events to present new products (for example product launches)
- plant tours
- training events and continuing professional development events
- visits to company stands at trade fairs.

Non-Business-Specific Benefits are Benefits for which the business connection is not readily apparent. They include, for example, Meals or Invitations to Events of a private or leisurely nature, that are not held in customary business surroundings or that do not focus on training activities or on presenting the activities of the company hosting the event.

EXAMPLES FOR NON-BUSINESS-SPECIFIC MEALS ARE:

- Meals without a clear business connection
- Meals in unusual, non-customary surroundings

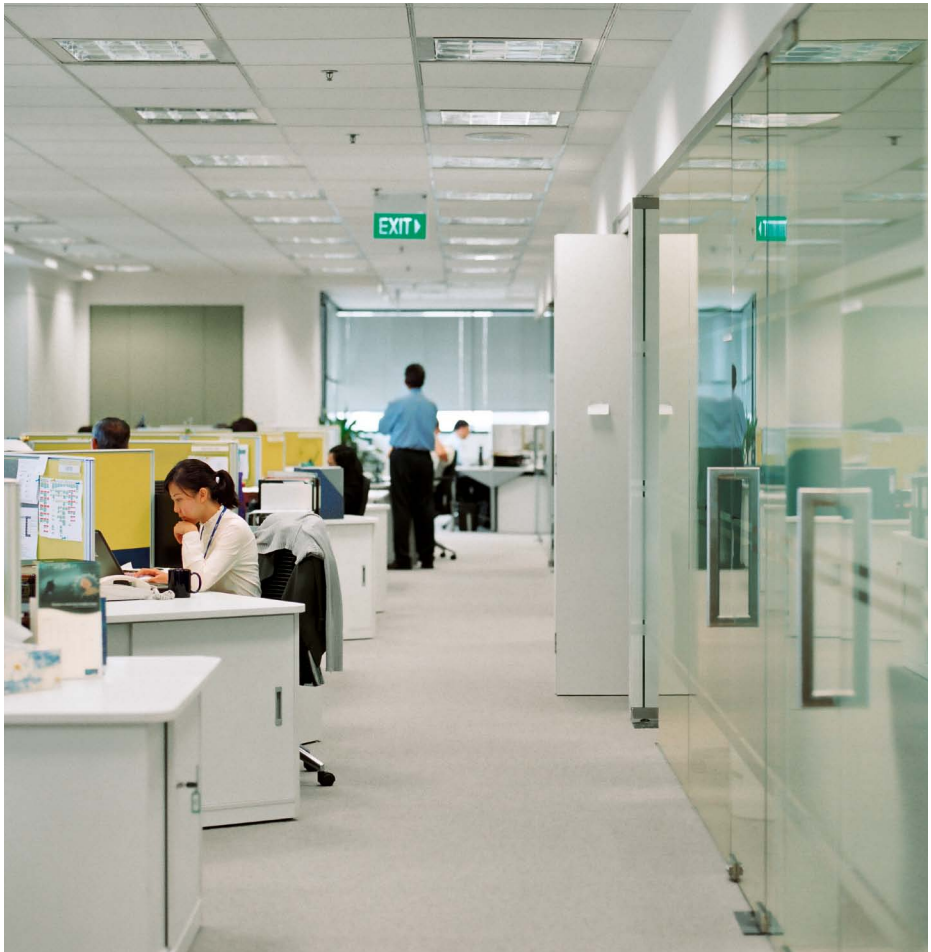
EXAMPLES OF NON-BUSINESS-SPECIFIC INVITATIONS TO EVENTS ARE:

- Invitations to sports and cultural events
- Invitations to vacation trips, etc.

In the event of doubt, you should assume that a Benefit is Non-Business-Specific.

QUESTION: Does the Benefit have no or only a minor business purpose?

EXAMPLE: You intend to take one of your customer's procurement people for a round of golf at a reasonably priced establishment in order to have some one-on-one time with him in a more relaxed setting. Business will be discussed while golfing but only on and off. Whether or not the Invitation can be considered Business-Specific must be determined by taking all factors into account and making an overall assessment.



8) Recipient: Generally, the Benefit must be appropriate to the recipient's position and seniority. The higher the social/professional position of the recipient, the higher the value and size of the Benefit may be.

If practical, consider letting the recipient's organisation determine the employee(s) who shall be the recipient(s) of the Benefit, instead of granting the Benefit to a specific person of your choice.

Benefits to Public Officials run a specific risk of being viewed as inappropriate. In addition, many authorities have in place special rules governing the grant of Benefits to Public Officials in order to avoid any impression that a Benefit may influence a Public Official in performing his/her duties neutrally and objectively. In this Guide, this is also reflected by the different rules for Public Officials in section 4.

Benefits to third persons, such as Benefits to relatives or friends of an individual, or to a (charitable or non-profit) organisation designated by an individual must also be assessed more critically.

QUESTION: Given the position and role that you and the other person hold in your respective organisation, would the Benefit appear unusual or unreasonable? Is the recipient a Public Official?

EXAMPLE: A doctor working at a public hospital demands a donation to a charitable institution of which she is the honorary president as consideration for the prescription of Linde products. Be careful: granting the Benefit not to the doctor directly but to the charitable institution would also constitute Corruption.

9) Timing: While contract negotiations are ongoing or in advance of business or official decisions, you need to assess Benefits (and their announcement, prospect or promise) particularly critically as their grant may be considered to achieve a favourable decision. As a rule of thumb, Benefits which are granted within three months before a tender or competitive bidding process require particular care.

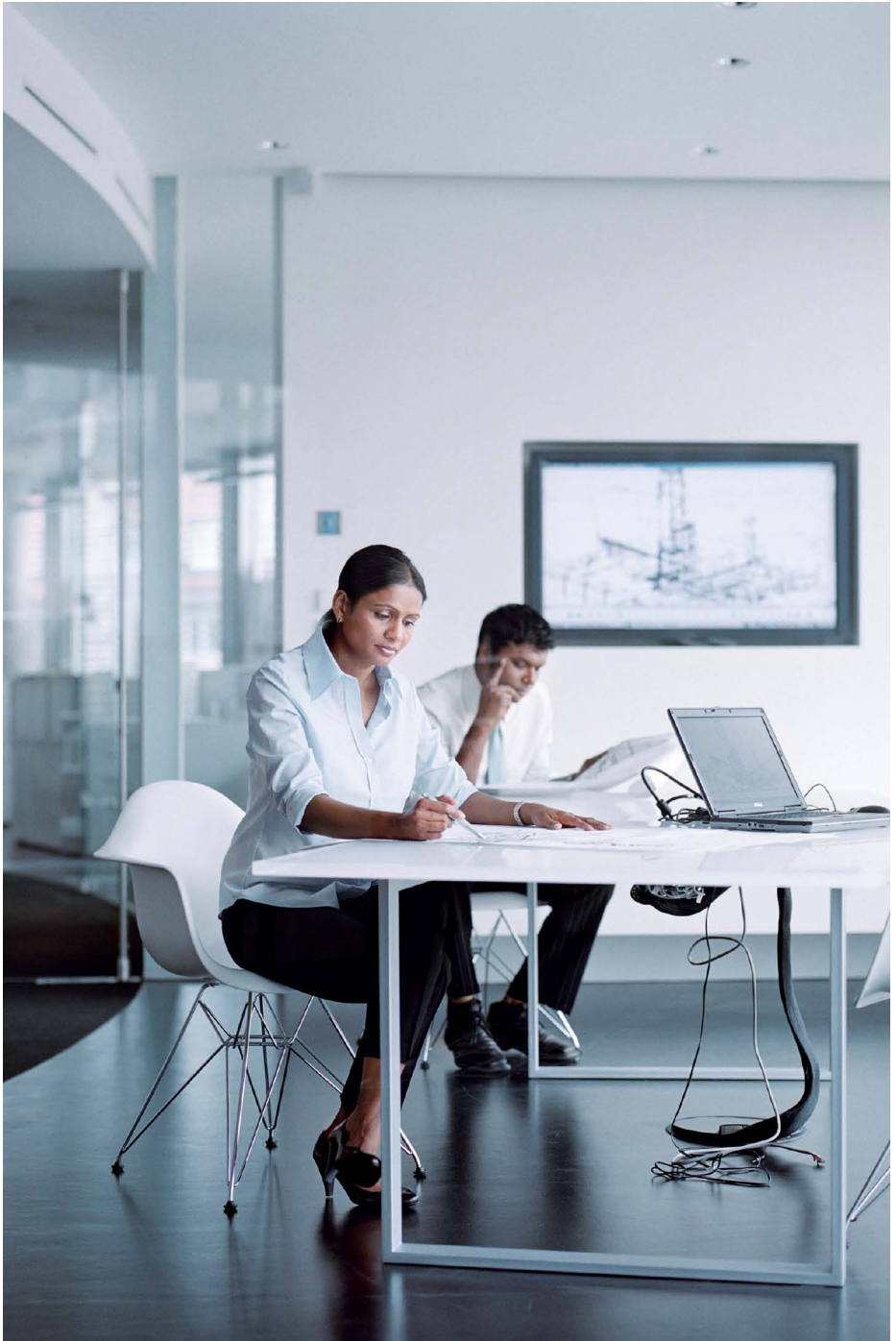
QUESTION: Does the granting of the Benefit coincide in time with a specific official or business action of the recipient?

EXAMPLE: A procurement manager of a Linde customer is managing a competitive tender between suppliers. After all negotiations have been completed and shortly before the contract is going to be awarded, you invite the procurement manager to an expensive Meal for no apparent reason. Granting the Benefit may give the impression that Linde intended to influence the procurement manager's decision even if the contract is not awarded to Linde ultimately.

10) Company policy/industry norms: Consider whether the Benefit is permissible under the internal policies and guidelines of the other person's organisation and whether it accords to customary courtesies and industry norms. If not, it must neither be granted nor received.

QUESTION: Are you aware that the Benefit is prohibited by, inconsistent with or otherwise discouraged under applicable company or agency policies and/or industry standards?

EXAMPLE: You want to extend a one-off Invitation to an Event and are unsure whether it is appropriate. Your Manager principally approves of the Invitation but both of you decide to also ask the recipient for internal consent from his company. Shortly after, you receive a letter from the recipient's company approving the Benefit. The prior approval by the recipient's organisation may help to ensure the appropriateness of the Benefit.



3.4. Approval by your Manager

With regard to Benefits requiring particular care (Benefits to Public Officials and Invitations to Events in the private sector), you must contact your Manager to obtain prior approval after you have completed the self-assessment. The following applies to Benefits to Public Officials (see section 4.3) and Invitations to Events in the private sector (see section 5.3):

1. You complete and sign the “Approval Form” annexed in Schedule 1 to this Guide before forwarding it to your Manager for prior approval.
2. Your Manager also checks the Benefit on the basis of the “10 criteria” (see section 3.3) and documents the underlying considerations in applying the “10 criteria” to the Benefit in question.
3. In the event of doubt as to how to assess the Benefit, your Manager should consult your Compliance Officer.
4. Your Manager signs the “Approval Form”, indicating whether or not the approval is granted, and retains a copy for his/her records for at least five years.
5. You must keep the original of the signed “Approval Form” for at least five years.

Approval must be obtained prior to granting or accepting a Benefit. In exceptional circumstances and if it is difficult or impractical to obtain prior approval, you must seek your Manager's approval immediately afterwards. If your Manager does not grant approval, or if the Benefit cannot be approved because it falls in the "Red zone", you should consult your Manager as you may have to immediately seek to return the Benefit or reimburse the person having extended the Invitation to an Event.

EXAMPLE: For a dinner organised by the local hospitals' association, you and other suppliers want to contribute to a raffle. The prize to be sponsored by Linde would be a short city trip, including hotel accommodation and travel costs. The list of invitees to the dinner includes employees of the association and of the member hospitals and representatives of the local community.

The prize constitutes a Non-Business-Specific Invitation to an Event. The fact that it would be granted randomly, in the context of a raffle, does not exclude the need to apply this Guide, as each participant of the dinner is a potential recipient of the prize. Furthermore, the representatives from the hospitals, the hospitals' association or the local community might be Public Officials. It can be positively taken into account, however, that the prize is not granted to a specific person of your choice but that chance will determine the recipient.

It is mandatory to obtain your Manager's approval before sponsoring the prize. To this end, you must check the provisions of this Guide, in particular sections 4 and 5 and the "10 criteria" contained in section 3.3. If you believe that the Benefit in question is in line with this Guide, you must complete the Approval Form annexed in Schedule 1 to this Guide, sign it, and then submit it to obtain your Manager's approval.

3.5. Dealing with inappropriate Benefits

Under certain circumstances, it may be difficult to refuse an inappropriate Benefit. For example, (i) if the Benefit is sent to you by unsolicited mail, or (ii) if you are not able to assess the value of the Benefit upon accepting it, or (iii) if the Benefit is part of a formal occasion and it would be impolite or even insulting to refuse it.

If it is not possible to either refuse or return the inappropriate Benefit, you must hand it over to your Manager immediately. Your Manager must then contact your Compliance Officer and decide together on how to proceed. Options include donating to charity or raffling such Benefit.



4.

Specific guidance for Benefits to Public Officials

Public Official shall mean:

- any person holding a legislative, executive, administrative or judicial office, whether appointed or elected, whether permanent or temporary, whether paid or unpaid, irrespective of that person's seniority
- any other person who performs a public function, including for a public agency or public enterprise
- any official or agent of a public international organisation and any person who is authorised to act on behalf of such organisation
- any other person who provides a public service, as defined in the domestic laws of a country and as applied in the pertinent area of law of a country (for example public transportation services, public utilities, public hospitals, public universities, etc.).

If local laws provide a wider definition of "Public Official" or similar (e.g. "civil servants", "government officials"), the definition provided under domestic law shall prevail.

4.1. "Red zone"

You must not grant Benefits listed in section 3.1.

EXAMPLE: After a meeting with a Public Official, you intend to give him EUR 20 in cash "for the taxi ride back to the office". Such a Benefit in cash would fall into the "Red Zone" and is prohibited.

4.2. “Green zone”

Without prejudice to the “Red zone”,

- any Gift of insignificant value that bears Linde’s name or logo
- refreshments of insignificant value provided for consumption during business meetings as an act of professional courtesy

are permissible, provided these and any other Benefits are only granted infrequently. In this case, you do not need to conduct a further self-assessment.

EXAMPLE: Provision of coffee, tea or other non-alcoholic beverage and/or sandwiches, biscuits or other snacks for consumption during a business meeting on Linde’s premises is generally permissible, provided their granting is infrequent and you have asked the Public Official whether he/she may accept them.

4.3. Self-assessment and approval

You must self-assess Benefits to Public Officials that do not fall in the applicable “Red zone” or “Green zone” on the basis of the “10 criteria” (see section 3.3).

Unless they fall in the “Green zone”, all Benefits to Public Officials require prior approval by your Manager (see section 3.4).

Further, you must obtain the consent of an appropriate person or body within the Public Official’s organisation before providing the Benefit (“Please confirm that the acceptance of the Benefit is approved by your organisation.”).

EXAMPLE: You plan to invite a Public Official to a Linde hydrogen filling station, test and training centre overseas at Linde's cost. The Public Official can witness and understand how a hydrogen value chain (meaning from hydrogen production to fuelling) could function in his own country. Such an Invitation to a Public Official needs to be approved beforehand by your Manager and by an appropriate person or body within the Public Official's organisation. Make sure to check for the "Red zone" before requesting your Manager's prior approval.

This Guide sets out the minimum standards of behaviour expected from you to counter and prevent Corruption. Since Linde does business throughout the world, you must also comply with all applicable anti-corruption laws regarding Public Officials in your country. The stricter standard shall prevail.



5.

Specific guidance for Benefits in the private sector

Private sector includes all parties who are not Public Officials. See also the definition of Public Official.

5.1. “Red zone”

You must not grant or accept Benefits listed in section 3.1.

EXAMPLE: Linde’s contract with a customer in an emerging country provides for training of the customer’s representatives at Linde’s premises in Germany. Before the trip, one of the customer’s representatives asks Linde to arrange and to pay for his medical check-up at a prestigious hospital in Germany following the training. The purpose of the Invitation (i.e. training) is clearly Business-Specific but the additional arrangement is not. It also goes beyond customary business practice. Given the “Red zone”, you must reject such a request and should inform both your Manager and Compliance Officer. It is also advisable to document the incident.

5.2. “Green zone”

Without prejudice to the “Red zone”,

- any Gift of reasonable value that bears Linde’s or another company’s name or logo
- refreshments of reasonable value provided for consumption during business meetings as an act of professional courtesy
- Business-Specific Meals of reasonable value
- Business-Specific Invitations to an Event of reasonable value which are restricted to the actual event (excluding accommodation, travel expenses, social activities, etc.)

are permissible, provided these and any other Benefit are only granted infrequently. In this case, you do not need to conduct a further self-assessment.

EXAMPLE: A (potential) supplier invites you to a dinner to meet with his representatives but also with other representatives of the chemical industry. There will be no training elements or the like. The objective is merely meeting and networking. Whether or not the Meal can be considered Business-Specific must be determined by taking all factors into account and making an overall assessment. Even though the Meal takes place without any specific training elements and outside normal office hours, meeting and networking are Business-Specific. If it is of reasonable value and granted only infrequently, you may be able to accept the Benefit.

EXAMPLE: You want to invite a customer's employee to a Linde ECOVAR® site overseas so that he can satisfy himself as to the high standard and safety of Linde's facility and operating systems. The customer will pay for its employee's travel and accommodation costs. Such an Invitation is clearly Business-Specific and is permissible without the need for approval if the Invitation and any related hospitality is of reasonable value and only granted infrequently.

If you intended to include social activities (for example a customary sightseeing tour), however, you would have to consider the "10 criteria" in section 3.3 and any specific guidance for customer travel and then submit the Invitation for prior approval to your Manager (see section 3.4) before extending it.

Always check the "Red zone" before extending an Invitation.

5.3. Self-assessment and approval (only Invitations to Events)

You must self-assess Benefits in the private sector that do not fall in the applicable “Red zone” or “Green zone” on the basis of the “10 criteria” (see section 3.3).

EXAMPLE: After negotiations have been completed, you intend to give the customer’s representative a travel guide that she can use for her subsequent private travels in your country. You may do so if this Benefit is in line with the “10 criteria” (see section 3.3).

Gifts and Meals do not require approval. It is, however, advisable to document your considerations. In case of doubt, consult your Manager.

Unless they fall in the “Green zone”, all Invitations to Events in the private sector require prior approval by your Manager (see section 3.4).

EXAMPLE: You intend to invite the Managing Director of an important Linde customer to a sporting event. Hospitality and VIP status would be afforded to him. Such Invitation is Non-Business-Specific according to this Guide. Your Manager will decide whether to grant the approval on the basis of the “10 criteria”. In general, a recipient of such seniority and standing is unlikely to be influenced by such an Invitation. You must always make a careful assessment, however, and, if the Invitation could (appear) to influence a specific business decision (“Red zone”), you should rather err on the side of caution and not proceed with the Invitation.

Always send the Invitation (and the ticket) to the recipient at his/her official business address for full transparency and, wherever possible, do obtain the consent from an appropriate person or body within the recipient’s company beforehand.

Modification: Extending the same Invitation to a junior employee of the Linde customer is most unreasonable and likely impermissible. It is disproportionate to the recipient’s position and could give the impression that the Invitation is made in order to unduly influence the recipient.

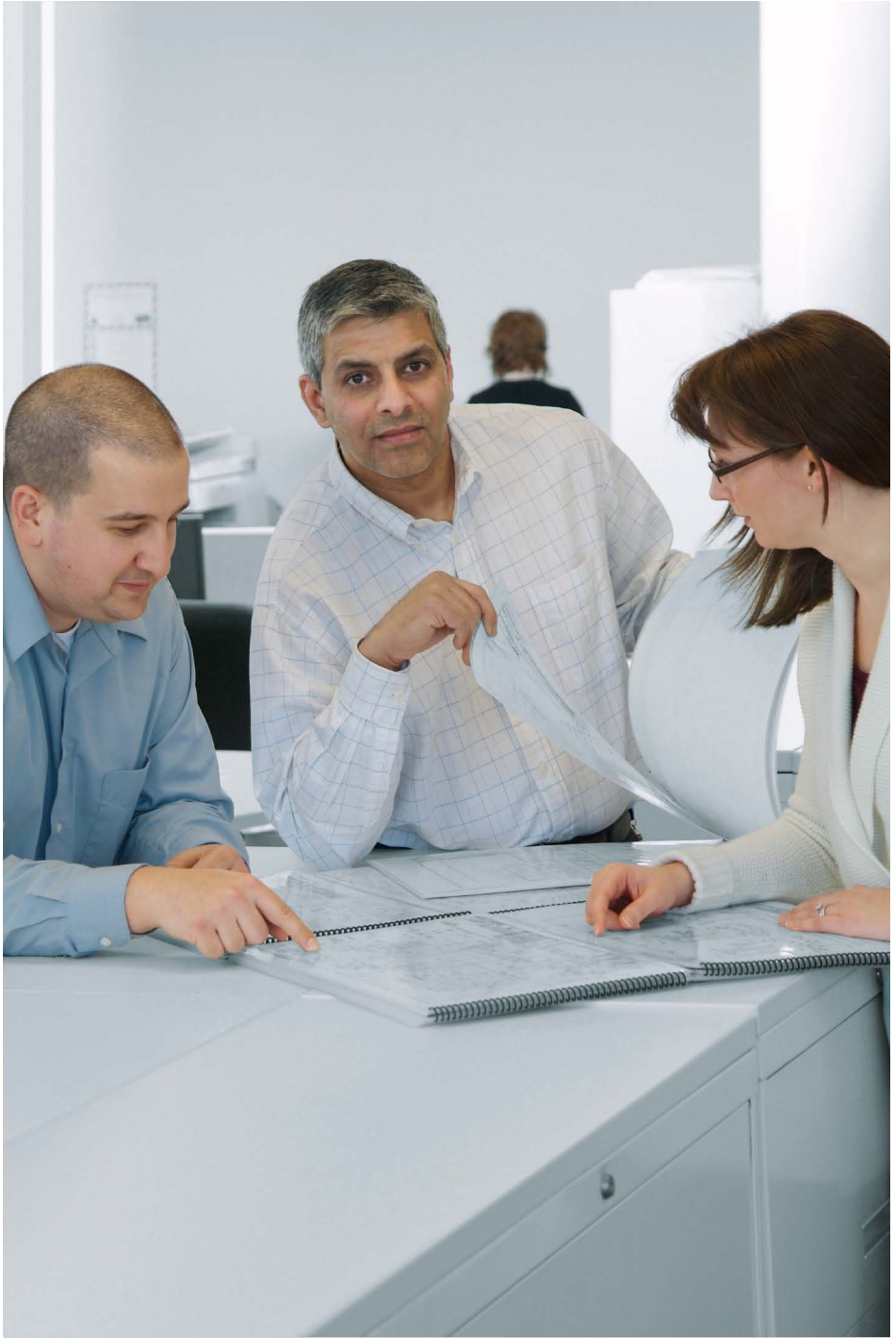


6.

Sanctions

If you breach this Guide, you may violate applicable anti-corruption laws. You and Linde may become subject to severe penalties and prosecution by authorities in your country and/or abroad.

Linde reserves the right to discipline any Linde Staff Member for violations of this Guide. You will not suffer demotion, penalty or other adverse consequences for refusing Corruption even if this may result in Linde losing business or a business opportunity.



7.

Advice and reporting

In case of doubt whether a Benefit is within reason, you should contact your Manager to obtain guidance. Consult your Compliance Officer if you do not know or are unsure of which laws or policies and/or guidelines apply to you and your work. A detailed description of the Linde Compliance organisation and contact details are available on the Linde Global Intranet.

You should report any non-compliance with this Guide to both your Manager and Compliance Officer. It is also advisable to document the incident. Consult your Compliance Officer before informing any third party about any non-compliance with this Guide.

EXAMPLE: A senior procurement officer of a Linde customer who is in charge of the construction of a new ASU intends to enrich himself by soliciting a bribe. In a first step, he ensures that the ASU design will result in a project that is unnecessarily large and complex. He then informs you that he will ensure that Linde is awarded the project on a non-competitive basis if you include in the contract price a payment for him personally of an amount equal to 30 percent of the contract price. You should report the procurement officer's request to both your Manager and Compliance Officer. It is also advisable to document the incident. You must consult your Compliance Officer before informing any third party about the incident.

You can also contact The Linde Group Integrity Line at integrity@linde.com or by phone or fax (for contact details, see the Integrity Line portal at www.linde.com).





Schedule 1 Approval Form for (i) Benefits to Public Officials and (ii) Invitations to Events in the private sector

Linde Staff Members reporting to the same Manager only submit one Approval Form; each Linde Staff Member must sign the Approval Form.

Linde Staff Member

Party granting the Benefit

Organisation's name _____
 Individual's name _____
 Position _____
 Address/phone/email _____

Recipient of the Benefit

Organisation's name _____
 Individual's name _____
 Position _____
 Address/phone/email _____

Other organisation's relationship to Linde
 (for example supplier, customer, competitor, etc.) _____

Is (one of) the recipient(s) of the Benefit a Public Official? Yes No

Type of Benefit

<input type="radio"/> Gift <small>(to be completed only if recipient is a Public Official)</small>	Description _____ _____ _____
<input type="radio"/> Meal <small>(to be completed only if recipient is a Public Official)</small>	Date _____ Place _____ No. of recipients _____
<input type="radio"/> Invitation to Event <small>(to be completed for any recipient)</small>	Date/period of time _____ Place _____ No. of recipients _____ Description _____ Meal included <input type="radio"/> Yes <input type="radio"/> No Accommodation included <input type="radio"/> Yes <input type="radio"/> No Travel expenses included <input type="radio"/> Yes <input type="radio"/> No Accompanying person included <input type="radio"/> Yes <input type="radio"/> No

The Benefit does not fall into the "Red Zone"; otherwise granting or accepting the Benefit is prohibited and approval cannot be granted.

The Benefit does not fall into the "Green Zone"; otherwise you may proceed in granting or accepting the Benefit without the need for approval.

Objective: Describe the objective of the Benefit:

Reason: Describe the reason of the Benefit:

Linde Staff Member

Transparency: The Benefit is not granted or accepted in secret.

Value: To the best of my knowledge, the Benefit does not appear to go beyond the limits of what is reasonable nor does it appear to fall outside of what is normally acceptable in my or the other person's working environment.

(Estimated) Market price of the Benefit per person in EUR incl. VAT (at least provide min/max range):

Frequency: To the best of my knowledge, the giving or accepting of Benefits is infrequent.

Other Benefits to/from the same individual/organisation:

Recipient: To the best of my knowledge and given the position that I and the other person hold in our respective organisations, the Benefit does not appear unusual or unsuitable.

Timing: To the best of my knowledge, the Benefit does not coincide with a specific official or business action of the recipient (for example, the Benefit is not granted within three months before a tender or competitive bidding process).

If the Benefit does coincide with such action, please describe:

Company policy/industry norms: To the best of my knowledge, I am not aware that the Benefit is prohibited by applicable company or agency policies and/or industry standards.

Public Officials only: The consent of an appropriate person or body within the Public Official's organisation has been obtained.

Further considerations for granting/accepting the Benefit (optional):

Date/signature (not in case of email approval)

Manager

To the best of my knowledge, I confirm that the Linde Staff Member's above information is correct.

Further considerations for granting/accepting the Benefit (optional):

Approval granted, with the following reservations: (for example, without accommodation and/or travel costs):

Approval rejected for the following reasons:

Manager's name

Position

Address/phone/email

Date/signature (not in case of email approval)

"Red zone": Corruption, solicitation and extortion, extravagant or disrespectful Benefits and Benefits in cash are prohibited. Towards Public Officials, grooming and facilitation payments (unless an immediate threat for the welfare or safety exists) are also prohibited.
 "Green zone" for Public Officials: (a) gifts that bear Linde's name or logo and (b) refreshments for consumption during business meetings, provided they are of insignificant value and only granted infrequently.
 "Green zone" for Invitations to Events in the private sector: Business-Specific Invitations to an Event which are restricted to the actual Event (excluding accommodation, travel expenses, social activities, etc.), provided they are of reasonable value and only granted infrequently.
 Guidance and advice: If at any time during the process guidance or advice are required, you or your Manager should turn to your Compliance Officer.

“10 criteria” for self-assessment (for long version, see section 3.3)

If you answer even just one of the questions linked to the “10 criteria” with “yes” there could be a compliance issue and you should contact your Manager to obtain guidance before proceeding.

1) Objective

Question: Could the Benefit unduly induce, influence or appear to influence a specific official or business action of the recipient? Be honest: do you or the person granting the Benefit expect, at least subliminally, a specific business favour in return for the Benefit?

2) Reason

Question: Would you have difficulties to explain the Benefit’s legitimate reason to your Manager or your spouse/partner?

3) Transparency

Question: Would you avoid discussing the Benefit with your colleagues or your Manager for fear that they may consider it inappropriate and/or excessive? Would you not feel comfortable to read about the Benefit in the newspaper?

4) Type

Question: Is the Benefit a Non-Business-Specific Invitation to an Event?

5) Value

Question: Does the Benefit go beyond the limits of what is reasonable or fall outside what is normally acceptable in your or the other person’s working environment?

6) Frequency

Question: Do you frequently grant or accept Benefits to/from the same person or the same company?

7) Business-Specific

Question: Does the Benefit have no or only a minor business purpose?

8) Recipient

Question: Given the position and role that you and the other person hold in your respective organisation, would the Benefit appear unusual or unreasonable? Is the recipient a Public Official?

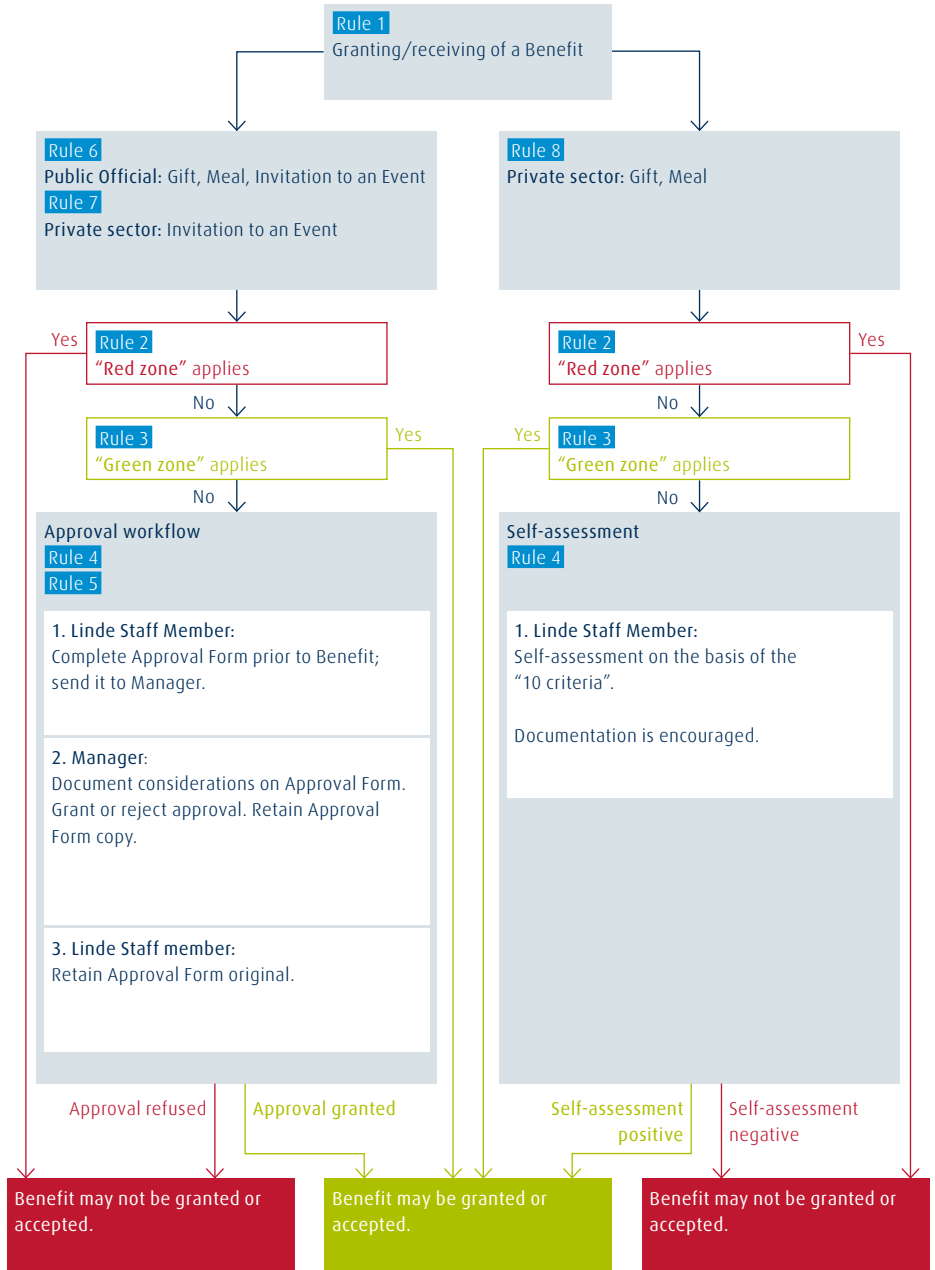
9) Timing

Question: Does the granting of the Benefit coincide in time with a specific official or business action of the recipient?

10) Company policy/industry norms

Question: Are you aware that the Benefit is prohibited by, inconsistent with or otherwise discouraged under applicable company or agency policies and/or industry standards?

ACCG Navigator



For an overview of the applicable rules, please refer to the Quickstart on page 2.

Published by

Linde AG

Klosterhofstrasse 1

80331 Munich

Germany

Phone +49.89.35757-01

Fax +49.89.35757-1075

www.linde.com

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