

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

November 29, 2024

Sean D. Major
Air Products and Chemicals, Inc.

Re: Air Products and Chemicals, Inc. (the "Company")
Incoming letter dated September 17, 2024

Dear Sean D. Major:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by John Chevedden for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests a report, updated annually, disclosing the Company's policy and procedures governing direct and indirect lobbying and grassroots lobbying communications; payments used for direct or indirect lobbying or grassroots lobbying communications, in each case including the recipient and the amount of the payment; the Company's membership in and payments to any tax-exempt organization that writes and endorses model legislation; and a description of management's decision-making process and the board's oversight for making the aforementioned payments.

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, the Proposal seeks to micromanage the Company. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on Rule 14a-8(i)(7).

Copies of all of the correspondence on which this response is based will be made available on our website at https://www.sec.gov/corpfin/2023-2024-shareholder-proposals-no-action.

Sincerely,

Rule 14a-8 Review Team

cc: John Chevedden

Air Products and Chemicals, Inc.
1940 Air Products Boulevard, Allentown, PA 18106-5500
C 414-526-6894
Email: majors@airproducts.com

Sean D. Major
Executive Vice President, General Counsel and Secretary

September 17, 2024

By Electronic Submission

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Re: Air Products and Chemicals, Inc.
Shareholder Proposal Submitted by John Chevedden

Ladies and Gentlemen:

This letter and the enclosed materials are submitted by Air Products and Chemicals, Inc. ("**Air Products**" or the "**Company**") pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), to request confirmation from the staff of the Division of Corporation Finance (the "**Staff**") that it will not recommend enforcement action to the U.S. Securities and Exchange Commission (the "**Commission**") if the Company excludes a shareholder proposal (the "**Proposal**") submitted by John Chevedden (the "**Proponent**") from the proxy materials for its 2025 annual meeting of shareholders. A copy of the Proposal and the cover letter to the Proposal are attached hereto as Exhibit A.

In accordance with the Staff's announcement of November 7, 2023, this letter is being submitted via the Staff's electronic shareholder proposal submission form. In accordance with Rule 14a-8(j) under the Exchange Act, a copy of this letter and the exhibit thereto are being provided to the Proponent simultaneously as notice of the Company's intent to exclude the Proposal from its 2025 proxy materials. If the Proponent elects to submit any correspondence to the Commission or the Staff with respect to the Proposal, it should provide a copy of that correspondence concurrently to the undersigned on behalf of the Company at the address above.

THE PROPOSAL

The Proposal sets forth the following resolution:

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Air Products' policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Air Products' payments used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.

3. Air Products' membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Air Products is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Corporate Governance and Nominating Committee and posted on Air Products' website.

A copy of the Proposal, including the supporting statement, is attached hereto as Exhibit A.

BASIS FOR EXCLUSION

The Company respectfully requests that the Staff concur in its view that the Proposal may be excluded from the Company's 2025 proxy materials pursuant to Rule 14a-8(i)(7) because the Proposal relates to the Company's ordinary business operations and impermissibly seeks to micromanage the Company.

ANALYSIS

I. The Proposal May be Excluded Under Rule 14a-8(i)(7) Because it Relates to the Company's Ordinary Business Operations and Impermissibly Seeks to Micromanage the Company.

A. Overview of Rule 14a-8(i)(7)

Rule 14a-8(i)(7) permits the exclusion of a shareholder proposal from a company's proxy materials if the proposal "deals with a matter relating to the company's ordinary business operations." The Commission has stated that the purpose of the ordinary business exception is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." Exchange Act Release No. 34-40018 (May 21, 1998) (the "**1998 Release**"). The Commission has further stated that the policy underlying this exclusion rests on two "central considerations," specifically whether the proposal (i) concerns tasks that are "so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight" and (ii) "seeks to 'micromanage' the company by probing too deeply into matters of a complex nature upon which

shareholders, as a group, would not be in a position to make an informed judgment." *Id*. As the Commission has explained, a proposal may probe too deeply into matters of a complex nature if it "involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." *Id*.

Staff Legal Bulletin No. 14E (Oct. 27, 2009) ("**SLB 14E**") provides that, when analyzing a proposal to determine its underlying subject matter, the Staff looks not only to the resolved clause, but to the supporting statement and the proposal in its entirety. This position is also expressed in Staff Legal Bulletin No. 14C (June 28, 2005), which states that the Staff will consider both the resolved clause and the supporting statement as a whole when analyzing a proposal for which exclusion is sought under Rule 14a-8(i)(7).

The Commission has stated that a proposal requesting the dissemination of a report is excludable under Rule 14a-8(i)(7) if the substance of the proposal involves a matter of ordinary business of the company. *See* Exchange Act Release No. 34-20091 (Aug. 16, 1983) (the "**1983 Release**") ("[T]he [S]taff will consider whether the subject matter of the special report or the committee involves a matter of ordinary business; where it does, the proposal will be excludable under Rule 14a-8(i)(7)."). In addition, in SLB 14E the Staff noted that a proposal seeking reporting related to certain risks will not cause a proposal to transcend ordinary business. Instead, the Staff will "consider whether the underlying subject matter of the risk evaluation involves a matter of ordinary business to the company." SLB 14E; *see also Deere & Company* (Dec. 29, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking a report assessing the benefits and drawbacks of opposing "Right to Repair" regulation, as well as the financial and reputational risk associated with such opposition); *Citigroup Inc.* (Feb. 20, 2008) (permitting exclusion of a proposal submitted by the Missionary Oblates of Mary Immaculate, *et al.*, requesting disclosure of collateral and other credit risk management policies for off balance sheet exposures).

B. The Proposal May be Excluded Under Rule 14a-8(i)(7) Because it Relates to the Company's Ordinary Business Operations.

Air Products is a world-leading industrial gases company that is focused on serving energy, environmental and emerging markets. The Company's base industrial gases business provides industrial gases, related equipment and applications expertise to customers in dozens of industries around the world. The Company is also developing some of the world's largest clean hydrogen projects to support decarbonization in the heavy-duty transportation and industrial sectors. The Company has committed approximately $15 billion of capital to clean hydrogen (and hydrogen-based ammonia) projects that are currently under development in various locations around the world, including approximately $7 billion for the Company's Louisiana Clean Energy Complex. These projects consist of a mix of "blue" projects, which produce hydrogen from hydrocarbons, utilizing carbon capture and sequestration technology to capture and permanently sequester more than 95% of a project's CO_2 emissions, and "green" projects, where carbon-free hydrogen is produced through electrolysis powered by renewable energy.

1. *The Proposal is Excludable Because it Targets the Company's Association with Specific Organizations and Types of Organizations.*

The Proposal requests, among other details, that the Company report on its membership in and payments to any trade association or other organization in which it is a member, including any tax-exempt organization that writes and endorses model legislation. Although the Proposal is facially neutral, the text of the supporting statement, including the websites referenced in its footnotes, makes clear that the Proposal is in fact narrowly focused on the National Association of Manufacturers ("**NAM**")[1] and, derivatively, NAM's involvement with the American Legislative Exchange Council ("**ALEC**"),[2] and more generally on possible involvement with organizations espousing a pro-business viewpoint. In addition, footnotes two, three, six, seven and eight to the supporting statement contain references to websites that are explicitly critical of ALEC, other trade associations and, more generally, pro-business groups.[3]

The Staff has consistently permitted the exclusion of facially neutral proposals under Rule 14a-8(i)(7) as relating to a company's ordinary business operations if the supporting statement (including any accompanying footnotes) indicates that the proposal relates to the company's association, or potential association, with specific organizations or types of organizations. *See, e.g.*, *Walmart Inc.* (Apr. 18, 2024) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal submitted by the National Legal and Policy Center requesting a study, and "[i]deally . . . a public report," of associations with "external organizations" when the supporting statement exclusively referenced associations with and donations to groups supporting LGBTQ+ rights); *Johnson & Johnson* (Mar. 2, 2023) (permitting exclusion of a facially neutral proposal submitted by the National Legal and Policy Center seeking a report explaining the business rationale for participation in corporate and executive membership organizations); *Johnson & Johnson* (Feb. 10, 2014) (permitting exclusion of a facially neutral proposal requesting a report on contributions that appear incongruent with the company's corporate values because the proposal and supporting statement, when read together, focused on specific contributions that related to the operation of the company's business); *PepsiCo, Inc.* (Mar. 3, 2011) (permitting exclusion under Rule 14a-8(i)(7) of a facially neutral proposal requesting a report on the company's process for identifying and prioritizing advocacy activities where the supporting statement focused on the company's membership in the U.S. Climate Action Partnership and support of cap and trade legislation); *see also Netflix, Inc.* (Apr. 9, 2021) (permitting exclusion of a facially neutral proposal requesting a report on corporate charitable contributions where the supporting statement referenced contributions to organizations that support social justice movements); *AT&T Inc.* (Jan. 15, 2021) (same); *Starbucks Corp.* (Dec. 23, 2020) (same); *The Walt Disney Co.* (Dec. 23, 2020) (same); *JPMorgan Chase & Co.* (Feb. 28, 2018) (permitting exclusion of a proposal requesting an annual report regarding charitable contributions where the supporting statement referred to contributions to specific organizations); *Pfizer Inc.* (Feb. 12, 2018) (permitting exclusion of a

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[1] NAM reports that it represents over 14,000 member companies from across the country, in every industrial sector, including 79% of Fortune 100 manufacturers and 54% of Fortune 500 manufacturers. *See* National Association of Manufacturers, *About the NAM*, at www.nam.org/about/.

[2] ALEC reports that it is a tax-exempt, nonpartisan membership organization comprised of state legislators and stakeholders from across the policy spectrum. *See* American Legislative Exchange Council, *About ALEC*, at www.alec.org/about/.

[3] The Company is not currently a member of NAM or ALEC.

facially neutral proposal seeking a report on human rights policies that focused on the company's relationships with specific organizations); *Johnson & Johnson* (Jan. 31, 2018) (permitting exclusion of a facially neutral proposal relating to "pressure campaigns from outside organizations" when the supporting statement referenced a particular organization); *PG&E Corp.* (Feb. 4, 2015) (permitting exclusion of a proposal recommending the formation of a committee to determine the effect of charitable contributions to groups expressing a particular viewpoint); *The Home Depot, Inc.* (Mar. 18, 2011) (permitting exclusion of a facially neutral proposal where the supporting statement made clear that the proposal related to charitable contributions to specific types of organizations); *BellSouth Corp.* (Jan. 17, 2006) (permitting exclusion of a proposal requesting that the board not make direct or indirect contributions to any legal fund defending a politician because it related to "contributions to specific types of organizations").

Although the Proposal is facially neutral, the supporting statement and cited websites make it clear that the Proposal is targeting affiliation with NAM and ALEC and with groups espousing pro-business perspectives more generally. The Staff has consistently permitted the exclusion of proposals as relating to ordinary business when the supporting statement indicates that there is a strong possibility that investors will interpret the proposal as a referendum on the Company's continued participation in an organization (*i.e.*, where, as a practical matter, the proposal is reasonably likely to be interpreted as a request to disassociate from an organization or particular type of organization). Here, the supporting statement is focused on the Company's participation in NAM, NAM's ties to ALEC and, as discussed below, the Company's blue hydrogen projects. Although the supporting statement also contains two statements alluding to potential risk of incongruencies between the Company's lobbying activity and its public statements, the information requested by the Proposal relates to membership in and payments to trade associations and other groups while doing nothing to address the *positions* the Company and such groups might be advocating on any particular issue. Accordingly, if the Proposal is implemented it would be impossible to determine if there are any "incongruencies" on specific issues. The disconnect between these concepts sheds light on the real purpose of the Proposal, as reflected in the supporting statement and websites referenced in the footnotes to the supporting statement — to target the Company's association with certain organizations and types of organization and, as described in Section I.B.2 below, to express the Proponent's apparent opposition to a core component of the Company's growth strategy.

As the Staff recognized in *Walmart*, *Johnson & Johnson* (2023), *Johnson & Johnson* (2014), *PepsiCo*, *Netflix* and the other precedents referenced above, in circumstances where a facially neutral proposal is used to obscure the actual intent of the proposal, the proposal may be omitted from the company's proxy materials as relating to its ordinary business operations. Although the Proposal refers generically to lobbying engaged by a "trade association or other organization of which Air Products is a member" and "any tax-exempt organization that writes and endorses model legislation," the supporting statement refers exclusively to NAM, ALEC and groups advocating a pro-business standpoint, despite the fact that the Company is from time to time a member of many groups that engage in the legislative process for a wide variety of reasons. Nonetheless, the supporting statement focuses solely on NAM and ALEC, while the website references contain widespread criticism of business groups and blue hydrogen production and very limited discussion of other groups or of the Company's blue hydrogen projects. This focus makes the Proposal analogous to the Staff's precedents described above and distinguishes the Proposal from proposals where the Staff concluded that particular organizations or types of organizations were not singled out, resulting in a determination that

the proposal was not excludable under Rule 14a-8(i)(7). *See, e.g., Wells Fargo & Co.* (Feb. 19, 2010) (denying relief for a proposal requesting a report on charitable contributions that addressed a broad range of groups with little or no connection to one another). Because the Proposal is directed at specific organizations and types of organizations, the Proposal relates to the Company's ordinary business operations and is properly excludable under Rule 14a-8(i)(7).

2. *The Proposal is Excludable Because it Relates to Specific Lobbying Activities Related to the Company's Blue Hydrogen Projects.*

In addition to being excludable for targeting the Company's involvement with specific organizations and types of organizations, the Proposal also is excludable under Rule 14-8(i)(7) because it relates to specific lobbying activities, in particular those relating to the Company's blue hydrogen projects, most notably the Louisiana Clean Energy Complex. The portions of the supporting statement that do not address specific trade associations, as discussed above, are focused nearly exclusively on blue hydrogen projects. In this regard, the supporting statement (including the footnotes) refers to lobbying activities in Louisiana related to the Louisiana Clean Energy Complex, a community fund the Company launched to support the communities in the vicinity of the Louisiana Clean Energy Complex, and an article referenced in footnote six that is focused primarily on an unrelated blue hydrogen project being developed in a different location by a different company, but which also makes reference to the Louisiana Clean Energy Complex. The supporting statement also includes a reference in footnote two to an article criticizing lobbying activity at a United Nations conference "from companies pushing technologies that extend the life of the fossil fuel industry using carbon capture or fossil fuel-derived hydrogen." The 30-paragraph article includes a reference to the Company in a single paragraph, which relates to the Canada Net-zero Hydrogen Energy Complex, a blue hydrogen project the Company is building in Alberta, Canada.

The Proposal focuses on lobbying activities related to specific issues or activities, which makes the Proposal subject to exclusion under Rule 14a-8(i)(7) as related to the Company's ordinary business operations. Over time the Staff has consistently permitted exclusion under Rule 14a-8(i)(7) of shareholder proposals that are directed at specific lobbying activities in recognition of the fact that such actions are an inherent part of a company's ordinary business operations that are not an appropriate topic for direct shareholder oversight. *See*, *e.g.*, *Deere & Company* (Dec. 29, 2023) (permitting exclusion under Rule 14a-8(i)(7) of a proposal seeking a report assessing the benefits and drawbacks of opposing "Right to Repair" regulation, as well as the financial and reputational risk associated with such opposition); *Chevron Corporation* (Mar. 6, 2020) (permitting exclusion of a proposal requiring the company "to support legislators and legislation that promote significant climate action"); *The Goldman Sachs Group, Inc.* (Feb. 13, 2015) (permitting exclusion of a proposal that requested that the board adopt a set of public policy advocacy guidelines regarding any laws or regulations relating to corporate governance and accountability); *Bristol-Myers Squibb Company* (Jan. 29, 2013, recon. denied Mar. 12, 2013) (allowing for exclusion of a lobbying proposal related to a specific law and disclosures regarding the company's memberships in a professional associations); *PepsiCo, Inc.* (Mar. 3, 2011) (described above); *Bristol-Myers Squibb Company* (Feb. 17, 2009) (permitting exclusion of a proposal requesting a report on the company's lobbying activities and expenses relating to Medicare Prescription Drug Plans (Part D) because it related to the company's ordinary business operations); *Abbott Laboratories* (Feb. 11, 2009) (permitting exclusion of a proposal on similar grounds); *General Motors Corporation* (Apr. 7, 2006) (permitting exclusion of a proposal requesting that the company lobby the U.S. government for stricter emissions standards because

it would involve the company in the political or legislative process relating to an aspect of its operations).

The Proposal similarly addresses the Company's ordinary business operations, namely lobbying related to blue hydrogen projects, and should therefore be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations. The supporting statement and articles referenced in the footnotes to the supporting statement reflect an inaccurate and prejudiced view of blue hydrogen facilities and the Company's efforts to develop the world's first large-scale facilities for the production of blue hydrogen. These facilities are a core component of the Company's operations and growth strategy, and are, along with the development of blue hydrogen more generally, directly linked to the Company's business. Decisions regarding lobbying initiatives with respect to these matters require a detailed understanding of the Company's business, business model, strategy, operations (including technically complex information, such as industry decarbonization initiatives, tax incentives, geographic data and geologic conditions), regulatory environment and competitive conditions. As the Staff recognized in the precedents cited in the prior paragraph, the decision whether and in what manner to engage with governments and other stakeholders with respect to these projects involves analysis of many complex factors that shareholders are not positioned to make. In addition, similar to the proposal in *Walmart Inc.* that is referenced in Section I.B.1 above, the supporting statement refers to the Company's decision to produce and market certain products that are directly related to its business (here, blue hydrogen and there, particular apparel). *See Walmart Inc.* (Apr. 18, 2024); *see also American Express Company* (Mar. 9, 2023) (permitting exclusion of a proposal requesting a report related to the processing of payments involving its cards and/or electronic payment services for the sale and purchase of firearms); *The Home Depot, Inc.* (Mar. 21, 2018 (permitting exclusion of a proposal to request that the company stop selling glue traps). Such decisions reflect the core day-to-day responsibilities of the Company's management and board of directors and are not susceptible to direct oversight by shareholders. Because the Proposal's focus on lobbying activities is integrally connected to the Company's ordinary business operations and has no bearing on general political activities, the Proposal is subject to exclusion under Rule 14a-8(i)(7).

C. The Proposal May be Excluded Under Rule 14a-8(i)(7) Because it Seeks to Micromanage the Company.

The Commission and Staff have long recognized that a proposal that seeks to micromanage a company is excludable under Rule 14a-8(i)(7). The Commission has stated that the exclusion of a proposal under Rule 14a-8(i)(7) on micromanagement grounds "may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies." 1998 Release. The Staff has determined that proposals that seek to impermissibly micromanage the Company "by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment" are excludable under Rule 14a-8(i)(7), even in circumstances where the proposal is found to address a significant social policy. *Id.* The Staff has repeatedly confirmed that the micromanagement basis of exclusion also applies to proposals that call for a study or report and, therefore, a proposal that seeks an intricately detailed study or report may be excluded on micromanagement grounds. To that end, the Staff has stated that this "approach is consistent with the Commission's views on the ordinary business exclusion, which is designed to preserve management's discretion on ordinary

business matters but not prevent shareholders from providing high-level direction on large strategic corporate matters." Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("**SLB 14L**").

Since the issuance of SLB 14L, the Staff has granted relief on micromanagement grounds with respect to numerous proposals requiring reporting of information that is significantly less complex than the information demanded by the Proposal. *See, e.g*., Delta Air Lines, Inc. (Apr. 24, 2024) (permitting exclusion of a proposal requiring a report regarding "union suppression expenditures," including internal and external expenses); *Paramount Global* (Apr. 19, 2024) (permitting exclusion of a proposal requesting disclosure of the recipients of corporate charitable contributions of $5,000 or more); *Walmart Inc.* (Apr. 18, 2024) (permitting exclusion of a proposal submitted by Green Century Capital Management requiring a breakdown of greenhouse gas emissions for different categories of products in a manner inconsistent with existing reporting frameworks); *Amazon.com, Inc.* (Apr. 1, 2024) (permitting exclusion of proposal calling for highly detailed living wage report); *Amazon.com, Inc.* (Apr. 7, 2023) (permitting exclusion of proposal requesting the company measure and disclose scope 3 greenhouse gas emissions from the company's full value chain by imposing a specific method for implementing a complex policy without affording discretion to management); *Chubb Limited* (Mar. 27, 2023) (proposal requesting the board adopt and disclose a policy related to risks associated with new fossil fuel exploration and development project would micromanage the company); *Phillips 66* (Mar. 20, 2023) (permitting exclusion of a proposal requesting an audited report describing the undiscounted expected value to settle obligations for the company's asset retirement obligations with indeterminate settlement dates); *Valero Energy Corporation* (Mar. 20, 2023) (same); *Verizon Communications Inc.* (Mar. 17. 2022) (permitting exclusion of proposal requesting publication of employee-training materials); *Coca Cola Co.* (Feb. 16, 2022) (permitting exclusion of proposal requiring the company to submit any proposed political statement to the next shareholder meeting for approval prior to issuing the statement publicly); *Deere & Co.* (Jan. 3, 2022) (permitting exclusion of proposal requesting publication of employee-training materials).

The Proposal seeks to micromanage the Company by requesting a highly prescriptive and detailed report that requires dozens of distinct pieces of information. In particular, the Proposal requests an annual report on the Company's lobbying activities and payments, which is to be subdivided into four sections, with each section being further subdivided into multiple subsections. The first section of the report requests disclosure of the Company's "policy and procedures governing" both "direct and indirect lobbying" and "grassroots lobbying communications." The Proposal defines the term "grassroots lobbying communications" as a "communication directed to the general public," which must satisfy a three-pronged test. Additionally, the Proposal provides definitions of both "direct and indirect lobbying" and "grassroots lobbying communications," which would require all of the foregoing information at the local, state and federal matters. The requested report would have a second section focused on the Company's payments related to direct or indirect lobbying or grassroots lobbying communications, "in each case including the amount of the payment and the recipient." The third section of the requested report would require disclosure of the Company's "membership in and payments" to any "tax-exemption organization," which "writes and endorses model legislation." The fourth section of the report would include disclosure of the Company's management and board of directors' "decision-making process" and "oversight" of payments covered by the second and third sections. Finally, the Proposal prescribes the manner in which the report would be reviewed by the board of directors and disclosed to the public. A chart

illustrating the dozens of discrete pieces of information required by the Proposal is attached hereto as Annex A.

The highly prescriptive nature of the Proposal would significantly micromanage the manner in which the Company could provide information regarding its lobbying initiatives. In addition, the Proposal would require the Company to collect and report a significant amount of information from third parties with respect to their activities. If adopted, the Proposal would place substantial restrictions on the Company's ability to engage in and report on government relations initiatives. The disclosures prescribed in the Proposal are not required by the Commission and do not follow any established framework for reporting lobbying activities (unlike frameworks that exist for providing disclosure on many other complex topics, including political contributions). The prescribed disclosures are also significantly more detailed than the disclosures provided by the Company's peers and other public companies and the information required by the report is more detailed and granular than the information required by the micromanagement precedents listed above.

If adopted, the Proposal would be unduly burdensome by requiring the Company to provide granular disclosure of prescribed lobbying activities without regard to their significance to the Company's operations, or even with respect to their significance to the Company's overall government relations activities. Importantly, the disclosures specified in the Proposal are without any limiting principle – any association with or contribution to a covered organization would be required to be disclosed, even if the Company's involvement is tangential or if the amount contributed is de minimis or if management determines that disclosure is not otherwise required and could be detrimental to the Company's interests. This level of detail is misaligned with the level of detail that the Company provides with respect to *any* of its other business activities or categories of operating expenditures. Furthermore, the Proposal ignores the fact that lobbying activities are highly complex and based on a range of considerations related to the day-to-day operations of the business, and also that such activities are already subject to disclosure under the Lobbying Disclosure Act and similar state and foreign requirements and for which the Company already files publicly accessible reports as prescribed by law.

In short, the Proposal seeks to micromanage the Company by probing too deeply into matters of a complex nature in seeking disclosure of the intricate details of the manner in which the Company reports on lobbying activities, without providing the Company with any discretion to choose the form, substance or manner of its disclosure. Moreover, the Proposal even mandates the governance process through which the board of directors would oversee this reporting, as the Proposal would dictate that the report be provided to the Corporate Governance and Nominating Committee rather than the full board or another committee. Furthermore, the Proposal seeks to indirectly influence management's decisions and assessments of how best to support the execution of the Company's projects and engage with community, regulatory and legislative stakeholders for such projects. These decisions fall squarely within the purview of the Company's management and its board of directors. It would neither be appropriate nor realistic for shareholders to direct such decisions at an annual meeting. Accordingly, the Proposal should be excluded under Rule 14a-8(i)(7) because it seeks to micromanage the Company with respect to its lobbying activities and related disclosures.

CONCLUSION

Based on the foregoing analysis, the Company respectfully requests that the Staff concur that the Company may exclude the Proposal from its 2025 proxy materials.

* * * * *

The Company is submitting this request at least 80 days before the estimated December 6, 2024 mailing date for its 2025 proxy materials. The Company anticipates that the 2025 proxy materials will be finalized for distribution on or about November 29, 2024. Accordingly, the Company would appreciate receiving the Staff's response to this no-action request by November 29, 2024.

If the Staff disagrees with the Company's view that it can omit the Proposal, or should you require any additional information, we would welcome the opportunity to confer with the Staff concerning these matters prior to the final determination of the Staff's position. If the Staff has any questions regarding this request or requires additional information, please contact me at (610) 481-4880.

Very truly yours,



Sean D. Major
Executive Vice President,
General Counsel and Secretary

Enclosure

cc: John Chevedden

Annex A

Information Required by the Proposal

Information Required by Shareholder Proposal	
Policies and Procedures Governing:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Indirect Other Organization Lobbying – Local
	(11) Indirect Other Organization Lobbying – State
	(12) Indirect Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
Recipient of Payments Used for or Made to:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Amount Paid to Each Recipient Regarding:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal

	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Management's Decision-Making Process for Making Payments Related To:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Any Tax-Exempt Organization that Writes and Endorses Model Legislation
Board Oversight for Making Payments Related to:	(1) Direct Lobbying - Local
	(2) Direct Lobbying - State
	(3) Direct Lobbying - Federal
	(4) Indirect Trade Association Lobbying – Local
	(5) Indirect Trade Association Lobbying – State
	(6) Indirect Trade Association Lobbying – Federal
	(7) Social Welfare Group Lobbying – Local
	(8) Social Welfare Group Lobbying – State
	(9) Social Welfare Group Lobbying – Federal
	(10) Other Organization Lobbying – Local
	(11) Other Organization Lobbying – State
	(12) Other Organization Lobbying – Federal
	(13) Grassroots Lobbying – Local
	(14) Grassroots Lobbying – State
	(15) Grassroots Lobbying – Federal
	(16) Tax-Exempt Organizations that Write Model Legislation

Exhibit A

Shareholder Proposal

JOHN CHEVEDDEN
PII

Mr. Sean D. Major
Air Products and Chemicals, Inc. (APD)
1940 Air Products Boulevard
Allentown, PA 18106-5500
PH: 610 481 4911

Dear Mr. Major,

This Rule 14a-8 proposal is respectfully submitted in support of the long-term performance of our company.

This Rule 14a-8 proposal is intended as a low-cost method to improve company performance – especially compared to the substantial capitalization of our company.

This proposal is for the next annual shareholder meeting.

I intend to continue to hold the required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders and beyond as is or will be documented in my ownership proof.

This submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

Please assign the proper sequential proposal number in each appropriate place.

Please use the title of the proposal in bold in all references to the proposal in the proxy including the table of contents, like Board of Directors proposals, and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

I expect to forward a broker letter soon so if you acknowledge this proposal in an email message to PII
it may very well save you from formally requesting a broker letter from me.

Please confirm that this proposal was sent to the correct email address for rule 14a-8 proposals. Per SEC SLB 14L, Section F, the Securities and Exchange Commission Staff "encourages both companies and shareholder proponents to acknowledge receipt of emails when requested."
I so request.

Sincerely,



John Chevedden

August 7, 2024
Date

[APD: Rule 14a-8 Proposal, August 5, 2024]
[This line and any line above it – *Not* for publication]

Proposal 4 – Transparency in Lobbying

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Air Products' policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.

2. Air Products' payments used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.

3. Air Products' membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Air Products is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Corporate Governance and Nominating Committee and posted on Air Products' website.

Supporting Statement

Full disclosure of Air Products' lobbying activities and expenditures is needed to assess whether Air Products' lobbying is consistent with its expressed goals and shareholders' interests. Air Products spent $1.3 million in 2023 on federal lobbying. This does not include state lobbying, where Air Products hired 25 lobbyists in Louisiana to lobby for a "blue hydrogen" plant in 2023[1] and spent over $1.4 million on lobbying in California from 2019 – 2023. Air Products also lobbies abroad, drawing attention for lobbying at the UN climate change conference[2] and spending between €100,000 – 199,999 on lobbying in Europe for 2023.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and undisclosed grassroots activity.[3] Air Products fails to disclose to shareholders its memberships in or payments to trade associations and social welfare groups, or the amounts used for lobbying. Air Products previously has been identified as serving on the board[4] of the National Association of Manufacturers, which has spent over $200 million on federal lobbying since 1998.

Air Products' lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, Air Products is funding organizations supporting environmental improvements for Lake Maurepas,[5] yet has drawn attention for lobbying for a project described as more pollution in Louisiana's 'Cancer Alley'.[6] Air Products does not disclose if it supports the American Legislative Exchange Council, which attacks stakeholder capitalism.[7] However, Air Products was represented by the National Association of Manufacturers, which previously sat on the Private Enterprise Advisory Council of the American Legislative Exchange Council.[8]

Shareholders urge Air Products to expand its lobbying disclosure.

---

[1] https://lailluminator.com/2023/04/12/this-company-has-hired-25-lobbyists-for-the-louisiana-legislative-session/.
[2] https://www.nationalobserver.com/2023/12/05/investigations/fossil-fuel-lobbyists-infiltrate-un-climate-talks-record-numbers.
[3] https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/.
[4] https://web.archive.org/web/20190909052538/https://www.nam.org/about/board-of-directors/.
[5] https://www.airproducts.com/louisiana-clean-energy/community/lake-maurepas-community-fund-news-release.
[6] https://www.theguardian.com/environment/article/2024/jul/29/carbon-capture-pollution-louisiana-cancer-alley.
[7] https://www.exposedbycmd.org/2023/12/22/republican-state-financial-officers-group-doubled-its-revenue-after-being-weaponized-to-fight-woke-capitalism-and-sustainable-investing-practices/.
[8] https://www.exposedbycmd.org/2023/02/03/alec-expands-private-board-of-directors-with-woke-capitalism-fighters/.

Notes:

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot. If there is objection to the title please negotiate or seek no action relief as a last resort.

"Proposal 4" stands in for the final proposal number that management will assign.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(I)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. **I intend to continue holding the same required amount of Company shares through the date of the Company's next Annual Meeting of Stockholders as is or will be documented in my ownership proof.**

Please acknowledge this proposal promptly by email [redacted PII].

It is not intend that dashes (–) in the proposal be replaced by hyphens (-).
Please alert the proxy editor.

The color version of the below graphic is to be published immediately after the bold title line of the proposal at the **beginning** of the proposal and be **center justified**.

Please use the title of the proposal in bold in all references to the proposal in the proxy and on the ballot.
If there is objection to the title please negotiate or seek no action relief as a last resort.
Please do not insert any management words between the top line of the proposal and the concluding line of the proposal.



October 7, 2024

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 1 Rule 14a-8 Proposal
Air Products and Chemicals, Inc. (APD)
Elect Each Director Annually
John Chevedden
583011

Ladies and Gentlemen:

This is a counterpoint to the September 17, 2024 no-action request.

Corporate Lobbying is a Significant Social Policy Issue, Defeating Reliance on the Ordinary Business Exclusion

Rule 14a-8(i)(7) allows exclusion of a proposal that relates to the company's ordinary business operations. The purpose of the exclusion is to keep stockholders from micromanaging the company's day-to-day business decision-making. The exclusion reflects the Commission's judgment that shareholders generally do not have sufficient information to make ordinary business decisions and that stockholder oversight of such decisions is impractical because those decisions are made daily.

The ordinary business exclusion does not apply, however, to a proposal dealing with a "significant social policy issue," even if the subject matter of the proposal would otherwise be considered ordinary business. The Staff has repeatedly determined that similar proposals seeking lobbying disclosure focused primarily on a company's "general political activities" and did "not seek to micromanage the company to such a degree that exclusion of the proposal would be appropriate."

(See, International Business Machines Corporation (Jan. 24, 2011), Bank of America (March 7, 2011), Raytheon (March 29, 2011), Devon Energy (March 27, 2012), FirstEnergy (February 19, 2015), Eli Lilly (March 2, 2018), Citigroup (March 6, 2018) and The GEO Group (March 27, 2020)).

This list of precedents clearly demonstrates that corporate lobbying is a significant social policy issue. Accordingly, Air Products should not be permitted to exclude the Proposal under Rule 14a-8(i)(7) and its No-Action Request denied.

Sincerely,



John Chevedden

[APD: Rule 14a-8 Proposal, August 5, 2024]
[This line and any line above it – *Not* for publication]

Proposal 4 – Transparency in Lobbying

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

1. Air Products' policy and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.

2. Air Products' payments used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.

3. Air Products' membership in and payments to any tax-exempt organization that writes and endorses model legislation.

4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which Air Products is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Corporate Governance and Nominating Committee and posted on Air Products' website.

Supporting Statement

Full disclosure of Air Products' lobbying activities and expenditures is needed to assess whether Air Products' lobbying is consistent with its expressed goals and shareholders' interests. Air Products spent $1.3 million in 2023 on federal lobbying. This does not include state lobbying, where Air Products hired 25 lobbyists in Louisiana to lobby for a "blue hydrogen" plant in 2023[1] and spent over $1.4 million on lobbying in California from 2019 – 2023. Air Products also lobbies abroad, drawing attention for lobbying at the UN climate change conference[2] and spending between €100,000 – 199,999 on lobbying in Europe for 2023.

Companies can give unlimited amounts to third party groups that spend millions on lobbying and undisclosed grassroots activity.[3] Air Products fails to disclose to shareholders its memberships in or payments to trade associations and social welfare groups, or the amounts used for lobbying. Air Products previously has been identified as serving on the board[4] of the National Association of Manufacturers, which has spent over $200 million on federal lobbying since 1998.

Air Products' lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, Air Products is funding organizations supporting environmental improvements for Lake Maurepas,[5] yet has drawn attention for lobbying for a project described as more pollution in Louisiana's 'Cancer Alley'.[6] Air Products does not disclose if it supports the American Legislative Exchange Council, which attacks stakeholder capitalism.[7] However, Air Products was represented by the National Association of Manufacturers, which previously sat on the Private Enterprise Advisory Council of the American Legislative Exchange Council.[8]

Shareholders urge Air Products to expand its lobbying disclosure.

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[1] https://lailluminator.com/2023/04/12/this-company-has-hired-25-lobbyists-for-the-louisiana-legislative-session/.
[2] https://www.nationalobserver.com/2023/12/05/investigations/fossil-fuel-lobbyists-infiltrate-un-climate-talks-record-numbers.
[3] https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/.
[4] https://web.archive.org/web/20190909052538/https://www.nam.org/about/board-of-directors/.
[5] https://www.airproducts.com/louisiana-clean-energy/community/lake-maurepas-community-fund-news-release.
[6] https://www.theguardian.com/environment/article/2024/jul/29/carbon-capture-pollution-louisiana-cancer-alley.
[7] https://www.exposedbycmd.org/2023/12/22/republican-state-financial-officers-group-doubled-its-revenue-after-being-weaponized-to-fight-woke-capitalism-and-sustainable-investing-practices/.
[8] https://www.exposedbycmd.org/2023/02/03/alec-expands-private-board-of-directors-with-woke-capitalism-fighters/.

October 23, 2024

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 2 Rule 14a-8 Proposal
Air Products and Chemicals, Inc. (APD)
Transparency in Lobbying
John Chevedden
583011

Ladies and Gentlemen:

This is an additional counterpoint to the September 17, 2024 no-action request.

Corporate Lobbying is a Significant Social Policy Issue, Defeating Reliance on the Ordinary Business Exclusion

Rule 14a-8(i)(7) allows exclusion of a proposal that relates to the company's ordinary business operations. The purpose of the exclusion is to keep stockholders from micromanaging the company's day-to-day business decision making. The exclusion reflects the Commission's judgment that shareholders generally do not have sufficient information to make ordinary business decisions and that stockholder oversight of such decisions is impractical because those decisions are made daily. The ordinary business exclusion does not apply, however, to a proposal dealing with a "significant social policy issue," even if the subject matter of the proposal would otherwise be considered ordinary business.

The Staff has repeatedly determined that similar proposals seeking lobbying disclosure focused primarily on a company's "general political activities" and did "not seek to micromanage the company to such a degree that exclusion of the proposal would be appropriate." (See, *International Business Machines Corporation* (Jan. 24, 2011), *Bank of America* (March 7, 2011), *Raytheon* (March 29, 2011), *Devon Energy* (March 27, 2012), *FirstEnergy* (February 19, 2015), *Eli Lilly* (March 2, 2018), *Citigroup* (March 6, 2018) and T*he GEO Group* (March 27, 2020)). This list of precedents clearly demonstrates that corporate lobbying is a significant social policy issue. Accordingly, Air Products should not be permitted to exclude the Proposal under Rule 14a-8(i)(7) and its No-Action Request denied.

Air Products is attempting to set a new precedent to allow the omission of a lobbying disclosure proposal, which has been routinely filed with hundreds of companies for more than a decade. Numerous companies have responded positively to this request, expanding their lobbying disclosure in reports and on their websites. In addition, most companies engaged have also clarified how their Boards engage in oversight of lobbying, acknowledging that this is a legitimate governance issue deserving of the Board's attention. Moreover, a considerable number of investors view lobbying disclosure as an important

governance issue, with shareholder resolutions requesting such reporting routinely gather respectable votes during the last decade.

Air Products argues the Proposal both is micromanagement and an example of ordinary business. It is neither. Simply because a resolution provides examples that concern the proponent and merit additional information does not mean it is an example of micromanagement. The National Association of Manufacturers and American Legislative Exchange Council examples have been cited in many other resolutions. These examples make the point that indirect lobbying through third parties like trade associations are widely used tools to impact public policy.

In addition, many companies that disclose such information to investors find it helps them better oversee the actions by their trade associations. Information on issues like lobbying and political contributions are important for investors, including when a trade association may be taking positions contrary to the company's own positions. Far from micromanagement these are issues that can affect a company's reputation or involve it in controversy. Public and media focus on corporate lobbying and its effect on the political process clearly makes it a significant social policy issue.

Sincerely,



John Chevedden

cc: Sean Major

[APD: Rule 14a-8 Proposal, August 5, 2024]
[This line and any line above it – *Not* for publication]

Proposal 4 – Transparency in Lobbying

Resolved, shareholders request the preparation of a report, updated annually, disclosing:

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Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Corporate Governance and Nominating Committee and posted on Air Products' website.

Supporting Statement

Full disclosure of Air Products' lobbying activities and expenditures is needed to assess whether Air Products' lobbying is consistent with its expressed goals and shareholders' interests. Air Products spent $1.3 million in 2023 on federal lobbying. This does not include state lobbying, where Air Products hired 25 lobbyists in Louisiana to lobby for a "blue hydrogen" plant in 2023[1] and spent over $1.4 million on lobbying in California from 2019 – 2023. Air Products also lobbies abroad, drawing attention for lobbying at the UN climate change conference[2] and spending between €100,000 – 199,999 on lobbying in Europe for 2023.

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Air Products' lack of disclosure presents reputational risk when its lobbying contradicts company public positions. For example, Air Products is funding organizations supporting environmental improvements for Lake Maurepas,[5] yet has drawn attention for lobbying for a project described as more pollution in Louisiana's 'Cancer Alley'.[6] Air Products does not disclose if it supports the American Legislative Exchange Council, which attacks stakeholder capitalism.[7] However, Air Products was represented by the National Association of Manufacturers, which previously sat on the Private Enterprise Advisory Council of the American Legislative Exchange Council.[8]

Shareholders urge Air Products to expand its lobbying disclosure.

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[3] https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/.
[4] https://web.archive.org/web/20190909052538/https://www.nam.org/about/board-of-directors/.
[5] https://www.airproducts.com/louisiana-clean-energy/community/lake-maurepas-community-fund-news-release.
[6] https://www.theguardian.com/environment/article/2024/jul/29/carbon-capture-pollution-louisiana-cancer-alley.
[7] https://www.exposedbycmd.org/2023/12/22/republican-state-financial-officers-group-doubled-its-revenue-after-being-weaponized-to-fight-woke-capitalism-and-sustainable-investing-practices/.
[8] https://www.exposedbycmd.org/2023/02/03/alec-expands-private-board-of-directors-with-woke-capitalism-fighters/.

November 4, 2024

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

 # 3 Rule 14a-8 Proposal
Air Products and Chemicals, Inc. (APD)
Transparency in Lobbying
John Chevedden
583011

Ladies and Gentlemen:

This is an additional counterpoint to the September 17, 2024 no-action request.

On November 3, 2024 APD forwarded its management position statement attached, with emphasis added, which seems to minimize the impact of this rule 14a-8 proposal on APD. The management position statement said in more that one place that APD's lobbying is limited. For instance it states that APD has limited contributions to trade associations.

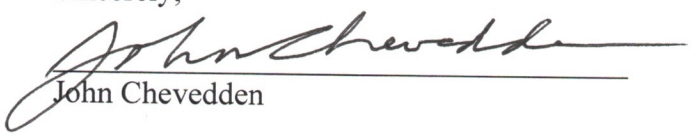
The management position statement said that the APD Policy on Political Contributions and Expenditures and Code of Conduct set out a clear oversight process for lobbying and political activities. Such a clear oversight process would depend on already tracking data to a detailed degree.

According the management position statement the APD Corporate Governance and Nomination Committee of the Board is responsible for overseeing the APD lobbying activities and monitors such activities through reports by members of management. Such management reports would already seem to have detailed data.

The management position statement adds that the rule 14a-8 proposal is narrowly focuses on the National Association of Manufacturers and the American Legislative Exchange Council. APD said that APD not a member of either organization. Also that APD does not engage in grassroots lobbying.

The management position statement states that APD already provides significant public disclosure of its lobbying activities and reports its lobbying to the U.S. Senate, U.S House of Representatives and the Internal Revenue Service.

Sincerely,



John Chevedden

Shareholder Proposal

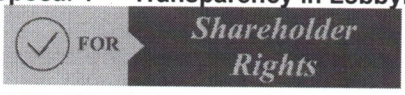
PROPOSAL 4

Shareholder Proposal Regarding Transparency in Lobbying

The following shareholder proposal has been submitted by Mr. John Chevedden, the beneficial owner of 20 shares of our common stock, and will be voted on at the Annual Meeting if properly presented by or on behalf of the shareholder proponent. **Other than minor formatting changes, we are reprinting the proposal and supporting statement as they were submitted, and we have not endeavored to correct any erroneous statements or typographical errors contained therein.** Mr. Chevedden's address is 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278.

The Board recommends a vote "AGAINST" the shareholder proposal for the reasons set forth following the proposal.

Proposal 4 — Transparency in Lobbying



Resolved, shareholders request the preparation of a report, updated annually, disclosing:

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4. Description of management's decision-making process and the Board's oversight for making payments described in sections 2 and 3 above.

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The report shall be presented to the Corporate Governance and Nominating Committee and posted on Air Products' website.

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drawn attention for lobbying for a project described as more pollution in Louisiana's 'Cancer Alley'.[6] Air Products does not disclose if it supports the American Legislative Exchange Council, which attacks stakeholder capitalism.[7] However, Air Products was represented by the National Association of Manufacturers, which previously sat on the Private Enterprise Advisory Council of the American Legislative Exchange Council.[8]

Shareholders urge Air Products to expand its lobbying disclosure.

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2. https://www.nationalobserver.com/2023/12/05/investigations/fossil-fuel-lobbyists-infiltrate-un-climate-talks-record-numbers.
3. https://theintercept.com/2019/08/06/business-group-spending-on-lobbying-in-washington-is-at-least-double-whats-publicly-reported/
4. https://web.archive.org/web/2019090905 2538/https://www.nam.org/about/board-of-directors/.
5. https://www.airproducts.com/louisiana-clean-energy/community/lake-maurepas-community-fund-news-release.
6. https://www.theguardian.com/environment/article/2024/jul/29/carbon-capture-pollution-louisiana-cancer-alley.
7. https://www.exposedbycmd.org/2023/02/03/alec-expands-private-board-of-directors-with-woke-capitalism-fighters/.
8. https://www.exposedbycmd.org/2023/02/03/alec-expands-private-board-of-directors-with-woke-capitalism-fighters/.

Recommendation of the Board

The Board believes this proposal is not in the best interest of our shareholders and recommends a vote "AGAINST" this proposal for the reasons set forth below.

Governments frequently make policy decisions that may affect Air Products and its business operations. In addition, our business is subject to extensive regulations at the federal, state and local levels both in the United States and abroad. These regulations can have a significant impact on our business, including our projects and the execution of our growth strategy. We therefore recognize our obligation to our stakeholders to participate responsibly in the political process.

We are committed to complying with all applicable federal, state, local and foreign laws regarding political activities, including contributions and indirect and direct lobbying activities. The Board believes that the Company's lobbying activities are both limited and transparent. Accordingly, the highly prescriptive report requested by the shareholder proposal would not provide meaningful additional information to shareholders when compared to the administrative burden that would be required to prepare such a report.

The Company already provides significant public disclosure of its lobbying activities as required by federal, state and foreign law and is committed to complying with all applicable laws related to political contributions and lobbying activities.

The report requested by the shareholder proposal is unnecessary because our lobbying activities are limited and because we already disclose such activities in accordance with applicable law. In particular, we report all corporate spending on public policy matters to the Secretary of the U.S. Senate and Clerk of the U.S. House of Representatives in accordance with the requirements of the Lobbying Disclosure Act of 1995 (the "Lobbying Disclosure Act") and the Honest Leadership and Open Government Act of 2007 and applicable U.S. Senate and House rules. Our U.S. federal lobbying costs and the issues to which they relate are reported in our quarterly reports filed with Congress pursuant to the Lobbying Disclosure Act. These reports are available to the public at https://lda.senate.gov/system/public/. We also include dues attributable to lobbying by U.S. trade associations in our good faith estimate of our lobbying expenses on our quarterly reports filed in accordance with the Lobbying Disclosure Act.

Additionally, we disclose our lobbying expenditures annually to the Internal Revenue Service, which addresses both state and federal corporate public policy activity. Shareholders also have access to disclosures made by trade associations, which are also subject to public disclosure obligations in connection with their lobbying efforts.

The Company maintains a robust Policy on Political Contributions and Expenditures that provides guidance to our personnel with respect to political and lobbying activities and PAC and trade association memberships.

The Company maintains a Policy on Political Contributions and Expenditures available on our website at www.airproducts.com/company/governance/commitment-to-ethical-business/political-contributions. The Company's Code of Conduct and Business Ethics, available on our website at www.airproducts.com/company/governance/code-of-conduct, also provides guidelines to our employees on political contribution and lobbying activities. Our Policy on Political Contributions and Expenditures and Code of Conduct set out a clear oversight process for lobbying and political activities. The Corporate Governance and Nominating Committee of the Board is responsible for overseeing our lobbying activities and monitors such activities through reports by members of management.

The Company has limited financial contributions to trade associations and does not engage in grassroots lobbying.

The supporting statement, including the websites referenced in its footnotes, makes clear that the shareholder proposal is narrowly focused on the National Association of Manufacturers ("NAM") and, derivatively, NAM's alleged involvement with the American Legislative Exchange Council. The Company is not currently a member of either of these organizations and only has limited financial contributions to other trade associations that engage in lobbying. Furthermore, the Company does not issue or otherwise engage in grassroots lobbying communications to the general public, nor is the Company a member of any trade association or other organization the primary role of which is to draft model legislation.

The report requested by the shareholder proposal is highly prescriptive and would require the Company to expend significant resources to reiterate information that is already publicly available.

The report requested by the shareholder proposal would require the Company to provide granular disclosure of dozens of categories of lobbying activities without regard to their significance to our operations, or even with respect to their significance to our overall government relations activities. Lobbying activities represent significantly less than one percent of our annual expenses and does not represent a major risk exposure to our operations. Furthermore, the disclosures specified in the shareholder proposal are without any limiting principle – any association with or contribution to a covered organization would be required to be disclosed, even if the Company's involvement is tangential or if the amount contributed is de minimis or if management determines that disclosure is not otherwise required and could be detrimental to our interests and those of our shareholders. This level of detail is misaligned with the level of detail that we disclose with respect to any of our other business activities or categories of operating expenditures. If approved, we would be required to collect and report a substantial amount of information from third parties with respect to their activities, at significant expense. Furthermore, the shareholder proposal ignores the fact that lobbying activities are highly complex and based on a range of considerations related to the day-to-day operations of the business, and also that such activities are already disclosed in the manner described above in accordance with applicable law.

The Board effectively oversees our lobbying activities.

The Corporate Governance and Nominating Committee of the Board monitors the Company's lobbying and political activities through reports from members of management responsible for these activities. Additional information regarding the Corporate Governance and Nominating Committee's oversight responsibilities is provided on page [●] and regarding the Board's oversight of political engagement is provided on page [●] of this proxy statement. These processes demonstrate sufficient Board oversight of our lobbying activities, including management of risks that are attendant to such activities.

The Board believes that the report requested by the shareholder proposal is unnecessary given our existing policies and practices related to its lobbying activities, including disclosures that we make in accordance with applicable law. Any incremental information available would not merit the resources that the Company would be required to expend in order to produce such a report.

For the reasons set forth above, the Board recommends a vote "AGAINST" Proposal 4.