



DIVISION OF
CORPORATION FINANCE

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

April 24, 2024

Anthony M. Pepper
Linde plc

Re: Linde plc (the "Company")
Incoming letter dated January 23, 2024

Dear Anthony M. Pepper:

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

There appears to be some basis for your view that the Company may exclude the Proposal under Rule 14a-8(h)(3). We note your representation that the Company included a proposal submitted by the Proponent in its proxy statement for its 2022 annual meeting, but that neither the Proponent nor an authorized representative appeared and presented the proposal at the meeting. Based on the information provided, we are unable to determine that the Proponent has provided "good cause" for the failure to appear and present the proposal at the meeting. 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(h)(3).

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

Making our world more productive



Anthony M. Pepper
Assistant General Counsel,
Secretary & Chief Governance Officer

Linde Inc
Law Department
10 Riverview Drive
Danbury, CT 06810
203.837.2264 Direct Dial
203.837.2515 Fax Number
Tony.pepper@linde.com

January 23, 2024

Via Electronic Submission

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

Re: Linde plc – Request to Omit Shareholder Proposal of John Chevedden

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), Linde plc, an Irish public limited company (the “Company”), hereby gives notice of its intention to omit from the proxy statement and form of proxy for the Company’s 2024 Annual General Meeting of Shareholders (together, the “2024 Proxy Materials”) a shareholder proposal (including its supporting statement, collectively, the “Proposal”) received from John Chevedden (the “Proponent”). The full text of the Proposal and other relevant correspondence with the Proponent are attached as Exhibit A and Exhibit B.

The Company believes it may properly omit the Proposal from the 2024 Proxy Materials for the reasons discussed below. The Company respectfully requests confirmation that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials.

This letter, including the exhibits hereto, is being submitted electronically to the Staff at shareholderproposals@sec.gov. Pursuant to Rule 14a-8(j), the Company has filed this letter with the Commission no later than 80 calendar days before the Company intends to file its definitive 2024 Proxy Materials with the Commission. A copy of this letter has been sent to the

Securities and Exchange Commission
January 23, 2024

Proponent via email as notification of the Company's intention to omit the Proposal from the 2024 Proxy Materials.

The Proposal

The Proposal states:

RESOLVED:

Shareholders request that the Board of Directors conduct an evaluation and issue a report (at reasonable cost, omitting confidential or proprietary information) describing if, and how, Linde lobbying and policy influence activities (both direct and indirect through trade associations, coalitions, alliances, and other organizations) align with the goal of the Paris Agreement to limit average global warming to well below 2°C above pre-industrial levels, and to pursue efforts to limit temperature increase to 1.5°C, and how Linde plans to mitigate the risks presented by any misalignment.

The full text of the Proposal (including the supporting statement included therein) is set forth in Exhibit A.

Reasons for Omission

The Company believes that the Proposal may be excluded from the 2024 Proxy Materials pursuant Rule 14a-8(h)(3), because Mr. Chevedden failed to present his 2022 shareholder proposal that had been included in the proxy materials for the 2022 Annual General Meeting of Shareholders.

Rule 14a-8(h)(1) requires a proponent to attend the shareholders' meeting to present its proposal, or, alternatively, send a representative who is qualified under applicable law to present the proposal on the proponent's behalf. Rule 14a-8(h)(3) provides that, if a shareholder or its qualified representative fails, without good cause, to appear and present a proposal included in a company's proxy materials, the company will be permitted to exclude all of such shareholder's proposals from the company's proxy materials for any meetings held in the following two calendar years.

Mr. Chevedden submitted a proposal (the "2022 Proposal") for the Company's 2022 Annual General Meeting of Shareholders held on July 25, 2022 (the "2022 Annual Meeting"), which the Company included in its 2022 proxy statement. However, Mr. Chevedden failed to present the 2022 Proposal—either by himself or through a qualified representative—at the 2022 Annual Meeting. Mr. Chevedden did not provide good cause for his failure to present the 2022 Proposal. (See Exhibit B for our correspondences with Mr. Chevedden on the presentation of the 2022 Proposal.)

Securities and Exchange Commission
January 23, 2024

On July 11, 2022, shortly before the 2022 Annual Meeting, Mr. Chevedden sent an email to the undersigned, asking if the Company could provide a dial-in number so that Mr. Chevedden could present his proposal telephonically for the 2022 Annual Meeting. In his email, he referenced Staff guidance issued during the Covid-19 Pandemic which stated that, “[i]n light of the possible difficulties for shareholder proponents to attend annual meetings in person to present their proposals, the staff encourages issuers, **to the extent feasible under state law**, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone, during the 2020, 2021, and 2022 proxy seasons” (emphasis added). The undersigned responded by email on July 14, 2022 that the Company could not accommodate this request because the Company was holding the 2022 Annual Meeting in person in London with electronic connection to one location in Dublin where shareholders could also attend in person, as required by Irish law. Otherwise, there was no electronic/telephonic means for shareholders to attend virtually. As such, it was not advisable under Irish law or fair to permit Mr. Chevedden to attend electronically while all other shareholders were required to attend in person, either in London or Dublin. The undersigned also noted that Covid-19 travel, meeting and other restrictions were no longer being imposed.

In his correspondence with the Company, Mr. Chevedden did not provide details on any hardship that would have prevented him or his qualified representative from attending the 2022 Annual Meeting in either London or Dublin. Instead, on July 19, 2022, Mr. Chevedden provided the name of an authorized representative (the “Missing Representative”) to present the 2022 Proposal on his behalf. On July 20, 2022, he confirmed that the Missing Representative would attend the 2022 Annual Meeting in London.

However, neither Mr. Chevedden nor the Missing Representative was present at the 2022 Annual Meeting. Following the 2022 Annual Meeting, on August 10, 2022, we informed Mr. Chevedden that, despite his non-attendance, the Chairman of the 2022 Annual Meeting decided to voluntarily present the 2022 Proposal for a vote but was not required to do so, and that the Company does not waive any of its rights under Rule 14a-8, including the requirement that Mr. Chevedden or his representative attend the shareholders’ meeting to present his proposal. Mr. Chevedden did not respond.

There is well-established precedent that a company’s voluntary presentation of an otherwise unrepresented proposal does not estop the company from excluding future proposals on the basis of Rule 14a-8(h)(3). *See, e.g., The Procter & Gamble Co.* (July 24, 2008). Mr. Chevedden failed to uphold his responsibilities as a shareholder proponent taking advantage of Rule 14a-8 in 2022. Accordingly, the Company requests that the Staff agree with its conclusion that the Company may exclude the Proposal from the 2024 Proxy Materials pursuant to Rule 14a-8(h)(3), because Mr. Chevedden failed to present the 2022 Proposal at the 2022 Annual Meeting.

* * *

For the reasons discussed above, the Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Commission if the Company excludes the Proposal from the 2024 Proxy Materials.

Securities and Exchange Commission
January 23, 2024

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,



Anthony M. Pepper

Assistant General Counsel, Secretary & Chief
Governance Officer

Attachments

Exhibit A

Shareholder Proposal from John Chevedden Dated December 18, 2023

JOHN CHEVEDDEN

PII

Mr. Tony Pepper
Linde plc (LIN)
10 Riverview Dr.
Danbury, Connecticut 06810

Dear Mr. Pepper,

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


Date

[LIN: Rule 14a-8 Proposal, December 18, 2023]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Report on Corporate Climate Lobbying in Line with Paris Agreement

WHEREAS:

The United Nations Intergovernmental Panel on Climate Change indicates that greenhouse gas emissions must peak before 2025 at the latest and decline 43% by 2030 to limit global warming to 1.5 degrees Celsius. Crossing that temperature threshold risks unleashing far more severe climate change impacts and requiring more rapid reductions, at a greater cost.ⁱ

Even with the recent passage of the Inflation Reduction Act, critical gaps remain between Nationally Determined Contributions set by the US government and the actions required to prevent the worst effects of climate change. Domestically and internationally, companies have an important and constructive role to play in enabling policymakers to close these gaps.

Corporate lobbying that is inconsistent with the Paris Agreement presents increasingly material risks to companies and their shareholders, as delays in emissions reductions undermine political stability, damage infrastructure, impair access to finance and insurance, and exacerbate health risks and costs. Further, companies face increasing reputational risks from consumers, investors, and other stakeholders if they appear to delay or block effective climate policy.

Of particular concern is Linde's membership in – and claims of policy alignment withⁱⁱ – a trade association that has actively lobbied against greenhouse gas emissions legislation, and Linde's membership in the American Fuel and Petrochemical Manufacturers Association (AFPM). In contrast, one of Linde's peers in the chemicals industry has evaluated and disclosed the AFPM's misalignment with the Paris Agreement, along with mitigation steps that the company will take to address the identified misalignment.ⁱⁱⁱ

The proponent does appreciate that Linde's Sustainable Development Report discloses its memberships in trade associations. This is an important first step in bringing transparency to policy engagement.

The proponent believes that enhancing this with reporting on the alignment of the company's lobbying with the internationally agreed goals of the Paris Agreement would fill an important gap. The Global Standard on Responsible Climate Lobbying, backed by investors and networks representing \$130 trillion in assets, provides reporting guidelines, particularly in regards to evaluating and mitigating misalignment on climate policies^{iv}.

RESOLVED:

Shareholders request that the Board of Directors conduct an evaluation and issue a report (at reasonable cost, omitting confidential or proprietary information) describing if, and how, Linde lobbying and policy influence activities (both direct and indirect through trade associations, coalitions, alliances, and other organizations) align with the goal of the Paris Agreement to limit average global warming to well below 2°C above pre-industrial levels, and to pursue efforts to limit temperature increase to 1.5°C, and how Linde plans to mitigate the risks presented by any misalignment.

SUPPORTING STATEMENT:

In evaluating the degree of alignment, Linde should consider not only its policy positions and those of organizations of which it is a member, but also its actual lobbying and policy influence activities.

ⁱ <https://unfccc.int/news/global-stocktake-moves-closer-to-a-conclusion-at-cop28>

ⁱⁱ See page 207 at <https://www.linde.com/-/media/linde/merger/documents/sustainable-development/2023-cdp-response-climate-change.pdf?la=en>

ⁱⁱⁱ <https://www.lyondellbasell.com/49be84/globalassets/sustainability/climate-advocacy-report.pdf>

^{iv} <https://climate-lobbying.com/>

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(l)(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 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.



Exhibit B

Email Correspondence between Linde plc and John Chevedden Regarding his 2022 Shareholder Proposal July-August, 2022

Tony Pepper

From: John Chevedden [REDACTED] PII
Sent: Monday, July 11, 2022 1:46 PM
To: Tony Pepper
Subject: (LIN) w28

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,

Can a dial-in number be provided for the annual meeting in line with the Staff Guidance.

John Chevedden

Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns

Presentation of Shareholder Proposals (Last updated: 1/19/2022)

Exchange Act Rule 14a-8(h) requires shareholder proponents, or their representatives, to appear and present their proposals at the annual meeting. In light of the possible difficulties for shareholder proponents to attend annual meetings in person to present their proposals, the staff encourages issuers, to the extent feasible under state law, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone, during the 2020, 2021, and 2022 proxy seasons.

Tony Pepper

From: Tony Pepper
Sent: Thursday, July 14, 2022 12:47 PM
To: John Chevedden
Subject: RE: Linde Annual Meeting Attendance

Mr. Chevedden:

We have considered your request to present your proposal by telephone or other electronic means at the Linde plc Annual General Meeting of Shareholders on July 25, 2022, being held in London (the "AGM"). However, we cannot accommodate your request.

As you are aware, the AGM is being held in person in London, with remote electronic access for in person attendance in Dublin, Ireland, as required by Irish law, as Linde plc is incorporated in Ireland. As such, the only means for shareholders to participate in the meeting (vote in person, ask questions, make comments...) is to attend in person either in London or in Dublin. There is no electronic/virtual means to attend and participate. As you may recall, the 2020 and 2021 AGMs included virtual participation online given the health concerns and government restrictions imposed in light of the Covid-19 pandemic. Full in person meetings were not possible. However, the travel, meeting and other restrictions are no longer being imposed, and therefore Linde decided to resume with its traditional in person meetings. As such, we do not believe that it is appropriate, or advisable under Irish law, to permit some shareholders to participate electronically while requiring all others to attend in person to participate. This would be unfair.

If you are not able to attend in London or Dublin to present your proposal, please provide me with the name of your appointed representative so that we can ensure that he/she is allowed access to the AGM.

Thank you.

Tony Pepper
Assistant General Counsel & Chief Governance Officer
Linde plc
10 Riverview Drive
Danbury, CT 06810
(203) 837-2264 (office phone)
(203) 417-2633 (cell phone)
(203) 837-2515 (office fax)
tony.pepper@linde.com (email)

From: John Chevedden [REDACTED] PII
Sent: Monday, July 11, 2022 1:46 PM
To: Tony Pepper <Tony.Pepper@linde.com>
Subject: (LIN) w28

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Can a dial-in number be provided for the annual meeting in line with the Staff Guidance.

John Chevedden

Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns

Presentation of Shareholder Proposals (Last updated: 1/19/2022)

Exchange Act Rule 14a-8(h) requires shareholder proponents, or their representatives, to appear and present their proposals at the annual meeting. In light of the possible difficulties for shareholder proponents to attend annual meetings in person to present their proposals, the staff encourages issuers, to the extent feasible under state law, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone, during the 2020, 2021, and 2022 proxy seasons.

Tony Pepper

From: John Chevedden [REDACTED] PII
Sent: Thursday, July 14, 2022 9:41 PM
To: Office of Chief Counsel
Cc: Tony Pepper
Subject: (LIN)

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Ladies and Gentlemen,

This is a company that is providing remote access to its annual meeting but not to the rule 14a-8 proposal proponent.

Plus the company does not cite an Irish law provision that might forbid remote access to residents of the United States where most of its shareholders reside.

The company should also advise whether remote attendance will be granted to its directors and employees.

John Chevedden

Mr. Chevedden:

We have considered your request to present your proposal by telephone or other electronic means at the Linde plc Annual General Meeting of Shareholders on July 25, 2022, being held in London (the "AGM"). However, we cannot accommodate your request.

As you are aware, the AGM is being held in person in London, with remote electronic access for in person attendance in Dublin, Ireland, as required by Irish law, as Linde plc is incorporated in Ireland. As such, the only means for shareholders to participate in the meeting (vote in person, ask questions, make comments...) is to attend in person either in London or in Dublin. There is no electronic/virtual means to attend and participate. As you may recall, the 2020 and 2021 AGMs included virtual

participation online given the health concerns and government restrictions imposed in light of the Covid-19 pandemic. Full in person meetings were not possible. However, the travel, meeting and other restrictions are no longer being imposed, and therefore Linde decided to resume with its traditional in person meetings. As such, we do not believe that it is appropriate, or advisable under Irish law, to permit some shareholders to participate electronically while requiring all others to attend in person to participate. This would be unfair.

If you are not able to attend in London or Dublin to present your proposal, please provide me with the name of your appointed representative so that we can ensure that he/she is allowed access to the AGM.

Thank you.

Tony Pepper
Assistant General Counsel & Chief Governance Officer
Linde plc
10 Riverview Drive
Danbury, CT 06810
(203) 837-2264 (office phone)
(203) 417-2633 (cell phone)
(203) 837-2515 (office fax)
tony.pepper@linde.com (email)

Tony Pepper

From: John Chevedden [REDACTED] PII
Sent: Tuesday, July 19, 2022 9:14 PM
To: Tony Pepper
Subject: Rule 14a-8 Proposal Presentation (LIN)
Attachments: 19072022_4.pdf

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Please see the attached letter regarding the rule 14a-8 proposal presentation.
Please confirm receipt.
Sincerely,
John Chevedden

JOHN CHEVEDDEN

PI

Mr. Tony Pepper
Corporate Secretary
Mr. Stephen F. Angel
CEO & Director
Linde plc (LIN)
10 Riverview Dr.
Danbury, Connecticut 06810

Dear Mr. Pepper,

In looking forward to a good annual meeting this is to authorize
Ms. Jenna Armitage
to present the 2022 rule 14a-8 proposal.
Please announce at the meeting that this person is present to read the proposal.


Please forward this information to the telephone operator, the Lead Operator for the meeting, the
Chairman of the meeting and the Chairman of the Corporate Governance Committee.

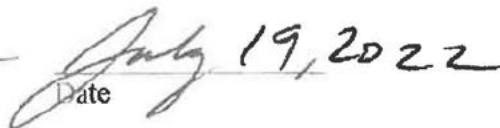
This is to respectfully request that the company exercise its fiduciary duty to shareholders and
extend every courtesy to facilitate this shareholder presentation. Also for the company to advise
and alert me immediately by email and telephone if the company has any question on this
message or perceived further requirement.

Thank you and all the best for a good meeting.

Please confirm receipt of this letter.

Sincerely,


John Chevedden


Date

Tony Pepper

From: Tony Pepper
Sent: Wednesday, July 20, 2022 10:51 AM
To: John Chevedden
Subject: RE: Rule 14a-8 Proposal Presentation (LIN)

Mr. Chevedden:

I confirm receipt of your appointment of Jenna Armitage to present you shareholder proposal in person at the Linde Annual General Meeting of Shareholders on July 25, 2022. Will Ms. Armitage attend in London or in person at the Dublin location? We just want to ensure that we properly notify those who will be checking credentials for admission to the AGM.

Tony Pepper
Assistant General Counsel & Chief Governance Officer
Linde plc
10 Riverview Drive
Danbury, CT 06810
(203) 837-2264 (office phone)
(203) 417-2633 (cell phone)
(203) 837-2515 (office fax)
tony.pepper@linde.com (email)

From: John Chevedden PII
Sent: Tuesday, July 19, 2022 9:14 PM
To: Tony Pepper <Tony.Pepper@linde.com>
Subject: Rule 14a-8 Proposal Presentation (LIN)

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Please see the attached letter regarding the rule 14a-8 proposal presentation.
Please confirm receipt.
Sincerely,
John Chevedden

Tony Pepper

From: John Chevedden [REDACTED] PII
Sent: Wednesday, July 20, 2022 12:01 PM
To: Tony Pepper
Subject: Rule 14a-8 Proposal Presentation (LIN)

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Ms. Armitage will attend in London.
John Chevedden

Tony Pepper

From: Tony Pepper
Sent: Wednesday, August 10, 2022 3:44 PM
To: olmsted
Subject: Linde plc Annual General Meeting of Shareholders-Shareholder Proposal
Attachments: Chevedden Ltr-Appointment of Rep. for AGM (7-19-22).pdf; Chevedden Shareholder Proposal-Supermajority Voting (12-7-21).pdf

Mr. Chevedden,

As you may recall, you submitted the attached proposal ("Proposal") for consideration at the Linde plc Annual General Meeting of Shareholders held on July 25, 2022 in London, UK (the "AGM"). The Proposal was included in the proxy statement. You informed Linde that you had appointed Ms. Jenna Armitage to present your Proposal at the AGM (see attached appointment letter).

Please be aware that Ms. Armitage was not present at the AGM to present your Proposal, and neither were you. The Chairman of the Board presided over the AGM and under Irish law could have declared that the Proposal was not properly presented to the AGM and therefore no vote could occur. However, in the Chairman's discretion, he did present the Proposal for a vote, and it was approved by an approximately 52% majority of the votes cast (Linde filed a Form 8-K with the SEC on July 29, 2022 to report the AGM voting results).

Please be advised that this discretionary action at the 2022 AGM will not be binding upon Linde for future AGMs, and Linde does not waive any of its rights under the SEC shareholder proposal Rule 14a-8, including that requirement that you or your representative attend the AGM to present your Proposal.

Tony Pepper
Assistant General Counsel & Chief Governance Officer
Linde plc
10 Riverview Drive
Danbury, CT 06810
(203) 837-2264 (office phone)
(203) 417-2633 (cell phone)
(203) 837-2515 (office fax)
tony.pepper@linde.com (email)

Mr. Tony Pepper
Corporate Secretary
Mr. Stephen F. Angel
CEO & Director
Linde plc (LIN)
10 Riverview Dr.
Danbury, Connecticut 06810

Dear Mr. Pepper,

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 through the date of the Company's 2022 Annual Meeting of Stockholders the requisite amount of Company shares used to satisfy the applicable ownership requirement.

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.

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

Sincerely,


John Chevedden


Date

[LJN: Rule 14a-8 Proposal, December 7, 2021]
[This line and any line above it – *Not* for publication.]

Proposal 4 – Simple Majority Vote

RESOLVED, Shareholders request that our board take each step necessary so that each voting requirement in our charter and bylaws (that is explicit or implicit due to default to state law) that calls for a greater than simple majority vote be replaced by a requirement for a majority of the votes cast for and against such proposals, or a simple majority in compliance with applicable laws.

If necessary this means the closest standard to a majority of the votes cast for and against such proposals consistent with applicable laws. This includes any existing supermajority vote requirement that result from default to state law and can be subject to replacement.

Shareholders are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of 6 entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School. Supermajority requirements are used to block proposals supported by most shareholders but opposed by a status quo management.

It makes no sense to have an 80% supermajority vote requirement from all shares outstanding when only 80% of shares typically cast ballots at the annual meeting.

This proposal topic won from 74% to 88% support at Weyerhaeuser, Alcoa, Waste Management, Goldman Sachs, FirstEnergy, McGraw-Hill and Macy’s. The proponents of these proposals included Ray T. Chevedden and William Steiner. The votes would have been higher than 74% to 88% if more shareholders had access to independent proxy voting advice.

Church & Dwight shareholders gave 99% support to a 2020 proposal on this same topic. This proposal topic also won 99%-support at the 2021 ConocoPhillips annual meeting.

Please vote yes:

Simple Majority Vote – Proposal 4

[The line above – *Is* for publication. Please assign the correct proposal number in 2 places.]

Notes:

"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(l)(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. Please acknowledge this proposal promptly by email

PII

The color version of the below graphic is to be published immediately after the bold title line of the proposal.

Will consider withdrawal of the graphic if management commits to a fair presentation of the proposal which includes:

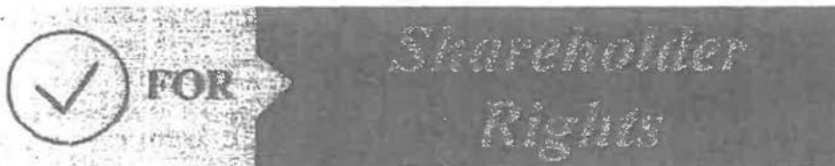
No management graphic in connection with the rule 14a-8 proposals in the proxy or ballot.

No proxy or ballot text suggesting that the proposal will be moot due to lack of presentation.

No ballot electioneering text repeating the negative management recommendation.

Management will give me the opportunity to correct any typographical errors.

Management will give me advance notice if it does a special solicitation that mentions this proposal.



JOHN CHEVEDDEN

January 24, 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
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is a counterpoint to the January 23, 2024 no-action.

The person who was painstakingly scheduled to present my 2022 rule 14a-8 proposal at the Linde annual meeting in London, England came down with Covid at the last minute as the attached email exchange shows.

Linde previously turned down my request to present my rule 14a-8 proposal remotely. My request cited Covid concerns.

Linde reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support.

Sincerely,


John Chevedden

cc: Tony Pepper

Begin forwarded message:

From: Jenna Armitage <[REDACTED]@tulipshoes.com>
Subject: Re: (LIN)
Date: August 4, 2022 at 5:08:14 AM PDT
To: John Chevedden [REDACTED] PII
Cc: Constance Ricketts <[REDACTED]@tulipshoes.com>

Hi John,

I am so sorry I wasn't able to present it in person. Have fully recovered now and am so happy to hear the proposal passed.

We look forward to getting to work with you more in the future.

Jenna

On Thu, 4 Aug 2022 at 00:44, John Chevedden [REDACTED] PII wrote:

Jenna,

Thank you for presenting the proposal at LEN.

The final vote was 52% so LEN must have known for sure that it would be approved at the time of the meeting.

I hope you have made a full recovery from Covid.

John Chevedden

--

Jenna Armitage | CMO

[REDACTED]@tulipshoes.com

[REDACTED]@tulipshoes.com

UK:+44 [REDACTED]

JOHN CHEVEDDEN

February 3, 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
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

It is believed that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) applied to the 2022 Company annual meeting. The Staff Guidance encouraged remote presentation of 2022 rule 14a-8 proposals.

I believe the Company refused the proponent request for remote presentation on an unsound basis. The Company refusal said there was no electronic means to attend the 2022 annual meeting while it conceded that its 2020 and 2021 annual meetings allowed remote presentations.

The 2022 annual meeting was held at the lavish Corinthia Hotel, London. It would seem to be unthinkable that such a lavish hotel could not arrange for a remote presentation. Attached is a page from Tripadvisor on the 5-star hotel.

The Company refusal for remote presentation lamely claimed that it was not fair for some shareholders to attend in-person while another shareholder might attend electrically.

The fact that Linde actually reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support may be a sign that the Company was uneasy about its claim of non presentation holding up legally.

Sincerely,


John Chevedden

cc: Tony Pepper

Tony Pepper

From: John Chevedden [REDACTED] >
Sent: Monday, July 11, 2022 1:46 PM
To: Tony Pepper
Subject: (LIN) w28

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,

Can a dial-in number be provided for the annual meeting in line with the Staff Guidance.

John Chevedden

Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns

Presentation of Shareholder Proposals (Last updated: 1/19/2022)

Exchange Act Rule 14a-8(h) requires shareholder proponents, or their representatives, to appear and present their proposals at the annual meeting. In light of the possible difficulties for shareholder proponents to attend annual meetings in person to present their proposals, the staff encourages issuers, to the extent feasible under state law, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone, during the 2020, 2021, and 2022 proxy seasons.

5.0 Excellent  3,926 reviews

#62 of 1,166 hotels in London

Location	4.9
Cleanliness	4.9
Service	4.8
Value	4.4



Seamlessly blending elegant grandeur with modern comforts, Corinthia London is home to 283 intelligently designed rooms, of which 51 are suites and seven are penthouses. The hotel boasts exquisite dining options, from classic British cuisine at Kerridge's Bar & Grill, to Champagne and cocktails at Velvet by Salvatore Calabrese and year-round alfresco delights in The Garden. The hotel is also home to the award-winning ESPA Life at Corinthia, London's largest spa. Spread over four floors, ESPA Life offers a holistic approach to wellbeing with 17 treatment rooms, a swimming pool, sauna, cutting-edge AMP gym, private sleep pods and more. Perfectly positioned in the heart of the capital, Corinthia London is within easy walking distance of world-famous attractions, including the River Thames, Trafalgar Square and West End theatres. [Read less](#) ▲

Suggest edits to improve what we show.

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Property amenities

- Valet parking
- Pool
- Bar / lounge
- Bicycles available
- Free High Speed Internet (WiFi)
- Fitness Center with Gym / Workout Room
- Bicycle rental
- Babysitting

[Show more](#)

Room features

- Allergy-free room
- Air conditioning
- Desk
- Cable / satellite TV
- Bathrobes
- Additional bathroom
- Coffee / tea maker
- Walk-in shower

[Show more](#)

Room types

- City view
- Bridal suite
- Suites
- Smoking rooms available
- Landmark view
- Non-smoking rooms
- Family rooms

Good to know

HOTEL CLASS 



HOTEL STYLE

City View
Luxury

LANGUAGES SPOKEN

English, French, Russian, Spanish and 3 more

February 11, 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
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

It is believed that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) applied to the 2022 Company annual meeting. The Staff Guidance encouraged remote presentation of 2022 rule 14a-8 proposals.

I believe the Company refused the proponent request for remote presentation on an unsound basis.

The attached LIN refusal to comply with the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) was vaguely based on an unattributed sentence that said “the travel, meeting and other restrictions are no longer being imposed.” There was no company claim at the time of denial of remote communication that such an unattributed claim was convincing evidence that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) no longer applied.

The company denial added gratuitously that it wanted to be fair and it would seem to be unfair for a person living 6000 miles from the meeting to be able to attend remotely when a person who lived 10 miles from the meeting had to attend the meeting in person.

The fact that Linde actually reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support may be a sign that the Company was uneasy about its claim that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) no longer applied on the day of the 2022 LIN annual meeting.

Sincerely,


John Chevedden

cc: Tony Pepper

Tony Pepper

From: Tony Pepper
Sent: Thursday, July 14, 2022 12:47 PM
To: John Chevedden
Subject: RE: Linde Annual Meeting Attendance

Mr. Chevedden:

We have considered your request to present your proposal by telephone or other electronic means at the Linde plc Annual General Meeting of Shareholders on July 25, 2022, being held in London (the "AGM"). However, we cannot accommodate your request.

As you are aware, the AGM is being held in person in London, with remote electronic access for in person attendance in Dublin, Ireland, as required by Irish law, as Linde plc is incorporated in Ireland. As such, the only means for shareholders to participate in the meeting (vote in person, ask questions, make comments...) is to attend in person either in London or in Dublin. There is no electronic/virtual means to attend and participate. As you may recall, the 2020 and 2021 AGMs included virtual participation online given the health concerns and government restrictions imposed in light of the Covid-19 pandemic. Full in person meetings were not possible. However, the travel, meeting and other restrictions are no longer being imposed, and therefore Linde decided to resume with its traditional in person meetings. As such, we do not believe that it is appropriate, or advisable under Irish law, to permit some shareholders to participate electronically while requiring all others to attend in person to participate. This would be unfair.

If you are not able to attend in London or Dublin to present your proposal, please provide me with the name of your appointed representative so that we can ensure that he/she is allowed access to the AGM.

Thank you.

Tony Pepper
Assistant General Counsel & Chief Governance Officer
Linde plc
10 Riverview Drive
Danbury, CT 06810
(203) 837-2264 (office phone)
(203) 417-2633 (cell phone)
(203) 837-2515 (office fax)
tony.pepper@linde.com (email)

From: John Chevedden [REDACTED]
Sent: Monday, July 11, 2022 1:46 PM
To: Tony Pepper <Tony.Pepper@linde.com>
Subject: (LIN) w28

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Can a dial-in number be provided for the annual meeting in line with the Staff Guidance.

JOHN CHEVEDDEN

February 25, 2024

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

4 Rule 14a-8 Proposal
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

After Linde received the proponent's February 11, 2024 letter that cited the flimsy grounds that Linde used to deny the 2022 remote rule 14a-8 proposal presentation in spite of Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022), Linde then submitted a 9-page February 21, 2024 letter that was silent on whether Linde owed the proponent an opportunity for a remote rule 14a-8 proposal presentation in 2022.

Sincerely,


John Chevedden

cc: Tony Pepper

Making our world more productive



Anthony M. Pepper
Assistant General Counsel,
Secretary & Chief Governance Officer

Linde Inc
Law Department
10 Riverview Drive
Danbury, CT 06810
203.837.2264 Direct Dial
203.837.2515 Fax Number
Tony.pepper@linde.com

April 11, 2024

Via Electronic Submission

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

Re: Revised Linde plc – Reply to No-Action Request Responses from John Chevedden

Ladies and Gentlemen:

On January 23, 2024, Linde plc, an Irish public limited company (the “Company”), submitted a letter (our “2024 No-Action Request”) notifying the Staff of the Division of Corporation Finance (the “Staff”) of its intention to omit from the proxy statement and form of proxy for the Company’s 2024 Annual General Meeting of Shareholders (together, the “2024 Proxy Materials”) a shareholder proposal (including its supporting statement, collectively, the “Proposal”) received from John Chevedden (the “Proponent”). On February 21, 2024, the Company also filed supplemental correspondence that replied to supplemental correspondence that Mr. Chevedden had filed. At the request of the Staff, the Company is hereby filing this revised supplemental correspondence to replace the February 21, 2014 supplemental correspondence.

As stated in our 2024 No-Action Request, we believe that the Proposal may be excluded from the 2024 Proxy Materials pursuant to Rule 14a-8(h)(3) because the Proponent, without good cause, failed to present his 2022 shareholder proposal at our 2022 Annual General Meeting of Shareholders (the “2022 Meeting”). In arriving at this conclusion and submitting our 2024 No-Action Request, we considered the fact that Mr. Chevedden had never attempted to provide us

Securities and Exchange Commission
April 11, 2024

with a “good cause” for his and his representative’s absence from the 2022 Meeting, despite having multiple opportunities do so over the course of the last 18 months, including when:

- Mr. Chevedden appointed a representative to attend the 2022 Meeting in London in person;
- We communicated with Mr. Chevedden shortly before the 2022 Meeting to confirm his representative’s attendance in London, and Mr. Chevedden confirmed that his representative would attend in person in London;
- We communicated with Mr. Chevedden shortly after the 2022 Meeting regarding his and his representative’s absence, reserving our rights under Rule 14a-8(h); and
- After Mr. Chevedden contacted us claiming to have submitted a proposal for our 2023 Annual General Meeting, we submitted a no-action request to the SEC on February 21, 2023 (the “2023 No-Action Request”) stating our intention to exclude such alleged proposal from the 2023 proxy materials because (1) Mr. Chevedden failed to actually submit the proposal to the Company and (2) even had Mr. Chevedden actually submitted the proposal, any such proposal was excludable under Rule 14a-8(h)(3) due to his failure to present his proposal at the 2022 Meeting.

The first time that Mr. Chevedden has attempted to explain his or his appointed representative’s failure to present at the 2022 Annual Meeting was after we submitted our pending 2024 No-Action Request, and he submitted three responses to the 2024 No-Action Request (such responses, dated January 24, 2024, February 3, 2024, and February 11, 2024, respectively, attached hereto as Exhibit A, collectively, the “Response”). However, Mr. Chevedden’s Response fails to (1) address his lack of any attempt over the past 18 months to explain his or his appointed representative’s failure to present at the 2022 Meeting, (2) show that Mr. Chevedden made requisite efforts to ensure that any representative presented his proposal at the 2022 Meeting, and (3) clearly establish that he and his representative missed the 2022 Meeting because of a Covid-related hardship. For these reasons, we do not believe Mr. Chevedden’s Response sufficiently establishes “good cause”.

1. The Response does not address Mr. Chevedden’s 18-month delay in providing the Company with any explanation for his failure to present at the 2022 Meeting

Mr. Chevedden’s Response fails to present the Staff with a complete picture of the relevant facts leading up to and following the 2022 Meeting. In particular, the Request fails to address our many communications with him over the course of the past 18 months—including to explain the legal and practical rationale for our 2022 Meeting format, to confirm his representative’s intention and ability to attend the 2022 Meeting, to advise him of his representative’s absence, and to inform him (on several occasions) of our intention to exclude future proposals pursuant to Rule 14a-8(h).

Despite these and numerous other communications between Mr. Chevedden and the Company since the 2022 Meeting, Mr. Chevedden not once attempted to provide us with any explanation for failing to present his proposal at the 2022 Meeting prior to submitting his initial Response

Securities and Exchange Commission
 April 11, 2024

on January 24, 2024. Where Mr. Chevedden has similarly failed to raise any Covid-related “good cause” arguments until nearly two years after missing a company’s annual meeting of shareholders, the Staff has concurred that exclusion under Rule 14a-8(h)(3) was appropriate due to Mr. Chevedden’s failure to establish a sufficient “good cause”. *See Comcast Corporation* (April 6, 2022).

To illustrate the timeline of our communications with Mr. Chevedden and provide necessary context for the cursory claims included in Mr. Chevedden’s Response, we provide a summary of the relevant facts below:

Date	Event	Chevedden Claim
12/7/2021	<ul style="list-style-type: none"> Mr. Chevedden submitted a Rule 14a-8 proposal to the Company, which we included in our proxy statement for the 2022 Meeting. 	N/A
7/11/ 2022	<ul style="list-style-type: none"> Mr. Chevedden sent the undersigned a one-sentence email, stating “[c]an a dial-in number be provided for the annual meeting in line with the Staff Guidance” (<i>see</i> p. 10 of the 2024 No-Action Request-Exhibit B). The email appends the Staff’s January 19, 2022 guidance, which does not require issuers to hold electronic meetings but instead “encourages issuers, to the extent feasible under state law, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone” (emphasis added). 	<p>The Response claimed that “Linde previously turned down my request to present my rule 14a-8 proposal remotely. My request cited Covid concerns.”</p> <p>In his February 11, 2024 letter, Mr. Chevedden further claimed that “[t]he attached LIN refusal to comply with Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022)</p>
7/14/2022	<ul style="list-style-type: none"> The undersigned responded to Mr. Chevedden that “we have considered your request to present your proposal by telephone or other electronic means” but that we were unable to accommodate the request (<i>see</i> p. 11 of the 2024 No-Action Request-Exhibit B). Our email advised Mr. Chevedden that the 2022 Meeting was “being held in person in London, with remote electronic access for in person attendance in Dublin, Ireland, as required by Irish law, as Linde plc is incorporated in Ireland.” We noted that “we do not believe that it is appropriate, or advisable under Irish law, to permit some shareholders to participate electronically while requiring all others to attend in person to participate.” We 	<p>was vaguely based on an unattributed sentence that said “the travel, meeting and other restrictions are no longer being imposed.”</p> <p>In addition, in his February 3, 2024 letter, Mr. Chevedden claimed that “I believe the Company refused the proponent request for remote presentation on an unsound basis...The Company refusal for</p>

	<p>made no claim as to the general applicability of the Staff Guidance in our email, but instead sought to provide Mr. Chevedden with a response based on the advice of Linde’s Irish legal counsel.</p> <ul style="list-style-type: none"> • Furthermore, our email requested the name of Mr. Chevedden’s appointed representative “so that we can ensure that he/she is allowed access to the [2022 Meeting].” 	<p>remote presentation lamely claimed that it was not fair for some shareholders to attend in-person while another shareholders might attend electronically.”</p>
7-14-2022	<ul style="list-style-type: none"> • Mr. Chevedden sent an email to the SEC Office of Chief Counsel protesting the Company’s response that the 2022 Meeting was in person in London and remote access was not permitted (<i>see</i> p. 13 of the 2024 No-Action Request-Exhibit B). However, the Company did not receive any response from Office of the Chief Counsel advising the Company to reconsider its 2022 Meeting attendance requirements or otherwise. 	
7/19/2022	<ul style="list-style-type: none"> • Mr. Chevedden emailed the undersigned with a letter that authorizes Jenna Armitage to present his 2022 proposal (<i>see</i> pp. 15-16 of the 2024 No-Action Request-Exhibit B). 	<p>“The person who was painstakingly scheduled to present my proposal at the Linde annual meeting in London, England came down with Covid at the last minute as the attached email exchange shows.”</p>
7/20/2022	<ul style="list-style-type: none"> • The undersigned sent Mr. Chevedden an email confirming receipt of his appointment of Ms. Armitage to present the proposal at the 2022 Meeting in five days (<i>see</i> p. 17 of the 2024 No-Action Request-Exhibit B). • The email also sought clarification as to whether Ms. Armitage would attend in London or in person at the Dublin location where remote attendance was and is required by Irish corporate law for those who wish to attend in person in Ireland at a designated office location, not for remote attendance generally. 	
7/20/2022	<ul style="list-style-type: none"> • Mr. Chevedden replied that “Ms. Armitage will attend in London” (<i>see</i> p. 18 of the 2024 No-Action Request- Exhibit B). • To our understanding, Ms. Armitage was then the Chief Marketing Officer of a London-based entity, named Tulipshare. 	
7/25/2022	<ul style="list-style-type: none"> • We held the 2022 Meeting, which neither Mr. Chevedden nor Ms. Armitage attended. 	

	<ul style="list-style-type: none"> • Both consistent with Rule 14a-8 and as a matter of Irish law, the Chairman could have ruled the proposal out of order and not submitted the proposal for a vote at the 2022 Meeting. • Nonetheless, we voluntarily presented Mr. Chevedden’s 2022 proposal for a vote, as proxy votes had been submitted. 	
<p>8/4/2022</p>	<ul style="list-style-type: none"> • According to the emails Mr. Chevedden cites in the Response as proof of “good cause”, Mr. Chevedden emailed Ms. Armitage after the 2022 Meeting date, stating “[t]hank you for presenting the proposal at [Linde]” and “I hope you have made a full recovery from Covid” (see p. 2 of Exhibit A hereto). <ul style="list-style-type: none"> ○ This correspondence suggests that (1) Mr. Chevedden and Ms. Armitage did not speak immediately before the 2022 Meeting because he was unaware she was not attending, (2) at some point earlier in the timeline and therefore meaningfully before the 2022 Meeting, Mr. Chevedden believed Ms. Armitage was recovering from Covid and expected her to attend notwithstanding her recent illness, and (3) Ms. Armitage’s illness must have been even earlier than that last conversation given the generally accepted 5- to 10-day Covid isolation period. • In her response to Mr. Chevedden’s email, which cc’s a colleague (Constance Ricketts) at Tulipshare, Ms. Armitage states that “I am so sorry I wasn’t able to present in person.” <ul style="list-style-type: none"> ○ Her email does not state that she was unable to present due to Covid, only that she has “fully recovered now.” • Mr. Chevedden has not provided any portion of this correspondence to the Company until his Response. 	
<p>8/10/2022</p>	<ul style="list-style-type: none"> • After we reported our 2022 Meeting voting results under Item 5.07 of Form 8-K, the 	<p>In his February 3 and February 11, 2024</p>

	<p>undersigned emailed Mr. Chevedden to notify him that neither he nor Ms. Armitage was present at the 2022 Meeting to present his proposal (<i>see</i> p. 19 of the 2024 No-Action Request- Exhibit B).</p> <ul style="list-style-type: none"> • The email noted that the Chairman of the Board could have excluded the proposal from a vote, but voluntarily presented the proposal for a vote, where it was approved by approximately 52% of the votes cast). • The email also noted that “this discretionary action at the [2022 Meeting] will not be binding upon Linde for future AGMs, and Linde does not waive any of its rights under the SEC shareholder proposal Rule 14a-8, including the requirement that you or your representative attend the AGM to present your Proposal.” • Mr. Chevedden did not respond to this email. 	<p>letters, Mr. Chevedden claimed that “[t]he fact that Linde actually reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support may be a sign that the Company was uneasy about its claim” (1) “that the Staff Guidance no longer applied” on the day of the 2022 Meeting or (2) “of non-presentation holding up legally”.</p>
<p>1/30/2023- 2/11/2023</p>	<ul style="list-style-type: none"> • Mr. Chevedden claimed to the undersigned that he had submitted a shareholder proposal for the Company’s 2023 Annual General Meeting (<i>see</i> Exhibit A to the 2023 No-Action Request). • However, despite our repeated attempts to engage with Mr. Chevedden, he did not submit any evidence of the existence or submission of the alleged proposal except for a screen shot of a draft email dated December 21, 2022 (<i>see</i> Exhibit A to the 2023 No-Action Request). 	<p>Mr. Chevedden’s Response does not address subsequent communications with the Company and does not explain why he never provided evidence of “good cause” in connection with any of these communications, including our Rule 14a-8(h)(3) arguments in the 2023 No-Action Request.</p>
<p>2/21/2023</p>	<ul style="list-style-type: none"> • We submitted the 2023 No-Action Request, seeking exclusion on the bases of Rule 14a-8(e)(2) and 14a-8(h)(3). • Our Rule 14a-8(h)(3) arguments in the 2023 No-Action Request are virtually identical to the arguments we have made in our latest 2024 No-Action Request. • Mr. Chevedden never responded to our 2023 No-Action Request. 	<p>Instead, in two emails to the Staff dated March 6, 2023, Mr. Chevedden instead insisted that he did indeed send a proposal for the 2023 Annual General Meeting, but he never addressed the Company’s Rule 14a-8(h)(3) arguments to exclude the purported proposal.</p>
<p>4/3/2023</p>	<ul style="list-style-type: none"> • In response to our 2023 No-Action Request, the SEC granted no-action relief on the basis of Rule 14a-8(e)(2) because “the Proponent has not provided sufficient proof of email delivery prior to the deadline for 	<p>Company’s Rule 14a-8(h)(3) arguments to exclude the purported proposal.</p>

	submitting proposals...In reaching this position, we have not found it necessary to address the alternative basis for omission upon which the Company relies.”	
1/23/2024	<ul style="list-style-type: none"> We submitted our 2024 No-Action Request to the SEC, noting our intention to exclude the Proposal pursuant to Rule 14a-8(h)(3). 	
1/24/2024	<ul style="list-style-type: none"> In response to our 2024 No-Action Request, Mr. Chevedden provided, for the first time, claims as to why he and his representative failed to present his 2022 proposal at the 2022 Meeting. Although he subsequently submitted two additional letters to the Staff, neither letter explains why he and his representative failed to attend the 2022 Meeting (<i>see pp. 3-7 of Exhibit A hereto</i>). 	

* * *

As the above summary shows, the Company communicated with the Proponent in a timely and responsive manner, including to alert Mr. Chevedden that we did not waive our rights under Rule 14a-8 with respect to his failure to present at the 2022 Meeting. On the other hand, during the 18 months since his and his representative’s collective absence at the 2022 Meeting, Mr. Chevedden did not make any attempt to dispute the Company’s claims regarding its right to exclude future proposals under Rule 14a-8(h)(3).

2. The Response shows that Mr. Chevedden did not make requisite efforts to ensure that a representative presented his proposal at the 2022 Meeting

The SEC has long established that a shareholder proponent bears the responsibility for (1) appointing a qualified representative and (2) ensuring that the shareholder’s proposal is presented at the annual meeting. Specifically, the SEC has emphasized that appointing a representative does not absolve a proponent of his or her responsibilities under Rule 14a-8(h) to make sure that the proposal is properly presented.¹

In addition, the Staff has repeatedly concurred with exclusion under Rule 14a-8(h)(3) where a proponent failed to clearly establish that a known or foreseeable hardship caused the proponent or his/her representative to miss a meeting. *See, e.g., E. I. Du Pont De Nemours & Co.* (Feb. 16, 2010); *J.C. Penny Co.* (Feb. 13, 2004); *Masco Corp.* (Mar. 20, 2001); *The Detroit Edison Co.* (Feb. 24, 1998) (in each case, determining that a known or foreseeable medical condition was not sufficient to establish “good cause” for failure to attend a meeting).

The correspondence attached to the Response suggests that Mr. Chevedden was aware of Ms. Armitage’s potential Covid exposure meaningfully before the 2022 Meeting. In that circumstance, it was Mr. Chevedden’s responsibility to take requisite steps to ensure that

Securities and Exchange Commission
April 11, 2024

another qualified representative presented the proposal on his behalf. The correspondence suggests that Mr. Chevedden did not take requisite steps to ensure that Ms. Armitage or another representative actually attended the 2022 Meeting after he became aware of Ms. Armitage's condition.

In contrast, we diligently communicated with Mr. Chevedden prior to the 2022 Meeting to provide and obtain necessary information to ensure that his representative could be admitted to the 2022 Meeting. We also communicated with Mr. Chevedden regarding his and Ms. Armitage's absences following the meeting, shortly after we disclosed the 2022 Meeting voting results.

3. The Response does not clearly establish that Mr. Chevedden and his representative missed the 2022 Meeting because of a Covid-related hardship

The Staff has historically interpreted "good cause" in the Rule 14a-8(h) context in a deliberative manner, rather than simply accepting cursory claims from proponents. *See* Section 2 above. The SEC released guidance in January 2022 noting that, "to the extent a shareholder proponent or representative is not able to attend the annual meeting and present the proposal due to the inability to travel or other hardships related to COVID-19, the staff would consider this to be 'good cause' under Rule 14a-8(h)". However, this guidance did not open the door to automatic findings in favor of a proponent whenever he or she makes a Covid-related claim. Precedents indicate that a proponent must clearly establish (1) the existence of a Covid-related hardship and (2) that the proponent or representative was unable to attend the meeting and present the proposal **due to** the hardship. *See, e.g., Comcast Corporation* (April 6, 2022); *Annaly Capital Management, Inc.* (Mar. 2, 2021); and *The Kraft Heinz Company* (Feb. 5, 2021).

The correspondence attached to Mr. Chevedden's Response includes an email exchange between Mr. Chevedden and Ms. Armitage, both dated August 4, 2022, but this does not clearly provide evidence that Ms. Armitage missed the 2022 Meeting **because** she was ill with Covid. Carefully read, these emails only reveal that: (1) Mr. Chevedden thought that Ms. Armitage had indeed attended the 2022 Meeting and presented the proposal, for which he thanked her; (2) Mr. Chevedden acknowledged that Ms. Armitage had Covid at some time prior to August 4 and hoped she had made a full recovery; and (3) Ms. Armitage apologized to Mr. Chevedden for missing the 2022 Meeting but stated that she had recovered from her Covid illness. This email exchange does not establish that Ms. Armitage missed the 2022 Meeting **because** (1) she had Covid at the time of the 2022 Meeting, (2) experienced Covid-related hardships (*e.g.*, inability to travel) that prevented her from attending the meeting, or (3) there were Covid-related hardships that prevented her or Mr. Chevedden from informing the Company of her inability to attend. Otherwise, why would Mr. Chevedden thank Ms. Armitage for attending the 2022 Meeting and presenting the proposal if he knew that she was ill with Covid and could not attend the 2022 Meeting? Instead, Mr. Chevedden's Response suggests that he knew Ms. Armitage had Covid at some point prior to his August 4, 2022 email, but thought she had recovered sufficiently in order to attend the meeting.

In cases where a proponent has not clearly established a Covid-related hardship or the causal link between such hardship and such proponent's failure to present a proposal, the Staff has

Securities and Exchange Commission
April 11, 2024

repeatedly granted no-action relief on the basis of Rule 14a-8(h)(3). Specifically, the Staff has concurred with exclusion on the basis of Rule 14a-8(h)(3) in a number of previous instances where Mr. Chevedden has similarly claimed Covid-related hardships but failed to clearly establish “good cause”. See *Comcast Corporation* (April 6, 2022); *Annaly Capital Management, Inc.* (Mar. 2, 2021); and *The Kraft Heinz Company* (Feb. 5, 2021).

* * *

For the reasons discussed above, the Company does not believe Mr. Chevedden’s Response sufficiently establishes “good cause” for his and his representative’s collective absence from the 2022 Meeting. Therefore, we respectfully request that the Staff not recommend enforcement action if the Company excludes the Proposal from its 2024 Proxy Materials pursuant to Rule 14a-8(h)(3).

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,

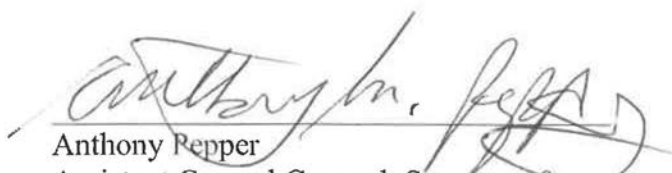

Anthony Repper
Assistant General Counsel, Secretary &
Chief Governance Officer
Attachments

Exhibit A

The Chevedden Response

JOHN CHEVEDDEN

January 24, 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
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is a counterpoint to the January 23, 2024 no-action.

The person who was painstakingly scheduled to present my 2022 rule 14a-8 proposal at the Linde annual meeting in London, England came down with Covid at the last minute as the attached email exchange shows.

Linde previously turned down my request to present my rule 14a-8 proposal remotely. My request cited Covid concerns.

Linde reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support.

Sincerely,


John Chevedden

cc: Tony Pepper

Begin forwarded message:

From: Jenna Armitage <[REDACTED].com>
Subject: Re: (LIN)
Date: August 4, 2022 at 5:08:14 AM PDT
To: John Chevedden [REDACTED] PII
Cc: Constance Ricketts <[REDACTED].com>

Hi John,

I am so sorry I wasn't able to present it in person. Have fully recovered now and am so happy to hear the proposal passed.

We look forward to getting to work with you more in the future.

Jenna

On Thu, 4 Aug 2022 at 00:44, John Chevedden [REDACTED] PII wrote:

Jenna,

Thank you for presenting the proposal at LEN.

The final vote was 52% so LEN must have known for sure that it would be approved at the time of the meeting.

I hope you have made a full recovery from Covid.

John Chevedden

--

Jenna Armitage | CMO

[REDACTED].com

[REDACTED].com

UK:+44 [REDACTED]

JOHN CHEVEDDEN

February 3, 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
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

It is believed that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) applied to the 2022 Company annual meeting. The Staff Guidance encouraged remote presentation of 2022 rule 14a-8 proposals.

I believe the Company refused the proponent request for remote presentation on an unsound basis. The Company refusal said there was no electronic means to attend the 2022 annual meeting while it conceded that its 2020 and 2021 annual meetings allowed remote presentations.

The 2022 annual meeting was held at the lavish Corinthia Hotel, London. It would seem to be unthinkable that such a lavish hotel could not arrange for a remote presentation. Attached is a page from Tripadvisor on the 5-star hotel.

The Company refusal for remote presentation lamely claimed that it was not fair for some shareholders to attend in-person while another shareholder might attend electrically.

The fact that Linde actually reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support may be a sign that the Company was uneasy about its claim of non presentation holding up legally.

Sincerely,


John Chevedden

cc: Tony Pepper

Tony Pepper

From: John Chevedden [REDACTED] >
Sent: Monday, July 11, 2022 1:46 PM
To: Tony Pepper
Subject: (LIN) w28

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Can a dial-in number be provided for the annual meeting in line with the Staff Guidance.
John Chevedden

Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns

Presentation of Shareholder Proposals (Last updated: 1/19/2022)

Exchange Act Rule 14a-8(h) requires shareholder proponents, or their representatives, to appear and present their proposals at the annual meeting. In light of the possible difficulties for shareholder proponents to attend annual meetings in person to present their proposals, the staff encourages issuers, to the extent feasible under state law, to provide shareholder proponents or their representatives with the ability to present their proposals through alternative means, such as by phone, during the 2020, 2021, and 2022 proxy seasons.

5.0 Excellent  3,926 reviews

#62 of 1,166 hotels in London

Location	4.9
Cleanliness	4.9
Service	4.8
Value	4.4









 Travelers' Choice

Seamlessly blending elegant grandeur with modern comforts, Corinthia London is home to 283 intelligently designed rooms, of which 51 are suites and seven are penthouses. The hotel boasts exquisite dining options, from classic British cuisine at Kerridge's Bar & Grill, to Champagne and cocktails at Velvet by Salvatore Calabrese and year-round alfresco delights in The Garden. The hotel is also home to the award-winning ESPA Life at Corinthia, London's largest spa. Spread over four floors, ESPA Life offers a holistic approach to wellbeing with 17 treatment rooms, a swimming pool, sauna, cutting-edge AMP gym, private sleep pods and more. Perfectly positioned in the heart of the capital, Corinthia London is within easy walking distance of world-famous attractions, including the River Thames, Trafalgar Square and West End theatres. [Read less](#) ▲

Suggest edits to improve what we show.


[Improve this listing](#)

Property amenities

-  Valet parking
-  Free High Speed Internet (WiFi)
-  Pool
-  Fitness Center with Gym / Workout Room
-  Bar / lounge
-  Bicycle rental
-  Bicycles available
-  Babysitting

[Show more](#)

Room features

-  Allergy-free room
-  Bathrobes
-  Air conditioning
-  Additional bathroom
-  Desk
-  Coffee / tea maker
-  Cable / satellite TV
-  Walk-in shower

[Show more](#)

Room types

-  City view
-  Landmark view
-  Bridal suite
-  Non-smoking rooms
-  Suites
-  Family rooms
-  Smoking rooms available

Good to know

HOTEL CLASS 



HOTEL STYLE

City View
Luxury

LANGUAGES SPOKEN

English, French, Russian, Spanish and 3 more

JOHN CHEVEDDEN

February 11, 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
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

It is believed that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) applied to the 2022 Company annual meeting. The Staff Guidance encouraged remote presentation of 2022 rule 14a-8 proposals.

I believe the Company refused the proponent request for remote presentation on an unsound basis.

The attached LIN refusal to comply with the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) was vaguely based on an unattributed sentence that said "the travel, meeting and other restrictions are no longer being imposed." There was no company claim at the time of denial of remote communication that such an unattributed claim was convincing evidence that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) no longer applied.

The company denial added gratuitously that it wanted to be fair and it would seem to be unfair for a person living 6000 miles from the meeting to be able to attend remotely when a person who lived 10 miles from the meeting had to attend the meeting in person.

The fact that Linde actually reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support may be a sign that the Company was uneasy about its claim that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) no longer applied on the day of the 2022 LIN annual meeting.

Sincerely,


John Chevedden

cc: Tony Pepper

Tony Pepper

From: Tony Pepper
Sent: Thursday, July 14, 2022 12:47 PM
To: John Chevedden
Subject: RE: Linde Annual Meeting Attendance

Mr. Chevedden:

We have considered your request to present your proposal by telephone or other electronic means at the Linde plc Annual General Meeting of Shareholders on July 25, 2022, being held in London (the "AGM"). However, we cannot accommodate your request.

As you are aware, the AGM is being held in person in London, with remote electronic access for in person attendance in Dublin, Ireland, as required by Irish law, as Linde plc is incorporated in Ireland. As such, the only means for shareholders to participate in the meeting (vote in person, ask questions, make comments...) is to attend in person either in London or in Dublin. There is no electronic/virtual means to attend and participate. As you may recall, the 2020 and 2021 AGMs included virtual participation online given the health concerns and government restrictions imposed in light of the Covid-19 pandemic. Full in person meetings were not possible. However, the travel, meeting and other restrictions are no longer being imposed, and therefore Linde decided to resume with its traditional in person meetings. As such, we do not believe that it is appropriate, or advisable under Irish law, to permit some shareholders to participate electronically while requiring all others to attend in person to participate. This would be unfair.

If you are not able to attend in London or Dublin to present your proposal, please provide me with the name of your appointed representative so that we can ensure that he/she is allowed access to the AGM.

Thank you.

Tony Pepper
Assistant General Counsel & Chief Governance Officer
Linde plc
10 Riverview Drive
Danbury, CT 06810
(203) 837-2264 (office phone)
(203) 417-2633 (cell phone)
(203) 837-2515 (office fax)
tony.pepper@linde.com (email)

From: John Chevedden [REDACTED]
Sent: Monday, July 11, 2022 1:46 PM
To: Tony Pepper <Tony.Pepper@linde.com>
Subject: (LIN) w28

ALERT: This is an email from an external organization. Use caution, especially with links and attachments.

[More](#)

Mr. Pepper,
Can a dial-in number be provided for the annual meeting in line with the Staff Guidance.

April 15, 2024

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

6 Rule 14a-8 Proposal
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

LIN complains without justification about the proponent not providing details 18 months ago on the presenter not attending the 2022 annual meeting due to Covid when LIN created uncertainty on whether it would ever seek a no action based on the 2022 annual meeting. Plus LIN created greater uncertainty when it published the voting outcome for the 2022 rule 14a-8 proposal. Plus LIN did not include the issue of the 2022 annual meeting in its 2023 no action request. Companies often include from 2 to 5 potential exclusion grounds in their no action requests.

LIN never disclosed why it published the 2022 rule 14a-8 proposal voting result that created doubt on whether LIN would have a good basis to not publish the 2022 rule 14a-8 proposal voting results and potentially argue non presentation at a future date.

After Linde received the proponent's February 11, 2024 letter that cited the flimsy grounds that Linde used to deny the 2022 remote rule 14a-8 proposal presentation in spite of Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022), Linde then submitted a 9-page February 21, 2024 letter that gave an unsupported belief on whether Linde owed the proponent an opportunity for a remote rule 14a-8 proposal presentation in 2022.

The April 11, 2024 version of the LIN February 21, 2024 letter merely claims that under Irish law "remote electronic access for in person attendance in Ireland" is required. This is followed with a mere belief, without any specific source at this late date, that LIN could purportedly not "permit some shareholders to participate electronically while requiring all others to attend in person to participate."

LIN has not disclosed whether it permitted directors or employees to remotely attend the 2022 annual meeting.

The purported precedents of *Comcast* (April 6, 2022) and *The Kraft Heinz Company* (February 5, 2021) had nothing to do with Covid other than referring to an occurrence during

the Covid pandemic. The purported precedent of *Anally Capital Management* (March 2, 2021) had nothing to do with a rule 14a-8 proposal presenter being ill with Covid or the failure of a company to provide remote access for rule 14a-8 proposal presentation during the Covid pandemic.

The attached email message from Ms. Constance Ricketts, Attorney with Tulipshare, supports that Ms. Jenna Armitage could not attend the 2022 annual meeting due to her Covid illness. I did not know in advance of the annual meeting that Ms. Armitage had Covid and thus would not be able to attend the annual meeting.

Sincerely,



John Chevedden

cc: Tony Pepper

Begin forwarded message:

From: Constance Ricketts <constance@tulipshare.com>

Subject: Re: Linde plc (LIN)

Date: April 15, 2024 at 9:56:23 AM PDT

To: John Chevedden [REDACTED] PII

Hi, John,

Very nice to hear from you, and thank you for the good work you're continuing to do with Linde and all of the other companies with which you engage. I'm always impressed by not only the quantity but also the quality of the proposals I've seen from you each year.

It is my recollection that Ms. Armitage confirmed that she would attend the meeting on your behalf, and she only informed me after the fact that she was unable to attend the Linde meeting due to COVID-19. I believe I reached out to her to ask how the meeting went the day after it was held, to which she informed me she did not attend the meeting due to illness. I then requested that she get in touch with you, but I also made sure to send you an email on that day to let you know she relayed to me she had contracted covid.

Kind regards,

Constance

Constance Ricketts

Attorney | Director of Stewardship & Engagement

Tulipshare

constance@tulipshare.com



Making our world more productive



Anthony M. Pepper
Assistant General Counsel,
Secretary & Chief Governance Officer

Linde Inc
Law Department
10 Riverview Drive
Danbury, CT 06810
203.837.2264 Direct Dial
203.837.2515 Fax Number
Tony.pepper@linde.com

April 16, 2024

Via Electronic Submission

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

Re: Linde plc – Second Reply to No-Action Request Responses from John Chevedden

Ladies and Gentlemen:

On January 23, 2024, Linde plc, an Irish public limited company (the “Company”), submitted a letter (our “2024 No-Action Request”) notifying the Staff of the Division of Corporation Finance (the “Staff”) of its intention to omit from the proxy statement and form of proxy for the Company’s 2024 Annual General Meeting of Shareholders (together, the “2024 Proxy Materials”) a shareholder proposal (including its supporting statement, collectively, the “Proposal”) received from John Chevedden (the “Proponent”). On February 21, 2024, the Company also filed supplemental correspondence that replied to supplemental correspondence that Mr. Chevedden had filed. At the request of the Staff, on April 11, 2024, the Company filed a revised supplemental correspondence to replace the February 21, 2014 supplemental correspondence.

This second supplemental correspondence of the Company briefly replies to the attached correspondence filed by the Proponent on April 15, 2024. The Proponent’s attached correspondence is marked in red items 1-4 to correspond to the Company’s second responses below.

Securities and Exchange Commission
April 16, 2024

1. The Proponent states that the Company did not include a Rule 14a8(h)(3) basis to exclude the Proponent's 2023 proposal from the Company's 2023 proxy statement. This is not true. The Company's 2023 No-Action request did include an alternate basis for exclusion based on Rule 14a8(h)(3) based upon the Proponent's or his appointed representative's failure to attend the Company's 2022 Annual Meeting to present his 2022 proposal. See pages 4-5 of the Company's February 21, 2023, No-Action request.
2. Proponent's assertion also is not true. The Company filed a Form 8-K (Item 5.07) with the SEC on July 29, 2022, disclosing the voting results of the 2022 Annual Meeting held on July 25, 2022, as required by Form 8-K rules. Those results included Proponent's 2022 shareholder proposal (voting Item 6) which the Company's Chairman voluntarily submitted to a vote at the 2022 Annual Meeting even though neither the Proponent nor his appointed representative was present at the 2022 Annual Meeting to present the proposal. As noted in Exhibit B to our 2024 No-Action Request and in our filed April 11 2024 supplemental correspondence, on August 10, 2022, the undersigned notified the Proponent by email that neither he nor his representative attended the 2022 Annual Meeting, but nonetheless, the Company's Chairman had voluntarily submitted the proposal to a shareholder vote; however, the Company did not thereby waive any of its rights under Rule 14a-8 to exclude future shareholder proposals on the basis of Proponent's failure to attend the 2022 Annual Meeting.
3. The Company's annual meetings are held in accordance with Irish corporate law. The Company's 2022 definitive proxy statement filed with the SEC on May 2, 2022, very clearly discloses in many areas that the 2022 Annual Meeting would be held in person in London with a second in-person location in Dublin that would be connected electronically to the meeting in London, as required by Irish law. See the following disclosures in the 2022 proxy statement: "Chairman's letter-2022 AGM", "Notice of meeting and Highlights" (pages 1-4), "Information About the Annual Meeting and Voting" (pages 90-94). In contrast, the Company's 2020-2021 annual meetings were held electronically due to Covid-related restrictions which were no longer in effect for the 2022 Annual Meeting. No electronic participation by shareholders was permitted for the 2022 Annual Meeting and the Company's Irish legal counsel advised that the Company should not selectively permit some shareholders, including the Proponent, to attend the 2022 Annual Meeting electronically while requiring in person participation by all other shareholders.
4. Ms. Constance Ricketts is the Head of Shareholder Activism at Tulipshare in London (see <https://tulipshare.com/about-us>). Jenna Armitage, the Proponent's appointed representative to attend the 2022 Annual Meeting, was employed at Tulipshare. The email from Ms. Ricketts to the Proponent (attached) dated April 15, 2024, states that Ms. Ricketts sent an email to the Proponent the day after the 2022 Annual Meeting that was held on July 25, 2022 to inform the Proponent that Ms. Armitage had contracted Covid, presumably to advise the Proponent that Ms. Armitage did not attend the 2022 Annual Meeting due to her Covid illness. However, in the Proponent's first supplemental response dated January 24, 2024, he provided the attached email exchange between himself, and Ms. Armitage dated August 4, 2022 (10 days after the 2022 Annual Meeting) in which he thanked her for attending the 2022 Annual Meeting but

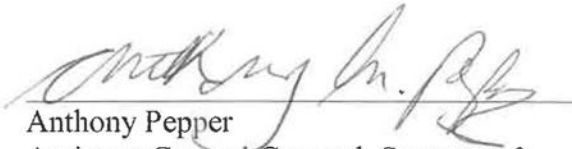
Securities and Exchange Commission
April 16, 2024

hoped that she had recovered from her Covid illness. This is inconsistent with Ms. Ricketts' April 15, 2024 email that states that she notified the Proponent the day after the 2022 Annual Meeting that Ms. Armitage had contracted Covid. It is not at all clear why the Proponent would thank Ms. Armitage for attending the 2022 Annual Meeting and presenting the proposal if he knew that she was ill with Covid and could not attend the 2022 Meeting. We are not sure what or who to believe, but clearly the Proponent failed to properly manage his appointed representative's presence at the 2022 Annual Meeting.

For the reasons discussed above, in our 2024 No-Action Request and our revised April 11, supplemental correspondence, the Company does not believe that the Proponent sufficiently established "good cause" for his and his representative's collective absence from the 2022 Annual Meeting. Therefore, we respectfully request that the Staff not recommend enforcement action if the Company excludes the Proposal from its 2024 Proxy Materials pursuant to Rule 14a-8(h)(3).

Should you have any questions or if you would like any additional information regarding the foregoing, please do not hesitate to contact me. Thank you for your attention to this matter.

Very truly yours,


Anthony Pepper
Assistant General Counsel, Secretary &
Chief Governance Officer
Attachments

April 15, 2024

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

6 Rule 14a-8 Proposal
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action.

① LIN complains without justification about the proponent not providing details 18 months ago on the presenter not attending the 2022 annual meeting due to Covid when LIN created uncertainty on whether it would ever seek a no action based on the 2022 annual meeting. Plus LIN created greater uncertainty when it published the voting outcome for the 2022 rule 14a-8 proposal. Plus LIN did not include the issue of the 2022 annual meeting in its 2023 no action request. Companies often include from 2 to 5 potential exclusion grounds in their no action requests.

② LIN never disclosed why it published the 2022 rule 14a-8 proposal voting result that created doubt on whether LIN would have a good basis to not publish the 2022 rule 14a-8 proposal voting results and potentially argue non presentation at a future date.

③ After Linde received the proponent's February 11, 2024 letter that cited the flimsy grounds that Linde used to deny the 2022 remote rule 14a-8 proposal presentation in spite of Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022), Linde then submitted a 9-page February 21, 2024 letter that gave an unsupported belief on whether Linde owed the proponent an opportunity for a remote rule 14a-8 proposal presentation in 2022.

③ The April 11, 2024 version of the LIN February 21, 2024 letter merely claims that under Irish law "remote electronic access for in person attendance in Ireland" is required. This is followed with a mere belief, without any specific source at this late date, that LIN could purportedly not "permit some shareholders to participate electronically while requiring all others to attend in person to participate."

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the Covid pandemic. The purported precedent of *Anally Capital Management* (March 2, 2021) had nothing to do with a rule 14a-8 proposal presenter being ill with Covid or the failure of a company to provide remote access for rule 14a-8 proposal presentation during the Covid pandemic.

4 The attached email message from Ms. Constance Ricketts, Attorney with Tulipshare, supports that Ms. Jenna Armitage could not attend the 2022 annual meeting due to her Covid illness. I did not know in advance of the annual meeting that Ms. Armitage had Covid and thus would not be able to attend the annual meeting.

Sincerely,


John Chevedden

cc: Tony Pepper

Begin forwarded message:

From: Constance Ricketts <constance@tulipshare.com>

Subject: Re: Linde plc (LIN)

Date: April 15, 2024 at 9:56:23 AM PDT

To: John Chevedden [REDACTED] PII

Hi, John,

4
Very nice to hear from you, and thank you for the good work you're continuing to do with Linde and all of the other companies with which you engage. I'm always impressed by not only the quantity but also the quality of the proposals I've seen from you each year.

It is my recollection that Ms. Armitage confirmed that she would attend the meeting on your behalf, and she only informed me after the fact that she was unable to attend the Linde meeting due to COVID-19. I believe I reached out to her to ask how the meeting went the day after it was held, to which she informed me she did not attend the meeting due to illness. I then requested that she get in touch with you, but I also made sure to send you an email on that day to let you know she relayed to me she had contracted covid.

Kind regards,

Constance

Constance Ricketts

Attorney | Director of Stewardship & Engagement

Tulipshare

constance@tulipshare.com



Begin forwarded message:

From: Jenna Armitage <[REDACTED].com>
Subject: Re: (LIN)
Date: August 4, 2022 at 5:08:14 AM PDT
To: John Chevedden [REDACTED] PII
Cc: Constance Ricketts <[REDACTED].com>

Hi John,

I am so sorry I wasn't able to present it in person. Have fully recovered now and am so happy to hear the proposal passed.

We look forward to getting to work with you more in the future.

Jenna

On Thu, 4 Aug 2022 at 00:44, John Chevedden [REDACTED] PII wrote:

Jenna,

Thank you for presenting the proposal at LEN.

The final vote was 52% so LEN must have known for sure that it would be approved at the time of the meeting.

I hope you have made a full recovery from Covid.

John Chevedden

--

Jenna Armitage | CMO

[REDACTED].com

[REDACTED].com

UK:+44 [REDACTED]

April 21, 2024

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

8 Rule 14a-8 Proposal
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action request.

1. The fact that the Staff did not decide the 2022 LIN no action request in regard to the 2022 annual meeting presentation issue is not exactly an endorsement of the 2024 LIN no action request.
2. LIN still has not disclosed why it reported the voting results for the 2022 rule 14a-8 proposal. My February 11, 2024 reply raised the issue of why LIN reported the voting results of the 2022 proposal and suggested that LIN did so because it did not have a sound basis for challenging the 2022 proposal presentation issue.

My February 11, 2024 letter on this matter stated:

“The fact that Linde actually reported on EDGAR that my 2022 rule 14a-8 proposal received 52%-support may be a sign that the Company was uneasy about its claim that the Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) no longer applied on the day of the 2022 LIN annual meeting.”

3. There is absolutely no attribution for the April 16, 2024 LIN letter claim that:
“... the Company’s 2020-2021 annual meetings were held electronically due to Covid-related restrictions which were no longer in effect for the 2022 Annual Meeting.” Who made the determination that Covid-related restrictions were no longer in effect and what was the basis for the determination?

How was it decided that the 2020 Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022) purportedly no longer applied? This point was brought up in my February 11, 2024 letter. The 2022 update of the 2020 Staff Guidance was after the 2021 annual meeting season had concluded.

LIN refers to advice from Irish legal counsel but there is absolutely no evidence of such advice.

4. Ms. Constance Ricketts' July 26, 2022 email merely said that Ms. Armitage had contracted Covid and did not specifically say that contracting Covid had an impact on her attending the 2022 LIN annual meeting. The fact that LIN had reported the voting results for the rule 14a-8 proposal by August 4, 2022 seemed to indicate that Ms. Armitage had presented the proposal.

Sincerely,



John Chevedden

cc: Tony Pepper

JOHN CHEVEDDEN

April 21, 2024

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

9 Rule 14a-8 Proposal
Linde plc (LIN)
Report on Corporate Climate Lobbying
John Chevedden
499436

Ladies and Gentlemen:

This is an additional counterpoint to the January 23, 2024 no-action request.

The purported advice of Irish legal counsel seems to be very limited. The purported advice seems to assume that LIN will have an in-person meeting and purportedly claims that the advice was that with an in-person meeting there needs to be some sort of consistent attendance policy.

LIN did not disclose whether it sought the advice of Irish legal counsel regarding the *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022)*.

LIN did not disclose whether it showed Irish legal counsel the *Staff Guidance for Conducting Shareholder Meetings in Light of COVID-19 Concerns (Last updated 1/19/2022)*.

Sincerely,


John Chevedden

cc: Tony Pepper