

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (Date of earliest event reported): June 5, 2025

**Linde plc**

(Exact name of registrant as specified in its charter)

Ireland  
(State or other jurisdiction  
of incorporation)

001-38730  
(Commission  
File Number)

98-1448883  
(I.R.S. Employer  
Identification No.)

10 Riverview Dr.  
Danbury, Connecticut  
United States 06810

Forge  
43 Church Street West  
Woking, Surrey GU21 6HT  
United Kingdom

(Address of principal executive offices) (Zip Code)

+44 1483 242200  
(Registrant's telephone numbers, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Ordinary shares (€0.001 nominal value per share)	LIN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

**Item 8.01. Other Events.**

On May 21, 2025, Linde plc (the “Company”) issued €225 million aggregate principal amount of 0.6150% Notes due 2029 (the “2029 Notes”), and issued €275 million aggregate principal amount of 1.0629% Notes due 2033 (the “2033 Notes”). The 2029 Notes and the 2033 Notes were issued pursuant to a Subscription Agreement, dated June 3, 2025, by and among the Company, as issuer, and the financial institutions named as bookrunners and other managers therein (the “Managers”). The terms of the 2029 Notes and the 2033 Notes are set out in the Final Terms filed as Exhibit 4.1 which is incorporated herein by reference.

The net proceeds of the offering were approximately €498.6 million, after giving effect to the fees to the Managers but before other fees and expenses of the offering. Net proceeds of the offering will be used for general corporate purposes.

The 2029 Notes and the 2033 Notes have been admitted to the official list of the SIX Swiss Exchange and for trading on the Swiss Franc foreign market operated by the SIX Swiss Exchange.

The 2029 Notes and the 2033 Notes were issued under the Swiss Prospectus incorporating the base prospectus dated May 8, 2025 of the European debt issuance programme (the “Program”) established on May 11, 2020 by the Company, as subsequently updated on May 8, 2025. Under the Program, the Company may issue unsecured notes (“Notes”) with such terms, including currency, interest rate and maturity, as agreed by the Company and the purchasers of such Notes at the time of sale and as set out in the final terms (“Final Terms”) for the relevant issue of Notes. The current Program will be valid for a period of one year from May 8, 2025 after which it will require updating prior to any further issuance of Notes. Upon occurrence of any material event concerning the Company, such as the publication of new financial information, the Program must be supplemented prior to any further issuance of Notes. The aggregate principal amount of Notes authorized under the Program to be outstanding from time to time is €20 billion (or the equivalent in other currencies).

Notes issued by the Company under the Program will be guaranteed by Linde GmbH, a wholly owned subsidiary of the Company organized under the laws of Germany, and Linde Inc., a wholly owned subsidiary of the Company organized under the laws of Delaware (such guarantees of Linde GmbH and Linde Inc. were filed as Exhibits 4.4 and 4.5, respectively, to Linde plc’s Current Report on Form 8-K dated May 26, 2020, Filing No. 001-38730, and confirmations of such guarantees of Linde GmbH and Linde Inc. are filed as Exhibits 4.6 and 4.7 respectively, in respect of the increased aggregate principal amount of Notes authorized under the Program, and are incorporated herein by reference).

Pursuant to an Amended and Restated Dealer Agreement, dated May 8, 2025, by and among the Company and Citigroup Global Markets Limited, as arranger and dealer, and the other dealers party thereto from time to time (together the “Dealers”), the Company has appointed the Dealers to subscribe and pay for Notes issued under the Program on the terms set out therein. The Company has appointed Citibank, N.A., London Branch, as fiscal agent and paying agent for Notes issued under the Program pursuant to a Fiscal Agency Agreement, dated May 8, 2025. The Company has appointed UBS AG, as Swiss listing and paying agent for the 2029 Notes and the 2033 Notes issued under the Program pursuant to a Swiss Agency Agreement, dated June 3, 2025. The Fiscal Agency Agreement, Swiss Agency Agreement and the Dealer Agreement are filed as Exhibits 4.2, 4.3 and 1.1, respectively, and are incorporated herein by reference.

Notes issued under the Program by the Company will be issued pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”), will not be registered under the Securities Act and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent registration or an applicable exemption from registration requirements under the Securities Act. This Current Report on Form 8-K shall not constitute an offer to sell, or the solicitation of an offer to buy, any securities, including any securities of the Company. The foregoing description is qualified in its entirety by reference to the exhibits filed herewith.

---

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibit. The following exhibit is filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
1.1	<a href="#"><u>Amended and Restated Dealer Agreement, dated May 8, 2025, among Linde plc, as Issuer and Citigroup Global Markets Limited, as Arranger and Dealer and the other Dealers party thereto</u></a>
4.1	<a href="#"><u>Final Terms of 0.6150% Notes due 2029 of Linde plc and 1.0629% Notes due 2033 of Linde plc</u></a>
4.2	<a href="#"><u>Fiscal Agency Agreement, dated May 8, 2025, among Linde plc, as Issuer, and Citibank, N.A., London Branch, as Fiscal Agent and Paying Agent</u></a>
4.3	<a href="#"><u>Swiss Agency Agreement, dated June 3, 2025, among Linde plc, as Issuer, and UBS AG, as Paying Agent</u></a>
4.4	<a href="#"><u>Upstream Guarantee to Linde plc provided by Linde GmbH dated May 11, 2020 (filed as Exhibit 4.4 to Linde plc's Current Report on Form 8-K dated May 26, 2020, Filing No. 001-38730, and is incorporated herein by reference)</u></a>
4.5	<a href="#"><u>Upstream Guarantee to Linde plc provided by Linde Inc. dated May 11, 2020 (filed as Exhibit 4.5 to Linde plc's Current Report on Form 8-K dated May 26, 2020, Filing No. 001-38730, and is incorporated herein by reference)</u></a>
4.6	<a href="#"><u>Confirmation of Upstream Guarantee to Linde plc provided by Linde GmbH, dated June 4, 2025</u></a>
4.7	<a href="#"><u>Confirmation of Upstream Guarantee to Linde plc provided by Linde Inc., dated June 4, 2025</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LINDE PLC**

Date: June 5, 2025

By: /s/ Guillermo Bichara

Name: Guillermo Bichara

Title: Executive Vice President & Chief Legal Officer