## REFRESHING AIR PRODUCTS

# Help Air Products Rise from Laggard to Leader

Dear Fellow Air Products Shareholders,

At its Annual Meeting on January 23, 2025, shareholders can help Air Products & Chemicals, Inc. ("Air Products" or the "Company") rise from *laggard to leader* by voting on the **BLUE** proxy card "FOR" all four of Mantle Ridge's superbly qualified, independent director nominees.

The current Board **refuses to interview these four independent shareholder nominees, as well as proposed CEO candidate Mr. Eduardo Menezes**. But **it is <u>we, the shareholders,</u> who will collectively decide who represents us, <u>not the current Board, led by Chairman Mr. Seifi Ghasemi.</u> We expect that a Board refreshed with the four shareholder nominees we propose will consider <u>all</u> candidates for CEO, including Mr. Menezes.** 

With a properly refreshed Board, and new leadership of Mr. Menezes' caliber, we believe Air Products **would today be worth \$425 per share,** and be well-positioned to drive **double-digit** annual Total Shareholder Return (**"TSR"**) compounding thereafter.<sup>1</sup>

Mr. Ghasemi insists he will defeat all efforts to remove him – "I will be Chairman of this Company so long as I am vertical ... and I mean that." He has made similar remarks about his role as CEO. But the investment community has celebrated the possibility that shareholder nominee Mr. Dennis Reilley and Mr. Eduardo Menezes would end up as Chairman and CEO, respectively.

Margin Expansion Valuation Multiple Upside Optimization of Ongoing Projects

**= \$** 

\$425

per Share Present Value<sup>1</sup>

Well-positioned to drive double-digit annual TSR compounding thereafter

## **REILLEY + MENEZES = "THE DREAM TEAM"**

"...if Seifi Ghasemi were to stand aside, it would be difficult to imagine a stronger pair of candidates to take his place." – JP Morgan, 10/18/2024

"This looks very much like a 'dream team:"
- Redburn, 10/25/2024

"This "**Dream Team**" **could make a difference** . . . given strong track records and experience."

- Wells Fargo, 10/15/2024



To restore Air Products' integrity and prosperity

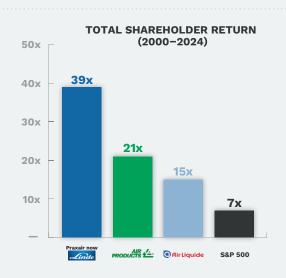
VOTE THE BLUE CARD "FOR" MANTLE RIDGE'S NOMINEES

<sup>&</sup>lt;sup>1</sup> For further information, see pages 6, 23 and 109 of Mantle Ridge's investor presentation entitled "Refreshing Air Products" (December 2024), filed with the Securities and Exchange Commission on December 17, 2024.

The Reilley-Menezes "Dream Team" is uniquely well-positioned to stop the talent exodus from Air Products, and to improve morale, engagement, returns on capital, growth, margins, and TSR. Reilley and Menezes are proven to have the specialized skills, knowledge, experience, and judgment needed to maximize the value of the various challenged projects weighing on the Company, and would do so with solely the shareholders' best interests in mind.

## THE "DREAM TEAM" Executive Chairman Candidate: **CEO Candidate: Eduardo Menezes Dennis Reilley** Legendary industrial gas industry executive **Distinguished leader** in the industrial gases who previously served as Chairman, sector with more than three decades of President and Chief Executive Officer of experience at Praxair and Linde Praxair (now Linde) During his tenure at Praxair, served as the Lead architect of Praxair's best-in-class senior-most operating executive at various **operating model**, which is distinguished by **points** in each global region of the Company its culture of excellence, relentless cost discipline, disciplined capital allocation Following the merger of Linde and Praxair, and project execution, and focus on riskmost recently served as the EVP of EMEA for adjusted returns Linde, a segment with ~\$8 billion of sales and ~18,000 employees, approaching the size of Air Praxair's model is the "gold standard" of Products; **expanded margins by 550bps** over the industry and drives consistently strong just three years shareholder returns Spent last 11 years at Linde and Praxair as a During Mr. Reilley's tenure at Praxair, he direct report to the CEO and Chairman achieved best-in-class total shareholder returns, revenue growth, EBIT growth, EBIT margins, and returns on invested capital Since Mr. Reilley's appointment as CEO, Post-merger, Mr. Menezes applied Praxair (now Linde) has delivered a 39x "the gold standard" operating model

TSR, nearly double that of Air Products, ~2.5x Air Liquide, and ~5.5x the S&P 500. Linde is now the most valuable Basic Materials company in the world.



to expand Linde's EMEA margins by ~550bps in just three years.



Driving the Praxair operating model at Air Products should deliver impressive results. Its three core elements – 1) culture of excellence, 2) relentless cost focus, and 3) disciplined capital allocation and project execution – have driven exceptional results over decades at Praxair/Linde. It can deliver great value for Air Products' shareholders as well.

	Culture of Excellence	Relentless Cost Focus	Disciplined Capital Allocation and Project Execution
LINDE / PRAXAIR OPERATING MODEL	<ul> <li>Highest ethical standards</li> <li>No excuses, high-performance culture</li> <li>Attentive training, mentorship, empowerment</li> <li>Set high bars, with aligned compensation</li> <li>Transparency and accountability throughout organization</li> </ul>	<ul> <li>✓ Seek to be most efficient player in the industry</li> <li>✓ Thousands of small actions across the P&amp;L add up to material impact and compound over time</li> <li>✓ Continuous improvement: consistent annual reductions in asset-level cash operating costs</li> <li>✓ Zero cost creep from non-core activities</li> </ul>	<ul> <li>Exclusively pursue projects that fit within the lowrisk, high-return profile of the core industrial gas business</li> <li>Avoid higher-risk, lower-return speculative projects</li> <li>Highest standards of underwriting and engineering execution</li> <li>Maintain respect for ecosystem partners and customers</li> </ul>
OPPORTUNITY FOR AIR PRODUCTS' SHAREHOLDERS	<ul> <li>Development of deep bench of talent</li> <li>Strong succession planning for the Board and management</li> <li>Rigorous, appropriate benchmarking of performance</li> <li>Transparent shareholder communications on operating performance</li> <li>Enhanced disclosure on ongoing projects</li> </ul>	<ul> <li>✓ 250bps margin opportunity (\$1+ EPS) from reduction of excess costs tied to non-core project scope</li> <li>✓ 100-300bps margin opportunity (\$0.50-\$1.50 EPS) from core business operating efficiency</li> <li>✓ Increase in ROIC and Free Cash Flow driven by increased earnings power and improved capital allocation discipline</li> </ul>	<ul> <li>✓ Eliminate valuation multiple discount to best-in-class Linde, driven by improved capital allocation discipline and project execution</li> <li>✓ Optimize and derisk ongoing speculative projects to maximize value</li> <li>✓ Deploy capital exclusively in core-like projects, including in clean energy</li> <li>✓ Restore relationships with customers and ecosystem partners</li> <li>✓ Increase capital returns to shareholders through dividends and share repurchases</li> </ul>

If the Board is properly refreshed with the four independent shareholder nominees, and if the Company is led by an executive such as Mr. Menezes, we believe that the following three levers will drive value creation at the Company:

- ✓ Margin expansion: improved operational efficiency and reduction of excess non-core costs
- ✓ Valuation: eliminate valuation multiple discount to best-in-class peer Linde
- ✓ Optimize ongoing projects: maximize value, enhance transparency, and attain best-in-class record of execution



Well-positioned to drive double-digit annual TSR compounding thereafter

Together, by voting for the four strong, independent shareholder nominees, and withholding against the designated ongoing directors most responsible for the Company's current plight, we can realize this vision for Air Products.



## **Vote the BLUE Proxy Card**

"FOR" Mantle Ridge's Four Superbly Qualified Director Nominees – Andrew Evans, Paul Hilal, Tracy McKibben and Dennis Reilley – and "WITHHOLD" on the Company Nominees Charles Cogut, Lisa A. Davis, Seifollah "Seifi" Ghasemi and Edward L. Monser.

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

The information herein contains "forward-looking statements." Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as "may," "will," "expects," "believes," "anticipates," "plans," "estimates," "projects," "potential," "targets," "forecasts," "seeks," "could," "should" or the negative of such terms or other variations on such terms or comparable terminology. Similarly, statements that describe our objectives, plans or goals are forward-looking. Forward-looking statements are subject to various risks and uncertainties and assumptions. There can be no assurance that any idea or assumption herein is, or will be proven, correct. If one or more of the risks or uncertainties materialize, or if any of the underlying assumptions of Mantle Ridge LP and its affiliates (collectively, "Mantle Ridge") or any of the other participants in the proxy solicitation described herein prove to be incorrect, the actual results may vary materially from outcomes indicated by these statements. Accordingly, forward-looking statements should not be regarded as a representation by Mantle Ridge that the future plans, estimates or expectations contemplated will ever be achieved.

Certain statements and information included herein may have been sourced from third parties. Mantle Ridge does not make any representations regarding the accuracy, completeness or timeliness of such third party statements or information. Except as may be expressly set forth herein, permission to cite such statements or information has neither been sought nor obtained from such third parties, nor has Mantle Ridge paid for any such statements or information. Any such statements or information should not be viewed as an indication of support from such third parties for the views expressed herein.

Mantle Ridge disclaims any obligation to update the information herein or to disclose the results of any revisions that may be made to any projected results or forward-looking statements herein to reflect events or circumstances after the date of such information, projected results or statements or to reflect the occurrence of anticipated or unanticipated events.

## CERTAIN INFORMATION CONCERNING THE PARTICIPANTS

Mantle Ridge LP and the other Participants (as defined below) have filed a definitive proxy statement (the "Definitive Proxy Statement") and accompanying BLUE universal proxy card or voting instruction form with the SEC to be used to solicit proxies for, among other matters, the election of its slate of director nominees at the 2025 annual meeting of stockholders of the Company (the "2025 Annual Meeting"). Shortly after filing the Definitive Proxy Statement with the SEC, Mantle Ridge LP furnished the Definitive Proxy Statement and accompanying BLUE universal proxy card or voting instruction form to some or all of the stockholders entitled to vote at the 2025 Annual Meeting.

The participants in the proxy solicitation are Mantle Ridge LP, Eagle Fund A1 Ltd, Eagle Advisor LLC, Paul Hilal (all of the foregoing persons, collectively, the "Mantle Ridge Parties"), Andrew Evans, Tracy McKibben and Dennis Reilley (such individuals, collectively with the Mantle Ridge Parties, the "Participants").

## IMPORTANT INFORMATION AND WHERE TO FIND IT

MANTLE RIDGE LP STRONGLY ADVISES ALL STOCKHOLDERS OF THE COMPANY TO READ ITS DEFINITIVE PROXY STATEMENT, ANY AMENDMENTS OR SUPPLEMENTS TO SUCH PROXY STATEMENT AND OTHER PROXY MATERIALS FILED BY MANTLE RIDGE LP WITH THE SEC AS THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. SUCH PROXY MATERIALS WILL BE AVAILABLE AT NO CHARGE ON THE SEC'S WEBSITE AT WWW.SEC.GOV. THE DEFINITIVE PROXY STATEMENT AND OTHER RELEVANT DOCUMENTS ARE ALSO AVAILABLE ON THE SEC'S WEBSITE, FREE OF CHARGE, OR BY DIRECTING A REQUEST TO THE PARTICIPANTS' PROXY SOLICITOR, D.F. KING & CO., INC., 48 WALL STREET, 22ND FLOOR, NEW YORK, NEW YORK 10005. STOCKHOLDERS CAN CALL TOLL-FREE: (888) 628-8208.

Information about the Participants and a description of their direct or indirect interests by security holdings or otherwise can be found in the Definitive Proxy Statement.