

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended 31 March 2019

OR

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

For the transition period from _____ to _____

Commission file number 001-04534

AIR PRODUCTS AND CHEMICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

23-1274455

(State or Other Jurisdiction of Incorporation or Organization)

(I.R.S. Employer Identification No.)

7201 Hamilton Boulevard, Allentown, Pennsylvania

18195-1501

(Address of Principal Executive Offices)

(Zip Code)

610-481-4911

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company 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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding at 31 March 2019

Common Stock, \$1 par value

220,132,561

**AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
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FORWARD-LOOKING STATEMENTS

This quarterly report contains “forward-looking statements” within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include all statements that do not relate solely to historical or current facts and can generally be identified by words such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “outlook,” “plan,” “positioned,” “possible,” “potential,” “project,” “should,” “target,” “will,” “would,” and similar expressions or variations thereof, or the negative thereof, but these terms are not the exclusive means of identifying such statements. Forward-looking statements are based on management’s expectations and assumptions as of the date of this report and are not guarantees of future performance. You are cautioned not to place undue reliance on our forward-looking statements.

Forward-looking statements may relate to a number of matters, including expectations regarding revenue, margins, expenses, earnings, tax provisions, cash flows, pension obligations, share repurchases or other statements regarding economic conditions or our business outlook; statements regarding plans, projects, strategies and objectives for our future operations, including our ability to win new projects and execute the projects in our backlog; and statements regarding our expectations with respect to pending legal claims or disputes. While forward-looking statements are made in good faith and based on assumptions, expectations and projections that management believes are reasonable based on currently available information, actual performance and financial results may differ materially from projections and estimates expressed in the forward-looking statements because of many factors, including, without limitation:

- changes in global or regional economic conditions, supply and demand dynamics in the market segments we serve, or in the financial markets;
- risks associated with having extensive international operations, including political risks, risks associated with unanticipated government actions and risks of investing in developing markets;
- project delays, contract terminations, customer cancellations, or postponement of projects and sales;
- the future financial and operating performance of major customers and joint venture partners;
- our ability to develop, implement, and operate new technologies, or to execute the projects in our backlog;

- tariffs, economic sanctions and regulatory activities in jurisdictions in which we and our affiliates and joint ventures operate;
- the impact of environmental, tax or other legislation, as well as regulations affecting our business and related compliance requirements, including regulations related to global climate change;
- changes in tax rates and other changes in tax law;
- the timing, impact, and other uncertainties relating to acquisitions and divestitures, including our ability to integrate acquisitions and separate divested businesses, respectively;
- risks relating to cybersecurity incidents, including risks from the interruption, failure or compromise of our information systems;
- catastrophic events, such as natural disasters, acts of war, or terrorism;
- the impact of price fluctuations in natural gas and disruptions in markets and the economy due to oil price volatility;
- costs and outcomes of legal or regulatory proceedings and investigations;
- asset impairments due to economic conditions or specific events;
- significant fluctuations in interest rates and foreign currency exchange rates from those currently anticipated;
- damage to facilities, pipelines or delivery systems, including those we own or operate for third parties;
- availability and cost of raw materials; and
- the success of productivity and operational improvement programs

In addition to the foregoing factors, forward-looking statements contained herein are qualified with respect to the risks disclosed elsewhere in this document, including in Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations and Item 3, Quantitative and Qualitative Disclosures About Market Risk, as well as with respect to the risks described in Item 1A, Risk Factors, to our Annual Report on Form 10-K for the year ended 30 September 2018. Any of these factors, as well as those not currently anticipated by management, could cause our results of operations, financial condition or liquidity to differ materially from what is expressed or implied by any forward-looking statement. Except as required by law, we disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect any change in assumptions, beliefs, or expectations or any change in events, conditions, or circumstances upon which any such forward-looking statements are based.

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements**

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED INCOME STATEMENTS
(Unaudited)

| (Millions of dollars, except for share and per share data) | Three Months Ended | | Six Months Ended | |
|---|--------------------|-----------|------------------|-----------|
| | 31 March | | 31 March | |
| | 2019 | 2018 | 2019 | 2018 |
| Sales | \$2,187.7 | \$2,155.7 | \$4,411.7 | \$4,372.3 |
| Cost of sales | 1,474.7 | 1,506.5 | 3,018.7 | 3,078.3 |
| Facility closure | — | — | 29.0 | — |
| Selling and administrative | 190.0 | 194.6 | 379.6 | 386.2 |
| Research and development | 16.9 | 14.5 | 31.9 | 29.1 |
| Other income (expense), net | 10.4 | 15.3 | 19.0 | 37.4 |
| Operating Income | 516.5 | 455.4 | 971.5 | 916.1 |
| Equity affiliates' income | 46.2 | 43.7 | 99.1 | 57.5 |
| Interest expense | 35.4 | 30.4 | 72.7 | 60.2 |
| Other non-operating income (expense), net | 13.7 | 11.1 | 32.2 | 20.9 |
| Income From Continuing Operations Before Taxes | 541.0 | 479.8 | 1,030.1 | 934.3 |
| Income tax provision | 107.5 | 56.2 | 239.6 | 348.0 |
| Income From Continuing Operations | 433.5 | 423.6 | 790.5 | 586.3 |
| Loss From Discontinued Operations, net of tax | — | — | — | (1.0) |
| Net Income | 433.5 | 423.6 | 790.5 | 585.3 |
| Net Income Attributable to Noncontrolling Interests of Continuing Operations | 12.2 | 7.2 | 21.7 | 14.3 |
| Net Income Attributable to Air Products | \$421.3 | \$416.4 | \$768.8 | \$571.0 |
| Net Income Attributable to Air Products | | | | |
| Income from continuing operations | \$421.3 | \$416.4 | \$768.8 | \$572.0 |
| Loss from discontinued operations | — | — | — | (1.0) |
| Net Income Attributable to Air Products | \$421.3 | \$416.4 | \$768.8 | \$571.0 |
| Basic Earnings Per Common Share Attributable to Air Products | | | | |
| Income from continuing operations | \$1.91 | \$1.90 | \$3.49 | \$2.61 |
| Loss from discontinued operations | — | — | — | — |
| Net Income Attributable to Air Products | \$1.91 | \$1.90 | \$3.49 | \$2.61 |
| Diluted Earnings Per Common Share Attributable to Air Products | | | | |
| Income from continuing operations | \$1.90 | \$1.89 | \$3.48 | \$2.59 |
| Loss from discontinued operations | — | — | — | — |
| Net Income Attributable to Air Products | \$1.90 | \$1.89 | \$3.48 | \$2.59 |
| Weighted Average Common Shares – Basic (in millions) | 220.2 | 219.4 | 220.0 | 219.2 |
| Weighted Average Common Shares – Diluted (in millions) | 221.4 | 220.8 | 221.2 | 220.7 |

The accompanying notes are an integral part of these statements.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED COMPREHENSIVE INCOME STATEMENTS
(Unaudited)

| (Millions of dollars) | Three Months Ended 31 March | |
|--|--------------------------------|---------|
| | 2019 | 2018 |
| Net Income | \$433.5 | \$423.6 |
| Other Comprehensive Income, net of tax: | | |
| Translation adjustments, net of tax of \$8.0 and (\$13.2) | 51.3 | 125.6 |
| Net gain (loss) on derivatives, net of tax of (\$8.7) and \$4.0 | (35.4) | 17.8 |
| Reclassification adjustments: | | |
| Derivatives, net of tax of \$11.5 and (\$3.3) | 36.9 | (7.5) |
| Pension and postretirement benefits, net of tax of \$6.0 and \$7.9 | 18.7 | 26.6 |
| Total Other Comprehensive Income | 71.5 | 162.5 |
| Comprehensive Income | 505.0 | 586.1 |
| Net Income Attributable to Noncontrolling Interests | 12.2 | 7.2 |
| Other Comprehensive Income Attributable to Noncontrolling Interests | 5.1 | 2.2 |
| Comprehensive Income Attributable to Air Products | \$487.7 | \$576.7 |

| (Millions of dollars) | Six Months Ended 31 March | |
|--|------------------------------|---------|
| | 2019 | 2018 |
| Net Income | \$790.5 | \$585.3 |
| Other Comprehensive Income, net of tax: | | |
| Translation adjustments, net of tax of \$12.9 and (\$19.8) | (16.8) | 262.0 |
| Net gain (loss) on derivatives, net of tax of (\$9.4) and (\$1.3) | (45.7) | 8.3 |
| Pension and postretirement benefits, net of tax of (\$0.8) and \$- | (3.9) | — |
| Reclassification adjustments: | | |
| Currency translation adjustment | — | 3.1 |
| Derivatives, net of tax of \$10.7 and (\$1.6) | 33.8 | (6.7) |
| Pension and postretirement benefits, net of tax of \$11.0 and \$18.9 | 33.9 | 49.5 |
| Total Other Comprehensive Income | 1.3 | 316.2 |
| Comprehensive Income | 791.8 | 901.5 |
| Net Income Attributable to Noncontrolling Interests | 21.7 | 14.3 |
| Other Comprehensive Income Attributable to Noncontrolling Interests | 4.2 | 4.1 |
| Comprehensive Income Attributable to Air Products | \$765.9 | \$883.1 |

The accompanying notes are an integral part of these statements.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(Unaudited)

| (Millions of dollars, except for share and per share data) | 31 March 2019 | 30 September 2018 |
|---|-------------------|----------------------|
| Assets | | |
| Current Assets | | |
| Cash and cash items | \$2,735.9 | \$2,791.3 |
| Short-term investments | 2.6 | 184.7 |
| Trade receivables, net | 1,258.5 | 1,207.2 |
| Inventories | 408.3 | 396.1 |
| Prepaid expenses | 102.4 | 129.6 |
| Other receivables and current assets | 387.5 | 373.3 |
| Total Current Assets | 4,895.2 | 5,082.2 |
| Investment in net assets of and advances to equity affiliates | 1,279.3 | 1,277.2 |
| Plant and equipment, at cost | 21,986.3 | 21,490.2 |
| Less: accumulated depreciation | 11,792.5 | 11,566.5 |
| Plant and equipment, net | 10,193.8 | 9,923.7 |
| Goodwill, net | 811.9 | 788.9 |
| Intangible assets, net | 418.6 | 438.5 |
| Noncurrent capital lease receivables | 974.7 | 1,013.3 |
| Other noncurrent assets | 671.0 | 654.5 |
| Total Noncurrent Assets | 14,349.3 | 14,096.1 |
| Total Assets | \$19,244.5 | \$19,178.3 |
| Liabilities and Equity | | |
| Current Liabilities | | |
| Payables and accrued liabilities | \$1,513.7 | \$1,817.8 |
| Accrued income taxes | 70.7 | 59.6 |
| Short-term borrowings | 54.1 | 54.3 |
| Current portion of long-term debt | 434.5 | 406.6 |
| Total Current Liabilities | 2,073.0 | 2,338.3 |
| Long-term debt | 2,933.0 | 2,967.4 |
| Long-term debt – related party | 369.2 | 384.3 |
| Other noncurrent liabilities | 1,560.5 | 1,536.9 |
| Deferred income taxes | 805.4 | 775.1 |
| Total Noncurrent Liabilities | 5,668.1 | 5,663.7 |
| Total Liabilities | 7,741.1 | 8,002.0 |
| Commitments and Contingencies - See Note 10 | | |
| Air Products Shareholders' Equity | | |
| Common stock (par value \$1 per share; issued 2019 and 2018 - 249,455,584 shares) | 249.4 | 249.4 |
| Capital in excess of par value | 1,047.7 | 1,029.3 |
| Retained earnings | 13,662.0 | 13,409.9 |
| Accumulated other comprehensive loss | (1,744.8) | (1,741.9) |
| Treasury stock, at cost (2019 - 29,323,023 shares; 2018 - 29,940,339 shares) | (2,048.6) | (2,089.2) |
| Total Air Products Shareholders' Equity | 11,165.7 | 10,857.5 |
| Noncontrolling Interests | 337.7 | 318.8 |
| Total Equity | 11,503.4 | 11,176.3 |
| Total Liabilities and Equity | \$19,244.5 | \$19,178.3 |

The accompanying notes are an integral part of these statements.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| (Millions of dollars) | Six Months Ended | |
|---|------------------|------------------|
| | 31 March | |
| | 2019 | 2018 |
| Operating Activities | | |
| Net income | \$790.5 | \$585.3 |
| Less: Net income attributable to noncontrolling interests of continuing operations | 21.7 | 14.3 |
| Net income attributable to Air Products | 768.8 | 571.0 |
| Loss from discontinued operations | — | 1.0 |
| Income from continuing operations attributable to Air Products | 768.8 | 572.0 |
| Adjustments to reconcile income to cash provided by operating activities: | | |
| Depreciation and amortization | 520.1 | 467.9 |
| Deferred income taxes | 27.5 | (94.4) |
| Tax reform repatriation | 46.2 | 310.3 |
| Facility closure | 29.0 | — |
| Undistributed earnings of unconsolidated affiliates | (27.2) | (1.0) |
| Gain on sale of assets and investments | (2.3) | (2.4) |
| Share-based compensation | 21.2 | 22.5 |
| Noncurrent capital lease receivables | 47.6 | 47.2 |
| Other adjustments | (3.5) | 44.7 |
| Working capital changes that provided (used) cash, excluding effects of acquisitions: | | |
| Trade receivables | (55.4) | (30.2) |
| Inventories | (14.2) | 5.5 |
| Other receivables | 49.6 | 11.0 |
| Payables and accrued liabilities | (125.5) | (260.4) |
| Other working capital | 3.9 | 13.3 |
| Cash Provided by Operating Activities | 1,285.8 | 1,106.0 |
| Investing Activities | | |
| Additions to plant and equipment | (963.5) | (572.5) |
| Acquisitions, less cash acquired | (106.3) | (271.4) |
| Investment in and advances to unconsolidated affiliates | (1.4) | — |
| Proceeds from sale of assets and investments | 3.8 | 34.4 |
| Purchases of investments | (5.3) | (345.7) |
| Proceeds from investments | 187.9 | 612.9 |
| Other investing activities | 2.7 | 1.5 |
| Cash Used for Investing Activities | (882.1) | (540.8) |
| Financing Activities | | |
| Long-term debt proceeds | — | .5 |
| Payments on long-term debt | (2.7) | (409.2) |
| Net decrease in commercial paper and short-term borrowings | (6.6) | (22.4) |
| Dividends paid to shareholders | (483.1) | (415.5) |
| Proceeds from stock option exercises | 45.4 | 52.7 |
| Other financing activities | (12.8) | (21.7) |
| Cash Used for Financing Activities | (459.8) | (815.6) |
| Discontinued Operations | | |
| Cash used for operating activities | — | (3.1) |
| Cash provided by investing activities | — | 18.6 |
| Cash provided by financing activities | — | — |
| Cash Provided by Discontinued Operations | — | 15.5 |
| Effect of Exchange Rate Changes on Cash | .7 | 28.2 |
| Decrease in cash and cash items | (55.4) | (206.7) |
| Cash and Cash items – Beginning of Year | 2,791.3 | 3,273.6 |
| Cash and Cash Items – End of Period | \$2,735.9 | \$3,066.9 |

The accompanying notes are an integral part of these statements.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)

Six Months Ended

31 March 2019

| (Millions of dollars, except for per share data) | Common Stock | Capital in Excess of Par Value | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Air Products Shareholders' Equity | Non-controlling Interests | Total Equity |
|--|--------------|--------------------------------|-------------------|---|----------------|-----------------------------------|---------------------------|--------------|
| Balance at 30 September 2018 | \$249.4 | \$1,029.3 | \$13,409.9 | (\$1,741.9) | (\$2,089.2) | \$10,857.5 | \$318.8 | \$11,176.3 |
| Net income | — | — | 768.8 | — | — | 768.8 | 21.7 | 790.5 |
| Other comprehensive income (loss) | — | — | — | (2.9) | — | (2.9) | 4.2 | 1.3 |
| Dividends on common stock (per share \$2.26) | — | — | (497.5) | — | — | (497.5) | — | (497.5) |
| Dividends to noncontrolling interests | — | — | — | — | — | — | (7.0) | (7.0) |
| Share-based compensation | — | 20.7 | — | — | — | 20.7 | — | 20.7 |
| Issuance of treasury shares for stock option and award plans | — | (.9) | — | — | 40.6 | 39.7 | — | 39.7 |
| Cumulative change in accounting principle | — | — | (17.1) | — | — | (17.1) | — | (17.1) |
| Other equity transactions | — | (1.4) | (2.1) | — | — | (3.5) | — | (3.5) |
| Balance at 31 March 2019 | \$249.4 | \$1,047.7 | \$13,662.0 | (\$1,744.8) | (\$2,048.6) | \$11,165.7 | \$337.7 | \$11,503.4 |

Six Months Ended

31 March 2018

| (Millions of dollars, except for per share data) | Common Stock | Capital in Excess of Par Value | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Air Products Shareholders' Equity | Non-controlling Interests | Total Equity |
|--|--------------|--------------------------------|-------------------|---|----------------|-----------------------------------|---------------------------|--------------|
| Balance at 30 September 2017 | \$249.4 | \$1,001.1 | \$12,846.6 | (\$1,847.4) | (\$2,163.5) | \$10,086.2 | \$99.3 | \$10,185.5 |
| Net income attributable to Air Products | — | — | 571.0 | — | — | 571.0 | 14.3 | 585.3 |
| Other comprehensive income (loss) | — | — | — | 312.1 | — | 312.1 | 4.1 | 316.2 |
| Dividends on common stock (per share \$2.05) | — | — | (449.1) | — | — | (449.1) | — | (449.1) |
| Dividends to noncontrolling interests | — | — | — | — | — | — | (10.6) | (10.6) |
| Share-based compensation | — | 21.8 | — | — | — | 21.8 | — | 21.8 |
| Issuance of treasury shares for stock option and award plans | — | (12.3) | — | — | 52.4 | 40.1 | — | 40.1 |
| Other equity transactions | — | .6 | (1.9) | — | — | (1.3) | 5.3 | 4.0 |
| Balance at 31 March 2018 | \$249.4 | \$1,011.2 | \$12,966.6 | (\$1,535.3) | (\$2,111.1) | \$10,580.8 | \$112.4 | \$10,693.2 |

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
CONSOLIDATED STATEMENTS OF EQUITY (cont.)
(Unaudited)

Three Months Ended

31 March 2019

| (Millions of dollars, except for per share data) | Common Stock | Capital in Excess of Par Value | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Air Products Shareholders' Equity | Non-controlling Interests | Total Equity |
|--|--------------|--------------------------------|-------------------|---|----------------|-----------------------------------|---------------------------|--------------|
| Balance at 31 December 2018 | \$249.4 | \$1,030.4 | \$13,497.9 | (\$1,811.2) | (\$2,083.6) | \$10,882.9 | \$320.5 | \$11,203.4 |
| Net income | — | — | 421.3 | — | — | 421.3 | 12.2 | 433.5 |
| Other comprehensive income (loss) | — | — | — | 66.4 | — | 66.4 | 5.1 | 71.5 |
| Dividends on common stock (per share \$1.16) | — | — | (255.9) | — | — | (255.9) | — | (255.9) |
| Dividends to noncontrolling interests | — | — | — | — | — | — | (.1) | (.1) |
| Share-based compensation | — | 11.8 | — | — | — | 11.8 | — | 11.8 |
| Issuance of treasury shares for stock option and award plans | — | 6.7 | — | — | 35.0 | 41.7 | — | 41.7 |
| Other equity transactions | — | (1.2) | (1.3) | — | — | (2.5) | — | (2.5) |
| Balance at 31 March 2019 | \$249.4 | \$1,047.7 | \$13,662.0 | (\$1,744.8) | (\$2,048.6) | \$11,165.7 | \$337.7 | \$11,503.4 |

Three Months Ended

31 March 2018

| (Millions of dollars, except for per share data) | Common Stock | Capital in Excess of Par Value | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Air Products Shareholders' Equity | Non-controlling Interests | Total Equity |
|--|--------------|--------------------------------|-------------------|---|----------------|-----------------------------------|---------------------------|--------------|
| Balance at 31 December 2017 | \$249.4 | \$998.1 | \$12,792.3 | (\$1,695.6) | (\$2,128.9) | \$10,215.3 | \$105.9 | \$10,321.2 |
| Net income | — | — | 416.4 | — | — | 416.4 | 7.2 | 423.6 |
| Other comprehensive income (loss) | — | — | — | 160.3 | — | 160.3 | 2.2 | 162.5 |
| Dividends on common stock (per share \$1.10) | — | — | (241.1) | — | — | (241.1) | — | (241.1) |
| Dividends to noncontrolling interests | — | — | — | — | — | — | (2.9) | (2.9) |
| Share-based compensation | — | 10.7 | — | — | — | 10.7 | — | 10.7 |
| Issuance of treasury shares for stock option and award plans | — | 2.4 | — | — | 17.8 | 20.2 | — | 20.2 |
| Other equity transactions | — | — | (1.0) | — | — | (1.0) | — | (1.0) |
| Balance at 31 March 2018 | \$249.4 | \$1,011.2 | \$12,966.6 | (\$1,535.3) | (\$2,111.1) | \$10,580.8 | \$112.4 | \$10,693.2 |

The accompanying notes are an integral part of these statements.

AIR PRODUCTS AND CHEMICALS, INC. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(Millions of dollars unless otherwise indicated, except for share and per share data)

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1. BASIS OF PRESENTATION AND MAJOR ACCOUNTING POLICIES

The interim consolidated financial statements of Air Products and Chemicals, Inc. and its subsidiaries (“we,” “our,” “us,” the “Company,” “Air Products,” or “registrant”) included herein have been prepared by us, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. In our opinion, the accompanying statements reflect adjustments necessary to present fairly the financial position, results of operations, and cash flows for those periods indicated and contain adequate disclosure to make the information presented not misleading. Adjustments included herein are of a normal, recurring nature unless otherwise disclosed in the notes. The notes to the interim consolidated financial statements, unless otherwise indicated, are on a continuing operations basis.

To fully understand the basis of presentation, the consolidated financial statements and related notes included herein should be read in conjunction with the consolidated financial statements and notes thereto included in our 2018 Form 10-K. Results of operations for interim periods are not necessarily indicative of the results of operations for a full year.

Refer to our 2018 Form 10-K for a description of major accounting policies. During the first six months of fiscal year 2019, these policies were impacted by the implementation of certain new accounting guidance, including the adoption of Accounting Standards Codification (ASC) Topic 606, Revenue from Contracts with Customers, and all related amendments (“the new revenue standard”). We adopted the new revenue standard as of 1 October 2018 under the modified retrospective approach. Comparative prior year information has not been restated and continues to be reported under the accounting standards in effect for those periods. Our updated revenue recognition policy, which reflects the principles under the new revenue standard, is discussed below.

Other than the adoption of new accounting guidance as discussed in Note 2, New Accounting Guidance, there have been no notable changes to our accounting policies during the first six months of fiscal year 2019.

Certain prior year information has been reclassified to conform to the fiscal year 2019 presentation.

Revenue Recognition

The Company recognizes revenue when or as performance obligations are satisfied, which occurs when control is transferred to the customer.

We determine the transaction price of our contracts based on the amount of consideration to which we expect to be entitled to receive in exchange for the goods or services provided. Our contracts within the scope of revenue guidance do not contain payment terms that include a significant financing component.

Sales returns and allowances are not a business practice in the industry.

Our sale of gas contracts are either accounted for over time during the period in which we deliver or make available the agreed upon quantity of goods or at a point in time when the customer receives and obtains control of the product, which generally occurs upon delivery. We generally recognize revenue from our sale of gas contracts based on the right to invoice practical expedient.

Our sale of equipment contracts are generally comprised of a single performance obligation as the individual promised goods or services contained within the contracts are integrated with or dependent upon other goods or services in the contract for a single output to the customer. Revenue from our sale of equipment contracts is generally recognized over time as we have an enforceable right to payment for performance completed to date and our performance under the contract terms does not create an asset with alternative use. We recognize these contracts using a cost incurred input method by which costs incurred to date relative to total estimated costs at completion are used to measure progress toward satisfying performance obligations.

Amounts billed for shipping and handling fees are classified as sales in the consolidated income statements. Shipping and handling activities for our sale of equipment contracts may be performed after the customer obtains control of the promised goods. In these cases, we have elected to apply the practical expedient to account for shipping and handling as activities to fulfill the promise to transfer the goods. For our sale of gas contracts, control generally transfers to the customer upon delivery.

Amounts billed for sales and use taxes, value-added taxes, and certain excise and other specific transactional taxes imposed on revenue-producing transactions are presented on a net basis and excluded from sales in the consolidated income statements.

For additional information, refer to Note 3, Revenue Recognition.

2. NEW ACCOUNTING GUIDANCE

Accounting Guidance Implemented in Fiscal Year 2019

Revenue Recognition

In May 2014, the Financial Accounting Standards Board (FASB) issued the new revenue standard, which is based on the principle that revenue is recognized in an amount expected to be collected and to which the entity expects to be entitled in exchange for the transfer of goods or services. We adopted this guidance under the modified retrospective approach as of 1 October 2018. Upon adoption, we no longer present "Contracts in progress, less progress billings" on our consolidated balance sheets and have expanded disclosure requirements. Otherwise, adoption of this guidance did not impact our consolidated financial statements, and no adjustment was necessary to opening retained earnings. Accordingly, sales presented during the first six months of fiscal year 2019 would not change if presented under accounting standards in effect prior to 1 October 2018.

For additional information, including the balance sheet impacts of no longer presenting "Contracts in progress, less progress billings" and expanded disclosures under the new revenue standard, refer to Note 3, Revenue Recognition.

Cash Flow Statement Classification

In August 2016, the FASB issued guidance to reduce diversity in practice related to the classification of certain cash receipts and cash payments in the statement of cash flows. We adopted this guidance retrospectively in the first quarter of fiscal year 2019 and elected to use the cumulative earnings approach to determine the classification of distributions received from equity affiliates. As a result, we reclassified \$4.1 of net activity from operating activities to investing activities for the six months ended 31 March 2018.

Intra-Entity Asset Transfers

In October 2016, the FASB issued guidance on accounting for the income tax effects of intra-entity transfers of assets other than inventory. Previous guidance prohibited the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset had been sold to an outside party. Under the new guidance, the income tax consequences of an intra-entity asset transfer are recognized when the transfer occurs. We adopted this guidance in the first quarter of fiscal year 2019 on a modified retrospective basis through a cumulative-effect adjustment of \$17.1 that decreased retained earnings as of 1 October 2018.

New Accounting Guidance to be Implemented

Leases

In February 2016, the FASB issued guidance that requires lessees to recognize a right-of-use asset and lease liability on the balance sheet for all leases, including operating leases, with a term in excess of 12 months. The guidance also expands the quantitative and qualitative disclosure requirements.

The Company is the lessee under various agreements for real estate, distribution equipment, aircraft, and vehicles that are currently accounted for as operating leases. The new guidance will require the Company to record all leases, including operating leases, on the balance sheet with a right-of-use asset and corresponding liability for future payment obligations.

We will adopt this guidance in fiscal year 2020 using a modified retrospective approach with the election to apply the guidance as of the adoption date instead of the earliest comparative period presented in the consolidated financial statements.

We expect to elect the package of practical expedients permitted under the transition guidance, which among other things, allows us to carry forward the historical lease classification. We intend to also elect the practical expedient related to land easements, allowing us to carry forward our current accounting treatment for land easements on existing agreements. In addition, we expect to elect the hindsight practical expedient to determine the reasonably certain lease term for existing leases as of the date of adoption.

We are evaluating the impact the guidance will have on our consolidated financial statements. In addition, we are implementing a new software application to administer the accounting and disclosure requirements under the new guidance.

Credit Losses on Financial Instruments

In June 2016, the FASB issued guidance on the measurement of credit losses, which requires measurement and recognition of expected credit losses for financial assets, including trade receivables and capital lease receivables, held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. The method to determine a loss is different from the existing guidance, which requires a credit loss to be recognized when it is probable. The guidance is effective beginning in fiscal year 2021, with early adoption permitted beginning in fiscal year 2020. We are evaluating the impact this guidance will have on our consolidated financial statements.

Hedging Activities

In August 2017, the FASB issued guidance on hedging activities to expand the related presentation and disclosure requirements, change how companies assess effectiveness, and eliminate the separate measurement and reporting of hedge ineffectiveness. The guidance also enables more hedging strategies to become eligible for hedge accounting. The guidance is effective in fiscal year 2020, with early adoption permitted. For cash flow and net investment hedges existing at the date of adoption, an entity should apply a cumulative-effect adjustment to eliminate the separate measurement of ineffectiveness within equity as of the beginning of the fiscal year the guidance is adopted. The amended presentation and disclosure guidance is applied prospectively. We are evaluating the impact this guidance will have on our consolidated financial statements and expect to adopt this guidance at the beginning of fiscal year 2020.

Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income

In February 2018, the FASB issued guidance allowing a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the U.S. Tax Cuts and Jobs Act. The guidance is effective in fiscal year 2020, with early adoption permitted, including adoption in an interim period. If elected, the reclassification can be applied in either the period of adoption or retrospectively to the period of the enactment of the U.S. Tax Cuts and Jobs Act (i.e., our first quarter of fiscal year 2018). We are evaluating the adoption alternatives and the impact this guidance will have on our consolidated financial statements.

Fair Value Measurement Disclosures

In August 2018, the FASB issued guidance that modifies the disclosure requirements for fair value measurements. The guidance is effective in fiscal year 2021, with early adoption permitted. Certain amendments must be applied prospectively while other amendments must be applied retrospectively. We are evaluating the impact this guidance will have on the disclosures in the notes to our consolidated financial statements.

Retirement Benefit Disclosures

In August 2018, the FASB issued guidance that modifies the disclosure requirements for employers that sponsor defined benefit pension or other postretirement benefit plans. The guidance is effective in fiscal year 2021, with early adoption permitted, and must be applied on a retrospective basis. We are evaluating the impact this guidance will have on the disclosures in the notes to our consolidated financial statements.

Cloud Computing Implementation Costs

In August 2018, the FASB issued guidance that aligns the capitalization requirements for implementation costs incurred in a hosting arrangement that is a service contract with the existing capitalization requirements for implementation costs incurred to develop or obtain internal-use software. The guidance is effective in fiscal year 2021, with early adoption permitted, and may be applied either prospectively or retrospectively. We are evaluating the impact this guidance will have on our consolidated financial statements.

Related Party Guidance for Variable Interest Entities

In October 2018, the FASB issued an update that amends the guidance for determining whether a decision-making fee is a variable interest. The amendments require consideration of indirect interests held through related parties under common control on a proportional basis rather than as the equivalent of a direct interest in its entirety as required under current accounting standards. The guidance is effective in fiscal year 2021, with early adoption permitted. The amendments must be applied retrospectively with a cumulative-effect adjustment to retained earnings at the beginning of the earliest period presented. We are evaluating the impact this guidance will have on our consolidated financial statements.

3. REVENUE RECOGNITION

Nature of Goods and Services

The principal activities from which the Company generates its sales from its contracts with customers, separated between our regional industrial gases businesses and industrial gases equipment businesses, are described below with their respective revenue recognition policies. For an overall summary of these policies and discussion on payment terms and presentation, refer to Note 1, Basis of Presentation and Major Accounting Policies.

Industrial Gases – Regional

Our regional industrial gases businesses produce and sell atmospheric gases such as oxygen, nitrogen, and argon (primarily recovered by the cryogenic distillation of air) and process gases such as hydrogen, helium, carbon dioxide, carbon monoxide, syngas, and specialty gases. We distribute gases to our sale of gas customers through different supply modes depending on various factors including the customer's volume requirements and location. Our supply modes are as follows:

On-Site Gases—Supply mode associated with customers who require large volumes of gases and have relatively constant demand. Gases are produced and supplied by large facilities we construct on or near the customers' facilities or by pipeline systems from centrally located production facilities. These sale of gas contracts generally have 15- to 20- year terms. The Company also delivers smaller quantities of product through small on-site plants (cryogenic or non-cryogenic generators), typically via a 10- to 15- year sale of gas contract. The contracts within this supply mode generally contain fixed monthly charges and/or minimum purchase requirements with price escalation provisions that are generally based on external indices. Revenue associated with this supply mode is generally recognized over time during the period in which we deliver or make available the agreed upon quantity of goods.

Merchant Gases—Supply mode associated with liquid bulk and packaged gases customers. Liquid bulk customers receive delivery of product in liquid or gaseous form by tanker or tube trailer. The product is stored, usually in its liquid state, in equipment typically designed and installed by the Company at the customer's site for vaporizing into a gaseous state as needed. Packaged gases customers receive small quantities of product delivered in either cylinders or dewars. Both liquid bulk and packaged gases sales do not contain minimum purchase requirements as they are governed by contracts and/or purchase orders based on the customer's requirements. These contracts contain stated terms that are generally 5 years or less. Performance obligations associated with this supply mode are satisfied at a point in time when the customer receives and obtains control of the product, which generally occurs upon delivery.

The timing of revenue recognition for our regional industrial gases businesses is generally consistent with our right to invoice the customer. Variable components of consideration that may not be resolved within the month, such as the ability to earn an annual bonus or incur a penalty, are more relevant to on-site contracts and are considered constrained as they can be impacted by a single significant event such as a plant outage, which could occur at the end of a contract period. We consider contract modifications on an individual basis to determine appropriate accounting treatment. However, contract modifications are generally accounted for prospectively as they relate to distinct goods or services associated with future periods of performance.

We mitigate energy and natural gas price risk contractually through pricing formulas, surcharges, and cost pass-through arrangements.

Industrial Gases – Equipment

The Company designs and manufactures equipment for air separation, hydrocarbon recovery and purification, natural gas liquefaction (LNG), and liquid helium and liquid hydrogen transport and storage. The Industrial Gases – Global and the Corporate and other segments serve our sale of equipment customers.

Our sale of equipment contracts are generally comprised of a single performance obligation as the individual promised goods or services contained within the contracts are integrated with or dependent upon other goods or services in the contract for a single output to the customer.

Revenue from our sale of equipment contracts is generally recognized over time as we have an enforceable right to payment for performance completed to date and our performance under the contract terms does not create an asset with alternative use. Otherwise, sale of equipment contracts are satisfied at the point in time the customer obtains control of the equipment, which is generally determined based on the shipping terms of the contract. For contracts recognized over time, we primarily recognize revenue using a cost incurred input method by which costs incurred to date relative to total estimated costs at completion are used to measure progress toward satisfying performance obligations. Costs incurred include material, labor, and overhead costs and represent work contributing and proportionate to the transfer of control to the customer.

Since our contracts are generally comprised of a single performance obligation, contract modifications are typically accounted for as part of the existing contract and are recognized as a cumulative adjustment for the inception-to-date effect of such change.

Disaggregation of Revenue

The table below presents our consolidated sales disaggregated by each of the supply modes described above for each of our reporting segments. We believe this presentation best depicts the nature, timing, type of customer, and contract terms for our sales.

| | Industrial Gases– Americas | Industrial Gases– EMEA | Industrial Gases– Asia | Industrial Gases– Global | Corporate and other | Total | % |
|---|----------------------------------|------------------------------|------------------------------|--------------------------------|------------------------|------------------|-------------|
| Three Months Ended 31 March 2019 | | | | | | | |
| On-site | \$580.9 | \$178.6 | \$386.0 | \$— | \$— | \$1,145.5 | 52% |
| Merchant | 410.8 | 315.8 | 239.4 | — | — | 966.0 | 44% |
| Sale of Equipment | — | — | — | 53.8 | 22.4 | 76.2 | 4% |
| Total | \$991.7 | \$494.4 | \$625.4 | \$53.8 | \$22.4 | \$2,187.7 | 100% |

| | Industrial Gases– Americas | Industrial Gases– EMEA | Industrial Gases– Asia | Industrial Gases– Global | Corporate and other | Total | % |
|---------------------------------------|----------------------------------|------------------------------|------------------------------|--------------------------------|------------------------|------------------|-------------|
| Six Months Ended 31 March 2019 | | | | | | | |
| On-site | \$1,176.9 | \$400.8 | \$767.0 | \$— | \$— | \$2,344.7 | 53% |
| Merchant | 804.0 | 617.8 | 485.2 | — | — | 1,907.0 | 43% |
| Sale of Equipment | — | — | — | 122.0 | 38.0 | 160.0 | 4% |
| Total | \$1,980.9 | \$1,018.6 | \$1,252.2 | \$122.0 | \$38.0 | \$4,411.7 | 100% |

Approximately 4% of total consolidated sales for the three and six months ended 31 March 2019 was associated with lease revenue relating to our on-site supply mode and therefore not within the scope of the new revenue standard.

Remaining Performance Obligations

As of 31 March 2019, the transaction price allocated to remaining performance obligations is estimated to be approximately \$14 billion. This amount includes fixed-charge contract provisions associated with our on-site and sale of equipment supply modes. We estimate that approximately half of this revenue will be recognized over approximately the next five years and the balance thereafter.

Expected revenue associated with new on-site plants that are not yet onstream is excluded from this amount. In addition, this amount excludes consideration associated with contracts determined to be leases, those with an expected duration of less than one year, and variable consideration for which we recognize revenue at the amount to which we have the right to invoice, including pass-through costs related to energy and natural gas.

In the future, actual amounts will differ due to events outside of our control, including but not limited to inflationary price escalations, currency exchange rates, and terminated or renewed contracts.

Contract Balances

Upon adoption of the new revenue standard, we no longer present "Contracts in progress, less progress billings" on our consolidated balance sheets. Our sale of equipment contracts generally contain a single performance obligation which, as discussed below, results in presentation of either a contract asset or contract liability. Contracts in progress, less progress billings as of 30 September 2018 has been reclassified to "Other receivables and current assets" on our consolidated balance sheets within this quarterly report.

The table below summarizes the balance sheet impacts of no longer presenting "Contracts in progress, less progress billings" upon adoption of the new revenue standard on 1 October 2018:

| | 30 September 2018 | New Revenue Standard Adjustments | 1 October 2018 |
|---|-------------------|-------------------------------------|-------------------|
| Assets | | | |
| Current Assets | | | |
| Cash and cash items | \$2,791.3 | \$— | \$2,791.3 |
| Short-term investments | 184.7 | — | 184.7 |
| Trade receivables, net | 1,207.2 | — | 1,207.2 |
| Inventories | 396.1 | — | 396.1 |
| Contracts in progress, less progress billings | 77.5 | (77.5) | — |
| Prepaid expenses | 129.6 | — | 129.6 |
| Other receivables and current assets | 295.8 | 103.7 | 399.5 |
| Total Current Assets | 5,082.2 | 26.2 | 5,108.4 |
| Total Noncurrent Assets | 14,096.1 | — | 14,096.1 |
| Total Assets | \$19,178.3 | \$26.2 | \$19,204.5 |
| Liabilities and Equity | | | |
| Current Liabilities | | | |
| Payables and accrued liabilities | \$1,817.8 | \$26.2 | \$1,844.0 |
| Accrued income taxes | 59.6 | — | 59.6 |
| Short-term borrowings | 54.3 | — | 54.3 |
| Current portion of long-term debt | 406.6 | — | 406.6 |
| Total Current Liabilities | 2,338.3 | 26.2 | 2,364.5 |
| Total Noncurrent Liabilities | 5,663.7 | — | 5,663.7 |
| Total Liabilities | 8,002.0 | 26.2 | 8,028.2 |
| Total Equity | 11,176.3 | — | 11,176.3 |
| Total Liabilities and Equity | \$19,178.3 | \$26.2 | \$19,204.5 |

The table below details balances arising from contracts with customers as of our most recent balance sheet date and our date of adoption:

| | 31 March 2019 | 1 October 2018 |
|--------------------------------------|---------------|----------------|
| Assets | | |
| Contract assets – current | \$34.6 | \$53.0 |
| Contract fulfillment costs – current | 65.9 | 50.7 |
| Liabilities | | |
| Contract liabilities – current | 194.2 | 174.5 |
| Contract liabilities – noncurrent | 50.2 | 53.5 |

Contract assets and liabilities result from differences in timing of revenue recognition and customer invoicing. These balances are reported on the consolidated balance sheets on a contract-by-contract basis at the end of each reporting period.

Contract assets primarily relate to our sale of equipment contracts for which revenue is recognized over time. These balances represent unbilled revenue, which occurs when revenue recognized under the measure of progress exceeds the amount invoiced to our customers. Our ability to invoice the customer for contract asset balances is not only based on the passage of time, but also the achievement of certain contractual milestones. Our contract assets are included within "Other receivables and current assets" on the consolidated balance sheets.

Contract fulfillment costs primarily include deferred costs related to sale of equipment projects that cannot be inventoried and for which we expect to recognize revenue upon transfer of control at project completion or costs related to fulfilling a specific anticipated contract. Contract fulfillment costs are generally classified as current and are included within "Other receivables and current assets" on the consolidated balance sheets.

Costs to obtain a contract, or contract acquisition costs, are capitalized only after we have established a contract with the customer. We elected to apply the practical expedient to expense these costs as they are incurred if the amortization period of the asset that would have otherwise been recognized is one year or less. Our contract acquisition costs for the three and six months ended 31 March 2019 were not material.

Contract liabilities include advance payments or right to consideration prior to performance under the contract. Contract liabilities are recognized as revenue when or as we perform under the contract. The increase in the contract liability balance during the first half of fiscal year 2019 primarily related to achievement of contractual milestones on sale of equipment projects. During the six months ended 31 March 2019, we recognized revenue of approximately \$75 that was included within our contract liabilities as of 30 September 2018. The current and noncurrent portions of our contract liabilities are included within "Payables and accrued liabilities" and "Other noncurrent liabilities" on our consolidated balance sheets, respectively. Advanced payments from our customers do not represent a significant financing component as these payments are intended for purposes other than financing, such as to meet working capital demands or to protect us from our customer failing to meet its obligations under the terms of the contract.

Changes in contract asset and liability balances during the six months ended 31 March 2019 were not materially impacted by any other factors.

4. ACQUISITIONS

Fiscal Year 2019 Acquisition

During the second quarter of fiscal year 2019, we completed the acquisition of ACP Europe SA, the largest independent carbon dioxide business in Continental Europe, for an aggregate purchase price, net of cash acquired, of \$106.3. We expect this acquisition to enable us to better serve existing merchant customers and pursue new industrial gas growth opportunities across additional European geographies. The results of this business are consolidated within our Industrial Gases – EMEA segment and did not materially impact our consolidated income statements for the periods presented.

The acquisition was accounted for as a business combination and resulted in the recognition of \$74.6 of plant and equipment and \$38.0 of goodwill, partially offset by net liabilities acquired. The goodwill recognized on the transaction, none of which is deductible for tax purposes, was recorded in the Industrial Gases – EMEA segment and is attributable to expected growth and cost synergies.

The acquired assets and liabilities were recorded at their estimated fair values, which were calculated based on a preliminary purchase price allocation prepared by management. We may record adjustments to these assets and liabilities during the preliminary purchase price allocation period, which could be up to one year from the acquisition date.

Fiscal Year 2018 Acquisitions

During the first six months of fiscal year 2018, we completed five acquisitions that were accounted for as business combinations. These acquisitions had an aggregate purchase price, net of cash acquired, of \$281.0. The largest of the acquisitions was completed during the first quarter of fiscal year 2018 and primarily consisted of three air separation units serving onsite and merchant customers in China, which strengthened our position in the region. The results of this business are consolidated within our Industrial Gases – Asia segment.

5. INVENTORIES

The components of inventories are as follows:

| | 31 March 2019 | 30 September 2018 |
|-----------------------------------|------------------|----------------------|
| Finished goods | \$140.4 | \$125.4 |
| Work in process | 23.6 | 21.2 |
| Raw materials, supplies and other | 244.3 | 249.5 |
| Inventories | \$408.3 | \$396.1 |

6. GOODWILL

Changes to the carrying amount of consolidated goodwill by segment for the six months ended 31 March 2019 are as follows:

| | Industrial Gases– Americas | Industrial Gases– EMEA | Industrial Gases– Asia | Industrial Gases– Global | Corporate and other | Total |
|------------------------------------|----------------------------------|------------------------------|------------------------------|--------------------------------|------------------------|---------|
| Goodwill, net at 30 September 2018 | \$162.1 | \$424.4 | \$171.9 | \$20.1 | \$10.4 | \$788.9 |
| Acquisitions | — | 38.0 | — | — | — | 38.0 |
| Currency translation and other | (2.0) | (13.4) | .3 | (.2) | .3 | (15.0) |
| Goodwill, net at 31 March 2019 | \$160.1 | \$449.0 | \$172.2 | \$19.9 | \$10.7 | \$811.9 |

| | 31 March 2019 | 30 September 2018 |
|--|------------------|----------------------|
| Goodwill, gross | \$1,203.8 | \$1,194.7 |
| Accumulated impairment losses ^(A) | (391.9) | (405.8) |
| Goodwill, net | \$811.9 | \$788.9 |

^(A) Accumulated impairment losses are attributable to our Latin America reporting unit (LASA) within the Industrial Gases – Americas segment and include the impacts of currency translation.

We review goodwill for impairment annually in the fourth quarter of the fiscal year and whenever events or changes in circumstances indicate that the carrying value of goodwill might not be recoverable.

7. FINANCIAL INSTRUMENTS

Currency Price Risk Management

Our earnings, cash flows, and financial position are exposed to foreign currency risk from foreign currency-denominated transactions and net investments in foreign operations. It is our policy to seek to minimize our cash flow volatility from changes in currency exchange rates. This is accomplished by identifying and evaluating the risk that our cash flows will change in value due to changes in exchange rates and by executing strategies necessary to manage such exposures. Our objective is to maintain economically balanced currency risk management strategies that provide adequate downside protection.

Forward Exchange Contracts

We enter into forward exchange contracts to reduce the cash flow exposure to foreign currency fluctuations associated with highly anticipated cash flows and certain firm commitments, such as the purchase of plant and equipment. We also enter into forward exchange contracts to hedge the cash flow exposure on intercompany loans. This portfolio of forward exchange contracts consists primarily of Euros and U.S. Dollars. The maximum remaining term of any forward exchange contract currently outstanding and designated as a cash flow hedge at 31 March 2019 is 2.6 years.

Forward exchange contracts are also used to hedge the value of investments in certain foreign subsidiaries and affiliates by creating a liability in a currency in which we have a net equity position. The primary currency pair in this portfolio of forward exchange contracts is Euros and U.S. Dollars.

We also utilize forward exchange contracts that are not designated as hedges. These contracts are used to economically hedge foreign currency-denominated monetary assets and liabilities, primarily working capital. The primary objective of these forward exchange contracts is to protect the value of foreign currency-denominated monetary assets and liabilities from the effects of volatility in foreign exchange rates that might occur prior to their receipt or settlement. This portfolio of forward exchange contracts consists of many different foreign currency pairs, with a profile that changes from time to time depending on business activity and sourcing decisions.

The table below summarizes our outstanding currency price risk management instruments:

| | 31 March 2019 | | 30 September 2018 | |
|---|------------------|------------------------------|-------------------|------------------------------|
| | US\$ Notional | Years Average Maturity | US\$ Notional | Years Average Maturity |
| Forward Exchange Contracts: | | | | |
| Cash flow hedges | \$2,773.8 | 0.4 | \$2,489.1 | 0.4 |
| Net investment hedges | 472.4 | 1.2 | 457.5 | 1.7 |
| Not designated | 826.7 | 1.1 | 1,736.1 | 0.8 |
| Total Forward Exchange Contracts | \$4,072.9 | 0.6 | \$4,682.7 | 0.7 |

The notional value of forward exchange contracts not designated decreased from the prior year as a result of maturities.

We also use foreign currency-denominated debt to hedge the foreign currency exposures of our net investment in certain foreign subsidiaries. The designated foreign currency-denominated debt and related accrued interest was €910.4 million (\$1,021.3) at 31 March 2019 and €908.8 million (\$1,054.6) at 30 September 2018. The designated foreign currency-denominated debt is presented within "Long-term debt" on the consolidated balance sheets.

Debt Portfolio Management

It is our policy to identify, on a continuing basis, the need for debt capital and to evaluate the financial risks inherent in funding the Company with debt capital. Reflecting the result of this ongoing review, our debt portfolio and hedging program are managed with the intent to (1) reduce funding risk with respect to borrowings made by us to preserve our access to debt capital and provide debt capital as required for funding and liquidity purposes, and (2) manage the aggregate interest rate risk and the debt portfolio in accordance with certain debt management parameters.

Interest Rate Management Contracts

We enter into interest rate swaps to change the fixed/variable interest rate mix of our debt portfolio in order to maintain the percentage of fixed- and variable-rate debt within the parameters set by management. In accordance with these parameters, the agreements are used to manage interest rate risks and costs inherent in our debt portfolio. Our interest rate management portfolio generally consists of fixed-to-floating interest rate swaps (which are designated as fair value hedges), pre-issuance interest rate swaps and treasury locks (which hedge the interest rate risk associated with anticipated fixed-rate debt issuances and are designated as cash flow hedges), and floating-to-fixed interest rate swaps (which are designated as cash flow hedges). As of 31 March 2019, the outstanding interest rate swaps were denominated in U.S. Dollars. The notional amount of the interest rate swap agreements is equal to or less than the designated debt being hedged. When interest rate swaps are used to hedge variable-rate debt, the indices of the swaps and the debt to which they are designated are the same. It is our policy not to enter into any interest rate management contracts which lever a move in interest rates on a greater than one-to-one basis.

Cross Currency Interest Rate Swap Contracts

We enter into cross currency interest rate swap contracts when our risk management function deems necessary. These contracts may entail both the exchange of fixed- and floating-rate interest payments periodically over the life of the agreement and the exchange of one currency for another currency at inception and at a specified future date. The contracts are used to hedge either certain net investments in foreign operations or non-functional currency cash flows related to intercompany loans. The current cross currency interest rate swap portfolio consists of fixed-to-fixed swaps primarily between U.S. Dollars and Chinese Renminbi, U.S. Dollars and Indian Rupee, and U.S. Dollars and Chilean Pesos.

The following table summarizes our outstanding interest rate management contracts and cross currency interest rate swaps:

| | 31 March 2019 | | | | 30 September 2018 | | | |
|---|---------------|---------------|-------------------|------------------------|-------------------|---------------|-------------------|------------------------|
| | US\$ Notional | Average Pay % | Average Receive % | Years Average Maturity | US\$ Notional | Average Pay % | Average Receive % | Years Average Maturity |
| Interest rate swaps (fair value hedge) | \$600.0 | LIBOR | 2.60% | 1.1 | \$600.0 | LIBOR | 2.60% | 1.6 |
| Cross currency interest rate swaps (net investment hedge) | \$263.6 | 4.61% | 3.12% | 3.2 | \$201.7 | 4.42% | 2.97% | 3.1 |
| Cross currency interest rate swaps (cash flow hedge) | \$1,024.0 | 5.03% | 2.99% | 2.2 | \$1,052.7 | 4.99% | 2.89% | 2.3 |
| Cross currency interest rate swaps (not designated) | \$12.6 | 2.55% | 3.72% | 5.0 | \$80.2 | 4.88% | 3.43% | 3.9 |

The table below summarizes the fair value and balance sheet location of our outstanding derivatives:

| | Balance Sheet Location | 31 March 2019 | | 30 September 2018 | | |
|--|-------------------------|---------------|-------------------|------------------------------|-------------------|--------|
| | | 31 March 2019 | 30 September 2018 | 31 March 2019 | 30 September 2018 | |
| Derivatives Designated as Hedging Instruments: | | | | | | |
| Forward exchange contracts | Other receivables | \$32.8 | \$24.9 | Accrued liabilities | \$39.6 | \$37.0 |
| Interest rate management contracts | Other receivables | 16.1 | 24.3 | Accrued liabilities | .9 | 2.3 |
| Forward exchange contracts | Other noncurrent assets | 29.2 | 19.8 | Other noncurrent liabilities | 1.1 | 4.6 |
| Interest rate management contracts | Other noncurrent assets | 26.9 | 48.7 | Other noncurrent liabilities | 14.8 | 11.6 |
| Total Derivatives Designated as Hedging Instruments | | \$105.0 | \$117.7 | | \$56.4 | \$55.5 |
| Derivatives Not Designated as Hedging Instruments: | | | | | | |
| Forward exchange contracts | Other receivables | \$8.2 | \$7.9 | Accrued liabilities | \$13.2 | \$14.9 |
| Interest rate management contracts | Other receivables | — | 4.0 | Accrued liabilities | — | — |
| Forward exchange contracts | Other noncurrent assets | 23.3 | 16.2 | Other noncurrent liabilities | 26.3 | 23.7 |
| Interest rate management contracts | Other noncurrent assets | .1 | .3 | Other noncurrent liabilities | — | — |
| Total Derivatives Not Designated as Hedging Instruments | | \$31.6 | \$28.4 | | \$39.5 | \$38.6 |
| Total Derivatives | | \$136.6 | \$146.1 | | \$95.9 | \$94.1 |

Refer to Note 8, Fair Value Measurements, which defines fair value, describes the method for measuring fair value, and provides additional disclosures regarding fair value measurements.

The table below summarizes the gain or loss related to our cash flow hedges, fair value hedges, net investment hedges, and derivatives not designated as hedging instruments:

| | Three Months Ended 31 March | | | | | | | |
|--|-----------------------------|----------|-----------------------|----------|----------------------|----------|----------|----------|
| | Forward Exchange Contracts | | Foreign Currency Debt | | Other ^(A) | | Total | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Cash Flow Hedges, net of tax: | | | | | | | | |
| Net gain (loss) recognized in OCI (effective portion) | (\$19.8) | \$31.9 | \$— | \$— | (\$15.6) | (\$14.1) | (\$35.4) | \$17.8 |
| Net (gain) loss reclassified from OCI to sales/cost of sales (effective portion) | (.1) | 4.0 | — | — | — | — | (.1) | 4.0 |
| Net (gain) loss reclassified from OCI to other income (expense), net (effective portion) | 18.8 | (29.3) | — | — | 14.4 | 15.8 | 33.2 | (13.5) |
| Net (gain) loss reclassified from OCI to interest expense (effective portion) | 3.2 | 1.6 | — | — | .6 | .7 | 3.8 | 2.3 |
| Net (gain) loss reclassified from OCI to other income (expense), net (ineffective portion) | — | (.3) | — | — | — | — | — | (.3) |
| Fair Value Hedges: | | | | | | | | |
| Net gain (loss) recognized in interest expense ^(B) | \$— | \$— | \$— | \$— | \$— | (\$3.6) | \$— | (\$3.6) |
| Net Investment Hedges, net of tax: | | | | | | | | |
| Net gain (loss) recognized in OCI | \$6.2 | (\$15.2) | \$17.2 | (\$22.2) | (\$2.7) | (\$23.3) | \$20.7 | (\$60.7) |
| Derivatives Not Designated as Hedging Instruments: | | | | | | | | |
| Net gain (loss) recognized in other income (expense), net ^(C) | (\$2.2) | \$1.6 | \$— | \$— | (\$1.3) | (\$2.2) | (\$3.5) | (\$.6) |

| | Six Months Ended 31 March | | | | | | | |
|--|----------------------------|----------|-----------------------|----------|----------------------|----------|----------|----------|
| | Forward Exchange Contracts | | Foreign Currency Debt | | Other ^(A) | | Total | |
| | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 | 2019 | 2018 |
| Cash Flow Hedges, net of tax: | | | | | | | | |
| Net gain (loss) recognized in OCI (effective portion) | (\$15.8) | \$39.4 | \$— | \$— | (\$29.9) | (\$31.1) | (\$45.7) | \$8.3 |
| Net (gain) loss reclassified from OCI to sales/cost of sales (effective portion) | .4 | 5.0 | — | — | — | — | .4 | 5.0 |
| Net (gain) loss reclassified from OCI to other income (expense), net (effective portion) | 9.5 | (46.9) | — | — | 16.2 | 32.2 | 25.7 | (14.7) |
| Net (gain) loss reclassified from OCI to interest expense (effective portion) | 6.3 | 2.2 | — | — | 1.3 | 1.3 | 7.6 | 3.5 |
| Net (gain) loss reclassified from OCI to other income (expense), net (ineffective portion) | .1 | (.5) | — | — | — | — | .1 | (.5) |
| Fair Value Hedges: | | | | | | | | |
| Net gain (loss) recognized in interest expense ^(B) | \$— | \$— | \$— | \$— | \$2.6 | (\$6.8) | \$2.6 | (\$6.8) |
| Net Investment Hedges, net of tax: | | | | | | | | |
| Net gain (loss) recognized in OCI | \$18.0 | (\$22.7) | \$26.8 | (\$39.5) | (\$2.1) | (\$34.5) | \$42.7 | (\$96.7) |
| Derivatives Not Designated as Hedging Instruments: | | | | | | | | |
| Net gain (loss) recognized in other income (expense), net ^(C) | (\$2.3) | \$1 | \$— | \$— | (\$.5) | (\$3.5) | (\$2.8) | (\$3.4) |

^(A) Includes the impact on other comprehensive income (OCI) and earnings primarily related to interest rate and cross currency interest rate swaps.

^(B) The impact of fair value hedges was largely offset by recognized gains and losses resulting from the impact of changes in related interest rates on outstanding debt.

^(C) The impact of the non-designated hedges was largely offset by recognized gains and losses resulting from the impact of changes in exchange rates on assets and liabilities denominated in non-functional currencies.

The amount of unrealized gains and losses related to cash flow hedges as of 31 March 2019 that are expected to be reclassified to earnings in the next twelve months is not material.

The cash flows related to all derivative contracts are reported in the operating activities section of the consolidated statements of cash flows.

Credit Risk-Related Contingent Features

Certain derivative instruments are executed under agreements that require us to maintain a minimum credit rating with both Standard & Poor's and Moody's. If our credit rating falls below this threshold, the counterparty to the derivative instruments has the right to request full collateralization on the derivatives' net liability position. The net liability position of derivatives with credit risk-related contingent features was \$23.7 and \$33.4 as of 31 March 2019 and 30 September 2018, respectively. Because our current credit rating is above the various pre-established thresholds, no collateral has been posted on these liability positions.

Counterparty Credit Risk Management

We execute financial derivative transactions with counterparties that are highly rated financial institutions, all of which are investment grade at this time. Some of our underlying derivative agreements give us the right to require the institution to post collateral if its credit rating falls below the pre-established thresholds with Standard & Poor's or Moody's. The collateral that the counterparties would be required to post was \$83.3 and \$97.6 as of 31 March 2019 and 30 September 2018, respectively. No financial institution is required to post collateral at this time as all have credit ratings at or above threshold.

8. FAIR VALUE MEASUREMENTS

Fair value is defined as an exit price, or the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels as follows:

Level 1 — Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the asset or liability.

Level 3 — Inputs that are unobservable for the asset or liability based on our own assumptions about the assumptions market participants would use in pricing the asset or liability.

The methods and assumptions used to measure the fair value of financial instruments are as follows:

Short-term Investments

Short-term investments primarily include time deposits and treasury securities with original maturities greater than three months and less than one year. The estimated fair value of the short-term investments, which approximates carrying value as of 31 March 2019 and 30 September 2018, was determined using level 2 inputs within the fair value hierarchy. Level 2 measurements were based on current interest rates for similar investments with comparable credit risk and time to maturity.

Derivatives

The fair value of our interest rate management contracts and forward exchange contracts are quantified using the income approach and are based on estimates using standard pricing models. These models consider the value of future cash flows as of the balance sheet date, discounted to a present value using discount factors that match both the time to maturity and currency of the underlying instruments. The computation of the fair values of these instruments is generally performed by the Company. These standard pricing models utilize inputs that are derived from or corroborated by observable market data such as interest rate yield curves as well as currency spot and forward rates; therefore, the fair value of our derivatives is classified as a level 2 measurement. On an ongoing basis, we randomly test a subset of our valuations against valuations received from the transaction's counterparty to validate the accuracy of our standard pricing models. Counterparties to these derivative contracts are highly rated financial institutions.

Refer to Note 7, Financial Instruments, for a description of derivative instruments, including details related to the balance sheet line classifications.

Long-term Debt, Including Related Party

The fair value of our debt is based on estimates using standard pricing models that consider the value of future cash flows as of the balance sheet date, discounted to a present value using discount factors that match both the time to maturity and currency of the underlying instruments. These standard valuation models utilize observable market data such as interest rate yield curves and currency spot rates; therefore, the fair value of our debt is classified as a level 2 measurement. We generally perform the computation of the fair value of these instruments.

The carrying values and fair values of financial instruments were as follows:

| | 31 March 2019 | | 30 September 2018 | |
|---|----------------|------------|-------------------|------------|
| | Carrying Value | Fair Value | Carrying Value | Fair Value |
| Assets | | | | |
| Derivatives | | | | |
| Forward exchange contracts | \$93.5 | \$93.5 | \$68.8 | \$68.8 |
| Interest rate management contracts | 43.1 | 43.1 | 77.3 | 77.3 |
| Liabilities | | | | |
| Derivatives | | | | |
| Forward exchange contracts | \$80.2 | \$80.2 | \$80.2 | \$80.2 |
| Interest rate management contracts | 15.7 | 15.7 | 13.9 | 13.9 |
| Long-term debt, including current portion and related party | 3,736.7 | 3,798.1 | 3,758.3 | 3,788.2 |

The carrying amounts reported on the consolidated balance sheets for cash and cash items, short-term investments, trade receivables, payables and accrued liabilities, accrued income taxes, and short-term borrowings approximate fair value due to the short-term nature of these instruments. Accordingly, these items have been excluded from the above table.

The following table summarizes assets and liabilities on the consolidated balance sheets that are measured at fair value on a recurring basis:

| | 31 March 2019 | | | | 30 September 2018 | | | |
|------------------------------------|---------------|---------|---------|---------|-------------------|---------|---------|---------|
| | Total | Level 1 | Level 2 | Level 3 | Total | Level 1 | Level 2 | Level 3 |
| Assets at Fair Value | | | | | | | | |
| Derivatives | | | | | | | | |
| Forward exchange contracts | \$93.5 | \$— | \$93.5 | \$— | \$68.8 | \$— | \$68.8 | \$— |
| Interest rate management contracts | 43.1 | — | 43.1 | — | 77.3 | — | 77.3 | — |
| Total Assets at Fair Value | \$136.6 | \$— | \$136.6 | \$— | \$146.1 | \$— | \$146.1 | \$— |
| Liabilities at Fair Value | | | | | | | | |
| Derivatives | | | | | | | | |
| Forward exchange contracts | \$80.2 | \$— | \$80.2 | \$— | \$80.2 | \$— | \$80.2 | \$— |
| Interest rate management contracts | 15.7 | — | 15.7 | — | 13.9 | — | 13.9 | — |
| Total Liabilities at Fair Value | \$95.9 | \$— | \$95.9 | \$— | \$94.1 | \$— | \$94.1 | \$— |

9. RETIREMENT BENEFITS

The components of net periodic benefit cost for our defined benefit pension plans for the three and six months ended 31 March 2019 and 2018 were as follows:

| Three Months Ended 31 March | Pension Benefits | | | |
|-----------------------------------|------------------|---------------|--------|---------------|
| | 2019 | | 2018 | |
| | U.S. | International | U.S. | International |
| Service cost | \$5.3 | \$4.9 | \$6.4 | \$6.6 |
| Interest cost | 28.4 | 9.0 | 26.8 | 9.6 |
| Expected return on plan assets | (43.1) | (19.2) | (50.4) | (21.1) |
| Prior service cost amortization | .3 | .1 | .4 | — |
| Actuarial loss amortization | 16.5 | 2.8 | 22.2 | 10.3 |
| Settlements | 5.0 | — | 1.5 | — |
| Special termination benefits | — | — | .4 | — |
| Other | — | .1 | — | .1 |
| Net Periodic Benefit Cost (Total) | \$12.4 | (\$2.3) | \$7.3 | \$5.5 |

| Six Months Ended 31 March | Pension Benefits | | | |
|-----------------------------------|------------------|---------------|---------|---------------|
| | 2019 | | 2018 | |
| | U.S. | International | U.S. | International |
| Service cost | \$10.7 | \$9.8 | \$12.8 | \$12.9 |
| Interest cost | 56.8 | 18.0 | 53.5 | 18.8 |
| Expected return on plan assets | (86.2) | (38.1) | (100.8) | (41.3) |
| Prior service cost amortization | .6 | .1 | .8 | — |
| Actuarial loss amortization | 32.6 | 5.6 | 43.9 | 20.3 |
| Settlements | 5.8 | .2 | 3.3 | — |
| Special termination benefits | .7 | — | .4 | — |
| Other | — | .4 | — | .6 |
| Net Periodic Benefit Cost (Total) | \$21.0 | (\$4.0) | \$13.9 | \$11.3 |

Our service costs are primarily included within "Cost of sales" and "Selling and administrative" on our consolidated income statements. The amount of service costs capitalized in fiscal years 2019 and 2018 were not material. The non-service related costs, including pension settlement losses, are presented outside operating income within "Other non-operating income (expense), net."

For the six months ended 31 March 2019 and 2018, our cash contributions to funded pension plans and benefit payments under unfunded pension plans were \$25.5 and \$35.9, respectively. Total contributions for fiscal year 2019 are expected to be approximately \$45 to \$65. During fiscal year 2018, total contributions were \$68.3.

Pension Settlement Loss

Certain of our pension plans provide for a lump sum benefit payment option at the time of retirement, or for corporate officers, six months after their retirement date. A participant's vested benefit is considered settled upon cash payment of the lump sum. We recognize pension settlement losses when cash payments exceed the sum of the service and interest cost components of net periodic benefit cost of the plan for the fiscal year. During the second quarter of fiscal year 2019, we recognized a pension settlement loss of \$5.0 to accelerate recognition of a portion of actuarial losses deferred in accumulated other comprehensive loss associated with the U.S. Supplementary Pension Plan. The loss is reflected on our consolidated income statements within "Other non-operating income (expense), net."

U.K. Lloyds Pensions Equalization Ruling

On 26 October 2018, the United Kingdom High Court issued a ruling related to the equalization of pension plan participants' benefits for the gender effects of Guaranteed Minimum Pensions. As a result of this ruling, we estimated the impact of retroactively increasing benefits in our U.K. plan in accordance with the High Court ruling. We treated the additional benefits as a prior service cost which resulted in an increase to our projected benefit obligation and accumulated other comprehensive loss of \$4.7 during the first quarter of fiscal year 2019. We will amortize this cost over the average remaining life expectancy of the U.K. participants. Given the immaterial effect on the U.K. plan's projected benefit, an interim remeasurement was not performed.

10. COMMITMENTS AND CONTINGENCIES

Litigation

We are involved in various legal proceedings, including commercial, competition, environmental, health, safety, product liability, and insurance matters. In September 2010, the Brazilian Administrative Council for Economic Defense (CADE) issued a decision against our Brazilian subsidiary, Air Products Brasil Ltda., and several other Brazilian industrial gas companies for alleged anticompetitive activities. CADE imposed a civil fine of R\$179.2 million (approximately \$46 at 31 March 2019) on Air Products Brasil Ltda. This fine was based on a recommendation by a unit of the Brazilian Ministry of Justice, whose investigation began in 2003, alleging violation of competition laws with respect to the sale of industrial and medical gases. The fines are based on a percentage of our total revenue in Brazil in 2003.

We have denied the allegations made by the authorities and filed an appeal in October 2010 with the Brazilian courts. On 6 May 2014, our appeal was granted and the fine against Air Products Brasil Ltda. was dismissed. CADE has appealed that ruling and the matter remains pending. We, with advice of our outside legal counsel, have assessed the status of this matter and have concluded that, although an adverse final judgment after exhausting all appeals is possible, such a judgment is not probable. As a result, no provision has been made in the consolidated financial statements. We estimate the maximum possible loss to be the full amount of the fine of R\$179.2 million (approximately \$46 at 31 March 2019) plus interest accrued thereon until final disposition of the proceedings.

Other than this matter, we do not currently believe there are any legal proceedings, individually or in the aggregate, that are reasonably possible to have a material impact on our financial condition, results of operations, or cash flows.

Environmental

In the normal course of business, we are involved in legal proceedings under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA: the federal Superfund law); Resource Conservation and Recovery Act (RCRA); and similar state and foreign environmental laws relating to the designation of certain sites for investigation or remediation. Presently, there are 32 sites on which a final settlement has not been reached where we, along with others, have been designated a potentially responsible party by the Environmental Protection Agency or are otherwise engaged in investigation or remediation, including cleanup activity at certain of our current and former manufacturing sites. We continually monitor these sites for which we have environmental exposure.

Accruals for environmental loss contingencies are recorded when it is probable that a liability has been incurred and the amount of loss can be reasonably estimated. The consolidated balance sheets at 31 March 2019 and 30 September 2018 included an accrual of \$72.4 and \$76.8, respectively, primarily as part of other noncurrent liabilities. The environmental liabilities will be paid over a period of up to 30 years. We estimate the exposure for environmental loss contingencies to range from \$72 to a reasonably possible upper exposure of \$86 as of 31 March 2019.

Actual costs to be incurred at identified sites in future periods may vary from the estimates, given inherent uncertainties in evaluating environmental exposures. Using reasonably possible alternative assumptions of the exposure level could result in an increase to the environmental accrual. Due to the inherent uncertainties related to environmental exposures, a significant increase to the reasonably possible upper exposure level could occur if a new site is designated, the scope of remediation is increased, a different remediation alternative is identified, or a significant increase in our proportionate share occurs. We do not expect that any sum we may have to pay in connection with environmental matters in excess of the amounts recorded or disclosed above would have a material adverse impact on our financial position or results of operations in any one year.

PACE

At 31 March 2019, \$25.0 of the environmental accrual was related to the Pace facility.

In 2006, we sold our Amines business, which included operations at Pace, Florida, and recognized a liability for retained environmental obligations associated with remediation activities at Pace. We are required by the Florida Department of Environmental Protection (FDEP) and the United States Environmental Protection Agency (USEPA) to continue our remediation efforts. We estimated that it would take a substantial period of time to complete the groundwater remediation, and the costs through completion were estimated to range from \$42 to \$52. As no amount within the range was a better estimate than another, we recognized a before-tax expense of \$42 in fiscal 2006 as a component of income from discontinued operations and recorded an environmental accrual of \$42 in continuing operations on the consolidated balance sheets. There has been no change to the estimated exposure range related to the Pace facility.

We have implemented many of the remedial corrective measures at the Pace facility required under 1995 Consent Orders issued by the FDEP and the USEPA. Contaminated soils have been bioremediated, and the treated soils have been secured in a lined on-site disposal cell. Several groundwater recovery systems have been installed to contain and remove contamination from groundwater. We completed an extensive assessment of the site to determine how well existing measures are working, what additional corrective measures may be needed, and whether newer remediation technologies that were not available in the 1990s might be suitable to more quickly and effectively remove groundwater contaminants. Based on assessment results, we completed a focused feasibility study that has identified alternative approaches that may more effectively remove contaminants. We continue to review alternative remedial approaches with the FDEP and have started additional field work to support the design of an improved groundwater recovery network with the objective of targeting areas of higher contaminant concentration and avoiding areas of high groundwater iron which has proven to be a significant operability issue for the project. In the first quarter of 2015, we entered into a new Consent Order with the FDEP requiring us to continue our remediation efforts at the Pace facility. The costs we are incurring under the new Consent Order are consistent with our previous estimates.

PIEDMONT

At 31 March 2019, \$15.2 of the environmental accrual was related to the Piedmont site.

On 30 June 2008, we sold our Elkton, Maryland, and Piedmont, South Carolina, production facilities and the related North American atmospheric emulsions and global pressure sensitive adhesives businesses. In connection with the sale, we recognized a liability for retained environmental obligations associated with remediation activities at the Piedmont site. This site is under active remediation for contamination caused by an insolvent prior owner.

We are required by the South Carolina Department of Health and Environmental Control (SCDHEC) to address both contaminated soil and groundwater. Numerous areas of soil contamination have been addressed, and contaminated groundwater is being recovered and treated. The SCDHEC issued its final approval to the site-wide feasibility study on 13 June 2017 and the Record of Decision for the site on 27 June 2018. Field work has started to support the remedial design, and in the fourth quarter of fiscal year 2018, we signed a Consent Agreement Amendment memorializing our obligations to complete the cleanup of the site. We estimate that source area remediation and groundwater recovery and treatment will continue through 2029. Thereafter, we expect this site to go into a state of monitored natural attenuation through 2047.

We recognized a before-tax expense of \$24 in 2008 as a component of income from discontinued operations and recorded an environmental liability of \$24 in continuing operations on the consolidated balance sheets. There have been no significant changes to the estimated exposure.

PASADENA

At 31 March 2019, \$11.9 of the environmental accrual was related to the Pasadena site.

During the fourth quarter of 2012, management committed to permanently shutting down our polyurethane intermediates (PUI) production facility in Pasadena, Texas. In shutting down and dismantling the facility, we have undertaken certain obligations related to soil and groundwater contaminants. We have been pumping and treating groundwater to control off-site contaminant migration in compliance with regulatory requirements and under the approval of the Texas Commission on Environmental Quality (TCEQ). We estimate that the pump and treat system will continue to operate until 2042.

We plan to perform additional work to address other environmental obligations at the site. This additional work includes remediating, as required, impacted soils, investigating groundwater west of the former PUI facility, performing post closure care for two closed RCRA surface impoundment units, and establishing engineering controls. In 2012, we estimated the total exposure at this site to be \$13. There have been no significant changes to the estimated exposure.

11. SHARE-BASED COMPENSATION

We have various share-based compensation programs, which include deferred stock units, stock options, and restricted stock. During the six months ended 31 March 2019, we granted market-based and time-based deferred stock units. Under all programs, the terms of the awards are fixed at the grant date. We issue shares from treasury stock upon the payout of deferred stock units, the exercise of stock options, and the issuance of restricted stock awards. As of 31 March 2019, there were 4,455,475 shares available for future grant under our Long-Term Incentive Plan (LTIP), which is shareholder approved.

Share-based compensation cost recognized on the consolidated income statements is summarized below:

| | Three Months Ended 31 March | | Six Months Ended 31 March | |
|--|--------------------------------|--------|------------------------------|--------|
| | 2019 | 2018 | 2019 | 2018 |
| Before-tax share-based compensation cost | \$11.9 | \$10.7 | \$21.2 | \$22.5 |
| Income tax benefit | (2.8) | (2.1) | (5.0) | (5.3) |
| After-tax share-based compensation cost | \$9.1 | \$8.6 | \$16.2 | \$17.2 |

Before-tax share-based compensation cost is primarily included in "Selling and administrative" on our consolidated income statements. The amount of share-based compensation cost capitalized in the first six months of fiscal years 2019 and 2018 was not material.

Deferred Stock Units

During the six months ended 31 March 2019, we granted 114,929 market-based deferred stock units. The market-based deferred stock units are earned at the end of the performance period beginning 1 October 2018 and ending 30 September 2021, conditioned on the level of the Company's total shareholder return in relation to a defined peer group over the three-year performance period.

The market-based deferred stock units had an estimated grant-date fair value of \$229.61 per unit, which was estimated using a Monte Carlo simulation model. The model utilizes multiple input variables that determine the probability of satisfying the market condition stipulated in the grant and calculates the fair value of the awards. We generally expense the grant-date fair value of these awards on a straight-line basis over the vesting period. The calculation of the fair value of market-based deferred stock units used the following assumptions:

| | |
|-------------------------|-------|
| Expected volatility | 17.5% |
| Risk-free interest rate | 2.8% |
| Expected dividend yield | 2.6% |

In addition, during the six months ended 31 March 2019, we granted 160,539 time-based deferred stock units at a weighted average grant-date fair value of \$166.27.

12. ACCUMULATED OTHER COMPREHENSIVE LOSS

The tables below summarize changes in accumulated other comprehensive loss (AOCL), net of tax, attributable to Air Products for the three and six months ended 31 March 2019:

| | Derivatives qualifying as hedges | Foreign currency translation adjustments | Pension and postretirement benefits | Total |
|--|--|---|---|-------------|
| Balance at 31 December 2018 | (\$50.9) | (\$1,077.1) | (\$683.2) | (\$1,811.2) |
| Other comprehensive income (loss) before reclassifications | (35.4) | 51.3 | — | 15.9 |
| Amounts reclassified from AOCL | 36.9 | — | 18.7 | 55.6 |
| Net current period other comprehensive income | 1.5 | 51.3 | 18.7 | 71.5 |
| Amount attributable to noncontrolling interests | .1 | 5.0 | — | 5.1 |
| Balance at 31 March 2019 | (\$49.5) | (\$1,030.8) | (\$664.5) | (\$1,744.8) |

| | Derivatives qualifying as hedges | Foreign currency translation adjustments | Pension and postretirement benefits | Total |
|--|--|---|---|-------------|
| Balance at 30 September 2018 | (\$37.6) | (\$1,009.8) | (\$694.5) | (\$1,741.9) |
| Other comprehensive loss before reclassifications | (45.7) | (16.8) | (3.9) | (66.4) |
| Amounts reclassified from AOCL | 33.8 | — | 33.9 | 67.7 |
| Net current period other comprehensive income (loss) | (11.9) | (16.8) | 30.0 | 1.3 |
| Amount attributable to noncontrolling interests | — | 4.2 | — | 4.2 |
| Balance at 31 March 2019 | (\$49.5) | (\$1,030.8) | (\$664.5) | (\$1,744.8) |

The table below summarizes the reclassifications out of AOCL and the affected line item on the consolidated income statements:

| | Three Months Ended | | Six Months Ended | |
|--|--------------------|---------|------------------|---------|
| | 31 March | | 31 March | |
| | 2019 | 2018 | 2019 | 2018 |
| (Gain) Loss on Cash Flow Hedges, net of tax | | | | |
| Sales/Cost of sales | (\$1.1) | \$4.0 | \$4.4 | \$5.0 |
| Other income/expense, net | 33.2 | (13.8) | 25.8 | (15.2) |
| Interest expense | 3.8 | 2.3 | 7.6 | 3.5 |
| Total (Gain) Loss on Cash Flow Hedges, net of tax | \$36.9 | (\$7.5) | \$33.8 | (\$6.7) |
| Currency Translation Adjustment ^(A) | \$— | \$— | \$— | \$3.1 |
| Pension and Postretirement Benefits, net of tax ^(B) | \$18.7 | \$26.6 | \$33.9 | \$49.5 |

^(A) The fiscal year 2018 impact is reflected in "Cost of sales" on the consolidated income statements and relates to an equipment sale resulting from the termination of a contract in the Industrial Gases – Asia segment during the first quarter.

^(B) The components of net periodic benefit cost reclassified out of AOCL include items such as prior service cost amortization, actuarial loss amortization, and settlements and are included in "Other non-operating income (expense), net" on the consolidated income statements. Refer to Note 9, Retirement Benefits, for additional information.

13. EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted earnings per share (EPS):

| | Three Months Ended | | Six Months Ended | |
|---|--------------------|----------------|------------------|----------------|
| | 31 March | | 31 March | |
| | 2019 | 2018 | 2019 | 2018 |
| Numerator | | | | |
| Income from continuing operations | \$421.3 | \$416.4 | \$768.8 | \$572.0 |
| Loss from discontinued operations | — | — | — | (1.0) |
| Net Income Attributable to Air Products | \$421.3 | \$416.4 | \$768.8 | \$571.0 |
| Denominator (in millions) | | | | |
| Weighted average common shares — Basic | 220.2 | 219.4 | 220.0 | 219.2 |
| Effect of dilutive securities | | | | |
| Employee stock option and other award plans | 1.2 | 1.4 | 1.2 | 1.5 |
| Weighted average common shares — Diluted | 221.4 | 220.8 | 221.2 | 220.7 |
| Basic EPS Attributable to Air Products | | | | |
| Income from continuing operations | \$1.91 | \$1.90 | \$3.49 | \$2.61 |
| Loss from discontinued operations | — | — | — | — |
| Net Income Attributable to Air Products | \$1.91 | \$1.90 | \$3.49 | \$2.61 |
| Diluted EPS Attributable to Air Products | | | | |
| Income from continuing operations | \$1.90 | \$1.89 | \$3.48 | \$2.59 |
| Loss from discontinued operations | — | — | — | — |
| Net Income Attributable to Air Products | \$1.90 | \$1.89 | \$3.48 | \$2.59 |

For the three and six months ended 31 March 2019, there were no antidilutive outstanding share-based awards. Outstanding share-based awards of .1 million were antidilutive and therefore excluded from the computation of diluted EPS for the three and six months ended 31 March 2018.

14. INCOME TAXES

U.S. Tax Cuts and Jobs Act

On 22 December 2017, the United States enacted the U.S. Tax Cuts and Jobs Act (the "Tax Act"), which significantly changed existing U.S. tax laws, including a reduction in the federal corporate income tax rate from 35% to 21%, a deemed repatriation tax on unremitted foreign earnings, as well as other changes. Our consolidated income statements for the six months ended 31 March 2019 reflect a discrete net income tax expense of \$40.6 recorded during the first quarter of fiscal year 2019 to adjust our estimates of the impacts of the Tax Act. The net expense includes the reversal of the \$56.2 benefit recorded in the fourth quarter of fiscal year 2018 related to the U.S. taxation of deemed foreign dividends. We recorded this reversal based on our intent to follow proposed regulations that were issued during the first quarter of 2019. Additionally, we recorded a benefit of \$15.6 to reduce the total expected costs of the deemed repatriation tax.

For the six months ended 31 March 2018, our consolidated income statements reflect the impacts recorded during the first quarter of fiscal year 2018, which include a discrete net income tax expense of \$206.5 for our initial provisional estimates of the impacts of the Tax Act and a reduction to equity affiliates' income of \$32.5 for future costs of repatriation related to the Tax Act that will be borne by an equity affiliate.

Effective 31 December 2018, our accounting for the provisions of the Tax Act is no longer considered provisional. However, further adjustments could be made to this calculation as a result of future guidance, adjustments to tax return filing positions, or tax examinations of the years impacted by the calculation.

Tax Restructuring Benefit

In the second quarter of fiscal year 2018, we recognized a \$38.8 tax benefit, net of reserves for uncertain tax positions, and a decrease in net deferred tax liabilities resulting from the restructuring of foreign subsidiaries.

Effective Tax Rate

Our effective tax rate was 19.9% and 23.3% for the three and six months ended 31 March 2019, respectively. Our effective tax rate was 11.7% and 37.2% for the three and six months ended 31 March 2018, respectively. The current and prior year effective tax rates were primarily impacted by the Tax Act and restructuring benefit discussed above.

Cash Paid for Taxes (Net of Cash Refunds)

Income tax payments, net of refunds, were \$165.6 and \$153.7 for the six months ended 31 March 2019 and 2018, respectively.

15. SUPPLEMENTAL INFORMATION

Facility Closure

In December 2018, one of our customers was subject to a government enforced shutdown due to environmental reasons. As a result, we recognized a charge of \$29.0 during the first quarter of fiscal year 2019 primarily related to the write-off of onsite assets. This charge is reflected as "Facility closure" on our consolidated income statements for the six months ended 31 March 2019 and has been excluded from segment results. Annual sales and operating income associated with this customer prior to the facility closure were not material to the Industrial Gases – Asia segment. We do not expect to recognize additional charges related to this shutdown.

Related Party Transactions

We have related party sales to some of our equity affiliates and joint venture partners. Sales to related parties totaled approximately \$80 and \$165 for the three and six months ended 31 March 2019, respectively, and \$70 and \$175 for the three and six months ended 31 March 2018, respectively. Agreements with related parties include terms that are consistent with those that we believe would have been negotiated at an arm's length with an independent party.

During fiscal year 2018, we completed the formation of Air Products Lu An (Changzhi) Co., Ltd. ("the JV"), a 60%-owned joint venture with Lu'An Clean Energy Company ("Lu'An"), and the JV acquired gasification and syngas clean-up assets from Lu'An. In connection with the acquisition, Lu'An made a loan to the JV of 2.6 billion RMB and we established a liability of 2.3 billion RMB for cash payments expected to be made to or on behalf of Lu'An in 2019. Long-term debt payable to Lu'An of \$369.2 and \$384.3 as of 31 March 2019 and 30 September 2018, respectively, is presented on the consolidated balance sheets as "Long-term debt – related party." As of 31 March 2019, \$24.1 of the loan is reflected within "Current portion of long-term debt." The expected remaining cash payments are presented within "Payables and accrued liabilities" and were .6 billion RMB (\$82.7) as of 31 March 2019. As of 30 September 2018, this liability was 2.2 billion RMB (\$330.0).

16. BUSINESS SEGMENT INFORMATION

Our reporting segments reflect the manner in which our chief operating decision maker reviews results and allocates resources. Except in the Industrial Gases – EMEA and Corporate and other segments, each reporting segment meets the definition of an operating segment and does not include the aggregation of multiple operating segments. Our Industrial Gases – EMEA and Corporate and other segments each include the aggregation of two operating segments that meet the aggregation criteria under GAAP.

Our reporting segments are:

- Industrial Gases – Americas
- Industrial Gases – EMEA (Europe, Middle East, and Africa)
- Industrial Gases – Asia
- Industrial Gases – Global
- Corporate and other

| | Industrial Gases – Americas | Industrial Gases – EMEA | Industrial Gases – Asia | Industrial Gases – Global | Corporate and other | Segment Total |
|---|-----------------------------|-------------------------|-------------------------|---------------------------|---------------------|---------------|
| Three Months Ended 31 March 2019 | | | | | | |
| Sales | \$991.7 | \$494.4 | \$625.4 | \$53.8 | \$22.4 | \$2,187.7 |
| Operating income (loss) | 255.6 | 122.5 | 199.7 | (12.2) | (49.1) | 516.5 |
| Depreciation and amortization | 124.9 | 46.3 | 84.9 | 2.0 | 4.0 | 262.1 |
| Equity affiliates' income | 17.8 | 13.3 | 13.8 | 1.3 | — | 46.2 |
| Three Months Ended 31 March 2018 | | | | | | |
| Sales | \$913.2 | \$561.6 | \$557.6 | \$101.7 | \$21.6 | \$2,155.7 |
| Operating income (loss) | 222.3 | 116.7 | 148.7 | 12.1 | (44.4) | 455.4 |
| Depreciation and amortization | 122.3 | 50.7 | 62.6 | 1.9 | 2.5 | 240.0 |
| Equity affiliates' income | 16.9 | 11.1 | 15.4 | .3 | — | 43.7 |

| | Industrial Gases – Americas | Industrial Gases – EMEA | Industrial Gases – Asia | Industrial Gases – Global | Corporate and other | Segment Total |
|---------------------------------------|-----------------------------|-------------------------|-------------------------|---------------------------|---------------------|---------------|
| Six Months Ended 31 March 2019 | | | | | | |
| Sales | \$1,980.9 | \$1,018.6 | \$1,252.2 | \$122.0 | \$38.0 | \$4,411.7 |
| Operating income (loss) | 474.8 | 228.1 | 401.5 | (8.3) | (95.6) | 1,000.5 |
| Depreciation and amortization | 250.5 | 92.6 | 164.8 | 4.1 | 8.1 | 520.1 |
| Equity affiliates' income | 40.4 | 27.0 | 30.0 | 1.7 | — | 99.1 |
| Six Months Ended 31 March 2018 | | | | | | |
| Sales | \$1,823.0 | \$1,077.5 | \$1,201.2 | \$234.7 | \$35.9 | \$4,372.3 |
| Operating income (loss) | 439.5 | 221.2 | 324.2 | 21.6 | (90.4) | 916.1 |
| Depreciation and amortization | 240.1 | 99.8 | 119.4 | 3.5 | 5.1 | 467.9 |
| Equity affiliates' income | 35.5 | 24.2 | 29.6 | .7 | — | 90.0 |
| Total Assets | | | | | | |
| 31 March 2019 | \$5,885.6 | \$3,333.7 | \$6,167.0 | \$257.8 | \$3,600.4 | \$19,244.5 |
| 30 September 2018 | 5,904.0 | 3,280.4 | 5,899.5 | 240.1 | 3,854.3 | 19,178.3 |

The sales information noted above relates to external customers only. All intersegment sales are eliminated in consolidation. These sales are generally transacted at market pricing.

We generally do not have intersegment sales from our regional industrial gases businesses. Equipment manufactured for our industrial gases segments is generally transferred at cost and not reflected as an intersegment sale.

Changes in estimates on projects accounted for under the cost incurred input method are recognized as a cumulative adjustment for the inception-to-date effect of such change. For the six months ended 31 March 2019 and 2018, changes in estimates favorably impacted operating income by approximately \$10.

Below is a reconciliation of segment total operating income to consolidated operating income:

| Operating Income | Three Months Ended 31 March | | Six Months Ended 31 March | |
|---------------------------|--------------------------------|----------------|------------------------------|----------------|
| | 2019 | 2018 | 2019 | 2018 |
| Segment total | \$516.5 | \$455.4 | \$1,000.5 | \$916.1 |
| Facility closure | — | — | (29.0) | — |
| Consolidated Total | \$516.5 | \$455.4 | \$971.5 | \$916.1 |

Below is a reconciliation of segment total equity affiliates' income to consolidated equity affiliates' income:

| Equity Affiliates' Income | Three Months Ended 31 March | | Six Months Ended 31 March | |
|--|--------------------------------|---------------|------------------------------|---------------|
| | 2019 | 2018 | 2019 | 2018 |
| Segment total | \$46.2 | \$43.7 | \$99.1 | \$90.0 |
| Tax reform repatriation - equity method investment | — | — | — | (32.5) |
| Consolidated Total | \$46.2 | \$43.7 | \$99.1 | \$57.5 |

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

| | |
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The disclosures in this quarterly report are complementary to those made in our 2018 Form 10-K. An analysis of results for the second quarter and first six months of fiscal year 2019 is provided in this Management’s Discussion and Analysis.

The following discussion should be read in conjunction with the consolidated financial statements and the accompanying notes contained in this quarterly report. Unless otherwise indicated, financial information is presented on a continuing operations basis. All comparisons in the discussion are to the corresponding prior year, unless otherwise stated. All amounts presented are in accordance with U.S. generally accepted accounting principles (GAAP), except as noted. All amounts are presented in millions of dollars, except for per share data, unless otherwise indicated. Captions such as income from continuing operations attributable to Air Products, net income attributable to Air Products, and diluted earnings per share attributable to Air Products are simply referred to as “income from continuing operations,” “net income,” and “diluted earnings per share (EPS)” throughout this Management’s Discussion and Analysis, unless otherwise stated.

The discussion of results that follows includes comparisons to certain non-GAAP (“adjusted”) financial measures. The presentation of non-GAAP measures is intended to provide investors, potential investors, securities analysts, and others with useful supplemental information to evaluate the performance of the business because such measures, when viewed together with our financial results computed in accordance with GAAP, provide a more complete understanding of the factors and trends affecting our historical financial performance and projected future results. The reconciliations of reported GAAP results to non-GAAP measures are presented on pages 44-50. Descriptions of the excluded items appear on page 35 and pages 40-41.

SECOND QUARTER 2019 VS. SECOND QUARTER 2018**SECOND QUARTER 2019 IN SUMMARY**

- Sales of \$2,187.7 increased 1%, or \$32.0, as positive underlying sales and higher energy and natural gas cost pass-through to customers were mostly offset by unfavorable currency impacts and a contract modification to a tolling arrangement in India in December 2018.
- Operating income of \$516.5 increased 13%, or \$61.1, and operating margin of 23.6% increased 250 basis points (bp).
- Income from continuing operations of \$421.3 increased 1%, or \$4.9. On a non-GAAP basis, adjusted income from continuing operations of \$425.1 increased 13%, or \$47.5.
- Diluted EPS of \$1.90 increased 1%, or \$.01. On a non-GAAP basis, adjusted diluted EPS of \$1.92 increased 12%, or \$.21. A summary table of changes in diluted EPS is presented below.
- Adjusted EBITDA of \$824.8 increased 12%, or \$85.7. Adjusted EBITDA margin of 37.7% increased 340 bp.
- We increased our quarterly dividend by 5% from \$1.10 to \$1.16 per share, or \$4.64 per share annually. This is the 37th consecutive year that we have increased our dividend payment, reflecting continued confidence in our financial strength, significant cash flows, and growth outlook.

Changes in Diluted EPS Attributable to Air Products

| | Three Months Ended | | Increase (Decrease) |
|--|--------------------|------------------|------------------------|
| | 2019 | 31 March 2018 | |
| Diluted EPS from Continuing Operations – GAAP | \$1.90 | \$1.89 | \$0.01 |
| Operating Income Impact (after-tax) | | | |
| Underlying business | | | |
| Volume | | | \$0.15 |
| Price, net of variable costs | | | .21 |
| Other costs | | | (.06) |
| Currency | | | (.08) |
| Total Operating Income Impact (after-tax) | | | \$0.22 |
| Other Impact (after-tax) | | | |
| Equity affiliates' income | | | \$0.01 |
| Interest expense | | | (.02) |
| Other non-operating income (expense), net | | | .01 |
| Tax restructuring | | | (.18) |
| Noncontrolling interests | | | (.02) |
| Weighted average diluted shares | | | (.01) |
| Total Other Impact (after-tax) | | | (\$0.21) |
| Total Change in Diluted EPS from Continuing Operations – GAAP | | | \$0.01 |

| | Three Months Ended | | Increase (Decrease) |
|--|--------------------|------------------|------------------------|
| | 2019 | 31 March 2018 | |
| Diluted EPS from Continuing Operations – GAAP | \$1.90 | \$1.89 | \$0.01 |
| Pension settlement loss | .02 | — | .02 |
| Tax restructuring | — | (.18) | .18 |
| Diluted EPS from Continuing Operations – Non-GAAP Measure | \$1.92 | \$1.71 | \$0.21 |

SECOND QUARTER RESULTS OF OPERATIONS

Discussion of Consolidated Results

| | Three Months Ended | | \$ Change | Change |
|-----------------------------------|--------------------|------------------|-----------|--------|
| | 2019 | 31 March 2018 | | |
| Sales | \$2,187.7 | \$2,155.7 | \$32.0 | 1% |
| Operating income | 516.5 | 455.4 | 61.1 | 13% |
| Operating margin | 23.6% | 21.1% | | 250 bp |
| Equity affiliates' income | 46.2 | 43.7 | 2.5 | 6% |
| Income from continuing operations | 421.3 | 416.4 | 4.9 | 1% |
| Non-GAAP Measures | | | | |
| Adjusted EBITDA | \$824.8 | \$739.1 | \$85.7 | 12% |
| Adjusted EBITDA margin | 37.7% | 34.3% | | 340 bp |

| Sales | % Change from Prior Year |
|--|-----------------------------|
| Underlying business | |
| Volume | 3 % |
| Price | 3 % |
| Energy and natural gas cost pass-through | 1 % |
| Currency | (4)% |
| Other | (2)% |
| Total Consolidated Sales Change | 1 % |

Sales of \$2,187.7 increased 1.0%, or \$32.0. Higher underlying sales of 6% were driven by favorable volumes and positive pricing, both up 3% versus the prior year. The volume increase was primarily driven by new project onstreams, mainly the Lu'An project in Asia, with positive base business growth partially offset by lower sale of equipment activity on the Jazan project as the project nears completion. Excluding the lower Jazan sales, volumes would have increased 5%. The pricing improvement was largely attributable to our merchant businesses across the regional segments. Higher energy and natural gas cost pass-through to customers increased sales by 1%, while unfavorable currency impacts driven by the strengthening of the U.S. dollar against all major currencies decreased sales by 4%. Finally, the modification of an existing hydrogen supply contract to a tolling arrangement in India, reflected in the table above as "Other," decreased sales by 2%.

Operating Income and Margin

Operating income of \$516.5 increased 13%, or \$61.1, as positive pricing, net of power and fuel costs, of \$58 and favorable volumes of \$42 were partially offset by unfavorable currency impacts of \$22 and higher net operating costs of \$17. The increase in net operating costs was primarily driven by higher costs, including planned maintenance. Operating margin of 23.6% increased 250 bp as positive pricing and favorable volumes were partially offset by higher net operating costs.

Adjusted EBITDA

We define Adjusted EBITDA as income from continuing operations (including noncontrolling interests) excluding certain non-GAAP adjustments, which the Company does not believe to be indicative of underlying business trends, before interest expense, other non-operating income (expense), net, income tax provision, and depreciation and amortization expense. Adjusted EBITDA provides a useful metric for management to assess operating performance.

Adjusted EBITDA of \$824.8 increased 12%, or \$85.7, primarily due to higher volumes and positive pricing, partially offset by unfavorable currency impacts and higher operating costs. Adjusted EBITDA margin of 37.7% increased 340 bp, primarily due to favorable volumes, positive pricing, and the India contract modification.

Equity Affiliates' Income

Equity affiliates' income of \$46.2 increased 6%, or \$2.5, primarily due to sales associated with the Jazan Gas Projects Company joint venture.

Cost of Sales and Gross Margin

Cost of sales of \$1,474.7 decreased 2%, or \$31.8, as favorable currency impacts of \$55 and lower costs, primarily attributable to the modification of our hydrogen supply contract to a tolling arrangement in India, of \$31 were partially offset by higher energy and natural gas cost pass-through to customers of \$31 and higher costs attributable to sales volumes of \$23. Gross margin of 32.6% increased 250 bp, primarily due to positive pricing and favorable volumes.

Selling and Administrative

Selling and administrative expense of \$190.0 decreased 2%, or \$4.6, primarily driven by favorable currency impacts. Selling and administrative expense as a percentage of sales decreased from 9.0% to 8.7%.

Research and Development

Research and development expense of \$16.9 increased 17%, or \$2.4. Research and development expense as a percentage of sales increased from .7% to .8%.

Other Income (Expense), Net

Items recorded to "Other income (expense), net" arise from transactions and events not directly related to our principal income earning activities. Other income (expense), net of \$10.4 decreased 32%, or \$4.9, primarily due to lower income from transition services agreements.

Interest Expense

| | Three Months Ended 31 March | |
|----------------------------|--------------------------------|--------|
| | 2019 | 2018 |
| Interest incurred | \$38.5 | \$34.4 |
| Less: capitalized interest | 3.1 | 4.0 |
| Interest expense | \$35.4 | \$30.4 |

Interest incurred increased 12%, or \$4.1, as interest expense associated with financing the Lu'An joint venture was partially offset by a lower average interest rate on the debt portfolio and a favorable currency impact.

Other Non-Operating Income (Expense), Net

Other non-operating income (expense), net of \$13.7 increased 23%, or \$2.6, primarily due to higher interest income on cash and cash items and short-term investments. Non-service pension benefits in the current year were offset by a pension settlement loss of \$5.0 (\$3.8 after-tax, or \$.02 per share) associated with the U.S. Supplementary Pension Plan.

Effective Tax Rate

The effective tax rate equals the income tax provision divided by income from continuing operations before taxes. The effective tax rate was 19.9% and 11.7% in the second quarters of fiscal years 2019 and 2018, respectively. The current year rate was higher primarily due to a prior year tax benefit of \$38.8 that resulted from the restructuring of foreign subsidiaries. Refer to Note 14, Income Taxes, to the consolidated financial statements for additional information. On a non-GAAP basis, the adjusted effective tax rate increased slightly from 19.8% in fiscal year 2018 to 19.9% in fiscal year 2019.

Segment Analysis

Industrial Gases – Americas

| | Three Months Ended 31 March | | \$ Change | % Change |
|---------------------------|--------------------------------|---------|-----------|----------|
| | 2019 | 2018 | | |
| Sales | \$991.7 | \$913.2 | \$78.5 | 9% |
| Operating income | 255.6 | 222.3 | 33.3 | 15% |
| Operating margin | 25.8% | 24.3% | | 150 bp |
| Equity affiliates' income | 17.8 | 16.9 | .9 | 5% |
| Adjusted EBITDA | 398.3 | 361.5 | 36.8 | 10% |
| Adjusted EBITDA margin | 40.2% | 39.6% | | 60 bp |

| Sales | % Change from Prior Year |
|---|-----------------------------|
| Underlying business | |
| Volume | 5 % |
| Price | 3 % |
| Energy and natural gas cost pass-through | 3 % |
| Currency | (2)% |
| Total Industrial Gases – Americas Sales Change | 9 % |

Sales of \$991.7 increased 9%, or \$78.5. Underlying sales were up 8% from higher volumes of 5% and higher pricing of 3%. The volume increase was primarily attributable to increased hydrogen demand and base merchant business growth in North America. Our South America business did not perform well during the second quarter of fiscal year 2019 due to weak economic conditions in the region, particularly in Argentina. The pricing improvement was attributable to our merchant business. Higher energy and natural gas cost pass-through to customers increased sales by 3%, while unfavorable currency impacts decreased sales by 2%.

Operating income of \$255.6 increased 15%, or \$33.3, as favorable volumes of \$25 and higher pricing, net of power and fuel costs, of \$22 were partially offset by higher costs of \$12 and unfavorable currency impacts of \$2. The higher costs were primarily driven by higher planned maintenance. Operating margin of 25.8% increased 150 bp, primarily due to higher volumes and positive pricing, partially offset by unfavorable cost performance.

Equity affiliates' income of \$17.8 increased 5%, or \$0.9.

Industrial Gases – Europe, Middle East, and Africa (EMEA)

| | Three Months Ended | | | |
|---------------------------|--------------------|---------|-----------|----------|
| | 31 March | | | |
| | 2019 | 2018 | \$ Change | % Change |
| Sales | \$494.4 | \$561.6 | (\$67.2) | (12)% |
| Operating income | 122.5 | 116.7 | 5.8 | 5% |
| Operating margin | 24.8% | 20.8% | | 400 bp |
| Equity affiliates' income | 13.3 | 11.1 | 2.2 | 20% |
| Adjusted EBITDA | 182.1 | 178.5 | 3.6 | 2% |
| Adjusted EBITDA margin | 36.8% | 31.8% | | 500 bp |

| Sales | % Change from Prior Year |
|---|--------------------------|
| Underlying business | |
| Volume | — % |
| Price | 3 % |
| Energy and natural gas cost pass-through | 1 % |
| Currency | (7)% |
| Other | (9)% |
| Total Industrial Gases – EMEA Sales Change | (12)% |

Sales of \$494.4 decreased 12%, or \$67.2. Underlying sales were up 3% from higher pricing of 3%, primarily driven by our merchant business. Energy and natural gas cost pass-through to customers increased sales by 1%. Unfavorable currency impacts, primarily from the Euro and British Pound Sterling, decreased sales by 7%, and the modification of an existing hydrogen supply contract to a tolling arrangement in India, reflected in the table above as "Other," decreased sales by 9%.

Operating income of \$122.5 increased 5%, or \$5.8, primarily due to higher pricing, net of power and fuel costs, of \$14, partially offset by unfavorable currency impacts of \$8. Operating margin of 24.8% increased 400 bp primarily due to the impact of the contract modification to a tolling arrangement in India and favorable pricing.

Equity affiliates' income of \$13.3 increased 20%, or \$2.2, primarily due to sales associated with the Jazan Gas Projects Company joint venture.

Industrial Gases – Asia

| | Three Months Ended | | | |
|---------------------------|--------------------|---------|-----------|----------|
| | 31 March | | | |
| | 2019 | 2018 | \$ Change | % Change |
| Sales | \$625.4 | \$557.6 | \$67.8 | 12% |
| Operating income | 199.7 | 148.7 | 51.0 | 34% |
| Operating margin | 31.9% | 26.7% | | 520 bp |
| Equity affiliates' income | 13.8 | 15.4 | (1.6) | (10)% |
| Adjusted EBITDA | 298.4 | 226.7 | 71.7 | 32% |
| Adjusted EBITDA margin | 47.7% | 40.7% | | 700 bp |

| Sales | % Change from Prior Year |
|---|-----------------------------|
| Underlying business | |
| Volume | 12 % |
| Price | 5 % |
| Energy and natural gas cost pass-through | — % |
| Currency | (5)% |
| Total Industrial Gases – Asia Sales Change | 12 % |

Sales of \$625.4 increased 12%, or \$67.8. Underlying sales increased 17% from higher volumes of 12% and higher pricing of 5%. The higher volumes were mostly attributable to new projects, primarily the full onstream of the Lu'An project. Pricing improved across our merchant products throughout the region. Energy and natural gas cost pass-through to customers was flat, while unfavorable currency impacts, primarily from the Chinese Renminbi and South Korean Won, decreased sales by 5%.

Operating income of \$199.7 increased 34%, or \$51.0, due to higher volumes of \$43 and favorable pricing, net of power costs, of \$22, partially offset by unfavorable currency impacts of \$8 and higher net operating costs of \$6. Operating margin of 31.9% increased 520 bp primarily due to higher volumes and favorable pricing, partially offset by higher costs.

Equity affiliates' income of \$13.8 decreased 10%, or \$1.6, primarily due to lower volumes.

Industrial Gases – Global

The Industrial Gases – Global segment includes sales of cryogenic and gas processing equipment for air separation and centralized global costs associated with management of all the Industrial Gases segments.

| | Three Months Ended 31 March | | | |
|-------------------------|--------------------------------|---------|-----------|----------|
| | 2019 | 2018 | \$ Change | % Change |
| Sales | \$53.8 | \$101.7 | (\$47.9) | (47)% |
| Operating income (loss) | (12.2) | 12.1 | (24.3) | (201)% |
| Adjusted EBITDA | (8.9) | 14.3 | (23.2) | (162)% |

Sales of \$53.8 decreased 47%, or \$47.9, primarily due to lower sale of equipment activity on the multiple air separation units that will serve Saudi Aramco's Jazan oil refinery and power plant in Saudi Arabia. We expect to complete this project in 2019.

Operating loss of \$12.2 decreased \$24.3 from operating income of \$12.1 in the prior year, primarily due to the lower sale of equipment activity.

Corporate and other

The Corporate and other segment includes our liquefied natural gas (LNG) and helium storage and distribution sale of equipment businesses and corporate support functions that benefit all segments. The results of the Corporate and other segment also include income and expense that is not directly associated with the other segments, such as foreign exchange gains and losses.

| | Three Months Ended 31 March | | | |
|-----------------|--------------------------------|--------|-----------|----------|
| | 2019 | 2018 | \$ Change | % Change |
| Sales | \$22.4 | \$21.6 | \$.8 | 4% |
| Operating loss | (49.1) | (44.4) | (4.7) | (11)% |
| Adjusted EBITDA | (45.1) | (41.9) | (3.2) | (8)% |

Sales of \$22.4 increased 4%, or \$.8. Operating loss of \$49.1 increased 11%, or \$4.7, due to lower LNG activity.

FIRST SIX MONTHS 2019 VS. FIRST SIX MONTHS 2018
FIRST SIX MONTHS 2019 IN SUMMARY

- Sales of \$4,411.7 increased 1%, or \$39.4, as higher energy and natural gas cost pass-through to customers and positive pricing were mostly offset by unfavorable currency impacts and a contract modification to a tolling arrangement in India in December 2018.
- Operating income of \$971.5 increased 6%, or \$55.4, and operating margin of 22.0% increased 100 bp. On a non-GAAP basis, adjusted operating income of \$1,000.5 increased 9%, or \$84.4, and adjusted operating margin of 22.7% increased 170 bp.
- Income from continuing operations of \$768.8 increased 34%, or \$196.8. On a non-GAAP basis, adjusted income from continuing operations of \$835.3 increased 8%, or \$63.1.
- Diluted EPS of \$3.48 increased 34%, or \$.89. On a non-GAAP basis, adjusted diluted EPS of \$3.78 increased 8%, or \$.28. A summary table of changes in diluted earnings per share is presented below.
- Adjusted EBITDA of \$1,619.7 increased 10%, or \$145.7. Adjusted EBITDA margin of 36.7% increased 300 bp.
- We increased our quarterly dividend by 5% from \$1.10 to \$1.16 per share, or \$4.64 per share annually. This is the 37th consecutive year that we have increased our dividend payment, reflecting continued confidence in our financial strength, significant cash flows, and growth outlook.

Changes in Diluted EPS Attributable to Air Products

| | Six Months Ended | | Increase (Decrease) |
|--|------------------|------------------|------------------------|
| | 2019 | 31 March 2018 | |
| Diluted EPS from Continuing Operations – GAAP | \$3.48 | \$2.59 | \$.89 |
| Operating Income Impact (after-tax) | | | |
| Underlying business | | | |
| Volume | | | \$.29 |
| Price, net of variable costs | | | .27 |
| Other costs | | | (.12) |
| Currency | | | (.12) |
| Facility closure | | | (.10) |
| Total Operating Income Impact (after-tax) | | | \$.22 |
| Other Impact (after-tax) | | | |
| Equity affiliates' income | | | .03 |
| Interest expense | | | (.05) |
| Other non-operating income (expense), net | | | .04 |
| Income tax | | | (.04) |
| Tax reform repatriation | | | 2.13 |
| Tax reform adjustment related to deemed foreign dividends | | | (.25) |
| Tax reform rate change and other | | | (.97) |
| Tax restructuring | | | (.18) |
| Noncontrolling interests | | | (.03) |
| Weighted average diluted shares | | | (.01) |
| Total Other Impact (after-tax) | | | \$.67 |
| Total Change in Diluted EPS from Continuing Operations – GAAP | | | \$.89 |

| | Six Months Ended | | Increase (Decrease) |
|--|------------------|------------------|------------------------|
| | 2019 | 31 March 2018 | |
| Diluted EPS from Continuing Operations – GAAP | \$3.48 | \$2.59 | \$.89 |
| Facility closure | .10 | — | .10 |
| Pension settlement loss | .02 | — | .02 |
| Tax reform repatriation | (.07) | 2.06 | (2.13) |
| Tax reform adjustment related to deemed foreign dividends | .25 | — | .25 |
| Tax reform rate change and other | — | (.97) | .97 |
| Tax restructuring | — | (.18) | .18 |
| Diluted EPS from Continuing Operations – Non-GAAP Measure | \$3.78 | \$3.50 | \$.28 |

FIRST SIX MONTHS RESULTS OF OPERATIONS

Discussion of Consolidated Results

| | Six Months Ended | | \$ Change | Change |
|------------------------------------|------------------|------------------|-----------|--------|
| | 2019 | 31 March 2018 | | |
| Sales | \$4,411.7 | \$4,372.3 | \$39.4 | 1% |
| Operating income | 971.5 | 916.1 | 55.4 | 6% |
| Operating margin | 22.0% | 21.0% | | 100 bp |
| Equity affiliates' income | 99.1 | 57.5 | 41.6 | 72% |
| Income from continuing operations | 768.8 | 572.0 | 196.8 | 34% |
| Non-GAAP Measures | | | | |
| Adjusted EBITDA | 1,619.7 | 1,474.0 | 145.7 | 10% |
| Adjusted EBITDA margin | 36.7% | 33.7% | | 300 bp |
| Adjusted operating income | 1,000.5 | 916.1 | 84.4 | 9% |
| Adjusted operating margin | 22.7% | 21.0% | | 170 bp |
| Adjusted equity affiliates' income | 99.1 | 90.0 | 9.1 | 10% |

| Sales | % Change from Prior Year |
|--|-----------------------------|
| Underlying business | |
| Volume | — % |
| Price | 2 % |
| Energy and natural gas cost pass-through | 3 % |
| Currency | (3)% |
| Other | (1)% |
| Total Consolidated Sales Change | 1 % |

Sales of \$4,411.7 increased 1%, or \$39.4. Higher underlying sales of 2% were driven by positive pricing as volume was flat. Positive volumes from new project onstreams, mainly the Lu'An project in Asia, and positive base business growth were offset by lower sale of equipment activity on the Jazan project as the project nears completion and a prior year equipment sale resulting from a contract termination in Asia. The pricing improvement was largely attributable to our merchant business across the regional segments. Higher energy and natural gas cost pass-through to customers increased sales by 3%, while unfavorable currency impacts driven by the strengthening of the U.S. dollar against all major currencies decreased sales by 3%. Finally, the modification of an existing hydrogen supply contract to a tolling arrangement in India, reflected in the table above as "Other," reduced sales by 1%.

Operating Income and Margin

Operating income of \$971.5 increased 6%, or \$55.4, as favorable volumes of \$78 and positive pricing, net of power and fuel costs, of \$73 were partially offset by unfavorable currency impacts of \$34, higher net operating costs of \$33, and a charge for a facility closure of \$29. Operating margin of 22.0% increased 100 bp, primarily due to favorable volume mix and pricing, partially offset by higher energy and natural gas cost pass-through to customers and the impacts of the facility closure.

On a non-GAAP basis, adjusted operating income of \$1,000.5 increased 9%, or \$84.4, primarily due to favorable volumes and positive pricing, net of power and fuel costs, partially offset by unfavorable currency impacts and higher net operating costs. Adjusted operating margin of 22.7% increased 170 bp, primarily due to favorable volume mix and pricing, partially offset by higher energy and natural gas cost pass-through to customers.

Adjusted EBITDA

Adjusted EBITDA of \$1,619.7 increased 10%, or \$145.7, primarily due to favorable volumes and positive pricing, partially offset by unfavorable currency impacts. Adjusted EBITDA margin of 36.7% increased 300 bp, primarily due to favorable volume mix and positive pricing.

Equity Affiliates' Income

Equity affiliates' income of \$99.1 increased \$41.6, primarily due to a prior year expense of \$32.5 resulting from the U.S. Tax Cuts and Jobs Act. Refer to Note 14, Income Taxes, to the consolidated financial statements for additional information. On a non-GAAP basis, adjusted equity affiliates' income of \$99.1 increased 10%, or \$9.1, primarily driven by favorable volumes and new plant contributions.

Cost of Sales and Gross Margin

Cost of sales, including the facility closure discussed below, of \$3,047.7 decreased 1%, or \$30.6, as favorable currency impacts of \$94, lower costs attributable to sales volumes of \$69, and lower costs of \$26 were partially offset by higher energy and natural gas cost pass-through to customers of \$129 and the facility closure of \$29. Gross margin of 30.9% increased 130 bp, primarily due to positive pricing and favorable volume mix, partially offset by higher energy and natural gas cost pass-through to customers and the facility closure. Excluding the facility closure, adjusted cost of sales of \$3,018.7 decreased 2%, or \$59.6, and gross margin of 31.6% increased 200 bp, primarily due to positive pricing and favorable volume mix, partially offset by higher costs.

Facility Closure

In December 2018, one of our customers was subject to a government enforced shutdown due to environmental reasons. As a result, we recognized a charge of \$29.0 (\$22.1 after-tax, or .10 per share) during the first quarter of fiscal year 2019 primarily related to the write-off of onsite assets. This charge is reflected as "Facility closure" on our consolidated income statements for the six months ended 31 March 2019 and has been excluded from segment results. Annual sales and operating income associated with this customer prior to the facility closure were not material to the Industrial Gases – Asia segment. We do not expect to recognize additional charges related to this shutdown.

Selling and Administrative Expense

Selling and administrative expense of \$379.6 decreased 2%, or \$6.6. Selling and administrative expense, as a percentage of sales, decreased from 8.8% to 8.6%.

Research and Development

Research and development expense of \$31.9 increased 10%, or \$2.8. For both the six months ended 31 March 2019 and 2018, research and development expense, as a percentage of sales, was .7%.

Other Income (Expense), Net

Other income (expense), net of \$19.0 decreased 49.0%, or \$18.4, primarily due to lower income from transition services agreements and an unfavorable foreign exchange impact.

Interest Expense

| | Six Months Ended 31 March | |
|----------------------------|------------------------------|--------|
| | 2019 | 2018 |
| Interest incurred | \$78.5 | \$67.0 |
| Less: capitalized interest | 5.8 | 6.8 |
| Interest expense | \$72.7 | \$60.2 |

Interest incurred increased 17%, or \$11.5, as interest expense associated with financing the Lu'An joint venture was partially offset by favorable impacts from currency, a lower average interest rate on the debt portfolio, and a lower average debt balance.

Other Non-Operating Income (Expense), net

Other non-operating income (expense), net of \$32.2 increased 54%, or \$11.3, primarily due to higher interest income on cash and cash items and short-term investments. Non-service pension benefits in the current year were partially offset by a pension settlement loss of \$5.0 (\$3.8 after-tax, or \$.02 per share) recognized during the second quarter. This loss was associated with the U.S. Supplementary Pension Plan.

Effective Tax Rate

The effective tax rate was 23.3% and 37.2% for the six months ended 31 March 2019 and 2018, respectively. The current year rate was lower primarily due to the impacts related to the enactment of the U.S. Tax Cuts and Jobs Act ("the Tax Act") in fiscal year 2018. This legislation significantly changed existing U.S. tax laws, including a reduction in the federal corporate income tax rate from 35% to 21%, a deemed repatriation tax on unremitted foreign earnings, as well as other changes. As a result of the Tax Act, we recorded net income tax expense of \$40.6 and \$206.5 in the first quarters of fiscal years 2019 and 2018, respectively. The current year net expense includes the reversal of a \$56.2 benefit related to the U.S. taxation of deemed foreign dividends that was included in our fiscal year 2018 income tax provision. We reversed this benefit based on our intent to follow proposed regulations issued during the first quarter of 2019. The current year expense was partially offset by a \$15.6 reduction to the total expected costs of the deemed repatriation tax for foreign tax redeterminations and other foreign tax adjustments that was recorded to complete our estimates of the impacts of the Tax Act. The higher 2018 expense resulting from the Tax Act was partially offset by a \$38.8 tax benefit from the restructuring of foreign subsidiaries and a higher tax benefit from share-based compensation. Refer to Note 14, Income Taxes, to the consolidated financial statements for additional information.

On a non-GAAP basis, the adjusted effective tax rate increased from 18.6% in fiscal year 2018 to 19.5% in fiscal year 2019, primarily due to lower excess tax benefits on share-based compensation.

Segment Analysis**Industrial Gases – Americas**

| | Six Months Ended 31 March | | \$ Change | % Change |
|---------------------------|------------------------------|-----------|-----------|----------|
| | 2019 | 2018 | | |
| Sales | \$1,980.9 | \$1,823.0 | \$157.9 | 9% |
| Operating income | 474.8 | 439.5 | 35.3 | 8% |
| Operating margin | 24.0% | 24.1% | | (10) bp |
| Equity affiliates' income | 40.4 | 35.5 | 4.9 | 14% |
| Adjusted EBITDA | 765.7 | 715.1 | 50.6 | 7% |
| Adjusted EBITDA margin | 38.7% | 39.2% | | (50) bp |

| Sales | % Change from Prior Year |
|---|-----------------------------|
| Underlying business | |
| Volume | 3 % |
| Price | 2 % |
| Energy and natural gas cost pass-through | 5 % |
| Currency | (1)% |
| Total Industrial Gases – Americas Sales Change | 9 % |

Sales of \$1,980.9 increased 9%, or \$157.9. Underlying sales were up 5% from higher volumes of 3% and higher pricing of 2%. The volume increase was primarily attributable to new plant onstreams, higher hydrogen demand, and North America base merchant business growth. The pricing improvement was primarily driven by our merchant business. Higher energy and natural gas cost pass-through to customers increased sales by 5%, while unfavorable currency impacts reduced sales by 1%.

Operating income of \$474.8 increased 8%, or \$35.3, as favorable volumes of \$44 and higher pricing, net of power and fuel costs, of \$27 were partially offset by higher costs of \$32 and unfavorable currency impacts of \$4. The higher costs were primarily driven by higher planned maintenance and transportation costs. Operating margin of 24.0% decreased 10 bp as higher volumes and positive pricing were mostly offset by unfavorable costs and higher energy and natural gas cost pass-through to customers.

Equity affiliates' income of \$40.4 increased 14%, or \$4.9, primarily due to new plant contributions and volume growth in Mexico.

Industrial Gases – EMEA

| | Six Months Ended 31 March | | \$ Change | % Change |
|---------------------------|------------------------------|-----------|-----------|----------|
| | 2019 | 2018 | | |
| Sales | \$1,018.6 | \$1,077.5 | (\$58.9) | (5)% |
| Operating income | 228.1 | 221.2 | 6.9 | 3 % |
| Operating margin | 22.4% | 20.5% | | 190 bp |
| Equity affiliates' income | 27.0 | 24.2 | 2.8 | 12 % |
| Adjusted EBITDA | 347.7 | 345.2 | 2.5 | 1 % |
| Adjusted EBITDA margin | 34.1% | 32.0% | | 210 bp |

| Sales | % Change from Prior Year |
|---|-----------------------------|
| Underlying business | |
| Volume | — % |
| Price | 3 % |
| Energy and natural gas cost pass-through | 3 % |
| Currency | (5)% |
| Other | (6)% |
| Total Industrial Gases – EMEA Sales Change | (5)% |

Sales of \$1,018.6 decreased 5%, or \$58.9. Underlying sales were up 3% from higher pricing of 3% as volume was flat. The pricing improvement was primarily driven by our merchant business. Energy and natural gas cost pass-through to customers increased sales by 3%. Unfavorable currency impacts, primarily from the Euro and British Pound Sterling, reduced sales by 5%, and the modification of an existing hydrogen supply contract to a tolling arrangement in India, reflected in the table above as "Other," reduced sales by 6%.

Operating income of \$228.1 increased 3%, or \$6.9, as higher pricing, net of power and fuel costs, of \$19 and favorable volumes of \$4 were partially offset by unfavorable currency impacts of \$12 and higher costs of \$4. Operating margin of 22.4% increased 190 bp as the impact of the India tolling arrangement and favorable pricing were partially offset by higher energy and natural gas cost pass-through to customers.

Equity affiliates' income of \$27.0 increased 12%, or \$2.8, primarily due to sales associated with the Jazan Gas Projects Company joint venture.

Industrial Gases – Asia

| | Six Months Ended | | \$ Change | % Change |
|---------------------------|------------------|-----------|-----------|----------|
| | 31 March | | | |
| | 2019 | 2018 | | |
| Sales | \$1,252.2 | \$1,201.2 | \$51.0 | 4% |
| Operating income | 401.5 | 324.2 | 77.3 | 24% |
| Operating margin | 32.1% | 27.0% | | 510 bp |
| Equity affiliates' income | 30.0 | 29.6 | .4 | 1% |
| Adjusted EBITDA | 596.3 | 473.2 | 123.1 | 26% |
| Adjusted EBITDA margin | 47.6% | 39.4% | | 820 bp |

| | % Change from Prior Year |
|---|-----------------------------|
| Sales | |
| Underlying business | |
| Volume | 5 % |
| Price | 3 % |
| Energy and natural gas cost pass-through | — % |
| Currency | (4)% |
| Total Industrial Gases – Asia Sales Change | 4 % |

Sales of \$1,252.2 increased 4%, or \$51.0. Underlying sales were up 8% from higher volumes of 5% and higher pricing of 3%. The volume increase was primarily driven by new plants onstream, mainly the Lu'An project, and base business growth, partially offset by the impact from short-term sale of equipment activity in the prior year. Pricing improved across Asia, primarily driven by our merchant business. Energy and natural gas cost pass-through to customers was flat, while unfavorable currency impacts, primarily from the Chinese Renminbi, reduced sales by 4%.

Operating income of \$401.5 increased 24%, or \$77.3, due to higher volumes of \$62, favorable pricing, net of power costs, of \$26, and lower net operating costs of \$2, partially offset by unfavorable currency impacts of \$13. Operating margin of 32.1% increased 510 bp primarily due to higher volumes and positive pricing.

Equity affiliates' income of \$30.0 increased 1%, or \$.4.

Industrial Gases – Global

| | Six Months Ended | | \$ Change | % Change |
|-------------------------|------------------|---------|-----------|----------|
| | 31 March | | | |
| | 2019 | 2018 | | |
| Sales | \$122.0 | \$234.7 | (\$112.7) | (48)% |
| Operating income (loss) | (8.3) | 21.6 | (29.9) | (138)% |
| Adjusted EBITDA | (2.5) | 25.8 | (28.3) | (110)% |

Sales of \$122.0 decreased 48%, or \$112.7. The decrease in sales was primarily driven by lower sale of equipment activity on the multiple air separation units that will serve Saudi Aramco's Jazan oil refinery and power plant in Saudi Arabia. We expect to complete this project in 2019.

Operating loss of \$8.3 decreased \$29.9 from operating income of \$21.6 in the prior year, primarily due to the lower sale of equipment activity.

Corporate and other

| | Six Months Ended | | \$ Change | % Change |
|-----------------|------------------|--------|-----------|----------|
| | 2019 | 2018 | | |
| | 31 March | | | |
| Sales | \$38.0 | \$35.9 | \$2.1 | 6 % |
| Operating loss | (95.6) | (90.4) | (5.2) | (6)% |
| Adjusted EBITDA | (87.5) | (85.3) | (2.2) | (3)% |

Sales of \$38.0 increased 6%, or \$2.1. Operating loss of \$95.6 increased 6%, or \$5.2, due to lower LNG activity.

RECONCILIATION OF NON-GAAP FINANCIAL MEASURES

(Millions of dollars unless otherwise indicated, except for per share data)

The Company has presented certain financial measures on a non-GAAP (“adjusted”) basis and has provided a reconciliation to the most directly comparable financial measure calculated in accordance with GAAP. These financial measures are not meant to be considered in isolation or as a substitute for the most directly comparable financial measure calculated in accordance with GAAP. The Company believes these non-GAAP measures provide investors, potential investors, securities analysts, and others with useful information to evaluate the performance of the business because such measures, when viewed together with our financial results computed in accordance with GAAP, provide a more complete understanding of the factors and trends affecting our historical financial performance and projected future results.

In many cases, our non-GAAP measures are determined by adjusting the most directly comparable GAAP financial measure to exclude certain disclosed items (“non-GAAP adjustments”) that we believe are not representative of the underlying business performance. For example, in fiscal years 2017 and 2016, we restructured the Company to focus on its core Industrial Gases business. This resulted in significant cost reduction and asset actions that we believe were important for readers to understand separately from the performance of the underlying business. Additionally, we have recorded discrete impacts associated with the Tax Act since its enactment in December 2017. The reader should be aware that we may incur similar expenses in the future. Readers should also consider the limitations associated with these non-GAAP measures, including the potential lack of comparability of these measures from one company to another.

The tax impact on our pre-tax non-GAAP adjustments reflects the expected current and deferred income tax expense impact of the transactions and is impacted primarily by the statutory tax rate of the various relevant jurisdictions and the taxability of the adjustments in those jurisdictions.

Reconciliations of reported GAAP results to the non-GAAP measures for the second quarter and first six months of fiscal years 2019 and 2018 are presented below:

CONSOLIDATED RESULTS

| Q2 2019 vs. Q2 2018 | Continuing Operations | | | | | |
|----------------------------|-----------------------------|---------------------|---------------------------|----------------------|------------|-------------|
| | Three Months Ended 31 March | | | | | |
| | Operating Income | Operating Margin(A) | Equity Affiliates' Income | Income Tax Provision | Net Income | Diluted EPS |
| 2019 GAAP | \$516.5 | 23.6% | \$46.2 | \$107.5 | \$421.3 | \$1.90 |
| 2018 GAAP | 455.4 | 21.1% | 43.7 | 56.2 | 416.4 | 1.89 |
| Change GAAP | \$61.1 | 250bp | \$2.5 | \$51.3 | \$4.9 | \$.01 |
| % Change GAAP | 13% | | 6% | 91% | 1% | 1% |
| 2019 GAAP | \$516.5 | 23.6% | \$46.2 | \$107.5 | \$421.3 | \$1.90 |
| Pension settlement loss(B) | — | —% | — | 1.2 | 3.8 | .02 |
| 2019 Non-GAAP Measure | \$516.5 | 23.6% | \$46.2 | \$108.7 | \$425.1 | \$1.92 |
| 2018 GAAP | \$455.4 | 21.1% | \$43.7 | \$56.2 | \$416.4 | \$1.89 |
| Tax restructuring | — | —% | — | 38.8 | (38.8) | (.18) |
| 2018 Non-GAAP Measure | \$455.4 | 21.1% | \$43.7 | \$95.0 | \$377.6 | \$1.71 |
| Change Non-GAAP Measure | \$61.1 | 250bp | \$2.5 | \$13.7 | \$47.5 | \$.21 |
| % Change Non-GAAP Measure | 13% | | 6% | 14% | 13% | 12% |

| | Continuing Operations | | | | | |
|---|----------------------------------|--------------------------------|--|---------------------------------|-----------------------|------------------------|
| | Six Months Ended 31 March | | | | | |
| 2019 vs. 2018 | Operating Income | Operating Margin(A) | Equity Affiliates' Income | Income Tax Provision | Net Income | Diluted EPS |
| 2019 GAAP | \$971.5 | 22.0% | \$99.1 | \$239.6 | \$768.8 | \$3.48 |
| 2018 GAAP | 916.1 | 21.0% | 57.5 | 348.0 | 572.0 | 2.59 |
| Change GAAP | \$55.4 | 100bp | \$41.6 | (\$108.4) | \$196.8 | \$.89 |
| % Change GAAP | 6% | | 72% | (31)% | 34% | 34% |
| 2019 GAAP | \$971.5 | 22.0% | \$99.1 | \$239.6 | \$768.8 | \$3.48 |
| Facility closure | 29.0 | .7% | — | 6.9 | 22.1 | .10 |
| Pension settlement loss(B) | — | —% | — | 1.2 | 3.8 | .02 |
| Tax reform repatriation | — | —% | — | 15.6 | (15.6) | (.07) |
| Tax reform adjustment related to deemed foreign dividends | — | —% | — | (56.2) | 56.2 | .25 |
| 2019 Non-GAAP Measure | \$1,000.5 | 22.7% | \$99.1 | \$207.1 | \$835.3 | \$3.78 |
| 2018 GAAP | \$916.1 | 21.0% | \$57.5 | \$348.0 | \$572.0 | \$2.59 |
| Tax reform repatriation | — | —% | 32.5 | (420.5) | 453.0 | 2.06 |
| Tax reform rate change and other | — | —% | — | 214.0 | (214.0) | (.97) |
| Tax restructuring | — | —% | — | 38.8 | (38.8) | (.18) |
| 2018 Non-GAAP Measure | \$916.1 | 21.0% | \$90.0 | \$180.3 | \$772.2 | \$3.50 |
| Change Non-GAAP Measure | \$84.4 | 170bp | \$9.1 | \$26.8 | \$63.1 | \$.28 |
| % Change Non-GAAP Measure | 9% | | 10% | 15 % | 8% | 8% |

(A) Operating margin is calculated by dividing operating income by sales.

(B) Reflected on the consolidated income statements within "Other non-operating income (expense), net." Fiscal year 2019 includes a before-tax impact of \$5.0 for the three and six months ended 31 March 2019. Refer to Note 9, Retirement Benefits, to the consolidated financial statements for additional information.

Below is a reconciliation of consolidated operating income to segment total operating income:

| Operating Income | Three Months Ended 31 March | | Six Months Ended 31 March | |
|-------------------------|--------------------------------|----------------|------------------------------|----------------|
| | 2019 | 2018 | 2019 | 2018 |
| Consolidated total | \$516.5 | \$455.4 | \$971.5 | \$916.1 |
| Facility closure | — | — | 29.0 | — |
| Segment total | \$516.5 | \$455.4 | \$1,000.5 | \$916.1 |

Below is a reconciliation of consolidated equity affiliates' income to segment total equity affiliates' income:

| Equity Affiliates' Income | Three Months Ended 31 March | | Six Months Ended 31 March | |
|--|--------------------------------|---------------|------------------------------|---------------|
| | 2019 | 2018 | 2019 | 2018 |
| Consolidated total | \$46.2 | \$43.7 | \$99.1 | \$57.5 |
| Tax reform repatriation - equity method investment | — | — | — | 32.5 |
| Segment total | \$46.2 | \$43.7 | \$99.1 | \$90.0 |

ADJUSTED EBITDA

We define Adjusted EBITDA as income from continuing operations (including noncontrolling interests) excluding certain non-GAAP adjustments, which the Company does not believe to be indicative of underlying business trends, before interest expense, other non-operating income (expense), net, income tax provision, and depreciation and amortization expense. Adjusted EBITDA provides a useful metric for management to assess operating performance.

Below is a reconciliation of income from continuing operations on a GAAP basis to adjusted EBITDA:

| | Three Months Ended 31 March | | Six Months Ended 31 March | |
|---|--------------------------------|----------------|------------------------------|------------------|
| | 2019 | 2018 | 2019 | 2018 |
| Income From Continuing Operations^(A) | \$433.5 | \$423.6 | \$790.5 | \$586.3 |
| Add: Facility closure | — | — | 29.0 | — |
| Add: Interest expense | 35.4 | 30.4 | 72.7 | 60.2 |
| Less: Other non-operating income (expense), net | 13.7 | 11.1 | 32.2 | 20.9 |
| Add: Income tax provision | 107.5 | 56.2 | 239.6 | 348.0 |
| Add: Depreciation and amortization | 262.1 | 240.0 | 520.1 | 467.9 |
| Add: Tax reform repatriation - equity method investment | — | — | — | 32.5 |
| Adjusted EBITDA | \$824.8 | \$739.1 | \$1,619.7 | \$1,474.0 |
| Adjusted EBITDA margin | 37.7% | 34.3% | 36.7% | 33.7% |
| Change GAAP | | | | |
| Income from continuing operations change | \$9.9 | | \$204.2 | |
| Income from continuing operations % change | 2% | | 35% | |
| Change Non-GAAP | | | | |
| Adjusted EBITDA change | \$85.7 | | \$145.7 | |
| Adjusted EBITDA % change | 12% | | 10% | |
| Adjusted EBITDA margin change | 340 bp | | 300 bp | |

(A) Includes net income attributable to noncontrolling interests.

Below is a reconciliation of segment operating income to adjusted EBITDA:

| | Industrial Gases– Americas | Industrial Gases– EMEA | Industrial Gases– Asia | Industrial Gases– Global | Corporate and other | Segment Total |
|---|----------------------------------|------------------------------|------------------------------|--------------------------------|------------------------|------------------|
| GAAP MEASURE | | | | | | |
| Three Months Ended 31 March 2019 | | | | | | |
| Operating income (loss) | \$255.6 | \$122.5 | \$199.7 | (\$12.2) | (\$49.1) | \$516.5 |
| Operating margin | 25.8% | 24.8% | 31.9% | | | 23.6% |
| Three Months Ended 31 March 2018 | | | | | | |
| Operating income (loss) | \$222.3 | \$116.7 | \$148.7 | \$12.1 | (\$44.4) | \$455.4 |
| Operating margin | 24.3% | 20.8% | 26.7% | | | 21.1% |
| Operating income (loss) change | \$33.3 | \$5.8 | \$51.0 | (\$24.3) | (\$4.7) | \$61.1 |
| Operating income (loss) % change | 15% | 5% | 34% | (201)% | (11)% | 13% |
| Operating margin change | 150 bp | 400 bp | 520 bp | | | 250 bp |
| NON-GAAP MEASURE | | | | | | |
| Three Months Ended 31 March 2019 | | | | | | |
| Operating income (loss) | \$255.6 | \$122.5 | \$199.7 | (\$12.2) | (\$49.1) | \$516.5 |
| Add: Depreciation and amortization | 124.9 | 46.3 | 84.9 | 2.0 | 4.0 | 262.1 |
| Add: Equity affiliates' income | 17.8 | 13.3 | 13.8 | 1.3 | — | 46.2 |
| Adjusted EBITDA | \$398.3 | \$182.1 | \$298.4 | (\$8.9) | (\$45.1) | \$824.8 |
| Adjusted EBITDA margin | 40.2% | 36.8% | 47.7% | | | 37.7% |
| Three Months Ended 31 March 2018 | | | | | | |
| Operating income (loss) | \$222.3 | \$116.7 | \$148.7 | \$12.1 | (\$44.4) | \$455.4 |
| Add: Depreciation and amortization | 122.3 | 50.7 | 62.6 | 1.9 | 2.5 | 240.0 |
| Add: Equity affiliates' income | 16.9 | 11.1 | 15.4 | .3 | — | 43.7 |
| Adjusted EBITDA | \$361.5 | \$178.5 | \$226.7 | \$14.3 | (\$41.9) | \$739.1 |
| Adjusted EBITDA margin | 39.6% | 31.8% | 40.7% | | | 34.3% |
| Adjusted EBITDA change | \$36.8 | \$3.6 | \$71.7 | (\$23.2) | (\$3.2) | \$85.7 |
| Adjusted EBITDA % change | 10% | 2% | 32% | (162)% | (8)% | 12% |
| Adjusted EBITDA margin change | 60 bp | 500 bp | 700 bp | | | 340 bp |

| | Industrial Gases— Americas | Industrial Gases— EMEA | Industrial Gases— Asia | Industrial Gases— Global | Corporate and other | Segment Total |
|---------------------------------------|----------------------------------|------------------------------|------------------------------|--------------------------------|------------------------|------------------|
| GAAP MEASURE | | | | | | |
| Six Months Ended 31 March 2019 | | | | | | |
| Operating income (loss) | \$474.8 | \$228.1 | \$401.5 | (\$8.3) | (\$95.6) | \$1,000.5 |
| Operating margin | 24.0% | 22.4% | 32.1% | | | 22.7% |
| Six Months Ended 31 March 2018 | | | | | | |
| Operating income (loss) | \$439.5 | \$221.2 | \$324.2 | \$21.6 | (\$90.4) | \$916.1 |
| Operating margin | 24.1% | 20.5% | 27.0% | | | 21.0% |
| Operating income (loss) change | \$35.3 | \$6.9 | \$77.3 | (\$29.9) | (\$5.2) | \$84.4 |
| Operating income (loss) % change | 8% | 3% | 24% | (138)% | (6)% | 9% |
| Operating margin change | (10) bp | 190 bp | 510 bp | | | 170 bp |
| NON-GAAP MEASURE | | | | | | |
| Six Months Ended 31 March 2019 | | | | | | |
| Operating income (loss) | \$474.8 | \$228.1 | \$401.5 | (\$8.3) | (\$95.6) | \$1,000.5 |
| Add: Depreciation and amortization | 250.5 | 92.6 | 164.8 | 4.1 | 8.1 | 520.1 |
| Add: Equity affiliates' income | 40.4 | 27.0 | 30.0 | 1.7 | — | 99.1 |
| Adjusted EBITDA | \$765.7 | \$347.7 | \$596.3 | (\$2.5) | (\$87.5) | \$1,619.7 |
| Adjusted EBITDA margin | 38.7% | 34.1% | 47.6% | | | 36.7% |
| Six Months Ended 31 March 2018 | | | | | | |
| Operating income (loss) | \$439.5 | \$221.2 | \$324.2 | \$21.6 | (\$90.4) | \$916.1 |
| Add: Depreciation and amortization | 240.1 | 99.8 | 119.4 | 3.5 | 5.1 | 467.9 |
| Add: Equity affiliates' income | 35.5 | 24.2 | 29.6 | .7 | — | 90.0 |
| Adjusted EBITDA | \$715.1 | \$345.2 | \$473.2 | \$25.8 | (\$85.3) | \$1,474.0 |
| Adjusted EBITDA margin | 39.2% | 32.0% | 39.4% | | | 33.7% |
| Adjusted EBITDA change | \$50.6 | \$2.5 | \$123.1 | (\$28.3) | (\$2.2) | \$145.7 |
| Adjusted EBITDA % change | 7% | 1% | 26% | (110)% | (3)% | 10% |
| Adjusted EBITDA margin change | (50) bp | 210 bp | 820 bp | | | 300 bp |

INCOME TAXES

The tax impact of our pre-tax non-GAAP adjustments reflects the expected current and deferred income tax expense associated with each adjustment and is primarily dependent upon the statutory tax rate of the various relevant jurisdictions and the taxability of the adjustments in those jurisdictions. For additional discussion on the impacts of our non-GAAP tax adjustments, including those resulting from the U.S. Tax Cuts and Jobs Act, refer to Note 14, Income Taxes, to the consolidated financial statements.

| | Effective Tax Rate | | | |
|--|--------------------------------|----------------|------------------------------|----------------|
| | Three Months Ended 31 March | | Six Months Ended 31 March | |
| | 2019 | 2018 | 2019 | 2018 |
| Income Tax Provision—GAAP | \$107.5 | \$56.2 | \$239.6 | \$348.0 |
| Income From Continuing Operations Before Taxes—GAAP | \$541.0 | \$479.8 | \$1,030.1 | \$934.3 |
| Effective Tax Rate—GAAP | 19.9% | 11.7% | 23.3% | 37.2% |
| Income Tax Provision—GAAP | \$107.5 | \$56.2 | \$239.6 | \$348.0 |
| Facility closure | — | — | 6.9 | — |
| Pension settlement loss | 1.2 | — | 1.2 | — |
| Tax reform repatriation | — | — | 15.6 | (420.5) |
| Tax reform adjustment related to deemed foreign dividends | — | — | (56.2) | — |
| Tax reform rate change and other | — | — | — | 214.0 |
| Tax restructuring | — | 38.8 | — | 38.8 |
| Income Tax Provision—Non-GAAP Measure | \$108.7 | \$95.0 | \$207.1 | \$180.3 |
| Income From Continuing Operations Before Taxes—GAAP | \$541.0 | \$479.8 | \$1,030.1 | \$934.3 |
| Facility closure | — | — | 29.0 | — |
| Pension settlement loss | 5.0 | — | 5.0 | — |
| Tax reform repatriation - equity method investment | — | — | — | 32.5 |
| Income From Continuing Operations Before Taxes—Non-GAAP Measure | \$546.0 | \$479.8 | \$1,064.1 | \$966.8 |
| Effective Tax Rate—Non-GAAP Measure | 19.9% | 19.8% | 19.5% | 18.6% |

LIQUIDITY AND CAPITAL RESOURCES

We have consistent access to commercial paper markets, and our cash balance and cash flows from operations and financing activities are expected to meet liquidity needs for the foreseeable future.

As of 31 March 2019, we had \$897.1 of foreign cash and cash items compared to total cash and cash items of \$2,735.9. As a result of the Tax Act, we currently do not expect that a significant portion of the earnings of our foreign subsidiaries and affiliates will be subject to U.S. income tax upon subsequent repatriation to the U.S. Depending on the country in which the subsidiaries and affiliates reside, the repatriation of these earnings may be subject to foreign withholding and other taxes. However, since we have significant current investment plans outside the U.S., it is our intent to permanently reinvest the majority of our foreign cash and cash items that would be subject to additional taxes outside the U.S.

Our cash flows from operating, investing, and financing activities, as reflected on the consolidated statements of cash flows, are summarized in the following table:

| Cash provided by (used for) | Six Months Ended 31 March | |
|-----------------------------|------------------------------|-----------|
| | 2019 | 2018 |
| Operating activities | \$1,285.8 | \$1,106.0 |
| Investing activities | (882.1) | (540.8) |
| Financing activities | (459.8) | (815.6) |

Operating Activities

For the first six months of fiscal year 2019, cash provided by operating activities was \$1,285.8. Income from continuing operations of \$768.8 was adjusted for items including depreciation and amortization, deferred income taxes, impacts from the Tax Act, a facility closure, undistributed earnings of unconsolidated affiliates, share-based compensation, and noncurrent capital lease receivables. The final adjustments to our estimates of the impacts of the Tax Act is included within "Tax reform repatriation" and "Deferred income taxes." See Note 14, Income Taxes, to the consolidated financial statements for additional information. The working capital accounts were a use of cash of \$141.6, primarily driven by \$125.5 from payables and accrued liabilities and \$55.4 from trade receivables. The use of cash within payables and accrued liabilities is primarily driven by a \$61.9 decrease in accrued incentive compensation due to payments on the 2018 plan and a \$24.9 decrease in accrued utilities. The decrease in accrued utilities was primarily driven by a contract modification to a tolling arrangement in India in December 2018.

For the first six months of fiscal year 2018, cash provided by operating activities was \$1,106.0 which includes income from continuing operations of \$572.0. The tax reform repatriation adjustment of \$310.3 represents our obligation for the deemed repatriation tax resulting from the Tax Act and is payable over a period of eight years. Undistributed earnings of unconsolidated affiliates includes \$32.5 of expense resulting from the Tax Act. See Note 14, Income Taxes, to the consolidated financial statements for additional information. The working capital accounts were a use of cash of \$260.8, primarily driven by \$260.4 from payables and accrued liabilities. The use of cash within payables and accrued liabilities is primarily driven by a decrease in customer advances of \$68.1, primarily related to sale of equipment activity, a \$47.6 decrease in accrued incentive compensation due to payments on the 2017 plan, and \$23.8 of severance payments.

Cash paid for income taxes, net of cash refunds, was \$165.6 and \$153.7 for the six months ended 31 March 2019 and 2018, respectively.

Investing Activities

For the first six months of fiscal year 2019, cash used for investing activities was \$882.1. Capital expenditures for plant and equipment were \$963.5. Cash paid for acquisitions, less cash acquired, was \$106.3. See Note 4, Acquisitions, to the consolidated financial statements for further details regarding our acquisitions. Proceeds from investments of \$187.9 resulted from maturities of time deposits with original terms greater than three months but less than one year.

For the first six months of fiscal year 2018, cash used for investing activities was \$540.8. Capital expenditures for plant and equipment were \$572.5. Cash paid for acquisitions, net of cash acquired, was \$271.4. See Note 4, Acquisitions, to the consolidated financial statements for further details. Net proceeds from the maturities of short-term investments was a source of cash of \$267.2.

We define capital expenditures as cash flows for additions to plant and equipment, acquisitions (less cash acquired), and investment in and advances to unconsolidated affiliates. The components of our capital expenditures are detailed in the table below:

| | Six Months Ended 31 March | |
|---|------------------------------|---------|
| | 2019 | 2018 |
| Additions to plant and equipment | \$963.5 | \$572.5 |
| Acquisitions, less cash acquired | 106.3 | 271.4 |
| Investment in and advances to unconsolidated affiliates | 1.4 | — |
| Capital expenditures | \$1,071.2 | \$843.9 |

We expect capital expenditures of approximately \$2,400 to \$2,500 in fiscal year 2019. This range includes our investment in our joint venture, Air Products Lu An (Changzhi) Co., Ltd., with Lu'An Clean Energy Company, which closed on 26 April 2018.

Sales backlog represents our estimate of revenue to be recognized in the future on sale of equipment orders and related process technologies that are under firm contracts. The sales backlog for the Company at 31 March 2019 was \$626, compared to \$204 at 30 September 2018.

Financing Activities

For the first six months of fiscal year 2019, cash used for financing activities was \$459.8 and primarily included dividend payments to shareholders of \$483.1, partially offset by proceeds from stock option exercises of \$45.4.

For the first six months of fiscal year 2018, cash used for financing activities was \$815.6. This consisted primarily of repayment on long-term debt of \$409.2 and dividend payments to shareholders of \$415.5. Payments on long-term debt primarily related to the repayment of a 1.2% U.S. Senior Note of \$400.0 that matured on 16 October 2017.

Financing and Capital Structure

Capital needs were satisfied primarily with cash from operations. Total debt as of 31 March 2019 and 30 September 2018, expressed as a percentage of total capitalization (total debt plus total equity), was 24.8% and 25.4%, respectively. Total debt decreased from \$3,812.6 at 30 September 2018 to \$3,790.8 at 31 March 2019. The current year total debt balance includes \$393.3 of related party debt associated with the Lu'An joint venture.

We have a \$2,300.0 revolving credit agreement with a syndicate of banks ("the Credit Agreement") maturing 31 March 2022. Under the Credit Agreement, senior unsecured debt is available to both the Company and certain of its subsidiaries. The Credit Agreement provides a source of liquidity for the Company and supports its commercial paper program. The Company's only financial covenant is a maximum ratio of total debt to total capitalization no greater than 70%. No borrowings were outstanding under the Credit Agreement as of 31 March 2019 or 30 September 2018.

Commitments totaling \$4.8 are maintained by our foreign subsidiaries, all of which was borrowed and outstanding as of 31 March 2019.

As of 31 March 2019, we were in compliance with all of the financial and other covenants under our debt agreements.

On 15 September 2011, the Board of Directors authorized the repurchase of up to \$1,000 of our outstanding common stock. During the first six months of fiscal year 2019, we did not purchase any of our outstanding shares. At 31 March 2019, \$485.3 in share repurchase authorization remained.

CONTRACTUAL OBLIGATIONS

We are obligated to make future payments under various contracts, such as debt agreements, lease agreements, unconditional purchase obligations, and other long-term obligations. There have been no material changes to our contractual obligations since 30 September 2018.

PENSION BENEFITS

For the six months ended 31 March 2019 and 2018, net periodic pension cost was \$17.0 and \$25.2, respectively. We recognized service-related costs of \$20.9 and \$26.3, respectively, on our consolidated income statements within operating income. The non-service benefits of \$3.9 and \$1.1 were included in "Other non-operating income (expense), net" for the six months ended 31 March 2019 and 2018, respectively. The decrease in pension expense in fiscal year 2019 resulted from lower loss amortization, primarily due to favorable asset experience, and the impact of higher discount rates, partially offset by lower expected return on assets. The amount of service costs capitalized in fiscal years 2019 and 2018 were not material.

For the six months ended 31 March 2019 and 2018, we recognized pension settlement losses of \$6.0 and \$3.3, respectively, to accelerate recognition of a portion of actuarial gains and losses deferred in accumulated other comprehensive loss. These losses are included within "Other non-operating income (expense), net" on our consolidated income statements. Pension settlement losses in fiscal years 2019 and 2018 were primarily associated with the U.S. Supplementary Pension Plan. We expect total pension settlement losses of approximately \$10 in fiscal year 2019.

Management considers various factors when making pension funding decisions, including tax, cash flow, and regulatory implications. For the six months ended 31 March 2019 and 2018, our cash contributions to funded pension plans and benefit payments for unfunded pension plans were \$25.5 and \$35.9, respectively. Total contributions for fiscal 2019 are expected to be approximately \$45 to \$65. During fiscal year 2018, total contributions were \$68.3.

Refer to Note 9, Retirement Benefits, to the consolidated financial statements for details on pension cost and cash contributions.

COMMITMENTS AND CONTINGENCIES

Refer to Note 10, Commitments and Contingencies, to the consolidated financial statements for information concerning our commitments and contingencies, including litigation and environmental matters.

OFF-BALANCE SHEET ARRANGEMENTS

There have been no material changes to off-balance sheet arrangements since 30 September 2018. We are not a primary beneficiary in any material variable interest entity. Our off-balance sheet arrangements are not reasonably likely to have a material impact on financial condition, changes in financial condition, results of operations, or liquidity.

RELATED PARTY TRANSACTIONS

We have related party sales to some of our equity affiliates and joint venture partners. Sales to related parties totaled approximately \$80 and \$165 for the three and six months ended 31 March 2019, respectively, and \$70 and \$175 for the three and six months ended 31 March 2018, respectively. Agreements with related parties include terms that are consistent with those that we believe would have been negotiated at an arm's length with an independent party.

During fiscal year 2018, we completed the formation of Air Products Lu An (Changzhi) Co., Ltd. ("the JV"), a 60%-owned joint venture with Lu'An Clean Energy Company ("Lu'An"), and the JV acquired gasification and syngas clean-up assets from Lu'An. In connection with the acquisition, Lu'An made a loan to the JV of 2.6 billion RMB and we established a liability of 2.3 billion RMB for cash payments expected to be made to or on behalf of Lu'An in 2019. Long-term debt payable to Lu'An of approximately \$369 and \$384 as of 31 March 2019 and 30 September 2018, respectively, is presented on the consolidated balance sheets as "Long-term debt – related party." As of 31 March 2019, approximately \$24 of the loan is reflected within "Current portion of long-term debt." The expected remaining cash payments are presented within "Payables and accrued liabilities" and were .6 billion RMB (approximately \$83) as of 31 March 2019. As of 30 September 2018, this liability was 2.2 billion RMB (approximately \$330).

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's Discussion and Analysis of our financial condition and results of operations is based on the consolidated financial statements and accompanying notes that have been prepared in accordance with GAAP. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Judgments and estimates of uncertainties are required in applying our accounting policies in many areas. However, application of policies that management has identified as critical places significant importance on management's judgment, often as the result of the need to make estimates of matters that are inherently uncertain. If actual results were to differ materially from these estimates, the reported results could be materially affected. A description of our major accounting policies, including those identified as critical, is included in our 2018 Form 10-K.

There have been no changes to our accounting policies or estimates during the first six months of fiscal year 2019 that had a significant impact on our financial condition, change in financial condition, liquidity, or results of operations.

NEW ACCOUNTING GUIDANCE

See Note 2, New Accounting Guidance, and Note 3, Revenue Recognition, to the consolidated financial statements for information concerning the implementation and impact of new accounting guidance.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information on our utilization of financial instruments and an analysis of the sensitivity of these instruments to selected changes in market rates and prices is included in our 2018 Form 10-K.

Our net financial instrument position increased from a liability of \$3,736.2 at 30 September 2018 to a liability of \$3,757.4 at 31 March 2019.

Interest Rate Risk

The sensitivity analysis related to the interest rate risk on the fixed portion of our debt portfolio assumes an instantaneous 100 bp move in interest rates from the level at 31 March 2019, with all other variables held constant. A 100 bp increase in market interest rates would result in a decrease of \$86 and \$96 in the net liability position of financial instruments at 31 March 2019 and 30 September 2018, respectively. A 100 bp decrease in market interest rates would result in an increase of \$90 and \$101 in the net liability position of financial instruments at 31 March 2019 and 30 September 2018.

There were no material changes to the sensitivity analysis related to the variable portion of our debt portfolio since 30 September 2018.

Foreign Currency Exchange Rate Risk

The sensitivity analysis related to foreign currency exchange rates assumes an instantaneous 10% change in the foreign currency exchange rates from their levels at 31 March 2019, with all other variables held constant. A 10% strengthening or weakening of the functional currency of an entity versus all other currencies would result in a decrease or increase, respectively, of \$313 and \$329 in the net liability position of financial instruments at 31 March 2019 and 30 September 2018, respectively.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We maintain a comprehensive set of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Under the supervision of the Chief Executive Officer and Chief Financial Officer, the Company's management conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures as of 31 March 2019. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of 31 March 2019, the disclosure controls and procedures were effective.

Internal Control Over Financial Reporting

There was no change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended 31 March 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 5. Other Information

Not applicable.

Item 6. Exhibits.

(a) Exhibits required by Item 601 of Regulation S-K

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Air Products and Chemicals, Inc. Executive Separation Program as amended effective 20 July 2018. |
| 31.1 | Certification by the Principal Executive Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2 | Certification by the Principal Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification by the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. † |
| 101.INS | XBRL Instance Document. The XBRL Instance Document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. |
| 101.SCH | XBRL Taxonomy Extension Schema |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase |

† The certification attached as Exhibit 32 that accompanies this Quarterly Report on Form 10-Q, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Air Products and Chemicals, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

SIGNATURE

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 thereunto duly authorized.

Air Products and Chemicals, Inc.

(Registrant)

Date: 24 April 2019

By:

/s/ M. Scott Crocco

M. Scott Crocco
Executive Vice President and Chief Financial Officer

**AIR PRODUCTS AND CHEMICALS, INC.
EXECUTIVE
SEPARATION PROGRAM**

As Amended Effective as of 20 July 2018

ARTICLE I

PURPOSE AND TERM OF PLAN

Section 1.01 Purpose. Air Products and Chemicals, Inc. hereby establishes the Air Products and Chemicals, Inc. Executive Separation Program (the “Plan”) for the purpose of facilitating the planned separations of Covered Executives (as defined below) and providing severance benefits to a Covered Executive.

Section 1.02 Term of the Plan. The Plan, was originally effective July 17, 2003. This amendment and restatement of the Plan shall be effective for a Termination of Employment occurring on or after 20 July 2018. The Plan will continue until such time as the Committee (as defined below) acting in its sole discretion, elects to modify, supersede or terminate the Plan in accordance with, and subject to, the provisions of Article V.

ARTICLE II

DEFINITIONS

Section 2.01 “Administrator” shall mean the Committee or, to the extent the Committee delegates its powers in accordance with Section 4.01, its delegate with respect to matters so delegated.

Section 2.02 “Air Products” shall mean Air Products and Chemicals, Inc.

Section 2.03 “Annual Incentive Plan” shall mean the Air Products and Chemicals, Inc. Annual Incentive Plan and/or any similar, successor or substitute short-term bonus plan, program or pay practice.

Section 2.04 “Benefit” or “Benefits” shall mean any or all of the benefits that a Covered Executive is entitled to receive pursuant to Sections 3.02, 3.03 and 3.04 of the Plan.

Section 2.05 “Board” means the Board of Directors of Air Products.

Section 2.06 “Cause” shall mean (a) the willful failure of a Covered Executive to substantially perform his or her duties (other than any such failure due to Disability), after a demand for substantial performance is delivered, which demand shall identify the manner in which the Company believes that the Covered Executive has not substantially performed his duties, (b) a Covered Executive’s engaging in willful and serious misconduct that has caused or would reasonably be expected to result in material injury to the Company or any of its affiliates, (c) a Covered Executive’s conviction of, or entering a plea of nolo contendere to, a crime that constitutes a felony, (d) a Covered Executive’s engaging (i) in repeated acts of insubordination or (ii) an act of dishonesty, or (e) violation by the Covered Executive of any provision of Company’s Code of Conduct.

Section 2.07 “CEO” shall mean the Chief Executive Officer of Air Products, or a former chief executive officer of Air Products whose removal from such position constituted Good Reason.

Section 2.08 “Change in Control” shall be as defined under the Company’s standard change in control agreement for senior executives or, if applicable, the change in control agreement that is in effect for a Covered Executive at the time of the Change in Control.

Section 2.09 “Committee” shall mean the Management Development and Compensation Committee of the Board, or other person or persons appointed by the Board, to act on behalf of the Company with respect to the Plan as provided in the Plan.

Section 2.10 “Company” shall mean Air Products and any of its wholly or majority owned subsidiaries and affiliates. The term “Company” shall include any successor to Air Products such as a corporation succeeding to the business of Air Products or any subsidiary, by merger, consolidation or liquidation, or purchase of assets or stock or similar transaction.

Section 2.11 “Covered Executive” shall mean the executives listed on Exhibit A.

Section 2.12 “Disability” shall be as defined under the Company’s long-term disability plan.

Section 2.13 “Employment Termination Date” shall mean the date on which a Covered Executive incurs a Termination of Employment.

Section 2.14 “ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended.

Section 2.15 “Fiscal Year” shall mean each period commencing on October 1 and ending on the subsequent September 30.

Section 2.16 “Good Reason” shall mean the occurrence of any of the following without a Covered Executive’s consent:

(a) A material adverse change in the Covered Executive’s position or office with the Company, including, without limitation, a material diminution in the Covered Executive’s duties, reporting responsibilities and authority with the Company; or an assignment to the Covered Executive of duties or responsibilities, which are materially inconsistent with the Covered Executive’s status or position with the Company; provided that, any of the foregoing in connection with termination of a Covered Executive’s employment for Cause, Retirement or Disability shall not constitute Good Reason;

(b) Reduction of the Covered Executive’s Salary or failure by the Company to pay, in substantially equal installments conforming with the Company’s normal pay practices, the Covered Executive’s Salary; provided, however, that the Company may reduce a Covered Executive’s Salary if such reduction is no less favorable to the Covered Executive than the average annual percentage reduction during the applicable Fiscal Year

for all Highly Compensated Employees; provided further that the Company may adjust its normal payroll practices with respect to the payment of a Covered Executive's Salary provided that such adjustment is applicable to all Highly Compensated Employees;

(c) A material reduction in a Covered Executive's annual incentive opportunities under the Annual Incentive Plan without a corresponding increase in other incentive compensation payable by the Company; provided, however, that the Company may reduce a Covered Executive's annual incentive opportunities under the Annual Incentive Plan if such reduction is on a basis no less favorable to the Covered Executive than the basis upon which the Company reduces the annual incentive opportunities payable to all Highly Compensated Employees during the applicable Fiscal Year;

(d) A material reduction in a Covered Executive's aggregate Company provided benefits under the Company's employee pension benefit, life insurance, medical, dental, health and accident, disability, severance and paid vacation plans, programs and practices; provided however that the Company may reduce or adjust the aggregate benefits payable to a Covered Executive if such reduction is on a basis no less favorable to the Covered Executive than the basis on which the Company reduces aggregate benefits payable with respect to Highly Compensated Employees; or

(e) A requirement by the Company that a Covered Executive relocate his or her principal place of employment by more than fifty (50) miles from the location in effect immediately prior to the relocation.

Notwithstanding anything to the contrary contained herein, a Covered Executive's termination of employment will not be treated as for Good Reason as the result of the occurrence of any event specified in the foregoing clauses (a) through (f) (each such event, a "Good Reason Event") unless, within 90 days following the occurrence of such event, the Covered Executive provides written notice to the Company of the occurrence of such event, which notice sets forth the exact nature of the event and the conduct required to cure such event. The Company will have 30 days from the receipt of such notice within which to cure such event (such period, the "Cure Period"). If, during the Cure Period, such event is remedied, the Covered Executive will not be permitted to terminate his or her employment for Good Reason. If, at the end of the Cure Period, the Good Reason Event has not been remedied, a Covered Executive's voluntary termination will be treated as for Good Reason during the 90-day period that follows the end of the Cure Period. If a Covered Executive does not terminate employment during such 90-day period, the Covered Executive will not be permitted to terminate employment and receive the payments and benefits set forth under this Agreement as a result of such Good Reason Event.

Section 2.17 "Highly Compensated Employee" shall mean the highest paid one percent of employees of the Company together with all corporations, partnerships, trusts, or other entities controlling, controlled by, or under common control with, the Company.

Section 2.18 “Long-Term Incentive Plan” shall mean the Air Products and Chemicals, Inc. Long-Term Incentive Plan, approved by Air Products’ shareholders most recently on 24 January 2013, together with all predecessor and similar successor or substitute intermediate and/or long-term incentive compensation plan or program.

Section 2.19 “Pension Plans” shall mean, the Air Products and Chemicals, Inc. Pension Plan for Salaried Employees, as amended from time to time together with any similar, succeeding or substitute plan, and the Supplementary Pension Plan of Air Products and Chemicals, Inc. as amended from time to time, together with any similar, succeeding or substitute plan, and any private annuity or pension agreement between the Covered Executive and the Company.

Section 2.20 “Plan” shall mean the Air Products and Chemicals, Inc. Executive Separation Program, as set forth herein, and as the same may from time to time be amended.

Section 2.21 “Retirement Savings Plan” shall mean the Air Products and Chemicals, Inc. Retirement Savings Plan, as amended from time to time, together with any similar, succeeding or substitute plan.

Section 2.22 “Plan Year” shall mean each period commencing on October 1 during which the Plan is in effect and ending on the subsequent September 30.

Section 2.23 “Salary” shall mean an amount equal to the annual rate of a Covered Executive’s base salary payable to the Covered Executive in all capacities with the Company and its Subsidiaries or affiliates on the Covered Executive’s Employment Termination Date.

Section 2.24 “Savings Plans” shall mean the Retirement Savings Plan and the Air Products and Chemicals, Inc. Deferred Compensation Plan, as each is amended from time to time, together with any similar, succeeding or substitute plan(s).

Section 2.25 “Section 409A” shall mean Section 409A of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as in effect from time to time.

Section 2.26 “Target Bonus” shall mean a Covered Executive’s target bonus under the Annual Incentive Plan which is approved by the Committee for the applicable Fiscal Year or, if no such target bonus has been determined for such Fiscal Year, such target bonus for the most recent Fiscal Year for which one was determined.

Section 2.27 “Termination of Employment” shall mean termination of the active employment relationship between a Covered Executive and the Company (a) by the Company for reasons other than the Covered Executive’s death, Disability, retirement after attaining age 65 or Cause or (b) by the Covered Executive for Good Reason; provided that, if ownership of any subsidiary, unit, division or business of the Company is divested, spun off, sold or otherwise transferred to a third party or third parties, including the stockholders of Air Products, and the Covered Executive’s employment within such divested or transferred subsidiary, unit, division or

business continues, the termination of the employment relationship between the Covered Executive and the Company shall not be a Termination of Employment.

ARTICLE III

ENTITLEMENT TO AND DESCRIPTION OF BENEFITS

Section 3.01 Earned Salary; Accrued Vacation. Upon a Covered Executive's Termination of Employment, the Company shall pay to the Covered Executive, as soon as practicable but no later than 30 days after the Covered Executive's Employment Termination Date, the Covered Executive's (i) Salary, to the extent earned but unpaid as of the Employment Termination Date, and (ii) vacation pay accrued through the Employment Termination Date. The Covered Executive shall also be entitled to business expenses incurred but unreimbursed as of the Employment Termination Date, earned but unpaid bonuses, and other benefits accrued under the Company's benefit plans as of the Employment Termination Date; provided that such amounts shall be paid to the Covered Executive in accordance with the applicable Company plan, program or policy.

Section 3.02 Cash Benefits. Upon a Covered Executive's Termination of Employment and the Covered Executive's satisfaction of the conditions specified in Section 3.05 of the Plan, the Covered Executive shall be entitled to receive the following Benefits, as well as the Benefits specified in Sections 3.03 and 3.04:

(a) A lump sum cash severance payment equal to one times (or, in the case of the CEO, two times) the sum of: (I) the Covered Executive's Salary and (II) the Covered Executive's Target Bonus for the Fiscal Year in which the Termination of Employment occurs; provided that if Mr. Seifollah Ghasemi has an Employment Termination Date subsequent to September 30, 2020, the amount of the benefit to be paid to him under this subsection 3.02(a) shall be the amount determined under the Amended and Restated Employment Agreement between Mr. Ghasemi and the Company entered as of 14 November 2017.

(b) A lump sum cash payment which shall be equal to the product of: (I) the Covered Executive's Target Bonus multiplied by the Annual Incentive Plan payout factor for the Corporate organization determined by the Committee for the Fiscal Year in which the Termination of Employment occurs and (II) a fraction, the numerator of which is the number of days in the current Fiscal Year through the Covered Executive's Employment Termination Date, and the denominator of which is 365. Payment under this subsection 3.02(b) shall be in lieu of an Annual Incentive Award for the Fiscal Year in which the Employment Termination Date occurs. In the event the Covered Executive is determined by the Committee to be entitled to an Annual Incentive Award for the Fiscal Year in which the Employment Termination Date occurs, no payment will be made under this subsection 3.02(b).

(c) (i) If the Covered Executive is a participant in the Pension Plans and is not a Core Contribution Participant under the Retirement Savings Plan, a lump

sum cash payment equal to the difference between the actuarial present values as of the Employment Termination Date of:

(A) The Covered Executive's accrued vested pension benefits under the Pension Plans, calculated assuming that payment of the benefits will commence in the form of a straight life annuity on the earliest date on which the Covered Executive could commence payment if he or she is eligible for an early retirement subsidy on any portion of his or her accrued benefits on the Employment Termination Date, or on the first day of the month after the Covered Executive attains age 65 if he or she is not; and

(B) The Covered Executive's accrued vested pension benefits under the Pension Plans calculated by adding one year (in the case of the CEO, two years) of service to the actual service credited under such plans for benefit accrual and vesting purposes and including any early retirement subsidy available under the Pension Plans for which the Covered Executive is not eligible due to termination before satisfying age and service requirements for such subsidy, and assuming that the Covered Executive's benefit will commence in the form of a straight life annuity on the earliest date on which he or she could retire and commence a benefit under the Pension Plans.

For purposes of calculating the actuarial present values of (A) and (B) above, the interest rate shall be the average of the average monthly yields for municipal bonds published monthly by Moody's Investors' Service Inc. for the three months immediately preceding the Employment Termination Date and the life expectancy assumptions shall be those most frequently used by the Pension Plans' actuaries for other purposes. The calculation of the pension payment described in this subparagraph shall be made by a nationally recognized firm of enrolled actuaries acceptable to the Covered Executive and the Company. The Company shall pay the reasonable fees and expenses of such actuarial firm. The calculation made by such actuarial firm shall be binding on the Covered Executive and the Company.

(ii) If the Covered Executive is a Core Contribution Participant in the Retirement Savings Plan, a lump sum cash payment (or, in lieu of the payment described in clause (i) above) equal to the Company Core Contributions and Core Credits (as defined in the Savings Plans) that the Covered Executive would have received under the Savings Plans during the one-year period (in the case of the CEO, two-year period) following the Employment Termination Date assuming that (I) the Covered Executive remained actively employed by the Company during such period, (II) the Covered Executive's Salary continued at the higher of the rate in effect on the Employment Termination Date or the rate in effect immediately prior to any purported reduction in the Covered Executive's Salary

constituting Good Reason, and (III) the Covered Executive's Annual Incentive Plan awards were equal in amount to the higher of the most recent award received prior to the Employment Termination Date and the average of the awards available to the Covered Executive under the Annual Incentive Plan during and/or for each of the three immediately preceding Fiscal Years; provided that the amount payable to the Covered Executive under this clause (c) shall in no event include any Company matching contributions or credits on such Company Core Contributions or Core Credits.

Section 3.03 Non-Cash Benefits. In addition to the Benefits provided under Section 3.02, a Covered Executive shall receive, subject to the Covered Executive's satisfaction of the conditions specified in Section 3.05 of the Plan, the following additional benefits:

(a) If the Covered Executive is covered under any of the Company's group medical and dental plans as of the Employment Termination Date, and the Covered Executive is eligible for and timely elects continuation coverage under such plans pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"), the Company will pay the cost of such COBRA coverage on behalf of the Covered Executive, and each of his dependents who were covered under such medical and dental plans as of the Employment Termination Date and who are qualified beneficiaries under COBRA, for twelve months following the Employment Termination Date. Notwithstanding the preceding sentence, to the extent that any Covered Executive is eligible to commence retiree medical benefits under the Company's group medical plan on the Employment Termination Date, the preceding sentence shall not apply to such Covered Executive with respect to such plan and shall not affect the Covered Executive's entitlement to retiree medical benefits under the terms and conditions of such plan.

(b) Outplacement assistance at times and locations that are convenient to the Covered Executive; provided that such outplacement services will be provided for a period of no more than 12 months following the Employment Termination Date.

Section 3.04 Long-Term Incentive Plan Benefits. In addition to the Benefits payable under Sections 3.02 and 3.03, a Covered Executive's Long-Term Incentive Plan awards shall, subject to the Covered Executive's satisfaction of the conditions specified in Section 3.05 of the Plan, be treated in accordance with this Section 3.04.

(a) (i) All stock options and stock appreciation rights that are exercisable as of the Covered Executive's Employment Termination Date shall continue to be exercisable following such Employment Termination Date and shall remain exercisable for the remainder of the term applicable to the stock option or stock appreciation right. All stock options and stock appreciation rights that are not exercisable as of the Covered Executive's Employment Termination Date shall automatically terminate as of the Employment Termination Date.

(i) All unearned performance shares and other awards with performance-based vesting shall vest as of the Covered Executive's Employment Termination Date in an amount to be determined by multiplying (A) the number

of shares or units that would have been earned by the Covered Executive under each such award at the level of performance determined by the Committee at the end of the applicable performance cycle for other senior executives of the Company by (B) a fraction, the numerator of which is the number of full months that have elapsed between the beginning of the applicable performance period and the Covered Executive's Employment Termination Date and the denominator of which is the number of full months in such performance period. Payments in respect of such vested awards shall be made within 30 days of the Committee's determination, or, if later, as soon as permissible under Section 409A.

(ii) All other awards, including restricted stock units (other than deferred stock units that vest under the Long-Term Incentive Plan or the applicable award agreement upon a Covered Executive's death, disability or retirement) and restricted stock, that are subject to time-based vesting or other non-performance based conditions shall vest as of the Covered Executive's Employment Termination Date in an amount determined by multiplying (A) the number of shares or units that are subject to the award by (B) a fraction, the numerator of which is the number of full months that shall have elapsed since the beginning of the applicable vesting period and the denominator of which is the number of full months in the vesting period. Deferred stock units and restricted stock that become vested under the Long-Term Incentive Plan or applicable award agreement upon a Covered Executive's death, disability or retirement shall become fully vested on the Covered Executive's Employment Termination Date. Payments in respect of such vested awards shall be made as soon as practicable after the Release Effective Date (as defined below) or, if later, as soon as permissible under Section 409A.

(b) For purposes of this Section 3.04, fractional shares of Common Stock shall be rounded up to the next highest whole share of stock.

(c) Notwithstanding anything herein to the contrary, the treatment of Long-Term Incentive Plan awards held by a Covered Executive whose Termination of Employment is a Retirement (as defined in the Long-Term Incentive Plan) shall be determined under the Long-Term Incentive Plan and applicable award agreement (and not under this Section 3.04) to the extent determined by the Committee on the Covered Executive's Employment Termination Date to be more favorable to the Covered Executive.

Section 3.05 Conditions to Entitlement to Benefit. To be eligible to receive any Benefits under the Plan after the Covered Executive's Employment Termination Date has been set, a Covered Executive must (a) continue in his then current office and perform such duties for the Company as are typically related to the Covered Executive's position (or such other position as the Board reasonably requests) including identifying, recruiting and/or transitioning the Covered Executive's successor, in all events performing all assigned duties in the manner reasonably directed by the CEO in his sole discretion, or if the CEO is the Covered Executive, by

the Board in its sole discretion, and cease his employment on the Employment Termination Date; (b) on or after the Employment Termination Date, but prior to the 30th day following the Employment Termination Date, execute and provide to the Company a release and discharge of the Company from any and all claims, demands or causes of action, in such form as the Administrator shall determine, in his discretion, acting on behalf of the Company, and such release must not be revoked before becoming effective and irrevocable (the date on which the release becomes effective and irrevocable shall be the "Release Effective Date"); and (c) prior to the Release Effective Date, execute a noncompetition, nonsolicitation, and nondisparagement agreement that extends for the two-year period following the Covered Executive's Employment Termination Date in substantially the form attached hereto as Exhibit B, with such changes therein as the Administrator shall determine, in his discretion, acting on behalf of the Company. No Benefits due hereunder shall be paid to a Covered Executive who has not complied in all respects with the requirements of this Section 3.05. On or after the Release Effective Date, the Company shall provide the Covered Executive with a release of claims against the Covered Executive.

Section 3.06 Method of Payment. Benefits under the Plan shall be paid as follows:

(a) The cash Benefits determined pursuant to Section 3.02 hereof shall be paid in a lump sum, subject to all employment and withholding taxes applicable to the type of payments made. Such payments shall be made as soon as practicable after the Covered Executive's Release Effective Date, or, if later, as soon as permissible under Section 409A. In the event the permitted time between the Employment Termination Date and the Release Effective Date could span two taxable years, payment will be made in the second taxable year.

(b) The non-cash Benefits described in Section 3.03 shall be provided after the Employment Termination Date in accordance with the applicable Company plan, program or policy or as permitted by Section 409A if later;

provided that if the Covered Executive fails to comply with all of the conditions set forth in Section 3.05, the Covered Executive shall be required to repay to the Company in cash within five (5) business days after written demand is made therefor by the Company, an amount equal to the value of any Benefit received under Section 3.03.

(c) Long-Term Incentive Plan awards referred to in Section 3.04 will be paid on the later of the date contemplated under the applicable award agreement and the date (if any) provided for under Section 3.04; provided that payment shall be made in accordance with the applicable award agreement to the extent required to avoid taxes or penalties under Section 409A.

Section 3.07 Death or Disability. If a Covered Executive, incurs Disability or dies before the Employment Termination Date has been set, no Plan payments or other benefits will be due and owing to the Covered Executive or, in the case of his death, to his estate or beneficiary. If a Covered Executive incurs Disability or dies after his Employment Termination Date has been set but not attained, the Administrator shall cause any Benefits due under the Plan

to be paid to the Covered Executive or, in the case of his death, to the Covered Executive's Designated Beneficiary as defined in the Long-Term Incentive Plan.

Section 3.08 Change in Control. In the event of a Change in Control of the Company, the change in control agreement applicable to the Covered Executive shall continue in full force and effect and the Plan shall be null and void; and, if the Change in Control occurs after the Employment Termination Date has been set but before the Employment Termination Date, the change in control agreement applicable to the Covered Executive shall continue in full force and effect and the Employment Termination Date under the Plan shall be treated under the change in control agreement as the Covered Executive's "Termination Date" for other than death, "Disability" or "Cause", as such terms appearing in quotations are defined in the change in control agreement, and the Plan shall be null and void.

ARTICLE IV

ADMINISTRATION

Section 4.01 Authority and Duties. It shall be the duty of the Administrator, on the basis of information supplied by the Company, to determine the entitlement of each Covered Executive to Benefits under the Plan. The Administrator shall have the full power and authority to (a) determine whether a Covered Executive's termination of employment with the Company constitutes a Termination of Employment for purposes of the Plan and (b) construe, interpret and administer the Plan, to correct deficiencies therein, and to supply omissions. All decisions, actions, and interpretations of the Administrator shall be final, binding, and conclusive upon the parties. The Committee may delegate to appropriate Company officers its authority and its duties as it shall deem appropriate in its sole discretion, and the actions of such person or persons shall have the same force and effect as any action of the Committee in respect of the Plan (other than any action by such person or persons to delegate the Committee's duties or authority hereunder); provided, however, that the Committee shall approve the eligibility for Benefits.

Section 4.02 Expenses of the Administrator. All reasonable expenses of the Administrator shall be paid or reimbursed by the Company upon proper documentation. The Company shall indemnify and defend the Administrator against personal liability for actions taken in good faith in the discharge of its duties hereunder.

Section 4.03 Actions of the Administrator. Whenever a determination is required of the Administrator under the Plan, such determination shall be made solely at the discretion of the Administrator. In addition, the exercise of discretion by the Administrator need not be uniformly applied to similarly situated Covered Executives and shall be final and binding on each Covered Executive or beneficiary(ies) to whom the determination is directed.

ARTICLE V

AMENDMENT AND TERMINATION

The Company, acting through the Committee, retains the right, at any time and from time to time, to amend, suspend, or terminate the Plan in whole or in part, for any reason, and, except as provided below, without either the consent of or the prior notification to any Covered Executive. Notwithstanding the foregoing and except as specifically provided under Section 7.12(d), no such amendment, suspension or termination shall (a) give the Company the right to recover any amount paid to a Covered Executive prior to the date of such action, (b) cause the cessation and discontinuance of payments of Benefits to any person or persons under the Plan already receiving Benefits, or (c) be effective to terminate or reduce the Benefits or prospective Benefits of any Covered Executive whose Employment Termination Date has been set as of the date of such amendment, suspension or termination (unless the express written consent of the Covered Executive has been obtained with respect thereto).

ARTICLE VI

DUTIES OF THE COMPANY

Section 6.01 Records. The Company shall supply to the Administrator all records and information necessary to the performance of the Administrator's duties.

Section 6.02 Discretion. Any decisions, actions or interpretations to be made under the Plan by the Board, the Committee, the Company, or the Administrator, acting on behalf of the Company, shall be made in its or their respective sole discretion, not in any fiduciary capacity and need not be uniformly applied to similarly situated individuals and shall be final, binding and conclusive upon all parties.

ARTICLE VII

MISCELLANEOUS

Section 7.01 Nonalienation of Benefits. None of the payments, Benefits or rights of any Covered Executive shall be subject to any claim of any creditor, and, in particular, to the fullest extent permitted by law, all such payments, Benefits and rights shall be free from attachment, garnishment, trustee's process, or any other legal or equitable process available to any creditor of such Covered Executive. No Covered Executive shall have the right to alienate, anticipate, commute, pledge, encumber or assign any of the Benefits or payments which he may expect to receive, contingently or otherwise, under the Plan.

Section 7.02 No Contract of Employment. Neither the establishment of the Plan, nor any modification thereof, nor the creation of any fund, trust or account, nor the payment of any Benefits shall be construed as giving any Covered Executive, or any person whosoever, the right

to be retained in the service of the Company, and all Covered Executives shall remain subject to discharge to the same extent as if the Plan had never been adopted.

Section 7.03 Entire Agreement. Except as may be provided in a change in control agreement that is in effect for a Covered Executive at the time of a Change in Control between the Company and a Covered Executive, this Plan document, as it may be amended by the Committee, and the documents specifically referenced herein, or in such amendment, shall constitute the entire agreement between the Company and the Covered Executive with respect to the Benefits promised hereunder and no other agreements, representations, oral or otherwise, express or implied, with respect to such Benefits or any severance benefits shall be binding on the Company; provided that the Amended and Restated Employment Agreement entered as of 14 November 2017 between Air Products and Mr. Ghasemi shall remain effective and shall control to the extent treatment under such agreement is more favorable to Mr. Ghasemi than under the Plan.

Section 7.04 Severability of Provisions. If any provision of the Plan shall be held invalid or unenforceable, such invalidity or unenforceability shall not affect any other provisions hereof, and the Plan shall be construed and enforced as if such provisions had not been included.

Section 7.05 Successors, Heirs, Assigns, and Personal Representatives. The Plan shall be binding upon the heirs, executors, administrators, successors and assigns of the parties, including each Covered Executive, present and future.

Section 7.06 Headings and Captions. The headings and captions herein are provided for reference and convenience only, shall not be considered part of the Plan, and shall not be employed in the construction of the Plan.

Section 7.07 Gender and Number. Except where otherwise clearly indicated by context, the masculine and the neuter shall include the feminine and the neuter; the singular shall include the plural, and vice-versa.

Section 7.08 Unfunded Plan. The Plan shall not be funded. The Company may, but shall not be required to, set aside or earmark an amount necessary to provide the Benefits specified herein (including the establishment of trusts). In any event, no Covered Executive shall have any right to, or interest in, any assets of the Company.

Section 7.09 Payments to Incompetent Persons, Etc. Any Benefit payable to or for the Benefit of a minor, an incompetent person or other person incapable of receipting therefor shall be deemed paid when paid to such person's guardian or to the party providing or reasonably appearing to provide for the care of such person, and such payment shall fully discharge the Company, the Administrator and all other parties with respect thereto.

Section 7.10 Lost Payees. A Benefit shall be deemed forfeited if the Administrator is unable to locate a Covered Executive to whom a Benefit is due. Such Benefit shall be reinstated if application is made by the Covered Executive for the forfeited Benefit while the Plan is in operation.

Section 7.11 Controlling Law and Nature of Plan. The Plan shall be construed and enforced according to the laws of the Commonwealth of Pennsylvania to the extent not preempted by Federal law. The Plan is not intended to be included in the definitions of “employee pension benefit plan” and “pension plan” set forth under Section 3(2) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). Rather, the Plan is intended to meet the descriptive requirements of a plan constituting a “severance pay plan” within the meaning of regulations published by the Secretary of Labor at Title 29, Code of Federal Regulations, Section 2510.3-2(b).

Section 7.12 Section 409A.

(a) It is intended that the provisions of this Plan comply with Section 409A, and all provisions of this Plan shall be construed and interpreted in a manner consistent with the requirements for avoiding taxes or penalties under Section 409A.

(b) Neither the Covered Executive nor any of the Covered Executive’s creditors or beneficiaries shall have the right to subject any deferred compensation (within the meaning of Section 409A) payable under this Plan or under any other plan, policy, arrangement or agreement of or with the Company or any of its affiliates (this Plan and such other plans, policies, arrangements and agreements, the “Company Plans”) to any anticipation, alienation, sale, transfer, assignment, pledge, encumbrance, attachment or garnishment. Except as permitted under Section 409A, any deferred compensation (within the meaning of Section 409A) payable to the Covered Executive or for the Covered Executive’s benefit under any Company plan may not be reduced by, or offset against, any amount owing by the Covered Executive to the Company or any of its affiliates.

(c) If, at the time of the Covered Executive’s separation from service (within the meaning of Section 409A), (i) the Covered Executive shall be a specified employee (within the meaning of Section 409A and using the indemnification methodology selected by the Company from time to time) and (ii) the Company shall make a good faith determination that an amount payable under a Company Plan constitutes deferred compensation (within the meaning of Section 409A) the payment of which is required to be delayed pursuant to the six-month delay rule as set forth in Section 409A in order to avoid taxes or penalties under Section 409A, then the Company shall not pay such amount on the otherwise scheduled payment date but shall instead accumulate such amount and pay it, without interest, on the first business day after such six-month period.

(d) Notwithstanding any provision of this Plan or any Company Plan to the contrary, , the Company reserves the right to make amendments to this Plan and any Company plan as the Company deems necessary or desirable to avoid the imposition of taxes or penalties under Section 409A. In any case, the Covered Executive is solely responsible and liable for the satisfaction of all taxes and penalties that may be imposed on the Covered Executive for the Covered Executive’s account in connection with any Company Plan (including any taxes and penalties under Section 409A), and neither the

Company nor any affiliate shall have any obligation to indemnify or otherwise hold the Covered Executive harmless from any or all of such taxes or penalties.

EXHIBIT A

COVERED EXECUTIVES

M. Scott Crocco

Seifollah Ghasemi

Sean D. Major

Samir J. Serhan

EXHIBIT B

NONCOMPETITION, NONSOLICITATION, AND NONDISPARAGEMENT AGREEMENT

I, _____ (the "Executive"), for and in consideration of (a) certain severance benefits to be paid and provided to me by Air Products and Chemicals, Inc. (the "Company") under the Air Products and Chemicals, Inc. Executive Separation Program (the "Plan"), and (b) the Company's execution of a release in favor of the Executive, I, the Executive, hereby covenant and agree as follows:

1. The Executive acknowledges that the Company is generally engaged in business throughout the world. During the Executive's employment by the Company and for two years after the Executive's Employment Termination Date (as defined in the Plan), the Executive agrees that he will not, unless acting with the prior written consent of the Company, directly or indirectly, own, manage, control, or participate in the ownership, management or control of, or be employed or engaged by, or be otherwise affiliated or associated with, as an officer, director, employee, consultant, independent contractor or otherwise: (a) any person who is engaged, in any manner anywhere, in any business which, as of the Employment Termination Date, is engaged in by the Company or has been reviewed with the Board for development to be owned or managed by the Company (together "competitive businesses"), or (b) any person who has an ownership interest in a competitive business or an affiliate of such a person. Executive's passive ownership of not more than 5% of the equity of a publicly traded entity shall not be deemed to be a violation of this paragraph.

2. The Executive also agrees that he will not, directly or indirectly, during the period described in paragraph (1), induce any person who is an employee, officer, director, or agent of the Company, to terminate such relationship, or employ, assist in employing or otherwise be associated in business with any present or former employee or officer of the Company, including without limitation those who commence such positions with the Company after the Employment Termination Date.

3. For the purposes of this Agreement:

(a) the term "Company" shall be deemed to include Air Products and Chemicals, Inc. and the subsidiaries and affiliates of Air Products and Chemicals, Inc.

(b) the term "person" shall include an individual, a publicly-traded or privately-held corporation or equivalent thereof under foreign law, a partnership, an association, a joint stock company, a trust, any unincorporated association, or any business organization; and may include an affiliate of the Company.

(c) the term "affiliate" of a specified person shall mean any corporation, partnership, joint venture, business organization, trust, or other non-natural person in which the specified person directly or indirectly holds an interest, which is under common control with the specified person, or of which the specified person is an executive officer, manager, trustee, executor, or similar controlling person.

4. The Executive acknowledges and agrees that the restrictions contained in this Agreement are reasonable and necessary to protect and preserve the legitimate interests,

properties, goodwill and business of the Company, that the Company would not have entered into this Agreement in the absence of such restrictions and that irreparable injury will be suffered by the Company should the Executive breach the provisions of this Section. The Executive represents and acknowledges that (a) the Executive has been advised by the Company to consult the Executive's own legal counsel in respect of this Agreement, (b) the Executive has consulted with and been advised by his own counsel in respect of this Agreement, and (c) the Executive has had full opportunity, prior to execution of this Agreement, to review thoroughly this Agreement with the Executive's counsel.

5. The Executive further acknowledges and agrees that a breach of the restrictions in this Agreement will not be adequately compensated by monetary damages. The Executive agrees that the Company shall be entitled to (a) preliminary and permanent injunctive relief, without the necessity of proving actual damages, or posting of a bond, (b) an equitable accounting of all earnings, profits and other benefits arising from any violation of this Agreement, and (c) enforce the terms, including requiring forfeitures, under other plans, programs and agreements under which the Executive has been granted a benefit contingent on a covenant similar to those contained in this Agreement, which rights shall be cumulative and in addition to any other rights or remedies to which the Company may be entitled. In the event that the provisions of this Agreement should ever be adjudicated to exceed the limitations permitted by applicable law in any jurisdiction, it is the intention of the parties that the provision shall be amended to the extent of the maximum limitations permitted by applicable law, that such amendment shall apply only within the jurisdiction of the court that made such adjudication and that the provision otherwise shall be enforced to the maximum extent permitted by law.

6. If the Executive breaches his obligations under this Agreement, he agrees that suit may be brought, and that he consents to personal jurisdiction, in the United States District Court for the Eastern District of Pennsylvania, or in any court of general jurisdiction in Allentown, Pennsylvania; consents to the non-exclusive jurisdiction of any such court in any such suit, action or proceeding; and waives any objection which he may have to the laying of venue of any such suit, action or proceeding in any such court. The Executive also irrevocably and unconditionally consents to the service of any process, pleadings, notices, or other papers with respect thereto. **EACH PARTY HERETO IRREVOCABLY AGREES TO WAIVE TRIAL BY JURY IN ANY ACTION, PROCEEDING, CLAIM, OR COUNTERCLAIM BROUGHT BY OR ON BEHALF OF ANY PARTY RELATED TO OR ARISING OUT OF THIS NONCOMPETITION AGREEMENT.**

7. Executive further agrees, covenants, and promises that he will not in any way communicate the terms of this Agreement to any person other than his immediate family and his attorney and financial consultant or when necessary to advise a third party of his obligations under this Agreement. Notwithstanding the foregoing, the Company and Executive also agree that for a period of two years following the Employment Termination Date, Executive will provide and that at all times after the date hereof the Company may similarly provide, with prior written notice to Executive, a copy of this Agreement to any business or enterprise (a) which Executive may directly or indirectly own, manage, operate, finance, join, control or of which he may participate in the ownership, management, operation, financing, or control, or (b) with which Executive may be connected as an officer, director, employee, partner, principal, agent, representative, consultant, or otherwise, or in connection with which Executive may use or permit to be used Executive's name. Executive agrees not to disparage the name, business reputation, or business practices of the Company or its subsidiaries or affiliates, or its or their

officers, employees, or directors, and the Company agrees not to disparage the name or business reputation of Executive.

8. The Executive hereby expressly acknowledges and agrees that (a) the provisions of the Employee Patent and Confidential Information Agreement entered into by him on _____, shall continue to apply in accordance with its terms, and (b) the provisions of the Executive’s outstanding incentive award agreements granted under the Company’s Long-Term Incentive Plan, as defined in the Plan, shall continue to apply in accordance with their terms except as otherwise provided in Section 3.04 of the Plan.

9. No failure or delay on the part of the Company in exercising any power or right hereunder shall operate as a waiver thereof, nor shall any single or partial exercise of any such right or power preclude any further or other exercise thereof or the exercise of any other right or power hereunder. No modification or waiver of any provision of this Agreement or consent to any departure by any party therefrom shall in any event be effective until the same shall be in writing and then such waiver or consent shall be effective only in the specific instance and for the purpose for which given. No notice to or demand on any party in any case shall entitle such party to any other or further notice or demand in similar or other circumstances.

10. Notices under this Agreement shall be in writing and sent via overnight mail as follows:

To: Company’s General Counsel To: Executive
7201 Hamilton Boulevard
Allentown, PA 18195-1501

11. This Agreement shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania without reference to its principles of conflict of law. This Agreement shall extend to and ensure to the benefit of the respective successors and assigns of the Company.

Intending to be legally bound hereby, I execute the Noncompetition, Nonsolicitation, and Nondisparagement Agreement this ___ day of _____, 20 ___.

Witness

Executive

— —

PRINCIPAL EXECUTIVE OFFICER'S CERTIFICATION

I, Seifi Ghasemi, certify that:

1. I have reviewed this Quarterly Report of Air Products and Chemicals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: 24 April 2019

/s/ Seifi Ghasemi

Seifi Ghasemi
Chairman, President and Chief Executive Officer

PRINCIPAL FINANCIAL OFFICER'S CERTIFICATION

I, M. Scott Crocco, certify that:

1. I have reviewed this Quarterly Report of Air Products and Chemicals, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: 24 April 2019

/s/ M. Scott Crocco

M. Scott Crocco
Executive Vice President and Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Air Products and Chemicals, Inc. (the "Company") on Form 10-Q for the period ending 31 March 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, Seifi Ghasemi, Chairman, President, and Chief Executive Officer of the Company, and M. Scott Crocco, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: 24 April 2019

/s/ Seifi Ghasemi

Seifi Ghasemi
Chairman, President, and Chief Executive Officer

/s/ M. Scott Crocco

M. Scott Crocco
Executive Vice President and Chief Financial Officer