

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) February 20, 2022

Air Products and Chemicals, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-04534
(Commission
File Number)

23-1274455
(IRS Employer
Identification No.)

1940 Air Products Boulevard
Allentown, Pennsylvania 18106-5500
(Address of principal executive offices and zip code)

(610) 481-4911
Registrant's telephone number, including area code

not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	APD	New York Stock Exchange
1.000% Euro Notes due 2025	APD25	New York Stock Exchange
0.500% Euro Notes due 2028	APD28	New York Stock Exchange
0.800% Euro Notes due 2032	APD32	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 under the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

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

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 20, 2022 the board of directors (the “Board”) of Air Products and Chemicals, Inc. (the “Company”) elected Tonit M. Calaway as a director of the Company, effective March 1, 2022. Ms. Calaway, 54, serves as the Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of BorgWarner Inc.

In connection with her election, the Board considered the independence of Ms. Calaway under New York Stock Exchange listing standards and the Company’s Corporate Governance Guidelines and concluded that she will be an independent director under these standards. The Board assigned Ms. Calaway to serve as a member of its Corporate and Governance Committee and Management Development and Compensation Committee, effective March 1, 2022.

Ms. Calaway will receive compensation and be subject to indemnification for serving as a member of the Board consistent with the Company’s normal arrangements for non-employee directors, which are described in the Company’s definitive proxy statement for its 2022 annual meeting of stockholders. There are no arrangements or understandings between Ms. Calaway and any other person pursuant to which Ms. Calaway was elected as a director, and neither Ms. Calaway nor any of her immediate family members is a party, either directly or indirectly, to any transaction that would be required to be reported under Item 404(a) of Regulation S-K.

A copy of the Company’s press release announcing the election of Ms. Calaway is filed as Exhibit 99.1 hereto and is incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated February 22, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

Air Products and Chemicals, Inc.
(Registrant)

Date: February 22, 2022

By: /s/ Sean D. Major
Sean D. Major
Executive Vice President,
General Counsel and Secretary

News Release



Air Products and Chemicals, Inc.
1940 Air Products Boulevard, Allentown, PA 18106-5500
www.airproducts.com

Tonit Calaway Elected to Air Products' Board of Directors

LEHIGH VALLEY, Pa. (February 22, 2022) – Tonit Calaway has been elected to Air Products' (NYSE:APD) Board of Directors effective March 1, 2022. She will serve as a member of the Air Products Board's Corporate Governance and Nominating Committee and its Management Development and Compensation Committee.

Air Products' Chairman, President and Chief Executive Officer Seifi Ghasemi said, "Tonit is a strong addition to our Board, having led Human Resources and Legal functions in the production and manufacturing space throughout her 23-year corporate career, as well as working for prominent law firms. At Air Products, we continue to build our diverse and inclusive culture, where people feel they belong and matter, and I have no doubt that we will benefit greatly from Tonit's experiences and perspectives."

Ms. Calaway is Executive Vice President and Chief Administrative Officer, General Counsel and Secretary of BorgWarner Inc. (NYSE: BWA), a \$14 billion global product leader in delivering innovative and sustainable mobility solutions for the vehicle market. Before joining BorgWarner, Ms. Calaway held various leadership positions during her 18-year career at Harley-Davidson, Inc., culminating in her role as Vice President, Human Resources and President of The Harley-Davidson Foundation. Prior to Harley-Davidson, Ms. Calaway worked for two Milwaukee-based law firms.

Ms. Calaway is a graduate of the University of Wisconsin-Milwaukee and received her Juris Doctorate from the University of Chicago Law School. She is a member of the State Bar of Wisconsin.

About Air Products

Air Products (NYSE:APD) is a world-leading industrial gases company in operation for over 80 years. Focused on serving energy, environment and emerging markets, the Company provides essential industrial gases, related equipment and applications expertise to customers in dozens of industries, including refining, chemical, metals, electronics, manufacturing, and food and beverage. Air Products is also the global leader in the supply of liquefied natural gas process technology and equipment. The Company develops, engineers, builds, owns and operates some of the world's largest industrial gas projects, including: gasification projects that sustainably convert abundant natural resources into syngas for the production of high-value power, fuels and chemicals; carbon capture projects; and world-scale low- and zero-carbon hydrogen projects supporting global transportation and the energy transition.

The Company had fiscal 2021 sales of \$10.3 billion from operations in 50 countries and has a current market capitalization of about \$60 billion. More than 20,000 passionate, talented and committed employees from diverse backgrounds are driven by Air Products' higher purpose to create innovative solutions that benefit the environment, enhance sustainability and address the challenges facing customers, communities, and the world. For more information, visit www.airproducts.com or follow us on [LinkedIn](#), [Twitter](#), [Facebook](#), or [Instagram](#).

Cautionary Note Regarding Forward-Looking Statements: This release contains "forward-looking statements" within the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's expectations and assumptions as of the date of this release and are not guarantees of future performance. While forward-looking statements are made in good faith and based on assumptions,

-more-

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 risk factors described in our Annual Report on Form 10-K for the fiscal year ended September 30, 2021. 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 the assumptions, beliefs, or expectations or any change in events, conditions, or circumstances upon which any such forward-looking statements are based.

#

Media Inquiries:

Katie McDonald, tel: (610) 481-3673; email: mcdonace@airproducts.com.

Investor Inquiries:

Simon Moore, tel: (610) 481-7461; email: mooresr@airproducts.com.