



AIR PRODUCTS AND CHEMICALS, INC.

AUDIT AND FINANCE COMMITTEE CHARTER

Effective 19 November 2025

1. Purpose

1.1 The Audit and Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Air Products and Chemicals, Inc. (the “Company”) is responsible for assisting the Board with its oversight responsibilities relating to (i) the integrity of the Company’s financial statements, financial reporting process and systems of internal accounting and financial controls, (ii) the qualifications, independence and performance of the independent auditor, (iii) the performance of the Company’s internal audit department and (iv) the Company’s compliance with legal and regulatory requirements.

1.2 The function of the Committee is oversight. It is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements are complete and accurate and prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). The Company’s management is responsible for the preparation, presentation and integrity of the Company’s financial statements and is responsible for maintaining appropriate accounting and financial reporting principles and policies, disclosure controls and procedures and internal controls and procedures designed to ensure materially accurate financial reporting, compliance with disclosure requirements, accounting standards and applicable laws and regulations.

The Committee has the powers and responsibilities set forth in this Charter (this “Charter”) as well as those that the Board may otherwise assign or delegate.

2. Committee Structure

2.1 The Committee shall consist of not less than three directors of the Company, each of whom the Board has determined to be “independent” within the meaning of New York Stock Exchange (“NYSE”) listing standards and shall also satisfy the guidelines for independence of directors set forth in the Company’s Corporate Governance Guidelines and the more rigorous independence requirements of the United States Securities and Exchange Commission (the “SEC”) and the NYSE pertaining specifically to members of audit committees. All Committee members shall have sufficient financial experience and ability to enable them to discharge their responsibilities and shall be “financially literate” or shall become financially literate within a reasonable period of time after appointment to the Committee. At

least one member shall have accounting and related financial management expertise within the meaning of the NYSE listing standards and qualify as an “audit committee financial expert” under SEC rules.

2.2 The members and the Chair of the Committee are appointed by the Board upon the recommendation of the Corporate Governance and Nominating Committee and serve at the pleasure of the Board. Resignation or removal of a director from the Board shall automatically constitute resignation or removal, as applicable, from the Committee.

3. Authority and Responsibilities

3.1 The Committee shall have the authority to take any and all actions that it deems necessary in furtherance of its purpose, including, but not limited to, the following.

3.1.1 Oversight of Financial Statements, the Financial Reporting Process and Systems of Internal Accounting and Financial Controls

- (a) Review and discuss with management and the independent auditor the annual audited financial statements and other information to be included in the Company’s Annual Report on Form 10-K and the Company’s quarterly unaudited financial statements and other information to be included in the Company’s Quarterly Reports on Form 10-Q, including (i) all critical accounting policies and estimates used or to be used by the Company, any new accounting guidance and critical audit matters that are addressed during the audit, (ii) disclosures under “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, (iii) any significant financial reporting issues that have arisen in connection with the preparation of such financial statements and (iv) any other matters required to be reviewed by or communicated to the Committee under applicable legal, regulatory, NYSE or Public Company Accounting Oversight Board (“PCAOB”) requirements. Such discussions may cover:
 - (i) major issues regarding accounting principles and financial statement presentations;
 - (ii) the quality, not just acceptability, of the Company’s accounting principles, the reasonableness of its significant judgments and the clarity of the disclosures in its financial statements;

- (iii) material changes in the Company's accounting policies and practices and significant judgments that may affect the financial results;
 - (iv) the nature of any unusual or significant commitments or contingent liabilities together with the underlying assumptions and estimates of management;
 - (v) the effect of regulatory and accounting initiatives and off-balance sheet arrangements on the Company's financial statements; and
 - (vi) the effect of changes in accounting standards that may materially affect the Company's financial reporting practices.
- (b) Review analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues or judgments made in connection with the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements.
 - (c) Review and discuss with the independent auditor any accounting or auditing issues on which the national office of the independent auditor was consulted.
 - (d) Recommend to the Board, based on the reviews and discussions with management and the independent auditor described above, whether the annual audited financial statements should be included in the Company's Annual Report on Form 10-K.
 - (e) Prepare, review and approve the Committee's report required to be included in the Company's Annual Report on Form 10-K or proxy statement.
 - (f) Review and discuss with management the types of information to be discussed and the type of presentation to be made in the Company's earnings press releases, as well as the types of financial information and earnings guidance to be provided to analysts and rating agencies, including the use of pro forma financial information or financial measures not prepared in accordance with GAAP.
 - (g) Discuss the results of the annual audit and any other matters

required to be communicated to the Committee by the independent auditor under PCAOB requirements, generally accepted auditing standards, applicable law, listing standards or other professional standards.

- (h) Review and discuss with management the Company's disclosure controls and procedures for financial reporting and management's assessment thereof and submit recommendations or proposals to the Board to ensure the integrity thereof.
- (i) Review and discuss with management and the independent auditor the reports and certifications of management with respect to the adequacy and effectiveness of the Company's internal control over financial reporting, including any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that could adversely affect the Company's ability to record, process, summarize and report financial information and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.
- (j) Annually review and discuss with management and the independent auditor the independent auditor's report on the effectiveness of the Company's internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act.
- (k) Review and discuss with management and the independent auditor any special audit steps or remediation measures adopted in light of any identified control deficiencies.

3.1.2 Oversight of Independent Auditor

The Company's independent auditor is responsible for planning and carrying out a proper audit of the Company's financial statements and internal control over financial reporting and appropriate interim period reviews in accordance with applicable auditing standards. The Committee shall have the following responsibilities with respect to oversight of the independent auditor.

- (a) Have the sole authority and be directly responsible for the selection, appointment, compensation, evaluation, retention and oversight of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit,

review or attest services for the Company (including resolution of disagreements between management and the auditor regarding financial reporting), which shall report directly to the Committee and may be replaced by the Committee in the Committee's discretion.

- (b) Annually recommend for shareholder approval the ratification of the appointment of the independent auditor.
- (c) Discuss with the independent auditor the overall scope and plans for the audit, including partner rotation, the adequacy of staffing and other factors that may affect the effectiveness and timeliness of such audit.
- (d) Review and preapprove, as appropriate, all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by the independent auditor and consider whether the provision of permitted non-audit services by the independent auditor is compatible with maintaining the auditor's independence.
- (e) Review and evaluate, at least annually, with the input of management and senior internal audit department personnel, the qualifications, performance and independence of the Company's independent auditor, including review and evaluation of the lead audit partner; and receive periodic reports from the independent auditor regarding the auditor's independence and such other matters as may be required by the PCAOB or applicable law, discuss such reports with the independent auditor and, if so determined by the Committee, take appropriate action to satisfy itself of the independence of the auditor.
- (f) Obtain and review at least annually a written report by the independent auditor describing such auditor's internal quality control procedures, material issues raised by its most recent internal quality control review or peer review (if applicable) or by any inquiry or investigation by governmental or professional authorities for the preceding five years (including inspections by the PCAOB) respecting one or more independent audits carried out by the independent auditor and the response of the independent auditor, including any steps taken to deal with any such issues, and review all relationships between the independent auditor and the Company.

- (g) Assure the regular rotation of the lead audit partner and the reviewing partner of the independent auditor as required by law, and consider whether, in order to assure continuing audit independence, there should be regular rotation of the independent auditor.
- (h) Review with the independent auditor and management any audit or internal control problems or difficulties and management's response.
- (i) Approve and maintain guidelines for the Company's hiring of former employees of any independent auditor who participated in any capacity in the audit of the Company.

3.1.3 Oversight of the Internal Audit Function

The internal audit department provides management and the Committee with ongoing assessments of the Company's risk management processes and system of internal control. The Committee shall have the following responsibilities with respect to oversight of the internal audit function.

- (a) Review and concur in the appointment and replacement of the Company's Chief Audit Executive and approve the Internal Audit Charter, as well as internal audit department's key objective, annual risk-based audit plan, budget, and staffing level.
- (b) At least annually, review and confirm the organizational independence of the internal audit department, including receiving confirmation from the Chief Audit Executive that the internal audit department remains free from undue influence in the scope and execution of its work.
- (c) Review, at least quarterly, the internal audit department's high-risk issue reports (or summaries) and management's responses. Annually evaluate the overall effectiveness of the internal audit department, including an assessment of the collective experience and qualifications of the internal audit department team, and a review of the Quality Assurance and Improvement Program. This review should consider the results of internal or external quality assessments and confirm that internal audit conforms with the Institute of Internal Auditors' Global Internal Audit Standards.
- (d) Discuss with the Chief Audit Executive and the independent

auditor the overall scope, plans and performance of the internal audit department, including the adequacy of staffing and other factors that may affect the effectiveness, timeliness and independence of such internal audits.

- (e) Meet separately, at least three times a year, with the Company's Chief Audit Executive and the independent auditor.
- (f) Provide input to senior management in the performance evaluation and compensation of the Chief Audit Executive and review the results of the Chief Audit Executive's performance appraisal with appropriate management.

3.1.4 Oversight of Compliance with Legal and Regulatory Requirements and the Risk Management Function

- (a) Oversee the Company's compliance with legal and regulatory requirements.
- (b) Review with the Company's General Counsel any significant litigation, investigations, proceedings or actions involving the Company or its affiliates and other legal matters that may have a material impact on the consolidated financial statements and any material reports or inquiries received from regulators or governmental agencies regarding compliance.
- (c) Review referrals, investigations, findings and resolutions with regard to alleged violations of the Company's Code of Business Conduct and Ethics. Review processes and results for certification of employees' understanding of, and compliance with, the Code of Business Conduct and Ethics.
- (d) At least annually receive a report on and meet with the General Counsel and, if separate, the Chief Compliance Officer to discuss the Company's key compliance risks and its compliance program, including that program's design, implementation and effectiveness.
- (e) At least annually receive a report on and meet with the General Counsel and the Chief Compliance Officer to discuss the Company's systems for monitoring compliance with laws, regulations and the Company's business conduct policies and the results of management's investigation and follow-up on any fraudulent acts or accounting irregularities.

- (f) Review and approve the Audit Committee report required to be included in the Company's annual proxy statement for shareholders.
- (g) At least annually, discuss with management, the Chief Audit Executive and the independent auditor the Company's major risk exposures as (formalized through the enterprise risk management process), including information technology security, and guidelines and policies to govern the processes by which risk assessment and risk management is undertaken by the Company, conferring with other committees of the Board about risk exposures and policies within the scope of such other committees' oversight.
- (h) Discuss with management the Company's major financial risk exposures and steps taken by management to monitor and mitigate such exposures, including the Company's capital management policies, capital needs and financing arrangements, financial risk management, liquidity and cash position, ability to access capital markets (including credit ratings), policies and strategies for managing currency and interest rate exposure, use of derivatives, sources and uses of cash and pension plan funding obligations.
- (i) Appoint the members of management who shall serve on the Pension Investment Committee, which serves as a named fiduciary of the Company's employee benefit plans subject to the Employee Retirement Income Security Act of 1974, as amended from time to time ("ERISA"), and is responsible for supervising, monitoring and reviewing the management, custody, control and investment performance of the assets of such ERISA plans. The Committee also periodically will receive reports on the activities of the Pension Investment Committee.
- (j) Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters as well as other forms of potential misconduct.
- (k) Review and approve transactions between the Company and related persons, discuss with the independent auditor their evaluation of the Company's identification and disclosure of

such transactions and review and approve the Company's Related Person Transaction Policy.

4. Committee Operations

4.1 The Committee may adopt procedural rules for its meetings and the conduct of its business, not inconsistent with this Charter, the Company's certificate of incorporation and bylaws or applicable law. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice and waiver of notice as are applicable to the Board. Adequate provision will be made for notice to members of all meetings. A majority of the members of the Committee shall constitute a quorum (provided that if the Committee has an even number of members, one-half of the members shall constitute a quorum) and all matters shall be determined by a majority vote of the members present. The Committee may delegate all or a portion of the authority granted to it by the Board to one or more of the Committee members or subcommittees, subject to applicable laws, regulation, stock exchange listing standards and the Company's certificate of incorporation or bylaws. In the event of a conflict between this Charter and the Company's certificate of incorporation or bylaws, the certificate of incorporation or bylaws shall control.

4.2 The Board approves the regular meeting schedule for the Committee each year. Additional meetings may occur, as the Committee or the Chair deem advisable. The Chairman of the Board, the Corporate Secretary and the Committee Chair agree on the length of regular meetings and the need to schedule additional special meetings. The Committee shall meet at least four times per year or more frequently as circumstances require. The Committee will meet periodically in executive session without Company management present. The Committee shall report regularly to the Board regarding its actions, as well as with respect to any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the Company's internal audit department, and make recommendations to the Board as appropriate.

4.3 The annual Committee agenda and individual meeting agendas are developed by the Chairman of the Board and Corporate Secretary in consultation with the Committee Chair, with input from appropriate members of management and staff.

4.4 When present, the Chair will preside at Committee meetings. In his or her absence, the Committee members present may appoint a chair pro tempore. The Committee Chair reports to the Board on Committee meetings and actions, and

the Corporate Secretary or an Assistant Corporate Secretary keeps minutes of all Committee meetings, which are distributed to Committee members for review and approval.

4.5 The Committee shall evaluate its performance annually and discuss the outcome of the evaluation with the full Board.

4.6 The Committee also will periodically review and reassess the adequacy of this Charter and recommend to the Board any changes that the Committee determines are appropriate.

5. Resources

5.1 The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including access to relevant records of the Company and officers and employees of the Company. The Committee may, in its sole discretion, retain or obtain the advice of independent legal counsel or other advisor (each, an “Advisor”), and the Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Advisor retained by the Committee. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any Advisor retained by the Committee.

5.2 Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company, and the Committee will take all necessary steps to preserve the privileged nature of those communications.