

**COMPANY
ANNOUNCEMENT
NO 7 2022/23**

24 March 2023

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COMPLETION OF DIRECTED ISSUE OF 11,577,957 NEW B SHARES AND 250,000 EXISTING TREASURY B SHARES

Ambu A/S (“Ambu” of the “Company”) has completed its offering of new B shares and existing treasury B shares (together the “Shares”) through an accelerated bookbuilding process (the “Offering”).

Further to company announcement no. 6 of 24 March 2023, Ambu has successfully completed an accelerated bookbuild offering of 11,577,957 new B shares and 250,000 existing treasury B shares (in aggregate corresponding to approximately 5.3% of Ambu’s issued B shares), at a sales price of DKK 93 per share, raising gross proceeds to the Company of approximately DKK 1.1 billion. The board of directors of Ambu (the “Board”) has today exercised its authorization in Article 9e(2) in Ambu’s Articles of Association, pursuant to which the Board is authorised to make share capital increases without pre-emption rights for the existing shareholders at a price not lower than market price, to increase Ambu’s share capital by issue of 11,577,957 new B shares at a subscription price of DKK 93 per new B share.

The Offering was made pursuant to applicable exemptions from the obligation to publish a prospectus in a directed issue and private placement and subscribed for by eligible institutional and professional investors in Denmark and in certain other jurisdictions at market price and without pre-emption rights for Ambu’s existing shareholders. Ambu and the members of its Board and management have in connection with the Offering, agreed to undertake a lock-up commitment for 180 calendar days following settlement of the Offering (subject to certain exceptions).

CAPITAL INCREASE

Subject to settlement, the share capital increase will be registered with the Danish Business Authority and the share capital of Ambu will hereafter consist of 234,974,389 B shares of DKK 0.50 each, together with 34,320,000 A shares of DKK 0.50 each, equivalent to a registered share capital of DKK 134,647,194.5.

The new B shares represent approximately 4.5% of Ambu’s total registered share capital before the capital increase and will account for approximately 4.3% of Ambu’s total registered share capital upon completion of the capital increase.

ADMISSION TO TRADING AND OFFICIAL LISTING

The new B shares will be issued under the temporary ISIN code DK0062271128. No application for admission to trading and official listing has been, or will be, filed for the new B shares issued under the temporary ISIN code, and the temporary ISIN code will only be registered with VP Securities A/S (“Euronext Securities”) for subscription for the new B shares. The temporary ISIN code in Euronext Securities will be merged with the permanent ISIN code for the existing B shares, DK0060946788, as soon as possible following registration of the share capital increase with the Danish Business Authority. The new B shares are expected to be admitted to trading and official listing on Nasdaq Copenhagen A/S, in the ISIN code for the existing B shares DK0060946788, on or around 29 March 2023.

The admission to trading and official listing of the new B shares is subject to the Offering not being withdrawn prior to the settlement of the Offering and the Company making an announcement to that effect.

JOINT GLOBAL COORDINATORS AND JOINT BOOKRUNNERS

Danske Bank A/S, J.P. Morgan SE and Nordea Danmark, filial af Nordea Bank Abp, Finland acted as Joint Global Coordinators and Joint Bookrunners in connection with the Offering.

Plesner and Freshfields Bruckhaus Deringer are acting as Danish and U.S. legal advisors, respectively, to Ambu for the Offering. Bech-Bruun is acting as legal advisor to the Joint Global Coordinators.

EXPECTED TIMETABLE FOR THE OFFERING

<u>Date</u>	<u>Event</u>
Expected Friday 24 March 2023	Trade Date and Allocations
Expected Tuesday 28 March 2023	Settlement and payment against delivery of the Shares. The Shares will be delivered in the temporary ISIN code
Expected Tuesday 28 March 2023	Registration of the capital increase with the Danish Business Authority
Expected Wednesday 29 March 2023	Admission to trading and official listing of the Shares on Nasdaq Copenhagen A/S
Expected Thursday 30 March 2023	Temporary ISIN code in Euronext is merged with permanent ISIN code

NEW SHARES

The new B shares will rank pari passu in all respects with existing B shares in Ambu. The new B shares will be negotiable instruments, and no restrictions will apply to their transferability. No B shares, including the new B shares, carry or will carry any special rights. Rights conferred by the new B shares, including voting rights and dividend rights, will apply from the time when the capital increase is registered with the Danish Business Authority. The B new shares must be registered in the name of the holder in the Company’s register of shareholders.



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DISCLAIMER

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