

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MiFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MiFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

## Final Terms dated 9 September 2022

Ørsted A/S

Legal entity identifier (LEI): W9NG6WMZIYEU8VEDOG48

Issue of **£575,000,000 5.375 per cent. Notes due 13 September 2042** by Ørsted A/S (the “Issuer”)

**Guaranteed by Ørsted Wind Power TW Holding A/S (the “Guarantor”)**

**under the €12,000,000,000 Debt Issuance Programme**

### PART A — CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 22 February 2022 and the supplements thereto dated 3 June 2022 and 2 September 2022, which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented in order to obtain all the relevant information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus and any supplement thereto are available for viewing on the website of the Luxembourg Stock Exchange, *www.bourse.lu* and copies may be obtained from Nesa Allé 1, 2820 Gentofte, Denmark.

1	(i) Series Number:	17
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
2	Specified Currency:	Pounds Sterling (“£”)
3	Aggregate Nominal Amount of Notes:	
	(i) Series:	£575,000,000
	(ii) Tranche:	£575,000,000
4	Issue Price:	99.699 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations:	£100,000 and increments of £1,000 in excess thereof
	(ii) Calculation Amount:	£1,000
6	(i) Issue Date:	13 September 2022
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	13 September 2042
8	Interest Basis:	5.375 per cent. Fixed Rate (See paragraph 13 below)
9	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at par
10	Change of Interest or Redemption/Payment Basis:	Not Applicable

- |    |  |   |
|----|--|---|
| 11 | Put/Call Options:                                      | Issuer Call<br>Make-Whole Redemption Amount<br>(See paragraphs 17 and 19 below) |
| 12 | Date of Board approval for issuance of Notes obtained: | Not Applicable  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|----|---|---|
| 13 | <b>Fixed Rate Note Provisions</b>       | Applicable  |
|    | (i) Rate of Interest:                   | 5.375 per cent. per annum payable annually in arrear  |
|    | (ii) Interest Payment Date(s):          | 13 September in each year from and including 13 September 2023, up to, and including, the Maturity Date, not adjusted |
|    | (iii) Fixed Coupon Amount(s):           | £53.75 per Calculation Amount   |
|    | (iv) Broken Amount(s):                  | Not Applicable  |
|    | (v) Day Count Fraction:                 | Actual/Actual (ICMA)  |
|    | (vi) Determination Date(s):             | 13 September in each year   |
| 14 | <b>Floating Rate Note Provisions</b>    | Not Applicable  |
| 15 | <b>Zero Coupon Note Provisions</b>      | Not Applicable  |
| 16 | <b>Inflation Linked Note Provisions</b> | Not Applicable  |

**PROVISIONS RELATING TO REDEMPTION**

- |    |   |  |
|----|---|--|
| 17 | Call Option:  | Applicable   |
|    | (i) Optional Redemption Date(s):                              | Each date falling in the period from, and including, 13 June 2042 to, but excluding, the Maturity Date |
|    | (ii) Optional Redemption Amount(s) of each Note:              | £1,000 per Calculation Amount  |
|    | (iii) Notice period:  | As set out in the Conditions   |
| 18 | Clean-up Call Option:   | Not Applicable   |
| 19 | Make-Whole Redemption:  | Applicable from, and including, the Issue Date to, but excluding, 13 June 2042                         |
|    | (i) Make-Whole Redemption Margin:                             | 0.30 per cent.   |
|    | (ii) Notice period:   | As set out in the Conditions   |
|    | (iii) Make-Whole Reference Bond:                              | UKT 4.500% due 07 December 2042 (ISIN: GB00B1VWPJ53)   |
| 20 | Put Option:   | Not Applicable   |
| 21 | Final Redemption Amount of each Note:                         | £1,000 per Calculation Amount  |
| 22 | Early Redemption Amount(s) per Calculation Amount payable per | £1,000 per Calculation Amount  |

Note on redemption for taxation reasons or on event of default or other early redemption:

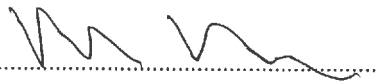
- 23 Fundamental Change Reference Bond: Not Applicable


**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- 24 Form of Notes: Bearer Notes:  
Temporary Global Note exchangeable for a permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the permanent Global Note  
TEFRA D
- 25 New Global Note: Yes
- 26 Green Bond: Yes
- 27 Financial Centre(s): London and TARGET2
- 28 Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
- 29 Details relating to Instalment Notes: amount of each instalment date on which each payment is to be made: Not Applicable

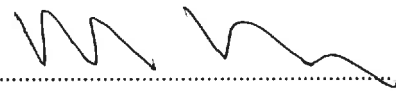
**SIGNATURE**

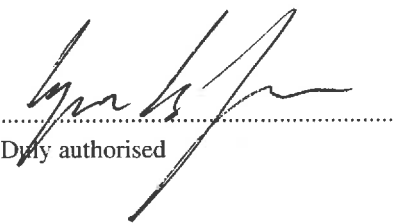
Signed on behalf of the Issuer:

By:   
.....  
Duly authorised

By:   
.....  
Duly authorised

Signed on behalf of the Guarantor:

By:   
.....  
Duly authorised

By:   
.....  
Duly authorised

## PART B — OTHER INFORMATION

### 1 LISTING AND ADMISSION TO TRADING

Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of the Luxembourg Stock Exchange and to trading on the regulated market of the Luxembourg Stock Exchange with effect from 13 September 2022.

The regulated market of the Luxembourg Stock Exchange is a regulated market for the purposes of MiFID II

Estimate of total expenses related to admission to trading: Euro 12,800

### 2 RATINGS

The Notes to be issued have been rated:

Moody's France S.A.S.  
("Moody's"): Baa1  
An obligation rated 'Baa' is subject to moderate credit risk. It is considered medium-grade and as such may possess speculative characteristics.

The modifier '1' indicates that the obligation ranks in the higher end of its generic category.

(Source: Moody's, <https://www.moodys.com/ratings-process/Ratings-Definitions/002002>)

S&P Global Ratings Europe Limited  
("S&P"): BBB+  
An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

The plus "+" sign indicates relative standing within the rating categories.

(Source: S&P, [https://www.standardandpoors.com/en\\_US/web/guest/article/-/view/sourceId/504352](https://www.standardandpoors.com/en_US/web/guest/article/-/view/sourceId/504352))

Fitch Ratings Ireland Limited  
("Fitch"): BBB+  
An obligation rated 'BBB' indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.

The modifier "+" appended to the rating denotes relative status within major rating categories.

(Source, Fitch Ratings, <https://www.fitchratings.com/products/rating-definitions>)

### 3 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: An amount equal to the net proceeds of the issue of Notes will be allocated fully to finance Green Projects.



### 4 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in “*Subscription and Sale*” in the Base Prospectus, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 5 YIELD

- Indication of yield: 5.400 per cent. per annum  
This yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 6 THIRD PARTY INFORMATION

The rating definitions provided in Part B, Item 2 of these Final Terms have been extracted from the websites of Moody’s, S&P and Fitch. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by Moody’s, S&P and Fitch, no facts have been omitted which would render the reproduced information inaccurate or misleading.

### 7 OPERATIONAL INFORMATION

- ISIN: XS2531570112  
Common Code: 253157011  
Names and addresses of initial Paying Agent(s): **Citibank, N.A.**  
Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

### 8 DISTRIBUTION

- Method of syndication: Syndicated  
Names of Managers: Barclays Bank Ireland PLC  
Deutsche Bank Aktiengesellschaft  
Goldman Sachs International  
J.P. Morgan SE  
Nordea Bank Abp  
Stabilisation Manager(s) (if any): Deutsche Bank Aktiengesellschaft  
Prohibition of sales to EEA retail investors: Applicable



Prohibition of sales to UK retail investors: Applicable

Prohibition of sales to Belgian Consumers: Applicable

**9 ADDITIONAL OPERATIONAL INFORMATION**

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Against payment

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met.

Relevant Benchmark: Not Applicable