

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.

Notification under Section 309B(1)(c) of the Securities and Futures Act 2001 of Singapore – In connection with Section 309B of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the “**SFA**”), and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “**CMP Regulations 2018**”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and are Excluded Investment Products (as defined in Monetary Authority of Singapore (“**MAS**”) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

Final Terms dated 27 February 2023

Ørsted A/S

Legal entity identifier (LEI): W9NG6WMZIYEU8VEDOG48

Issue of €700,000,000 4.125 per cent. Notes due 1 March 2035 by Ørsted A/S (the “Issuer”)

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

under the €15,000,000,000 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 20 February 2023 (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 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 is available for viewing on the website of the Luxembourg Stock Exchange, www.luxse.com and copies may be obtained from Nesa Allé 1, 2820 Gentofte, Denmark.

1	(i) Series Number:	20
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
2	Specified Currency:	Euro (“€”)
3	Aggregate Nominal Amount of Notes:	
	(i) Series:	€700,000,000
	(ii) Tranche:	€700,000,000
4	Issue Price:	99.323 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:	1 March 2023
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	1 March 2035
8	Interest Basis:	4.125 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 Make-Whole Redemption Amount Clean-up Call Option (See paragraphs 17, 18 and 19 below)
12	Date of Board approval for issuance of Notes obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13	Fixed Rate Note Provisions	Applicable
	(i) Rate of Interest:	4.125 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	1 March in each year from and including 1 March 2024, up to, and including, the Maturity Date, not adjusted
	(iii) Fixed Coupon Amount(s):	€41.25 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Date(s):	1 March in each year
14	Floating Rate Note Provisions	Not Applicable
15	Zero Coupon Note Provisions	Not Applicable
16	Inflation Linked Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17	Call Option:	Applicable
	(i) Optional Redemption Date(s):	Each date falling in the period from, and including, 1 December 2034 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:	Applicable
	(i) Early Redemption Amount:	€1,000 per Calculation Amount
	(ii) Minimum Percentage:	80 per cent.
	(iii) Notice period:	As set out in the Conditions
19	Make-Whole Redemption:	Applicable from, and including, the Issue Date to, but excluding, 1 December 2034
	(i) Make-Whole Redemption Margin:	0.25 per cent.
	(ii) Notice period:	As set out in the Conditions

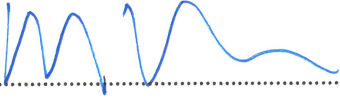
(iii) Make-Whole Reference Bond:	DBR 2.300 per cent. due 15 February 2033 (ISIN: DE000BU2Z007)
20 Put Option:	Not Applicable
21 Final Redemption Amount of each Note:	€1,000 per Calculation Amount
22 Early Redemption Amount(s) per Calculation Amount payable per Note on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount
23 Fundamental Change Reference Bond:	Not Applicable

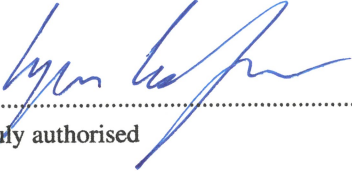
GENERAL PROVISIONS APPLICABLE TO THE NOTES

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
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

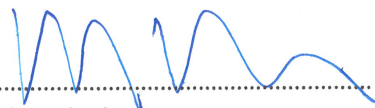
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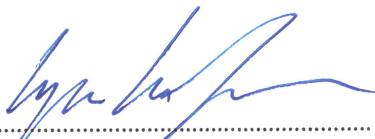
Signed on behalf of the Issuer:

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 1 March 2023

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: €8,150

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)

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.

Stabilisation Manager(s) (if any):	Barclays Bank Ireland PLC
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