

## 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 3.625 per cent. Notes due 1 March 2026 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](http://www.luxse.com) and copies may be obtained from Nesa Allé 1, 2820 Gentofte, Denmark.

1	(i) Series Number:	18
	(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:	99.852 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 2026
8	Interest Basis:	3.625 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	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.625 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):	€36.25 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	<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, 1 February 2026 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 February 2026
	(i) Make-Whole Redemption Margin:	0.15 per cent.
	(ii) Notice period:	As set out in the Conditions

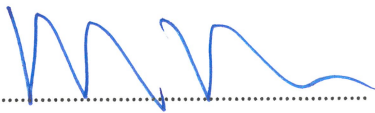
(iii) Make-Whole Reference Bond:	DBR 0.500 per cent. due 15 February 2026 (ISIN: DE0001102390)
20 Put Option:	Not Applicable
21 Final Redemption Amount of each Note:	€1,000 per Calculation Amount
22 Early Redemption Amount(s) per Calculation Amount payable per Note on redemption for taxation reasons 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

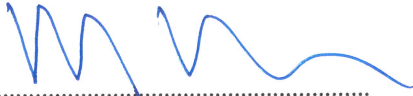
SIGNATURE

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 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: €2,750

### 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 used exclusively to finance or refinance Eligible 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: 3.678 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: XS2591026856  
Common Code: 259102685  
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  
BofA Securities Europe SA  
Crédit Agricole Corporate and Investment Bank  
Coöperatieve Rabobank U.A.  
NatWest Markets N.V.  
Skandinaviska Enskilda Banken Ab (Publ)



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