

**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 ("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, "**EU MiFID II**"); (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of EU MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently no key information document required by Regulation (EU) No 1286/2014 (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 FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (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 the UK Prospectus Regulation. 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.

**EU 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 EU 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 EU 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.

**Coloplast Finance B.V.**  
**Legal entity Identifier (LEI): 529900WUKMUUP16A4F62**  
**Issue of EUR 650,000,000 Floating Rate Notes due May 2024**  
**unconditionally and irrevocably guaranteed by Coloplast A/S**  
**Legal entity Identifier (LEI): 529900NN7SOJ5QG82X67**  
**under the EUR 3,500,000,000 Euro Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth in the Base Prospectus dated 9 May 2022 which constitutes 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 in order to obtain all the relevant information.

The Base Prospectus has been published on 9 May 2022.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 and the expression "**UK Prospectus Regulation**" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the EUWA.

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|-----|-------|--|--|
| 1.  | (i)   | Issuer:                                  | Coloplast Finance B.V.   |
|     | (ii)  | Guarantor:                               | Coloplast A/S  |
| 2.  | (i)   | Series Number:                           | 1  |
|     | (ii)  | Tranche Number:                          | 1  |
|     | (iii) | Date on which the Notes become fungible: | Not Applicable   |
| 3.  |       | Specified Currency or Currencies:        | Euro (" <b>EUR</b> ")  |
| 4.  |       | Aggregate Nominal Amount:                |  |
|     | (i)   | Series:                                  | EUR 650,000,000  |
|     | (ii)  | Tranche:                                 | EUR 650,000,000  |
| 5.  |       | Issue Price:                             | 100.203 per cent. of the Aggregate Nominal Amount  |
| 6.  | (i)   | Specified Denominations:                 | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000. |
|     | (ii)  | Calculation Amount:                      | EUR 1,000  |
| 7.  | (i)   | Issue Date:                              | 19 May 2022  |
|     | (ii)  | Interest Commencement Date:              | Issue Date   |
| 8.  |       | Maturity Date:                           | Interest Payment Date falling in or nearest to May 2024  |
| 9.  |       | Interest Basis:                          | 3month EURIBOR + 0.75 per cent. Floating Rate<br>(see paragraph 15 below)  |
| 10. |       | Redemption/Payment Basis:                | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.00 per cent. of their nominal amount.                           |

11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options:	Change of Control Put Option Issuer Call Issuer Residual Call – Applicable (see paragraphs 17, 19 and 20 below)
13.	(i) Status of the Notes:	Senior
	(ii) Status of the Guarantee of the Notes:	Senior
	(iii) Date Board approval for issuance of Notes and Guarantee of the Notes (respectively) obtained	Both 25 April 2022

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

14.	<b>Fixed Rate Note Provisions</b>	Not Applicable
15.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Specified Period:	3 months
	(ii) Specified Interest Payment Dates:	19 February, 19 May, 19 August and 19 November in each year from and including the First Interest Payment Date to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention specified in 15(iv) below.
	(iii) First Interest Payment Date:	19 August 2022
	(iv) Business Day Convention:	Modified Following Business Day Convention
	(v) Additional Business Centre(s):	Not Applicable
	(vi) Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
	(vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Fiscal Agent):	Not Applicable
	(viii) Screen Rate Determination:	<ul style="list-style-type: none"> <li>Reference Rate: 3 month EURIBOR</li> <li>Interest Determination Date(s): The second Brussels business day prior to the start of each Interest Period</li> <li>Relevant Screen Page: Reuters Page, EURIBOR01</li> <li>Relevant Time: 11.00 am CET</li> <li>Relevant Financial Centre: Frankfurt am Main</li> </ul>
	(ix) ISDA Determination:	Not Applicable
	(x) Linear interpolation	Not Applicable
	(xi) Margin(s):	+ 0.75 per cent. per annum

	(xii)	Minimum Interest:	Rate of	The Minimum Rate of Interest shall not be less than zero
	(xiii)	Maximum Interest:	Rate of	Not Applicable
	(xiv)	Day Count Fraction:		Actual/360
16.	<b>Zero Coupon Note Provisions</b>			Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>				
17.	Call Option			Applicable
	(i)	Optional Redemption Date(s):		Any date from and including 19 April 2024 to but excluding the Maturity Date
	(ii)	Optional Redemption Amount(s) (Call) of each Note:		EUR 1,000 per Calculation Amount
	(iii)	Make Whole Redemption Price:		Not Applicable
	(iii)	Redemption in part:		Not Applicable
	(iv)	Notice period:		As per the Conditions
18.	Put Option			Not Applicable
19.	Issuer Residual Call			Applicable
	(i)	Notice period:		Minimum period: As per the Conditions Maximum period: As per the Conditions
	(ii)	Optional Redemption Amount (Residual Call):		EUR 1,000 per Calculation Amount
20.	Change of Control Put Option:			Applicable
21.	Final Redemption Amount of each Note			EUR 1,000 per Calculation Amount
22.	Early Redemption Amount			
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or other early redemption:			EUR 1,000 per Calculation Amount
23.	Early Termination Amount:			EUR 1,000 per Calculation Amount
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>				
24.	Form of Notes:			<b>Bearer Notes:</b> 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
25.	New Global Note:			Yes
26.	Additional Financial Centre(s) or other special provisions relating to payment dates:			Not Applicable
27.	Talons for future Coupons to be attached to Definitive Notes (and			No

dates on which such Talons  
mature):

Signed on behalf of **Coloplast Finance B.V.**

/s/ Henrik Deneke  
By: .....  
Duly authorised

/s/ Anton Mikkelsen  
By: .....  
Duly authorised

Signed on behalf of **Coloplast A/S**

/s/ Kristian Villumsen  
By: .....  
Duly authorised

/s/ Anders Lonning-Skovgaard  
By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Nasdaq Copenhagen A/S with effect from the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,000

### 2. RATINGS

The Notes to be issued are expected to be rated:

Ratings: Standard & Poor's 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 (source: <https://www.maalot.co.il/Publications/GMT20160823145849.pdf>)

S&P is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the "EU CRA Regulation"). S&P appears on the latest update of the list of registered credit rating agencies (as of 24 March 2022) on the ESMA website <http://www.esma.europa.eu>.

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

The net proceeds from the issue of the Notes will be used to repay certain indebtedness of the Guarantor provided by the Dealers, see paragraph 6. (*Reasons for the Offer and Estimated Net Amount of Proceeds*) below. Save for such use of proceeds and any fees payable to the Dealers, so far as the Issuer and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

### 4. OPERATIONAL INFORMATION

ISIN: XS2481287394

Common Code: 248128739

Delivery: Delivery against payment

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

Relevant Benchmark: EURIBOR is provided by the European Money Markets Institute ("EMMI"). As at the date hereof, EMMI appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (*Register of administrators and benchmarks*) of the EU Benchmarks Regulation.

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 ECB being satisfied that Eurosystem eligibility criteria have been met.

5. **DISTRIBUTION**

- (i) Method of Distribution: Syndicated
- (ii) If syndicated:
  - (A) Names of Dealers: *Joint Lead Managers*  
Danske Bank A/S  
HSBC Continental Europe  
Nordea Bank Abp  
Jyske Bank A/S  
Nykredit Bank A/S
- (B) Stabilisation Manager(s), if any: Danske Bank A/S
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA D
- (v) Prohibition of Sales to EEA Retail Investors: Applicable
- (vi) Prohibition of Sales to UK Retail Investors: Applicable

6. **REASONS FOR THE OFFER  
AND ESTIMATED NET  
AMOUNT OF PROCEEDS**

- Reasons for the offer: Refinancing of the amounts borrowed under the EUR 3bn Facility Agreement dated 8 November 2021 entered into by Coloplast A/S to finance the acquisition of Atos Medical; any additional net proceeds to be used for general corporate purposes
- Estimated net proceeds: EUR 649,610,000