

**PROXY FORM**  
for Ambu A/S' annual general meeting on Tuesday, 17 December 2019 at 1 pm

The undersigned hereby grants proxy to attend and vote on my behalf at the convened annual general meeting in Ambu A/S, which is held on Tuesday, 17 December 2019 as provided below:

Please tick box A) or B) or C) or grant proxy online at [www.ambu.com/gf](http://www.ambu.com/gf):

A)  Proxy is granted to a named third party: \_\_\_\_\_

Please state name and address of proxy (BLOCK LETTERS)

or

B)  Proxy is granted to the Board of Directors (or order) to vote in accordance with the Board of Directors' recommendation as specified in the form below.

or

C)  Instructive proxy is granted to the Board of Directors (or order) to vote as indicated below. Please tick the relevant box 'IN FAVOUR', 'AGAINST' or 'ABSTAIN' to indicate how you want to vote.

Items on the agenda	In favour	Against	Abstain	Board of Directors' recommendation
1. Preparation etc. of annual report, company announcements and documents for internal use by the general meeting in English.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
3. Presentation for adoption of the annual report and consolidated financial statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
4. Presentation for adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
5. Proposal of the Board of Directors on the appropriation of profit or covering of loss in accordance with the adopted annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
6. Approval of the directors' remuneration for the financial year 2019/20	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
7. Election of Chairman of the Board Election of Lars Rasmussen	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
8. Election of Vice-chairman of the Board Re-election of Mikael Worning	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
9. Election of other members of the Board				
a) Re-election of Oliver Johansen	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
b) Re-election of Christian Sagild	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
c) Re-election of Henrik Ehlers Wulff	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
d) Election of Britt Meelby Jensen	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	
10. Election of auditor: Re-election of EY	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
11.1 Update of the remuneration policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR
12. Authorisation to the Chairman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	IN FAVOUR

**If the proxy is dated and signed only, but otherwise not filled out, the proxy is regarded as having been granted to the Board of Directors to vote in accordance with its recommendation as specified in the form above. If the proxy is only partially filled out, the vote for items not filled out will be in accordance with the Board of Directors' recommendation.**

The proxy applies to all items discussed at the annual general meeting. If new proposals for voting are made, including proposals for amendments or proposals for candidates up for voting which are not included on the agenda, the proxy holder will vote on your behalf as he or she deems proper.

The proxy applies to shares owned by the undersigned at the date of registration, determined on the basis of the number of shares held by that shareholder as registered in the register of shareholders and on any notice of ownership received by the company for the purpose of registration in the register of shareholders, but not yet registered.

Date: \_\_\_\_\_

Any custody account/VP reference no.: \_\_\_\_\_

Name of shareholder: \_\_\_\_\_

Address: \_\_\_\_\_

City and postcode: \_\_\_\_\_

Signature: \_\_\_\_\_

This proxy form must reach VP Investor Services A/S, Weidekampsgade 14, 2300 Copenhagen S, Denmark, **by Friday, 13 December 2019 at 11.59 pm**, either by letter or by returning this form by email to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). Proxy can also be granted via VP Investor Services' website [www.uk.vp.dk/agm](http://www.uk.vp.dk/agm) or [www.ambu.com/gf](http://www.ambu.com/gf).