

Overall guidelines for an incentive programme for the board of directors and executive board of Ambu A/S

1. Background

Pursuant to Section 139 of the Danish Companies Act, the board of directors of a listed company may not enter into a specific agreement on incentive remuneration with a member of the company's board of directors or executive board until the overall guidelines for the company's incentive programmes for members of the board of directors and executive board have been laid down. The guidelines must have been considered and approved by the shareholders at a general meeting.

To ensure close co-operation and loyalty between the company's executive board and the shareholders, the board of directors wishes to be able to offer incentive remuneration to the executive board.

As a result, these guidelines deal only with the overall guidelines for incentive programmes for the member(s) of the executive board of Ambu. "Members of the executive board" means the managers registered with the Danish Business Authority as such. At present, the executive board of Ambu consists of two members.

The existing programmes will not be affected by these guidelines.

2. General principles

No incentive programmes are offered to members of the board of directors.

The purpose of Ambu's incentive programmes is to promote value-creation in the company by accomplishing its strategic goals and to secure that mutual interests exist between the company, its executive board and executive employees and its shareholders.

Incentive compensation in Ambu may be in the form of cash bonuses or share based instruments.

In addition, members of the executive board will always be eligible for participation in general share option programmes or option schemes.

In order to ensure competitive remuneration of members of the executive board, the remuneration of such members is made up of:

- (i) a fixed base remuneration (base salary and pension contribution) as well as a company car and a few other employee benefits
- (ii) a cash bonus
- (iii) share based compensation

3. Cash bonus

The grant of a cash bonus may be made annually and is subject to the achievement of predetermined financial or non-financial targets for the Ambu Group or personal targets for the individual member of the executive board. The amount of the bonus will depend on the level of achievement of the predetermined targets. The maximum amount of bonus per individual member of the executive board will be equal to nine months of the base salary.

In addition, the board of directors will each year have discretionary powers to decide whether to grant an entirely discretionary bonus to any single member of the executive board, and, if it so elects, the amount of the bonus will be subject to a maximum of 3 months of the base salary of the relevant member of the executive board. Such bonus may for instance be based on exceptional circumstances, performance or the achievement of specific and exceptional results. It is not possible to fix the present value of any such discretionary cash bonuses. In the financial year in which such bonus is granted, the expenses incidental to the grant will be charged to the profit and loss account and appear from the annual report.

Any earned cash bonus will be paid upon the approval by the general meeting of the annual report for the relevant year.

4. Share-based compensation

Members of the executive board will be eligible for annual grants of warrants and/or share options (collectively referred to as "Options"). The value of the granted Options will be calculated according to the Black-Scholes formula. No consideration will be payable for the Options.

The Options will be granted on the accomplishment of predetermined targets and earned gradually during the agreed period, subject to the continued employment of the single member of the executive board.

Within the share-based compensation scheme, a member of the executive board may be granted Options, which Options will be granted successively over a three year period with 1/3 each year. The Options may be exercised for a period beginning three years after the date of grant of the individual Options and ending six years after the date of grant of the individual Options. Unexercised Options will lapse on expiry of the exercise period. Ambu will be entitled to demand cash settlement of the Options.

Each Option will entitle the owner to buy or subscribe for one B share in Ambu of a nominal value of DKK 2.5 or multiples thereof at a price per B share corresponding to the market value on the initial date of grant plus 8% p.a.

The number of granted Options as well as the exercise price may be adjusted, for instance in the event of certain capital transactions and large dividend distributions and the Options may be exercised early, for instance in the event of transfer of ownership.

At the time of grant, the value of granted Options based on the Black-Scholes formula represents an amount corresponding to up to four months' base salary for a member of the executive board.

5. Approval and publication

Article 14a has been inserted into the company's articles of association in accordance with Section 139 of the Danish Companies Act, which article states that Ambu has adopted guidelines for an incentive programme for members of the company's executive board.

The guidelines are available at Ambu's homepage www.ambu.com. Ambu's future annual reports will include an overview of the total remuneration paid to members of the executive board and any granted or outstanding Options will be stated and measured.

These overall guidelines have been considered and approved at the company's annual general meeting held on 17 December 2014.

Chairman of the meeting