

## FINAL TERMS

**Final Terms dated 24 May 2023**

**Carlsberg Breweries A/S**

Legal entity identifier (LEI): 5493008YL42784DMWN61

Issue of €750,000,000 3.500 per cent. Notes due 26 November 2026 under the €6,000,000,000 Euro  
Medium Term Note Programme

**MiFID II PRODUCT GOVERNANCE / Professional investors and eligible counterparties 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 Directive 2014/65/EU (as amended, “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.**

**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 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 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 MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129, as amended (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 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 (the “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 the Prospectus Regulation as it forms part of domestic law by virtue of the EUWA. Consequently, no key information document required by the PRIIPs Regulation 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.**

**SINGAPORE SFA PRODUCT CLASSIFICATION: 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 Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products.**

## **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 10 May 2023 (the “Base Prospectus”) for the purposes of Regulation (EU) 2017/1129 (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 such Base Prospectus. 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 has been published on the Issuer’s website <https://www.carlsberggroup.com/investor-relations/debt-investor/bond-programme/bond-programme/><sup>1</sup>.

1	(i) Series Number:	12
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not Applicable
2	Specified Currency or Currencies:	Euro (“€”)
3	Aggregate Nominal Amount of Notes:	
	(i) Series:	€750,000,000
	(ii) Tranche	€750,000,000
4	Issue Price:	99.982 per cent. of the Aggregate Nominal Amount
5	(i) Specified Denominations	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No notes in definitive form will be issued with a denomination above €199,000.
	(ii) Calculation Amount:	€1,000
6	(i) Issue Date:	26 May 2023
	(ii) Interest Commencement Date:	Issue Date
7	Maturity Date:	26 November 2026
8	(i) Interest Basis:	3.500 per cent. Fixed Rate  (further particulars specified below in paragraph 14)
	(ii) Step Up Event or Step Down Event:	Not Applicable

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<sup>1</sup> This website is not incorporated by reference and does not form part of this Base Prospectus.

9	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
10	Change of Interest or Redemption/Payment Basis:	Not Applicable
11	Put/Call Options:	Make Whole Call Change of Control Put Option Issuer Maturity Par Call (further particulars specified below in paragraphs 18, 19 and 21)
12	Date Board approval for issuance of Notes obtained:	26 April 2023
13	Method of distribution:	Syndicated

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

14	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	3.500 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	26 November in each year commencing on 26 November 2023, up to and including the Maturity Date
	(iii) Interest Payment Date Adjustment:	Not Applicable
	(iv) Additional Business Centre(s):	Not Applicable
	(v) Fixed Coupon Amount:	€35.00 per Calculation Amount
	(vi) Broken Amount:	€17.64 per Calculation Amount payable on the Interest Payment Date falling on 26 November 2023
	(vii) Day Count Fraction:	Actual/Actual (ICMA)
	(viii) Determination Dates:	26 November in each year
15	<b>Floating Rate Note Provisions</b>	Not Applicable
16	<b>Zero Coupon Note Provisions</b>	Not Applicable
17	<b>Call Option</b>	Not Applicable
18	<b>Make Whole Call Option</b>	Applicable
	(i) Notice period:	As set out in the Conditions
	(ii) Margin:	0.20 per cent.
	(iii) Reference Dealers:	Five brokers or market makers of bunds selected by the Determination Agent (or such other party as may be agreed between the Issuer and the Determination Agent) or such other five persons operating in the bund market as are selected by the Determination Agent (or such other party as may be agreed between the Issuer and the Determination Agent) in

		consultation with the Issuer
	(iv) Reference Stock:	OBL 0.00 per cent. due 10 September 2026 (ISIN: DE0001141844)
		11:00 a.m. (Central European time)
	(v) Determination Time:	Third business day prior to the Make Whole Optional Redemption Date
	(vi) Determination Date:	
19	<b>Issuer Maturity Par Call</b>	Applicable
	(i) Notice period:	As set out in the Conditions
	(ii) Issuer Maturity Par Call Commencement Date:	26 October 2026
20	<b>Put Option</b>	Not Applicable
21	<b>Change of Control Put Option</b>	Applicable
	(i) Optional Redemption Date(s):	The date falling 30 days after the last day of the Change of Control Period.
	(ii) Change of Control Redemption Amount(s):	€1,000 per Calculation Amount
22	<b>Final Redemption Amount of each Note</b>	€1,000 per Calculation Amount
23	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount
<b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b>		
24	<b>Form of Notes:</b>	<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	Financial Centre(s):	Not Applicable
27	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
28	If syndicated, names of Managers:	BNP Paribas, MUFG Securities (Europe) N.V., Skandinaviska Enskilda Banken AB (Publ) and UniCredit Bank AG
29	If non-syndicated, name of Dealer:	Not Applicable
30	U.S. Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D

**THIRD PARTY INFORMATION**

The definitions under “Ratings” in Part B of these Final Terms have been extracted from the website of Moody’s Italia S.r.l and Fitch Ratings Ltd. 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 Italia S.r.l and Fitch Ratings Ltd, no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of Carlsberg Breweries A/S:

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By:  
Duly authorised



Mads Jæger  
Treasury & Risk Management VP



Troels L. Stollberg  
Head of International Disputes, VP

## PART B - OTHER INFORMATION

### 1 Listing and Admission to Trading

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|--|---|
| (i) Admission to trading and listing:                            | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the official list of the <i>Bourse de Luxembourg</i> market and to be admitted to trading on the <i>Bourse de Luxembourg</i> market with effect from 26 May 2023. |
| (ii) Estimate of total expenses related to admission to trading: | €2,750  |

### 2 Ratings

Ratings:

The Notes to be issued are expected to be rated:

Moody's Italia S.r.l.: Baa2

Fitch Ratings Ltd.: BBB+

Moody's Italia S.r.l. is established in the EU and registered under Regulation (EU) No 1060/2009 (as amended, the "CRA Regulation"), and is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website ([www.esma.europa.eu/page/List-registered-and-certified-CRAs](http://www.esma.europa.eu/page/List-registered-and-certified-CRAs)) in accordance with the CRA Regulation.

Fitch Ratings Ltd. is not established in either the EU and is not registered under Regulation (EU) No 1060/2009, (as amended, the "CRA Regulation"); however, the rating it has given to the Notes is endorsed by Fitch Ratings Ireland Limited, which is established in the EU and registered under the CRA Regulation.

The rating agencies above have published the following high-level descriptions of such ratings:

- A rating of 'Baa' by Moody's Italia S.r.l. is judged by it to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The modifier '2' indicates a mid-range ranking.  
(Source: Moody's, <https://www.moody's.com/ratings-process/Ratings-Definitions/002002>).
- A rating of 'BBB' by Fitch Ratings Ltd. is described by it as indicating 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 Interests of Natural and Legal Persons Involved in the Issue/Offer

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

### 4 Reasons for the Offer and Estimated Net Proceeds

Reasons for the Offer: The proceeds of the offering will be used for general corporate purposes, including repayment of other debt

Estimated net proceeds: €748,365,000

### 5 Fixed Rate Notes only – YIELD

Indication of yield: 3.510 per cent. per annum

### 6 Operational Information

ISIN: XS2624683301

Common Code: 262468330

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number: Not Applicable

Delivery: Delivery against payment

Names and address of initial Paying Agent(s)/ Calculation Agent(s): BNP Paribas, Luxembourg Branch  
60, avenue J.F. Kennedy  
L-1855 Luxembourg

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

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.