




Ambu 
Ideas that work for life

Welcome to the Annual Meeting
in Ambu A/S

Agenda

1. Management's review of the company's activities in the past year
 2. Presentation of the annual report and the consolidated financial statements for adoption
 3. Proposal by the Board of Directors concerning the appropriation of profits or the cover of losses in accordance with the adopted annual report
 4. Election of members to the Board of Directors
 5. Appointment of auditors
 6. Proposals from the Board of Directors
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Report of the Board of Directors

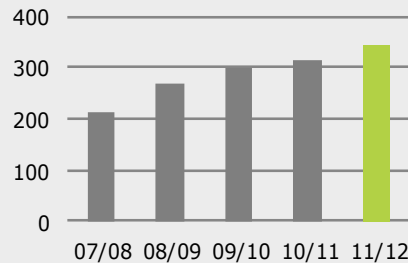


HIGHLIGHTS IN 2011/12

- Revenue beyond DKK 1 billion
- Improved EBIT-margin of 15% before special items
- Free cash flow of DKK
- First acquisition within the electrode business
- Establishment of a European distribution centre
- Development of vScope for the veterinary market
- New estimate for sale of new products – now 15%, previously 30%
- Further efforts on the Chinese and the Indian market
- Expansion of sales staff in the US
- E-trade
- Strengthening of sales management

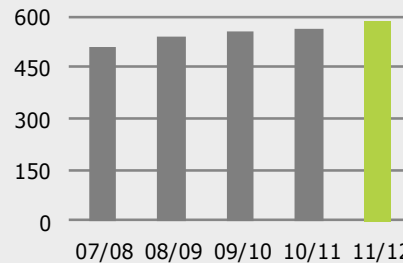
Development – markets

USA, DKKm



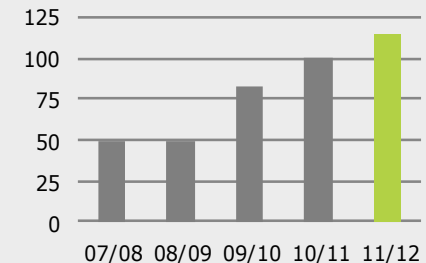
- Revenue growth of 9% when measured in Danish kroner, and 2% in local currency
- Satisfactory growth within Neurology and Cardiology
- Declining sales within Anaesthesia – particularly laryngeal masks, ventilation bags and insourced products

Europe, DKKm



- Growth in revenue of 3% when measured in local currencies
- Variation in growth rates – 8% growth in sales region UK, 6% in NEM, 4% in Central and 0% in South. Decline in West of 3%.
- Several markets affected by public budget cuts

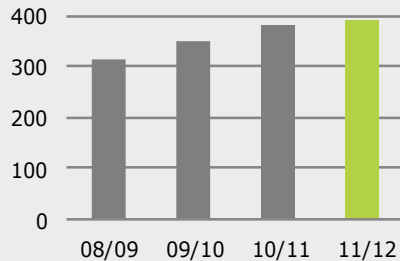
Rest of the world, DKKm



- Increased focus – revenue growth of 14% when measured in Danish kroner, and 12% in local currencies
- Growth in revenue in sales region Asia of 26%
- Decline in revenue in Brazil and Japan
- Ongoing strengthening of efforts in emerging markets

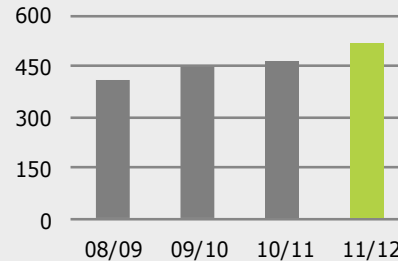
Development – business areas

Anaesthesia, DKKm



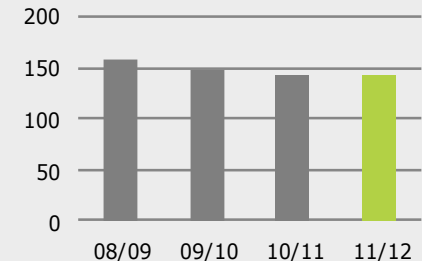
- Revenue growth of 3% in Danish kroner, and unchanged in local currencies
- General market growth of 1-3%
- Satisfactory growth within single-use pumps and aScope
- Declining sales of multiple-use ventilation bags
- No material changes in the market situation for laryngeal masks

Patient Monitoring & Diagnostics, DKKm



- Revenue growth of 11% in Danish kroner, and 8% in local currencies Organic growth of 4%
- Acquired electrode business: DKK +18m
- General market growth for ECG electrodes of about 3% and about 5-8% for neurological electrodes
- Double-digit growth within Neurology/Sleep

Emergency Care, DKKm



- Revenue growth of 1% in Danish kroner, and 1% decline in local currencies
- Fall in sales of manikins for first-aid training and pumps

Income statement

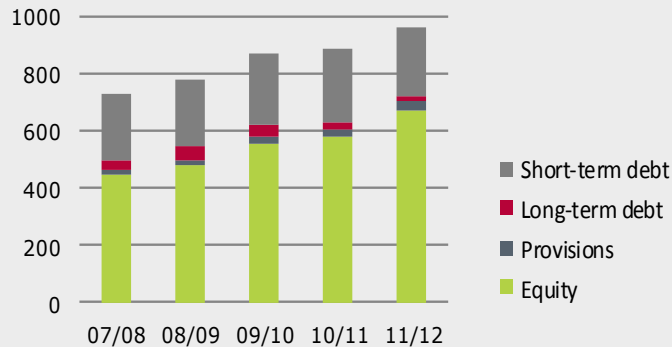
DKKm	2010/11	2011/12
Revenue	982.8	1,045.5
Gross profit	546.0	575.7
Capacity costs	(401.7)	(418.9)
EBIT before special items	144.3	156.8
Special items	(33.0)	(6.1)
Operating profit (EBIT)	111.3	150.7
Net financials	(13.2)	(0.9)
Profit before tax	98.1	149.8
Tax	(28.9)	(35.1)
Net profit for the year	69.2	114.7

Balance sheet

DKKm	30 Sep. 11	30 Sep. 12
Assets		
Total non-current assets	403.1	407.7
Total current assets	486.1	557.8
Total assets	889.2	965.5
Equity and liabilities		
Total equity	579.9	678.1
Total non-current liabilities	54.6	43.1
Total current liabilities	254.7	244.3
Total equity and liabilities	889.2	965.5

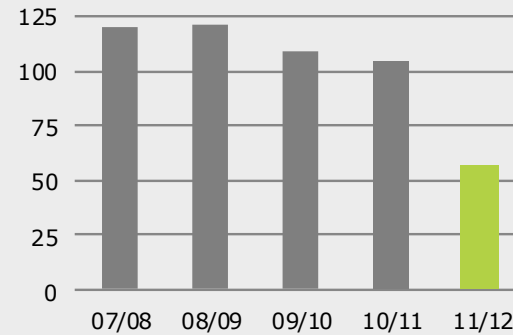
Robust capital structure

Capital structure, DKKm



- Equity increased to DKK 678.1m from DKK 579.9m
- Equity ratio of 70%

Net interest-bearing debt, DKKm



- Net interest-bearing debt of DKK 56.8m against DKK 104.7m in 2010/11

Significantly improved cash flow

DKKm	2010/11	2011/12
Cash flow from operating activities	102.1	157.6
Cash flow from investing activities, before acquisitions	(38.0)	(46.5)
Free cash flow before acquisitions	64.1	111.1
Cash flow from acquisitions	-	(31.0)
Free cash flow	64.1	80.1
Cash flow from financing activities	(62.3)	(72.0)

- Cash flow from operating activities improved due to increased net profit
- Investments higher than the year before. Major investments in development projects
- Acquisition of electrode business - DKK 31m
- Cash flow from financing activities affected by debt reduction, payment of dividend and purchase of treasury shares

Proposed appropriation of profits

DKKm	2010/11	2011/12
Dividend of DKK 3.00 per share (DKK 2.00 2010/11)	23.8	35.7
Retained earnings	45.4	79.0
Total Group profit	69.2	114.7

- It follows from Ambu's dividend policy that about 30% of the profit is generally distributed as annual dividend
- Dividend corresponding to 31% of the consolidated profit is proposed for 2011/12

Share price development



Return on the Ambu share

Share price 30 Sep. 12	148.0
Share price 30 Sep. 11	139.0
Increase	9.0
Dividend	3.0
Total	12.0
Return	9%

Corporate Governance

- The statutory report on Ambu's corporate governance and compliance with NASDAQ OMX Copenhagen's recommendations can be found at www.ambu.com (Investor Relations → Corporate Governance)



Outlook 2012/13



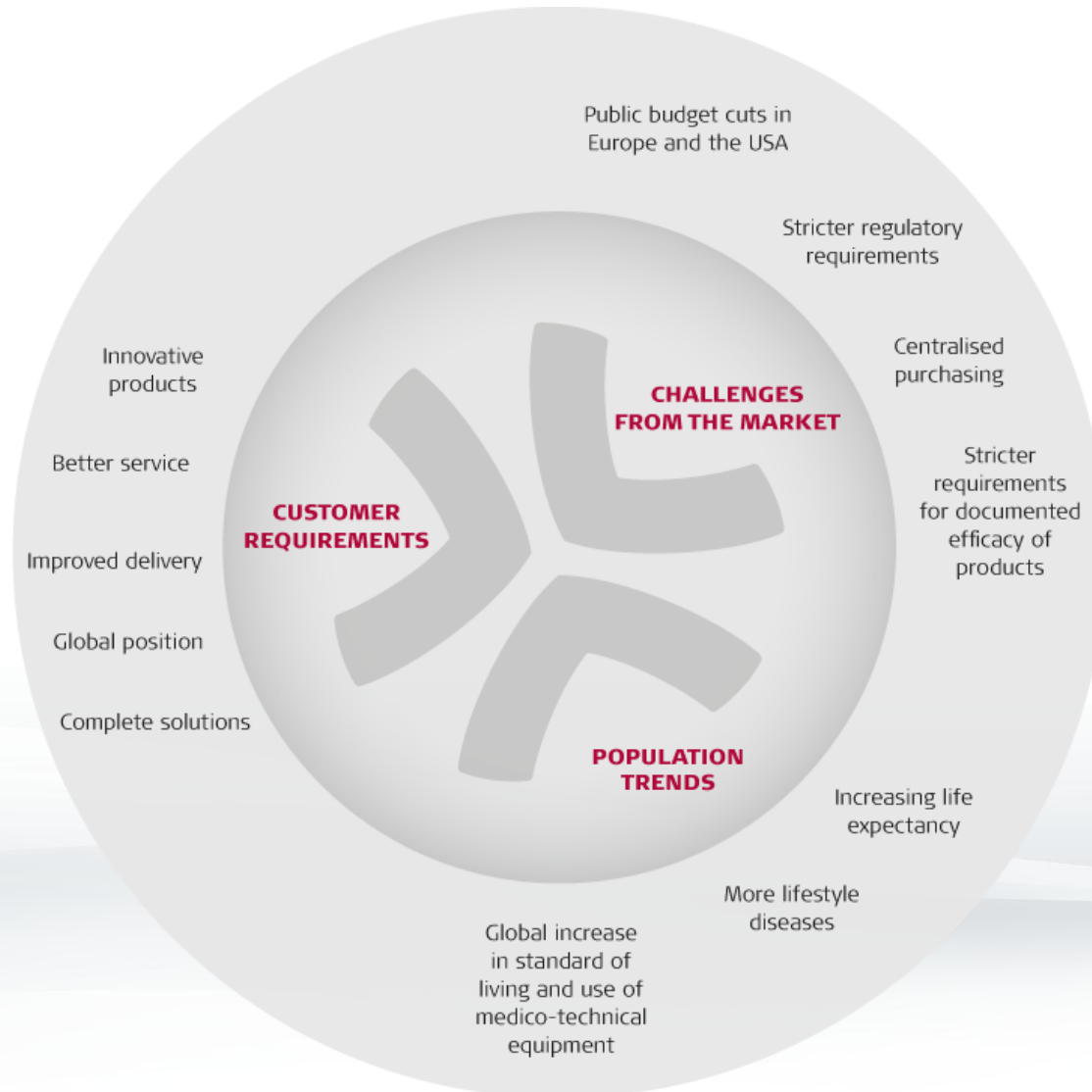
Outlook for 2012/13

	2012/13	Assumptions
Revenue	Approx. DKK 1,125m	Increased revenue in emerging markets. Full-year effect of acquired electrode business and success with new products
Growth in DKK and local currencies	7-8%	Including full-year effect of acquired electrode business
Organic growth	3-4%	Excluding acquired electrode business
		USD exchange rate: 575 GBP exchange rate: 900
EBIT margin, %	Approx. 15%	Increased revenue Reduced cost prices Streamlining Price pressure
Profit before tax in % of revenue	Approx. 14.5%	
Expected tax rate	Approx. 27%	
Investments in % of revenue	Approx. 5%	Investment in product development, process equipment, expansion of production capacity and IT
Free cash flow	Approx. DKK 100m	Continued focus on reducing working capital

Status on Ambu's business strategy, GPS Four, and main points 2012/13



Trends in Ambu's markets



GPS Four – overview

4

1

BUILDING A PLATFORM

2009/10

- Establishment of sales regions
- Establishment of global innovation organisation
- Implementation of global IT systems
- Transfer of remaining Danish production to Asia commenced
- Expansion of factory in China

2

COST OPTIMISATION

2010/11

- Transfer of production to Asia completed
- Expansion of product portfolio
- One head office
- Development of new branding concept
- Establishment of new global management training programme

3

FOCUS ON GROWTH

2011/12

- Revenue in excess of DKK 1bn, which constitutes an improvement in revenue growth
- Improved EBIT margin relative to 2010/11
- Sales of new products in excess of DKK 100m
- Cost reductions at the factories in Asia
- Formation of new partnerships
- Establishment of new European distribution centre

THE DESTINATION

2012/13

- Growth in revenue of approx. 7-8%
- Sales of new products accounting for approx. 15% of revenue
- EBIT margin of approx. 15%
- Cash flow of approx. DKK 100m before acquisitions
- Making at least one acquisition
- Continued development of the partnership strategy

Strategic Activities



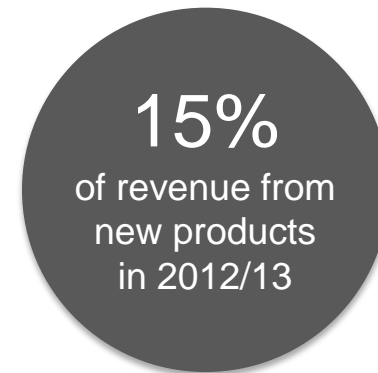
GPSFOUR

Products | Markets | Efficiency | Acquisitions

GPS 1

Innovation – activities in 2011/12

- Development of new products with expected launch in 2012/13
- Further development of Ambu's pipeline of new platforms, e.g. within visualisation
- Further development of existing product portfolio and development of 'green' versions of products
- Continuous strengthening of the innovation organisation



GPS 1

Innovation – aScope 2

- The world's first-ever single-use flexible videoscope
- Revenue is increasing... but
- ...it takes time for first mover products to break through
- We have established a platform – visualization – which will strengthen Ambu's future position



GPS 1

Innovation – aScope 2, customer interview

”” *I use it for training – don't have to be afraid that doctors will destroy the scope.*

- Swedish doctor

”” *The disposable aScope is more flexible, much easier to set up, and we don't have to fear breaking it. When we need to invest in a new scope I will buy the disposable aScope instead of a new reusable scope.*

- Danish doctor

”” *We have practically already switched. We have one [reusable] bronchoscope, but don't use it very often.*

- British doctor

”” *It is a good solution for departments with few fibre optic intubations and also for infected patients.*

- Finnish doctor



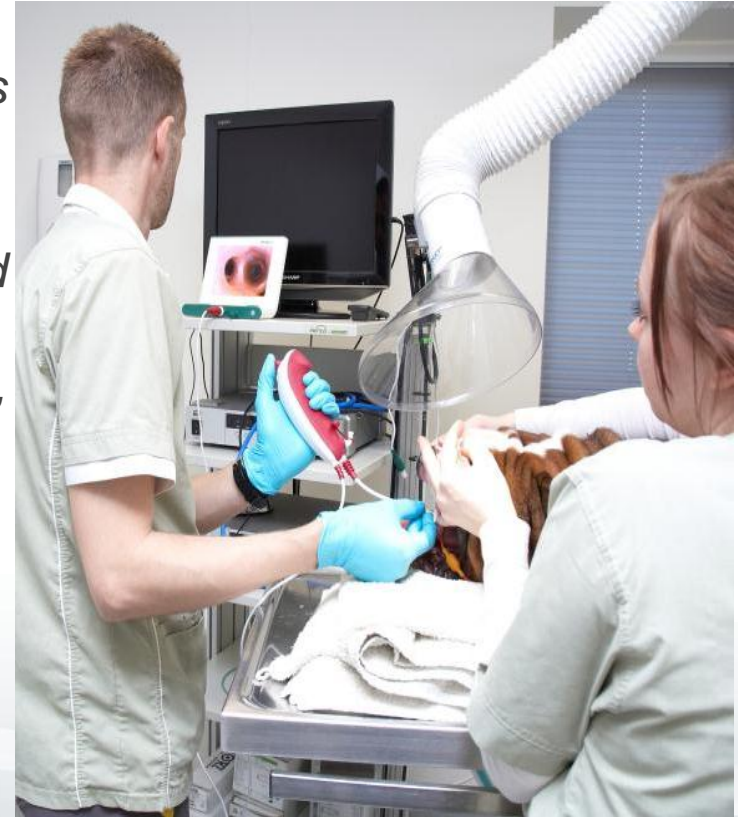
GPS 1

Innovation – vScope

» *vScope is a good example of a product developed for human beings which just as well could have been developed for animals.*

With the vScope many vets are convinced that they can offer new types of diagnostic examinations of their four-legged patients, because the start-up price of the endoscope is very low compared to re-usable scopes

- Martin Lassen, Commercial Director,
KRUUSE, vScope Distributor



GPS 2

Markets & Sales

- Expansion of sales force in the USA, including appointment of internal sales team
- Increased efforts in emerging markets
- Optimisation of efforts in Europe

Split of sales force



Division of customer groups

Choose Your Area of Work

- Anaesthesia
- Diagnostic Labs
- Emergency Room
- Intensive Care Unit
- Neonatal Unit

Inside hospital



Outside hospital



GPS 3

Efficiency

- Optimisation of supply chain, including establishment of new distribution centre in Germany
- Establishment of e-trading system



GPS 3

Efficiency

- Implementation of lean activities in both China and Malaysia



GPS 4

Acquisitions and partnerships

- Acquisition of Unomedical's electrode business and its integration
- Forming partnership in the veterinary market on sales of the single-use videoscope vScope for animals
- Ongoing identification of suitable candidates for acquisition



The Destination 2013



A GPS navigation screen displaying a map with a red route leading to a checkered flag icon. The text on the screen reads: "We will reach THE DESTINATION 30 September 2013 16.00 pm". Below the map, there is a status bar with the text "DESTINATION The New Ambu 2013 >>> Fastest Route <<<" and a battery level indicator. The "Ambu" logo is visible at the bottom of the screen.



Approval of the directors' remuneration
for the current financial



The Board's proposal for remuneration

DKK	2011/12	2012/13
Chairman of the Board	500,000	500,000
Executive Chairman of the Board	350,000	350,000
Board members, per member	200,000	200,000
Audit Committee, Chairman	25,000	75,000
Audit Committee, per member	25,000	50,000
Remuneration and nomination committee , Chairman	40,000	75,000
Remuneration and nomination committee , per member	40,000	50,000

Election of members to the Board of Directors



Election of members to the Board of Directors (1)

The Board of Directors proposes re-election of

- Jesper Funding Andersen
- Jens Bager
- Allan Søgaard Larsen
- John Stær
- Mikael Worning

N. E. Nielsen does not seek re-election

The Board of Directors proposes election of

- Christian Sagild

Election of members to the Board of Directors (2)



Christian Sagild

Born in 1959

MSc in insurance science from the University of Copenhagen

CEO of Topdanmark A/S og Topdanmark Forsikring A/S

Christian Sagild joined the Topdanmark group in 1996 and his managerial responsibilities include Life Insurance, HR, IT, Communications, IR and Group Secretariat.

Prior to taking the position of CEO in the Topdanmark Group in 2009, Christian Sagild held a number of leading positions with BG Pension and Topdanmark Livsforsikring.

Member of the board of directors of:

Forsikring & Pension

Finanssektorens Arbejdsgiverforening

Chairman for a number of Topdanmark group entities

Bruhn Holding ApS

Appointment of auditors



Appointment of auditors

The Board of Directors proposes re-appointment of:

- PricewaterhouseCoopers Statsautoriseret Revisionspartnerselskab

Proposals from the Board of Directors



Proposal from the Board of Directors re item 7.1 on the agenda

Authorisation to the board of directors to increase the share capital

The board of directors proposes that it be authorised to increase the share capital with or without any pre-emption rights for the company's existing shareholders until 1 December 2017 in one or more issues by up to a nominal amount of DKK 11,896,170 B shares by inserting an authorisation in the articles of association as a new article 9d.

Proposal from the Board of Directors re item 7.2 on the agenda

Authorisation to the board of directors to issue warrants to employees of the Ambu group.

Since the existing authorisation in article 9a and 9B of the articles of association has been fully exercised, a new authorization is proposed to be inserted as article 9c as follows:

The Board of Directors shall be authorised in the period until 1 December 2014 to increase the Company's share capital by issuing warrants in one or more stages to the employees of the Ambu group with a right to subscribe for up to a nominal amount of DKK 1,300,000 B shares, corresponding to 130,000 B shares in the Company, without any pre-emption rights for the Company's existing shareholders at a price to be determined by the Board of Directors. The Board of Directors shall at the same time be authorised to effect the resulting capital increase in one or more stages by up to a nominal amount of DKK 1,300,000 without any pre-emption rights for the Company's existing shareholders and to determine the terms of allotment and issuance as well as to fix the subscription period during which the warrants may be exercised. The Board of Directors may within the same period reissue warrants granted which have lapsed or expired.

The new B shares shall be subject to the same rules as the existing B shares of the Company. The shares shall be issued in the name of the holder, recorded in the name of the holder in the Company's Register of Shareholders and shall be negotiable instruments. The shares shall be subject to the same rules on pre-emption rights, voting rights and redeemability as the existing B shares. The new B shares shall confer on the shareholder a right to receive dividends and other rights and privileges in the Company as from the date of registration with the Danish Business Authority.”

Proposal from the Board of Directors re item 7.3 on the agenda

Approval of updated remuneration policy

The remuneration policy has been updated to specify that members of the board of directors who also exercise functions on the company's audit committee or remuneration and nomination committee may receive a fixed annual remuneration for such functions in addition to the relevant member's basic remuneration as a member of the board of directors. The updated remuneration policy is enclosed as appendix 1.

Proposal from the Board of Directors re item 7.4 on the agenda

Approval of updated overall guidelines for an incentive programme for the board of directors and executive board

- The board of directors wishes to offer a new incentive programme for the global management team and selected specialists of the Ambu group which allows for the granting of warrants and/or options. Such grant may also be made to members of the company's executive board and the overall guidelines for an incentive programme for the board of directors and executive board have been updated for this purpose. The updated guidelines are enclosed as **appendix 2**.

Proposal from the Board of Directors re item 7.5 on the agenda

Authorisation to the board of directors to acquire treasury shares

The board of directors proposes that it be authorised by the general meeting in accordance with s. 198 of the Danish Companies Act in the period until the next annual general meeting and in one or more stages to acquire treasury shares for a nominal value of up to 10% of the company's share capital and at a price which does not deviate by more than 10% from the most recently quoted market price for the company's B shares.



Ambu
Ideas that work for life

Thank you

Read more on WWW.AMBU.COM