



To the Stock Exchange in Copenhagen

February 22, 2007

Release 06/2007

Notice of Annual General Meeting in TDC

Copenhagen - The Board of Directors of TDC A/S hereby invites the Company's shareholders to attend the Annual General Meeting, which will be held on

Thursday March 15, 2007, at 4:00 pm (CET), in Radisson SAS Falconer Hotel & Conference Center, Falconer Salen (the Falconer Hall), Falkoner Allé 9, DK-2000 Frederiksberg.

Agenda:

1. The Board of Directors' report on the activities of the Company during the preceding year.
2. The presentation of the Annual Report together with a resolution for its adoption.
3. A resolution to discharge the Board of Directors and the Executive Committee from their obligations in respect of the Annual Report.
4. A resolution regarding allocation of profit according to the Annual Report as adopted.
5. Election of members of the Board of Directors and alternates.
6. Election of Auditor.
7. Proposals from the Board of Directors or shareholders:
 - a) The Board of Directors proposes that the Annual General Meeting authorizes the Board of Directors – until the next Annual General Meeting – to allow the Company to acquire own shares at a nominal value of up to 10 percent of the share capital of the Company, cf. Section 48 of the Danish Companies Act. The purchase price of the shares in question must not deviate by more than 10 percent from the price quoted on the Copenhagen Stock Exchange at the time of acquisition. In the event the shares are not listed on the Copenhagen Stock Exchange at the time of acquisition, the purchase price must not deviate by more than 10 percent from the market value of the shares at the time of acquisition.
 - b) The Board of Directors proposes that a Sub-article 6 is inserted in Article 5 of the Articles of Association stating the name and the address of the keeper of the Company's Register of Shareholders.

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- c) The Board of Directors proposes that Article 10(1), first Sentence, of the Articles of Association is changed in order to specify that the notice to the General Meeting may state that admission cards can also be obtained from e.g. the keeper of the Company's Register of Shareholders or by electronic application.
- d) The Board of Directors proposes that Article 13(1) of the Articles of Association is changed so that in future, minutes of the General Meetings are only signed by the Chairman of the Meeting.
- e) The Board of Directors proposes that Article 16(1) of the Articles of Association is changed so that in future, the Executive Committee shall consist of two to seven members.

8. AOB.

Re item 5 on the agenda: The following members of the Board of Directors are nominated for re-election: Kurt Björklund, Vagn Sørensen, Lawrence Guffey, Oliver Haarmann, Gustavo Schwed and Richard Wilson. Furthermore, Henning Dyremose is proposed elected as member of the Board of Directors.

Ola Nordquist is proposed re-elected as alternate for Kurt Björklund. Jan Nielsen is proposed re-elected as alternate for Lawrence Guffey. Nicholas Gheysens is proposed re-elected as alternate for Oliver Haarmann. Torsten Winkler is proposed re-elected as alternate for Gustavo Schwed. Andrew Sillitoe is proposed re-elected as alternate for Richard Wilson.

Re item 6 on the agenda: The Board of Directors proposes re-election of the Company's Auditor, PriceWaterhouseCoopers.

Re item 7 b): It is proposed that a Sub-article 6 with the following wording is inserted in Article 5 of the Articles of Association: "The Company's Register of Shareholders shall be kept by VP Investor Services A/S (VP Services A/S), Helgeshøj Allé 61, P.O. Box 20, DK-2630 Taastrup, which has been elected as keeper of the Company's Register of Shareholders on the Company's behalf."

Re item 7 c): It is proposed that Article 10(1), first Sentence, of the Articles of Association is replaced by the following wording: "Any shareholder shall be entitled to attend the General Meeting if at least five days before the date of the General Meeting he has made a request for an admission card at the Company's head office during ordinary office hours or in another way as stated in the notice."

Re item 7 d): It is proposed that Article 13(1) of the Articles of Association is changed as follows: "Brief minutes of the proceedings at the General Meeting shall be recorded in a minute book authorized for such purpose by the Board of Directors. The said minute book shall be signed by the Chairman of the Meeting."

Re item 7 e): It is proposed that Article 16(1), first Sentence, of the Articles of Association is changed as follows: "The Board of Directors shall appoint an Executive Committee of two to seven members to manage the day-to-day affairs of the Company."

Adoption of the proposals under items 7 b) to 7 e) of the agenda is subject to not less than 2/3 of the votes cast as well as the voting share capital represented at the Annual General Meeting voting in favour of the proposals.

The agenda of the Annual General Meeting, the complete wording of the resolutions to be passed at the Annual General Meeting, and the audited Annual

Report 2006 will be available for the shareholders on www.tdc.com/investor and in the reception at the Company's head office at Nørregade 21, DK-1165 Copenhagen K from February 26, 2007. Shareholders who wish to receive the audited Annual Report 2006 are requested to contact TDC, Investor Relations, + 45 66 63 76 80.

Shareholders must hold an admission card to attend the Annual General Meeting. Admission cards can be ordered from VP Services A/S by filling in the front page of the form which will be sent to the shareholders and returning it by using the return envelope which will also be sent to the shareholders or by fax +45 43 58 88 67. Furthermore, admission cards can be obtained by personal attendance at the Company's head office at the above mentioned address during ordinary office hours.

Shareholders may grant a proxy to the Board of Directors by filling in the back of the form. For the proxy to be valid the back of the form must be signed and dated. The proxy may be returned to VP Services A/S by using the return envelope or by fax +45 43 58 88 67.

Requests for admission cards and proxies must state the reference number used by the Danish VP Securities Services A/S (appears on the form) or other documentation in accordance with Article 10 of the Articles of Association and must reach VP Services A/S or the reception at the Company's head office no later than Monday March 12, 2007, at 4:00 pm (CET).

The Board of Directors

Background information regarding candidates nominated for election to the Board of Directors:

Kurt Björklund, Chairman, 37 years old.
MSc (Economics), 1993, SSEBA, Helsinki. MBA, 1996, INSEAD.
Partner in Permira Advisers KB.
Chairman of the Board of Nordic Telephone Company ApS.

Vagn Sørensen, Vice Chairman, 47 years old.
MSc (Economics and Business Administration), Aarhus School of Business, Denmark.
Chairman of the Boards of deSter N.V., Belgium, BTX Group A/S, Codan A/S, Codan Forsikring A/S, Select Service Partner Ltd, U.K., and Trygg-Hansa Försäkring AB. Vice Chairman of the Board of DFDS A/S. Member of the Boards of ST Global AG, Austria, Air Canada and Braganza AS.

Lawrence Guffey, 38 years old.
BA, 1990, Rice University.
Senior managing partner in The Blackstone Group.
Member of the Boards of Nordic Telephone Company ApS, Deutsche Telekom AG, Axtel SA de CV and Cine UK Ltd.

Oliver Haarmann, 39 years old.
BA, 1990, Brown University. MBA, 1996, Harvard Business School.
Managing Director in Kohlberg Kravis Roberts & Co. Ltd.
Member of the Boards of Nordic Telephone Company ApS and A.T.U. Auto-Teile-Unger Holding GmbH.

Gustavo Schwed, 45 years old.
BA, 1984, Swarthmore College. MBA, 1988, Stanford University.
Managing director in Providence Equity.
Member of the Board of Nordic Telephone Company ApS.

Richard Wilson, 41 years old.
BA, 1988, University of Cambridge. MBA, 1994, INSEAD.
Partner in Apax Partners Worldwide LLP.
Member of the Board of Nordic Telephone Company ApS.

Henning Dyremose, 61 years old.
MSc (Chemical Engineering), 1969. Graduate Diploma in Business Administration (Organization), 1972.
Chairman of the Confederation of Danish Industries. Chairman of the Trade Council of Denmark. Vice Chairman of the Boards of Brødrene A.O. Johansen A/S and A.O. Invest A/S. Member of the Boards of Carlsberg A/S, Carlsberg Breweries A/S, Fonden Baltic Development Forum and Industriens Arbejdsgiverforening in Copenhagen.

For further information please contact TDC Investor Relations on +45 6663 7680.

TDC is a Danish-based provider of communications solutions with significant presence in selected markets in Northern and Central Europe. TDC has five main business lines; TDC Solutions, TDC Mobile International, TDC Switzerland, TDC Cable TV and TDC Services. TDC was partly privatized in 1994 and fully privatized in 1998. Nordic Telephone Company ApS owns 87.9% of the shares, with the remainder held by individual and institutional shareowners.

TDC listing

Shares: Copenhagen Stock Exchange
Reuters TDC.CO
Bloomberg TDC DC
Nominal value DKK 5
ISIN DK0010 253335
Sedol 5698790