



To NASDAQ OMX Copenhagen

12 February 2013  
Announcement 7/2013

### **Notice of annual general meeting in TDC**

The Board of Directors of TDC A/S hereby invites the Company's shareholders to attend its annual general meeting, which will be held on

**Thursday, 7 March 2013 at 4 p.m. (CET) at the Bella Center, Center Boulevard 5, 2300 Copenhagen S**

The Board of Directors has decided to hold the annual general meeting by physical attendance.

Before the general meeting, coffee and cake will be served from 3 p.m. (CET). No refreshments will be served after the general meeting.

Agenda:

1. The report of the Board of Directors on the Company's activities during the past year.
2. Presentation and adoption of the annual report.
3. Resolution to discharge the Board of Directors and the Executive Committee from liability.
4. Resolution on the distribution of profits as recorded in the annual report as adopted.
5. Election of members and alternate members to the Board of Directors.
6. Election of auditor.
7. Proposals from the Board of Directors or the shareholders:
  - a) Authorisation of the Board of Directors to acquire own shares.
  - b) Amendment of the Company's remuneration policy for the Board of Directors and the Executive Committee, including general guidelines for incentive pay to the Executive Committee, and amendment to Article 16a of the Articles of Association.
  - c) Adoption of the Board of Directors' remuneration for 2013.
  - d) Reduction of the Company's share capital.
8. Any other business.

#### **Re item 5 on the agenda:**

The following members of the Board of Directors are nominated for re-election: Vagn Sørensen, Pierre Danon, Stine Bosse, Angus Porter, Lars

TDC A/S  
Teglholmsgade 3  
0900 Copenhagen C  
Tel. +45 66 63 76 80

Internet:  
[www.tdc.com/investor](http://www.tdc.com/investor)  
E-mail:  
[investorrelations@tdc.dk](mailto:investorrelations@tdc.dk)

Rasmussen, and Søren Thorup Sørensen. The Board of Directors proposes that Pieter Knook be elected as new member of the Board of Directors. The Board of Directors expects to propose one more candidate to the Board of Directors.

**Re item 6 on the agenda:**

It is proposed by the Board of Directors to re-elect Pricewaterhouse-Coopers as the Company's auditors.

**Re item 7a on the agenda:**

It is proposed by the Board of Directors that it be authorised by the general meeting, for the period until the next annual general meeting, to allow the Company to acquire its own shares of an amount of up to 10 % of the nominal share capital at any time in accordance with the rules of the Companies Act. The purchase price of the shares may not differ by more than 10 % from the price quoted for the shares on NASDAQ OMX Copenhagen A/S at the time of the acquisition.

**Re item 7b on the agenda:**

The Board of Directors has proposed amendments to the remuneration policy for the Company's Board of Directors and Executive Committee, including the general guidelines for incentive pay to the Executive Committee, to be adopted by the general meeting. If the proposed amendment of the remuneration policy, including the general guidelines for incentive pay to the Company's Executive Committee, is adopted by the general meeting, the Board of Directors proposes to amend Article 16a of the Company's Articles of Association as follows:

*"At the General Meeting held on 7 March 2013, the Company considered and amended the remuneration policy for the Company's Board of Directors and Executive Committee, including the general guidelines for incentive pay to the Executive Committee. The guidelines are available on the Company's website, [www.tdc.com](http://www.tdc.com)."*

The proposed remuneration policy, including the general guidelines for incentive pay to the Company's Executive Committee, will be made available on the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), no later than Wednesday, 13 February 2013.

**Re item 7c on the agenda:**

It is proposed by the Board of Directors that the general meeting adopt that the members of the Board of Directors may collectively receive a cash remuneration of maximum DKK 8,000,000 for their work in 2013, including work on board committees.

**Re item 7d on the agenda:**

It is proposed by the Board of Directors to reduce the Company's share capital by a nominal amount of DKK 13,000,000 from nominally DKK 825,000,000 to nominally DKK 812,000,000. The capital reduction is effected by cancellation of 13,000,000 shares of the 17,748,937 own shares acquired by the Company in connection with a share buy-back in

2012. The average buy-back price was DKK 42.26, and the amount of the capital reduction of DKK 549,380,000 has been distributed to the shareholders. As a consequence of the capital reduction, it is proposed to amend Article 4(1) of the Articles of Association as follows:

*"The Company's share capital is DKK 812,000,000, which has been fully paid up."*

Before the capital reduction is implemented, the Company's creditors will be requested, through the IT system of the Danish Business Authority, to file their claims within 4 weeks (see section 192 of the Companies Act). The capital reduction will be finally implemented upon expiry of this time limit.

At the time of the general meeting, the Company's nominal share capital is DKK 825,000,000 divided into shares of a nominal value of DKK 1 or any multiple thereof.

Under Article 10(1) and 10(2) of the Articles of Association it is the number of shares and voting rights registered or filed for registration in the Company's register of shareholders at the date of registration (Thursday, 28 February 2013 at 11.59 p.m. (CET)) which determines the shareholders' right to attend and vote at the general meeting.

The proposals in item 7 a), 7 b) and 7 c) may be passed by a simple majority of votes. The proposal in item 7 d) must be passed by at least two-thirds of both the votes cast and of the share capital represented at the general meeting.

The following information will be available to the shareholders on the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), no later than Wednesday, 13 February 2013: (1) The notice convening the general meeting, (2) the total number of shares and voting rights in the Company at the date of the notice, (3) the agenda, (4) the 2012 annual report, (5) proposal for general guidelines for incentive pay to the Executive Committee, and (6) the proxy form and the vote by correspondence form.

Shareholders who prefer to receive the 2012 annual report by post should contact TDC, Investor Relations, by telephone +45 66 63 76 80 or by e-mail to [investorrelations@tdc.dk](mailto:investorrelations@tdc.dk).

Up until one week before the general meeting, shareholders may submit written questions to the Company's management on matters affecting the assessment of the 2012 annual report, the Company's position in general or other matters to be resolved at the general meeting. The shareholders may also ask questions about the Company's relations to other TDC group companies. Shareholders wishing to exercise this right may send their questions by letter to the Company or by e-mail to [agm2013@tdc.dk](mailto:agm2013@tdc.dk). The questions may be answered in writing, for instance by making the answers available on the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm). No answer is required to be provided if the shareholder who has asked the question is not represented at the general meeting.

At the general meeting, shareholders may also ask oral questions about these matters to the Company's management or oral questions about the

2012 annual report to the Company's auditor elected by the general meeting.

Shareholders, proxies and any accompanying adviser must have an admission card to attend the general meeting. Admission cards may be ordered on the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), or on the website of VP Investor Services A/S, [uk.vp.dk/agm](http://uk.vp.dk/agm).

Admission cards must be ordered by Friday, 1 March 2013 at 11.59 p.m. (CET).

When ordering an admission card, it will also be possible to order a parking permit at the Company's expense, providing free parking at the Bella Center in connection with the general meeting. The parking permit must be placed in the front windscreen of the car so that it is clearly visible.

At the general meeting, shareholders may vote by proxy by presenting an instrument of proxy, duly signed and dated. Proxies may be granted electronically on the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), or on the website of VP Investor Services A/S, [uk.vp.dk/agm](http://uk.vp.dk/agm), by using Nem-ID or VP-ID and VP code. Nem-ID will only be compatible if you have a Danish CPR number. Electronic proxies must be granted by Friday, 1 March 2013 at 11.59 p.m. (CET). Alternatively, a proxy form may be downloaded from the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), and sent by letter to the Company or VP Investor Services A/S or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). If an admission card has been ordered in time, a proxy may be granted physically until and including Thursday, 7 March 2013. Proxies may be revoked by letter to the Company or VP Investor Services A/S or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk).

Shareholders may also vote by post. It is possible to vote electronically on the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), and on the website of VP Investor Services A/S, [uk.vp.dk/agm](http://uk.vp.dk/agm), by using Nem-ID or VP-ID and VP code. Nem-ID will only be compatible if you have a Danish CPR number. Alternatively, a voting form may be downloaded from the Company's website, [investor.tdc.com/current-AGM.cfm](http://investor.tdc.com/current-AGM.cfm), and sent by letter to the Company or VP Investor Services A/S or by e-mail to [vpinvestor@vp.dk](mailto:vpinvestor@vp.dk). In order to stay valid, the postal vote must be received by the Company or VP Investor Services A/S no later than Wednesday, 6 March 2012 at 10.00 a.m. (CET). Postal votes that have already been cast cannot be withdrawn.

Letters should be sent to TDC A/S, Teglholmsgade 3, G-4, DK-0900 Copenhagen C, or to VP Investor Services A/S, Weidekampsgade 14, DK-2300 Copenhagen S.

The Board of Directors

### **Background information on the proposed candidates to the Board of Directors**

Vagn Sørensen, Chairman, age 53.  
MSc in Economics and Business Administration, Aarhus School of Business, University of Aarhus, 1984.  
Chairman of the Boards of Directors of FLSmidth & Co. A/S, FLSmidth A/S, Select Service Partner Ltd. and one subsidiary thereof and Scandic Hotels AB, and UC 4 Software GmbH.

Vice Chairman of the Board of Directors of DFDS A/S.  
Member of the Boards of Directors of Air Canada, Braganza AS, Lufthansa Cargo AG, Nordic Aviation Capital A/S, Royal Caribbean Cruises Ltd., C.P. Dyvig & Co. A/S, Det Rytmiske Musikhus' Fond and Koncertvirksomhedens Fond.

Executive Manager of GFKJUS 611 ApS and VOS Invest ApS.  
Senior Adviser to Morgan Stanley and EQT Partners.

Pierre Danon, Vice Chairman, age 57.  
Degree in Civil Engineering, Ecole Nationale des Ponts et Chaussées, 1978.  
Law degree, Faculté de Droit Paris II Assas, 1978. MBA, HEC School of Management, Paris, 1980.  
Chairman of the Boards of Directors of Voila.  
Non-executive Director at Ciel Investment Limited and Standard Life plc.

Stine Bosse, age 52.  
Master of Law, University of Copenhagen 1987. Strategic Agility Programme, Harvard Business School, 2008.  
Chairman of the Boards of Directors of Flügger A/S, The Royal Danish Theatre, BØRNEfonden (the Childrens' Fund), Copenhagen Art Festival and Concito.  
Member of the Boards of Directors of Nordea Bank A/S, Aker ASA and Allianz Group.  
Adjunct Professor, Copenhagen Business School, Danish member of the ChildFund Alliance. UN member of the Millennium Development Goals Advocacy Group for the fight against global poverty, disease and hunger.

Angus Porter, age 55.  
M.A. (natural science) and Ph.D., University of Cambridge, 1978 and 1981.  
Chartered Engineer.  
Chief Executive Officer of the Professional Cricketers' Association in England.  
Senior Independent Director at Punch Taverns plc.  
Non-executive Director at Direct Wines Limited.

Lars Rasmussen, age 53.  
Bsc, Aalborg University, 1986. EMBA, Scandinavian International Management Institute (SIMI), 1995.  
President and Chief Executive Officer of Coloplast A/S with management assignments in three of its wholly-owned subsidiaries.  
Member of the Boards of Directors of Højgaard Holding A/S and MT Højgaard A/S.  
Chairman of the Comitee on labour market issues under the Confederation of Danish Industry.

Søren Thorup Sørensen, age 47.  
MSc (Auditing), Copenhagen Business School, 1990. State Authorised Public Accountant (with deposited licence), 1992. Advanced Management Programme, Harvard Business School, 2009.  
Chairman of the Boards of Directors of K & C Holding A/S, and Kirkbi Anlæg A/S.  
Member of the Boards of Directors of Falck Holding A/S, Falck A/S, Falck Danmark A/S, Topdanmark A/S, Topdanmark Forsikring A/S, LEGO A/S, Koldingvej 2, Billund A/S, Kirkbi Real Estate Investment A/S, Kirkbi AG, Interlego AG, LEGO Juris A/S, Kirkbi Invest A/S, Boston Holding A/S and Merlin Entertainments Group.  
Chief Executive Officer of Kirkbi A/S and Kirkbi Invest A/S.

Pieter Knook, age 54.  
M.A. in Electrical Sciences at Trinity Hall, Cambridge University, 1977-1980.  
Chairman at Pulsant Limited, The Institution JSPM AB, and at Better Generation Group Ltd.  
Member on the advisory board of Monitise Advisory Council, InterDigital Communications and Bill & Melinda Gates Foundation.  
Non-executive Director at CertiVox, and at QuantumWave Capital, Paris.  
Angel Investor at Cambridge Angels and venture Partner at Octopus Investments Ltd.

Visiting Professor of Innovation at University of Cambridge.

Pieter Knook is nominated as an independent non-executive Director since he is not and has not been attached to TDC A/S as employee or adviser and has no other material or strategic interests in the Company.

*For inquiries regarding the above please contact TDC Investor Relations, on +45 6663 7680 or [investorrelations@tdc.dk](mailto:investorrelations@tdc.dk).*

**TDC** is the leading provider of communications solutions in Denmark with a strong Nordic focus. TDC is organised in the following business units: Consumer, Business, Nordic, Wholesale, YouSee, Operations and Headquarters.

**TDC listing**

**Shares:** NASDAQ OMX Copenhagen.

Reuters TDC.CO.

Bloomberg TDC DC.

Nominal value DKK 1.

ISIN DK0060228559.