



To NASDAQ OMX Copenhagen

7 February 2014
Announcement 6/2014

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, 6 March 2014 at 4 p.m. (CET) at Tivoli Hotel & Congress Center, Arni Magnussons Gade 2, 1577 Copenhagen V.

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 2014.
 - d) Amendment of the Articles of Association, hereunder change of the Company's Register of Shareholders.
 - e) Amendment of the authorisation of the Board of Directors to increase the share capital, cf. Article 4(a) of the Articles of Association, from DKK 108,229,770 to DKK 81,200,000 and prolongation of the authorisation until 18 March 2019.
 - f) Resolution on the future preparation of the Company's annual reports and interim reports in English.
8. Any other business.

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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, Søren Thorup Sørensen, and Pieter Knook.

Re item 6 on the agenda:

It is proposed by the Board of Directors to re-elect PricewaterhouseCoopers 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 in accordance with the rules of the Companies Act. The Company's holding of its own shares cannot exceed 10 % of the nominal share capital. 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 6 March 2014, 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."

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, no later than Wednesday, 12 February 2014.

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 receive the below cash remuneration for their work in 2014, including work on board committees. The Board of Directors also propose that the general meeting adopt that members of the Board of Directors can receive benefits, e.g. free phone.

| Type of fee | Cash compensation 2014 |
|------------------------|------------------------|
| Ordinary board member | DKK 400,000 |
| Vice Chairman | DKK 700,000 |
| Chairman | DKK 1,100,000 |
| Audit committee member | DKK 150,000 |

| | | |
|---------------------------------|-----|---------|
| Audit committee chairman | DKK | 250,000 |
| Compensation committee member | DKK | 100,000 |
| Compensation committee chairman | DKK | 150,000 |
| Nomination committee member | DKK | 25,000 |
| Nomination committee chairman | DKK | 50,000 |

Re item 7d on the agenda:

It is proposed by the Board of Directors to amend the Articles of Association as follows:

Article 5 and 10 are changed with the Company's Register of Shareholders from VP Investor Services A/S, CVR no. 30 20 11 83 to Computershare A/S, CVR no. 27 08 88 99.

Article 6 is amended with the deletion of the obligation to notice the general meeting in one or more Danish or foreign daily newspapers.

Article 10(4) is limitations on proxy to the Board of Directors deleted due to changes in the Companies Act.

The proposed amendment of the Articles of Association will be made available on the Company's website, investor.tdc.com/current-agm.cfm, no later than Wednesday, 12 February 2014.

Re item 7e on the agenda:

It is proposed by the Board of Directors that its authorisation to increase the share capital, cf. Article 4(a) of the Articles of Association, is amended from DKK 108,229,770 to DKK 81,200,000 and the authorisation is prolonged until 18 March 2019.

Re item 7f on the agenda:

It is proposed by the Board of Directors that the Company's future annual reports and interim reports shall be prepared in English. Furthermore the Board of Directors propose that it is authorised to determine the Company's annual reports and interim reports or a summary thereof shall be prepared in Danish as well.

If the proposal is adopted by the general meeting, the Board of Directors proposes to add Article 20a in the Company's Articles of Association as follows:

"(1) The Company's annual reports and interim reports are prepared in English.

(2) The Board of Directors may determine that the Company's annual reports and interim reports or a summary thereof shall be prepared in Danish as well."

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At the time of the general meeting, the Company's nominal share capital is DKK 812,000,000 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, 27 February 2014 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), 7 c), 7 e) and 7 f) 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, no later than Wednesday, 12 February 2014: (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 2013 annual report, (5) proposal for a change in the remuneration policy for TDC's top management, hereunder general guidelines for incentive pay to the Executive Committee, (6) proposal of the amended Articles of Association and (7) the proxy form and the vote by correspondence form.

Shareholders who prefer to receive the 2013 annual report by e-mail should contact TDC, Investor Relations, by telephone +45 66 63 76 80 or by e-mail to 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 2013 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 agm2014@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. 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 2013 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, or on the website of Computershare A/S, www.computershare.dk.

Admission cards must be ordered by Friday, 28 February 2014 at 11.59 p.m. (CET).

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, or on the website of Computershare A/S, www.computershare.dk, by using Nem-ID or Computershare username and password. Nem-ID will only be compatible if you have a Danish CPR number. Electronic proxies must be granted by Friday, 28 February 2014

at 11.59 p.m. (CET). Alternatively, a proxy form may be downloaded from the Company's website, investor.tdc.com/current-agm.cfm, and sent by letter to the Company or Computershare A/S or by e-mail to gf@computershare.dk. If an admission card has been ordered in time, a proxy may be granted physically until and including Thursday, 6 March 2014. Proxies may be revoked by letter to the Company or Computershare A/S, or by e-mail to gf@computershare.dk.

Shareholders may also vote by post. It is possible to vote electronically on the Company's website, investor.tdc.com/current-agm.cfm, and on the website of Computershare A/S, www.computershare.dk, by using Nem-ID or Computershare username and password. 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, and sent by letter to the Company or Computershare A/S or by e-mail to gf@computershare.dk. In order to stay valid, the postal vote must be received by the Company or Computershare A/S no later than Wednesday, 5 March 2014 at 10.00 a.m. (CET). Postal votes that have already been cast cannot be withdrawn.

Letters should be sent to TDC A/S, Teglnholmsgade 3, G-461, DK-0900 Copenhagen C, or to Computershare A/S, Kongevejen 418, Øverød, 2840 Holte.

When parking at Tivoli Hotel & Congress Centers parking garage it will be possible at the reception to exchange the parking ticket to a free parking ticket at the Company's expense.

The Board of Directors

Background information on the proposed candidates to the Board of Directors

Vagn Sørensen, Chairman, age 54.
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, and Foreningen til udvikling af bestyrelsesarbejde i Danmark.
Executive Manager of GFKJUS 611 ApS and E-force A/S.
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.
Vice Chairman of AgroGeneration.
Non-executive Director at Ciel Investment Limited and Standard Life plc.

Stine Bosse, age 53.
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), and Concito.

Vice Chairman of the Child Fund Alliance.
Member of the Boards of Directors of Aker ASA and Allianz Group.
UN member of the Millennium Development Goals Advocacy Group for the fight against global poverty, disease and hunger.

Angus Porter, age 56.
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.

Søren Thorup Sørensen, age 48.
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 Boston Holding A/S.
Vice Chairman of the Boards of Directors of KIRKBI AG, INTERLEGO AG, Topdanmark A/S, Topdanmark Forsikring A/S and Danske Forsikring A/S.
Member of the Boards of Directors of Falck Holding A/S, LEGO A/S, LEGO Juris A/S, KIRKBI Invest A/S, Koldingvej 2, Billund A/S and Merlin Entertainments PLC. Chief Executive Officer of Kirkbi A/S and Kirkbi Invest A/S.

Pieter Knook, age 55.
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.

Of the six board members elected by the general meeting five board members are independent and one board member is non-independent. Pierre Danon is considered non-independent, because this board member during 2013 has received remuneration for services to the company in the capacity of consultant.

For inquiries regarding the above please contact Computershare A/S, on +45 4546 0997 or gf@computershare.dk or TDC Investor Relations, on +45 6663 7680 or investorrelations@tdc.dk.

TDC is the leading provider of communications solutions in Denmark with a strong Nordic focus. TDC comprises the business units Consumer, Business, Wholesale and Nordic and the cost centre Operations/Channels/Headquarters.

TDC listing

Shares: NASDAQ OMX Copenhagen.

Reuters TDC.CO.

Bloomberg TDC DC.

Nominal value DKK 1.

ISIN DK0060228559.