



To NASDAQ OMX Copenhagen

6 March 2014  
Announcement 7/2014

### **TDC A/S' Annual General Meeting 2014**

Today, TDC A/S' General Meeting passed the following resolutions:

- The Company's Annual Report 2013 was approved.
- The Board of Directors and the Executive Committee were discharged from their liability in respect of the Annual Report.
- The Board of Directors' proposal on the distribution of profits was approved.
- The following members of the Board of Directors were re-elected: Vagn Sørensen, Pierre Danon, Stine Bosse, Angus Porter, Søren Thorup Sørensen, and Pieter Knook.

In addition to the members elected by the General Meeting, the Board of Directors also consists of five members elected by the employees: Steen M. Jacobsen, Jan Bardino, Christian A. Christensen, John Schwartzbach, and Gert Winkelmann.

- PricewaterhouseCoopers was re-elected as auditor.
- The Board of Directors was authorised 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.
- The Board of Directors' proposal to amend 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 the proposal to amend Article 16a of the Company's Articles of Association were adopted:

*"At the General Meeting held on 6 March 2014, the Company considered and amended the remuneration policy for the*

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*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 Board of Director's proposal for its remuneration for 2014 was adopted.
- The proposal to amend the Articles of Association Article 5, 6 and 10, including change of the Company's Register of Shareholders was approved.
- The Board of Directors' proposal to amend the authorisation for the Board of Directors to increase the share capital was approved. The authorisation in the Articles of Association Article 4a is therefore amended from DKK 108,229,770 to DKK 81,200,000 and prolonged until 18 March 2019.
- The proposal by the Board of Directors that the Company's future annual reports and interim reports shall be prepared in English was approved. Furthermore the Board of Directors was authorised to determine the Company's annual reports and interim reports or a summary thereof shall be prepared in Danish as well. The proposal to add Article 20a to the Company's Articles of Association were adopted:

*"(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."*

The amendment of the Articles of Association will be made available on the Company's website, [www.tdc.com](http://www.tdc.com), no later than Wednesday, 19 March 2014.

At a board meeting held in immediate continuation of the General Meeting, the Board of Directors constituted itself with Vagn Sørensen as Chairman and Pierre Danon as Vice Chairman of the Board of Directors.

The Compensation Committee and Nomination Committee of the Board of Directors consist of Vagn Sørensen (Chairman), Pierre Danon, Pieter Knook and Angus Porter.

Furthermore, the Audit Committee of the Board of Directors consists of Søren Thorup Sørensen (Chairman), Vagn Sørensen, and Stine Bosse.

*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 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.

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