



To OMX Nordic Exchange Copenhagen A/S

February 21, 2008

Release 4/2008

### **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 13, 2008, at 4:00 pm (CET), in Bella Center, Center Boulevard 5, DK-2300 Copenhagen S**

Coffee and cake will be served from 3:00 pm (CET). There will be no refreshments after the Annual General Meeting.

#### 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 authorises 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 per cent 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 per cent from the price quoted on OMX Nordic Exchange Copenhagen A/S at the time of acquisition. In the event the shares are not listed on OMX Nordic Exchange Copenhagen A/S at the time of acquisition, the purchase price must not deviate by more than 10 per cent from the market value of the shares at the time of acquisition.
  - b) The Board of Directors proposes that the numbering of Articles 5, 5b and 5c in the Articles of Association be changed to reflect that

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Articles 5 (4) and 5a in the Articles of Association no longer apply pursuant to the Eastern High Court's judgment of June 13, 2007.

8. Presentation and approval of general guidelines for incentive pay of the Company's Executive Committee and insertion of a provision about this in the Company's Articles of Association.
9. AOB.

Re item 5 of the agenda: The following members of the Board of Directors are nominated for re-election: Vagn Sørensen, Kurt Björklund, Lawrence Guffey, Oliver Haarmann, Gustavo Schwed and Richard Wilson.

Ola Nordquist is nominated for re-election as alternate for Kurt Björklund. Jan Nielsen is nominated for re-election as alternate for Lawrence Guffey. Henrik Kraft is nominated for election as alternate for Oliver Haarmann. Torsten Winkler is nominated for re-election as alternate for Gustavo Schwed. Andrew Sillitoe is nominated for re-election as alternate for Richard Wilson.

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

Re item 7b) of the agenda: The Board of Directors proposes that the current Article 5 (5) of the Articles of Association be numbered Article 5 (4); that the current Article 5 (6) of the Articles of Association be numbered Article 5 (5) and that the current Articles 5b and 5c of the Articles of Association be numbered Articles 5a and 5b respectively. No amendments to the contents of the said provisions are proposed.

Re item 8 of the agenda: The Board of Directors proposes that the Annual General Meeting approves the following proposal for general guidelines for incentive pay of the Company's Executive Committee: "The Board of Directors can conclude ordinary bonus agreements with the Executive Committee members which afford these the opportunity to obtain a bonus per calendar year of up to 100 per cent of their annual base salary calculated exclusive of pension and before the payment of any bonus. The factors that can trigger bonus can be (i) specified financial or operational results, (ii) the fulfilment of specified operational or strategic targets, or (iii) the fulfilment of specified personal targets for the relevant Executive Committee member. The bonus targets can also be a combination of (i)-(iii)."

If the Annual General Meeting approves the general guidelines for incentive pay of the Company's Executive Committee, the Board of Directors proposes that the following wording be inserted as a new Article 16a (1) in the Articles of Association: "At its General Meeting on March 13, 2008, the Company has adopted general guidelines for incentive pay of the Company's Executive Committee. The guidelines are published on the Company's website [www.tdc.com](http://www.tdc.com)."

The proposals under item 7 and 8 of the agenda may be adopted by an ordinary majority.

The Company's share capital amounts to DKK 991,875,885 divided into shares in the denomination of DKK 5 each or multiples thereof. The Articles of Association include the following provisions on voting rights:

Article 10 (1). 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

Release 4-2008

during ordinary office hours or in another way as stated in the notice. Such admission card, which specifies the number of votes held by the shareholder, shall be issued to anyone recorded in the Register of Shareholders as a shareholder, or to a shareholder who gives notice of and produces evidence to the Company of his rights by presenting a transcript of statement of account which must not be older than from the last year-end, from the Danish Securities Centre or a bank (the bank with which the custody account is held) as evidence of his shareholding, declaring at the same time that the shareholder has not disposed of the shares during the period from the date of the transcript of the said statement of account, and will not dispose of the said shares before the General Meeting.

Article 10 (2). Each share amount of DKK 5 shall entitle the holder to one vote.

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 2007 will be available for the shareholders on [www.tdc.com/investor](http://www.tdc.com/investor) and in the reception at the Company's head office at Nørregade 21, DK-1165 Copenhagen K from February 22, 2008. Shareholders who wish to receive the audited Annual Report 2007 are requested to contact TDC, Investor Relations by telephone + 45 66 63 76 80 or [investorrelations@tdc.dk](mailto:investorrelations@tdc.dk).

Shareholders must hold an admission card to attend the Annual General Meeting. Admission cards can be ordered i) via the Company's homepage [www.tdc.com/investor](http://www.tdc.com/investor) (from February 25, 2008), ii) by filling in the front page of the form which will be sent to the shareholders and returning it to VP Services A/S by using the return envelope which will also be sent to the shareholders or iii) by personal attendance at the Company's head office at the above mentioned address during ordinary office hours.

When ordering an admission card, it will be possible also to order a parking permit paid for by the Company for parking at Bella Center in connection with the Annual General Meeting. The parking permit must be placed so that it is visible in the windscreen of the car.

Shareholders may grant a proxy via the Company's homepage [www.tdc.com/investor](http://www.tdc.com/investor) by using Net-ID or VP-user access and VP-code (from February 25, 2008). Shareholders may also grant a proxy by filling in the back of the form and returning the form to VP Services A/S by using the return envelope. For the proxy to be valid the back of the form must be signed and dated.

Requests for admission cards and proxies must state the reference number used by Værdipapircentralen A/S (appears from 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 10, 2008, at 4:00 pm (CET). The same deadline applies to requests for admission cards and grant of proxies via the Company's homepage.

The Board of Directors

Release 4-2008

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

Vagn Sørensen, Vice Chairman, 48 years old.

MSc (Economics and Business Administration), Aarhus School of Business.

Chairman of the Boards of BTX Group A/S, Select Service Partner Ltd. and Scandic Hotels AB. Vice Chairman of the Board of DFDS A/S. Member of the Boards of ST Global AG, Air Canada, Braganza AS and SIMI.

Kurt Björklund, 38 years old.

MSc (Economics), SSEBA, Helsinki, 1993. MBA, INSEAD, 1996.

Co-Managing Partner in Permira.

Chairman of the Board of Nordic Telephone Company ApS.

Lawrence Guffey, 39 years old.

BA, Rice University, 1990.

Senior Managing Partner in The Blackstone Group.

Member of the Boards of Nordic Telephone Company ApS, Deutsche Telekom AG, Axtel SA de CV and Cineworld Group PLC.

Oliver Haarmann, 40 years old.

BA, Brown University, 1990. MBA, Harvard Business School, 1996.

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, 46 years old.

BA, Swarthmore College, 1984. MBA, Stanford University, 1988.

Managing Director in Providence Equity.

Member of the Boards of Nordic Telephone Company ApS and the 4U Group Ltd.

Richard Wilson, 42 years old.

BA, University of Cambridge, 1988. MBA, INSEAD, 1994.

Partner in Apax Partners Worldwide LLP.

Member of the Board of Nordic Telephone Company ApS.

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

**TDC** is the leading provider of communications solutions in Denmark with a strong Nordic focus. In the Nordic region TDC has four business units: Business Nordic, Fixnet Nordic, Mobile Nordic and YouSee. TDC's activities outside the Nordic Region comprise amongst others Sunrise, a leading telecommunications provider in Switzerland, and HTCC, a leading telecommunications provider in Hungary. TDC was partly privatized in 1994 and fully privatized in 1998. Nordic Telephone Company ApS owns 87.9% of TDC, with the remainder of the shares held by individual and institutional shareowners.

#### **TDC listing**

**Shares:** OMX Nordic Exchange Copenhagen A/S

Reuters TDC.CO

Bloomberg TDC DC

Nominal value DKK 5

ISIN DK0010 253335

Sedol 5698790