



To NASDAQ Copenhagen

10 February 2016  
Announcement 12/2016

### **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, 10 March 2016 at 4 p.m. (CET) at Industriens Hus, H.C. Andersens Blvd. 18, 1787 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). There will be possibility to hear about TDC Groups products, talk with employees from customer support and meet the Management and Board of Directors. 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) Adoption of the Board of Directors' remuneration for 2016.
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, Pieter Knook, and Benoit Scheen. The Board of Directors proposes that Marianne Rørslev Bock be elected as new member of the Board of Directors.

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**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 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:**

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 2016, 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.

<b>Type of fee</b>	<b>Cash compensation 2016</b>
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
Business Review and Development committee member	DKK 150,000
Business Review and Development 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

The remuneration rates to the Vice Chairman of the Board and the ordinary board members have not been adjusted since 2010. The Chairman has received the proposed remuneration rate since before 2010. The Business Review and Development committee is a temporary committee set up by the Board of Directors to support execution of TDC's new strategy.

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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, 3 March 2016 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) and 7 b) may be passed by a simple majority of votes.

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, 17 February 2016: (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 2015 annual report (English version) and (5) the proxy form and the vote by correspondence form.

Shareholders who prefer to receive the 2015 annual report can access this via [investor.tdc.com/annuals.cfm?year=2015](http://investor.tdc.com/annuals.cfm?year=2015). Shareholders who prefer to receive the 2015 annual report by e-mail should contact TDC, Investor Relations, by telephone +45 2374 5325 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 2015 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 [investorrelations@tdc.dk](mailto:investorrelations@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 2015 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 Computershare A/S, [www.computershare.dk](http://www.computershare.dk).

Admission cards must be ordered by Friday, 4 March 2016 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](http://investor.tdc.com/current-agm.cfm), or on the website of Computershare A/S, [www.computershare.dk](http://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, 4 March 2016 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 Computershare A/S or by e-mail to [gf@computershare.dk](mailto:gf@computershare.dk). If an admission card has been ordered in time, a proxy may be granted physically until Thursday, 10 March 2016 at 4.00 p.m. Proxies may be revoked by letter to the Company or Computershare A/S, or by e-mail to [gf@computershare.dk](mailto: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](http://investor.tdc.com/current-agm.cfm), and on the website of Computershare A/S, [www.computershare.dk](http://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](http://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](mailto: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, 9 March 2016 at 10.00 a.m. (CET). Postal votes that have already been cast cannot be withdrawn.

Letters should be sent to Computershare A/S, Kongevejen 418, Øverød, 2840 Holte.

The Board of Directors

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

Vagn Sørensen, Chairman, age 56.

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, Automic Software GmbH, TIA Technology A/S and Bureau Van Dijk Electronic Publishing BV.

Vice Chairman of the Board of Directors of DFDS A/S and Nordic Aviation Capital A/S.

Member of the Boards of Directors of JP/Politikens Hus, Air Canada, Braganza AS, Lufthansa Cargo AG, Royal Caribbean Cruises Ltd. and C.P. Dyvig & Co. A/S.

Executive Manager of GFKJUS 611 ApS and E-force A/S.

Senior Adviser to Morgan Stanley and EQT Partners.

Pierre Danon, Vice Chairman, age 59.

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 55.

Master of Law, University of Copenhagen 1987. Strategic Agility Programme, Harvard Business School, 2008.

Chairman of the Boards of Directors of TELE Greenland, the Danish European Movement, Nunaoil A/S, Bank Nordic Group and BØRNEfonden (the Childrens' Fund).

Member of the Board of Directors of Allianz Group.

UN member of the Millennium Development Goals Advocacy Group for the fight against global poverty, disease and hunger.

Angus Porter, age 58.

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 of Punch Taverns plc.

Co-Chairman of Direct Wines Limited.

Marianne Rørslev Bock, age 52.

MSc in business administration and auditing at Copenhagen Business School, 1991. State Authorised Public Accountant, 1997.  
Member of the Boards of Directors of the Danish Financial Supervisory Authority and Kemp & Lauritzen A/S.  
Group Chief Financial Officer in Brødrene Hartmann A/S.

Pieter Knook, age 57.

M.A. in Electrical Sciences at Trinity Hall, Cambridge University, 1977-1980.  
Member of the Boards of Directors of First Utility and Pulsant.  
Member on the advisory board of Bill & Melinda Gates Foundation.  
Trustee of Lunar Missions Ltd. Angel Investor at Cambridge Angels and venture Partner at Octopus Investments Ltd.  
Visiting Professor of Innovation at University of Cambridge.

Benoit Scheen, age 49.

M.A. in Computer Sciences, 1990, and B.A. in Economical and Social Sciences, 1987, University of Namur, Belgium.  
Member of the Board of Directors of EVONET Belgium NV.  
Venture Partner at Volta Ventures.  
President EMEA of Brightstar Corporation.

Of the seven candidates to the Board of Directors five candidates are independent and two candidates is non-independent. Vagn Sørensen is considered non-independent Due to crossing management representation because he is (until 31 March 2016) vice chairman of the board of directors of DFDS A/S where Pernille Erenbjerg, Group CEO and President of TDC, is member of the board of directors and chairman of the audit committee. Pierre Danon is considered non-independent, because he delivers services to TDC in the capacity of consultant.

*For inquiries regarding the above please contact Computershare A/S, on +45 4546 0997 or [gf@computershare.dk](mailto:gf@computershare.dk) or TDC on +45 2374 5325 or [investorrelations@tdc.dk](mailto:investorrelations@tdc.dk).*

**TDC** is the leading communication and home entertainment company in Scandinavia and the leading provider of communications services in Denmark. TDC comprises the business units Consumer, Business, Wholesale, Norway, Sweden and the cost centre Operations/Channels/Headquarters.

**TDC listing**

**Shares:** NASDAQ Copenhagen.

Reuters TDC.CO.

Bloomberg TDC DC.

Nominal value DKK 1.

ISIN DK0060228559.