



Competency profile for the Board of Directors of TDC A/S

(Pursuant to item 3.1.1 in the Recommendations for corporate governance from the Committee on Corporate Governance)

According to TDC's Articles of Association, the Board of Directors of the Company shall consist of three to 11 members elected by the General Meeting. In addition, the Board of Directors shall be comprised of the number of members who may be elected in accordance with the rules of the Danish Companies Act on employee representation. The board members are elected by the General Meeting for a term of 12 months, expiring at the following year's Annual General Meeting. The board members must resign no later than at the first Annual General Meeting after reaching the age of 70.

The Board of Directors is elected by the General Meeting based on nomination by the Board of Directors in office. In 2011, the Board of Directors established a Nomination Committee which assists the Board of Directors with activities including identification and recommendation to the Board of Directors of candidates for the Board of Directors.

The Nomination Committee shall ensure a thorough and (to the board members) transparent process approved by the Board of Directors for selection and nomination of candidates for the Board of Directors and when assessing its composition and nominating new candidates take into consideration the need for integration of new talent and the need for diversity in relation to international experience, nationality, gender and age, etc.

The composition of the Board of Directors' competencies must be such that it matches the strategic challenges facing TDC; allows for the Board of Directors to perform its managerial and control tasks and gives the basis for a constructive and qualified dialogue with the Executive Committee.

For that purpose, the Board of Directors has identified the following competencies, experience and knowledge at least to be represented in the Board of Directors:

- Relevant financial and accounting competency
- Danish capital market experience
- Relevant legal competency
- Knowledge of relevant local conditions in terms of politicians, regulators, competitors and consumer behaviour
- Transformation experience
- Fast moving consumer goods experience
- Customer relationship experience combined with innovativeness and "disruptive" thinking
- Danish/international telco (especially mobile), cableco/content and media distribution/entertainment experience, including operational and technological insight
- Online/digital/Big Data business experience
- Marketing and branding experience
- Senior executive experience from Danish listed company

Furthermore, the board members must possess the following personal characteristics: integrity, accountability, commitment and good business judgment.

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Adopted at a Board meeting of TDC A/S on 14 December 2016