

## **Whistleblowing at TDC**

*On 24 June 2010 and on 23 June 2011 the Boards of Directors of TDC A/S decided to introduce a Whistleblower system as described below. On 22 February 2011, the Danish Data Protection Agency approved this system for TDC A/S and on 2 February 2015 for TDC Telco ApS.*

### **Whistleblower system**

TDC's whistleblower system comprises TDC A/S and TDC Telco ApS (hereinafter called TDC).

TDC's other subsidiaries are so far not comprised by TDC's whistleblower system.

### **Background for the whistleblower system**

The employees will often be the first to detect irregularities, fraudulent practices etc. at the workplace. Some employees are unlikely to report their knowledge any further for fear of being disloyal to their colleagues or the company. This is, however, not in TDCs interest.

Having a whistleblower system is only natural for TDC as an open, reliable and transparent company.

TDC wants to bring material irregularities into the open. The overall purpose of TDC's whistleblower system is thus to avoid that employees withhold information about irregularities or suspected irregularities.

TDC therefore provides safe and confidential access to report such matters to TDC's Audit Committee or Chairman of Board of Directors of TDC A/S (hereinafter called the Chairman or the Board of Directors).

### **Which matters can be reported to the Audit Committee or the Chairman of the Board of Directors?**

TDC's reason for establishing the whistleblower system is to make it easier for employees to call attention to material matters which may constitute a violation of the law or internal procedures.

The following matters can be reported:

- Information about serious economic crime, including bribery, fraud, forgery and corruption;
- breach of occupational safety;
- sexual harassment;
- violence and similar;
- material cases where employees use system access to obtain information about colleagues or others without there being a work-related requirement for this.

The list is not exhaustive.

TDC's whistleblower system is, however, not intended for offences such as bullying, cooperation problems, incompetence, absence or violation of guidelines for, e.g., dress, smoking or alcohol. Such violations, which are also important, should still be reported to the immediate superior or, if the problem concerns the immediate superior, to his or her superior or to HR.

Only matters concerning persons associated with TDC A/S and TDC Telco ApS can be reported, e.g. employees, board members, auditors, lawyers, suppliers etc.

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All matters of an economic nature should be reported to the Audit Committee. The Audit Committee shall investigate and prepare processing of such reports, whereas decisions of any kind regarding such reports shall be made by Board of Directors of TDC A/S.

However, matters concerning breach of occupational safety, sexual harassment, violence etc. shall be reported to the Chairman of the Board of Directors of TDC A/S.

To enable the Audit Committee or the Chairman of the Board of Directors to investigate the matter, the person reporting the matter should identify and describe the matter in question in reasonable detail. The more information the Audit Committee or the Board of Directors receives, the easier it is to investigate the matter. Employees should not conduct their own investigation of whether the law has been violated, but should instead immediately notify the Audit Committee or the Chairman of the Board of Directors in the event of a specific suspicion that one of the above violations have occurred.

### **Notification of the Audit Committee and the Chairman of the Board of Directors**

TDC has decided that only employees can report irregularities to the Audit Committee in TDC A/S or the Chairman of the Board of Directors.

The Audit Committee is a subcommittee of TDC's Board of Directors and consists of three members, of which at least one is independent and has competencies within accountancy or auditing.

The Three members are currently:

- Marianne Rørslev Bock(chairman) – (fulfils the independence requirement)
- Nathan Luckey
- Arthur Rakowski

Secretary to the Audit Committee is currently Marie Thorneman Miller.

Other duties of the Audit Committee include monitoring the financial reporting process, the company's internal control systems and the statutory audit of the annual report. The Audit Committee is a preparatory committee established by the Board of Directors of TDC A/S.

It thus seemed natural to extend the duties of the Audit Committee to also include reports of serious offences regarding economic matters.

Other Matters should be reported to the Chairman of the Board of Directors of TDC A/S: Bert Nordberg.

TDC recommends that the reports not be submitted anonymously as it would otherwise be impossible to go back to the employee for any further information. Anonymous reports will, however, also be dealt with to the extent possible.

Anonymous reports can only be made by letter and not by email, as the sender's identity will appear from the email.

An employee can contact the Audit Committee:

- by ordinary letter
- by email

Letters marked CONFIDENTIAL should be sent to the following address:

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TDC A/S  
Jura og Regulering  
The Audit Committee of TDC A/S  
Teglholmsgade 1, G-455  
0900 Copenhagen C  
Denmark  
Attn.: Secretary to the Audit Committee at TDC A/S

An employee can contact the Chairman of the Board of Directors:

- by ordinary letter
- by email

Letters marked CONFIDENTIAL should be sent to the following address:

The Chairman of the Board of Directors of TDC A/S  
Bert Nordberg  
Teglholmsgade 1, E-4  
0900 Copenhagen C  
Denmark  
Attn.: Secretary to the Board of Directors of TDC A/S

E-mails marked CONFIDENTIAL should be sent a dedicated mailbox (common mailbox), to which only the Audit Committee, the Chairman of the Board of Directors, the secretary to the Audit Committee and the secretary to the Chairman of the Board of Directors have access.

### **Receipt and consideration of reports and investigation**

A report from an employee is received by the independent member of or the secretary to the Audit Committee or the Chairman of the Board of Directors or secretary to the Chairman of the Board of Directors, respectively.

Reports to the Audit Committee shall be discussed and processed at the next meeting of the Audit Committee or – if the nature of the report necessitates it – at a meeting convened as soon as possible after receiving the report. The meeting will assess whether it is necessary to initiate a detailed investigation before a recommendation is submitted to the Board of Directors for decision. Such recommendation could be to report the matter to the police.

Reports to the Chairman of the Board of Directors shall be processed by the Chairman, possibly by involving relevant TDC staff functions.

Reports will be kept confidential and secure in a locked filing cabinet at H87 Legal to which only the secretary to the Chairman of the Board of Directors has access.

Electronic material will be stored on a separate computer to which only the above-mentioned persons have access to ensure compliance with the Danish Act on Processing of Personal Data (Persondatareglerne).

Unless otherwise requested, the employee reporting the matter will be guaranteed complete confidentiality. And it will be ensured that the information is not disclosed to any unauthorized person.

If the report results in a court case, the employee reporting the matter may, irrespective of his or her wish for confidentiality, be required to give evidence as evidence cannot be given anonymously.

In the majority of cases, giving evidence cannot be refused, but a few exceptions exist.

In the Audit Committee or the Chairman of the Board of Directors finds that a matter should be investigated, the Committee or the Chairman of the Board of Directors will ensure that the

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necessary measures are taken, possibly by involving relevant staff functions and external advisors. It is of course ensured that the persons involved are not incompetent or involved in the actual case.

A report is deleted/destroyed when the information is no longer needed to investigate the matter, needed for use in a court case or otherwise needed for the purpose for which it was submitted to the Audit Committee or Chairman of the Board of Directors.

**Information to the person(s) reported**

If the Audit Committee or the Chairman of the Board of Directors receives reports concerning named persons, the person in question will be notified that a report has been received. The identity of the person having reported the matter to the Audit Committee or the Chairman of the Board of Directors will not be revealed.

**No consequences for information provided in good faith**

An employee who reports a matter to the Audit Committee or the Chairman of the Board of Directors in good faith does not risk any sanctions in relation to his or her employment, even though it turns out that no material violation was committed.

It is important to prevent that innocent persons are suspected of irregularities, and it is thus important that you carefully consider whether the matter is material before reporting it to the Audit Committee or the Chairman of the Board of Directors.

Any reporting of matters in bad faith may have consequences for the employment and may, depending on the circumstances, constitute a criminal offence.

If an employee who has submitted a report to the Audit Committee or the Chairman of the Board of Directors feels that he or she is the object of discrimination or other sanctions as a result of the report or his or her participation in an investigation, he or she should immediately notify the Audit Committee or the Chairman of the Board of Directors of this. All such reports will be treated confidentially.

**Questions**

If you, as an employee, have any questions to the whistleblower system, you can contact Line Budtz Pedersen, Legal Counsel (Attorney-at-Law), HCVO, on +45 66 65 35 76.