

Announcement

To NASDAQ OMX Copenhagen A/S and the press

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Annual General Meeting of RTX Telecom to be held on 28 January 2011

Enclosed please find a convening to the Annual General Meeting of RTX Telecom to be held on Friday 28 January 2011 at 3.00 pm at the company's address: Stroemmen 6, Noerresundby.

Best regards,
RTX Telecom A/S

Jesper Mailind
President & CEO

Questions and further information:
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Annual General Meeting

**to be held on Friday 28 January 2011 at 3.00pm
at the company's address Strømmen 6, DK-9400 Nørresundby**

Prior to the Annual General Meeting, RTX Telecom will at 2.30 pm. be displaying new products.

In accordance with the Company's Articles of Association, the agenda for the Annual General Meeting is as follows:

1. The Supervisory Board's review of the Company's activities in the past financial year.
2. Presentation of the audited annual report for adoption.
3. Resolution as to the utilisation of profit or coverage of loss according to the adopted annual report.
4. Election of members to the Supervisory Board.
5. Appointment of auditors.
6. Proposals from the Supervisory Board for amendment of the Company's Articles of Association:
 - (a) In article 4, "the Company's share capital" (*selskabets aktiekapital*) is replaced by "the share capital" (*selskabskapitalen*).
 - (b) In article 5.1, the Danish word "*aktiebog*" (register of shareholders) is replaced by "*ejerbog*" (register of shareholders).
 - (c) In article 5.3, it is stated that the Company's shares are listed on NASDAQ OMX Copenhagen A/S and issued through VP Securities A/S, CVR no. 21589336.
 - (d) In article 5.4, the Danish word "*aktiebog*" (register of shareholders) is replaced by "*ejerbog*" (register of shareholders). The second paragraph is amended such that the register of shareholders shall be kept on behalf of the Company by VP Investor Services A/S, CVR no. 30201183, where the register of shareholders shall be available.
 - (e) Article 6 is deleted.
 - (f) Article 7 is deleted.
 - (g) Article 8 is deleted.
 - (h) Article 9 is changed to article 6.

In article 6.4, the provision setting out that the Extraordinary General Meeting can be convened by a shareholder owning at least 1/10 of the share capital is replaced by "shareholders owning at least 5% of the share capital" (*aktionærer, der ejer mindst 5 % af selskabskapitalen*).

In article 6.5, the notice is changed such that General Meetings shall be convened giving at least three weeks' and no more than five weeks' notice. The reference to section 79(1) or (2) of the Danish Public Companies Act is replaced by section 107(1) or (2) of the Danish Companies Act.

In article 6.6, the deadline for shareholders submitting a specific issue for treatment at the Annual General Meeting is changed to six weeks before the date of the General Meeting.
 - (i) Insertion of a new article 7 on electronic communication such that all communication between the Company and the shareholders shall be effected by electronic means, including by email, and that all general notices will be available to the shareholders on the

Company's website www.rtx.dk. All announcements to shareholders, including notices of Annual and Extraordinary General Meetings and submission of complete proposals for proposed amendments of the Articles of Association, submission of the agenda, annual reports, company announcements, admission cards as well as any other general information from the Company to the shareholders, may be sent by the Company to the shareholders by electronic means, including by email. Except for admission cards, all documents may be found on the Company's website. The Company shall request that all shareholders recorded in the register of shareholders provide an electronic address to which notices etc. can be sent. The shareholders may find information about the requirements for the systems to be used and the procedures to be followed when communicating electronically on the Company's website. Communication from the shareholders to the Company may take place via email to info@rtx.dk or by ordinary mail.

(j) Article 10 is changed to article 8.

Article 8.1 is amended such that the following information shall be made available to the shareholders on the Company's website www.rtx.dk no later than three weeks before the date of each General Meeting:

- The notice.
- The total number of shares and voting rights on the date of the notice, including the total number of shares for each share class.
- The documents to be presented at the General Meeting, including, as concerns the Annual General Meeting, the latest audited annual report.
- The agenda and the complete proposals.
- Forms used in connection with voting by proxy and by post. In the event that these are not made available online, the Company shall post information on its website detailing how the forms can be obtained as hard copies and shall send the forms to any shareholder so requesting.

(k) Article 11 is changed to article 9.

Amendment of article 9.2 such that a shareholder's right to attend a General Meeting and to vote shall be determined on the basis of the shares held by the shareholder at the date of registration, which is one week before the date of the General Meeting. Furthermore, in order to attend the General Meeting, it shall be a condition that the shareholder has taken out an admission card for him or herself as well as for any advisor at least three days prior to the date of the General Meeting. Admission cards shall be issued to any such person who, according to the register of shareholders, is recorded as shareholder on the date of registration or for whom the Company at the date of registration has received an adequate request to be recorded in the register of shareholders.

The provisions set out in the articles 11.2, 11.3 and 11.4 of the current Articles of Association are deleted.

(l) Article 12 is changed to article 10.

In article 10.1, the Danish word "*aktiekapital*" (share capital) is replaced by "*se/skabskapital*" (share capital).

In article 10.2, "the Danish Public Companies Act" (*aktieselskabsloven*) is replaced by "the Danish Companies Act" (*se/skabsloven*). The current provision set out in the second paragraph of article 12.2 according to which, in the event of an equality of votes, a

proposal shall be adopted if the proposal was submitted by or approved by the Supervisory Board is deleted.

In article 10.3, “2/3 of the share capital” (*2/3 af aktiekapitalen*) is replaced by “2/3 of the share capital carrying voting rights” (*2/3 af den stemmeberettigede selskabskapital*). The reference to the Danish Public Companies Act is amended to the Danish Companies Act. In article 10.4, “2/3 of the share capital” (*2/3 af aktiekapitalen*) is replaced by “2/3 of the share capital carrying voting rights” (*2/3 af den stemmeberettigede selskabskapital*). The reference to the Danish Public Companies Act is amended to the Danish Companies Act. The provision on proxies set out in the second paragraph of article 12.4 of the current Articles of Association according to which proxies for attending the first General Meeting shall also be considered valid with respect to the second General Meeting is deleted.

(m) Article 13 is changed to article 11.

In article 13.1, the reference to the rules of the Danish Public Companies Act is amended to the rules of the Danish Companies Act.

(n) Article 14 is changed to article 13.

(o) Article 15 is changed to article 14.

(p) Article 16 is changed to article 15.

(q) Article 17 is changed to article 16.

Requirements for adoption of the proposals submitted under item 6 of the agenda:

Adoption of the proposals made under items 6(d) and 6(i) shall require a majority of at least 2/3 of both the votes cast and of the share capital carrying voting rights represented at the General Meeting.

Adoption of the proposals made under items 6(a)-(c), 6(e)-(h) and 6(j)-(q) shall require that the proposals are passed by one vote in accordance with the commencement order for the Danish Companies Act.

7. Proposal from the Supervisory Board for authorisation to issue warrants:

Proposal from the Supervisory Board for authorising the Supervisory Board to issue warrants with a total nominal value of up to DKK 7,500,000 with no pre-emption rights being conferred on the Company's shareholders in connection with the warrants issued being offered to a group of the Company's employees and the Company's Executive Board as laid down in detail by the Supervisory Board. It is proposed that the authorisation be applicable until 1 January 2016. The Supervisory Board shall lay down the detailed terms and conditions in respect of the warrants issued in accordance with the authorisation, including fixing the subscription price for the shares subscribed for according to the warrants issued, possibly at a favourable price.

The Supervisory Board shall furthermore be authorised, until 1 January 2016, to increase the Company's share capital through one or more rounds by a total nominal value of up to DKK 7,500,000 by cash payment in connection with the capital increase resulting from the warrants issued being effected. The shareholders of the Company shall not have a pre-emption right to subscribe for any shares issued in connection with the warrants issued being exercised.

Shares subscribed for by exercising the warrants issued in accordance with the authorisation shall be issued to bearer and shall be freely negotiable trading securities. The shares, which are listed on NASDAQ OMX Copenhagen A/S, shall be issued through VP Securities A/S. No shareholders shall be under an obligation to have their shares redeemed, either wholly or partially. None of the new shares shall enjoy special rights. There shall continue to be one

class of shares only. No restrictions shall apply to the pre-emption right of the new capital owners in connection with future increases of the share capital. The Supervisory Board shall lay down the detailed provisions of the capital increase in accordance with the authorisation. The authorisation is inserted as article 12 in the Company's Articles of Association. Adoption of the Supervisory Board's proposal for authorising the Supervisory Board to issue warrants and increase the share capital requires that the proposal be passed by at least 2/3 of both the votes cast and of the share capital carrying voting rights represented at the General Meeting.

8. Any other business.

Share capital

The share capital amounts to DKK 47,170,255, consisting of one class of shares only. The capital is divided into shares of DKK 5 each and multiples thereof. Each shareholding of DKK 5 carries one vote at the General Meeting.

Agenda and complete proposals made available at the Company's offices

No later than eight days prior to the General Meeting, the agenda and the complete proposals will be made available at the Company's offices as well as sent to all shareholders having so requested.

Shareholders' right to attend the General Meeting and to vote

A shareholder's right to attend a General Meeting and to vote is determined on the basis of the shares held by the shareholder at the date of registration, which is one week before the date of the General Meeting. Furthermore, a shareholder must take out an admission card for him or herself as well as for any advisor at least three days prior to the date of the General Meeting. Admission cards shall be issued to any such person who, according to the register of shareholders, is recorded as shareholder on the date of registration or for whom the Company at the date of registration has received an adequate request to be recorded in the register of shareholders.

Admission cards with voting slips can be obtained from VP Investor Services A/S on tel. +45 43 58 88 91 by 4.00 pm on 25 January 2011 at the latest. Admission cards with voting slips can also be obtained on VP Investor Services A/S's website www.vp.dk/gf or RTX Telecom's website www.rtx.dk/investor by 4.00 pm on 25 January 2011 at the latest.

Nørresundby, Denmark, 6 January 2011

Supervisory Board
RTX Telecom A/S

Regarding article 4 in the agenda – election of members to the Supervisory Board

Background information regarding members of the Supervisory Board nominated for re-election:

Jens Alder, Chariman, born 1957. Elected by the shareholders at the general meeting, first time in 2010.

Education: M.Sc. in Engineering 1981 and MBA 1987.

Title: Independent Director.

Other directorships: Chairman of the Supervisory Board of Industrielle Werke Basel, Switzerland.

Chairman of the Supervisory Board of Sanitas Krankenversicherungen, Switzerland.

Member of the Supervisory Board of AG für die Neue

Züricher Zeitung, Switzerland.

Peter Thostrup, Deputy Chairman, born 1960. Elected by the shareholders at the general meeting, first time in 2009.

Education: M.Sc. in Advanced Economics and Finance 1987. MBA 1986.

Title: Executive Vice President, Finance and IT in DLH Group.

Other directorships: Member of the Supervisory Board of Noa Noa ApS, Denmark.

Karsten Vandrup, born 1966. Elected by the shareholders at the general meeting, first time in 2009.

Education: Bachelor of Engineering 1998.

Title: CEO of WIPNetworks.

Other directorships: Deputy Chairman of the Supervisory Board of Latvisoft SIA, Latvia.

Jens Hansen, born 1958. Elected by the shareholders at the general meeting, first time in 1994.

Education: MSc (Engineering) 1984.

Title: Vice President, Strategic Technology, RTX Telecom A/S.

Other directorships: Chairman of the Supervisory Board of Futarque A/S, Denmark.

CEO of JH Venture ApS, Denmark.

The Board member Jens Hansen is considered not independent as defined in the recommendations for good corporate governance from NASDAQ OMX Copenhagen A/S.

Regarding article 7 in the agenda – Proposal from the Supervisory Board for authorisation to issue warrants

Note for RTX Telecom's shareholders concerning incentive programme for the Executive Board and a group of employees in RTX Telecom A/S

The Supervisory Board of RTX Telecom recommends that RTX Telecom's shareholders at the Company's Annual General Meeting on 28 January 2011 approve an incentive programme based on conditional warrants for the Executive Board and a group of employees in RTX Telecom.

The Supervisory Board wishes to give the Executive Board and a group of employees a long-term incentive programme. The purpose of the programme is to attract, motivate and maintain the best possible employees and managers to develop RTX Telecom within the coming number of years, and to create a positive cash flow for the benefit of the Company's shareholders. The Supervisory Board has in this connection selected a programme that is in good accordance with the interests of the shareholders while at the same time being a simple programme, which motivates each individual to create results. The Supervisory Board will not take part in the incentive programme.

The Supervisory Board has selected an incentive programme with conditional warrants, as this is simple and does not strain the Company's financial situation at the issuing or redemption, but is solely based on an increase of the number of shares in RTX Telecom.

The Supervisory Board intends to let the warrants programme be a running programme, starting with 3 years. This means that warrants are expected to be issued in three of each other successive years. The Supervisory Board will each year decide on the actual allotments to be given. The target of the 3-year programme is to create a long-term development in RTX Telecom, as well as giving the Supervisory Board the possibility to make suitable adjustments in the allotments depending on the development in the Company and the share price.

The incentive programme is based on the participants receiving a number of conditional warrants giving the holder the right to subscribe for shares at a share price equal to the market price at the allotment time. The holder of the warrants will have the opportunity to subscribe for RTX Telecom shares 36 months after the warrants have been allotted. The subscription period will expire 60 months after allotment time, provided that RTX Telecom reaches a number of financial targets. The share price at the allotment time is defined as the average RTX Telecom share price during the 10 days following the announcement of the latest annual report prior to the allotment time. The first allotment will have a utilization ratio based on the average of the 10 trading days following the announcement of the annual report for 2009/10 on 26 November 2010. The value of the warrants will be calculated according to the Black-Scholes method and the value of a yearly allotment will maximum make up 2/3 of an annual basic salary for each employee or manager.

The final return of the warrants will be determined by two conditions; partly the increase in the RTX Telecom share price from the time of the allotment, and partly the achievement of the Company's long-term target for the cash flow. The number of shares that can be subscribed for during the allotment period will depend on the total cash flow, which has been created during the previous 3-year period. The 3-year period is defined as starting at the allotment of the warrants and ending at the beginning of the subscription period. The first conditional allotment will thus cover the period January 2011 to December 2013. If the minimum criteria for the 3-year target for an increase in the cash flow are not met, the warrants will be discontinued. The Supervisory Board has chosen cash flow as the primary and only criterion, as the Company's ability to create value for its shareholders is closely connected with its ability to create a positive cash flow. The diluted effect of the warrants programme will therefore only take place if a considerable cash flow

is created in the Company. The increased cash flow is expected to be reflected in the RTX Telecom share price.

The allotted warrants can only be utilized, meaning converted into shares, during RTX Telecom's normal open trade windows for "insiders", meaning the 4 weeks following the announcement of the quarterly reports. Full utilization of the warrants presupposes that the employee is still employed by RTX Telecom. If the employee resigns or is dismissed due to a considerable breach of contract the possibility of utilizing the warrants will be discontinued. If the employment is discontinued due to other reasons there will be a possibility to utilize a proportional part of the allotted warrants.

The Supervisory Board therefore recommends the Annual General Meeting on 28 January 2011 to issue warrants with a total nominal value of up to DKK 7,500,000 with no pre-emption rights being conferred on the Company's shareholders in connection with the warrants issued being offered to a group of the Company's employees and the Company's Executive Board as laid down in detail by the Supervisory Board. The warrants will be allotted during the coming 3-year period 2011-2013, with first allotment taking place after the approval by the Annual General Meeting in January 2011.

The allotment of warrants for employees and Executive Board will be subject to the overall guidelines concerning incentive programmes for the Executive Board of RTX Telecom, which were adopted by RTX Telecom's Annual General Meeting on 28 January 2009.

The authorization must be passed by at least 2/3 of both the votes cast and of the share capital carrying voting rights represented at the Annual General Meeting. If these criteria cannot be met at the Annual General Meeting on 28 January 2011, an Extraordinary General Meeting will be convened. At the Extraordinary General Meeting the authorization can be given by 2/3 of the represented votes.

6 January 2011

The Supervisory Board of RTX Telecom A/S