

BOARD OF DIRECTORS

At 31 December, 1996

CHAIRMAN

Juan Villalonga Navarro

VICE-CHAIRMEN

José María Concejo Alvarez

Isidro Fainé Casas

Francisco de Asís Gómez Roldán

DIRECTORS

(representing shareholders)

Eduardo Abril Abadín

Carlos Aragonés Mendiguchía

José Javier Echenique Landiribar

Jorge Fernández Díaz

Pablo Isla Alvarez de Tejera

Antonio Massanell Lavilla

Ramón de Miguel Egea

Cristobal Ricardo Montoro Romero

Pedro Morenés Eulate

José Pedro Pérez-Llorca Rodrigo

Manuel Pimentel Siles

Juan Manuel Rebollo Castrillo

Elvira Rodríguez Herrer

Carles Vilarrubí Carrió

Miguel Zorita Lees

DIRECTORS

(representing government)

Fernando Díez Moreno

Víctor Calvo-Sotelo Ibáñez-Martín

Pedro Ferreras Díez

Víctor Agustín González Muñoz

Adolfo Menéndez Menéndez

SECRETARY GENERAL OF THE BOARD

(non Director)

Javier Revuelta del Peral

ASSISTANT SECRETARY

(non Director)

Mariano Aldama Magnet

Changes to the Board of Directors of Telefónica de España S. A. after the end of 1996.

During the month of January, 1997, important changes in the Board of Directors took place, as the directors named by the management of State Patrimony (Mssrs. Abril Abadín, Aragonés Mendiguchía, Fernández Díaz, Alvarez de Tejera, de Miguel Egea, Morenés Eulate, Montoro Romero, Perez-Llorca Rodrigo, Pimentel Siles, Rodríguez Herrer y Rebollo Castrillo) and the five Directors representing the government (Mssrs. Gonzalez Muñoz, Díez Moreno, Calvo-Sotelo Ibañez-Martín, Ferreras Díez y Menéndez Menéndez). At the same time, the deputy secretary of the board, Mariano Aldama Magnet, resigned from his post.

The board members appointed to cover the majority of the vacancies on the Board of Directors were Msrs. Alierta Izuel, Ariño Ortiz, Ballvé Lantero, Carpio García, Cortina de Alcocer, Larracochea Jausoro, Perez Sáenz de Buruaga, Revuelta del Peral, Sagardoy Bencoechea and Velasco Gómez. Also, Diego L. Lozano Romeral was named deputy secretary of the Board of Directors.

The membership of the Board of Directors as of the 28th of February, 1997, was as follows:

CHAIRMAN

Juan Villalonga Navarro

VICE-CHAIRMEN

José María Concejo Alvarez

Isidro Fainé Casas

Francisco de Asís Gómez Roldán

MEMBERS

César Alierta Izuel

Gaspar Ariño Ortiz

Pedro Ballvé Lantero

Maximino Carpio García

Alberto Cortina de Alcocer

José Javier Echenique Landiribar

Ignacio Larracochea Jausoro

Antonio Massanell Lavilla

Juan Perea Sáenz de Buruaga

Juan Antonio Sagardoy Bengoechea

Martín Velasco Gómez

Carles Vilarrubí Carrió

Miguel Zorita Lees

**SECRETARY GENERAL
OF THE BOARD**

Javier Revuelta del Peral

**DEPUTY SECRETARY
(non Director)**

Diego L. Lozano Romeral

The Board of Directors, at a meeting held on the 29th of January, 1997, agreed to approve the Operating Rules of the Board of Directors of Telefónica de España S. A. . In accordance with these, the Directors of the company have been divided into the following three groups:

a) Directors With Executive Functions in the Company:

Juan Villalonga Navarro

Juan Perea Sáenz de Buruaga

Javier Revuelta del Peral

**b) Directors proposed by owners of significant amounts
of the company's share capital:**

José María Concejo Alvarez

José Javier Echenique Landiribar

Isidro Fainé Casas

Francisco Gómez Roldán

Antonio Massanell Lavilla

Miguel Zorita Lees

c) Independent directors:

César Alierta Izuel

Gaspar Ariño Ortiz

Pedro Ballvé Lantero

Maximino Carpio García

Alberto Cortina de Alcocer

Ignacio Larracochea Jausoro

Juan Antonio Sagardoy Bengoechea

Martín Velasco Gómez

Carles Vilarrubí Carrió

Executive Committee

At the abovementioned meeting of the Board of Directors on 29 January 1997, the executive committee was reorganized as the delegated governing organ of the Board, comprised of the chairman and seven members:

CHAIRMAN

Juan Villalonga Navarro

MEMBERS

José Javier Echenique Landiribar
Isidro Fainé Casas
Francisco Gómez Roldán
Ignacio Larracoechea Jausoro
Juan Perea Sáenz de Buruaga
Martín Velasco Gómez

SECRETARY

Javier Revuelta del Peral

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Management Committee

The Management Committee of Telefónica de España S.A. and its group of companies is comprised of the following members:

Juan Villalonga Navarro

Chairman of the Management Committee

Rafael Hernández García

General Manager, Retail Client Business

Juan Perea Sáenz de Buruaga

**General Manager of Planning
and Management Control**

Francisco Mochón Morcillo

**General Manager,
International Business**

Andrés Tejero Sala

**General Manager,
Institutional Relations**

Luis Lada Díaz

**Vice president and general manager,
Telefónica Servicios Móviles, S.A.**

Javier Revuelta del Peral

**Secretary General
of the Board of Directors**

Marcial Portela Alvarez

**Managing Director of Telefónica International
de España, S.A.**

Fernando Abril Hernández

General Manager, Corporate Finance

Ignacio de Benito Secades

General Manager, Resources

Guillermo Fernández Vidal

General Manager, Corporate Client Business

Carlos Díaz-Guerra Alvarez

General Manager, Infrastructure