employees
clarity and
professional development

Telefónica's employees

are key to its leadership

More than 150,000 people employed by Telefónica Group Distribution by country (as of December 2002; data in thousands)



Communication with employees Internal communication

- Televip: 150,000 memos per month
- InfoBuzón: 70,000 messages per day
- Company Intranet: 15,000 visitors per day

Working atmosphere Telefónica de España mi.Telefonica.es

- 12% improvement compared to 2001
- 15,000 employees answered online

Volunteer actions led by employees «Asociación Telefónica de Ayuda al Minusválido» (ATAM)

Over 66,245 employees are members

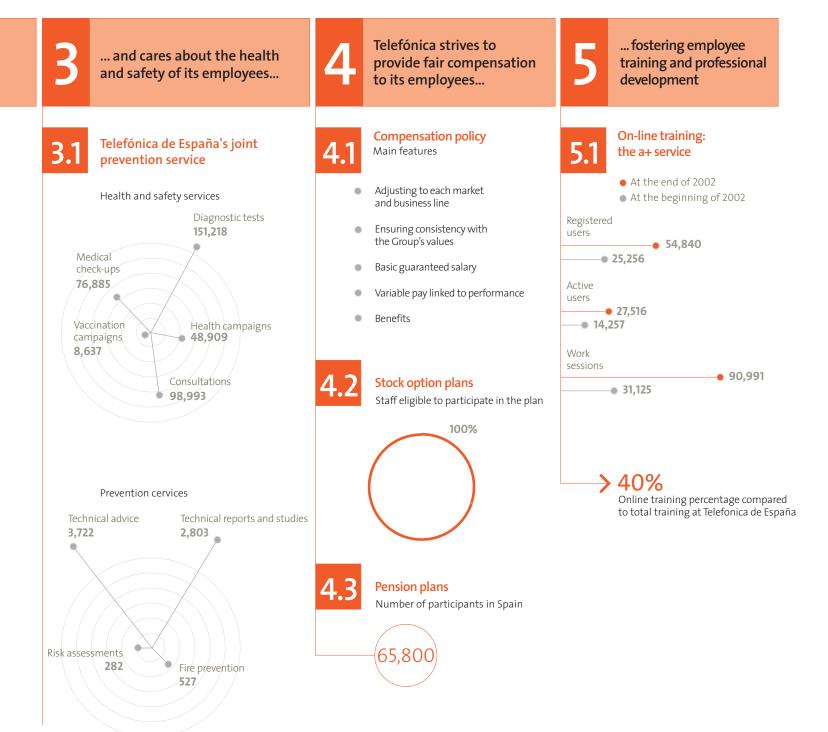
Telefónica establishes a working environment that ensures respect for human rights...

Human rights

Telefónica has signed up to the United Nations' Global Compact

Under the Compact companies must:

- 1 support and respect the protection of human rights within their sphere of influence
- 2 ensure that their own corporations are not complicit in human rights abuses
- **3** uphold the freedom of association and the effective recognition of the right to collective bargaining
- 4 eliminate all forms of forced and compulsory labour
- 5 the effective abolition of child labour; and
- **6** eliminate discrimination in respect of employment and occupation



employees clarity and professional development

Proportion of staff by sex

(data in percentages)



Distribution of staff by countries1

	Dec. 2001	Dec. 2002
Spain	68,010	64,444
Rest of Europe	4,878	3,551
Total, Europe	72,888	67,995
Brazil	43,084	41,381
Argentina	14,996	13,843
Chile	10,942	8,006
Peru	8,583	8,826
Mexico	4,466	4,630
Rest of Americas	5,027	5,248
Total, Americas	87,098	81,934
Other countries	1,541	2,916
Grupo Telefónica	161,527	152,845

Distribution of staff by business area 1

	Dec. 2001	Dec. 2002
Telefónica de España	42,425	42,162
Telefónica Móviles	14,677	13,694
Telefónica Data	4,952	4,331
Terra	2,907	2,455
Admira	6,698	5,574
Telefónica Latinoamérica	30,425	25,673
Atento	49,940	49,432
TPI	2,815	2,752
Katalyx	220	197
Emergia	156	136
Otras empresas	6,312	6,439
Grupo Telefónica	161,527	152,845

(1) Staff calculated according to consolidation criterion. Under Móviles, we have included Móviles Chile, and 50% of JV Brazil has been added (for reporting purposes only). Telinver has been included under TPI.

1 Telefónica's employees are the key to its leadership

1.1 More than 150,000 people

Telefónica Group is made up of more than 150,000 people, mainly in Spain (42%) and Latin America (50%), especially in Brazil, Argentina, Chile, Peru and Mexico. The business lines employing the greatest number of people are Atento (32%), Telefónica de España (28%), Telefónica Latinoamérica (17%) and Telefónica Móviles (9%).

The proportion of employees by sex is 43.2% women and 56.8% men. A total of 2,741 people are performing in internship, which amounts to 1.8% of all staff.

1.2 Communication with employees

Telefónica operates different internal communication systems for its more than 150,000 employees, designed to make general information at Group level compatible with that for each business or country.

1.2.1 Basic internal communication channels

- «Televip»: This internal printed communication magazine has been published since 1999, with a circulation of 150,000 copies each month. There are eight national editions of «Televip» (Argentina, Brazil, El Salvador, Spain, Guatemala, Mexico, Peru and Puerto Rico) and specific pages for different groups (Telefónica de España, Móviles, Telefónica I+D, etc.).
- «InfoBuzón»: Telefónica's daily electronic internal communication service, in use since February, 1997. It has already published more than 6,000 news

Telefónica's internal communication tools





stories in Spain alone. Every day, it is distributed among more than 70,000 employees through the different editions («Infobuzón» in Argentina and Spain, «Diario Electrónico» in Chile, and «Televip M@il» in Brazil).

• Corporate Intranet: Accessible from Grupo Telefónica's corporate network, the intranet receives more than 15,000 visits daily. The most popular sections are those devoted to travel, promotions, auctions...the corporate directory and the a+ training service.

From the Corporate Intranet, one can access the different company Intranets. (For example, «e-Domus», the Telefónica de España Intranet, is accessible to all employees, even those who have no personal computer for performing their professional duties. «e-Domus» is also accessible from home through the «IntrADSL» service for employee.)

1.2.2 Channels and supplementary systems

The basic channels are supplemented by other specific ones, such as conventions, bulletin boards, and developments for certain groups, such as the Employee Service Line at Atento España, through which workers can clarify any doubts about their working relationship to Atento and obtain information on the operation and structure of the company. With a staff size ranging from 10,000 to 11,000 employees, the employee service line handled 324,359 calls in 2002.

1.3 Working atmosphere

Within Grupo Telefónica, numerous studies of the working atmosphere are conducted in order to promote upward communication between employees and the company, detect needs and establish action

Case study: surveys on the working atmosphere at Telefónica Latinoamérica

In Telefónica Latinoamérica, a global project was carried out in order to obtain homogeneous information about satisfaction amongst the Company's employees.

Level of participation

 Argentina	Brazil	Peru
67%	62%	93%

Level of satisfaction

	Argentina	Brazil	Peru	
Management	59%	59%	65%	
Supervision	69%	60%	59%	
Satisfaction	73%	66%	65%	
Focus on the client	58%	61%	66%	
Willingness to change	68%	64%	75%	
Identity	69%	62%	61%	
Total	66%	61%	64%	

Increase in job satisfaction between 2001 and 2002. Telefónica de España

questonary carried out via mi.Telefónica.es (data in percentages)



Staff participation in satisfaction questionary mi.Telefónica.es

> 11,393 employees covered by collective agreement

plans designed to improve those aspects affecting employee job satisfaction.

1.3.1 mi.Telefónica.es, a project for the trasformation of Telefónica de España

mi.Telefónica.es project was launched at the start of 2001 as an integral part of the transformation project for Telefónica de España, according to the strategy designed by the «Lider.es» programme based on three main points: «+growth», «+competitivity» and «+compromise». The final point has a direct relation with the objectives of mi.Telefónica.es in 2002:

- To contribute to the process of transforming Telefónica de España through the construction of a High Performance organization.
- To achieve substantial improvements in motivation and personal involvement, thereby increasing their level of compromise.
- · To improve the way in which employees perceive objectives, relations, rewards and professional development.;

In order to achieve these objectives, a series of initiatives were designed based on communication and alignment of management and directors, leadership, development, reward schemes, innovation, collaboration and work and life balance. Working groups were created for each initiative headed by general managers, who proposed 32 improvement actions, some of which are detailed below:

- · Communication action in the «Lider.es» project, with the direct participation of the Management
- Starting the «180° feedback» project for an evaluation of the leadership style of top management by its collaborators supported by a process of coaching.
- Online publication of internal selection processes in «e-Domus» to make contents generally available.

- · Creation and communication of an operational framework for managers and technicians not included in the collective agreement.
- · Open door conferences entitled «Un mes, una dirección general», with more than 5,000 people.
- Election of the «most co-operative manager» selected by votes from colleagues.
- · Setting up of the «mentor project» for the development of 200 professionals.
- · Creation and launch of «Idealab», a service to receive ideas from staff and encourage their ability for innovation.

The opinion poll carried out exclusively online in May 2002 and involving all employees received 15,000 responses. The results indicated a considerable improvement in perception with regard to the previous year, representing an average of over 12%.

1.4 Volunteer actions led by employees

1.4.1 «Asociación Telefónica de Ayuda al Minusválido» (ATAM)

ATAM (Asociation to help handicapped) was established in 1973 by Telefónica employees and the company's social agents for the purpose of attending to the collective of persons with physical, mental and sensorial disabilities. After 30 years of existence, ATAM boasts the following figures:

- There is voluntary collaboration by 66,245 employees in Spain, belonging to 18 Telefónica Group companies.
- Expected annual income budget (2003) 20,089,587
- Nearly 200,000 persons are linked to the association.
- The number of people in the association's census has reached 3,347.

collective agreement

ATAM

years of existence

66,245

employees collaborating in Spain

20,089,587 euros in its income budget for 2003



- Its clinical team has handled more than 5,900 medical consultations.
- Annual economic aid has been provided to 3,500 individuals.
- 200 handicapped persons work at the association's special employment centers.
- At its own centers, more than 400 people receive assistance annually.

ATAM aspires to continue playing an active role in the world of handicapped persons, while also adapting to new social and associational demands. Its innovative nature has been shown in different ways:

- The development of a Disability Assessment System based on the International Functionality Classification (World Health Organisation, November, 2001), along with the development of mechanisms to provide personalized attention.
- Special Employment Centers related to telecommunications.
- Application of advanced information and communications technologies in management and member
- Implementation of excellent management models to the service sector (total quality, management by values, etc.)

1.4.2 «Voluntariado Corporativo»

The objective of this project, led by Fundación Telefónica, is to promote, support, coordinate and channel any social volunteer activities in which employees and retirees from Telefónica participate, contributing to social development and the improvement of living conditions in the communities where they are present. This project already has precedents in Argentina, is being implemented in Spain, and is expected to be extended to the rest of the countries where Telefónica operates.

2 Telefónica establishes a working environment that ensures respect for human rights...

In the year 2002, Telefónica reiterated its commitment to the defense of Human Rights in all of its activities by becoming a member of the United Nations Global Compact. The Office of the UN High Commissioner for Human Rights is participating in the implementation and development of the Compact along with a number of international organizations (Business for Social Responsibility, the International Chamber of Commerce, the World Business Council for Sustainable Development, the International Employers' Organization, etc.)

The companies who subscribe the Global Compact agree to comply with nine principles, of which the first six refer to the promotion of human rights and the establishment of fair working conditions in all relationships between the company and its employees. These principles are as follows:

Human Rights:

- 1 The companies must support and respect the protection of human rights, and
- **2** Ensure that they are not parties to the violation of such rights.

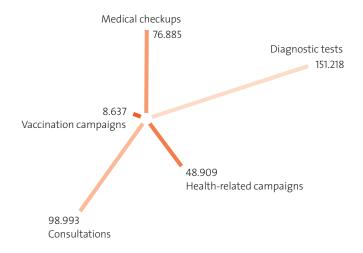
Working conditions:

- 3 Companies must defend the freedom of association and the effective recognition of collective negotiation;
- 4 The elimination of any kind of compulsory forced labor;
- 5 The abolition of child labor, and

Activities carried out by the Joint Prevention Service in 2002

Healthcare services

(data given in units)



Medical checkups

For entry, reentry and promotion

Ordinary periodic

Special periodic

Return to work

Related to shift work, especially night work

Potential risks

At the request of employees

Diagnostic tests

Electrocardiogram

Audiometry

Radiodiagnosis

Taking of samples

Spirometry

Health-related campaigns

Prostate cancer prevention

Lung cancer prevention

Heart disease prevention

Breast disease prevention

Gynecological disease prevention

Vaccination campaigns

Tetanus

Flu

Consultations

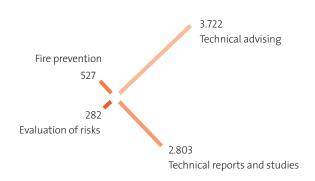
With doctors

With nurses

Occupational hazard prevention, led by the Joint Prevention Service

Prevention services

(data given in units)



Evaluation of risks

Initial evaluations, general and by workplace Specialized evaluations of:

Safety risks

Hygiene risks

Ergonomic and psychosocial risks

Others relating to specific risks

Fire prevention

Technical advising on scheduling and conducting emergency drills

Report of conclusions

Action plans

Technical reports and studies

Reports on construction and workplace projects

Hygienic/environmental studies

Reports on protective equipment, etc.

Technical advising

Assistance to safety and health committees Technical and documentary advising on regulations, work inspection reports, etc.

Telefónica's safety and health committees in Spain

Telefónica de España	50 provinces
Telefónica Móviles España	Madrid, Barcelona, Valencia, Bilbao, Málaga
Telyco	Madrid
Atento España	Madrid, Barcelona, Valencia, A Coruña, Cáceres, Seville, Zaragoza y Bilbao
Telefónica Ingeniería y Seguridad	Madrid
Telefónica Data España	Madrid
Playa de Madrid	Madrid
Telefónica I+D	Madrid
TTP	Madrid
TPI	Madrid
ATAM	Madrid

6 The elimination of all kinds of discrimination with regard to work.

3 ... and cares about the safety and health of its employees

In Spain, Telefónica's Joint Prevention Service provides coverage for all workers employed by the 49 member companies, within the scope of all specialties covered under current legislation. In other countries, prevention activities vary depending on the corresponding legal requirements.

3.1. Telefónica de España's joint prevention service

The commitment of the Joint prevention service towards all the employees subscribed is twofold:

- a) Prevention of the possible risks to health and physical integrity inherent in daily work, from which the following benefits are obtained:
- •The reduction of conflicts at work by minimizing risks and insecurity.
- Improved protection for workers with the subsequent reduction in working absenteeism for temporary disability.
- b) Maintenance and promotion of health in the workplace, thereby improving employees physical and mental condition:
- The detection of possible changes that may be caused by daily activities and corrective measures.
- Promotion of health awareness based on preventive and vaccination campaigns.

4 Telefónica strives to provide fair compensation to its employees...

4.1 Compensation policy

The aim of the Compensation Policy is to effectively support the organization in meeting its business objectives by reinforcing the appropriate conducts for orienting employees toward achieving these objectives. Telefónica seeks to attract, maintain the loyalty of and motivate qualified employees, offering them balanced, competitive compensation packages based on criteria of consistency, simplicity and clarity.

Telefónica Group's compensation system establishes an integrated, flexible payment package, characterized by the following:

- Compensation management processes: evaluation based on performance, communication...
- Adaptation to the reality of each market and Business Area.
- Consistency with Telefónica values.
- Focus on key persons depending on performance and contribution with fixed compensation.
- A clear link between results and compensation with *variable compensation*, combining long- and short-term incentives.
- Relevance of *non-cash compensation*: social benefits, rewards in kind, social security programs...

4.2 Stock option plans

The following are the main objectives of Telefónica's stock option plans:

- To align the interests of the beneficiaries with those of the shareholders, linking employee rewards to the success of Telefónica Group.
- To motivate employees in the creation of shareholder value and reward them for their contributions to Telefónica Group.
- To create an incentive, retention and loyalty plan similar to those of other companies in the industry.
- To promote corporate awareness at the global level in all the countries and activities.

In this way, Telefónica has created different stock option programs directed at different kinds of employees:

- Directed at High-Level Executives: these facilitate movement within the Group and align the executives' interests with those of shareholders. Profitability is linked to the performance of Telefónica, S.A. stocks. These include options with retention and incentivation effects.
- Directed at employees by Business Lines: these make it easier to offer such stocks on the stock market and acknowledge the efforts of our employees, promoting loyalty before and after the shares go public. Profitability is directly linked to the performance of the subsidiary's stock from the date it is launched. Beneficiaries receive options on subsidiary stocks quoted at a strike price equal to the value set for the stock by the retail price range of the public sales offering.
- · Directed at all staff: these facilitate access to corporate capital for all employees and promote the overall awareness of belonging to the Group. The purchase of stocks at a very favorable price is facilitated, and options are also given at an extremely favorable strike price, but are dependent on revaluation of the stock.

Telefónica's employee pension plans in Spain

Group companies in Spain

65,800 participants

4.3 Pension Plans

Spain

Since 1992, the year the Telefónica Employee Pension Plan was founded, the company has been developing a Corporate Supplementary Social Prevention Policy characterized by:

- System of employment.
- · Defined contribution (as a standard contribution, the company provides 4.51% of the salary, and the participant 2.20%).
- Individual accumulation of capital.
- · Management company: «Fonditel».

Latin America

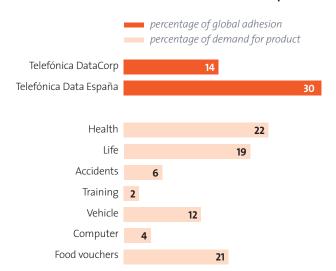
Telefónica adapts to the local legislation of each Latinamerican country. The most distinctive feature of such legislation is that National Health Services operate as a privately managed individual capital accumulation system, and not as a publicly managed distribution system (which is the case in Spain). Consequently, to establish Supplementary Social Prevention systems in these countries would be redundant.

Brazil's TeleSP is the only exception to this rule. Due to this company's split, its Defined Benefit Plan was reconverted into a Defined Contribution Plan. This system has been in effect since the year 2000, and the majority of the company's employees are covered by it.

4.4 Telefónica Data's Flexible Compensation Plan

Telefónica Data's Flexible Compensation Plan (FCP) is a system for voluntary and dynamic compensation that

Telefónica Data's Flexible Compensation Plan



allows each employee to adapt retribution to their personal needs. In the initial phase, the FCP was applied to managerial teams from Telefónica DataCorp and Telefónica Data España, with an involvement of 14% and 30% respectively. Vehicle and Health Insurance are the two most frequent choices amongst employees, with computers appearing as a new product.

The FCP offers the following benefits for employees:

- It gives them a feeling of worth
- It increases their net income
- It is designed according to their needs
- It guarantees the quality of products and services offered to employees

5 ... fostering employee training and professional development

5.1 Online training: the a+ service

Since 1997, Telefónica has been developing distance learning tools. Telefónica's distance learning network in Spain has evolved into the a+ system, a learning management system compatible with international distance training standards. This makes it possible to individually pursue additional training, or to create company-managed training schemes.

During the year 2002, the a+ training service went international, making access possible for more than 100,000 of the Group's employees. Over 485,000 training hours were completed, and the number of registered and active users on the system doubled. The objectives of Telefónica's a+ training service are as follows:

- To increase the effectiveness of the Group's employees through an extensive range of quality training products, promoting individual development among employees.
- To promote the sharing of knowledge, offering an open range of contents related to all business areas.
- · To homogenize capacity and competence among Telefónica employees, strengthening a Group culture.
- To offer flexible access to training, ensuring content availability at any place, at any time.
- · To increase integrated use of new technologies, making Telefónica a technological point of reference for our customers and society in general.

Case study: TeleSP awarded for its Career Plans project and its Performance Evaluation System

The Career Plans project developed by TeleSP received the «Destaque RH» 2002 award. Each year, the prestigious human resources magazine, «Gestao & RH», selects the 10 best projects from over 800 submitted at the national level in Brazil.

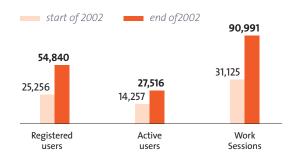
Telefónica's project presented its compensation management and career plans tool based on:

- a) Competence evaluation: through an individualized evaluation system.
- b) Internal performance ranking: comparative evaluation among employees.

In addition the magazine «Gestao Plus» granted the «Business Management» award to the Performance Evaluation «360 System» developed and implemented at TeleSP. The project, which is being applied to all company managers, involves multiple evaluation of each employee's abilities by his or her superiors, peers, collaborators and clients, as well as a self-evaluation.

online training vs. total training in Telefónica de España

Evolution of the «a+» service



6 Good employee management practices

6.1 Presence at International Forums

European Sectorial Social Dialogue Committee

Promoted and financed by the European Commission, this committee is concerned with the issues affecting employment in the telecommunications sector in Europe. Within the committee, employees are represented by UNI (Union Network International), and employers by the ETNO working group «Employment, Health and Safety», in which Telefónica is an active participant. Among the agreements reached are «General Guidelines on Telecommuting in Europe». The Committee is currently focusing mainly on issues relating to «Equal Opportunities».

Telecommuting experience at TPI

(data in percentages)

The employees feel that the following are improved or maintained...

job motivation

family relationships

communication with supervisors

communication with colleagues

High-Level Commission for the Employment of Young People

The President of Telefónica is one of the 12 people invited by Kofi Annan to take part in the High-Level Group of the Young Persons Employment Network, which acts as an advisory body. Telefónica's contribution, in collaboration with ILO leaders, is based on participation in international initiatives to favor the creation of jobs for young people around the world. The recommendations issued by this working group were presented to the United Nations General Assembly. The Commission is currently developing policies that may be applied by Governments to work to improve the employment situation of young people around the world.

6.2 Employee satisfaction after TPI's telecommuting experience

In 2002, Telefónica Publicidad e Información conducted a telecommuting pilot project in Vigo and Murcia, which was implemented at each sales office and composed of a sales manager, eight salespeople, and one administrative assistant. The project involved having the salespeople and sales manager perform part of their work from home. The necessary technology and administrative support for this purpose was provided.

The employees spoke highly of this experience, particularly of those aspects with the greatest direct impact on their lives.

Due to the positive results obtained during this pilot project, the first phase in the implementation of this system is expected to take place in 2003.

6.3 Volunteer initiatives 2002. Atento.

Argentina

• 30 employees directly involved in volunteer activities in collaboration with the Group (500 indirectly involved).

Attention to communities at risk (schools and areas with no resources, abandoned children and adolescents.)

- Institutions benefited
- · Benefited institutions: four schools and two hospitals in emergency situations.
- · Some NGOs working with children at risk.
- Items collected, donated and delivered: a press for producing bricks, a TV and VCR, an industrial kitchen, the construction of two bathrooms, 1,463 school supplies, 40 pairs of shoes, 400 kg of food, 90 kg of clothing.

Third solidary participation campaign

The campaign entitled «La Escuela»" collected 906 school supplies and 557 educational texts, for use by frontier schools and homes for children.

Brasil

An estimated 14% to 26% of our employees participate in volunteer activities.

Natal Sem Fome (Christmas without Hunger)

- · 610 kg of food collected for an institute caring for children who live on the streets (Casa Taiquara) (República, December, 2002.)
- · Collection of food and toys for «Espaço Compartilharte» and other needy communities in Rio de Janeiro, Porto Alegre, Belo Horizonte and Sao José dos Campos.
- · Collection of food for the Cancer Hospital in Río de Janeiro.

Toy collection campaign for the Consolação daycare center and Casa Taiquara (2000 toys) (República, October, 2002).

Pascoa Solidaria

Collection of nonperishable food items, sweets and toys for the entity Cabana da Paz (Porto Alegre, March, 2002).

Festa Junina

In Brazil, the Festas Juninas are very traditional, and a fair was held. Admission to the festivities was 1 kg. of nonperishable food items, toys or clothing, donated to the Instituto Nossa Senhora da Conceição (Porto Alegre, June, 2002.)

Campanha do Agasalho

Collection of winter clothing for needy communities, conducted in Porto Alegre, Ribeirao Preto, Sao José dos Campos and Campinas during the months of June and July.

Dia da Criança (Children's day)

Toys and clothing were collected for Casa Andre Luiz (Porto Alegre and Campinas, October.)

Organizations that benefited from employee donations for the «Intellig» distribution project:

Abrigo Maria Imaculada (children), Fundaçao Moretti (handicapped), Republica da Vida (AIDS), Projeto Vidinha (children), Projeto Compartilharte (children). Last Saturday of each month. Río de Janeiro - Teleporto.

Campaigns to provide assistance to children, senior citizens.

In El Salvador, monthly food, clothing and toy distribution campaigns are held.

Benefited entities: Guarderia Sao José, Projeto Águila Dourada, Asilo Sao Lázaro, ASGAP, Lar Irma Benedita Camuruji,

Centro do Menor Joao Paulo II, Estação Beija-Flor, Escola Espírita Irma Sheila and Naspec.

Blood Donation Campaign, conducted jointly with the Instituto Pro-Sangre. Barra-Funda (December, 2002).

Milk donation campaign

- Boxes of milk donated to the Cancer Hospital (Ribeirao Preto).
- Boxes of milk donated to public daycare centers (Campinas).

Different solidary campaigns, Ribeirao Preto

- · Campanha da Fome. Collection of 300 basic food boxes distributed in the city's needy communities.
- Collection of 1200 toys for the Cancer Hospital.
- Book campaign: Books were donated to government schools.

Mexico

Economic support and provisions were collected for persons affected by hurricane Isidore.

Thanks to the collaboration of all employees, 2638,55 pesos and 63 packages/cans of food were provided.

Peru

Centro de Contactos El Naranjal carries out periodic activities in two nearby areas, located in the northern marginalized district of Lima.

These initiatives receive economic support during the Christmas holidays and around Atento's anniversary in Peru. Employee volunteer actions, led by about ten employees, mainly involve contributing material aid (clothing, food, toys, etc.).

Puerto Rico

Hogar Niñito Jesús (an institution providing shelter to abused children).

Company employees collect toys and basic necessities from October to December, which are delivered during the Christmas season. This initiative involves reaches 75% of all staff.

American Red Cross Blood Donation: A blood donation campaign is coordinated among employees and their relatives.