

SHAREHOLDERS' MEETING 2002

QUORUM AND RESULTS OF THE VOTE

Attendance To The Shareholders' Meeting

| | |
|-------------------------------------|----------------------|
| Shareholders attending: | 864 |
| Shareholders represented: | 121,069 |
| TOTAL SHAREHOLDERS: | 121,933 |
| Shares present: | 2,220,812 |
| Shares represented: | 1,688,052,956 |
| TOTAL SHARES: | 1,690,273,768 |
| PERCENTAGE OF SHARE CAPITAL: | 35.47% |

Votes On Resolutions Made

Below we list the resolutions put forward at the shareholders' meeting and the results of the voting for each of them. For a more detailed description of the resolutions passed please see the "Resolutions Adopted" document.

| Points on the agenda | Summary of the resolution | Votes in favour | | Votes against | | Abstentions | | Results of the vote |
|----------------------|---|-----------------|----------|--------------------|-------------|-------------|--|---------------------|
| | | | | | | | | |
| I | Approval of the 2001 annual financial statements | 1,646,571,278 | (97.41%) | 3,690,618 (0.22%) | 40,011,872 | (2.37%) | | Passed |
| II | Re-election and appointment of Board Members | 1,403,709,093 | (83.05%) | 4,427,335 (0.26%) | 282,137,340 | (16.69%) | | Passed |
| III | Re-election of auditor Arthur Andersen and Cía, S.Com. for 2002 | 1,407,282,533 | (83.26%) | 6,462,699 (0.38%) | 276,528,536 | (16.36%) | | Passed |
| IV | Authorisation during a period of 18 months to buy back shares up to a maximum of 5% of the share capital | 1,673,221,254 | (98.99%) | 429.612 (0.03%) | 16.622.902 | (0.98%) | | Passed |
| V | Capital increase with a charge against unrestricted reserves | 1,676,522,867 | (99.19%) | 435,047 (0.03%) | 13,315,854 | (0.79%) | | Passed |
| VI | Delegation of powers to the Board of Directors to issue fixed-income securities, convertible or exchangeable for Company shares, for a total of Euros 2,000 million | 1,630,904,313 | (96.49%) | 44,420,816 (2.63%) | 14,948,639 | (0.88%) | | Passed |
| VII | Capital increase of Euros 2,180,809, as a hedge for the stock-option plan for Endemol employees | 1,672,585,449 | (98.95%) | 4,361,507 (0.26%) | 13,326,812 | (0.79%) | | Passed |
| VIII | Application for Telefónica, S.A. and its subsidiaries to pay taxes under the consolidated tax regime | 1,679,123,324 | (99.34%) | 649,828 (0.04%) | 10,500,616 | (0.62%) | | Passed |
| IX | Delegation of powers to formalize, interpret, | 1,679,137,288 | (99.32%) | 296,215 (0.02%) | 11,136,480 | (0.66%) | | Passed |

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| | modify and execute any resolutions adopted at the Shareholders' Meeting | | | | | | |
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Resolutions proposed by shareholders during the meeting:

to agree to take social responsibility action against the Company's management.

During the Shareholders' Meeting held on April 12 2002, Javier Sotos García, holder of 318 shares and acting on his own behalf and on the behalf of Antonio Fernández Fernández, holder of 1,208 shares, requested a resolution to take social responsibility action against current and former members of the Board of Directors (and, at very least, against former chairman Juan Villalonga Navarro) responsible for Telefónica's investments in Argentina be put to the vote.

This resolution was put to the vote and rejected with a sufficient majority of votes against – largely those corresponding to shares held by members of the Board and the votes of the majority of shareholders present at the meeting (holders of 2,220,812 shares and therefore 2,220,812 votes). Delegated votes were not included given that only 8,965 shareholders voted in favour of the motion, which consequently received 8,965 votes.