



SHAREHOLDERS' MEETING 2005

QUORUM AND RESULTS OF THE VOTE

ATTENDANCE AT THE SHAREHOLDERS' MEETING

Shareholders attending	969
Shareholders represented	123,428
TOTAL SHAREHOLDERS	124,397

Shares attending	4,253,109
Shares represented	2,927,846,526
TOTAL SHARES	2,932,099,635

PERCENTAGE OF SHARE CAPITAL	59.1639%
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VOTES ON RESOLUTIONS MADE

Below we list the resolutions put toward 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.

Number on the Agenda	Summary of the resolution	Votes in favour	Votes against	Abstentions	Result of the voting
I	Approval of the 2004 annual financial statements.	2,393,583,168 (81.63%)	496,867 (0.02%)	538,019,600 (18.35%)	<i>Passed</i>
II	Shareholder remuneration: payment of dividends against additional paid-in capital reserve and non-cash distribution of additional paid-in capital.	2,394,503,333 (81.66%)	387,006 (0.01%)	537,209,296 (18.32%)	<i>Passed</i>
III	Merger of Telefónica, S.A. and Terra Networks, S.A.	2,393,799,477 (81.64%)	1,124,633 (0.04%)	537,175,525 (18.32%)	<i>Passed</i>
IV	Appointment of Directors	2,390,253,275 (81.52%)	4,138,747 (0.14%)	537,707,613 (18.34%)	<i>Passed</i>
V	Appointment of auditors for 2005.	2,393,841,407 (81.64%)	522,459 (0.02%)	537,735,769 (18.34%)	<i>Passed</i>
VI	Authorisation for the acquisition of own shares, directly or through group companies.	2,393,843,359 (81.64%)	615,412 (0.02%)	537,640,864 (18.34%)	<i>Passed</i>
VII	Reduction of share capital through the amortizing of treasury stock.	2,393,691,469 (81.64%)	856,942 (0.03%)	537,551,224 (18.33%)	<i>Passed</i>
VIII	Delegation of powers to formalize, interpret, modify and execute any resolutions adopted at the Shareholders' Meeting.	2,393,898,306 (81.64%)	627,465 (0.02%)	537,573,864 (18.33%)	<i>Passed</i>