

**Telefónica Emisiones, S.A. (Sole-Shareholder Company)**

Independent auditor's report,  
Annual Accounts and Management report  
for the year ended 31 December 2018



***This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.***

## ***Independent auditor's report on the annual accounts***

To the Sole Shareholder of Telefónica Emisiones, S.A. (Sole-Shareholder Company)

### ***Report on the annual accounts***

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#### ***Opinion***

We have audited the annual accounts of Telefónica Emisiones, S.A. (the Company), which comprise the balance sheet as at 31 December 2018, and the profit and loss statement, statement of changes in equity, cash flow statement and related notes for the year then ended.

In our opinion, the accompanying annual accounts present fairly, in all material respects, the equity and financial position of the Company as at 31 December 2018, as well as its financial performance and cash flows for the year then ended, in accordance with the applicable financial reporting framework (as identified in Note 2 of the notes to the annual accounts), and, in particular, with the accounting principles and criteria included therein.

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#### ***Basis for opinion***

We conducted our audit in accordance with legislation governing the audit practice in Spain. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the annual accounts* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those relating to independence, that are relevant to our audit of the annual accounts in Spain, in accordance with legislation governing the audit practice. In this regard, we have not rendered services other than those relating to the audit of the accounts, and situations or circumstances have not arisen that, in accordance with the provisions of the aforementioned legislation, have affected our necessary independence such that it has been compromised.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### ***Key audit matters***

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual accounts of the current period. These matters were addressed in the context of our audit of the annual accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



**Cuestiones clave de la auditoría**

**Modo en el que se han tratado en la auditoría**

*Inter-company loans valuation*

The main activity of the Company consists on the issuance of bonds, which are then used to finance Grupo Telefónica operations through loans to the Sole Shareholder of the Company, Telefónica S.A.

The total amount of short-term and long-term credits to group companies, as disclosed in note 6 of the annual accounts, represents around 99% of total assets of the Company. These credits are valued at amortized cost as described in note 4.4 of the annual accounts, and their value would be adjusted if management identifies objective evidence of actual impairment. The analysis of the valuation of these credits is key for our audit given their relevance and the implicit judgement element in their valuation.

We have conducted audit procedures over the valuation of the short and long-term credits to group companies, specifically including:

- Examination of contracts with the Sole Shareholder and recalculation of amortized costs of the loans, in accordance with said contracts.
- Confirmation of balances at the end of the year with Telefónica, S.A.
- Evaluation of the analysis performed by management over the Sole Shareholder payment capacity, based on available treasury forecasts.

Based on the procedures performed, we have not identified any relevant aspect affecting management conclusions over the valuation of credits to group companies.

*Verification of initial accounting record of bonds issuances occurred during the year*

As disclosed in note 8, the Company has issued long-term bonds during the current year, guaranteed by its Sole Shareholder, Telefónica, S.A. through 4 issuances, which are valued at amortized cost as described in note 4.2 of the annual accounts.

Said issuances represent almost the totality of the Company's activity during the year and therefore, the work performed in this area is relevant to our audit in relation to the evaluation of the risk of material misstatement in the initial accounting record.

We have conducted audit procedures over the initial accounting record of the issuances of bonds during the year, specifically including:

- Understanding of the control environment over the contract process and initial registration of the bonds issued.
- Examination of contracts of the bonds issued during the year to analyze the issuance conditions and initial accounting record.

Based on the procedures performed, we consider that we have obtained sufficient and adequate evidence around the initial accounting record of the issuances of bonds during year ending 2018.



Telefónica Emisiones S.A. (Sole-Shareholder Company)

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*Other information: Management report*

Other information comprises only the management report for the 2018 financial year, the formulation of which is the responsibility of the Company's directors, and does not form an integral part of the annual accounts.

Our audit opinion on the annual accounts does not cover the management report. Our responsibility regarding the management report, in accordance with legislation governing the audit practice, is to evaluate and report on the consistency between the management report and the annual accounts as a result of our knowledge of the Company obtained during the audit of the aforementioned financial statements, and does not include information different to that obtained as evidence during our audit. Likewise, our responsibility is to evaluate and report on whether the content and presentation of the management report is in accordance with applicable regulations. If, based on the work we have performed, we conclude that material misstatements exist, we are required to report that fact.

On the basis of the work performed, as described in the previous paragraph, the information contained in the management report is consistent with that contained in the annual accounts for the 2018 financial year, and its content and presentation are in accordance with the applicable regulations.

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*Responsibility of the directors and the audit and control committee for the annual accounts*

The Company's directors are responsible for the preparation of the accompanying annual accounts, such that they fairly present the equity, financial position and financial performance of the Company, in accordance with the financial reporting framework applicable to the entity in Spain, and for such internal control as the directors determine is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

In preparing the annual accounts, the Company's directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit and control committee of the Sole Shareholder (Telefónica S.A.) is responsible for overseeing the process of preparation and presentation of the annual accounts.



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### *Auditor's responsibilities for the audit of the annual accounts*

Our objectives are to obtain reasonable assurance about whether the annual accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with legislation governing the audit practice in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual accounts.

As part of an audit in accordance with legislation governing the audit practice in Spain, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Company's directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the annual accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual accounts, including the disclosures, and whether the annual accounts represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the Company's audit and control committee of the Sole Shareholder regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Company's audit and control committee of the Sole Shareholder with a statement that we have complied with relevant ethical requirements, including those relating to independence, and we communicate to said committee those matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit and control committee of the Sole Shareholder, we determine those matters that were of most significance in the audit of the annual accounts of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.



Telefónica Emisiones S.A. (Sole-Shareholder Company)

## *Report on other legal and regulatory requirements*

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### *Report to the audit and control committee*

The opinion expressed in this report is consistent with the content of our additional report to the audit and control committee of the Sole Shareholder dated 19 February 2019.

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### *Appointment period*

The Company's Sole Shareholder, through its decision on 25 May 2017, appointed us as auditors for a period of 3 years, as from the year ended 31 December 2017.

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### *Services provided*

Services provided to the Company for services other than the audit of the accounts are disclosed in note 12.1 of the annual accounts.

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PricewaterhouseCoopers Auditores, S.L. (S0242)

*(Original signed in Spanish)*

Fernando Torres (22224)

20 February 2019

# TELEFÓNICA EMISIONES, S.A.

(Sole Shareholder Company)

Annual accounts and Management Report for  
the year ended 31 December 2018.



# 2018

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# Telefonica

## TELEFÓNICA EMISIONES, S.A. (Sole Shareholder Company) Balance sheet at 31 December

(Expressed in thousands of euros)

ASSETS	Notes*	2018	2017
<b>NON-CURRENT ASSETS</b>		<b>30,075,947</b>	<b>29,438,640</b>
Long-term investments in group companies and associates	6 & 11.2	30,075,947	29,438,640
Credits to companies		30,075,947	29,438,640
<b>CURRENT ASSETS</b>		<b>4,034,999</b>	<b>4,255,762</b>
Trade and other receivables		272	751
Prepayments to suppliers		82	428
Trade receivables		12	100
Other receivables		178	178
Other receivables from public administrations		-	45
Short-term investments in group companies and associates	6 & 11.2	4,026,888	4,250,581
Credits to companies		4,026,888	4,248,937
Accounts receivables for consolidated taxation		-	1,644
Cash and cash equivalents	11.2	7,839	4,430
<b>TOTAL ASSETS</b>		<b>34,110,946</b>	<b>33,694,402</b>
<b>EQUITY AND LIABILITIES</b>	<b>Notes*</b>	<b>2018</b>	<b>2017</b>
<b>EQUITY</b>		<b>12,970</b>	<b>11,435</b>
<b>CAPITAL AND RESERVES</b>	<b>7</b>	<b>12,970</b>	<b>11,435</b>
Share Capital		62	62
Issued capital		62	62
Reserves		11,373	9,771
Legal and by-law reserves		12	12
Other reserves		11,361	9,759
Profit for the year		1,535	1,602
<b>NON-CURRENT LIABILITIES</b>		<b>30,072,216</b>	<b>29,434,837</b>
Long-term debts	8	30,072,216	29,434,837
Debentures and other marketable debt securities		30,072,216	29,434,837
<b>CURRENT LIABILITIES</b>		<b>4,025,760</b>	<b>4,248,130</b>
Short-term debts	8	4,025,191	4,247,443
Debentures and other marketable debt securities		4,025,191	4,247,443
Short-term debts with group companies and associates	8, 9 & 11.2	435	-
Trade and other payables		123	687
Other payables	8	123	239
Suppliers, group companies and associates	8 & 11.2	-	448
Current income tax payable		11	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>34,110,946</b>	<b>33,694,402</b>

\* Notes 1 to 15 are an integral part of these annual accounts.

# Telefonica

## TELEFÓNICA EMISIONES, S.A. (Sole Shareholder Company) Profit and Loss Statement for the year ended 31 December

(Expressed in thousands of euros)

	Notes*	2018	2017
<b>Other operating expenses</b>		<b>(2,289)</b>	<b>(1,804)</b>
External services	10.1	(2,277)	(1,801)
Taxes other than income tax		(3)	(3)
Losses, impairments and change in provisions		(9)	-
<b>OPERATING PROFIT</b>		<b>(2,289)</b>	<b>(1,804)</b>
<b>Financial revenues</b>	10.2	<b>1,223,056</b>	<b>1,334,792</b>
In group companies and associates		1,223,056	1,334,792
<b>Financial expenses</b>	10.3	<b>(1,218,749)</b>	<b>(1,330,537)</b>
Debts with third parties		(1,218,749)	(1,330,537)
<b>Exchange rate differences</b>	10.4	<b>29</b>	<b>(315)</b>
<b>FINANCIAL RESULTS</b>		<b>4,336</b>	<b>3,940</b>
<b>PROFIT BEFORE TAXES</b>		<b>2,047</b>	<b>2,136</b>
<b>Income tax</b>	9	<b>(512)</b>	<b>(534)</b>
<b>PROFIT FOR THE YEAR FROM CONTINUING OPERATIONS</b>		<b>1,535</b>	<b>1,602</b>
<b>PROFIT FOR THE YEAR</b>		<b>1,535</b>	<b>1,602</b>

\* Notes 1 to 15 are an integral part of these annual accounts.

# Telefonica

TELEFÓNICA EMISIONES, S.A. (Sole Shareholder Company)  
Statement of changes in equity for the year ended 31 December

A. Statement of recognised revenues and expenses for the year ended 31 December.

(Expressed in thousands of euros)

	2018	2017
<b>PROFIT AND LOSS STATEMENT RESULT</b>	1,535	1,602
<b>TOTAL RECOGNISED INCOME AND EXPENSES</b>	1,535	1,602

Note: Notes 1 to 15 are an integral part of these annual accounts.

B. Statement of total changes in equity for the year ended 31 December.

(Expressed in thousands of euros)

	Issued capital	Reserves	Profit for the year	TOTAL
<b>BALANCE AT 1 JANUARY 2017</b>	62	7,771	2,000	9,833
<b>Total recognised income and expense</b>	-	-	1,602	1,602
<b>Transactions with shareholders and owners</b>	-	-	-	-
<b>Other changes in equity</b>	-	2,000	(2,000)	-
<b>BALANCE AT 31 DECEMBER 2017</b>	62	9,771	1,602	11,435
<b>Total recognised income and expenses</b>	-	-	1,535	1,535
<b>Transactions with shareholders and owners</b>	-	-	-	-
<b>Other changes in equity</b>	-	1,602	(1,602)	-
<b>BALANCE AT 31 DECEMBER 2018</b>	62	11,373	1,535	12,970

Note: Notes 1 to 15 are an integral part of these annual accounts

# Telefonica

TELEFÓNICA EMISIONES, S.A. (Sole Shareholder Company)  
Cash flow statement for the year ended 31 December

(Expressed in thousands of euros)

	Notes*	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Profit before tax		2,047	2,136
Adjustments to profit		(4,336)	(3,940)
Financial revenues		(1,223,051)	(1,334,792)
Financial expenses		1,218,744	1,330,537
Exchange rate differences		(29)	315
<b>Change in working capital</b>		<b>(96)</b>	<b>1,964</b>
Accounts receivable		470	1,492
Accounts payable		(555)	475
Other current liabilities		(11)	(3)
<b>Other cash flows from operating activities</b>		<b>5,759</b>	<b>(906)</b>
Interest paid		(1,273,306)	(1,368,743)
Interest received		1,278,218	1,371,940
Income tax payments		1,567	(616)
Other receipts		(720)	(3,487)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		<b>3,374</b>	<b>(746)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
<b>Payments on investments</b>	<b>6</b>	<b>(3,611,800)</b>	<b>(7,324,009)</b>
Group companies and associates	6	(3,611,800)	(7,324,009)
<b>Proceeds from divestments</b>	<b>6</b>	<b>3,712,411</b>	<b>5,232,326</b>
Group companies and associates	6	3,712,411	5,232,326
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		<b>100,611</b>	<b>(2,091,683)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
<b>Proceeds from and payments of financial liabilities</b>		<b>(100,611)</b>	<b>2,094,068</b>
Issuances			
Debentures and other marketable debt securities	8	3,611,800	7,323,758
Repayment and redemption of			
Debentures and other marketable debt securities	8	(3,712,411)	(5,229,690)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>(100,611)</b>	<b>2,094,068</b>
<b>NET FOREIGN EXCHANGE RATE DIFFERENCE</b>		<b>35</b>	<b>(385)</b>
<b>NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS</b>		<b>3,409</b>	<b>1,254</b>
<b>Cash and cash equivalents at January 1</b>		<b>4,430</b>	<b>3,176</b>
<b>Cash and cash equivalents at December 31</b>		<b>7,839</b>	<b>4,430</b>

\* Notes 1 to 15 are an integral part of these annual accounts.

**TELEFÓNICA EMISIONES, S.A. (Sole Shareholder Company)**  
**Notes to the annual accounts for the year ended 31 December 2018**

## **1. ACTIVITY**

Telefónica Emisiones, S.A. (Sole Shareholder Company), hereinafter referred to as the "Company" or "Telefónica Emisiones, S.A.U.", was incorporated as a Sole Shareholder Company in Spain for an indefinite period on 29 November 2004 as "Telefónica Emisiones, S.A.U."

Telefónica Emisiones, S.A.U. is a company 100% directly owned by Telefónica, S.A. The corporate purpose of Telefónica Emisiones, S.A.U. entails the issuance of preferential shares and/or other financial debt instruments.

The registered address of Telefónica Emisiones, S.A.U. is Calle Gran Vía, 28 – 28013 Madrid.

## **2. BASIS OF PRESENTATION OF THE ANNUAL ACCOUNTS**

The annual accounts were drawn up according to the Chart of Accounts approved by Royal Decree 1514/2007 of 16 November, last amended by Royal Decree 602/2016 of 2 December, and the pertinent legislation currently in force on the date these annual accounts were drawn up.

The figures shown in these annual accounts are presented in thousands of euros unless otherwise indicated.

### **2.1 True and fair view**

The present annual accounts were obtained on the basis of the Company's accounting records and were formulated following the generally accepted accounting principles in Spain as per the pertinent legislation currently in force.

These annual accounts offer a true and fair image of the equity, financial situation and financial results of the Company. The cash flow statement has been prepared to present fairly the origin and usage of monetary assets such as cash and cash equivalents.

These annual accounts were prepared on 20 February 2019 by the joint directors of the Company and are expected to be approved without modification by the Sole Shareholder.

### **2.2 Comparison of information**

According to the commercial legislation, the figures for the previous year are presented, for the purposes of comparison, with each one of the items of the Balance Sheet, Profit and Loss Statement, statement of changes in equity and statement of cash flows. The notes also include quantitative information from the previous year, unless when an accounting standard establishes that it is unnecessary.

### 2.3 Critical issues concerning the assessment of uncertainty

As of the closing date of the year, there are no key cases regarding the future or further relevant data regarding estimation of uncertainty associated with an important risk entailing significant changes in the value of assets and liabilities in the next year.

The Company pertains to the Tax Group, whose parent company is Telefónica, S.A. The Group estimates the likelihood of recovering the deferred tax assets based on estimates of future earnings. Such recovery depends on the Group's ability to generate taxable earnings over the period for which the deferred tax assets remain deductible. Actual income tax receipts and payments could differ from the estimates made by the Group as a result of changes in tax legislation or unforeseen transactions that could affect tax balances.

## 3. APPROPRIATION OF PROFIT

The Joint Directors will submit the following proposed distribution of 2018 profit for approval of the company's sole shareholder:

(Expressed in thousands of euros)	2018
Proposed appropriation	
Balance of the Profit and Loss Statement (profit)	1,535
	<b>1,535</b>
Appropriation to:	
Voluntary reserves (other reserves)	1,535
	<b>1,535</b>

## 4. RECOGNITION AND MEASUREMENT ACCOUNTING POLICIES

The main recognition and measurement accounting policies applied by the Company in the preparation of these annual accounts are the following:

### 4.1 Financial assets

#### Classification and measurement

##### Loans and receivables

Granted loans are classified based on maturities, i.e., short-term loans as loans with a maturity of less than twelve months and long-term loans as having maturities greater than that period.

These items are measured initially at fair value in the balance sheet, which, unless there is evidence to the contrary, is the transaction price, which is equivalent to the fair value of the consideration transferred plus directly attributable transaction costs. After initial recognition, these financial assets are measured at amortised cost using the effective interest rate method.

### Impairment of financial assets

The Company adjusts the carrying amount of financial assets against the profit and loss statement when there is objective evidence of actual impairment.

To determine impairment loss, the Company assesses the potential loss of individual assets as well as groups of assets with similar risk characteristics.

### Cancellation

Financial assets are fully or partially derecognised when the contractual rights to related cash flows have expired or when the Company has assigned the rights to receive the effective flows of the asset to the third party, transferring nearly all risks and rewards associated with the asset.

### Interest

Interests are recognised as earnings in the Profit and Loss statement. Interests must be recognised using the effective interest rate method from the moment of the referred concession of the credits.

For this purpose, attending to the maturity and separately, the amount of the explicit interest accrued and unpaid is recorded as current assets.

Explicit interests are the interests obtained when applying the contractual interest rate of the financial instrument.

## **4.2 Financial liabilities**

### Classification and measurement

#### **Trade and other payables**

They include financial liabilities created by issuing obligations, and are classified based on maturities, i.e., short-term debts as debts with a maturity of less than twelve months and long-term debts as having maturities greater than that period.

They are measured initially at fair value in the balance sheet, which, unless there is evidence to the contrary, is the transaction price, which is equivalent to the fair value of the consideration transferred plus directly attributable transaction costs. After initial recognition, these financial liabilities are measured at amortised cost using the effective interest rate method.

### Cancellation

The Company derecognises a financial liability when the corresponding obligation is settled, cancelled or matures.

When there is an exchange of debt instruments, so long as they have substantially different conditions, the original financial liability is derecognised and the arising new financial liability is recognised. Likewise, a substantial modification in the current conditions of a financial liability is recorded.

The difference between carrying value of the financial liability or the derecognised part thereof, and the consideration paid, including the attributable transaction costs, and

including any asset assigned other than the assumed cash or liability, is recognised in the Profit and Loss Statement for the year in which it takes place.

When there is an exchange of debt instruments that have no substantially different conditions, the original financial liability is not derecognised from the balance sheet, recording the amount of commissions paid as an adjustment of its carrying amount. The new amortised cost of the financial liability is determined by applying the effective interest rate, which is equal to the carrying amount of the financial liability on the modification date with the cash flows payable according to the new conditions.

In this regard, contractual conditions are considered to be substantially different when the lender has also granted the initial loan and the current value of the cash flows of the new financial liability, including net commissions, differs by at least 10% of the current value of the cash flows pending payment of the original financial liability, after updating both to the effective interest rate of the initial liability.

### Interest

Interests are recognised as expenses in the Profit and Loss statement. Interests must be recognised using the effective interest rate method from the issuance date of the referred liability.

For this purpose, attending to the maturity and separately, the amount of the explicit interest accrued and unpaid is recorded as current liability.

Explicit interests are the interests obtained when applying the contractual interest rate of the financial instrument.

### **4.3 Cash and cash equivalents**

This heading includes the floating balance of the account maintained with Group company Telfisa Global, B.V. and current account held at BBVA (in local and foreign currencies) meeting all the following requirements:

- They are readily convertible to cash.
- At the time of its acquisition, its maturity did not exceed three months.
- The risk of change in value is insignificant.
- They are part of the Company's standard cash management strategy.

### **4.4 Income tax**

The Company is subject to consolidated taxation in the Corporate Tax with its Sole Shareholder.

Income tax expense for the year is calculated as the sum of current tax resulting from applying the corresponding tax rate to taxable profit for the year, less any applicable rebates and tax credits, taking into account changes during the year in recognised deferred tax assets and liabilities. The corresponding tax expense is recognised in the profit and loss statement, except when it relates to transactions recognised directly in equity, in which case the corresponding tax expense is likewise recognised in equity and in business combinations in which it is recorded with a charge or credit to goodwill.

Deferred income tax is recognised on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts. The tax base of an asset or liability is the amount attributed to it for tax purposes.



The tax effect of temporary differences is included in “Deferred tax assets” or “Deferred tax liabilities” on the balance sheet, as applicable.

Deferred tax liabilities are recognised for all temporary differences, save for the exceptions contemplated by the corresponding tax legislation in force.

The Company recognises deferred tax assets for all deductible temporary differences, unused tax credits and unused tax loss carryforwards, to the extent that it is probable that the Tax Group will have future taxable profit available against which these assets may be utilised, save for the exceptions contemplated by the corresponding tax legislation in force.

At each financial year end, the Company assesses the deferred tax assets recognised and those that have not yet been recognised. Based on this analysis, the Company derecognises the asset recognised previously if it is no longer probable that it will be recovered, or it recognises any deferred tax asset that had not been recognised previously, provided that it is probable that the Tax Group will have future taxable profit available against which these assets may be utilised.

Deferred tax assets and liabilities are measured at the tax rate expected to be applied to the period in which they reverse, as required by enacted tax laws and in the manner in which it reasonably expects to recover the asset’s carrying value or settle the liability.

Deferred tax assets and liabilities are not discounted and are classified as non-current assets or non-current liabilities.

#### **4.5 Revenues and expenses**

Earnings and expenses are registered on an accrual basis.

#### **4.6 Transactions in foreign currency**

The Company’s functional and presentation currency is the euro. The conversion of transactions expressed in foreign currencies into the national currency applies the valid exchange rates on the transaction date and are adjusted at year end with the valid exchange rates on that date.

Monetary assets and liabilities in foreign currencies are translated at the valid exchange rate on the balance sheet date. All exchange rate differences (whether gains or losses) arising from translation as well as those resulting on settlement of balance sheet items are recognised in the profit and loss statement in the period in which they occur.

#### **4.7 Classification of current and non-current assets and liabilities**

Assets and liabilities are classified in the balance sheet as current and non-current. For this purpose, assets and liabilities are classified as current when they are linked to the normal operating cycle of the Company, and are expected to be sold, consumed, made or settled in the course thereof; they differ from the previous ones and their maturity, disposal or execution is expected to take place within one year; they are kept for the purpose of trading or as cash and equivalent, whose use is not restricted to a period over one year.

#### **4.8 Related-party transactions**

Related-party transactions are measured as described in the recognition and measurement accounting policies described above.

#### **4.9 Measurement standards under the International Financial Reporting Standards (IFRS)**

The Company has issued securities admitted for trading in a regulated market by an EU Member State and only publishes individual annual accounts. If the International Financial Reporting Standards adopted by the European Union were applied, there would have been no significant differences in either the Equity or Profit and Loss Statement.

### **5. MAIN RISKS ASSOCIATED WITH THE ACTIVITY AND RISK MANAGEMENT POLICY**

#### **(i) Concentration of revenue, liquidity and other financial risks**

Nearly all the Company's revenue presently comes from the same customer (Telefónica, S.A.). Therefore, the Company's ability to honour its obligations with third parties is closely related to the financial situation of Telefónica S.A. and its ability to honour the loan contracts signed with the Company.

The terms and conditions of the financial investments maintained with Telefónica, S.A., which represent virtually all the financial assets of the Company, are similar to the terms and conditions of the financial liabilities (mainly issued debentures) subscribed by the Company. Therefore, interest rate, exchange rate and liquidity risks are substantially mitigated. For this reason, the Company presently holds no financial derivatives.

#### **(ii) Credit risk from investing in debentures and other marketable securities issued by the Company**

The debentures issued by the Company that are currently in circulation have an unconditional and irrevocable guarantee from Telefónica, S.A. and the credit risk for investing in debentures issued by the Company is therefore similar to investing directly in Telefónica, S.A.

#### **(iii) Worsening of the financial markets**

The current conditions or worsening of the financial markets could limit the Company's finance capacity and, as a result, the Company's ability to continue its activities, i.e., securing financing in capital markets to subsequently loan them to the Telefónica Group.

Likewise, financing may become complex and costly when facing a significant deterioration in the conditions of international or local financial markets because of, for instance, monetary policies fixed by central banks because of not only possible interest rate hikes but also balance reductions, increased economic and political uncertainties, oil price instability or possible impaired solvency or operational behaviour of the Telefónica Group.

The occurrence of any of the aforementioned risks could have negative effects on the Company's capacity and costs to secure financing to furnish the Telefónica Group. This in turn could adversely affect the businesses, financial situation, operating income, and/cash flows of the Company and the Telefónica Group.

## 6. FINANCIAL ASSETS

The breakdown of financial assets at 31 December 2018 and 2017 is as follows:

(Expressed in thousands of euros)	2018	2017
<b>Non-current financial assets</b>	<b>30,075,947</b>	<b>29,438,640</b>
Loans and receivables		
Credits to Group companies (Note 6.1)	30,075,947	29,438,640
<b>Current financial assets</b>	<b>4,027,160</b>	<b>4,251,287</b>
Credits to Group companies (Note 6.1)	4,026,888	4,248,937
Prepayments to suppliers	82	428
Trade receivables	12	100
Other receivables	178	178
Accounts receivables from Group companies for consolidated taxation	-	1,644

During 2018, the Company conferred new funding to Telefónica, S.A. amounting to €3,611,800 thousand (loans in euros and US dollars) and received funds from debt cancellation (of the same debtor) of €3,712,411 thousand.

## 6.1 Credits to companies

The balance of this heading corresponds to loans granted to Telefónica, S.A. from 2006 to 2018, broken down as follows:

(Expressed in thousands of euros)

Loan number	Signing date	Maturity date	Annual interest rate	Payment frequency	2018 Non-current assets	2018 Current assets	2017 Non-current assets	2017 Current assets
3	02/02/2006	02/02/2018	5.375%	Annual	-	-	-	886,219
4	02/02/2006	02/02/2026	5.375%	Annual	557,468	27,320	561,902	27,543
9	20/06/2006	20/06/2036	7.045%	Semi-annual	1,738,536	3,918	1,659,480	3,749
13	31/01/2007	30/12/2021	Euribor 6m + 0.830%	Semi-annual	54,988	-	54,984	2
14	31/01/2007	31/01/2018	Euribor 3m + 0.700%	Quarterly	-	-	-	24,015
29	06/07/2009	15/07/2019	5.877%	Semi-annual	-	896,586	833,176	22,594
30	10/11/2009	11/11/2019	4.693%	Annual	-	1,760,460	1,748,570	11,250
31	10/12/2009	09/12/2022	5.289%	Annual	725,769	2,316	731,482	2,335
36	26/04/2010	27/04/2020	5.134%	Semi-annual	1,221,328	11,268	1,165,716	10,765
38	08/10/2010	08/10/2029	5.445%	Annual	445,827	5,602	449,376	5,648
41	16/02/2011	16/02/2021	5.462%	Semi-annual	1,307,786	26,853	1,248,336	25,644
46	21/02/2012	21/02/2018	4.797%	Annual	-	-	-	1,561,363
47	12/03/2012	12/03/2020	5.597%	Annual	781,552	35,269	787,574	35,557
49	11/07/2012	11/07/2018	4.250%	Semi-annual	-	-	-	75,560
51	19/10/2012	20/01/2020	4.710%	Annual	1,199,174	53,423	1,198,503	53,423
52	14/12/2012	14/12/2018	2.718%	Annual	-	-	-	213,800
53	14/12/2012	14/12/2022	3.450%	Annual	132,811	217	127,888	209
54	22/01/2013	23/01/2023	3.987%	Annual	1,497,220	56,036	1,496,662	56,036
55	27/03/2013	26/03/2021	3.961%	Annual	987,570	30,386	982,509	30,386
56	29/04/2013	27/04/2018	3.192%	Semi-annual	-	-	-	1,047,867
57	29/04/2013	27/04/2023	4.570%	Semi-annual	653,298	5,320	623,574	5,080
58	29/05/2013	29/05/2019	2.736%	Annual	-	761,911	749,372	12,143
59	23/10/2013	23/10/2020	2.595%	Annual	199,405	982	191,998	946
62	27/05/2014	29/05/2022	2.242%	Annual	1,247,788	17,186	1,247,212	17,186
65	17/10/2014	17/10/2029	2.932%	Annual	797,375	4,869	797,195	4,869
67	21/07/2015	21/07/2022	Euribor 6m + 0.83%	Semi-annual	66,860	168	66,821	169

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Loan number	Signing date	Maturity date	Annual interest rate	Payment frequency	2018 Non-current assets	2018 Current assets	2017 Non-current assets	2017 Current assets
68	14/09/2015	14/09/2021	1.477%	Annual	998,402	4,370	997,851	4,370
70	13/04/2016	13/04/2022	0.750%	Annual	1,397,516	7,692	1,396,785	7,692
71	13/04/2016	13/04/2026	1.460%	Annual	1,346,243	14,299	1,345,778	14,299
72	17/10/2016	17/10/2020	0.318%	Annual	1,248,505	849	1,247,684	849
73	17/10/2016	17/10/2031	1.930%	Annual	746,911	2,994	746,712	2,994
74	28/12/2016	28/12/2051	4.000%	Annual	149,966	49	149,970	49
75	17/01/2017	17/01/2025	1.528%	Annual	1,247,605	18,362	1,246,323	18,359
76	17/01/2017	17/10/2028	2.318%	Annual	498,398	2,394	498,266	2,394
77	25/01/2017	25/01/2019	Euribor 3m + 0.40%	Quarterly	-	150,041	150,000	37
78	08/03/2017	08/03/2027	4.103%	Semi-annual	1,305,167	16,922	1,245,945	16,162
79	08/03/2017	08/03/2047	5.213%	Semi-annual	1,732,068	28,648	1,653,862	27,361
80	17/03/2017	17/10/2028	2.318%	Annual	199,091	958	199,014	958
81	18/04/2017	18/04/2037	4.900%	Annual	173,705	6,041	165,855	5,767
82	28/04/2017	08/03/2047	5.01644%	Semi-annual	446,550	7,096	426,586	6,780
83	12/09/2017	12/01/2028	1.715%	Annual	1,246,056	20,884	1,245,679	6,508
84	22/01/2018	22/01/2027	1.447%	Annual	997,001	13,715	-	-
85	06/03/2018	06/03/2048	4.895%	Semi-annual	1,081,961	17,113	-	-
86	06/03/2018	06/03/2038	4.665%	Semi-annual	649,248	9,787	-	-
87	11/09/2018	11/09/2025	1.495%	Annual	996,799	4,584	-	-
					<b>30,075,947</b>	<b>4,026,888</b>	<b>29,438,640</b>	<b>4,248,937</b>

The fair value of the loans granted to Telefónica, S.A. was €34,899,570 thousand at 31 December 2018 and €36,461,775 thousand at 31 December 2017.

The calculation of the fair value for investments in group companies and associates of the Company has required, for each currency and subsidiary, of a credit spread curve using the prices of the Telefónica Group's bonds and credit derivatives (where pertinent).

The maturities of the **non-current assets** in this category at 31 December 2018 and 2017 are:

(Expressed in thousands of euros)	2018	2017
Between 1 and 2 years	4,649,964	3,481,118
Between 2 and 3 years	3,348,746	4,591,475
Between 3 and 4 years	3,570,744	3,283,680
Between 4 and 5 years	2,150,518	3,570,188
More than 5 years	16,355,975	14,512,179
<b>TOTAL NON-CURRENT ASSETS</b>	<b>30,075,947</b>	<b>29,438,640</b>

## 7. EQUITY

### 7.1 Share Capital

The share capital at 31 December 2018 comprised 62,000 shares, each with a nominal value of 1 euro. Telefónica, S.A. is the Sole Shareholder of the Company.

Telefónica Emisiones, S.A.U. is registered as a Sole Shareholder Company in the Companies Registry, where the identity of the Sole Shareholder is on record.

### 7.2 Reserves

According to the Spanish Corporate Enterprises Act, the legal reserve, as long as it does not exceed the limit of 20% against the share capital, cannot be distributed to the Sole Shareholder and may only be allocated, when there are no further reserves available, to offset losses.

The reserve can also be used to increase share capital in the part exceeding 10% of the already increased share capital amount.

The legal reserve is fully funded. The remaining reserves are available reserves.

## 8. FINANCIAL LIABILITIES

The breakdown of financial liabilities at 31 December 2018 and 2017 is as follows:

(Expressed in thousands of euros)	Note	2018	2017
<b>Non-current financial liabilities</b>		<b>30,072,216</b>	<b>29,434,837</b>
Accounts payable		30,072,216	29,434,837
Long-term debts: Debentures and other marketable debt securities	8.1	30,072,216	29,434,837
<b>Current financial liabilities</b>		<b>4,025,749</b>	<b>4,248,130</b>
Short-term debts: Debentures and other marketable debt securities	8.1	4,025,191	4,247,443
Short-term debts with group companies and associates	8.2	435	-
Other payables		123	239
Suppliers, group companies and associates	8.2	-	448

In 2018, the Company issued debentures with long-term maturities guaranteed by Telefónica, S.A. for a total of €3,611,800 thousand (issuances in euros and US dollars), and amortised debentures of €3,712,411 thousand.

## 8.1 Debentures and other marketable debt securities

Long-term and short-term debts entail the different issues of debentures and bonds that the Company issued between 2006 to 2018 in Euros, US Dollars, Pounds Sterling, Czech Crowns, Yens, and Swiss Francs. The issues of debentures and bonds are guaranteed by Telefónica, S.A. and listed on the stock exchange in London, Dublin, New York, Zurich and Taipei. The breakdown is as follows:

(Expressed in thousands of euros)

Issues	Issue date	Maturity Date	Coupon	Payment frequency	2018 Non-current liabilities	2018 Current liabilities	2017 Non-current liabilities	2017 Current liabilities
EMTN 3	02/02/2006	02/02/2018	5.375%	Annual	-	-	-	886,219
EMTN 4	02/02/2006	02/02/2026	5.375%	Annual	557,468	27,307	561,887	27,543
SHELF C	20/06/2006	20/06/2036	7.045%	Semi-annual	1,733,894	3,000	1,654,721	3,590
EMTN 9	31/01/2007	30/12/2021	Euribor 6m + 0.830%	Half-yearly	54,988	(2)	54,981	2
EMTN 10	31/01/2007	31/01/2018	Euribor 3m + 0.7%	Quarterly	-	-	-	24,015
SHELF I	06/07/2009	15/07/2019	5.877%	Semi-annual	-	896,718	833,321	22,594
EMTN 20	10/11/2009	11/11/2019	4.693%	Annual	-	1,760,465	1,748,584	11,250
EMTN 21	10/12/2009	09/12/2022	5.289%	Annual	725,525	2,311	731,273	2,335
SHELF L	26/04/2010	27/04/2020	5.134%	Semi-annual	1,221,386	11,079	1,165,675	10,654
EMTN 25	08/10/2010	08/10/2029	5.445%	Annual	445,696	5,608	449,280	5,648
SHELF N	16/02/2011	16/02/2021	5.462%	Semi-annual	1,307,806	26,755	1,248,259	25,616
EMTN 29	21/02/2012	21/02/2018	4.797%	Annual	-	-	-	1,561,362
EMTN 30	12/03/2012	12/03/2020	5.597%	Annual	781,582	35,269	787,609	35,557
EMTN 32	11/07/2012	11/07/2018	4.250%	Semi-annual	-	-	-	75,557
EMTN 34 Tr1	19/10/2012	20/01/2020	4.710%	Annual	1,199,178	53,408	1,198,491	53,423
EMTN 35 Tr1	14/12/2012	14/12/2018	2.718%	Annual	-	-	-	213,800
EMTN 35 Tr2	14/12/2012	14/12/2022	3.450%	Annual	132,836	209	127,904	209
EMTN 37	22/01/2013	23/01/2023	3.987%	Annual	1,497,335	56,036	1,496,803	56,036
EMTN 38	27/03/2013	26/03/2021	3.961%	Annual	987,571	30,386	982,509	30,386
SHELF O	29/04/2013	27/04/2018	3.192%	Semi-annual	-	-	-	1,047,885
SHELF P	29/04/2013	27/04/2023	4.57%	Semi-annual	653,557	5,144	623,657	5,080
EMTN 39	29/05/2013	29/05/2019	2.736%	Annual	-	761,911	749,372	12,143
EMTN 40	23/10/2013	23/10/2020	2.595%	Annual	199,419	982	192,017	946
EMTN 43	27/05/2014	27/05/2022	2.242%	Annual	1,247,956	16,706	1,247,386	16,738
EMTN 44	17/10/2014	17/10/2029	2.932%	Annual	797,497	4,783	797,286	4,820
EMTN 46	21/07/2015	21/07/2022	Euribor 6m + 0.83%	Semi-annual	67,000	49	66,847	169

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Issues	Issue date	Maturity Date	Annual interest rate	Payment frequency	2018 Non-current liabilities	2018 Current liabilities	2017 Non-current liabilities	2017 Current liabilities
EMTN 47	14/09/2015	14/09/2021	1.477%	Annual	998,586	4,370	998,102	4,370
EMTN 49	13/04/2016	13/04/2022	0.750%	Annual	1,397,655	7,517	1,396,938	7,537
EMTN 50	13/04/2016	13/04/2026	1.460%	Annual	1,346,429	14,122	1,345,958	14,148
EMTN 51	17/10/2016	17/10/2020	0.318%	Annual	1,248,584	796	1,247,774	817
EMTN 52	17/10/2016	17/10/2031	1.930%	Annual	747,020	2,945	746,797	2,974
EMTN 53	28/12/2016	28/12/2051	4.000%	Annual	149,991	19	149,964	49
EMTN 54	17/01/2017	17/01/2025	1.528%	Annual	1,246,850	18,210	1,246,376	18,210
EMTN 55 Tr1	17/01/2017	17/10/2028	2.318%	Annual	498,449	2,382	498,322	2,382
EMTN 56	25/01/2017	25/01/2019	Euribor 3m + 0.4%	Quarterly	-	150,022	149,984	20
SHELF R	08/03/2017	08/03/2027	4.103%	Semi-annual	1,305,619	16,457	1,245,960	16,107
SHELF S Tr1	08/03/2017	08/03/2047	5.213%	Semi-annual	1,729,383	31,311	1,647,067	27,285
EMTN 55 Tr2	17/03/2017	17/10/2028	2.318%	Annual	199,111	901	198,962	953
EMTN 57	18/04/2017	18/04/2037	4.900%	Annual	174,411	5,171	165,694	5,742
SHELF S Tr2	28/04/2017	08/03/2047	5.213%	Semi-annual	446,484	7,143	433,348	6,821
EMTN 58	12/09/2017	12/01/2028	1.715%	Annual	1,246,109	20,733	1,245,729	6,451
EMTN 59	22/01/2018	22/01/2027	1.447%	Annual	997,055	13,598	-	-
SHELF T Tr1	06/03/2018	06/03/2048	4.895%	Semi-annual	1,083,039	17,066	-	-
SHELF T Tr2	06/03/2018	06/03/2038	4.665%	Semi-annual	649,891	9,758	-	-
EMTN 60	11/09/2018	11/09/2025	1.495%	Annual	996,856	4,546	-	-
					<b>30,072,216</b>	<b>4,025,191</b>	<b>29,434,837</b>	<b>4,247,443</b>

The fair value of the debentures and bonds that the Company issued was €34,868,219 thousand at 31 December 2018 and €36,433,161 thousand at 31 December 2017.

The calculation of the fair value for the Company's financial debt instruments has required an estimated credit spread curve for each currency using the listed prices of the debentures and credit derivatives, the same ones used for financial assets (refer to Note 6).

The maturities of the **non-current liabilities** in this category at 31 December 2018 and 2017 are:

(Expressed in thousands of euros)	2018	2017
Between 1 and 2 years	4,650,149	3,481,260
Between 2 and 3 years	3,348,951	4,591,566
Between 3 and 4 years	3,570,972	3,283,852
Between 4 and 5 years	2,150,892	3,570,349
More than 5 years	16,351,252	14,507,810
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>30,072,216</b>	<b>29,434,837</b>

## 8.2 Short-term debts with group companies and associates / Suppliers, group companies and associates

These headings contain short-term accounts payable to:

- (i) Telefónica S.A., in its capacity as parent of the tax group to which the Company pertains, and amounts to €435 thousand (€0 thousand in 2017) and
- (ii) Telefónica Europe, B.V. for re-billing credit rating services, which amounts to €0 thousand (€448 thousand in 2017).

## 9. TAX SITUATION

Under the tax regulations currently in force, tax returns may not be considered final until they have either been inspected by tax authorities or until the four-year inspection period has expired. The Company has the four recent years open for inspection insofar as all applicable taxes.

The Company's Joint Directors and their tax advisors consider that, in the event of a tax inspection, no significant tax contingencies would arise as a result of varying interpretations of the tax legislation applicable to the Company's transactions.

The reconciliation between accounting profit and the corporate income tax base for 2018 and 2017 was:

(Expressed in thousands of euros)	2018	2017
Accounting profit before taxes	2,047	2,136
<b>Taxable profit of the year</b>	<b>2,047</b>	<b>2,136</b>
Short-term payables	512	534
<b>Income tax</b>	<b>512</b>	<b>534</b>

The Company files consolidated tax returns for Corporate Income Tax within Tax Group No. 24/90, whose parent company is Telefónica, S.A., with Tax ID (CIF) No. A28015865. Given that the year's results is a profit, an amount was registered for consolidated tax payable corresponding to 25% thereof (€512 thousand).

During 2018, the Company settled 2018 Corporate Income Tax payments of €77 thousand and collections in concept of settling the 2017 Corporate Income Tax of €1,644 thousand.

As a result of the advanced payment settlements for the 2018 Corporate Income Tax in the present year between the Company and Telefónica, S.A., as the parent company of the tax group, the credit balance for consolidated taxation amounts to €435 thousand.

In application of article 16 of the Spanish Corporate Tax Act (Law 27/2014), which establishes a limit on the deductibility of financial expenditures, on 31 December 2016 the Company registered deferred tax assets of €96,061 thousand under Long-term tax receivable for deferred taxes. The mentioned asset was registered when considering that the tax group to which the Company pertains would have a future operating income (EBIT) permitting its application. In this regard, after ascertaining the 2017 operating profit of the tax group, the company fully reverted the deferred taxes so as to conclude with a balance of 0 euros under Long-term tax receivable for deferred taxes at 31 December 2017.

## 10. REVENUES AND EXPENSES

### 10.1 External services

(Expressed in thousands of euros)	2018	2017
Independent professional services	637	371
Other services	1,638	1,429
Bank services and similar	2	1
<b>TOTAL EXTERNAL SERVICES</b>	<b>2,277</b>	<b>1,801</b>

“Independent professional services” include the fees passed on to the tax certification agent for bonds issued by the Company and auditing fees, and “Other services” primarily contain expenses incurred for services rendered by: (i) credit rating agencies, (ii) commissions for listing bonds on the New York Stock Exchange, (iii) payment agent for Company debt issuance programmes, and (iv) fees for outsourced accounting and reporting services.

### 10.2 Financial revenues

"Financial revenue" with Group companies and associates mainly includes revenue from credits granted to Telefónica, S.A.

### 10.3 Financial expenses

“Financial expenses” with third parties include expenses incurred during the respective years corresponding to valid obligations.

## 10.4 Exchange rate differences

The breakdown of **assets and liabilities in a foreign currency** at 31 December is as follows:

<b>2018</b> (Expressed in thousands of euros)	<b>Swiss Francs</b>	<b>US Dollars</b>	<b>Pounds Sterling</b>	<b>Yens</b>	<b>Total</b>
<b>Assets</b>					
Credits to companies	333,415	11,339,199	2,581,123	-	<b>14,253,737</b>
<b>Liabilities</b>					
Debentures and other marketable debt securities	333,446	11,335,072	2,580,766	-	<b>14,249,284</b>
<b>2017</b> (Expressed in thousands of euros)	<b>Swiss Francs</b>	<b>US Dollars</b>	<b>Pounds Sterling</b>	<b>Yens</b>	<b>Total</b>
<b>Assets</b>					
Credits to companies	534,841	10,193,933	3,487,637	75,560	<b>14,291,971</b>
<b>Liabilities</b>					
Debentures and other marketable debt securities	534,891	10,191,600	3,487,365	75,557	<b>14,289,414</b>

The breakdown of **foreign currency transactions** is as follows:

<b>2018</b> (Expressed in thousands of euros)	<b>Swiss Francs</b>	<b>US Dollars</b>	<b>Pounds Sterling</b>	<b>Yens</b>	<b>Czech Crowns</b>	<b>Total</b>
Interest income	15,480	581,473	143,217	1,702	-	<b>741,872</b>
Interest expenses	15,432	580,176	143,140	1,704	-	<b>740,452</b>
<b>2017</b> (Expressed in thousands of euros)	<b>Swiss Francs</b>	<b>US Dollars</b>	<b>Pounds Sterling</b>	<b>Yens</b>	<b>Czech Crowns</b>	<b>Total</b>
Interest income	16,385	547,683	186,845	3,361	460	<b>754,733</b>
Interest expenses	16,333	546,141	186,770	3,366	454	<b>753,064</b>

The breakdown of **exchange rate differences on financial instruments recognised in the profit and loss statement** is as follows:

(Expressed in thousands of euros)	2018	2017
<b>Credits to companies</b>		
Transactions settled in the year	(14,250)	75,805
Transactions pending settlement at year end	(556,049)	1,566,611
	<b>(570,299)</b>	<b>1,642,416</b>
<b>Trade and other payables</b>		
Transactions settled in the year	14,288	(76,187)
Transactions pending settlement at year end	556,040	(1,566,544)
	<b>570,328</b>	<b>(1,642,731)</b>

Positive and negative foreign exchange differences are generated by the different issues and credits issued in a foreign currency, and are measured at year end at the valid exchange rates on that date.

## 11. RELATED-PARTY TRANSACTIONS

### 11.1 Related parties

Company transactions in 2018 with related parties in market conditions, including the nature of the relationship, are as follows:

	Nature of the relationship
Telefónica, S.A.	Group parent
Telfisa Global, B.V.	Group company
Telefónica Europe, B.V.	Group company

### 11.2 Balances

Balances kept with related parties are as follows:

(Expressed in thousands of euros)	Group parent 2018	Other group companies 2018	Group parent 2017	Other group companies 2017
Long-term credits (Note 6)	30,075,947	-	29,438,640	-
Short-term credits (Note 6)	4,026,888	-	4,248,937	-
Accounts receivable, group companies consolidated taxation	-	-	1,644	-
Cash and cash equivalents	-	7,839	-	4,430
Short-term debts (Note 8)	435	-	-	448

### 11.3 Transactions

The transactions made with related parties are as follows:

(Expressed in thousands of euros)	Group parent 2018	Other group companies 2018	Group parent 2017	Other group companies 2017
Financial revenue –Interests (Note 10.2)	1,223,051	5	1,334,775	17
Exchange rate differences (Note 10.4)	570,291	37	(1,642,346)	(385)

## 12. OTHER INFORMATION

### 12.1 Auditors' fees

PriceWaterhouseCoopers Auditores, S.L., statutory auditor of Telefónica Emisiones, S.A.U., received a remuneration of €144 thousand in 2018, corresponding to financial statement auditing services and other services related to issuing *comfort letters*. The firm Ernst & Young, S.L. also provided services related to issuing *comfort letters* for €96 thousand.

PriceWaterhouseCoopers Auditores, S.L., statutory auditor of Telefónica Emisiones, S.A.U., received a remuneration of €98 thousand in 2017, corresponding to financial statement auditing services and other services related to issuing *comfort letters*.

### 12.2 Information from Directors

In 2018, the Joint Directors of the Company received no remuneration of any sort. The Company granted no advances, loans or credits whatsoever, assumed no obligations in terms of pensions, retirement plans and insurance payments for Joint Directors.

Pursuant to articles 229 and 230 of the Corporate Enterprises Act, the Joint Directors reported that they were not involved in any conflicts of interest with the Company.

### 12.3 Information on the environment

At 31 December 2018 and 2017, there were no significant assets dedicated to protecting and improving the environment, and no relevant expenses of this nature were incurred during the year. Additionally, during the years ending on 31 December 2018 and 2017, no subsidies or grants of an environmentally related nature were received.

The Company's Joint Administrators consider the environmental risks that could arise from the Company's activities as minimum and, in any case, appropriately covered, and consider that no additional liabilities will arise in relation to such risks.

#### 12.4 Information on average payment period to suppliers. Third additional provision. “Duty to disclose” as prescribed in Spanish Law 15/2010 of 5 July.

Pursuant to the cited law, the following declaration is hereby made regarding the Company:

	2018	2017
	Days	Days
Weighted average maturity period	26	37
Ratio of payments	26	37
Ratio of outstanding invoices	-	38
	Thousands of euros	Thousands of euros
Total payments made in the year	1,777	1,821
Outstanding invoices	-	21

Telefónica Emisiones, S.A.U. has adapted its internal processes and payment terms policies to Spanish Law 15/2010 (modified by Law 31/2014) and Royal Decree-law 4/2013, which in turn modify Law 3/2004, establishing measures to combat late payment in commercial transactions. Accordingly, the terms of contract of suppliers in the year 2018 have included payment terms equal to or less than 60 days, depending on the terms agreed by the parties.

#### 12.5 Contracts executed with the Sole Shareholder

The characteristics of the contracts entered into with the Sole Shareholder, Telefónica, S.A. are detailed below, indicating the execution date and a brief description of the purpose, characteristics and obligations of the parties therein:

Contract	Execution date	Purpose	Characteristics
Framework Financing Agreement	29/04/2005	Granting loans to the Single Shareholder	The Company will grant loans under this Framework Agreement.

#### 12.6 Staff

The Company has no employees at the closing dates of 2018 and 2017.



### **13. NATURE AND EXTENT OF RISKS ARISING FROM FINANCIAL INSTRUMENTS**

Telefónica, S.A. guarantees the financial debt issued by Telefónica Emisiones, S.A.U. on capital markets. The credit risk of the issuances is therefore similar to investing directly in Telefónica, S.A.

The terms and conditions of the financial assets maintained with Telefónica, S.A., contain terms and conditions that are similar to the ones for financial liabilities, and therefore substantially cover interest rate, exchange rate and liquidity risks.

### **14. EVENTS AFTER THE CLOSING DATE**

The following Company-related events occurred between the 2018 closing date and the date on which these annual accounts were drawn up:

- On 25 January 2019, the Company amortised a debt issuance of €150 million on its maturity date. These notes were carrying coupon of 3 months Euribor plus 0.40% payable quarterly in arrears, were issued on 25 January 2017 through the Company's EMTN Programme.
- On 25 January 2019 (the maturity date thereof), the Company received €150 million corresponding to the full refund of the principal on the loan granted to Telefónica, S.A. on 25 January 2017. This loan accrued interests at 3 months Euribor plus 0.40% and liquidation was quarterly in arrears.
- On 5 February 2019, the Company issued notes (under the EMTN Programme of 19 June 2018) in an amount of €1,000 million with a maturity date on 5 February 2024 and carrying annual coupon of 1.069%.
- On 5 February 2019, the Company granted a loan to Telefónica, S.A. of €1,000 million with a maturity date of 5 February 2024 and annual coupon of 1.069%.

### **15. ADDITIONAL NOTE FOR ENGLISH TRANSLATION**

These annual accounts were originally prepared in Spanish, In the event of discrepancy the Spanish-language version prevails.

These annual accounts are presented on the basis of accounting principles generally accepted in Spain, Consequently, certain accounting principles applied by the Company may not conform with generally accepted principles in other countries.

**MANAGEMENT REPORT FOR THE YEAR ENDED  
31 DECEMBER 2018**

### 2018 Summary

During 2018, the Company continued carrying out the activities of its corporate purpose. The most significant events duly reflected in the 2018 profit and loss statement are:

- Operating losses of €2,289 thousand (€1,804 thousand in the previous year), with the most relevant item generated by expenses incurred with credit rating agencies.
- Positive financial revenues of €4,336 thousand (€3,940 thousand in the previous year) came from interests and commissions accrued by the loans granted to Telefónica, S.A.
- The combination of the two results above added to the expense for Corporate Income Tax of €512 thousand (€534 thousand in the previous year), results in a **profit in ordinary activity of €2,047 thousand** (€2,136 thousand in the previous year).

The financing operations carried out in 2018 entailed **issuing a total of €3,612 million in debt instruments** within the framework of Telefónica Emisiones, S.A.U.'s two debt issuance programmes guaranteed by Telefónica, S.A.: (i) the €40,000 million Euro Medium Term Notes (EMTN) Programme and (ii) the SHELFL Programme.

### 2019 Targets

The Company is expected to continue its line of activity in the future, executing financial transactions for the purpose of securing financing for the Telefónica Group. In this regard, during 2019 the Company shall actively monitor the international capital markets so as to issue debentures (or any other financial instrument it deems appropriate) if the market conditions are right and if these meet the Company's financing requirements.

### Capital Structure

Telefónica Emisiones, S.A. is a Sole Shareholder Company with a share capital comprising 62,000 ordinary shares with a par value of 1 euro each. The Company's share capital is fully subscribed and paid up. Its Sole Shareholder is Telefónica, S.A., a company legally established in Spain, with its registered office at Gran Vía 28, 28013 – Madrid.

# *Telefonica*

TELEFÓNICA EMISIONES, S.A.,  
(Sole Shareholder Company)

## **Company Administration**

Similar to the previous year, the Company has two Joint Directors who receive no remuneration for the discharge of their duties:

- (i) Carlos David Maroto Sobrado and
- (ii) Francisco Javier Ariza Garrote

## **Treasury Shares**

Similar to 2017, the Company made no purchases or other transactions with its treasury shares.

## **Research and Development Activities**

Telefónica Emisiones, S.A.U. had no research and development activities in 2018.

## **Weighted average maturity period**

In 2018, the average supplier payment period for commercial transactions was less than 60 days.

Likewise, and pursuant to Spanish Law 15/2010 (amended by Law 31/2014) and Royal Decree-Law 4/2013, which in turn amend Law 3/2004, establishing measures to combat defaults in commercial transactions, in 2018 the Company entered into no agreements with commercial suppliers with average payment periods in excess of 60 days.

## **Financial instruments and risk management policy**

Refer to Note 5 of the annual accounts.

## **Related-party transactions**

The Company granted long-term financing to its shareholder, Telefónica, S.A., and kept asset balances with related companies.

## **Shareholder Remuneration**

As in the previous year, the Company paid no dividends in 2018.

The Company's joint directors intend to propose to the Sole Shareholder that the 2018 earnings be charged to voluntary reserves.

## Annual Corporate Governance Report

Given that the Company is a Sole Shareholder Company and its sole shareholder is the listed company Telefónica, S.A., it is referred to the Annual Corporate Governance Report of Telefónica, S.A. by virtue of Article 9.4 of Order ECC/461/2013 of 20 March, which sets out the content and structure of the annual corporate governance report, annual report on remuneration and other reporting instruments for listed companies, banks and other entities that issue securities admitted to trading on official securities markets.

## Subsequent Events

The following Company-related relevant events occurred between the 2018 closing date and the date on which these annual accounts were drawn up:

- On 25 January 2019, **the Company amortised a debt issuance of €150 million on its maturity date.** These notes were carrying coupon of 3 months Euribor plus 0.40% payable quarterly in arrears, were issued on 25 January 2017 (through the Company's EMTN Programme).
- On 25 January 2019 (the maturity date thereof), the Company received **€150 million** corresponding to the **full refund of the principal on the loan granted to Telefónica, S.A.** on 25 January 2017. This loan accrued interests at 3 months Euribor plus 0.40% and liquidation was quarterly in arrears.
- On 5 February 2019, **issuance of debt instruments (under the EMTN Programme of 19 June 2018) of €1,000 million** with a maturity date of 5 February 2024 and annual coupon of 1.069%.
- On 5 February 2019, **the Company granted a loan to Telefónica, S.A. of €1,000 million** with a maturity date of 5 February 2024 and annual coupon of 1.069%.

**SIGNATURE VALIDATION**

At their meeting on 20 February 2018, the Joint Directors of Telefónica Emisiones, S.A. (Sole Shareholder Company) authorised the issuance of these annual accounts, comprising the balance sheet, profit and loss statement, statement of changes in equity, cash flow statement and notes for 2018, which form an integral part of this document.

These annual accounts and Management Report have been endorsed on all the pages. This document serves as a signature for all the documents comprising the annual accounts and management report.

(Signed on the original in Spanish)

**Carlos David Maroto Sobrado**  
Joint Director of  
Telefónica Emisiones, S.A. (Sole Shareholder Company)

(Signed on the original in Spanish)

**Francisco Javier Ariza Garrote**  
Joint Director of  
Telefónica Emisiones, S.A. (Sole Shareholder Company)