



**RAMIRO SÁNCHEZ DE LERÍN GARCÍA-OVIES**  
*General Secretary and  
Secretary of the Board of Directors*  
**TELEFÓNICA, S.A.**

TELEFÓNICA S.A., as provided in article 82 of the Spanish Securities Market Act (*Ley del Mercado de Valores*), hereby reports the following

### **SIGNIFICANT EVENT**

The Board of Directors of TELEFÓNICA, S.A., at its meeting held today, has unanimously resolved to call the Annual General Shareholders' Meeting to be held in Madrid, at the Recinto Ferial de la Casa de Campo, Pabellón de Cristal, Avenida de Portugal, s/n, **at 12:00 pm on April 22<sup>nd</sup>, 2008, on second call**, if the legally required quorum is not reached and therefore the Meeting cannot be held on first call, on April 21<sup>st</sup>, 2008 at the same place.

The Agenda of the Annual General Shareholders' Meeting, that has been approved in the aforesaid Board's meeting, is the following:

### **AGENDA**

- I. Examination and approval, if appropriate, of the Individual Annual Accounts, of the Consolidated Financial Statements (Consolidated Annual Accounts) and of the Management Report of Telefonía, S.A. and its Consolidated Group of Companies, as well as of the proposed allocation of profits/losses of Telefonía, S.A. and of the management of its Board of Directors, all with respect to Fiscal Year 2007.
- II. Re-election, ratification, and appointment, as applicable, of Directors:
  - II.1 Re-election of Mr. José Fernando de Almansa Moreno-Barreda.
  - II.2 Ratification of the interim appointment of Mr. José María Abril Pérez.
  - II.3 Ratification of the interim appointment of Mr. Francisco Javier de Paz Mancho.
  - II.4 Ratification of the interim appointment of Mrs. María Eva Castillo Sanz.
  - II.5 Ratification of the interim appointment of Mr. Luiz Fernando Furlán.
- III. Authorization to acquire the Company's own shares, either directly or through Group Companies.
- IV. Reduction in share capital by means of the repurchase of the Company's own shares, with the exclusion of creditors' right to challenge the repurchase, and revising the text of the article of the By-Laws relating to share capital.



- V. Designation of the Accounts Auditor for the 2008 financial year.
- VI. Delegation of powers to formalize, interpret, cure and carry out the resolutions adopted by the Shareholders at the General Shareholders' Meeting.

Likewise, upon the prior favourable report of the Nominating, Compensation and Corporate Governance Committee, the Board has appointed Mr. Alfonso Ferrari Herrero as new member of the Audit and Control Committee, and Mr. Peter Erskine as new member of the Nominating, Compensation and Corporate Governance Committee.

Madrid, February 27<sup>th</sup>, 2008.