



**ANTONIO J. ALONSO UREBA**

*Director, General Secretary  
and Secretary to the Board of Directors*  
**TELEFÓNICA, S.A.**

“**TELEFÓNICA, S.A.**”, in accordance with that stated in article 82 of the Spanish Stock Market Act (*Ley del Mercado de Valores*) hereby informs of the following:

### **SIGNIFICANT EVENT**

The Board of Directors of Telefónica, SA., at its meeting held on March 31st, 2004, has unanimously resolved to call the **Annual General Shareholder’ Meeting** to be held in Madrid on **April 29th and 30th, 2004**, at first and second call respectively. Based on experience in previous years, the aforementioned Meeting is expected to be held at second call.

The Agenda of the Annual General Shareholders’ Meeting is the following:

### **AGENDA**

- I. Examination and approval, if applicable, of the Annual Accounts and Management Report of "Telefónica, S.A." and its Consolidated Group of Companies, as well as the proposal for the application of the results of Telefónica, S.A., and that of the management of the Company’s Board of Directors, all for the 2003 financial year.
- II. Shareholder remuneration: distribution of dividends from 2003 net income and from the Additional Paid- in capital reserve.
- III. Designation of the Accounts Auditor for the 2004 financial year
- IV. Authorization for the acquisition of treasury stock, directly or through Group companies.
- V. Approval, if appropriate, of the Regulations of the General Meeting of Shareholders of “Telefónica, S.A.”



- VI. Delegation of powers to formalize, construe, correct and execute the resolutions adopted by the Annual General Shareholders' Meeting.

In addition, pursuant to the provisions of article 115 of the Spanish Stock Market Act (Ley del Mercado de Valores), in accordance with the wording of this article stipulated in Act 26/2003 of July 17th, 2003, the General Shareholders' Meeting shall be informed of the Regulations of the Board of Directors of "Telefónica, S.A.", as adapted to this Act.

Likewise, it is hereby stated that it is foreseen to make public the **official announcement of the calling of the Annual General Shareholders Meeting** in the Spanish Official Gazette of the Mercantile Registry ("*Boletín Oficial del Registro Mercantil*") and in at least one daily newspaper of Madrid **on April 2<sup>nd</sup>, 2004**. As from the publication date of this notice of the meeting, the relevant documents will be sent to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) and will be at shareholders' disposal at the registered headquarters of the Company and at the Company web pages: [www.telefonica.es](http://www.telefonica.es).

Madrid, March 31<sup>st</sup>, 2004

**SPANISH NATIONAL SECURITIES MARKET COMMISSION**

**- MADRID-**