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*General Secretary and
Secretary to 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

TELEFÓNICA EUROPE B.V., the Dutch subsidiary of TELEFÓNICA, S.A. ("**TELEFÓNICA**" or the "**Company**"), has today finalised the pricing and the terms and conditions of two issuances of Undated Deeply Subordinated Reset Rate Guaranteed Securities, with the subordinated guarantee of TELEFÓNICA, one of them for an aggregate nominal amount of 1,125 million euros subject to a call option exercisable by the Issuer from the fifth anniversary of the issuance date (the "**5 Year Non-Call Securities**") and the other for an aggregate nominal amount of 625 million euros subject to a call option exercisable by the Issuer from the eighth anniversary of the issuance date (the "**8 Year Non-Call Securities**"), together with the 5 Year Non-Call Securities, the "**Securities**".

The main terms and conditions of each of the issuances are as follows:

5 Year Non-Call Securities

The issue price is established at 100 % of the face value of the 5 Year Non-Call Securities. The 5 Year Non-Call Securities will accrue interest at a rate of 6.5 % annually as from the issuance date (inclusive) up to 18 September 2018.

From 18 September 2018 (inclusive), the 5 Year Non-Call Securities will accrue a fixed rate of interest equal to the applicable 5 year Swap Rate plus a margin of:

- (i) 5.038 % per year as from 18 September 2018 up to 18 September 2023 (not inclusive);
- (ii) 5.288 % per year as from 18 September 2023 up to 18 September 2038 (not inclusive); and
- (iii) 6.038 % per year as from 18 September 2038 (inclusive).



8 Year Non-Call Securities

The issue price is established at 100 % of the face value of the 8 Year Non-Call Securities. The 8 Year Non-Call Securities will accrue interest at a rate of 7.625 % annually as from the issuance date (inclusive) up to 18 September 2021.

From 18 September 2021 (inclusive), the 8 Year Non-Call Securities will accrue a fixed rate of interest equal to the applicable 8 year Swap Rate plus a margin of:

- (i) 5.586% per year as from 18 September 2021 up to 18 September 2023 (not inclusive);
- (ii) 5.836 % per year as from 18 September 2023 up to 18 September 2041 (not inclusive); and
- (iii) 6.586 % per year as from 18 September 2041 (inclusive).

The Securities will have a face value per unit of 100,000 euros and will be perpetual, although they will be subject to a call option exercisable by the Issuer from the fifth anniversary of the issuance date, in the case of the 5 Year Non-Call Securities, and from the eighth anniversary of the issuance date, in the case of the 8 Year Non-Call Securities, and at any time upon the occurrence of certain circumstances as set out in the terms and conditions of the Securities. The Issuer may defer payment of the interest accrued on the Securities at its sole discretion (the "**Deferred Interest**") without triggering an event of default. The Deferred Interest will in turn accrue interest and will be payable at the option of the Issuer at any time or on an obligatory basis in certain circumstances as set out in the terms and conditions of the Securities.

The Securities are governed by English Law, and it is envisaged that they will be listed and admitted to trading on the London Stock Exchange.

The issue is addressed exclusively at qualified investors.

The Securities will be subscribed for and paid up on the closing date, which is envisaged to take place on or about 18 September 2013, subject to the signing of the Subscription Agreement by the Joint Bookrunners and the rest of the agreements relating to the issuance, and subject to compliance with the conditions set out in the Subscription Agreement.

Madrid, 11 September 2013.



Disclaimer:

This announcement is neither an offer to sell nor a solicitation of an offer to buy any of the securities referred to herein and shall not constitute an offer, solicitation nor sale in any jurisdiction in which such offer, solicitation or sale is unlawful - including but not limited to the United States, Australia, Canada or Japan.

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933 ("Securities Act"), as amended, or any state securities laws, and may not be offered or sold in the United States absent registration or pursuant to an exemption from the registration requirements of the Securities Act and in accordance with applicable state securities laws.

**SPANISH NATIONAL SECURITIES MARKET COMMISSION
- MADRID -**