



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

TELEFÓNICA, S.A. (herein after "Telefónica") as provided in article 228 of the Spanish Stock Market Act (*Ley del Mercado de Valores*), hereby reports the following

SIGNIFICANT EVENT

Following the Significant Event published on February 10, 2017, (under registration number 248031), as of today, Telefónica has reached an agreement for the sale of up to 40% of the total share capital of Telxius Telecom, S.A.U. to Taurus Bidco S.à.r.l. (hereafter, "KKR", entity managed by Kohlberg Kravis Roberts & Co. L.P.), for a total amount of €1,275 million (€ 12.75 per share).

The aforementioned agreement includes a Purchase Agreement for the sale of 62 million shares (representing 24.8% of the total capital stock) of Telxius Telecom, S.A.U. for a price of € 790.5 million, as well as stock options over 38 million shares (representing 15.2% of the total share capital) for a price of at least € 484.5 million.

These options correspond to a call option exercisable by KKR and to a put option exercisable by Telefónica upon maturity of the call option.

The closing is subject to obtaining the corresponding regulatory approvals. The exercise window of the options would take place during the fourth quarter of 2017, provided that regulatory approvals have been obtained on that date.

The transaction implies an Enterprise Value of €3,678 million including debt, and an Equity Value of €3,188 million (€12.75 per share), which confirms the valuation established by Telefónica in the prospectus for the offering of shares registered on September 20, 2016 for the same perimeter of assets and the implicit multiple of company value over EBITDA would be 11.4 times the EBITDA 2017 of Telxius⁽¹⁾

This Agreement will have no impact on Telefonica's Group consolidated results as it consists on the sale of a minority stake, maintaining Telefónica the control over Telxius.



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This operation is part of Telefónica Group's asset portfolio management policy, based on a strategy of value creation and strategic positioning. Likewise, it also complements the objective of organic debt reduction, in a growing cash flow scenario.

Madrid, February 21, 2017.

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

- (1) - *Transaction multiple: 11.4x EV/EBITDA 2017 vs weighted average multiple towers/cable: 11.7x EV/EBITDA 2017E (Source: Bloomberg).*
- *Average multiple European tower players (Inwit, Cellnex, Ei Towers Railway): 13.1x EV/EBITDA 2017E (Source: Bloomberg).*
- *Average multiple submarine cable players (Level 3, Zayo, Cogent): 10.7x EV/EBITDA 2017E (Source: Bloomberg).*