

**REPORT PREPARED BY THE BOARD OF DIRECTORS OF TELEFÓNICA, S.A. IN CONNECTION WITH THE PROPOSED DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE DEBENTURES, BONDS, NOTES AND OTHER FIXED-INCOME SECURITIES, BE THEY SIMPLE, EXCHANGEABLE AND/OR CONVERTIBLE, GRANTING THE BOARD, IN THE LAST CASE, THE POWER TO EXCLUDE THE PRE-EMPTIVE RIGHTS OF SHAREHOLDERS, AS WELL AS THE POWER TO ISSUE PREFERRED SHARES AND THE POWER TO GUARANTEE ISSUANCES BY COMPANIES OF THE GROUP, TO BE SUBMITTED FOR APPROVAL OF THE SHAREHOLDERS AT THE ORDINARY GENERAL SHAREHOLDERS' MEETING (ITEM VII ON THE AGENDA).**

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**1. PURPOSE OF THE REPORT**

The Agenda for the Ordinary General Shareholders' Meeting of Telefónica, S.A., called to be held on May 30 and 31 , 2013, includes in item VII thereon a proposal regarding the granting of powers to the Board of Directors, with the express power of substitution in favor of the Executive Commission, to issue debentures, bonds, notes and other fixed-income securities, both simple and convertible into shares of the Company and/or exchangeable for shares of the Company, of any of the companies within its Group or of any other company, as well as preferred shares, including the authorization for the Company to guarantee issuances of such securities by companies within the Group.

**2. RATIONALE FOR THE PROPOSAL**

Taking into account the actual situation of the primary securities markets the Board of Directors of the Company regards it desirable to have the delegated powers allowed by current legislation in order to raise funds on those markets that are necessary for appropriate management of the corporate interests. For that reason this delegation has the purpose to provide the management-level decision-making body of the Company with the precise

instruments and the responsiveness required by the actual competitive environment, in which the success of a initiative or a financial transaction frequently depends on the possibility of carrying out it quickly, without incurring the delays and costs that inevitably ensue from the call to and holding of a General Shareholders' Meeting.

For such purpose, in accordance with the general rules governing the issuance of debentures and pursuant to the provisions of Sections 285, 297 and 417 of the Companies Act (*Ley de Sociedades de Capital*) and 319 of the Regulations of the Commercial Registry (*Reglamento del Registro Mercantil*), which authorize the shareholders at a General Shareholders' Meeting to delegate to the Board of Directors the power to issue fixed-income securities and preferred shares, on one or more occasions within a term of five years and for a cash consideration, the proposed resolution set forth under item VII of the Agenda is submitted to the shareholders at the General Shareholders' Meeting, which proposal also includes the power to deprive of effect, to the extent of the unused amount, the resolution providing for the delegation of powers to issue securities approved by the shareholders at the Meeting held on June 2, 2010.

The proposal provides that the aggregate maximum amount of the issuances to be carried out under the delegation of powers will be 25 billion euros or the equivalent thereof in another currency. In addition, the proposal contemplates authorizing the Board of Directors so that, in the event that the Board decides to issue debentures or bonds, it may issue them as convertible and/or exchangeable, necessary or voluntary, even contingent, and approve, in the event that they are convertible, the capital increase required to accommodate the conversion, provided that such increase effected by delegation does not exceed one-half of the amount of share capital, as prescribed by Section 297.1.b) of the restated text of the Companies Act (*Ley de Sociedades de Capital*).

The proposal also includes the standards for determining the terms and conditions for conversion into shares and/or exchange for shares of the

debentures or bonds, in the event that the Board resolves to use the authorization granted by the shareholders to issue convertible and/or exchangeable debentures or bonds, but it delegates to the Board of Directors itself the power to specify such terms and conditions for conversion and/or exchange for each particular issuance within the limits and in accordance with the standards set out by the shareholders at the Meeting. Thus, the Board of Directors will decide if the fixed-income securities issued are convertibles and/or exchangeable; if they are necessary or voluntary, even contingent; and, if voluntary, if the conversion and/or exchange operates as an option of its holder or the issuer; and similarly the Board will determine the rate of conversion and/or exchange of the shares to be issued for the conversion or of those to be used to exchange the fixed-income securities, which rate may be fixed or variable, with the shares being valued in accordance with any of the procedures set forth in the following paragraphs, at the election of the Board and as the Board deems to be more appropriate. In any event, if the Board decides to issue convertible and/or exchangeable debentures or bonds in exercise of the authorization requested of the shareholders at the General Shareholders' Meeting, the Board will, upon approving the issuance, issue a report describing the specific terms and conditions of the conversion and/or exchange applicable to such issuance, which will be the subject-matter of the related report prepared by an auditor other than the Company's auditor, appointed for such purpose by the Commercial Registry, mentioned in Section 414.2 of the Companies Act (*Ley de Sociedades de Capital*).

Specifically, the resolution submitted by the Board for approval of the shareholders at the General Shareholders' Meeting provides that in the event that the convertible and/or exchangeable debentures or bonds are issued at a fixed conversion and/or exchange rate, the price of the shares to be set by the Board of Directors for purposes of the conversion and/or exchange may not be less than the greater of (i) the arithmetic mean of the closing prices of the shares of the Company on the Spanish Continuous Market during the period to be determined by the Board of Directors, which will not be more than three months or less than fifteen days, prior to the date of the holding of the Board of

Directors' meeting at which, exercising the powers delegated hereby, the Board approves the issuance of the debentures or bonds, and (ii) the closing price of the shares on the above-mentioned Continuous Market on the day prior to the date of the Board of Directors' meeting at which, exercising the delegated powers, the Board approves the issuance of the debentures or bonds. In the event of an exchange for shares of another company (whether or not belonging to the Group), the same rules above will apply, to the extent that they are appropriate and with such adjustments, if any, as may be necessary, provided, however, that such rules will refer to the listing price of the shares of such company on the respective market. In this way, the Board believes that it is granted an adequate degree of flexibility to set the value of the shares for purposes of the conversion and/or exchange based on market conditions and other relevant factors to take into account, provided, however, that such value must be at least substantially equal to the market value thereof at the time that the Board approves the issuance of the debentures or bonds.

On the other hand, in the event that the issuance is carried out at a variable conversion and/or exchange rate, the price of the shares to be set by the Board of Directors for purposes of the conversion and/or exchange will be the arithmetic mean of the closing prices of the shares of the Company on the Spanish Continuous Market during a period to be determined by the Board, which will not be more than three months or less than five days prior to the date of conversion or exchange, with the Board being authorized to set a premium or, if appropriate, a discount on such price per share, which may be different for each conversion or exchange date under each issuance. However, if the Board sets a discount on such price per share, such discount may not be greater than 30% of the listing price of the share during the period prior to the date of conversion into shares and/or exchange for shares of the debentures or bonds established by the Board itself. In the event of an exchange for shares of another company (whether or not belonging to the Group), the same rules above will apply, to the extent that they are appropriate and with such adjustments, if any, as may be necessary, provided, however, that such rules will refer to the listing price of the shares of such company on the respective

market. Again, the Board believes that the foregoing grants it adequate maneuverability to set the variable conversion and/or exchange rate based on market circumstances and any other factors that the Board should take into account, provided, however, that a maximum discount is established in order to ensure that, if a discount is given, the issue price of the new shares in the event of a conversion does not differ by more than 30% from the market value of the shares at the time of the conversion.

In both cases, it is provided that, pursuant to Section 415 of the Companies Act (*Ley de Sociedades de Capital*) debentures may not be converted into shares when the nominal value of such debentures is less than the value of such shares, and it is also provided that in no event may the value of the shares for purposes of the conversion rate be less than the nominal value thereof. In addition, it is provided that the Board of Directors is authorized to determine whether or not the valuation of each debenture or bond for purposes of the rate of conversion into shares and/or exchange for shares of the debentures or bonds will include the interest accrued and unpaid at the time of the conversion and/or exchange.

In addition, it is provided that the authorization to issue fixed-income securities includes, in the event that the issuance covers convertible debentures or bonds, granting the Board of Directors the power to exclude the pre-emptive rights of shareholders when this is necessary to raise funds on the markets or as otherwise required by the corporate interest. The Board of Directors considers that this additional power, recognized by the current regulatory framework, provides it with more maneuverability and the responsiveness. As stated previously, in today's financial markets, it is necessary to act flexibly in order to take advantage of the times when market conditions are most favorable. This measure may be necessary when seeking to raise funds on domestic or international markets or through the use of bookbuilding techniques. Finally, the exclusion of pre-emptive rights makes it possible to relatively reduce the financial cost of the borrowing and the costs associated with the transaction (including, in particular, the fees of the financial institutions

participating in the issuance) as compared to an issuance made with pre-emptive rights, and at the same time reduces the effect of distortion in the trading of the Company's shares during the issuance period.

In any event, it should be noted that the exclusion of pre-emptive rights is a power that the shareholders at the General Shareholders' Meeting delegate to the Board of Directors and that it falls upon the Board, considering the particular circumstances and observing legal requirements, to decide in each case whether or not it is appropriate to exclude such rights. In this regard, if the Board decides to exclude pre-emptive rights in connection with a specific issuance of convertible debentures or bonds which it may decide to make pursuant to the authorization requested of the shareholders at the General Shareholders' Meeting, it will, upon approving the issuance, issue a report describing the specific reasons of corporate interest that warrant such measure, on which the related Auditor's report required under Section 417 of the Companies Act (*Ley de Sociedades de Capital*) will be issued. Both reports will be made available to the shareholders and reported to the shareholders at the first General Shareholders' Meeting held following adoption of the resolution approving the issuance.

Additionally, in view of the fact that in certain circumstances it may be advisable for fund-raising activities to be carried out by a company within the Group, and given that, in such cases, it is an essential condition for the success of the transaction that the issuance, if any, made by any such Group company be fully supported and guaranteed by the Company, the Board of Directors also requests express authorization of the shareholders at the General Shareholders' Meeting in order for the Company to be allowed to guarantee the obligations of any kind that may arise for the Group companies from the issuances made thereby in order to raise funds for the Telefónica Group, for a period equal to the period of delegation of the power to issue the securities covered by this report.

It is also proposed that the resolutions required by applicable legal provisions be adopted in order for the securities to be issued pursuant to this delegation of powers to be admitted to listing on any Spanish or foreign, official or unofficial, organized or other secondary market.

Finally, the proposal expressly contemplates that the powers of any kind granted to the Board of Directors may be delegated, in turn, by the Board to the Executive Commission.

3. **PROPOSED RESOLUTION SUBMITTED FOR APPROVAL OF THE SHAREHOLDERS AT THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

The resolutions that the Board of Directors proposes for approval of the shareholders at the Ordinary General Shareholders' Meeting are transcribed below:

To delegate to the Board of Directors, in accordance with the general rules governing the issuance of debentures and pursuant to the provisions of Sections 285, 297 and 417 of the Companies Act (*Ley de Sociedades de Capital*) and Section 319 of the Regulations of the Commercial Registry (*Reglamento del Registro Mercantil*), the power to issue fixed-income securities and preferred shares, subject to the following terms and conditions:

1. The aforementioned securities may be issued on one or more occasions within a maximum term of five years as from the date of approval of this resolution.
2. The securities issued may be debentures, bonds, notes and other fixed-income securities, both simple and, in the case of debentures and bonds, convertible into shares of the Company and/or exchangeable for shares of the Company, of any of the companies within its Group or of any other company. They may also be preferred shares.

3. The maximum total amount of the issuance(s) of securities approved under this delegation of powers may not exceed, at any given time, the sum of 25 billion euros or the equivalent thereof in another currency. In the case of notes, the outstanding balance of any notes issued under such delegation of powers shall be computed for purposes of the aforementioned limit.
4. The delegation shall include the power to establish the different aspects and terms and conditions of each issuance (nominal value, issue price, reimbursement price, domestic or foreign currency of the issuance, interest rate, amortization, anti-dilution mechanisms, the event of being necessary or voluntary convertible and/or exchangeable, even contingent, securities, and if voluntary, an option of its holder or the issuer, -subordination provisions, guarantees supporting the issuance, place of issuance, admission to listing, applicable law, etc.).
5. In the case of issuance of debentures or bonds that are convertible and/or exchangeable and for purposes of determining the terms and conditions of conversion and/or exchange, it is resolved to establish the following standards:
  - a. The securities issued under this agreement could be convertible into the Company's new shares or/and exchangeable for the shares outstanding of the Company, of any other subsidiaries of its Group, or of any other company, in accordance with a conversion and/or fixed (determined or determinable) or variable exchange rate, being the Board of Directors empowered to decide not only if they are convertible and/or exchangeable, but also to determine if they are necessary or voluntary convertible and/or exchangeable, even contingent, and if voluntary, an option of the securities' holder or the issuer, with the regular basis and during the maximum period established in the issue agreement.
  - b. The conversion and/or exchange rate shall normally be fixed and, for such purposes, fixed-income securities shall be valued at their nominal value and shares shall be valued at the fixed exchange rate determined in the Board of Directors' resolution, or at such exchange rate as is



determinable on the date or dates specified in the resolution of the Board, and on the basis of the listing price of the shares of the Company on the date or dates, or period or periods, used as a reference in such resolution. In any event, the price of the shares may not be less than the greater of (i) the arithmetic mean of the closing prices of the shares of the Company on the Spanish Continuous Market during the period to be determined by the Board of Directors, which shall not be more than three months or less than fifteen days, prior to the date of the holding of the Board of Directors' meeting at which, exercising the powers delegated hereby, the Board approves the issuance of the debentures or bonds, and (ii) the closing price of the shares on the above-mentioned Continuous Market on the day prior to the date of the Board of Directors' meeting at which, exercising the powers delegated hereby, the Board approves the issuance of the debentures or bonds. In the event of an exchange for shares of another company (whether or not belonging to the Group), the same rules above shall apply, to the extent that they are appropriate and with such adjustments, if any, as may be necessary, provided, however, that such rules shall refer to the listing price of the shares of such company on the respective market.

- c. Notwithstanding the provisions of sub-section b) above, the debentures or bonds may be resolved to be issued at a variable conversion and/or exchange rate. In such case, the price of the shares for purposes of the conversion and/or exchange shall be the arithmetic mean of the closing prices of the shares of the Company on the Spanish Continuous Market during a period to be determined by the Board of Directors, which shall not be more than three months or less than five days prior to the date of conversion and/or exchange, at a premium or, if appropriate, at a discount on such price per share. The premium or discount may be different for each conversion and/or exchange date under each issuance (or under each tranche of an issuance, if any), provided, however, that if a discount on the price per share is set, such discount may not be greater than 30%. In the event of an exchange for shares of another

company (whether or not belonging to the Group), the same rules above shall apply, to the extent that they are appropriate and with such adjustments, if any, as may be necessary, provided, however, that such rules shall refer to the listing price of the shares of such company on the respective market.

- d. As provided in Section 415 of the Companies Act (*Ley de Sociedades de Capital*), debentures may not be converted into shares when the nominal value of such debentures is less than the value of such shares. In addition, convertible debentures may not be issued in an amount less than the nominal value of such shares.
  - e. Whenever a conversion and/or exchange is admissible, any fractional shares to be delivered to the holders of the debentures or bonds shall be rounded downward by default to the immediately lower integer, and each holder shall receive in cash the difference that may arise in such instance.
  - f. When approving an issuance of convertible and/or exchangeable debentures or bonds in reliance on the authorization set forth in this resolution, the Board of Directors shall issue a Directors' report elaborating on and specifying, on the basis of the standards described above, the terms and conditions of the conversion that are specifically applicable to the above-mentioned issuance. Such report shall be accompanied by the Auditors' report mentioned in Section 414 of the Companies Act (*Ley de Sociedades de Capital*).
6. In any event, this delegation of powers to issue convertible and/or exchangeable debentures or bonds shall include:
- a. The power to increase share capital by the amount required to accommodate the requests for conversion. Such power may only be exercised to the extent that the Board, adding the capital increase effected to accommodate the issuance of convertible debentures or bonds and any

other capital increases it may have resolved to effect pursuant to authorizations granted by the shareholders at General Shareholders' Meetings, does not exceed the limit of one-half of the amount of the share capital established in Section 297.1 b) of the Companies Act (*Ley de Sociedades de Capital*). This authorization to increase capital includes the power to issue and place into circulation, on one or more occasions, the shares required to carry out the conversion as well as the power to amend the article of the By-Laws relating to the amount of share capital.

b. The power to exclude the pre-emptive rights of shareholders whenever required to raise funds on domestic or international markets, to use bookbuilding techniques, or as otherwise required by the corporate interest. In any event, if the Board decides to exclude pre-emptive rights in connection with a particular issuance of convertible debentures or bonds which it may decide to make pursuant to this authorization, it shall, upon approving the issuance, issue a report describing the specific reasons of corporate interest that justify such measure, which shall be the subject-matter of the related report prepared by an auditor other than the Company's auditor, appointed for such purpose by the Commercial Registry, mentioned in Section 417.2 a) and b) of the Companies Act (*Ley de Sociedades de Capital*). Both reports shall be made available to the shareholders and reported to the shareholders at the first General Shareholders' Meeting held following adoption of the resolution approving the issuance.

c. The power to elaborate on the terms and conditions of the conversion and/or exchange established in sub-section 5 above and, in particular, the power to determine the time of conversion and/or exchange, which may be limited to a pre-established period, the event of being necessary or voluntary convertible and/or exchangeable, even contingent, securities, and if voluntary, an option of its holder or the issuer, the manner in which securities holders are to be satisfied (by means of conversion, exchange or even a combination of both methods, which may be selected by them at the

time of execution) and, in general, all terms and conditions that may be necessary or appropriate for the issuance.

7. As long as the conversion into and/or exchange for shares of the convertible and/or exchangeable debentures issued in exercise of the powers delegated hereby is possible, the holders thereof shall have all the rights afforded them by applicable legal provisions.
8. The Board of Directors is also authorized to guarantee, on behalf of the Company, the issuance of the securities mentioned in sub-section 2 above by Companies belonging to its Group of Companies.
9. At the subsequent General Shareholders' Meetings held by the Company, shareholders shall be informed of the use, if any, that it has theretofore made of the delegation of powers contemplated in this resolution.
10. Whenever appropriate, the Company shall make application for listing on Spanish or foreign, official or unofficial, organized or other secondary markets of the debentures, bonds and other securities issued pursuant to this delegation of powers, and the Board is authorized to conduct all formalities and take all actions that may be necessary for admission to listing before the appropriate authorities of the various Spanish or foreign securities markets.

It is expressly stated for the record that, if application is subsequently made for delisting the securities issued pursuant to this delegation of powers, such delisting shall be effected in compliance with the same formalities set forth in the application for admission, insofar as it is applicable, and, in such case, the interests of the shareholders or debenture-holders opposing or not voting on the resolution shall be safeguarded in compliance with the requirements set out in the Companies Act (*Ley de Sociedades de Capital*) and related provisions, all of the foregoing pursuant to the provisions of the aforementioned Stock Exchanges Regulations, the Securities Market Act (*Ley del Mercado de Valores*) and the provisions implementing it. Furthermore, it is expressly stated the submission of the Company to all rules that exist or that may be enacted in

the future relating to the Stock Exchange and, especially, to engagement, permanency and delisting.

Under the provisions of Section 249, number 1, of the Companies Act (*Ley de Sociedades de Capital*), the Board of Directors is authorized, in turn, to delegate the powers granted in this resolution to the Executive Commission.

The delegation of powers to issue securities granted by the shareholders at the General Shareholders' Meeting held by the Company on June 2, 2010 is hereby deprived of effect to the extent of the unused amount.

Madrid, April 24, 2013