

**SUMMARY OF THE PROFESSIONAL PROFILE OF EACH OF THE
DIRECTORS INCLUDED IN THE PROPOSED RESOLUTIONS
RELATING TO ITEM II OF THE AGENDA OF THE GENERAL
SHAREHOLDERS' MEETING**

30/31 May 2013

MR. JOSÉ MARÍA ABRIL PÉREZ

Vice-Chairman of the Board of Directors of Telefónica, S.A.

Born in Burgos, on the 19th of March of 1952.

He holds a degree in Economics by the University of Deusto and he has been Professor of such University during nine years.

In 2002 he became Managing Director of Wholesale and Investment Banking Division and Member of the Executive Committee of the Bank Bilbao Vizcaya Argentaria, S.A.. He is right now in retirement situation.

From 1975 to 1982 he became Financial Manager of the Sociedad Anónima de Alimentación (SAAL). Since then, and until he joins the Banco Bilbao Vizcaya Argentaria Group, he became Financial Manager of Sancel-Scott Iberica. In 1985 he was appointed Managing Director of Investment Corporative Banking of the Banco Bilbao. From January to April 1993, he was appointed Executive Coordinator of Banco Español de Crédito, S.A. In 1998, he became General Manager of the Industrial Group. In 1999, he became Member of the Executive Committee of the BBVA Group. He has been also Member of the Board of Directors of Repsol, Iberia and Corporación IBV, and Vice-President of Bolsas y Mercados Españoles (BME).

MR. JOSÉ FERNANDO DE ALMANSA MORENO-BARREDA
Member of the Board of Directors of Telefónica, S.A.

Born in Granada, 4th of October 1948.

Mr. Almansa holds a law degree from the University of Deusto (Bilbao).

Mr. Almansa is currently a Member of the Board of Telefónica Brasil, S.A. and Telefónica Móviles México, S.A. de C.V. Furthermore, he is Deputy Director of Grupo Financiero BBVA Bancomer, S.A. de C.V. and of BBVA Bancomer, S.A.

On the 2nd of December 1974 he joined the Spanish Diplomatic Corps, and served from 1976 to 1992, as Secretary of the Spanish Embassy in Brussels, Cultural Counsellor of the Spanish Representation to Mexico, Chief Director of the General Coordination Branch of Eastern Europe, Atlantic Affairs Director in the General Directorate of Foreign Policy for Europe and Atlantic Affairs, Political Counsellor to the Spanish Permanent Representation to NATO in Brussels, Minister-Counsellor of the Spanish Embassy in the Soviet Union, General Secretary of the National Commission for the 5th Centennial of the Discovery of the Americas, and Deputy General Director for Eastern Europe in the General Directorate of Foreign Policy for Europe. From 1993 to 2002, he was appointed Chief of the Royal Household, with ministerial rank, by His Majesty King Juan Carlos I, and is currently Personal Adviser to His Majesty the King.

Ms. EVA CASTILLO SANZ
Member of the Board of Directors of Telefónica, S.A.

Born in Madrid, 23rd of November 1962.

Ms. Castillo holds BA Degrees in Business, Economics and Law from Universidad Pontificia de Comillas (E- 3) in Madrid.

Since September 2012 she is Chairwoman and CEO of Telefónica Europe. She is also, Chairwoman of the Supervisory Board of Telefónica Czech Republic, a.s. and Telefónica Deutschland Holding, AG; member of the Board of Directors of Bankia; and member of the Patronate of the Telefónica Foundation and member of the Board of the Comillas-ICAI Foundation. Since February 2011 until February 2013 she has been a member of the Board of Director of Old Mutual, Plc.

Until December 2009, she headed Merrill Lynch Global Wealth Management business operations in Europe, the Middle East and Africa (EMEA). She is a member of the Merrill Lynch EMEA Executive Committee, the Global Wealth Management Executive and Operating Committees.

Prior to the mentioned position, she served as head of Merrill Lynch Global Markets & Investment Banking in Iberia as well as President of Merrill Lynch Spain (October 2003), and before that as Chief Operating Officer for Equity Markets in Europe, Middle East and Africa.

Ms. Castillo joined Merrill Lynch in 1997 as head of Equity Markets for Spain and Portugal. In 1999 she was promoted to Country Manager for Spain and Portugal and in 2000 she became CEO of Merrill Lynch Capital Markets España.

Before joining Merrill Lynch, she worked, for 5 years, for Goldman Sachs in London in the International Equity Markets Department. Prior to this she worked for 5 years at the Spanish broker Beta Capital in the Sales and Equity Research Department.

MR. SANTIAGO FERNÁNDEZ VALBUENA
Member of the Board of Directors of Telefónica, S.A.

Born in Madrid, 22th April 1958.

He holds a degree in Economics from the Complutense University of Madrid and a PhD and a Masters in Economics from Northeastern University in Boston.

In September 2011 he was appointed Chairman of Telefónica Latinoamérica, his actual position. Also, he is Chairman of Telefónica Internacional, S.A.U. and Telefónica América, S.A., Vice-Chairman of Telefónica Brasil, S.A. and Telefónica Móviles México, S.A. de C.V., Director of Colombia Telecomunicaciones, S.A., E.S.P., and Alternate Director of Telefónica Chile, S.A.

He joined Telefónica Group in 1997 as Chief Executive Officer of Fonditel, Telefónica's pensions and asset manager. From 2002 to 2010 he has been Group Chief Financial Officer. Over that period he has held additional responsibilities, as Procurement, IT and Human Resources (2003-2005) and Corporate Development, Affiliates (like Endemol and Atento), and Internal Audit (2007-2010). Since 2010 to September 2011 he was Chief Strategy, Finance and Corporate Development Officer.

Prior to joining Telefónica Group he was Managing Director of Société Générale Equities and Head of Equities at Beta Capital in Madrid. He has been linked to Complutense University as professor of applied economics and to Instituto de Empresa (IE) in Madrid.

Mr. LUIZ FERNANDO FURLÁN
Member of the Board of Directors of Telefónica, S.A.

Born in Brazil, 29th July 1946.

He is graduated in Chemical Engineering from FEI (Industrial Engineering Faculty of São Paulo) and in Business Administration from University of Santana - São Paulo, with specialization in financial administration from Fundação Getúlio Vargas - São Paulo.

At present he is Chairman of the Board of Directors of Amazonas Sustainability Foundation. He is also member of the Board of Directors of BRF-Brasil Foods, S.A., Telefónica Brasil, S.A., AGCO Corporation, and Amil Participações, S.A., and member of the Advisory/Consultive Board of Panasonic (Japan), McLarty & Associates (USA), and Wal-Mart Stores Inc. (USA).

He was Minister of Development, Industry and Foreign Trade of the Govern of Brazil from 2003 to 2007. Previously, he was member of the Board of Directors of several other companies such as: Sadia S.A., Panamco (Pan American Beverages, Inc. - USA), and Telefonica S.A. (Spain). Also, he was member of the Consulting Board of IBM in Latin America and of ABN Amro Bank in Brazil, and President of ABEF (Brazilian Chicken Exporters Association), ABRASCA (Brazilian Association of Public Owned Companies) and of the MEBF (Mercosur European Union Business Forum). Also, he was Vice President of São Paulo Entrepreneurs Association (FIESP).

MR. FRANCISCO JAVIER DE PAZ MANCHO

Member of the Board of Directors of Telefónica, S.A.

Born in Valladolid, 24th of July 1958.

Mr de Paz has a degree in Publicity and Information and studies in law. He holds a PhD in Management from the IESE (University of Navarra).

Mr. de Paz is currently Member of the Board of Telefónica de Argentina, S.A. and Telefónica Brasil, S.A.

From July 2006, he is Member of the Executive Committee of the Council of Chambers. (Consejo Superior de Cámaras)

From 2004 to 2007 was Chairman of the National MERCASA. He has been also Deputy Chairman and Manager of Corporate Strategy of the Panrico Donuts Group (1996-2004), General Manager of Internal Trade of the Ministry of Tourism and Commerce (1993-1996), Secretariat of the Board of Consumers Union of Spain (UCE), CEO of the Magazine "Revista Ciudadano" (1990-1993) and General Secretary of the Socialism Youth and Member of the Executive Council of PSOE. (1984-1993). He also served the following posts and responsibilities: Director of the Tunnel of Cadí (2004-2006), Chairman of the Patronal Pan y Bollería Marca (COE) (2003-2004), Director of Mutua de Accidentes de Zaragoza (MAZ) (1998-2004), Director of the Panrico Group (1998-2004), Chairman of the Commercial Distribution Centre of the Ministry of Tourism and Commerce (1994-1996), Member of the Economic and Social Board and its' permanent Commission (1991-1993 and 1996-2000), and Director of Tabacalera, S.A. (1993-1996).
