

SHAREHOLDERS´ MEETING 2012

QUORUM AND RESULTS OF THE VOTE

ATTENDANCE AT THE SHAREHOLDERS´ MEETING

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| Shareholders attending | 2,572 |
| Shareholders represented | 64,366 |
| TOTAL SHAREHOLDERS´ | 66,938 |

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| Shares attending | 741,031,793 |
| Shares represented | 1,736,105,154 |
| TOTAL SHARES | 2,477,136,947 |

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| PERCENTAJE OF SHARE CAPITAL | 54.28% |
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VOTES ON RESOLUTIONS MADE

Below we list the resolutions put toward at the shareholders´ meeting and the results of the voting for each of them. For a more detailed description of the resolutions passed, please see the “Proposals” document.

| Number on the Agenda | Summary of the resolution | Votes in favour | Votes against | Abstentions | Result of the Voting |
|----------------------|--|------------------------|----------------------|----------------------|----------------------|
| I | Approval of the 2011 Annual financial statements. | 2,211,561,004 (89.28%) | 15,034,488 (0.61%) | 250,541,455 (10.11%) | <i>Passed</i> |
| II.1 | Re-election of Mr. César Alierta Izuel. | 1,871,251,071 (75.54%) | 327,847,806 (13.23%) | 278,038,070 (11.22%) | <i>Passed</i> |
| II.2 | Re-election of Mr. José María Álvarez-Pallete López. | 1,813,177,017 (73.20%) | 350,173,598 (14.14%) | 313,786,332 (12.67%) | <i>Passed</i> |
| II.3 | Re-election of Mr. Gonzalo Hinojosa Fernández de Angulo. | 1,822,654,379 (73.58%) | 318,538,838 (12.86%) | 335,943,730 (13.56%) | <i>Passed</i> |
| II.4 | Re-election of Mr. Pablo Isla Álvarez de Tejera. | 1,796,342,903 (72.52%) | 338,726,659 (13.67%) | 342,067,385 (13.81%) | <i>Passed</i> |
| II.5 | Ratification of Mr. Ignacio Moreno Martínez. | 1,785,622,936 (72.08%) | 376,675,310 (15.21%) | 314,838,701 (12.71%) | <i>Passed</i> |
| III | Re-election of the Auditor for Fiscal Year 2012. | 2,211,642,913 (89.28%) | 13,597,797 (0.55%) | 251,896,237 (10.17%) | <i>Passed</i> |
| IV | Amendment of Articles 15, 16, 18, 27, 34 and 35 of the By-Laws of the Company and inclusion of a new Article 18 bis. | 2,224,189,264 (89.79%) | 2,515,369 (0.10%) | 250,432,314 (10.11%) | <i>Passed</i> |

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| V | Amendment of Articles 3, 7, 8, 9, 10, 11, 13 and 27 of the Regulations for the General Shareholders' Meeting. | 2,224,313,257 (89.79%) | 2,418,545 (0.10%) | 250,405,145 (10.11%) | <i>Passed</i> |
| VI.1 | Distribution of dividends with a charge to unrestricted reserves. | 2,214,180,049 (89.38%) | 13,766,150 (0.56%) | 249,190,748 (10.06%) | <i>Passed</i> |
| VI.2 | Shareholder compensation by means of a scrip dividend. | 2,202,515,877 (88.91%) | 24,808,525 (1.00%) | 249,812,545 (10.08%) | <i>Passed</i> |
| VII | Reduction in share capital by means of the cancellation of shares of the Company's own stock. | 2,224,566,845 (89.80%) | 2,967,157 (0.12%) | 249,602,945 (10.08%) | <i>Passed</i> |
| VIII | Approval of the corporate website. | 2,227,159,258 (89.91%) | 685,161 (0.03%) | 249,292,528 (10.06%) | <i>Passed</i> |
| IX | Delegation of powers to formalize, interpret, correct and implement the resolutions adopted by the shareholders at the General Shareholders' Meeting. | 2,226,593,452 (89.89%) | 1,199,713 (0.05%) | 249,343,782 (10.07%) | <i>Passed</i> |
| X | Consultative vote on the Report on Director Compensation Policy of Telefónica, S.A. | 1,500,696,825 (60.58%) | 617,036,246 (24.91%) | 359,403,876 (14.51%) | <i>Passed</i> |