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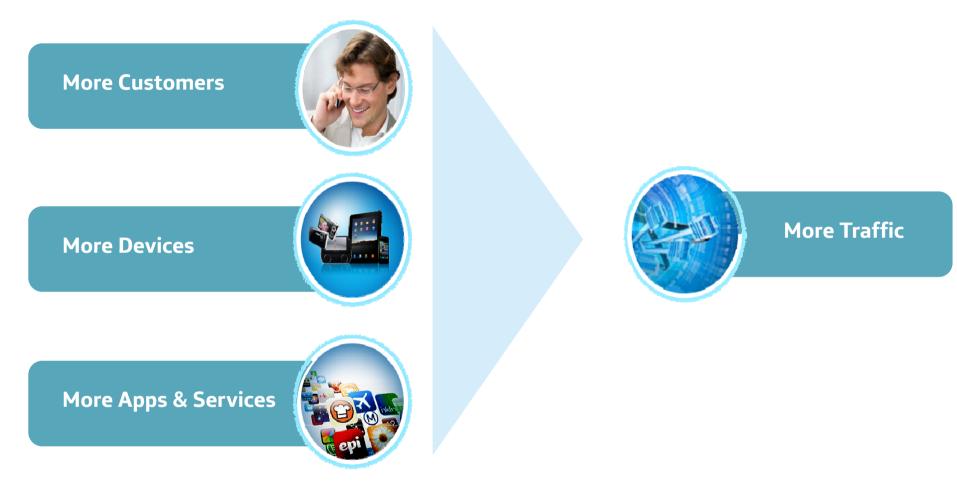
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ICT, one of the industries with the best growth prospects



A great opportunity to be monetised

Strengthened position to lead a growing industry

We have reinforced our asset base in an industry where scale and spectrum are key ...

Through organic growth ...

- **290 m** accesses (+6% organic y-o-y)
- #5 on worldwide accesses ranking (Dec-10)

... strategic & industrial alliances ...





... selective M&A...





Spectrum auctions



Increase shareholding in CU

9.7%

... enhancing our capabilities...

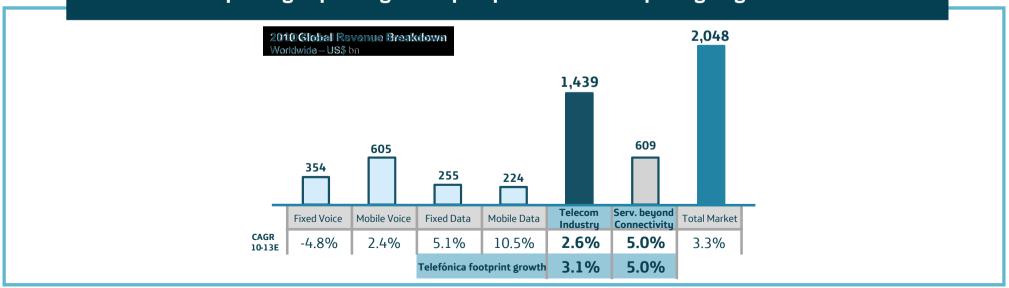








...capturing superior growth prospects in our footprint going forward

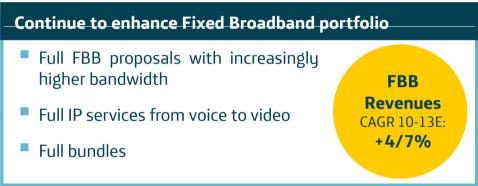


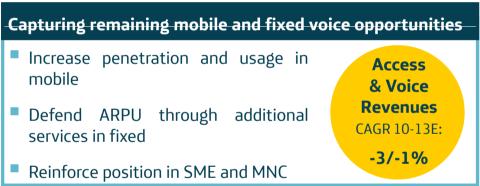


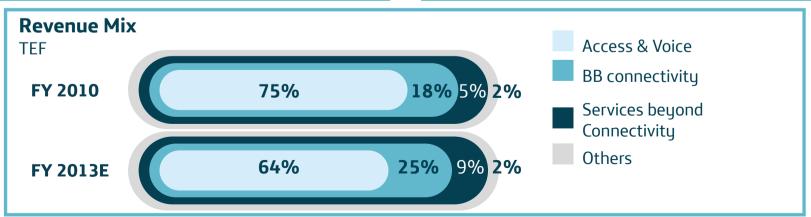
We have a clear strategy to capture the opportunities ahead of us

Profitable mobile data growth monetisation Tiered pricing ARPU management Customer innovation Yield management WBB Revenues CAGR 10-13E: +30/35%









Mobile broadband is the biggest market growth opportunity today

Sales¹ Time spent² Mobile data traffic growth³ Worldwide. Pbps/Month Worldwide. Millions cumulative units shipped /day **Smartphone** 800 3000 50% of traffic 1h30' 600 is already video 2000 **Tablet** 400 1000 2h45' 200 Non smartphone 0 FY 2010 FY 2011E FY 2012E FY 2013E **FY 2010 FY 2011E FY 2012E FY 2013E** Desktop PC Smartphones Tablets ■ Video Web P2P 6'

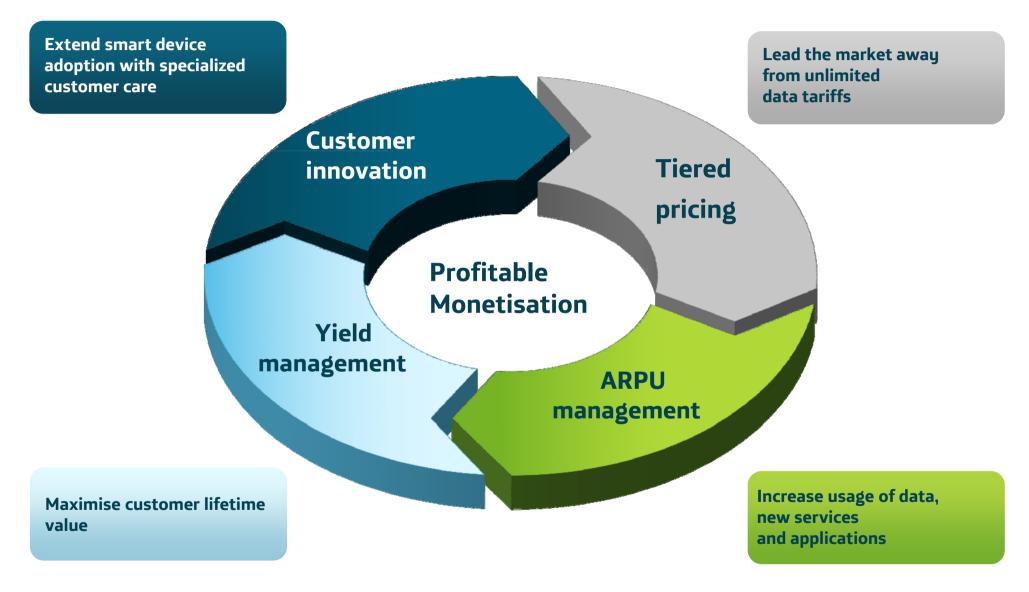


Telefónica, S.A

² Merril Lynch. Matrix Wireless Q4; AppsFire. January 2011; Morgan Stanley Blue Paper, February 2011

Investor Relations 3 Cisco VNI 2010-2014. June 2010

Profitable mobile data monetisation is our key strategic priority



Tiered pricing is based on segmentation and customer needs

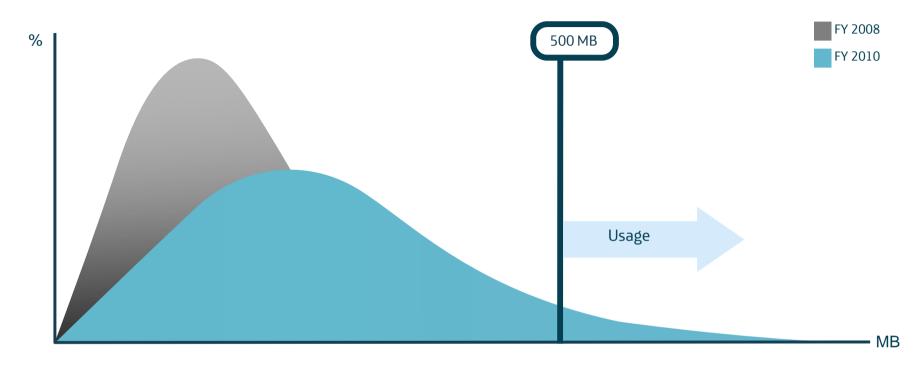
Offers based on data caps	Examples of execution
Type of service and use	Service specific tariffs for email, chat, social networks, browse
Limited volume with additional bolt-ons	Limited volume tariffs for 100 MB, 500 MB, 1GB
Maximum speed	Speed offers for 2, 7, 14 Mbps
Time of the day	MB accounted half if used in off peak hours
Type of device	Seamless access from screen of choice

Tiered pricing in place in each of our markets

We are focused on profitable mobile data growth



Distribution of iPhone + Android Usage



We have improved the data experience for all

- Heavy-user¹ management freed up 7% of bandwidth²
- Data experience has improved for the profitable majority

Customers already pay for data usage

- Almost 50% of smartphone users³ are on capped tariffs
- 3% reach the threshold where we contact them
- Of these customers c. 25% are buying an additional bolt-on



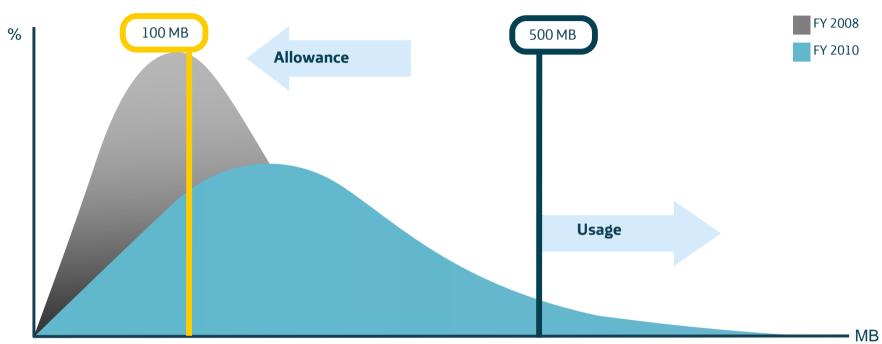
All MBB traffic: Nov-10 vs. Oct-10
 Consumer contract segment

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New tariffs position us to accelerate penetration and monetisation

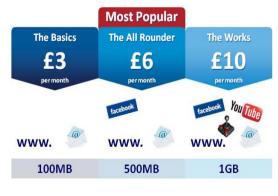


Distribution of iPhone + Android Usage



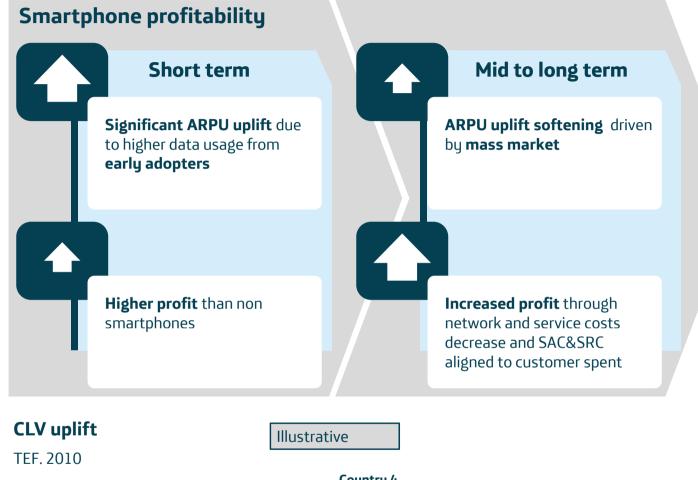
New tariffs

- New tariffs offer "entry level" data to drive penetration, greater flexibility, as well as packages for heavier users
- Lowest data allowance is now at 100MB
- Bolt-on adoption is c. 80% in the mid £6 tariff.

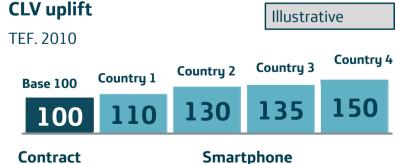


Monthly Data Allowance

Yield management to reinforce customer profitability

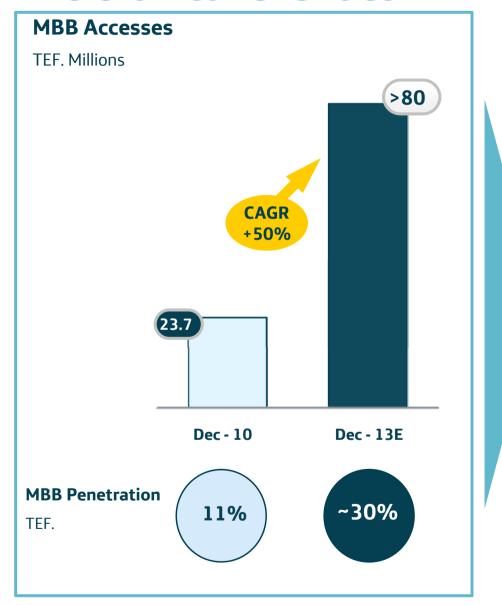


- Acquisition: manage tariffs, channels, handsets
- Customer lifetime: better understanding customer profitability and active management of profit drivers per customer
- High level strategies: optimization of retail activities, network development and commercial policies

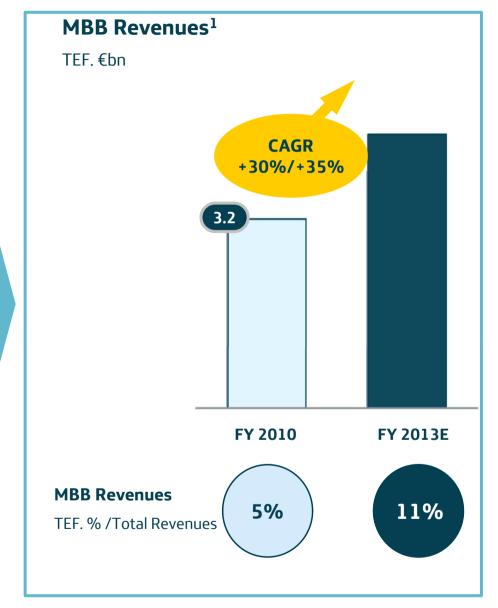


CLV: Customer Lifetime Value

Mobile broadband is the major growth driver for Telefónica revenues



SMS and M2M excluded



¹ Figures for guidance assume constant FX (average FY 2010), excludes hyperinflationary accounting in Venezuela and changes in consolidation perimeter MBB Penetration: MBB accesses with data attached rate/Total mobile customer base MBB Revenues from smartphones, smart devices and connectivity MBB, mobile mail, MBB equipment (PCMCIAs, Dongles), roaming and WAP browsing.



Our transformation strategy to enable growth and maximize efficiency

Best in class Networks

- Leveraging fixed and mobile technologies to meet customer demands
- Managing efficiently coverage and traffic growth

IT as a key transformation accelerator

- Highly resilient 6 Global Data Centers
- Global Applications when applicable focused on business requirements

Continuous focus on efficiency improvement

Online Company

- Increase online processes to improve engagement with our costumers, employees and vendors
- Process and system end-to-end integration



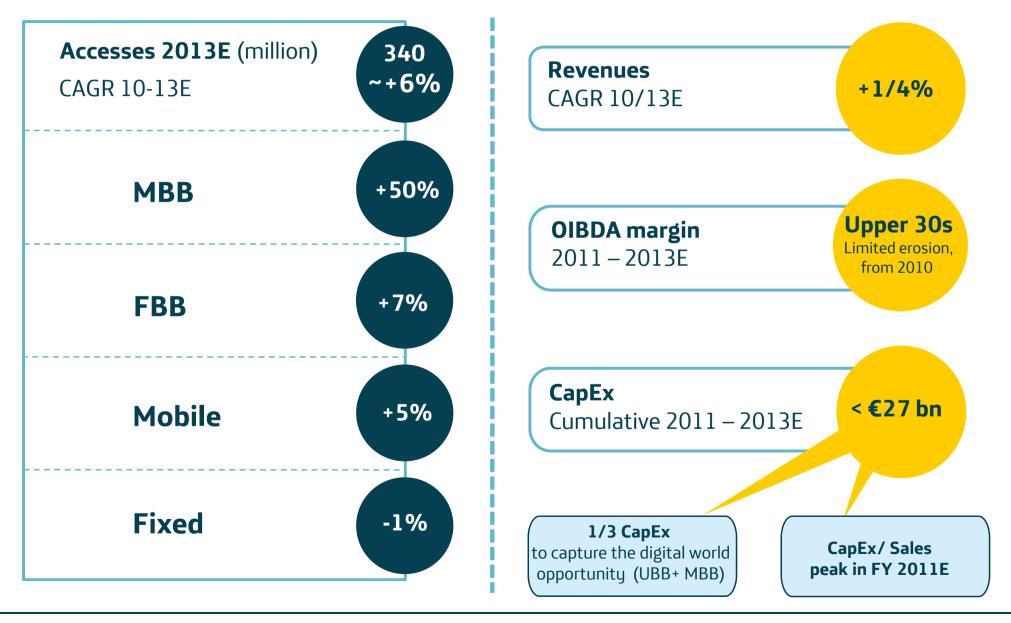
Global Functions

(P&S development, R&D, Finance & Global procurement, IT & Technology)

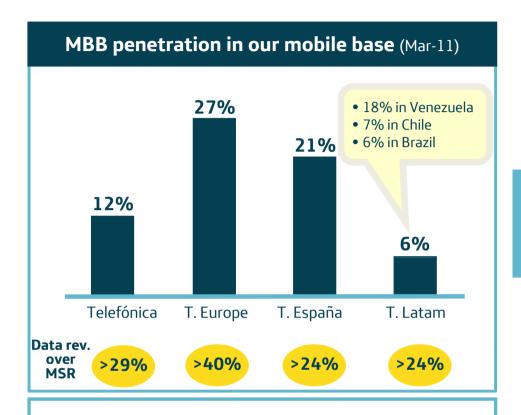
Strategic and Industrial Alliances

Further leveraging our scale

We are expanding our value oriented customer base to deliver a solid long term guidance

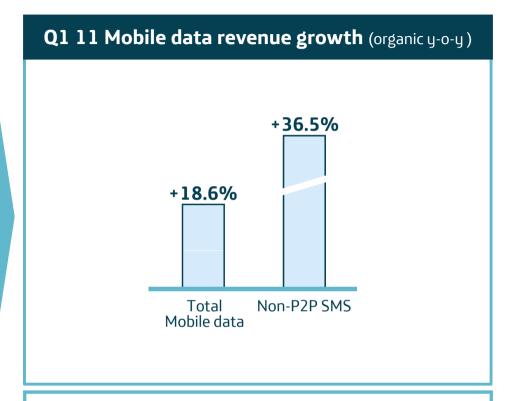


Smartphone adoption driving mobile data growth





- Focused commercial actions
- Tiered pricing across operations drives profitable mobile data monetisation



- Mobile data revenues gaining traction to close to 30% of MSR (26% in Q1 10)
- Sequential improvement in non-P2P SMS growth
- Increase in P2P SMS sales (up 4.8% organic y-o-y)
- Significant upside ahead

Solid business and financial trends supporting shareholders returns and solvency

Shareholder remuneration

- € 1.6 DPS for FY 2011E (14.3% y-o-y)
- € 1.75 DPS minimum target for FY 2012E
- €1.75 minimum annual shareholder remuneration beyond 2012

Solvency Protection Net debt + cash commitments within the range 2.0 to 2.5x OIBDA

Predictable M&A strategy

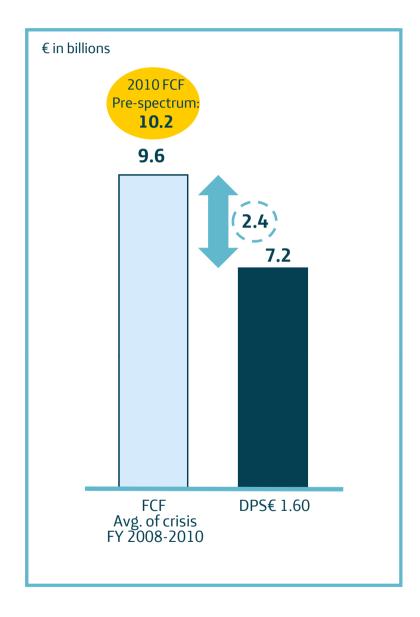
- Spectrum auction in current markets to foster growth
- Product & Service innovation to further strengthen our growth capabilities

Not to be

paid with

debt

FCF exceeding dividend payments



Sustained OIBDA growth trend

Regions with positive organic growth in FY 2010 offset Spain decrease







Additional FCF from VIVO acquisition: € 0.2 bn¹

No critical reliance on uncertain CF

- Venezuela FCF in FY 2010: € 0.3 bn
- Interest payments savings vs. accrual (FY 2010): €0.4 bn

Room for higher CapEx

- FY 2011E organic maximum CapEx increase: € 0.5 bn
- Spectrum acquisition

Solid start to 2011

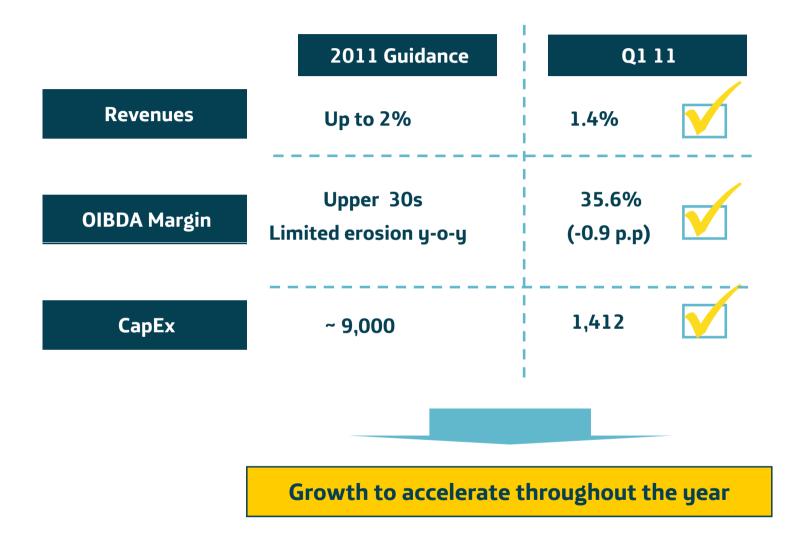
€ in millions	Jan-Mar 2011	Change y-o-y	Organic change		
Revenues	15,435	+10.8%	+1.4%		Broad diversification
OIBDA	5,574	+9.0%	-1.0%	T. Latam	45% (+2.4 p.p.) 45% (+2.1 p.p.)
OIBDA Margin	36.1%	-0.6 p.p.	-0.9 p.p.		
Operating Inco	me 3,057	+4.3%	-1.3%	T. España	28% (-1.8 p.p.) 35% (-4.2 p.p.)
Net income	1,624	-1.9%	Higher D&A, taxes, fin. expenses and minorities	T. Europe	25% (+0.6 p.p.) 18% (+1.1 p.p.)
OpCF (OIBDA-CapEx)	4,022	+2.5%	-4.9%		Revenue (Mar11) OIBDA (Mar-11) () Contribution to Q1 11 y-o-y chg

Q1 11 EPS: € 0.36 (€ 0.41ex PPAs)



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Q1 11 performance in-line with year-end targets



Conclusions

- We are better positioned to lead our growing industry: the right scale, capabilities and strategy
- We are focused on value growth and on capturing new services opportunities
- We continue transforming our company to enable growth and maximize efficiency
- We maintain a solid financial position while investing in our business and committing best in class shareholder's remuneration
- We have posted a **solid start to year driven by strong execution**

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