

*ANNUAL REPORT OF THE  
AUDIT AND CONTROL COMMITTEE  
OF TELEFÓNICA, S.A. ON THE  
INDEPENDENCE OF THE EXTERNAL AUDITOR*

**ANNUAL REPORT**  
**OF THE AUDIT AND CONTROL COMMITTEE**  
**ON THE INDEPENDENCE OF THE EXTERNAL AUDITOR**  
**(PricewaterhouseCoopers Auditores, S.L.)**

Pursuant to the provisions of Section 529 *quaterdecies.4.e)* of the restated text of the Companies Act (*texto refundido de la Ley de Sociedades de Capital*) (TRLSC) approved by Royal Legislative Decree 1/2010 of July 2 (as amended by the fourth final provision of Law 22/2015 of July 20 on Auditing of Accounts (*Ley de Auditoría de Cuentas*) (Statutory Audit Act)), the Audit and Control Committee of Telefónica, S.A. issues this report on the matters established in such legal provisions, all on the following terms:

- 1.- Considering the conclusion set out in the letter issued by PricewaterhouseCoopers Auditores, S.L., dated February 20, 2024, “(...) *in our professional opinion and in relation to such audit, no circumstances have been identified that individually or as a whole might entail a significant threat to our independence and that would therefore require the application of protective measures or that might be grounds for disqualification.(...)*”, and in compliance with the aforementioned provisions, the Audit and Control Committee of Telefónica, S.A. finds that PricewaterhouseCoopers Auditores, S.L., the Auditor of such Company, is independent with respect to the Company and the companies directly and indirectly connected thereto in accordance with applicable legal provisions governing the auditing of accounts in Spain.
  
- 2.- Furthermore, in compliance with the provisions of the internal Regulations of Telefónica, S.A, the Statutory Audit Act, Regulation (EU) no 537/2014 of April 16 and the Sarbanes-Oxley Act published in the United States and rules in implementation thereof, the engagement of all services provided by PricewaterhouseCoopers Auditores, S.L. and other firms of its international network to the Company and its directly and indirectly connected companies during the period covered by the Annual Accounts corresponding to fiscal year 2023 has been submitted for the approval of the Audit and Control Committee.

Specifically, in addition to audit services, the provision of non-audit services has been approved as described below:

<b>Company</b>	<b>Service</b>	<b>Euros</b>
Telefónica, S.A.	Comfort Letter in relation to the annual renewal of the EMTN Programme	26,300
Telefónica, S.A.	Comfort Letter in relation to a Bond issuance under the EMTN Programme	27,090
Telefónica, S.A.	Comfort Letter in relation to the issuance of a hybrid Bond	81,950
Telefónica Europe B.V.	Comfort Letter in relation to the issuance of a hybrid Bond	85,320
Telefónica, S.A.	Consent in connection with the five-year renewal of the Shelf issuance program	75,000
Telefónica, S.A.	Revision of the report on the allocation and impact of sustainable financing instruments, previously issued	55,586
Telefónica, S.A.	Revision of the report on the allocation and impact of hybrid instruments, previously issued	77,821
Telefónica, S.A.	Review of Statement of Non-Financial Information	419,646
T. Deutschland Holding A.G.	Review of Annual Non-Financial Information Report	233,632
Telefónica Brasil, S.A.	Review of Annual Non-Financial Information Report	26,809
Telefónica Brasil, S.A.	Review of the Report on the standard of the Diversity Milestones	5,271
Colombia Telecom. S.A.	Review of Annual Non-Financial Information Report	10,396
Telefónica de España, S.A.	Report on the agreed-upon procedures for Recording of Costs	108,124
Telefónica de España, S.A.	Review of calculation of Net Cost for the Universal Service	67,404
Telefónica Seguros y Reaseguros Compañía Aseguradora, S.A.U.	Special Report for Review of the Financial and Solvency Situation under the Solvency II regulatory framework	39,470
T. Deutschland Holding A.G.	SSRS 4400 agreed-upon procedures Report for a client	32,475
Telefónica de España, S.A.	Agreed-upon procedures Report relating to the General Audiovisual Act	11,637
Telefónica, S.A.	Agreed-upon procedures Report relating to services rendered to T. Móviles Uruguay, S.A. for submission to the Uruguayan Tax Authority ( <i>Dirección General Impositiva</i> )	13,565
Telefónica de Argentina, S.A.	Agreed-upon procedures Report relating to the special accounting information required by General Resolution No. 4483/19 of the Federal Public Revenue Administration	1,699
Telefónica Móviles Argentina, S.A.	Agreed-upon procedures Report relating to the special accounting information required by General Resolution No. 4483/19 of the Federal Public Revenue Administration	1,699
Telefónica Móviles Argentina, S.A.	Agreed-upon procedures Report required by the regulator for the consistency of the system used in magnetic media storage	1,148
Telefónica, S.A.	Report of the auditor regarding the ICFR system of listed companies, according to the Guide published by the Spanish Markets Commission ( <i>Comisión Nacional del Mercado de Valores – CNMV</i> )	9,039
T. Deutschland Holding A.G.	Attendance at technical seminars open to the general public	1,785
<b>Total non-audit services</b>		<b>1,412,865</b>

In addition, the Audit and Control Committee of Telefónica, S.A. has been informed by the auditor of the provision of non-audit services during the period covered by the financial statements to associated companies in which the Group has significant influence in the approximate amount of 675,804 euros.

In conclusion, this Audit and Control Committee finds that the independence of the Company's Auditor is not compromised by either the engagement or the fees received for such non-audit services and because it is not aware of additional circumstances that might threaten the objectivity or impartiality of such Auditor.

In witness whereof, for the legal effects established in the aforementioned provisions, this Report is issued in Madrid, on February 20, 2024.

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