

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** - The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("**EEA**"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "**MiFID II**") or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPs Regulation**") for offering or selling the Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the manufacturer's product approval process, the target market assessment in respect of the Instruments has led to the conclusion that: (i) the target market for the Instruments is eligible counterparties and professional clients only, each defined in MiFID II); and (ii) all channels for distribution of the Instruments to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Instruments (a "**distributor**") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Instruments (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and "Excluded Investment Products" (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Final Terms dated 27 June 2019**

**TELEFÓNICA EMISIONES, S.A.U.**

**LEI: 549300Y5MFC45W5Z3K71**

**Issue of €500,000,000 1.957 per cent. Instruments due July 2039  
Unconditionally and Irrevocably Guaranteed by TELEFÓNICA, S.A.  
under the EUR 40,000,000,000 Programme for the Issuance of Debt Instruments**

## **PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the "**Conditions**") set forth on pages 32 to 70, inclusive, of the Base Prospectus dated 12 April 2019 and the supplement to it dated 17 May 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive. These Final Terms contain the final terms of the Instruments and must be read in conjunction with such Base Prospectus.

Full information on the Issuer, the Guarantor and the offer of the Instruments described herein is only available on the basis of the combination of these Final Terms and the Base Prospectus as so supplemented. The Base Prospectus and the supplement to it are available for viewing at [www.telefonica.com](http://www.telefonica.com) and copies may be obtained from Gran Vía, 28, 28013 Madrid (being the registered office of the Issuer), at the offices of The Bank of New York Mellon, London Branch at One Canada Square, London E14 5AL and at the offices of The Bank of New York Mellon SA/NV, Luxembourg Branch at Vertigo Building – Polaris, 2-4 rue Eugène Ruppert, L-2453 Luxembourg.

The expression "**Prospectus Directive**" means Directive 2003/71/EC as amended or superseded, including any relevant implementing measures in the relevant Member State.

1.	(i)	Issuer:	Telefónica Emisiones, S.A.U.
	(ii)	Guarantor:	Telefónica, S.A.
2.	(i)	Series Number:	63
	(ii)	Tranche Number:	1
	(iii)	Date on which the Instruments become fungible:	Not Applicable
3.		Specified Currency or Currencies:	Euro ("EUR" or "€")
4.		Aggregate Nominal Amount:	
	(i)	Series:	€500,000,000
	(ii)	Tranche:	€500,000,000
5.		Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof
	(ii)	Calculation Amount:	€1,000
7.	(i)	Issue Date:	1 July 2019
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	1 July 2039
9.		Interest Basis:	1.957 per cent. Fixed Rate  (See paragraph 14 below)
10.		Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Instruments will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11.		Change of Interest or Redemption/Payment Basis:	Not Applicable
12.		Put/Call Options:	Put Option: Not Applicable  Call Option: See paragraph 16 below
13.	(i)	Status of the Instruments:	Senior
	(ii)	Status of the Guarantee:	Senior

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.		<b>Fixed Rate Instrument Provisions</b>	Applicable
	(i)	Rate of Interest:	1.957 per cent. <i>per annum</i> payable annually in arrear
	(ii)	Interest Payment Date(s):	1 July in each year commencing on 1 July 2020; not adjusted

	(iii)	Fixed Coupon Amount:	€19.57 per Calculation Amount
	(iv)	Broken Amount(s):	Not Applicable
	(v)	Day Count Fraction:	Actual/Actual (ICMA)
15.		<b>Floating Rate Instrument Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>			
16.		<b>Call Option</b>	Applicable
	(i)	Optional Redemption Date(s):	Any Business Day on or prior to the Maturity Date
	(ii)	Optional Redemption Amount(s) of each Instrument:	Make Whole Amount
	(iii)	If redeemable in part:	Not Applicable
	(iv)	Calculation Agent:	An independent and internationally recognised financial adviser selected by the Issuer at its own expense
	(v)	Reference Bond:	DBR 4.25% July 2039
	(vi)	Quotation Time:	10.00 a.m. London time
	(vii)	Redemption Margin:	0.30 per cent.
17.		<b>Put Option</b>	Not Applicable
18.		<b>Final Redemption Amount of each Instrument</b>	€1,000 per Calculation Amount
19.		<b>Early Redemption Amount</b>	
		Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	€1,000 per Calculation Amount
20.		<b>Early Termination Amount</b>	€1,000 per Calculation Amount
21.		<b>Redemption following a Substantial Purchase Event</b>	Not Applicable
22.		<b>Residual Maturity Call Option</b>	Applicable
<b>GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS</b>			
23.		<b>Form of Instruments:</b>	<b>Bearer Instruments:</b>
			Temporary Global Instrument exchangeable for a Permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the Permanent Global Instrument
24.		New Global Instrument:	Yes

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|-----|---|----------------|
| 25. | Relevant Financial Centre(s) or other special provisions relating to payment dates:                                     | Not Applicable |
| 26. | Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature): | No.            |
| 27. | Details relating to Instalment Instruments: amount of each instalment, date on which each payment is to be made:        | Not Applicable |
| 28. | Redenomination, renominalisation and reconventioning provisions:  | Not Applicable |
| 29. | Instruments where the Specified Currency is Renminbi: Party responsible for calculating the Spot Rate:                  | Not Applicable |
| 30. | Commissioner:   | Not Applicable |

**SIGNED** on behalf of  
**TELEFÓNICA EMISIONES, S.A.U.:**

By: .....  
Duly authorised

**SIGNED** on behalf of  
**TELEFÓNICA, S.A.:**

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Admission to trading                      Application is expected to be made by the Issuer (or on its behalf) for the Instruments to be admitted to trading on the regulated market of The Irish Stock Exchange plc, trading as Euronext Dublin, with effect from 1 July 2019
- (ii) Estimate of total expenses              €1,000  
related to admission to trading:

### 2. RATINGS

Ratings:    The Instruments to be issued have been rated:

    S&P Global Ratings Europe Limited ("**S&P**"): BBB

    Moody's Investors Service España, S.A. ("**Moody's**"): Baa3

    Fitch Ratings España S.A.U. ("**Fitch**"): BBB

    Each of S&P, Moody's and Fitch is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Lead Manager, so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer. The Lead Manager and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and the Guarantor and their affiliates in the ordinary course of business.

4. **REASONS FOR THE OFFER**

Not Applicable

5. **YIELD**

Indication of yield: 1.957 per cent. *per annum*

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. **OPERATIONAL INFORMATION**

ISIN: XS2020583618

Common Code: 202058361

CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the CFI Code

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the FISN

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking, S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon London Branch  
One Canada Square  
London E14 5AL  
United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

7. **DISTRIBUTION**

(i) US Selling Restrictions Reg. S Compliance Category 2, TEFRA D

(ii) Prohibition of Sales to EEA Retail Investors Applicable