



INFORMATIVE DOCUMENT

INCREASE IN SHARE CAPITAL BY MEANS OF A SCRIP DIVIDEND WITH A CHARGE TO UNRESTRICTED RESERVES

November 11, 2016

THIS DOCUMENT HAS BEEN PREPARED IN ACCORDANCE WITH THE PROVISION OF SECTION 26.1.E)
OF ROYAL DECREE 1310/2005.

1. PURPOSE

The shareholders at the Ordinary Annual Shareholders' Meeting of Telefónica, S.A. ("**Telefónica**" or the "**Company**") held on May 12, 2016, resolved under item VIII.2 of the agenda, to compensate its shareholders by means of a scrip dividend or through a distribution of dividends in cash with a charge to unrestricted reserves, if prior to the implementation of such scrip dividend, the reception of the funds coming from the closing of the sale of Telefónica's operations in the United Kingdom (O2 UK) to Hutchison Whampoa Group has taken place.

In view of the decision made by the European Commission to prohibit the sale of Telefónica's operations in the United Kingdom (O2 UK) to Hutchison Whampoa Group, announced on May 11, 2016, the Executive Commission of Telefonica has concluded to implement the scrip dividend by means of a capital increase in Telefónica's share capital with a charge to the reserves contemplated in section 303.1 of the Companies Act (*Ley de Sociedades de Capital*) by a determinable amount according to the terms of the proposal approved by the Annual Shareholders' Meeting.

This informational document is issued for purposes of the provision of Section 26.1.e) of Royal Decree 1310/2005 of November 4, pursuant to which it shall not be necessary to prepare and publish a prospectus in connection with the issuance and admission to listing of the shares issued by way of implementation of a capital increase made by means of a scrip dividend *"provided a document is available that sets forth information regarding the number and the nature of the shares, and the reasons for and details of the offer"*.

The Telefónica's Registration Document verified by the Spanish Regulator ("Comisión Nacional del Mercado de Valores") on October 20, 2016 is available on the Company's website.

2. REASONS FOR THE CAPITAL INCREASE

The Company has been compensating its shareholders in recent years through the payment of cash dividends, repurchases of shares and, for the first time, in May 2012, by means of a scrip dividend.

The Company wishes to again offer its shareholders, the alternative of the scrip dividend, also named "Telefónica Flexible Dividend", a form of shareholder compensation that allows them to receive paid-up shares of the Company as an alternative, without in any way limiting their ability to receive all of their compensation in cash if they desire so.

To such end, under the above-mentioned capital increase by means of a scrip dividend, each shareholder will receive one free allotment right for each Telefónica share such shareholder holds. Such free allotment rights may be traded and may be transferred on the Continuous

Market in Spain during a period of fifteen calendar days, upon the expiration of which such rights will be automatically converted into newly issued shares.

Under this compensation system, each shareholder may choose from among the following options¹:

- (i) Not to transfer his free allotment rights and receive the new shares. In this case, new shares corresponding to the number of rights held by him at the end of the trading period will be allocated free of charge to the shareholder. The allocation of shares is not subject to withholding tax.
- (ii) To transfer all or part of the shareholder's free allotment rights to Telefónica under the irrevocable commitment to purchase free allotment rights assumed by the Company at a fixed price, which entails electing to receive the compensation in cash.

This option is granted only to shareholders who appear as such in the book-entry records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("IBERCLEAR") on November 16, 2016. For that purpose, the shareholders must have purchased their respective shares no later than 11:59 p.m., CET, on the day of publication of the notice of the capital increase in the Official Commercial Registry Gazette (which is expected to take place on November 14, 2016, in accordance with the schedule attached on section 3.3 below) and only in respect of such originally received free allotment rights. The cash option may therefore not be requested for the free allotment rights acquired on the market.

This option will have the same tax treatment as a dividend, and the amount to be received by the shareholders will therefore be subject to withholding.

- (iii) To transfer all or part of their free allotment rights on the market. Since the rights may be traded in Spain, shareholders may decide to sell them on the market during the trading period specified in section 3.4 below at their listing price at the time and not at the guaranteed price offered by Telefónica. The amount from the sale of the rights on the market is not subject to withholding.

Shareholders may also combine the foregoing options according to their needs or preferences.

Shareholders who do not give notice of their decision will receive the number of new shares to which they are entitled.

¹The options available to holders of Telefónica shares which are admitted to trading outside Spain (including those traded in the form of ADSs) may have certain differences with respect to those described herein due to the characteristics of each market and to the terms and conditions applicable to the programs in which such holders participate.

3. DETAILS OF THE OFFER

Given the decision made by the European Commission to prohibit the sale of Telefonica's operations in the United Kingdom (O2 UK) to Hutchison Whampoa Group, announced on May 11, 2016, the Executive Commission of the Board of Directors, at its meeting on November 11, 2016, resolved to carry out the capital increase by means of a scrip dividend on the terms approved by the shareholders at the Annual Shareholders' Meeting held on May 12, 2016, under item VIII.2 of the agenda for such meeting.

3.1 Number of New Shares to be Issued and Free Allotment Rights

- (i) According to the formulas approved by the shareholders at the Annual Shareholders' Meeting, considering that the number of Telefónica shares that are outstanding (NTAcc) on November 11, 2016, the date on which the Executive Commission of the Board of Directors resolved to carry out the capital increase, is 4,900,571,209 shares, that the Reference Amount is 1,785,842,424.10 Euros and that the reference listing price (PreCot) is 8.848 Euros, the maximum number of new shares to be issued under the capital increase by means of a scrip dividend, and according to the formulas approved, is 196,022,848.

Notwithstanding the foregoing, the number of shares actually issued may be lower, since it will depend on the number of rights purchased by Telefónica under its Purchase Undertaking. The Company will waive the free allotment rights acquired under such commitment, so that only the shares corresponding to the free allotment rights not acquired by Telefónica under such commitment will be issued.

- (ii) The free allotment rights will be allotted to the shareholders of Telefónica who appear as such in the book-entry records of IBERCLEAR on November 16, 2016, at the rate of a free allotment right for each share. For that purpose, the shareholders must have purchased their respective shares no later than 11:59 p.m., CET, on the day of publication of the notice of the capital increase in the Official Commercial Registry Gazette (which is expected to take place on November 14, 2016). According to the formulas approved by the shareholders at the Annual Shareholders' Meeting, 25 free allotment rights will be required to receive one new share.

In order to ensure that the number of free allotment rights required to receive one new share and the number of shares to be issued are whole numbers, Telefónica has waived 9 free allotments rights corresponding to 9 shares of its own stock held as treasury shares.

3.2 Final Price of the Undertaking to Purchase Free Allotment rights

The gross final price of Telefónica's Undertaking to purchase free allotment rights according to the formula approved by the shareholders at the Annual Shareholders' Meeting is 0.340 Euros per right.

As a result, shareholders who wish to receive their compensation in cash may sell their free allotment rights to Telefónica at a fixed gross price of 0.340 Euros per right.

Telefónica's Undertaking to purchase free allotment rights at the specified price is directed exclusively to Telefónica shareholders who are registered with such title in the book-entry records of IBERCLEAR on November 16, 2016. For that purpose, shareholders must have purchased their respective shares no later than 11:59 p.m., CET, on the day of publication of the notice of the capital increase in the Official Commercial Registry Gazette (which is expected to take place on November 14, 2016, according to the schedule set in section 3.3 below) and only in respect of originally received free allotment rights, as it is not possible to exercise the Undertaking to purchase with regards to the free allotment rights acquired on the market. Such commitment will be in effect from the first day of the rights trading period, which is expected to be on November 15, 2016, and until November 23, 2016, both inclusive².

3.3 Calendar

The expected calendar for the implementation of the capital increase by means of a scrip dividend is as follows:

- (i) November 14, 2016. Publication date of the notice of the capital increase in the Official Commercial Registry Gazette. Deadline for the purchase of Telefónica's shares entitled to participate in the increase of the capital (last trading date).³
- (ii) November 15, 2016. Starting of the free allotment rights trading period. Telefonica's share lists ex-date.
- (iii) November 16, 2016. Record date for the allocation of free allotment shares.⁴
- (iv) November 23, 2016. End of the period to request cash compensation (shares sell to Telefónica).
- (v) November 29, 2016. End of the free allotment rights trading period.

² There are peculiarities in this respect affecting the holders of Telefónica shares through ADSs. Further information is provided in section 4.

³ Day subject to change within Telefónica's shares or ADRs accepted for trading on markets outside Spain.

⁴ According to the amendment on clearing, settlement and record of securities, on the day mentioned Telefonica's purchase orders conducted on November 14, 2016, will be settle entailing the discharge of the respective free allotment rights in Iberclear, the following day.

- (vi) December 1, 2016. Cash payment to shareholders who have requested cash compensation (sale of rights to Telefónica). Waiver by Telefónica of the rights acquired. Closing of the increase in share capital by means of a scrip dividend.
- (vii) December 2 - 13, 2016. Proceedings for registration of the share capital increase by means of a scrip dividend and admission to listing of the new shares on the Automated Quotation System (*Sistema de Interconexión Bursátil Español*).
- (viii) December 14, 2016. Estimated starting date of ordinary trading of the new shares on the Spanish Stock Exchanges.⁵

3.4 Allocation of Rights and Procedure to Elect to Receive Cash or New Shares

The free allotment rights will be allotted to the shareholders of Telefónica who appear as such in the book-entry records of IBERCLEAR on November 16, 2016. For that purpose, the shareholders would have acquired their respective shares no later than 11:59 p.m., CET, on the day of publication of the notice of the capital increase in the Official Commercial Registry Gazette (which is expected to take place on November 14, 2016). The rights trading period will begin the next trading day and will last for fifteen calendar days (from November 15 through November 29, 2016, both inclusive).

During the rights trading period, shareholders may elect to receive cash or new shares on the terms described above, as well as acquire a sufficient number of free allotments rights on the market in the proportion required to subscribe for new shares.

However, shareholders registered as such who wish to accept Telefónica's Undertaking to purchase rights and receive cash at the fixed guaranteed price must give notice of such decision no later than November 23, 2016.

The Purchase Undertaking applies only to the rights received by the shareholders free of charge and not to the rights purchased on the market. In order to decide among the various options, shareholders must contact the depositaries of their shares and of the free allotment rights attaching thereto.

In the absence of express notice, shareholders will receive new shares.

⁵ The admission to trading on the different foreign Stock Exchanges where Telefónica is listed will also be requested.

3.5 Fees and Expenses

The capital increase is carried out free of expenses and fees for the subscribers as regards the allocation of the new shares issued, and Telefónica bears the costs of issuance, subscription, flotation, admission to listing and other associated expenses.

The depositaries of the shares may pass on to the shareholders fees or expenses arising from the allocation of shares or the sale of free allotment rights, pursuant to applicable law and securities contracts signed with their clients.

The shareholders of the Company must bear in mind that the entities members of IBERCLEAR with which they keep their shares on deposit may, pursuant to applicable law and securities contracts signed with their clients, establish such pass-through management fees and expenses as they may freely determine as a consequence of maintaining the securities in their book-entry records. Moreover, such member entities may, pursuant to applicable law, establish such pass-through fees and expenses as they may freely determine for the processing of orders to purchase and sell free allotment and/ or custody rights.

3.6 Par Value, Issue Price, Representation and Rights Attaching to the Shares

The new shares issued in the capital increase by means of a scrip dividend will be ordinary shares having a par value of one euro each, of the same class and series as those that are currently outstanding.

The new shares⁶ will be issued at an issue price of one euro, i.e., without a share premium, and will be represented by book entries, the book-entry registration of which will be entrusted to IBERCLEAR and its member entities.

The new shares will grant the holders thereof the same financial, voting and like rights as the ordinary shares of Telefónica currently outstanding, as from the date on which the capital increase is declared to be totally subscribed and paid up.

3.7 Reserve with a Charge to which the New Shares will be Issued

The increase in share capital is made by means of a scrip dividend and, accordingly, does not entail any payment to be made by the shareholders. The capital increase will be made in full through a charge to the discretionary reserves, which are part of the reserves contemplated in Section 303.1 of the Companies Act, the amount of which, as of December 31, 2015, came to 16,359 million Euros. The balance sheet used as a basis for the transaction is the one for the fiscal year ended on December 31, 2015, audited by the auditor of Telefónica and approved by the shareholders at the Annual Shareholders' Meeting of May 12, 2016.

⁶ There are peculiarities in this regard affecting the holders of Telefónica shares that have been admitted to listing outside of Spain (including those listed as ADSs). Further information is provided in section 4.

3.8 Shares on Deposit

After the free allotment rights trading period has ended, the new shares unable to be allotted for reasons not attributable to Telefónica will be held on deposit and will be available to those who evidence lawful ownership of the related free allotment rights. Three years after the date of the end of the free allotment rights trading period, any share still pending allotment may be sold pursuant to Article 117 of the Corporate Enterprises Law, for the account and at the risk of the interested parties. The net proceeds from the previously mentioned sale will be deposited with the Bank of Spain (Banco de España) or with the Government Depository (Caja General de Depósitos) and will be available to the interested parties.

3.9 Admission to Listing

Telefónica will apply for admission of the New Shares to trading on the Madrid, Barcelona, Bilbao and Valencia Stock Markets, through the Automated Quotation System (Continuous Market), and to take such steps and actions as may be necessary and file the required documents with the authorities of the foreign Securities Markets on which Telefónica shares are traded (currently, London and Buenos Aires and, through ADSs (American Depositary Shares), in New York and Lima) in order for the New Shares issued under the capital increase to be admitted for trading.

Subject to the required authorizations being obtained, ordinary trading of the new shares on the Spanish Stock Exchanges is expected to begin from December 14, 2016.

3.10 Tax Regime

The tax regime applicable to shareholders in Spain, according to the tax regulations currently in force in the common territory and to the Dirección General de Tributos' (Spanish tax authority) binding interpretation given by in response to several queries, will be, in general, the following (without prejudice to the specific and particular regimes applicable to certain shareholders; such as non-resident persons or subject to taxation in certain regional territories within Spain):

The award of shares under the Capital Increase will be treated for tax purposes as an award of fully paid-in free-of-charge shares and, therefore, will not be treated as income for the purposes of Personal Income Tax (*Impuesto sobre la Renta de las Personas Físicas*) ("**IRPF**"), Corporate Income Tax (*Impuesto sobre Sociedades*) ("**IS**"), or Non-Resident Income Tax (*Impuesto sobre la Renta de no Residentes*) ("**IRNR**"), whether or not non-residents act through a permanent establishment in Spain. In the same vein, the allocation of new shares is not subject to withholding or payment on account.

The acquisition cost, both of the new shares received as a consequence of the Capital Increase and of the shares, from which they arise, will result of dividing the total cost by the

applicable number of shares, both old and new. The acquisition date of the new free-of-charge shares will be that of the shares from which they arise.

If the shareholders sell their free allotment rights on the market, the amount obtained will be taxed as follows:

- For the purposes of IRPF and IRNR without a permanent establishment, the amount obtained on the sale of the free allotment rights on the market is subject to the same rules as those applying to preemptive rights. Consequently, the amount obtained on the transfer of the free allotment rights reduces the acquisition cost, for tax purposes, of the giving rise to such rights, pursuant to Article 37.1.a) of Law 35/2006, of November 28, on Personal Income Tax, as currently drafted in accordance with transitional regime applicable to this type of transactions established in Final Provision number Six of Law 26/2014, of November 27, amending Law 35/2006, of November 28, on Personal Income Tax (in force until December 31, 2016).
- In this way, if the amount obtained on the above mentioned sale is above the acquisition value of the shares where they belong, the difference will be considered as net profits for the seller in the tax period in which such transfer takes place, this remains without prejudice of the potential application to the taxable persons of IRNR without a permanent establishment of the double taxation conventions ratified by Spain and to which they might be entitled.
- For the purposes of IS and IRNR with a permanent establishment in Spain, and provided that a full business cycle has been completed, the tax will be in line with the applicable accounting rules.

In the event that the holders of free allotment rights accept the Purchase Undertaking made by Telefónica, the tax regime applicable to the amount obtained on the transfer to Telefónica or to a subsidiary thereof of the free allotment rights they hold as shareholders will be that applicable to dividends distributed directly in cash and, accordingly, will be subject to the related withholding tax.

4. FOREIGN JURISDICTIONS IN WHICH TELEFÓNICA'S SHARES ARE LISTED

The options, terms and procedures described in this informational document may have peculiarities with respect to the holders of Telefónica shares on the various stock exchanges on which Telefónica's shares are listed. Such shareholders must check the public communications made in the respective jurisdictions.

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Telefónica, S.A.

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