Sixth Investor Conference

Telefónica Latinoamérica: A winning mindset

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London, October 11th 2007



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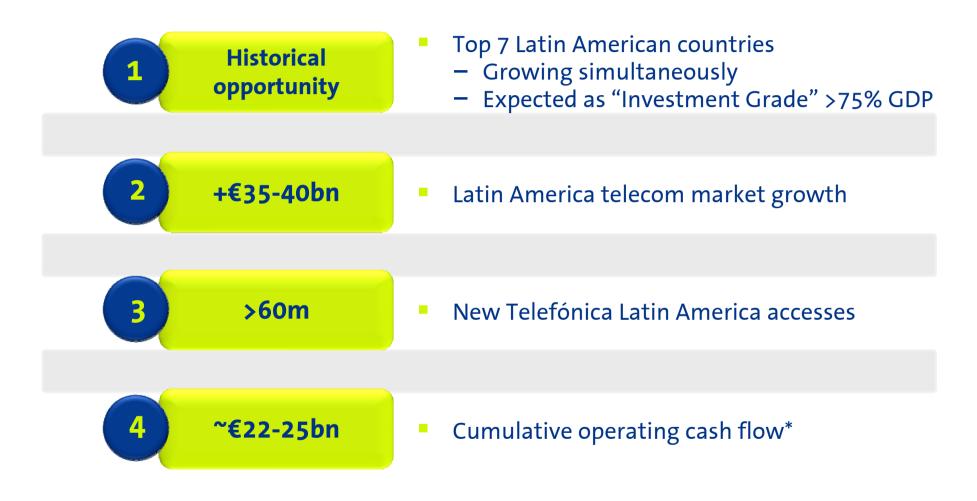
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Four key 2006-2010 figures

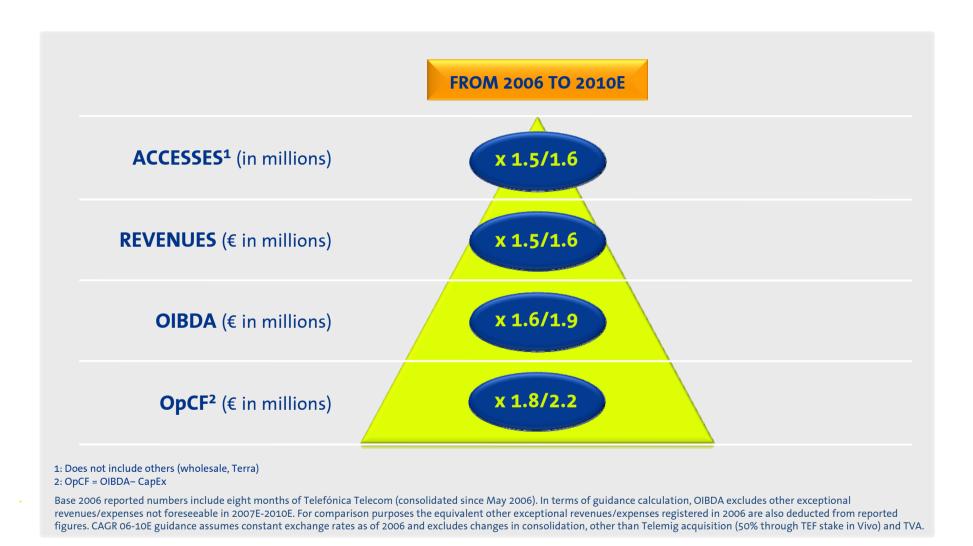


^{*} OpCF = OIBDA - CapEx



Our aspiration: continued delivery of profitable growth

Telefónica LatinoAmerica consolidated



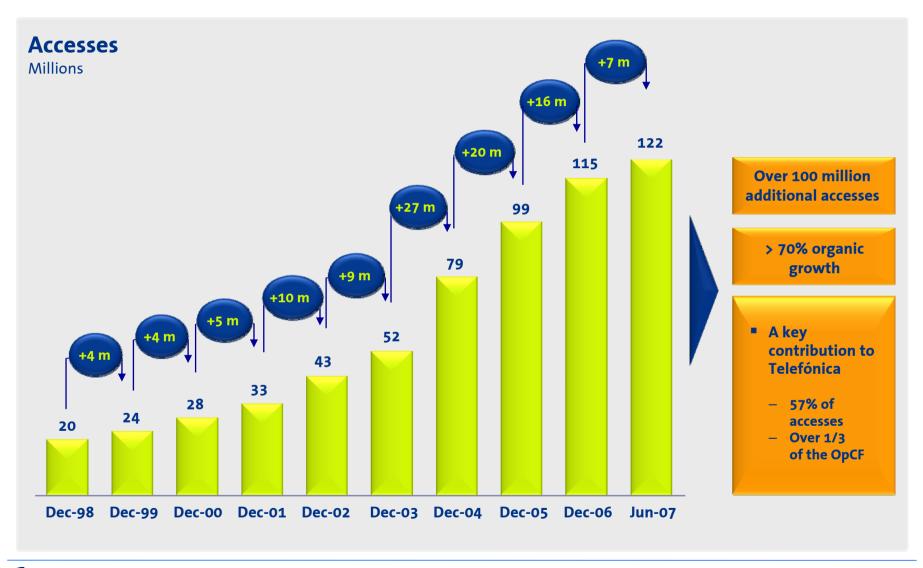
6 investor



T-Latam: Growth on Growth

- What we have accomplished: continuous growth and leadership
- 2 Latin America: much more than you imagine
- 3 The new T-Latam: uniquely positioned for further growth
- 4 Walking the talk
- **5** Our commitments

1 Sustained growth since 1998





1 Stronger operational platform

Commercial

- Single mobile brand
- Integration of Fixed-Mobile account management for Corporates
- Homogeneous P&S development process
- Improvement of capillarity and quality of point of sales
- Migration to GSM proceeding well

T-Latam incorporate aprox. 120,000 mobile gross adds per day in 2007

T-Latam commercial network has more than 650,000 points of sale

Network operations and IT

- Completed deployment of GSM network
- DSL coverage over 93%
- Centralization of fixed network supervision
- Homogenization of commercial and network IT systems
- Consolidation of IT infrastructures (Datacenters)

T-Latam installs aprox. 6,000 BB accesses per day in 2007

International Traffic increased: 2006 vs. 2002 X 15



A leader and shaper: the only integrated regional player in the region



* share of revenues

Only telco with

integrated and

management

Organization

by customer

segment /

country

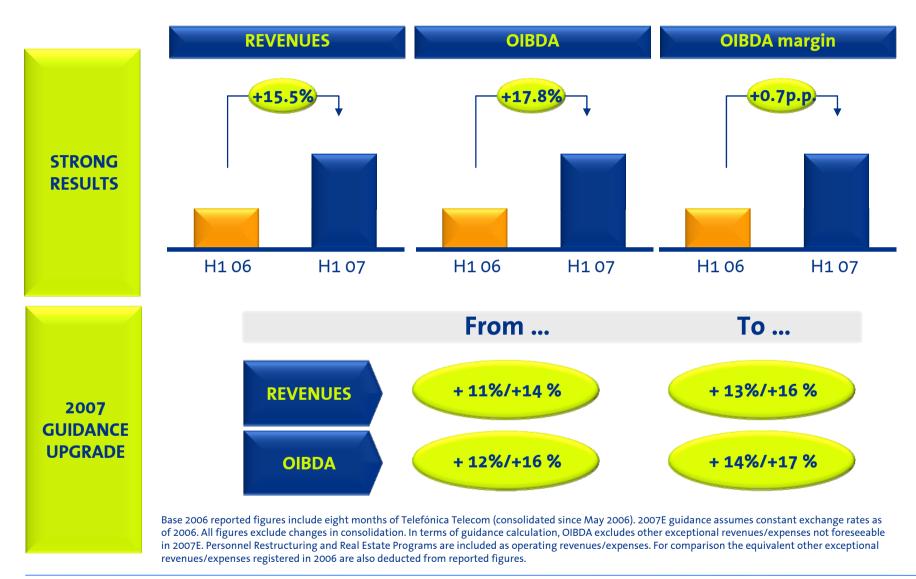
truly

New

regional



1 The benefits of our model are already visible





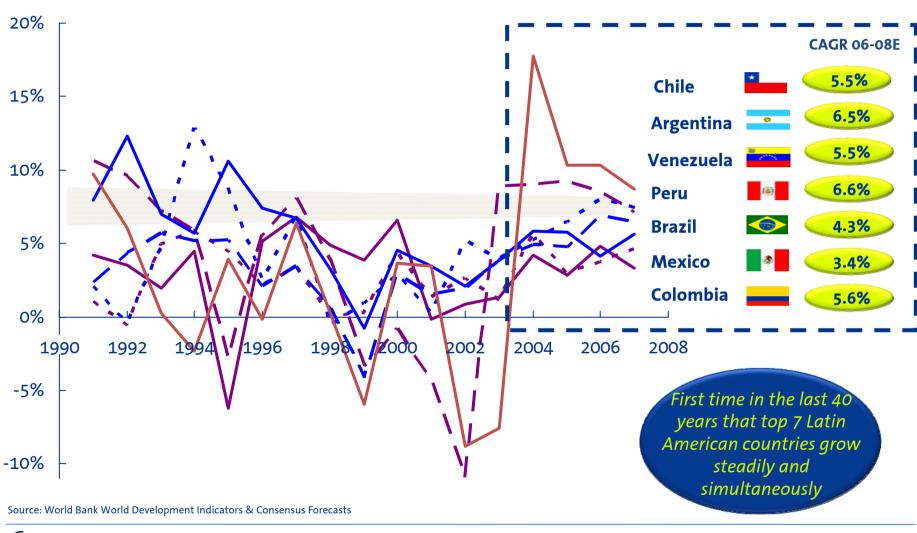


The New T-Latam: Growth on Growth

- 1 What we have accomplished: continuous growth and leadership
- 2 Latin America: much more than you imagine
- 3 The new T-Latam: uniquely positioned for further growth
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- Our commitments

2 Unique macroeconomic momentum GDP Growth Rates, constant currency



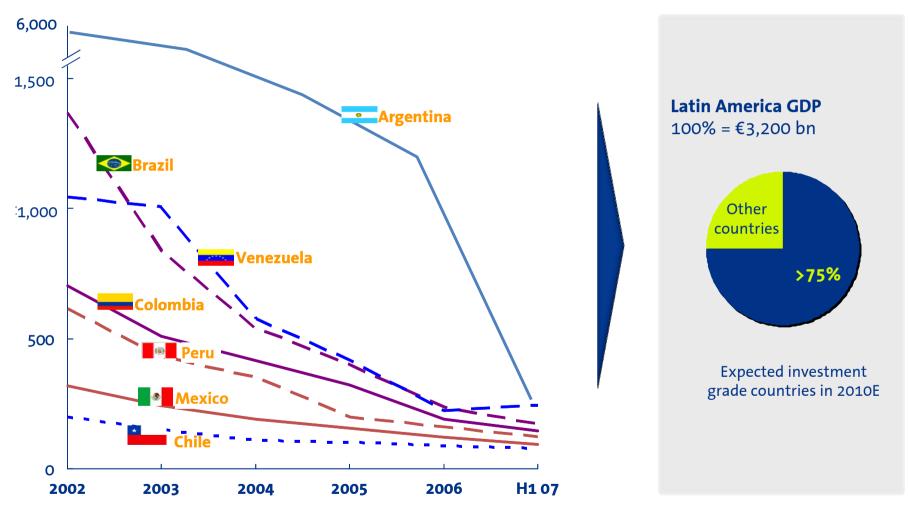




2 Unique financial markets outlook

Country risk evolution (Emerging market bond index)



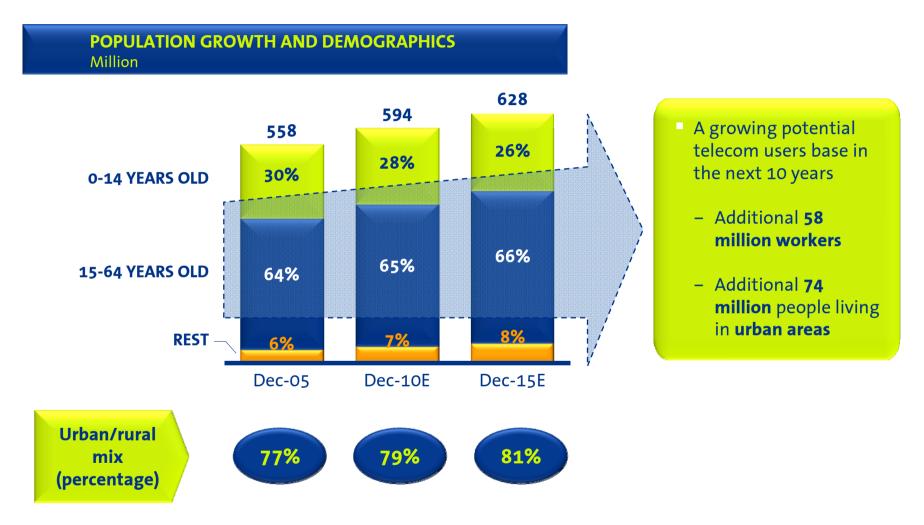








2 Additionally, the telecom sector will benefit from improving demographics ...

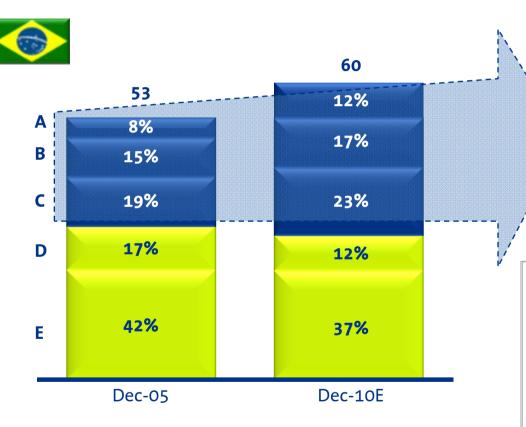


Source: United Nations World population prospects - Latin America and the Caribbean



2... and from better socioeconomic indicators

DISTRIBUTION OF BRAZILIAN HOUSEHOLDS BY SOCIOECONOMIC CLASSHouseholds in millions



TOTAL LATIN

TOTAL LATIN AMERICA

- Higher purchasing power due to growth of middle classes in Latin America
 - 15 million additional middle class households during 2006-2010E
 - ABC households will surpass
 DE households by 2010E

Latin America's middle class

Adiós to poverty, hola to consumption

Aug 16th 2007 | SÃO BERNARDO DO CAMPO

From The Economist print edition

Faster growth, low inflation, expanding credit and liberal trade are helping to create a new middle class



The Economist

Source: Banco de Santander; Report: "A emergência da classe média no Brasil"; The Economist





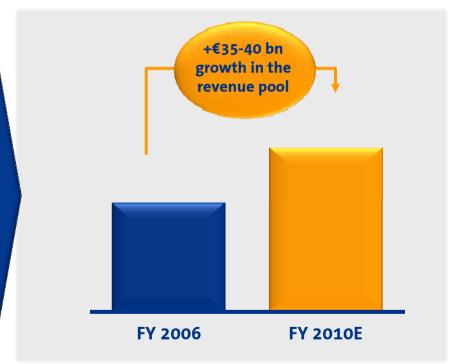
2 As a result, Latin America will turn into the fastest growing telecom region in the world



TELECOM MARKET GROWTH EXPECTATIONSCAGR 06-10E

LATIN AMERICA TELECOM MARKET € in billion





Source: IDC

Source: Telefónica



^{*} Excluding Japan, Korea, Hong Kong, Singapore and Taiwan

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3 Clear action plan for the upcoming 4 years

Capture growth



- Strong mobile growth
- Capture BB and bundling opportunities to reinforce access base
- Segmented approach

Leverage integrated delivery and regional scale



- Network evolution through a segmented investment approach
- Regionalization of Technology, Operations and Systems

Ensure business **Sustainability**



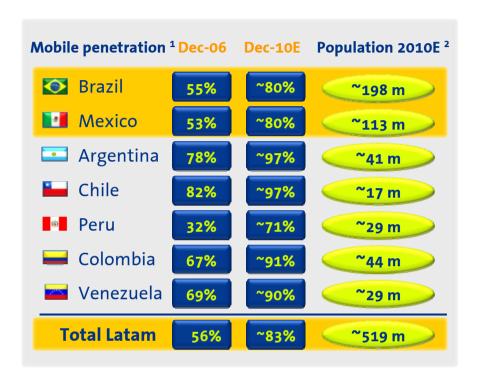
- Customer satisfaction increase
- Partnership with Latin America
- Talent management

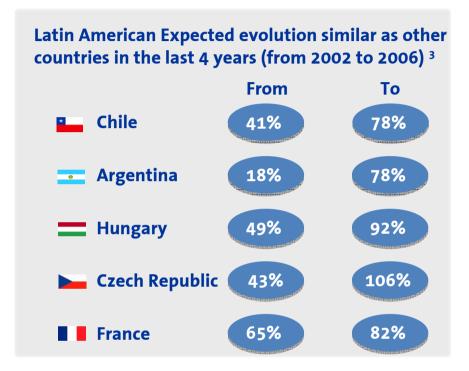


3 Mobile: over 50 million additional Telefónica mobile customers



Growth







Source;

- 1 Telefonica estimates
- 2 United Nations World population prospects Latin America and the Caribbean
- 3 Euromonitor and Global Insight

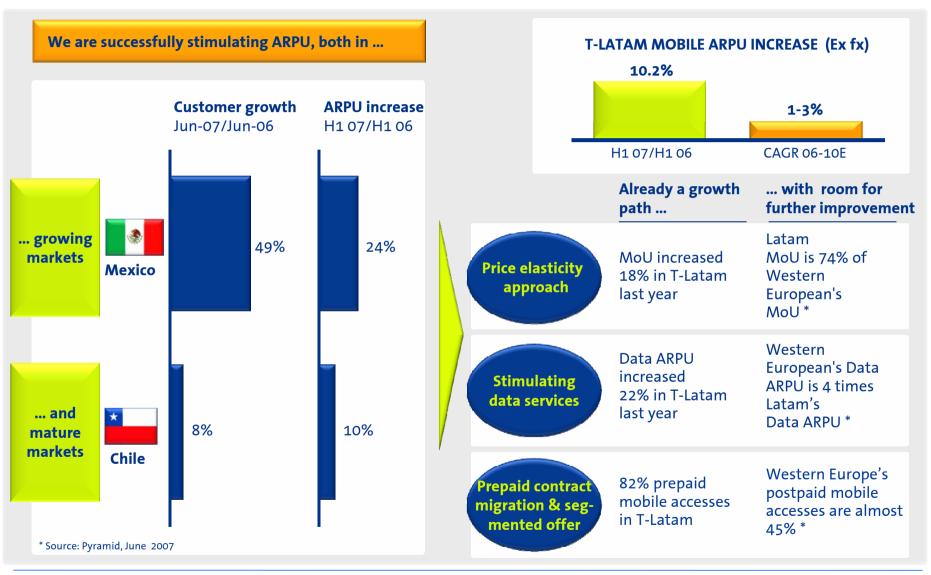
* Including Telemig acquisition





Mobile: drive ARPU based on stimulation of consumption



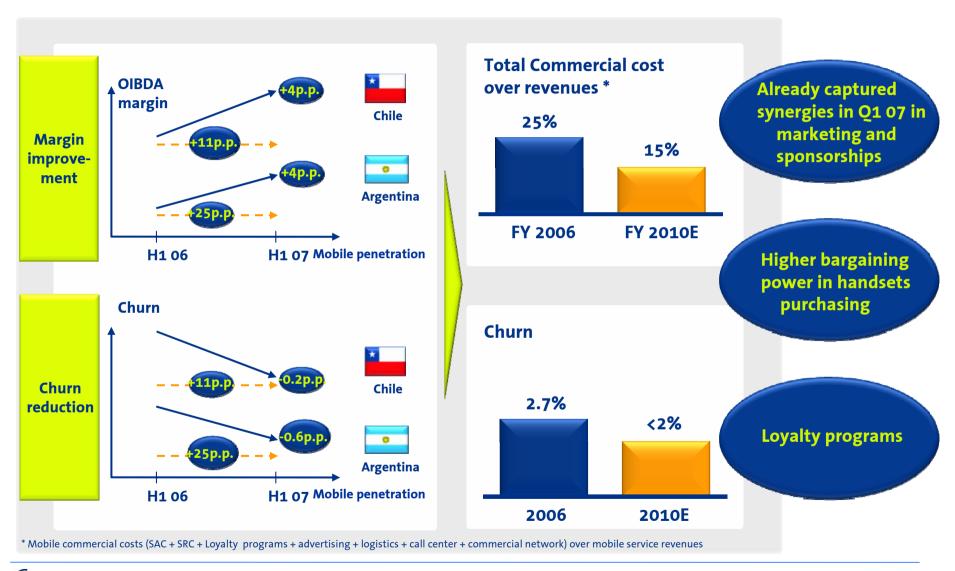






3 Mobile: growing, maintaining commercial expenditure and leveraging higher scale





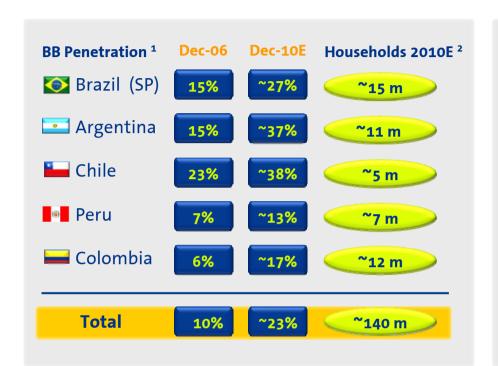


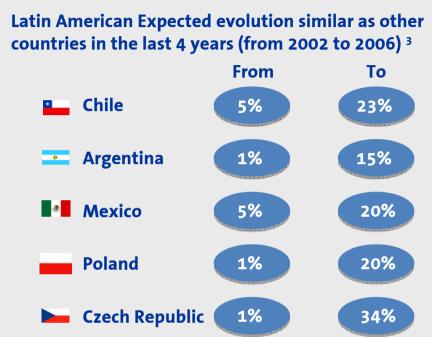


3 Fixed: over 4 million additional Telefónica BB clients



Growth







+ 18/19 million additional BB accesses Telefónica Latin America aspiration

+ 4/5 million additional BB accesses

Source;

- 1 Telefonica estimates
- 2 United Nations World population prospects Latin America and the Caribbean
- 3 Euromonitor and Global Insight





3 Fixed residential: accelerating the transformation of the fixed business based on a segmented value proposition









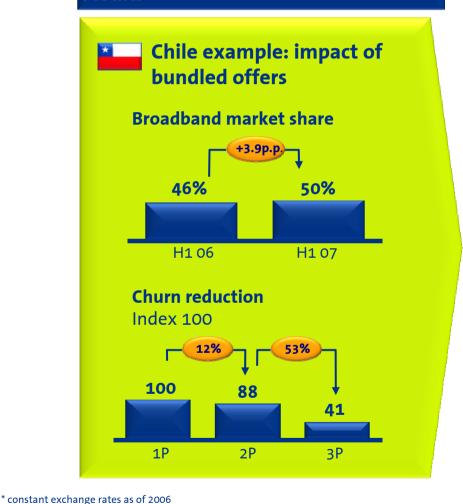
3 Fixed residential: broad adoption of bundled offers





Growth

Bundle strategy is delivering strong results



Objectives going forward

- 85-90% will have bundled services in 2010
- 40-45% of 2010 customers will have "dúos" or "tríos"
- More than 2.0 million additional TV customers
- Fixed access lines erosion will be contained
- Terra will continue to grow at above 6%* (capture 25% of on-line ad share)
 - 33 million unique visitors per month
 - Terra TV
 - Communities









3 Fixed SMEs: broadband and workstations bundles





Growth

Integrated Solutions for SME's

Voice, DSL and **Data Access**





LAN

Other services (e.g. payments)





- Full service integration: fixed, mobile, broadband, PC
- Complete set of traffic bundles (F, M, LD, FM..)
- Equipment plus maintenance
- Regional replication of successful products: Speedy Duo, Speedy business portfolio
- New business opportunities:
 - 'Puesto Trabajo Informatico' (workstation)
 - 'Kit Automación Comercial'
 - Traditional and advanced voice bundling

More than 1 million additional SMEs in the region*

> >300,000 workstation accesses¹

>70% SMEs BB market share1

76% of T-Latam's revenues from new business opportunities1





^{*} Source: Pyramid

3 Fixed Corporates: a winning global offer with integrated solutions

Examples



INTEGRATED
AND REGIONALLY
REPLICATED SOLUTIONS





COMPLETE OFFER
OF COMMUNICATION
AND ITC SERVICES





GLOBAL PRESENCE



Global account manager, design

SPECIALIZED PROFESSIONAL TEAM

- engineers, service managersRegional P&S portfolio
- International/regional network, centrally managed

Data T-Latam Revenues CAGR 06-10E +7% *

IT T-Latam Revenues CAGR 06-10E +23% *

Leveraging TIWS capabilities and assets

* constant exchange rates as of 2006





3 Segmented network transformation will support growth



Scale

Fixed access

- Traditional services: Increase coverage and reduce CapEx through low cost solutions: "Fixed" services through wireless access
- **BB services:** Upgrade of DSL bandwidth and selective fiber deployment
- **TV services:** Pragmatic and flexible combination of IPTV, DTH and cable

Mobile access

- **Traditional services:** Increase coverage through low cost solutions ("Blue shadow")
- **3G:** Network deployment focused on urban areas

High capacity international backbone

- TIWS:
 - More than 45,000 Km of optical fiber
 - Tier1 IP Backbone

Total 2007-2010E **CAPEX:** €14 bn- €16 bn

€240-€260 per additional access *





^{*} Total CapEx / Total Net Adds (Mobile + Traditional + BB + TV)

3 Leveraging integrated delivery and regional scale



Scale

WHAT WE HAVE ALREADY ACHIEVED

- Single fixed network operating regional center in Sao Paulo
- Single commercial system (ATIS)
- Completed GSM network deployment
- 20% reduction in data centers costs
- Regional competence centers for new P&S
- Homogeneous P&S development process (e.g. launching TV offer in Chile, Colombia, Brazil in less than 6 months)

OUR NEXT OBJECTIVES

- Incorporate mobile networks into regional center
- Integration of fixed and mobile networks
- Reduce the number of data centers (from 44 to 2/3)
- Single provisioning and dispatching system
- Single pre-paid platform

Over €420 million of OpCF synergies in H1 07

Captured synergies in:

- Sales channels integration
- Branding and commercial campaigns regionalization
- Shared service platforms
- **Regional Handsets and SIMs** purchases

CAGR 06-10E Non Commercial OpEx /Accesses evolution*

• Non Commercial OpEx: Technology + Operations +

Accesses: Traditional + Broadband + TV + Mobile

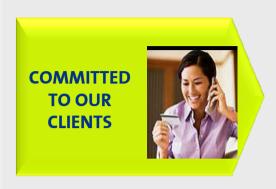






3 Beyond performance: building a healthy company

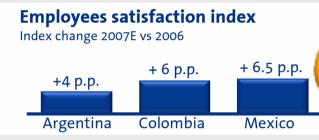








33% of T-Latam top executives have international working experience



BEST PLACE TO WORK IN THE LATIN **AMERICAN TELECOM INDUSTRY**



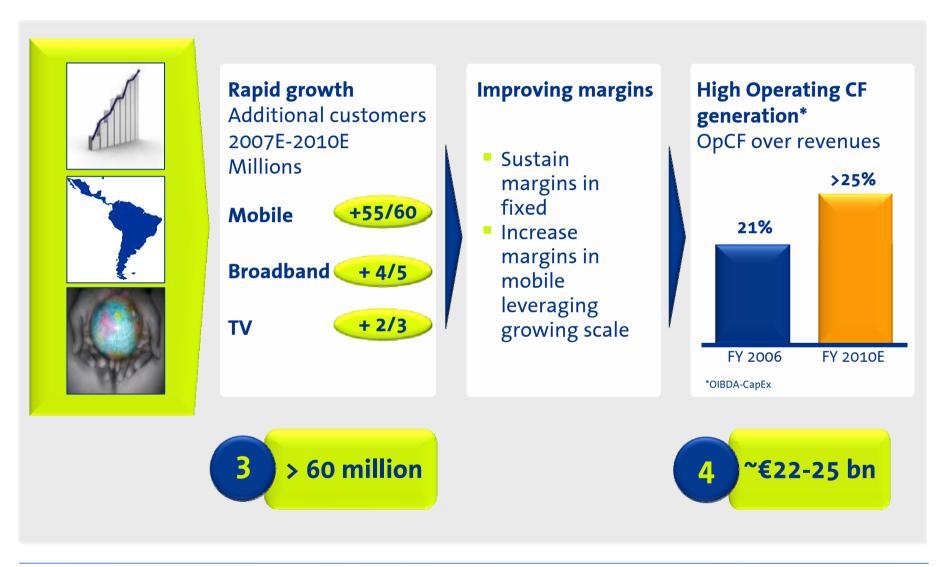
- More than 80% of our suppliers are local
- The social initiatives in the region have contributed to the inclusion of Telefonica in the **Dow Jones Sustainability Index**
- Our social program is increasingly relevant (e.g. Proniño will count with 50,000 children at the end of 2007E)







3 As a result, sound growth and cash generation platform





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Brazil - Mobile: reinforcing leadership (1/2)



Current situation

Current situation: Mobile

Revenues 2006: €2.0 bn

OIBDA 2006: €0.4 bn

OIBDA Margin 2006: 21.9%

Customer base 2006 and market share:

- Mobile: 29.1 million (29%)

Future opportunities

■ GDP growth CAGR 06-10E: 4.2%

2006 → 2010E Mobile 55% ~80% penetration

 Source: Anatel, July 2007 **GDP: Consensus Forecast**

Strong fundamentals

- Best brand perception
- #1 in network quality in Sao Paulo *
- Largest commercial network
- **GSM** migration proceeding very well (>20% accesses already migrated)
- Improved competitive position after acquisition of Telemig and 6 GSM licenses in the Northeast of Brazil (roaming, coverage)

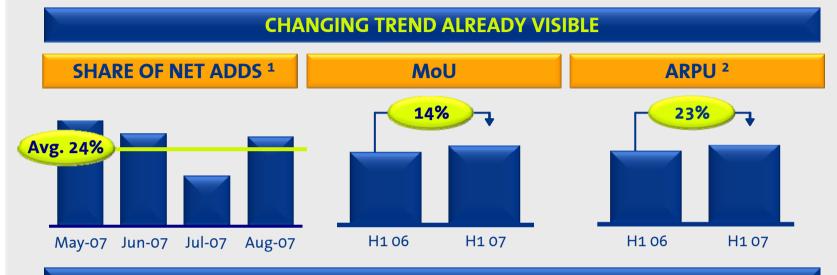






Brazil - Mobile: reinforcing leadership (2/2)





OBJECTIVES AND KEY STRATEGIC ACTIONS

Maintain current market leadership position

- 1 Before Telemig Operation
- 2 ARPU increase H1 07 considering no changes in B&K: 7.5%

- Increase coverage and network quality (e.g. Minas Gerais and North East)
- Launch 3G in the main cities
- Reinforce competitive position in the SMEs segment
- Increase customer satisfaction
- Drive consumption through price elasticity
- Increase market share by the integration of Telemig and the construction of a GSM network in the North East







4 Brazil - Fixed: develop a bundling strategy (1/2)



Current situation

Current situation: Fixed

- Revenues 2006: €5.6bn
- OIBDA 2006: €2.6bn
- OIBDA Margin 2006: 47.3 %
- Customer base 2006 and market share:
 - Fixed: 12.1 million (95.3%)
 - BB: 1.6 million (70%*)

Future opportunities

- GDP growth CAGR 06-10E: 4.2%
- 2006 -→ 2010E BB 15% penetration
- · Sao Paulo
- GDP: Consensus Forecast

Strong fundamentals

- Broadband market leadership: Market share ~70% *
- Compelling 2P/3P offer
 - Content agreement with GLOBO and TVA
 - Selective deployment of Fiber Optic to serve premium customers

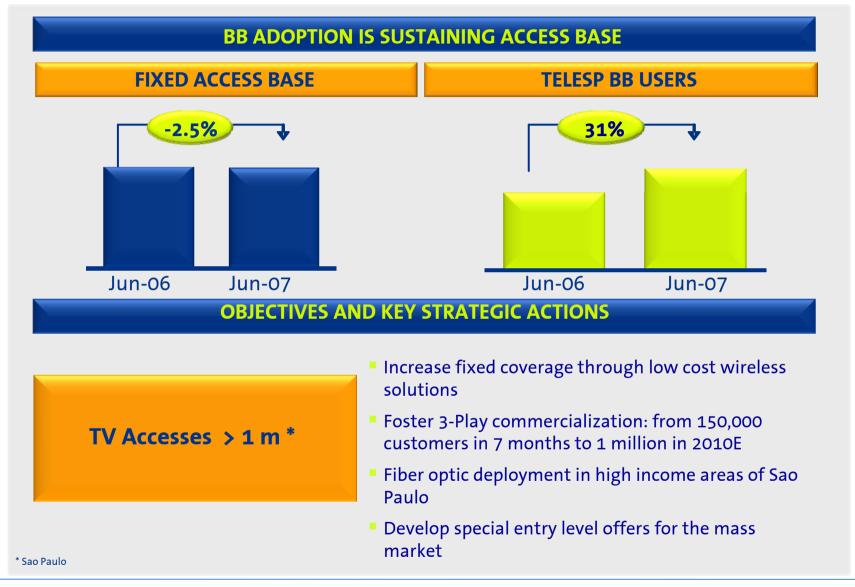






4 Brazil - Fixed: develop a bundling strategy (2/2)









4 Mexico: gaining share in a high growth market (1/2)



Current situation

Current situation

- Revenues 2006: €1.0bn
- OIBDA 2006: €-0.0bn
- OIBDA Margin 2006: -1.1%
- Customer base and market share 2006:
 - Mobile: 8.6 million (15%)

Future opportunities

■ GDP growth CAGR 06-10E: 3.7%

2006 → 2010E

Mobile penetration

53%



GDP: Consensus Forecast

Strong fundamentals

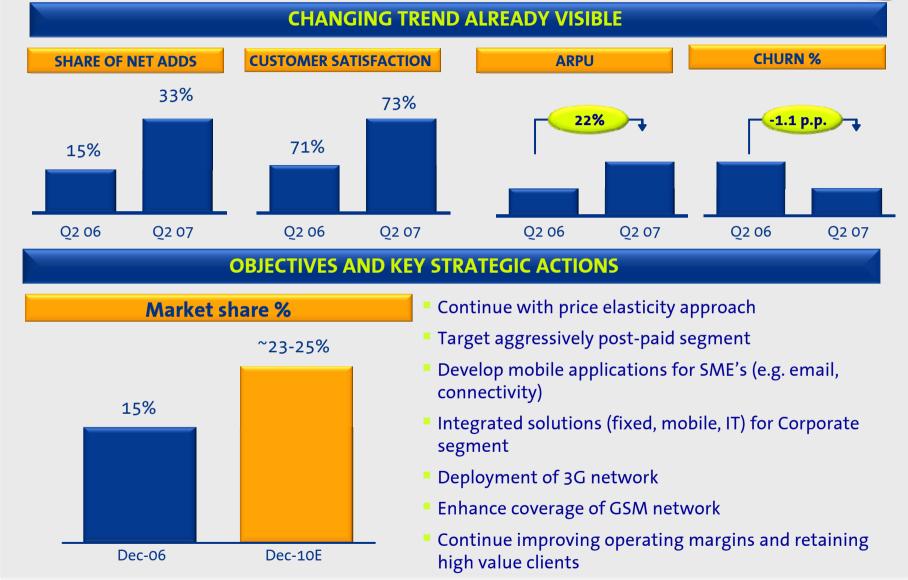
- GSM network quality improvement
- Shared technological infrastructures with Central America
- Increased quality of dealers and number of POS
- Successful stimulation of price elasticity
- Improved customer satisfaction ("Alfombra Roja" campaign)





Mexico: A strong momentum (2/2)







4 Central America



Current situation

Current situation

- Revenues 2006: €0.6bn
- OIBDA 2006: €0.2bn
- OIBDA Margin 2006: 36.8%
- Customer base 2006 and market share:
 - Mobile: 3.8 million (30.0%)

Future opportunities

2006 → 2010E

Mobile penetration 44%

44% ~75%

■ GDP growth CAGR 06-10E: 5.1%

GDP: Consensus Forecast

Key strategic actions

- Create a distinctive and segmented offer through exclusive handsets and new VAS
- Drive data service use (eg. SMS, mobile email)
- Develop a convergent offer on a mobile infrastructure (Home-zone, office-zone)
- Be the leading provider of integrated telecommunication services for SME's and Large Corporates

Mexico & Central America 2010E

Accesses: ~ 30 m





4 Argentina: maximize mobile growth and strengthen BB leadership



Current situation

Current situation

- Revenues 2006: €2.2bn
- OIBDA 2006: €0.8bn
- OIBDA Margin 2006: 35.1%
- Customer base and market share :
 - Fixed: 4.6 million (49%)
 - BB: 0.5 million (33%)
 - Mobile: 11.2 million (36%)

Future opportunities

2006 → 2010E

- Mobile 78 % ~97 % penetration
- BB 15 % ~37 % penetration
- GDP growth CAGR 06-10E: 5.4%

GDP: Consensus Forecast

Key strategic actions

- Maintain market leadership
- Reinforce position in the north
- Migration to post paid
- Launch loyalty programs
- Foster adoption of attractive on-net tariffs
- Drive data service usage (e.g. SMS, mobile email)
- Launch of 3G in main cities
- Improve margins
- Achieve F-M synergies
- Increase ADSL coverage
- Voice up selling (flat tariffs)
- Launch 2P offers to increase customer loyalty

500,000 customers joined the flat fee voice offer this year





Fixed

Mobile

4 Chile: winning offer with our bundled strategy



Current situation

Current situation

- Revenues 2006: €1.7bn
- OIBDA 2006: €0.7bn
- OIBDA Margin 2006: 41.7%
- Customer base 2006 and market share:
 - Fixed: 2.2 million (66%)
 - BB: 0.5 million (49%)
 - Mobile: 5.7 million (44%)

Future opportunities

2006 → 2010E

- Mobile 82 % ~97 % penetration
- BB 23 % ~38 % penetration
- GDP growth CAGR 06-10E: 5.1%

GDP: Consensus Forecast

Key strategic actions

Improve margins

Continue with post-paid migrations

Drive data service usage (e.g. SMS)

Launch of 3G with focus on premium clients

Ensure leadership

Target medium
 ADSL market with
 plug&play and entry level bandwidth
 solutions

 Foster adoption of bundled offers More than 600,000 customers
with 2P/3P

More than 200,000 PayTV customers in 8 months (15% market share)





Fixed

Mobile

4 Colombia: Regain mobile market share and accelerate broadband



Current situation

Current situation

- Revenues 2006: €1.2bn
- OIBDA 2006: €0.3bn
- OIBDA Margin 2006: 27.7%
- Customer base 2006 and market share:
 - Fixed: 2.4 million (30%)
 - BB: 0.07 million (0%)
 - Mobile: 7.8 million (28%)

Future opportunities

2006 → 2010E

- Mobile 67% ~91 %penetration
- BB 6% ~17% penetration
- GDP growth CAGR 06-10E: 5.0%

GDP: Consensus Forecast

Key strategic actions

Foster adoption of attractive on-net tariffs

 Drive data service use (eg. SMS, mobile email)

- Drive migration to GSM
- Focus in high value clients
- Enhance commercial network
- Improve customer retention
- Achieve synergies with Telecom (commercial network, corporates)
- Foster corporate market
- Reach over 90% BB coverage in Bogota
- Market leader in net adds for Colombia broadband

US\$100 m lingering in the pipeline for Corporates

More than 40,000
Pay TV customers in
4 months





Fixed

Mobile

4 Peru: consolidation of leadership



Current situation

Current situation

- Revenues 2006: €1.4bn
- OIBDA 2006: €0.6bn
- OIBDA Margin 2006: 40.6%
- Customer base 2006 and market share:
 - Fixed: 2.5 million (96%)
 - BB: 0.5 million (96%)
 - Mobile: 5.1 million (58%)

Future opportunities

2006 → 2010E

- Mobile 32% ~71 %penetration
- BB 7% ~13% penetration
- GDP growth CAGR 06-10E: 5.9%

GDP: Consensus Forecast

Key strategic actions

Foster adoption of attractive price elasticity approach
 Drive data service usage (eg. SMS,

mobile email)

- Launch loyalty program
- Capture market growth and maintain revenues market share
- Increase network capacity
- Improve customer retention
- Launch of low entry level BB offers (eg: prepaid)
- Increase market penetration in TV focusing in middle/low segments with a DTH-based offer
- New low cost voice services based on wireless solutions

500,000 additional fixed accesses in 2010E

6 investor

Telefonica

Mobile

Fixed

4 Venezuela: Sustain cash flow generation

2010E



Current situation

Current situation

- Revenues 2006: €2.0bn
- OIBDA 2006: €0.8bn
- OIBDA Margin 2006: 39.9%
- Customer base 2006 and market share.
 - Mobile: 8.8 million (43.4%)

Future opportunities

Mobile 69% ~90 % penetration

2006

■ GDP growth CAGR 06-10E: 3.0%

GDP: Consensus Forecast

Key strategic actions

- Focus on maintaining margins
- Improve customer retention
- UMTS/HSPA-based BB solutions
- Drive new GSM applications for SMEs
- Launch F-M solutions for SMEs and develop a commercial network focus on this segment
- Target high value and corporate clients





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5 Guidance

(€ in millions)	TELEFONICA LATINOAMÉRICA		
	FY2006 (1)	FY2006 (Adj.) (2)	CAGR 06-10E (3)
REVENUES	18,089	18,089	10 - 13 %
OIBDA	6,571	6,607	12 – 17 %
CAPEX	2,811	2,811	14,000 - 16,000 Cum (07E-10E)

Base 2006 reported numbers include eight months of Telefónica Telecom (consolidated since May 2006)

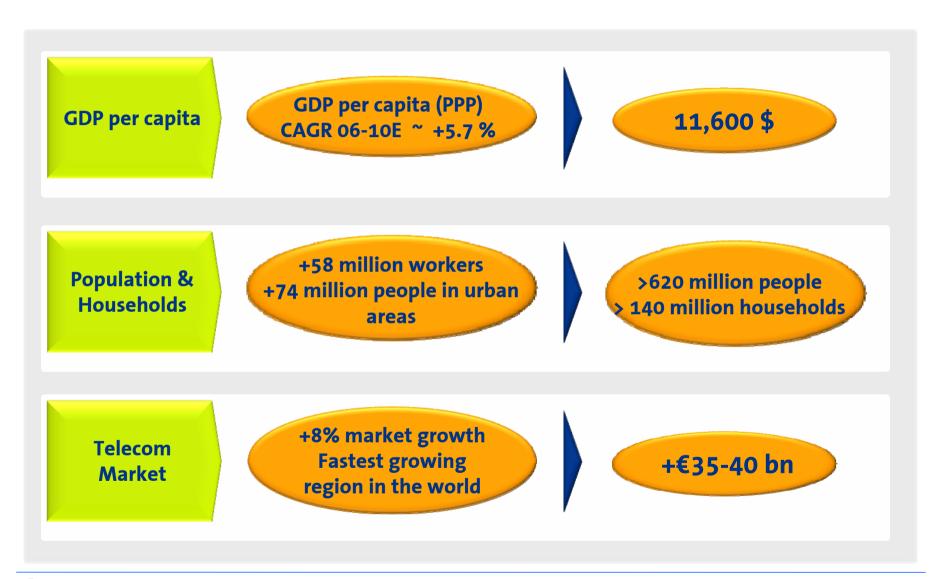


In terms of guidance calculation, OIBDA excludes other exceptional revenues/expenses not foreseeable in 2007E-2010E. For comparison purposes the equivalent other exceptional revenues/expenses registered in 2006 are also deducted from reported figures

³⁾ CAGR 06-10E guidance assumes constant exchange rates as of 2006 and excludes changes in consolidation, other than Telemig acquisition (50% through TEF stake in Vivo) and TVA.

5

In summary, a new Latin-America by 2010 ...





6

.. and a new Telefónica Latin-America





Telefonica