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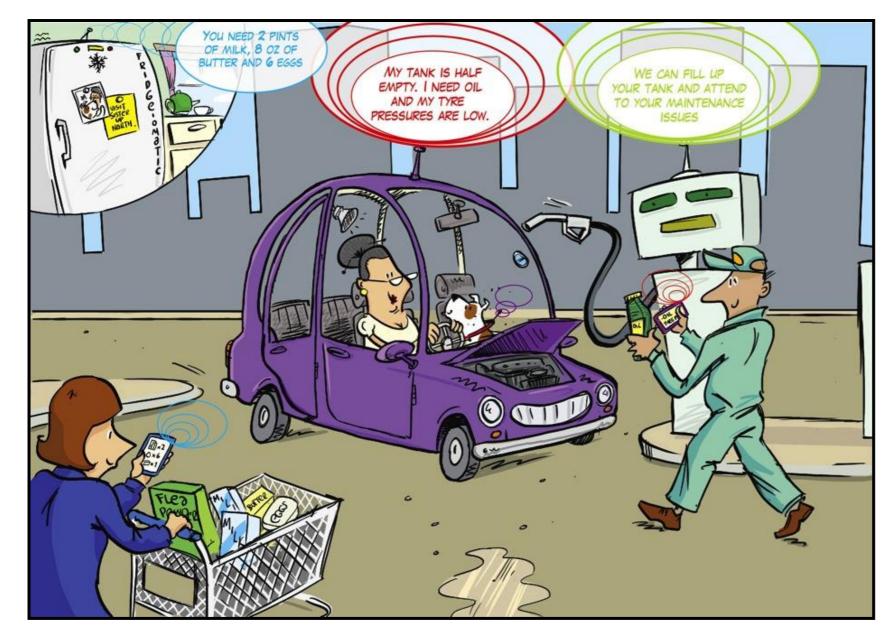
financial information as part of its internal reporting and planning process and to evaluate Telefónica's performance. Accordingly, Telefónica believes that investors may find such

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MACHINE 2 MACHINE - A global market happening now



Points of difference



Global Network



Market strength - Corporate



Product differentiation beyond connectivity

Leading OBs





2015 Revenue target*



*According to guidance criteria



MR. CARLOS MORALES

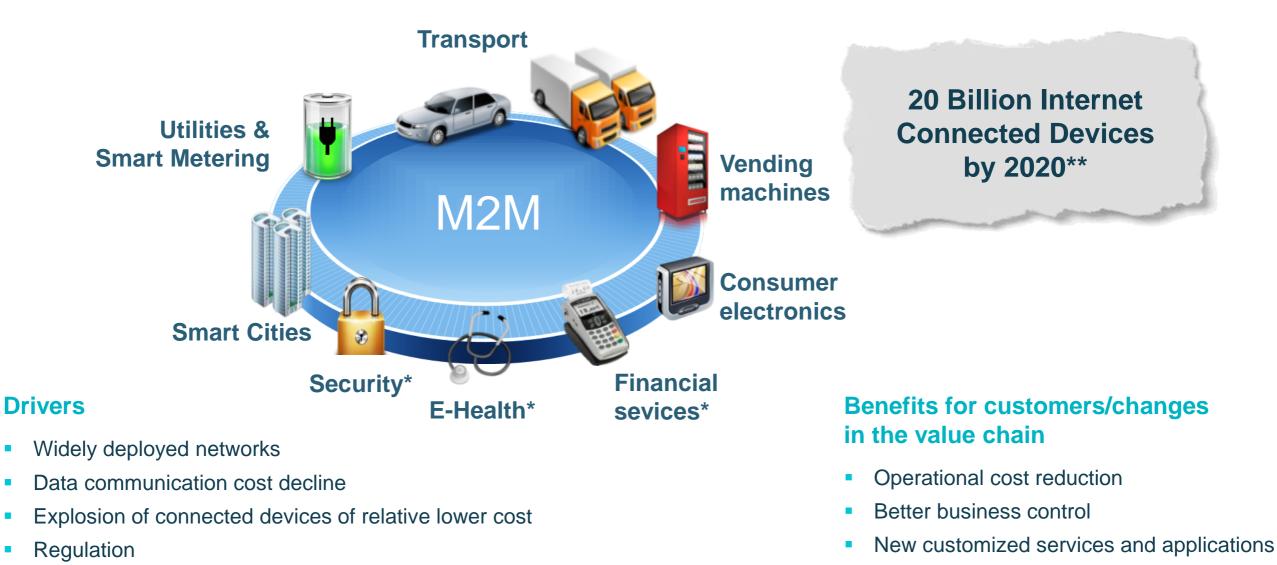
M2M – main messages

- Enormous opportunity, with market already happening in M2M. Markets at both global and local levels. We expect 3 or 4 global leaders in the medium term
- Differential approach from Telefónica: End-to-End solutions in addition to connectivity and global reach as our major differentiators
- Telefónica achieving a strong momentum in building M2M capabilities and accelerating commercial success





M2M – a huge opportunity, happening now



Better customer quality of service



M2M business for these areas is managed in separate verticals

** Source: GSMA





VIDEO





Telefónica's differential position: E2E solutions in addition to connectivity...







... and our global reach through alliances





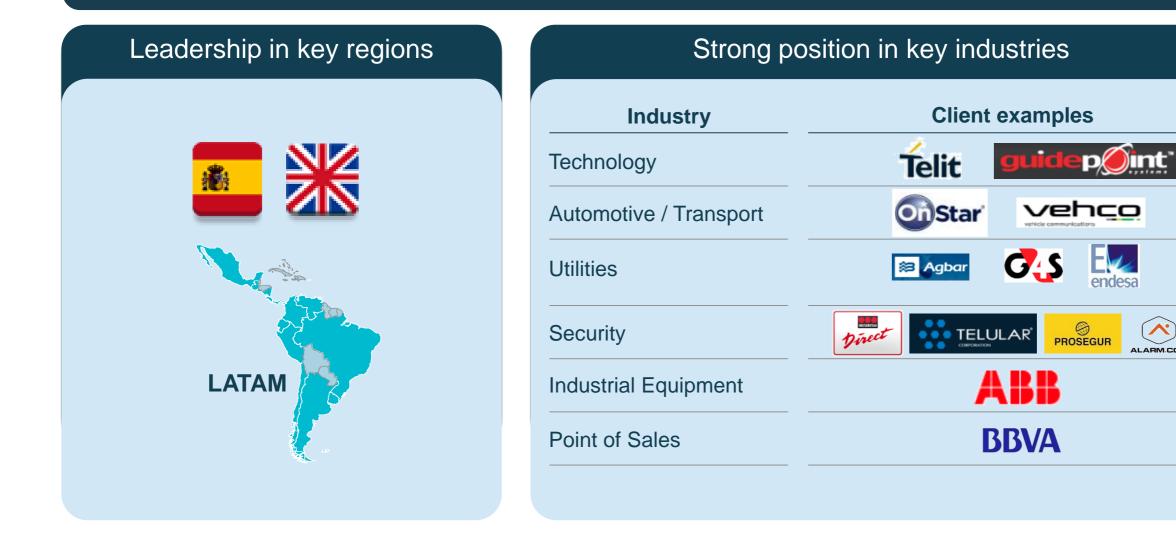






Already a major player in UK, Spain and LATAM

>6 MM lines activated worldwide (March 2012)







Telefónica serving global and local leaders



Case study

- OnStar: more than 6 MM Subscribers in North America, Canada and China in telematics services in GM vehicles
- Selected Telefónica as a long term partner for expansion outside its current markets and future joint product developments

Key takeaways:

- One of the largest global M2M deals
- Places Telefónica in a leading position within the global M2M business and automotive industry
- Will lead to further collaboration agreements (new geographies & services)



- Case study
- G4S is one of the UK's leaders in smart-metering operations as well as in security solutions
- Has awarded Telefónica with one of the biggest M2M contracts to provide managed connectivity to support the delivery of services in the energy market

Key Takeaways:

- One of UK's largest deals
- Telefónica already active on the smart-metering scenario in UK
- Will lead to further smart metering development (EU and LATAM)

U Selected for its best in class value proposition, the delivery capabilities and global scale





Initial traction on E2E solutions

Transport

- Commercializing end-to-end fleet management and asset tracking services in EU and LATAM. Already
 monitoring over 80,000 vehicles globally. Key reference wins in: Logistics, Insurance, Public Services.
- European Alliance with top fleet management company



- Home Energy Efficiency product being trialed with Utilities in Spain, targeting a commercial launch in 2013
- Telefónica among six finalists for the Smart Metering program in the UK



Installation & Maintenance of Point-of-Sales terminals for top bank, top lottery provider and one of the top retailers in Spain



 Won deployment of remote vending management for biggest convenience store in Spain



Launching in 2012 pay-as-you-go services for Tablets with top OEMs in Spain and UK



 Participating in Smart City trials in reference cities including: Santander, Málaga and Barcelona





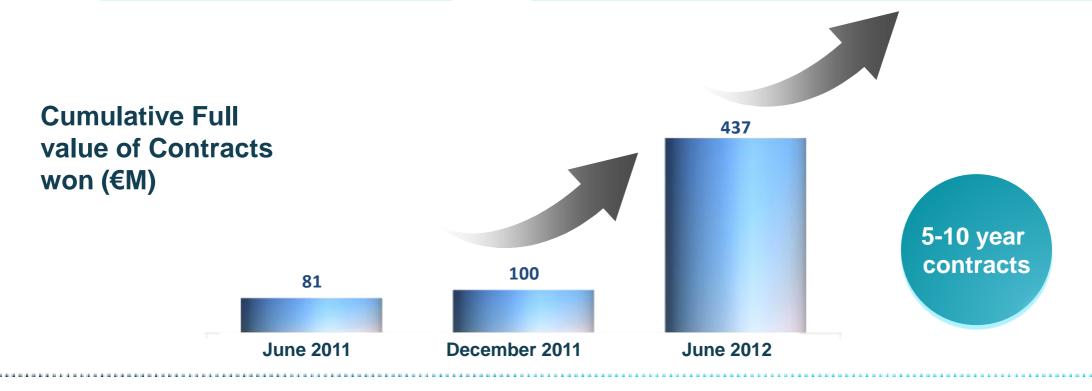
Focus created a strong momentum

The amount of contract value won has spiked in 2012

And the future looks even better - we are currently present in open tenders for > €900 M

Two commercial approaches:

- Global
- Local



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M2M conclusions

✓ An enormous opportunity

✓ Telefónica´s differential approach

✓ Telefónica's strong momentum

- 20 Bn internet connected devices by 2020*
- Telefónica already offers global managed connectivity as well as End-to-End solutions for key industries
- We are already exploiting our global reach, enhanced by solid partnerships
- More than € 400 M contracted value and currently present in open tenders for more than € 900 M





FINANCIAL SERVICES IN LATAM - Value From a "Society Need"



MR. EDUARDO CARIDE

Points of difference



Distribution Network



Market strength - Consumer

Leading OBs



2015 Revenue target Financial Services + Advertising*



*According to guidance criteria



The opportunity

LATAM Markets Attributes

Market Attributes

	Mobile phone penetration (1)	Telefónica Relative Position* (1)	Banking level (2)
•	137%	#2	40%
۲	79%	#1	28%
۲	82%	#2	20%
	128%	#1	49%
	106%	#2	28%

The LATAM market opportunity

- High mobile penetration but only
 ≈ 35% of consumer are banked
- High costs of financial transactions for consumers and businesses
- Unprofitable for banks to serve the bottom of the pyramid

Data from (1) Telefónica's Internal Analysis, (2) % total population with any banking product Source: IFC (International Financial Corporation) and IMF (International Monetary Fund)

* Definition: Market share of mobile accesses





The Social Need

Low income segments face difficulties to make their payments



Security concerns



Transporting and counting cash

Governments and businesses face costly

processes to handle cash

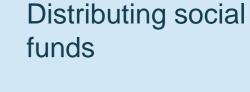


Transportation costs



Long queues to pay bills







Collecting payments from merchants





A compelling value proposition ...

"Simplify your Life"

Service attributes

Operates anywhere, anytime

As simple and fast as sending an SMS

Works on every phone

No upfront fees. Only pay if you use

Load or withdraw money at thousands of service points



Service portfolio Money transfer to other mobile phones Airtime top-ups Bill payments Merchant payments Disbursement of social funds Coupons and offers





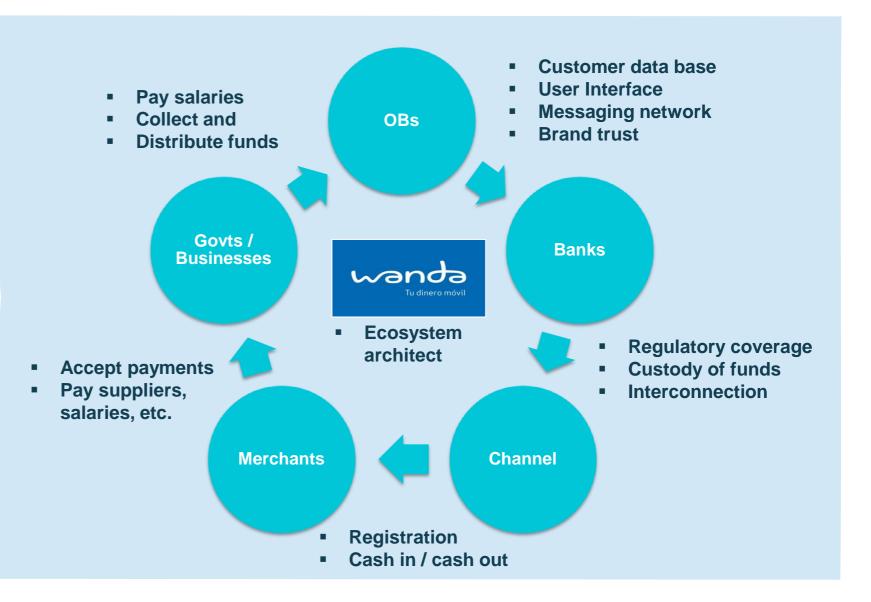
...with a strong partner ecosystem*

MasterCard as a key strategic player

Integration with the financial system for connecting the banked and the unbanked

Strong brand and payments expertise

Access to MasterCard's 4.2 M merchants and transaction points in the region









Wanda launched in Argentina





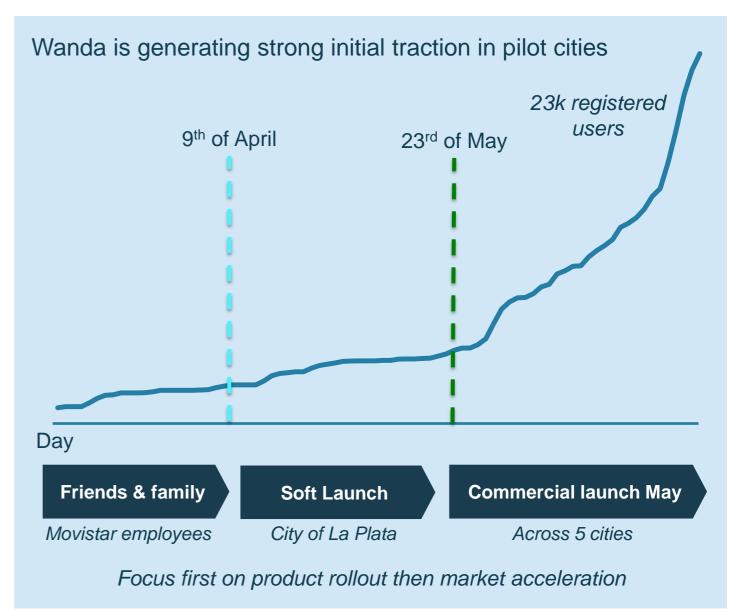
Initial partners....





...with a strong funnel of additional opportunities

- Transportation
- Retailers
- · Social fund disbursement
- Etc.







Also delivering strong value for the core business

Reinforce Mobile Centricity	Reduce Churn	
 Reinforce Movistar's positioning as market innovator 	 Bundling of mobile and financial services increases barriers to exit Benchmarks point to churn reduction 	
m 📎	ovistar	
 Higher stickiness and 24x7 top up channel lead to an ARPU increase Benchmarks point to ARPU increase 	 Wanda as a top up channel Potential cost reduction using this channel 	
Increase ARPU	Reduce Top Up Costs	





Moving rapidly to expand our reach

 Before the end of the year we plan to expand to 4 additional markets, with a total addressable market of 135 M customers





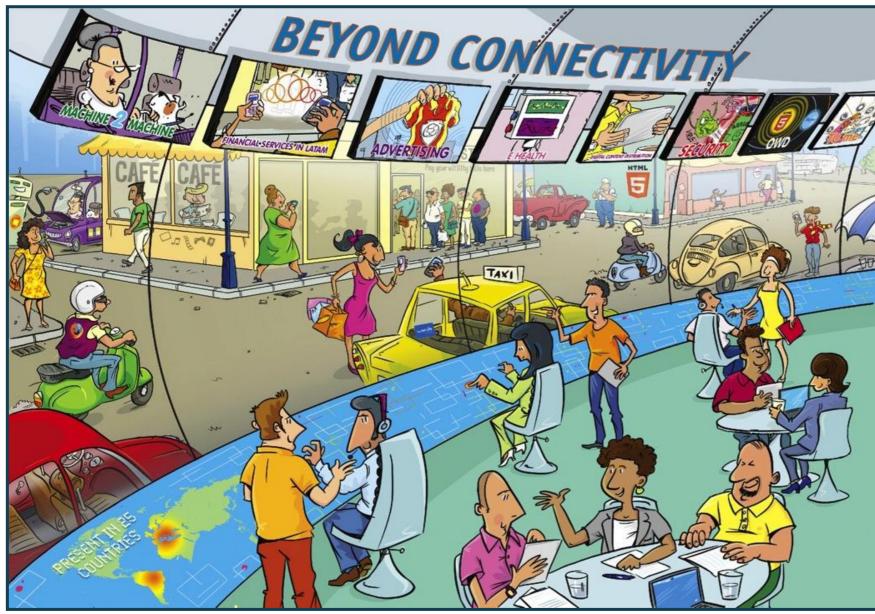
Financial Services in LATAM conclusions

- Social needs are creating a huge opportunity for mobile payments in LATAM
- Telefónica has the best internal assets and partner (MasterCard) to address the opportunity
- The wallet for the unbanked people will strengthen our core business, enhancing loyalty and incentivising consumption





Financial Services in Europe



Points of difference



Product differentiation beyond connectivity



Market strength - Consumer

Leading OBs



2015 Revenue target Financial Services + Advertising*

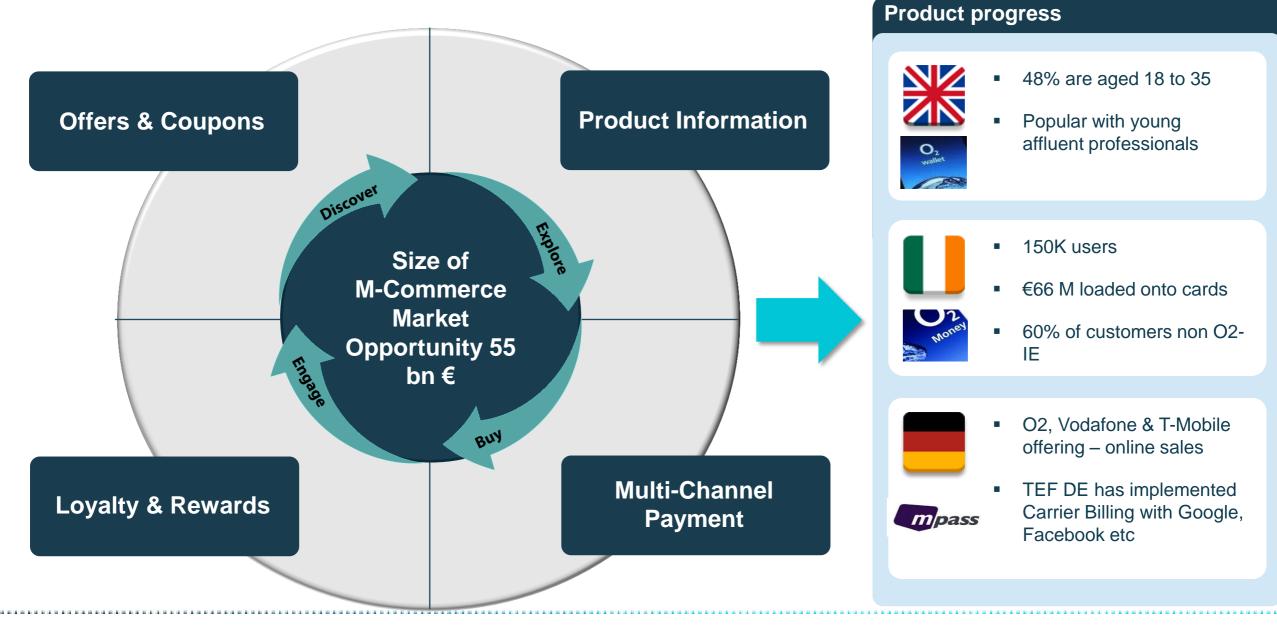


*According to guidance criteria



MR. MATTHEW KEY

Financial Services Europe – bringing the "shopping" process to the mobile



Source: Forrester Research, Edgar Dunn Aug 2011



ADVERTISING - Foundations built to seize the high growth opportunity



MR. SHAUN GREGORY

Points of difference



Product differentiation beyond connectivity



Market strength - Consumer



Service provisioning capability

Leading OBs



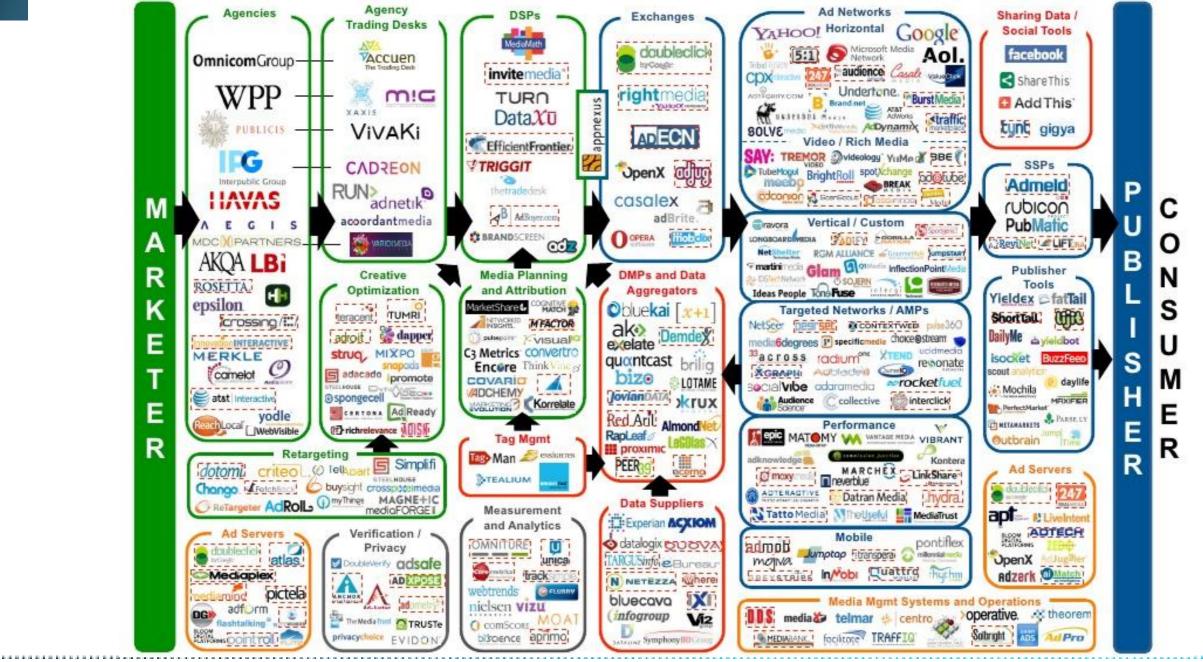
2015 Revenue target Financial Services + Advertising*



*According to guidance criteria



The advertising landscape has changed

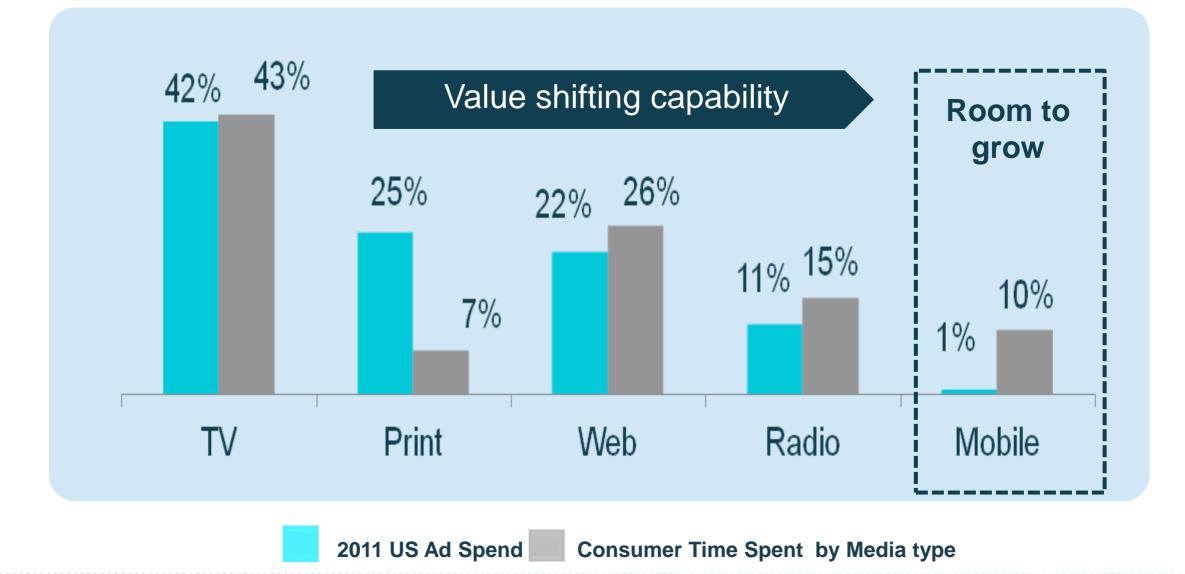


Source: Luma Partners





There is massive potential for mobile advertising - spend significantly lags time spent on device

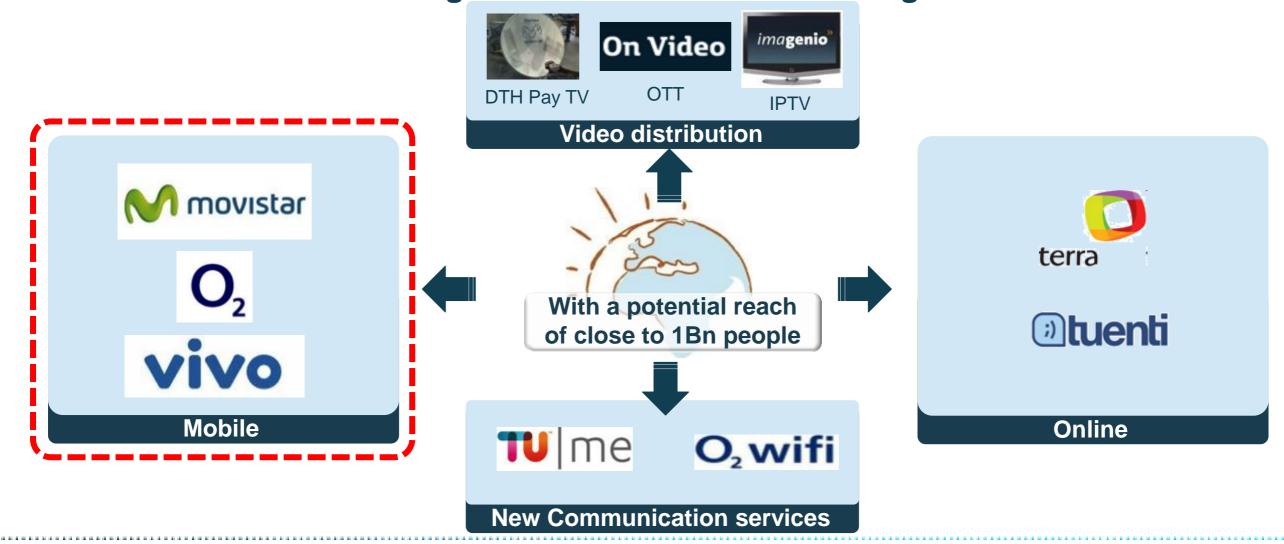


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We have a range of assets to leverage - focusing on our main point of differentiation: **Mobile**

Our aim: create value for our customers and the whole ecosystem, fulfilling the needs of advertisers & agencies



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Our capabilities are in place to drive sustained global mobile advertising growth

A business gaining traction in the UK & globally...

Milestones:

- \checkmark 23 M customers opted-in across Europe
- \checkmark Global trading deals in place
- ✓ €60 M revenues run rate in the UK

Capabilities:

- Leveraging customer data and location to develop highly targeted advertising
- ✓ Advanced advertising loyalty platform

Results:

- ✓ UK "Click Through Rate" ~2.05% (over 2x estimated market average)
- ✓ Priority moments average redemption rate 41%
- \checkmark Brazil sponsored calls showing CTR of 7.4%







Customer examples



Messaging

Pizza Hut

 Mobile messaging was the No. 1 performing media

•142% more efficient in delivering Incremental Sales Revenue than the campaign average

•4.4x more efficient than TV

Priority Moments

House of Fraser

- 17,000 Priority Moments redemptions over 4 weeks
- Combining Priority Moments with location based messaging we doubled this redemption figure



Why not come in and enjoy a refreshing pint of Bulmers at the Old Crown. Check out other locations here http://www.useyourl ocal.com using the Bulmers local guide. Terms apply. To stop O2 More, text 'stop' to 20546

Location Based Messaging

Bulmers

- Targeting 18-34 year old men, less than 1.5 miles away from a pub that sold Bulmers.
- 25% bought Bulmers at the pub after they got the text.

Click to App

Trainline

- Targeting iPhone users, living in the South East London commuter belt.
- Over 12.5% of people sent the Trainline app clicked to download it.







Exploiting the opportunity in Brazil leveraging on our assets and our know-how built in Europe

A high potential market in LATAM

- Overall Advertising Market size €15 Bn*
 - 14% growth in 2011**
 - Brazil ranked 2nd in forecast Ad growth**
 - Online market opportunity > €1.5 Bn***
 - Significant opportunity with 75m mobile customers in Brazil
 - Terra well positioned for Online, mobile lacks
 development
- First mover advantage in LATAM region, leveraging on experience and success in Europe
- Brazil as a springboard for LATAM

Advertising business to launch and drive:

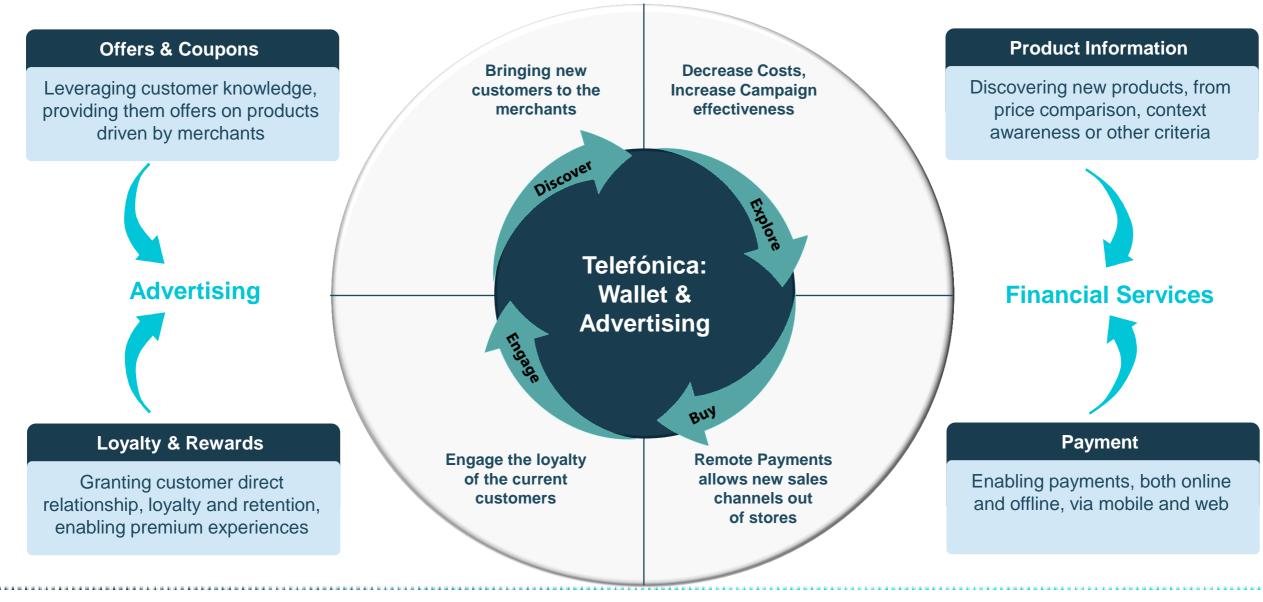
- Pure Media products
- Loyalty Products
- Bulk
- Other digital services
- Online







A unique opportunity to re-define the end-to-end advertising, m-commerce and '360 experience'





Global Advertising conclusions

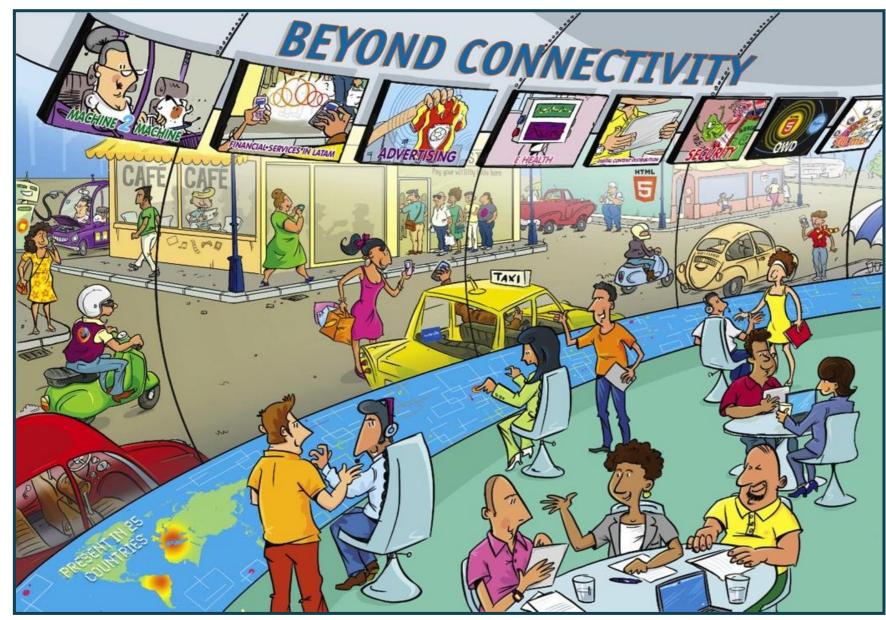
The Advertising market is changing and Telefónica is well positioned within the new 'Data Environment'

- Telefónica has a range of assets to provide scale, targeting and points of difference for the advertising sector
- We have learned from experience and capabilities are in place to scale and harness the opportunity
- ✓ We are focusing first on the highest growth markets within our core geographies, like Brazil, with platforms to help provide scale & offer OTT opportunities
- Ultimately, Advertising can leverage from this scale, range of products and our deep knowledge of our customers to create more value with a targeted, end-to-end solution





CLOUD SERVICES



MR. MATTHEW KEY

Points of difference



Service provisioning capability



Market strength - Corporate

Leading OBs



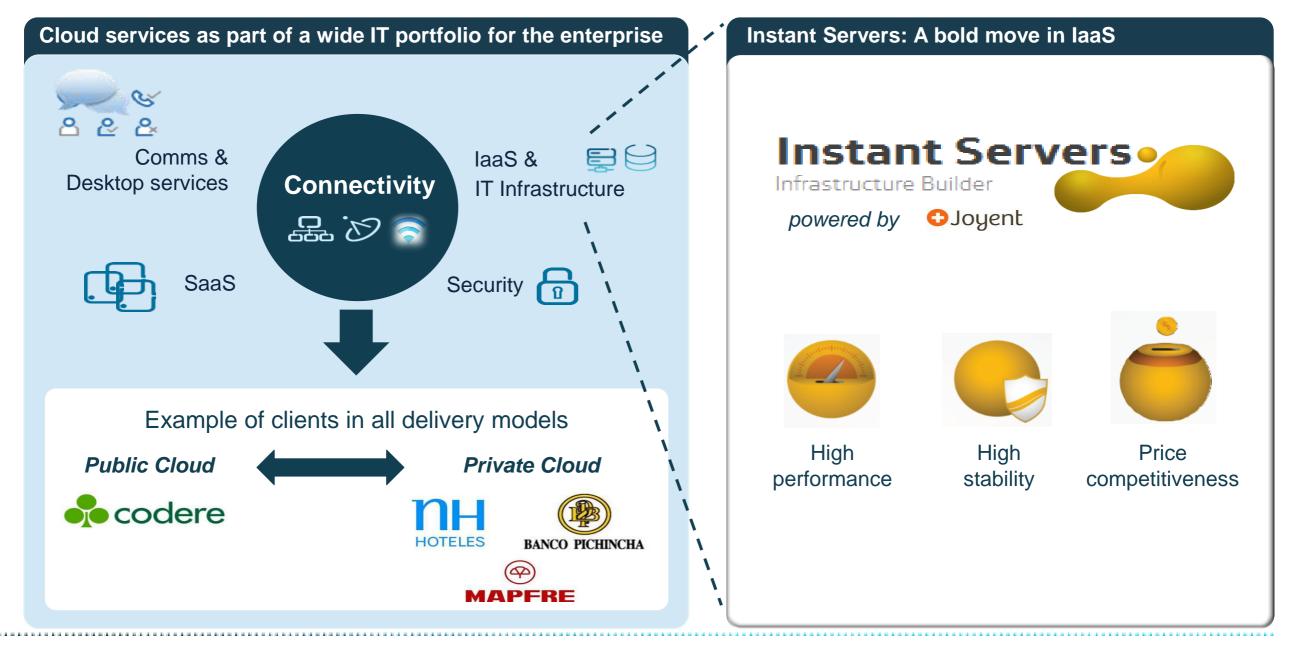
2015 Revenue target Cloud +Security*



*According to guidance criteria



Cloud – Transforming our customers' businesses



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