

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2014/65/EU, as amended ("**MiFID II**") or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 (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 each 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 manufacturers' 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 manufacturers' target market assessment) and determining appropriate distribution channels.

The expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU **provided, however, that** all references in this document to the "Prospectus Directive" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive), and include any relevant implementing measure in the relevant Member State.

Final Terms dated 1 February 2019

TELEFÓNICA EMISIONES, S.A.U.

**Issue of EUR 1,000,000,000 1.069 per cent. Instruments due February 2024
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 27 to 64, inclusive, of the Base Prospectus dated 19 June 2018 and the supplements to it dated 26 July 2018, 31 October 2018 and 14 November 2018 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 supplements to it are available for viewing at 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.

1.	(i)	Issuer:	Telefónica Emisiones, S.A.U.
	(ii)	Guarantor:	Telefónica, S.A.
2.	(i)	Series Number:	61
	(ii)	Tranche Number:	1
	(iii)	Date on which the Instruments become fungible:	Not Applicable
3.		Specified Currency or Currencies:	EUR (" EUR ")
4.		Aggregate Nominal Amount:	
	(i)	Series:	EUR 1,000,000,000
	(ii)	Tranche:	EUR 1,000,000,000
5.		Issue Price:	100.00 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 100,000 and integral multiples of EUR 100,000 thereafter
	(ii)	Calculation Amount:	EUR 100,000
7.	(i)	Issue Date:	5 February 2019
	(ii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	5 February 2024
9.		Interest Basis:	1.069 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.		Fixed Rate Instrument Provisions	Applicable
	(i)	Rate of Interest:	1.069 per cent. <i>per annum</i> payable annually in arrear
	(ii)	Interest Payment Dates:	5 February in each year, not adjusted.
	(iii)	Fixed Coupon Amount:	EUR 1,069 per Calculation Amount

(iv)	Broken Amount:	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
15.	Floating Rate Instrument Provisions	Not applicable

PROVISIONS RELATING TO REDEMPTION

16.	Call Option	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:	OBL 179 0% April 2024
(vi)	Quotation Time:	10:00 a.m. London time
(vii)	Redemption Margin:	0.20 per cent.
17.	Put Option	Not Applicable
18.	Final Redemption Amount of each Instrument	EUR 100,000 per Calculation Amount
19.	Early Redemption Amount	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 100,000 per Calculation Amount
20.	Early Termination Amount	EUR 100,000 per Calculation Amount
21.	Substantial Purchase Event	Applicable
22.	Residual Maturity Call Option	Applicable

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

23.	Form of Instruments:	Bearer Instruments:
		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
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 the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 1,000

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 Limited ("**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 Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer. The Joint Lead Managers and their 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

The net proceeds of the issuance of the Instruments will be allocated towards eligible green investments, mainly energy efficiency in the network transformation from copper to fibre optic in Spain. Investments consist of shutting down legacy units, upgrading the network infrastructure and placement optimisation.

Eligible green investments refer to new investments made after issuance as well as the refinancing of any investments made in the period of 3 years prior to issuance of the Instruments.

5. YIELD

Indication of yield: 1.069 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: XS1946004451

Common Code: 194600445

CFI: DTFXFB

FISN: TELEFONICA EMIS/1EMTN 20240205

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