



TELEFÓNICA EMISIONES, S.A.U.

(incorporated with limited liability under the laws of the Kingdom of Spain)

€40,000,000,000

PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS

unconditionally and irrevocably guaranteed by

TELEFÓNICA, S.A.

(incorporated with limited liability in the Kingdom of Spain)

PROGRAMME FOR THE ISSUANCE OF DEBT INSTRUMENTS

This supplement (the "**Supplement**") to the base prospectus dated 12 April 2019, as supplemented on 17 May 2019 and on 31 July 2019 (the "**Base Prospectus**") constitutes a supplementary prospectus for the purposes of Article 16 of Directive 2003/71/EC and is prepared in connection with the programme for the issuance of debt instruments (the "**Programme**") established by Telefónica Emisiones, S.A.U. (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**CBI**") in its capacity as competent authority under Directive 2003/71/EC, as amended (the "Prospectus Directive"). The CBI only approves this Supplement as meeting the requirements imposed under Irish and European law pursuant to the Prospectus Directive.

The purpose of this Supplement is to incorporate by reference into the Base Prospectus Telefónica's Interim Management Statement covering the nine-months period ended 30 September 2019.

IMPORTANT NOTICES

This Supplement is supplemental to, and should be read in conjunction with the Base Prospectus, and any other supplements to the Base Prospectus issued by the Issuer. Each of the Issuer and Telefónica, S.A. ("**Telefónica**" or the "**Company**") accepts responsibility for the information contained in this Supplement. To the best of the knowledge and belief of each of the Issuer and Telefónica (which have taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b)

any other statement in or incorporated in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to the Base Prospectus previously issued, if any, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Instruments issued under the Programme since the publication of the Base Prospectus.

If documents which are incorporated by reference themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the prospectus directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Investors should be aware of their rights under Section 87Q (4) of FSMA 2000.

SUPPLEMENTARY INFORMATION

Publication of Interim Management Statement

On 5 November 2019, Telefónica published its Interim Management Statement for the nine-months period ended 30 September 2019. A translation from Spanish into English of this unaudited financial information has been filed with the Central Bank of Ireland and, by virtue of this Supplement, this interim financial report is incorporated in, and form part of, the Base Prospectus (amending page 30 of the Base Prospectus –“Documents Incorporated by Reference”). To the best of the knowledge of each of the Issuer and Telefónica, the English translation is an accurate, complete and direct translation of the original Spanish text.

The Interim Management Statements can be viewed on the website of Telefónica, at

<https://www.telefonica.com/documents/162467/145168336/rdos19t3-interim-management-statement.pdf/dc620542-d4fe-9037-cfdb-6721ac323cdc>

For the avoidance of doubt, the above-mentioned Uniform Resource Locator ("URL") given in respect of a web-site address is an inactive textual reference only and it is not intended to incorporate the contents of the web site into the Base Prospectus nor should the contents of such web site be deemed to be incorporated into the Base Prospectus.

GENERAL INFORMATION

Since 30 September 2019 there has been no significant change in the financial or trading position of the Issuer.

Since 30 September 2019 there has been no significant change in the financial or trading position of the Guarantor and the Group, save for: (i) on 22 October 2019, Telefónica, S.A. made an early repayment for 100 million euros of its bilateral loan of 100 million euros signed on 28 December 2017 and originally scheduled to mature in 2020; and (ii) on 30 October 2019,

Telefónica, S.A. made an early repayment for 100 million euros of its bilateral loan of 100 million euros signed on 24 November 2017 and originally scheduled to mature in 2026.