

**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 2016/97/EU (the "Insurance Distribution 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 (as amended, 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.

**PROHIBITION OF SALES TO UK 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 United Kingdom (the "UK"). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (the "EUWA"); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000, as amended (the "FSMA") to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET** – Solely for the purposes of the 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

**Singapore Securities and Futures Act Product Classification** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the Securities and Futures Act (Chapter 289 of Singapore) (the "SFA"), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Instruments are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018).

**Final Terms dated 4 April 2022**

**TELEFÓNICA EMISIONES, S.A.U.**

**LEI: 549300Y5MFC45W5Z3K71**

**Issue of €100,000,000 1.864 per cent. Instruments due July 2040 (to be consolidated and form a single series with the €500,000,000 1.864 per cent. Instruments due July 2040 issued on 13 July 2020 (the "Original Instruments"))**

**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 2020 Conditions (the "Conditions") incorporated by reference in the Base Prospectus (as defined below). This document constitutes the Final Terms relating to the issue of Instruments described herein for the purposes of the

Prospectus Regulation and must be read in conjunction with the Base Prospectus dated 15 April 2021 and the supplements to it dated 28 February 2022, 10 November 2021, 29 July 2021 and 13 May 2021 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation, save in respect of the Conditions which are set forth in the base prospectus dated 14 April 2020 and are incorporated by reference in the 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. The Base Prospectus and the supplements to it are available for viewing at [www.telefonica.com](http://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.

The expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 as amended.

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|-----|-------|--|--|
| 1.  | (i)   | Issuer:  | Telefónica Emisiones, S.A.U.   |
|     | (ii)  | Guarantor:                                     | Telefónica, S.A.   |
| 2.  | (i)   | Series Number:                                 | 67   |
|     | (ii)  | Tranche Number:                                | 2  |
|     | (iii) | Date on which the Instruments become fungible: | The Instruments shall be consolidated, form a single series and be interchangeable for trading purposes with the Original Instruments on exchange of the Temporary Global Instrument for interests in the Permanent Global Instrument, as referred to in paragraph 22 below which is expected to occur on or about 16 May 2022 |
| 3.  |       | Specified Currency or Currencies:              | Euro (" <b>EUR</b> " or " <b>€</b> ")  |
| 4.  |       | Aggregate Nominal Amount:                      |  |
|     | (i)   | Series:  | €600,000,000   |
|     | (ii)  | Tranche:                                       | €100,000,000   |
| 5.  |       | Issue Price:                                   | 92.170 per cent. of the Aggregate Nominal Amount plus accrued interest from and including the Interest Commencement Date to, but excluding, the Issue Date. For the avoidance of doubt, the amount of accrued interest shall be €1358.42 per €100,000.   |
| 6.  | (i)   | Specified Denominations:                       | €100,000 and integral multiples of €100,000 in excess thereof  |
|     | (ii)  | Calculation Amount:                            | €100,000   |
| 7.  | (i)   | Issue Date:                                    | 5 April 2022   |
|     | (ii)  | Interest Commencement Date:                    | 13 July 2021   |
| 8.  |       | Maturity Date:                                 | 13 July 2040   |
| 9.  |       | Interest Basis:                                | 1.864 per cent. Fixed Rate<br><br>(See paragraph 13 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. Put/Call Options: Call Option  
See paragraph 15 below
12. (i) Status of the Instruments: Senior  
(ii) Status of the Guarantee: Senior

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

13. **Fixed Rate Instrument Provisions** Applicable
- (i) Rate(s) of Interest: 1.864 per cent. *per annum* payable annually in arrear
- (ii) Interest Payment Date(s): 13 July in each year commencing on 13 July 2022 (the "**First Interest Payment Date**"), not adjusted
- (iii) Fixed Coupon Amount(s): €1,864.00 per Calculation Amount, payable on each Interest Payment Date
- (iv) Broken Amount(s): Not Applicable
- (v) Day Count Fraction: Actual/Actual (ICMA)
14. **Floating Rate Instrument Provisions** Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

15. **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: DBR 4.75 per cent. July 2040
- (vi) Quotation Time: 10.00 a.m. London
- (vii) Redemption Margin: 0.30 per cent.
16. **Put Option** Not Applicable
17. **Final Redemption Amount of each Instrument** €100,000 per Calculation Amount
18. **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: €100,000 per Calculation Amount

19.	<b>Early Termination Amount</b>	€100,000 per Calculation Amount
20.	<b>Redemption following a Substantial Purchase Event</b>	Not Applicable
21.	<b>Residual Maturity Call Option</b>	Applicable

**GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

22.	<b>Form of Instruments:</b>	<b>Bearer Instruments:</b>  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
23.	New Global Instrument:	Yes
24.	Relevant Financial Centre(s) or other special provisions relating to payment dates:	Not Applicable
25.	Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature):	No
26.	Details relating to Instalment Instruments: amount of each instalment, date on which each payment is to be made:	Not Applicable
27.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
28.	Instruments where the Specified Currency is Renminbi: Party responsible for calculating the Spot Rate:	Not Applicable
29.	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: €1,000

### 2. RATINGS

Ratings: The Instruments to be issued are expected to be rated:

S&P Global Ratings Europe Limited ("**S&P**"): BBB-

Moody's Investors Service España, S.A. ("**Moody's**"): Baa3

Fitch Ratings Ireland Limited ("**Fitch**"): BBB

S&P is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended. The rating S&P has given to the Instruments is endorsed by S&P Global Ratings UK Limited, which is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the EUWA.

Moody's is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended. The rating Moody's has given to the Instruments is endorsed by Moody's Investors Service Ltd., which is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the EUWA.

Fitch is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended. The rating Fitch has given to the Instruments is endorsed by Fitch Ratings Limited, which is established in the UK and registered under Regulation (EU) No 1060/2009 as it forms part of domestic law of the United Kingdom by virtue of the EUWA.

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Lead Manager, so far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer. The Lead Manager and its 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 AND ESTIMATED NET PROCEEDS**

Estimated Net Proceeds: €93,528,421.92

The net proceeds of the issuance of the Instruments will be allocated to meet the general corporate purposes (including, without limitation, the possible refinancing of existing debt) of the Issuer, the Guarantor and/or the Group.

#### 5. ***Fixed Rate Instruments only* – YIELD**

Indication of yield: 2.398 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: Until the Instruments are consolidated, become fungible with and form a single Series with the Original Instruments, the Instruments will have a temporary ISIN XS2466176190. After that, the Instruments will have the same ISIN as the Original Instruments, which is XS2197675288

Common Code: Until the Instruments are consolidated, become fungible with and form a single Series with the Original Instruments, the Instruments will have a temporary Common Code 246617619. After that, the Instruments will have the same Common Code as the Original Instruments, which is 219767528

CFI Code: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN

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    Applicable  
Retail Investors
- (iii) Prohibition of Sales to UK    Applicable  
Retail Investors