

*Telefonica*

**Deutschland**

Telefónica Deutschland Holding AG  
Munich

WKN: A1J5RX  
ISIN: DE000A1J5RX9

We hereby invite our shareholders to attend the **general shareholders' meeting**

on May 7, 2013, at 10:30 a.m. (Central European Summer Time – CEST)

in the Event arena at the Olympia Park, Toni-Merkens-Weg 4 in 80809 Munich

## Agenda

- 1. Submission of the adopted financial statements of Telefónica Deutschland Holding AG, including the management report, and the approved consolidated financial statements, including the management report, as of December 31, 2012, the descriptive report of the management board pursuant to sec. 176 para. 1 s. 1 of the German Corporation Act ("AktG") and the report of the supervisory board for financial year 2012**

The above-mentioned documents as well as the management board proposal for the distribution of net profit can be found in the Internet at [www.telefonica.de](http://www.telefonica.de) under Investor Relations/AGM.

- 2. Resolution on the distribution of net profit**

Management and supervisory board propose to resolve as follows:

"The net profit for the year disclosed in the adopted financial statements of Telefónica Deutschland Holding AG as of December 31, 2012 in the amount of	EUR	4,648,809,332.27
will be distributed as follows:		
Distribution of dividend in the amount of EUR 0.45 for each share entitled to dividends, in total	EUR	502,625,430.00
Profit carried forward	EUR	4,146,183,902.27"

- 3. Resolution of the discharge of the members of the management board**

Management and supervisory board propose to resolve as follows:

"The members of the management board in the business year 2012 are discharged for this period."

#### **4. Resolution of the discharge of the members of the supervisory board**

Management and supervisory board propose to resolve as follows:

"The members of the supervisory board in the business year 2012 are discharged for this period."

#### **5. Resolution on the appointment of the auditor and the group auditor as well as the auditor for a potential review of the half-year financial report**

The supervisory board proposes to resolve as follows:

"Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with registered offices in Stuttgart, Munich office, is appointed as auditor and group auditor for financial year 2013. In the event the supervisory or management board decide on an audit of the half-year financial report, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with registered offices in Stuttgart, Munich office, is appointed as auditor for the review pursuant to sec. 37w para. 5 of the German Securities Trading Act ("WpHG")."

The supervisory board has based its proposal on the recommendation of the audit committee.

#### **Registered share capital and voting rights**

The registered share capital of Telefónica Deutschland Holding AG totals EUR 1,116,945,400.00 and is divided into 1,116,945,400 shares. The total number of voting rights amounts to 1,116,945,400. These figures relate to the date of publication of this invitation in the Federal Gazette (*Bundesanzeiger*).

## **Conditions for attendance and exercising voting rights**

The conditions for attendance are determined in accordance with sections 121 et seq. of the AktG and sections 23 and 25 of the articles of association. Those shareholders who were entered in the shareholders' register prior to or on the registration deadline and who registered in due time are entitled to attend the general shareholders' meeting and exercise their voting rights. The registration must be received at the following address at least six days before the general shareholders' meeting, i.e. no later than 24:00 (midnight) CEST (Central European Summer Time) on April 30, 2013:

Telefónica Deutschland Holding AG  
c/o Computershare Operations Center  
Prannerstrasse 8  
80992 Munich  
e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
Fax: +49 89 30903-74675

The registration must be supplied in written form and may also be conveyed by fax or e-mail. To facilitate registration, a registration form will be sent to shareholders together with the notifications pursuant to sec. 125 AktG. Shareholders may also request a registration form from the address specified above.

Please note that pursuant to sec. 23 paras. 1 and 2 of the articles of association, no deletions from or entries to the shareholders' register may be made on the day of the general shareholders' meeting or during the six days preceding the date of the general shareholders' meeting, i.e. from 00:00 CEST on May 1, 2013 until 24:00 CEST on May 7, 2013.

Admission tickets will be sent to all shareholders who register in due time.

## **Voting by proxy**

Shareholders may have their voting rights exercised by a proxy, e.g., by a savings and loan association, a shareholders' association, or by any other person of their own choice. Proxy must be granted in writing (sec. 126b of the German Civil Code – BGB); sec. 135 AktG remains unaffected. Evidence of proxy authorization may also be sent to the company by e-mail at the following e-mail address: telefonica-hv2013@computershare.de. A form for granting voting proxy will be sent to shareholders together with their admission tickets. Shareholders may also request the form from Telefónica Deutschland Holding AG, c/o Computershare Operations Center, Prannerstrasse 8, 80333 Munich, e-mail address: telefonica-hv2013@computershare.de, fax number +49 89 30903-74675. The form may also be downloaded from [www.telefonica.de](http://www.telefonica.de) under Investor Relations/AGM.

We offer our shareholders even prior to the general shareholders' meeting the opportunity to authorize a proxy for the general shareholders' meeting who is appointed by the company and is bound to follow the instructions of the shareholder. Details are provided in the documents sent to the shareholders pursuant to sec. 125 AktG. In addition, more information on voting via the company-appointed proxy as well as a form for granting power of attorney and issuing instructions to a company-appointed proxy are also available to shareholders in the Internet at [www.telefonica.de](http://www.telefonica.de) under Investor Relations/AGM.

## **Petitions and nominations from shareholders**

Pursuant to § 122 para. 2 of the German Corporation Act (AktG), shareholders collectively holding at least one twentieth of the share capital or a pro-rated share of EUR 500,000 may request that additional items be added to the agenda and published. Such requests must be made to the management board (Telefónica Deutschland Holding AG, Vorstand, Georg Brauchle Ring 23 – 25, 80992 Munich) and must be received by the company no later than 30 days prior to the general shareholders' meeting (not counting the day of the general shareholders' meeting and the day of receipt), i.e. by no later than April 6, 2013 at 24:00 (midnight) CEST.

Pursuant to sec. 126 para. 1 of the German Corporation Act (AktG), any shareholder in the company may submit a counter-motion to a proposal made by the management board and/or the supervisory board regarding a specific item on the agenda. Counter-motions must be made available on the website subject to the stipulations as set out in sec. 126 paras. 1 and 2 of the German Corporation Act (AktG), provided they have been received by the company at the address provided below no later than 14 days prior to the general shareholders' meeting (not counting the day of the general shareholders'

meeting and the day of receipt), i.e. by no later than April 22, 2013 at 24:00 (midnight) CEST.

Moreover, any shareholder may propose election of members of the supervisory board and auditors subject to the stipulations of sec. 127 of the German Corporation Act (AktG). Election proposals must be made available on the website subject to the stipulations of sections 127 and 126 paras. 1 and 2 of the German Corporation Act (AktG), provided they have been received by the company at the address provided below no later than 14 days prior to the general shareholders' meeting (not counting the day of the general shareholders' meeting and the day of receipt), i.e. by no later than April 22, 2013 at 24:00 (midnight) CEST.

Counter-motions or election proposals from shareholders may only be addressed to the following address:

Telefónica Deutschland Holding AG  
Investor Relations  
Georg-Brauchle-Ring 23 – 25  
80992 Munich  
Fax: + 49 89 2442-2000 or to the following  
e-mail address: Hauptversammlung2013@telefonica.com

No counter-motions or election proposals otherwise addressed will be considered.

More information on the rights pursuant to sections 122 para. 2, 126 para. 1 and 127 of the German Corporation Act (AktG) is available to shareholders at [www.telefonica.de](http://www.telefonica.de) under Investor Relations/AGM. Motions and election proposals from shareholders that are required to be made available will be made available under the aforementioned Internet address.

### **Right to information**

Please note that pursuant to sec. 121 para. 3 s. 3 no. 3 of the German Corporation Act (AktG), all shareholders receive information on company matters by the management board upon request at the general shareholders' meeting, provided such information is necessary for making a proper assessment of an item on the agenda. More information on the rights to information pursuant to section 131 para. 1 of the German Corporation Act (AktG) is available to shareholders at [www.telefonica.de](http://www.telefonica.de) under Investor Relations/AGM.

## **Information on the company's website**

All information required to be published pursuant to sec. 124a of the German Corporation Act (AktG) is available at [www.telefonica.de](http://www.telefonica.de) under Investor Relations/AGM.

## **Inquiries**

To facilitate preparations for the general shareholders' meeting and to ensure a response from the company to inquiries regarding the general shareholders' meeting that is as quick as possible, we ask that you direct your inquiries solely to

Telefónica Deutschland Holding AG  
Investor Relations  
Georg-Brauchle-Ring 23 – 25  
80992 Munich  
Fax: +49 89 2442-2000 or to the following  
e-mail address: [Hauptversammlung2013@telefonica.com](mailto:Hauptversammlung2013@telefonica.com)

Munich, March 2013

Telefónica Deutschland Holding AG

The Management Board