

# Telefónica

---

## Deutschland

**Telefónica Deutschland Holding AG**  
Munich

**Notification pursuant to section 8 para. 1 sentence 6 German Securities  
Prospectus Act (Wertpapierprospektgesetz)**

The issue price for the offered and fully placed 258,750,000 shares, comprising of 225,000,000 ordinary no par value registered shares from the holdings of the Selling Shareholder, Telefónica Germany Holdings Limited, as well as over-allotted 33,750,000 ordinary no par value registered shares from the holdings of the Selling Shareholder, based on the Prospectus as of October 16, 2012, has been jointly set by Telefónica Deutschland Holding AG, the Selling Shareholder and the Joint Global Coordinators, J.P. Morgan Securities plc, London, und UBS Limited, London, on October 29, 2012 on the basis of the order book prepared during the book–building process to

**€ 5.60 per share.**

The issue price and the final number of offer shares have been announced by ad-hoc notifications and have been published on the same day pursuant to section 14 para. 2 No. 3a) German Securities Prospectus Act (*Wertpapierprospektgesetz*) on the website of Telefónica Deutschland Holding AG at [www.telefonica.de](http://www.telefonica.de).

International Securities Identification Number (ISIN): DE000A1J5RX9

German Securities Code (WKN): A1J5RX

Ticker Symbol: O2D

Munich, 29 October 2012

**Telefónica Deutschland Holding AG**

Joint Global Coordinators and Joint Bookrunners

**J.P. Morgan**

**UBS Investment Bank**

Joint Bookrunners

**BofA Merrill Lynch**

**BNP PARIBAS**

**Citigroup**

**HSBC**

Co-Lead Managers

**Banca IMI**

**BayernLB**

**BBVA**

**COMMERZBANK**

**Banco Santander**

**Société Générale  
Corporate & Investment Banking**