

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.

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

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