



TELEFÔNICA BRASIL S.A.
Publicly-Held Company
CNPJ/MF n.º 02.558.157/0001-62
NIRE 35.3.0015881-4

**MINUTES OF THE 161st MEETING OF THE FISCAL BOARD OF TELEFÔNICA BRASIL S.A. HELD
ON FEBRUARY 16, 2018**

- 1. DATE, TIME AND PLACE:** On February 16, 2018, at 7:30 a.m., at the headquarters of Telefônica Brasil S.A. ("Company") located at Avenida Engenheiro Luiz Carlos Berrini, 1376, 32º floor, B Side, Viva Tudo room, Cidade Monções neighborhood, in the City of São Paulo, State of São Paulo.

- 2. CALL AND ATTENDANCE:** A call was made in accordance to the Company's Bylaws, and all members of the Fiscal Board of the Company ("Fiscal Board") were present, representing the necessary quorum. Were also present, the Director of Finance, Mr. Rodrigo Rossi Monari; the Director of Accounting and Commissioning, Mr. João Orlando Lima Carneiro; the Accountant of the Company, Mr. Carlos Cesar Mazur; the Director of Investor Relations, Mr. Luis Carlos da Costa Plaster; the Manager of Investor Relations, Mr. João Pedro Xavier Esteves Soares Carneiro; the Director of Corporate Affairs, Ms. Carolina Simões Cardoso, as Secretary of the Meeting, in addition to the representative of PriceWaterhouseCoopers Auditores Independentes ("PwC"), Ms. Estela Vieira and Mr. Fernando Roscini.

- 3. EXPOSITIONS AND RESOLUTIONS:** Having examined and debated the matters on the Agenda, the members of the Fiscal Board who attended the Meeting deliberated as described below:
 - (i) Financial Statements, together with the Independent Auditors' Report and the Annual Management Report related to the fiscal year ended December 31, 2017:** The Financial Statements for the fiscal year ended December 31, 2017 were analyzed by the Fiscal Board, as well as the Independent Auditors' Report and the Annual Management Report, being provided the necessary clarifications by the Company's representatives e by the independent auditors, PwC. After analyzing the documents and information presented, the Fiscal Board members issued a favorable opinion to the documents, according to which consider such documents and informations are adequate and correct, issuing an opinion that will be filed at the Company's headquarters as Annex to these minutes.

 - (ii) Proposal for Capital Budget for the fiscal year ending December 31, 2018, including the Report on the Execution of the Capital Budget for 2017:** The Proposal for Capital Budget for the



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fiscal year ending December 31, 2018 and the Report on the Execution of the Capital Budget for 2017 were analyzed by the Fiscal Board, being provided the necessary clarifications. After the analysis, the Fiscal Board members issued a favorable opinion to the documents, according to which consider such documents adequate and correct, issuing an opinion that will be filed at the Company's headquarters as Annex to these minutes.

(iii) Proposal for Income Allocation for the fiscal year ended December 31, 2017: The Proposal for Income Allocation for the fiscal year ended December 31, 2017 was analyzed by the Fiscal Board, being provided the necessary clarifications. After the analysis, the Fiscal Board members issued a favorable opinion to the document, according to which consider such document adequate and correct, issuing an opinion that will be filed at the Company's headquarters as Annex to these minutes.

4. CLOSING: No further business to be discussed the meeting was closed and these minutes drawn up. São Paulo, February 16, 2018. (signatures) Flávio Stamm; Cremênio Medola Netto; Charles Edwards Allen; and Carolina Simões Cardoso – Secretary of the Meeting.

I hereby certify that this is a faithful copy of the minutes of the 161st meeting of the Fiscal Board of Telefônica Brasil S.A., held on February 16, 2018, which was drawn-up in the proper book.

Carolina Simões Cardoso
Secretary of the Meeting

ANNEX

FISCAL BOARD OPINION

The members of the Fiscal Board of Telefônica Brasil S.A. ("Company" or "Telefônica Brasil"), in the exercise of their duties and legal responsibilities, as provided for in article 163 of the Brazilian Corporate Law, examined and analyzed the Company's Financial Statements, together with the Independent Auditors' Report and the Annual Management Report for the fiscal year ended December 31, 2017 ("Annual Financial Statements for 2017"), as well as the Proposal for Capital Budget for the fiscal year of 2018, including the Report on the Execution of the Capital Budget for 2017 and the Proposal for Income Allocation for the fiscal year of 2017 and, taking into account the information provided by the Board of Executive Officers of the Company and by PricewaterhouseCoopers Auditores Independentes, they are unanimously in favor of these documents, as they adequately reflect the Company's equity and financial positions in all material respects, and recommend the submission of such documents to the Company's Ordinary and Extraordinary Shareholders' Meeting, pursuant to the Brazilian Corporate Law.

São Paulo, February 16, 2018.

Flavio Stamm
Fiscal Board Member
(effective)

Cremênio Medola Netto
Fiscal Board Member
(effective)

Charles Edwards Allen
Fiscal Board Member
(effective)