



**TELEFÔNICA BRASIL S.A.**

Publicly-held Company

CNPJ/MF 02.558.157/0001-62 - NIRE 35.3.0015881-4

**MINUTES OF THE 329<sup>th</sup> MEETING OF THE BOARD OF DIRECTORS OF  
TELEFÔNICA BRASIL S.A. HELD ON FEBRUARY 16, 2018**

**1. DATE, TIME and PLACE:** February 16<sup>th</sup>, 2018, at 1 p.m., at Telefônica Brasil S.A. (“Company”) headquarters, located at Av. Eng. Luiz Carlos Berrini, 1376, Cidade Monções neighborhood, City of São Paulo, State of São Paulo.

**2. CALL AND ATTENDANCE:** The call was issued in accordance to the Bylaws. The meeting was attended by the Directors of the Board of the Company who signed this minute, representing the required quorum in accordance with the Bylaws. The Board Members, Messrs. Luiz Fernando Furlan and Roberto Oliveira de Lima, participated through audio conference and the Board Member Mr. Francisco Javier de Paz Mancho participated through video conference. Also present were the Chief Financial and Investor Relations Officer, Mr. David Melcon Sanchez-Friera; The Chief Operating Officer, Mr. Christian Mauad Gebara; The General Secretary and Legal Officer, Mr. Breno Rodrigo Pacheco de Oliveira and the presenters individually named in each of the themes below, whose participation was restricted to the time of appreciation of the respective themes.

**3. PRESIDING BOARD:** Eduardo Navarro de Carvalho, Chairman of the Meeting; Breno Rodrigo Pacheco de Oliveira, Secretary of the Meeting.

**4. AGENDA AND RESOLUTIONS:** After the exam and debate of the matters included in the Agenda, the members of the Board of Directors deliberated unanimously as described below:

**4.1. TO APPROVE THE FINANCIAL STATEMENTS, ACCOMPANIED BY THE INDEPENDENT AUDITORS OPINION AND THE MANAGEMENT’S ANNUAL REPORT, RELATED TO THE FISCAL YEAR ENDED DECEMBER 31, 2017 (“2017 FINANCIAL STATEMENTS”), AS WELL AS THE PROPOSAL FOR CAPITAL BUDGET FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018 (“PROPOSAL FOR CAPITAL BUDGET”) AND THE PROPOSAL FOR INCOME ALLOCATION RELATED TO THE FISCAL YEAR ENDED DECEMBER 31, 2017 (“PROPOSAL FOR INCOME ALLOCATION”):** Mr. David Melcon Sanchez-Friera, Chief Financial and Investor Relations Officer, together with the Director of Accounting, Mr. João Orlando Carneiro, the Director of Investor Relations, Mr. Luis Carlos da Costa Plaster and the Director of Finance, Mr. Rodrigo Monari, presented: (i) the 2017 Financial Statements; (ii) the Proposal for Capital Budget, including the execution report of the capital budget for the fiscal year of 2017; and (iii) the Proposal for Income Allocation. The presentations were attended by the Fiscal Board Members - Flávio Stamm, Cremênio Medola Netto and Charles Edwards Allen, who, having previously analyzed the documents, opined in favor of the 2017 Financial Statements, the Proposal for Capital Budget and the Proposal for Income Allocation and the submission of these documents to the Shareholders’ Meeting. In addition, the representative of



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PriceWaterhouseCoopers Auditores Independentes, Ms. Estela Vieira, was also present. She stated that there were no reservations with respect to the 2017 Financial Statements and delivered its Independent Auditors' Report, without reservations, dated February 16, 2018. The independent auditors also declared their independence from the Company. On this occasion, the Board of Directors formally positioned itself regarding the independence declaration presented by the independent auditors, informing that they were not aware of anything that might affect the said declaration of independence. In addition, the Board Members were informed that the documents in question had been previously analyzed and approved by the Audit and Control Committee and by the Fiscal Board. Following the appreciation and discussion among those present, the Board of Directors, considering the favorable opinion of the Fiscal Board and the favorable recommendation from the Audit and Control Committee, unanimously approved the 2017 Financial Statements, the Proposal for Capital Budget and the Proposal for Income Allocation, issuing a favorable opinion, without reservations, which is filed at the Company's headquarters as an annex to these minutes, and has decided to submit said documents for the approval of the Ordinary and Extraordinary Shareholders' Meeting to be convened by the Chairman of the Board.

**4.2. APPROVING THE CALL NOTICE FOR THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING:** The General Secretary and Legal Officer, Mr. Breno de Oliveira, presented a proposal for a Call Notice for the Company's Ordinary and Extraordinary Shareholders' Meeting, to be held on April 12, 2018. The Collegiate approved the convening of said Meeting, and the Chairman of the Board was authorized to adopt the necessary measures to convene and carry out the act, subject to legal and statutory provisions.

**5. CLOSING:** Since there was no other business to be treated, the meeting was closed and these minutes were drawn-up by the Secretary of the Board of Directors, which were approved and signed by the Directors present to the meeting, being following transcribed in the proper book. São Paulo, February 16, 2018. (aa) Board of Directors: Eduardo Navarro de Carvalho – Chairman of the Board of Directors; Antonio Carlos Valente da Silva; Antonio Gonçalves de Oliveira; Francisco Javier de Paz Mancho; José María Del Rey Osorio; Julió Esteban Linares Lopez; Luis Francisco Javier Bastida Ibarгүйen; Luiz Fernando Furlan; Narcís Serra Serra; Ramiro Sánchez de Lerín Garcia-Ovies; Roberto Oliveira de Lima; Sonia Julia Sulzbeck Villalobos. Fiscal Board: Flávio Stamm, Cremênio Medola Netto and Charles Edwards Allen. Independent Auditor: Estela Maris Vieira de Souza; Secretary of the Board of Directors: Breno Rodrigo Pacheco de Oliveira.



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I hereby certify that this is a faithful copy of the minutes of the 329th meeting of the Board of Directors of Telefônica Brasil S.A., held on February 16<sup>th</sup>, 2018, which was drawn-up in the proper book.

**Breno Rodrigo Pacheco de Oliveira**  
Secretary of the Board of Directors

## ANNEX

### OPINION OF THE BOARD OF DIRECTORS

The members of the Board of Directors of Telefônica Brasil S.A. ("Company" or "Telefônica Brasil"), in the exercise of their duties and legal responsibilities, as provided for in the Brazilian Corporate Law and in the Company's Bylaws, 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 and the Proposal for Income Allocation for the year 2017 and, taking into account the information provided by the Company's Board of Executive Officers, by PricewaterhouseCoopers Auditores Independentes and the favorable opinion of the Fiscal Board members and members of the Audit and Control Committee, they are unanimously in favor of such documents, as they adequately reflect the Company's equity and financial positions in all material respects, and determine the forwarding of such documents for approval by the Company's Ordinary and Extraordinary Shareholders' Meeting, pursuant to the Brazilian Corporate Law.

São Paulo, February 16, 2018.

**Eduardo Navarro de Carvalho**  
Chairman of the Board of Directors

**Luiz Fernando Furlan**  
Member of the Board of Directors

**Julio Esteban Linares Lopez**  
Member of the Board of Directors

**Francisco Javier de Paz Mancho**  
Member of the Board of Directors

**Antonio Gonçalves de Oliveira**  
Member of the Board of Directors

**Ramiro Sánchez de Lerín Garcia-Ovies**  
Member of the Board of Directors

**Antonio Carlos Valente da Silva**  
Member of the Board of Directors

**Sonia Julia Sulzbeck Villalobos**  
Member of the Board of Directors

**José María Del Rey Osorio**  
Member of the Board of Directors

**Roberto Oliveira de Lima**  
Member of the Board of Directors

**Luis Francisco Javier Bastida Iburgüen**  
Member of the Board of Directors

**Narcís Serra Serra**  
Member of the Board of Directors