



**TELEFÔNICA BRASIL S.A.**

Publicly-held Company

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

**MINUTES OF THE 339<sup>th</sup> MEETING OF THE BOARD OF DIRECTORS OF  
TELEFÔNICA BRASIL S.A. HELD ON SEPTEMBER 5, 2018**

**1. DATE, TIME AND PLACE:** September 5, 2018, at 11 a.m., at Telefônica Brasil S.A. (“Company”) headquarters, located at Av. Eng. Luiz Carlos Berrini, 1376, Cidade Monções, capital of the State of São Paulo.

**2. CALL NOTICE AND ATTENDANCE:** The call notice was issued in accordance with the Company's Bylaws. The members of the Company's Board of Directors who subscribe to these minutes attended the Meeting, representing the necessary quorum under the terms of the Bylaws. The General Secretary and Legal Officer of the Company, Mr. Breno Rodrigo Pacheco de Oliveira, also attended the Meeting.

**3. PRESIDING BOARD:** Eduardo Navarro de Carvalho, Chairman of the Board of Directors and Breno Rodrigo Pacheco de Oliveira, Secretary of the Board of Directors.

**4. AGENDA AND DELIBERATION:** After examining and debating on the matter on the Agenda, the members of the Board of Directors deliberated unanimously, as described below:

**4.1. DISTRIBUTION OF INTEREST ON OWN CAPITAL OF THE COMPANY:** The Board of Directors approved, by unanimous decision, the proposal of distribution of Interest on Own Capital based on the net income accounted in the balance sheet of July 31, 2018, in the gross amount of R\$2,800,000,000.00 (two billion, eight hundred million reais), which is equivalent to R\$2,380,000,000.00 (two billion, three hundred and eighty million reais) net of income tax. The interest per share equals R\$ 1.55501324615 per common share (R\$ 1.32176125923 net of income tax) and R\$ 1.71051457077 per preferred share (R\$ 1.45393738515 net of income tax).

The Interest on Own Capital shall be credited individually to shareholders, in accordance to the shareholder registry book position by the end of September 17, 2018. After this date, the shares will be considered “ex-Interest on Own Capital”.

The Interest on Own Capital will be imputed to the minimum mandatory dividend of the fiscal year 2018 *ad referendum* of the General Shareholders Meeting, and the payment will be carried out before the end of 2019, in a date to be defined by the Company's Board.

**5. CLOSING:** Since there was no other business to be transacted, the meeting was closed and these minutes were drawn-up by the Secretary of the Board of Directors, which were approved and signed



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by the Directors present to the meeting, being following transcribed in the proper book. São Paulo, September 5, 2018. (aa) Eduardo Navarro de Carvalho – Chairman of the Board of Directors. Members of the Board of Directors: Antonio Carlos Valente da Silva; Antonio Gonçalves de Oliveira; Francisco Javier de Paz Mancho; José María Del Rey Osorio; Julio Esteban Linares Lopez; Luiz Fernando Furlan; Narcís Serra Serra; Luis Miguel Gilpérez López; Roberto Oliveira de Lima and Sonia Julia Sulzbeck Villalobos. Secretary of the Meeting: Breno Rodrigo Pacheco de Oliveira.

***I hereby certify that this is a faithful copy of the minutes of the 339<sup>th</sup> meeting of the Board of Directors of Telefônica Brasil S.A., held on September 5, 2018, which was drawn-up in the proper book.***

**Breno Rodrigo Pacheco de Oliveira**

Secretary of the Board of Directors