



TELEFÔNICA BRASIL S.A.

Publicly-held Company
CNPJ/MF 02.558.157/0001-62 - NIRE 35.3.0015881-4

**MINUTES OF THE 353rd MEETING OF THE BOARD OF DIRECTORS OF
TELEFÔNICA BRASIL S.A. HELD ON APRIL 30, 2019**

1. DATE, TIME AND PLACE: April 30, 2019, at 9:30 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. Mr. Breno Rodrigo Pacheco de Oliveira, General Secretary and Legal Officer, was also present as Secretary of the Meeting.

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

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. PROPOSAL FOR DISPOSAL OF ASSETS WITH SUBSEQUENT CONCLUSION OF SERVICE AGREEMENT: Initially, Mr. Ricardo Guillermo Hobbs, Vice President of Strategy and Transformation, presented a proposal of the Company for the sale of the Data Centers Tamboré, installed in the city of Santana of Parnaíba, State of São Paulo, and Curitiba (CIC), located in the city of Curitiba, State of Paraná ("Transaction"), highlighting the trends of the data center market and the Company's strategy in this business segment.

The Transaction contemplates the execution of the following main agreements with a company controlled by Asterion Industrial Partners SGEIC, S.A. ("Buyer"): (i) Asset Purchase Agreement; and (ii) Housing Services Agreement between the Company and the Buyer - Master Service Agreement, ensuring the continuity of the provision of housing services by the B2B area to the Company's customers. The conclusion and consummation of the Transaction are subject to some common conditions precedent to this type of Transaction.

The purpose of this proposal is to enable the optimization of the Company's capital allocation, generating value to its shareholders.

After evaluating, analyzing and discussing the topic, the Board of Directors unanimously approved the Transaction described above, according to the documents presented, for the minimal amount of



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R\$ 386 million, authorizing the Board of Executive Officers to adopt the necessary measures to conclude the Transaction, included the finalization of the negotiation according to the indicated parameters, as well as the execution and signature of the contracts.

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 by the Directors present to the meeting, being following transcribed in the proper book. São Paulo, April 30, 2019. (aa) Eduardo Navarro de Carvalho – Chairman of the Board of Directors. Ana Theresa Masetti Borsari; Antonio Carlos Valente da Silva; Christian Mauad Gebara; David Melcon Sanchez-Friera; Francisco Javier de Paz Mancho; José María Del Rey Osorio; Julio Esteban Linares Lopez; Luis Miguel Gilpérez López; Luiz Fernando Furlan; Narcís Serra Serra 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 353rd meeting of the Board of Directors of Telefônica Brasil S.A., held on April 30, 2019, which was drawn-up in the proper book.

Breno Rodrigo Pacheco de Oliveira
Secretary of the Board of Directors